

Susquehanna Rowing Association

Bylaws

Adopted: June 1, 2013

Amended: February 1, 2014; January 3, 2015

Article I. Name and Location

- A.** The name of the Association shall be the Susquehanna Rowing Association (SRA).
- B.** The principle location of the Association for rowing purposes shall be Gifford Pinchot State Park, York County, Pennsylvania. Other locations, including administrative offices may be established at any time by the Executive Committee.

Article II. Purpose and Mission

- A.** The purpose of the Association shall be to promote, foster and provide organized competitive and recreational rowing in south-central Pennsylvania.
- B.** The mission of the Association shall be to:
 - (1) Foster and stimulate interest in the sport of rowing amongst individuals and the community.
 - (2) Publicize and promote the advantages of rowing as a means of health and physical development.
 - (3) Offer the opportunity to the community to participate in the competitive and recreational sport of rowing.
- C.** The Association shall operate exclusively for charitable and educational purposes in conformity with the laws of Pennsylvania pertaining to incorporation, and with the provisions of the current Internal Revenue Code of the United States of America and all regulations issued there under affecting nonprofit organizations qualified under Section 501(c)(3) of the Code.

Article III. Membership

- A.** The Association shall have the following categories of membership.
 - (1) Adult
 - (a) Individuals 18 years or more of age.
 - (b) Shall enjoy all privileges of the Association, including the right to vote, to hold office, to use all facilities, and permit guests to use Association facilities.
 - (2) Collegiate

- (a) A full time college student (12 credits or more, undergraduate or graduate), 18 years or more of age.
 - (b) Shall enjoy all privileges of the Association, including the right to vote, to hold office, to use all facilities, and permit guests to use Association facilities.
 - (3) Youth
 - (a) Individuals less than 18 years of age.
 - (b) Shall have use of Association facilities as allowed by Association rules.
 - (c) Not entitled to vote at member meetings, hold office, or permit guests to use Association Facilities.
 - (4) Family
 - (a) Two or more people at the same address, including children under age 18 that have not graduated high school.
 - (b) All individuals 18 years of age or more in the family group shall each be conferred the same rights and privileges as Adult members.
 - (c) All individuals under 18 years of age in the family group shall each be conferred the same rights and privileges as Youth members.
 - (5) Life
 - (a) The Association may grant life membership.
 - (b) Life membership is granted by a vote of the Association. A majority of the membership or a two-thirds (2/3) majority of the votes cast is required to grant life membership.
 - (c) Life membership shall be granted for significant service to the Association.
 - (d) If life members constitute greater the 20% of the membership, new life memberships may not be granted until life members constitute less than 20% of the membership.
 - (e) Life Members shall not pay annual dues, but are subject to other fees charged by the Association.
 - (f) Life members shall each be conferred the same rights and privileges as Adult members.
 - (6) Out-of-Area
 - (a) Individuals 18 years or more of age.
 - (b) His or her permanent residence must be a minimum of 100 miles straight line distance from Gifford Pinchot State Park.
 - (c) Shall have use of Association facilities as allowed by Association rules.
 - (d) Not entitled to vote at member meetings, hold office, or permit guests to use Association Facilities.
- B.** Fees, duties, obligations, and rowing qualifications for each category may be established and/or amended as approved by the Executive Committee.

- C.** Members may be charged additional fees for storage of personal equipment at Association facilities.
- D.** Membership shall be open to all regardless of sex, race, religion, national origin, handicap or sexual orientation. All applicants shall be given full and equal consideration, upon agreeing to abide by the by-laws and all other duly approved rules and regulations.
- E.** Induction
- (1) All membership applications shall be reviewed by the Membership committee. The committee shall forward any concerns that are noted to the Executive Committee for further action. The Executive Committee may deny membership in the Association.
 - (2) Members may participate in Association activities before the review is complete. Members shall not be given access to use Association facilities on their own until the review is complete.
 - (3) The Coxswain shall ensure the members are reviewed for rowing experience, skills and swimming ability before they are given access to use Association facilities on their own. The Coxswain may appoint experienced Association members to assist in this process.
- F.** Suspension, Expulsion, and Termination of Membership:
- (1) Charges
 - (a) Any member may file charges against another member for violations of Association rules, or disorderly or unsportsmanlike conduct. Charges against a member must be filed in writing with a signature within seven days of the discovery of the offense to the President.
 - i. The President or Coxswain can verbally issue a suspension and then forward charges in writing with a signature to the Executive Committee. The verbal suspension is limited to the time until the Executive Committee meets to review the charges, a maximum of 30 days.
 - (b) The President will within ten days of receiving the charges call for a meeting with the accused member and the Executive Committee to determine if charges are warranted. If charges are warranted a Hearing may be held with those involved.
 - (c) After all evidence has been submitted at the hearing, the Executive Committee will then pass judgment on the accused and determine the penalty to be issued. The penalty imposed will be recorded in the Association records by the Secretary. A certified letter will be sent to the sanctioned member explaining the penalty.
 - (2) Penalties
 - (a) Suspension - The Executive Committee will have the power to suspend membership for a maximum of six months.

- (b) Expulsion - The Executive Committee may recommend expulsion of the accused from membership to the Association.
 - (c) Termination - The Executive Committee may recommend termination of the membership of the accused to the Association.
 - (d) If Expulsion or Termination is recommended by the Executive Committee to the Association, the accused member will be suspended until an Association meeting is held. This may be the annual meeting or a special meeting of the Association. The meeting shall occur within sixty days of the hearing by the Executive Committee.
 - (3) Expulsion from membership in the Association:
 - (a) By membership vote, which requires a majority vote of the members present at any meeting of the Association.
 - (b) After a 6 month period any member that was expelled may again seek membership in the Association.
 - (4) Termination of membership in the Association:
 - (a) By membership vote, which requires a majority vote of the members present at any meeting of the Association.
 - (b) Compulsory, for the conviction of failing to make restitution of monies of the Association, or for the conviction of a crime that reflects unfavorably upon the Association.
 - (c) Once terminated the member may never again seek membership in the Association.
 - (5) In accordance with the right of free assembly, the Association has the right to determine its membership. Expulsion or termination of membership can be initiated by any member at any meeting of the Association. Charges and/or cause are not required.
 - (6) In all cases the decision of the Executive Committee and/or the Association will be final. Since Membership in the Association is a privilege there is no right of appeal.
- G.** Any member may resign, at any time, upon notice to the Secretary. No dues or other fees shall be refunded or pro-rated.

Article IV. Officers

- A.** The elected Officers of this Association and their duties shall be as follows and such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Association:
 - (1) President

- (a) Responsible for all administrative functions; preside at all meetings of the Executive Committee and the Association, and sign all contracts.
 - (2) Vice President
 - (a) Assist the President and Committee Chairs with any duties the President assigns.
 - (b) Preside at meetings when the President is absent.
 - (3) Secretary
 - (a) Keep and maintain minutes of meetings, a roster of members and historic records.
 - (b) Send all notices on behalf of the Association.
 - (c) Other duties as assigned by the President.
 - (4) Treasurer
 - (a) Responsible for all funds and accounts of the Association.
 - (b) Chair the Finance Committee.
 - (c) Prepare an annual budget.
 - (d) Prepare necessary tax filings.
 - (e) Prepare an annual balance sheet and report to the membership.
 - (f) Other duties as assigned by the President.
 - (5) Coxswain
 - (a) Procure, maintain, and regulate storage and disposal of all physical assets and property of the Association.
 - (b) Authorize use of equipment by members based on experience level.
 - (c) Other duties as assigned by the President.
 - (6) Trustees
 - (a) The Association shall have two trustees.
 - (b) The trustees shall represent the membership at large on the Executive Committee.
 - (c) Other duties as assigned by the President.
- B.** No member shall hold more than one office at a time.
- C.** The Officers shall be elected in odd numbered years to serve two year terms.
- (1) The election shall occur between September 1st and October 15th.
 - (2) The officers shall take office November 1st.
 - (3) Officer Elections shall occur by Postal or Online voting. (Refer to Article VI).
 - (4) A nomination period shall occur prior to the election.

- (a) The nomination period shall be announced to the membership.
- (b) The Executive Committee shall determine the length of the nomination period.
- (c) The nomination period shall end no less than 7 days prior to the start of the election.
- (d) Nominations may be submitted by email to the President and Secretary, or in writing to any officer, who will then forward the written nomination to the President or Secretary. Members may not nominate themselves.
- (e) Nominees may decline their nomination. All nominees shall be contacted prior to the election to confirm they accept the nomination.

D. Vacancies

- (1) A majority vote of the Executive Committee shall be used to fill vacancies, and the officer chosen shall hold office until the next annual meeting of the Association. When the office of President shall become vacant, the Vice President shall assume the position of President and the vacancy shall exist in the office of Vice President. The Executive Committee may then fill the vacancy in the office of Vice President.

E. Removal of officers

- (1) An elected officer may be removed from office. A recall petition signed by at least 10 members must be submitted. A vote will then be held, with a two-thirds majority of those voting being required for the officer to be removed. The vote must be held in accordance with the meeting and voting rules listed in these bylaws.

Article V. Meetings

- A.** The annual meeting shall take place between January 1st and February 28th. The date, time, and location shall be announced to the membership in advance.
- B.** The order of business shall be:
 - (1) Roll Call – to determine a quorum
 - (2) Approval of minutes of previous meetings
 - (3) Report of officers and committees
 - (4) Unfinished business
 - (5) New business
 - (6) Adjournment
- C.** A special meeting of the Association may be called by either of the following:
 - (1) By the Executive Committee
 - (2) By written petition signed by not less than 10 members

The special meeting must be announced with 10 days notice. The notice shall state the purpose of the special meeting and no other business may be considered.

- D. Between annual meetings the Executive Committee may use Postal or Online voting to conduct a vote on Association business.

Article VI. Voting

- A. Members have the right to vote as described in Article III

- B. Each member has one vote.

- C. Voting Methods

- (1) In person at an Association meeting.
- (2) Postal or Online voting.

- D. Postal or Online voting

- (1) Voting on any Association business may be conducted using a mailed paper ballot or internet based voting systems.
- (2) When a mailed paper ballot is used, the deadline for ballots to be returned shall not be less than 14 days from the date the ballots are mailed to the members. The deadline for ballots to be returned shall be set by the Executive Committee prior to the mailing of ballots.
- (3) When an internet based voting system is used, votes shall be accepted for a minimum period of 7 days. The voting period shall be set by the Executive Committee prior to the start of voting.
- (4) Members without an email address or internet access shall receive a mailed paper ballot whenever an internet based voting system is used.

- E. Quorum

- (1) For Association meetings, 10 members shall constitute a quorum.
- (2) For Postal or Online voting, at least 10 ballots must be received for the vote to be valid.

Article VII. Executive Committee

- A. The Executive Committee will consist of the President, Vice President, Treasurer, Secretary, Coxswain, and Trustees.

- B. Duties and Authority:

- (1) Shall have general supervision of the affairs of the Association between its meetings.
- (2) Shall fix the hour and place of meetings
- (3) Shall make recommendations to the Association

- (4) Shall perform other duties as are specified in these bylaws.
- (5) The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.
- (6) The Executive Committee will have complete charge and control of the assets of the Association.
- (7) The Executive Committee will adopt, enforce, and maintain the Association's Standard Operating Procedures. These Procedures shall cover aspects of day to day operations not covered in these bylaws.

C. Meetings

- (1) At all meetings of the Executive Committee, a majority of the members of the Executive Committee shall constitute a quorum.
- (2) All meetings of the Executive Committee shall be announced to the general membership in advance and shall be open to the general membership to the extent possible, subject to the provisions and limitations of paragraphs 3 and 4 below.
- (3) Members of the Executive Committee may participate in a meeting of the Executive Committee by means of telephone conference or video conference or similar communications equipment by means of which all persons participating in the meeting can hear one another. Proceedings of such meetings shall be recorded in the minutes in the same manner as if the participating Executive Committee members were present in person at the meeting.
- (4) Special meetings of the Executive Committee may be called by or at the request of the President on one day's notice to each member of the Executive Committee. Special meetings may also be called by the Secretary in like manner and on the like notice on the request of at least three members of the Executive Committee.

Article VIII. Committees

A. The Standing Committees of this Association and their duties shall be as follows:

- (1) Finance
 - (a) Chaired by Treasurer.
 - (b) Review Association finances and recommend related actions to the Association.
- (2) Equipment and Facilities
 - (a) Assist Coxswain with the maintenance of Association equipment and facilities.
- (3) Regatta
 - (a) Organize the collegiate regatta.

- (4) Program
 - (a) Organize and execute a National Learn to Row Day event at the Association facilities.
 - (b) Organize other programs for members and to recruit new members.
- (5) Membership
 - (a) Shall review new member applications
- B. The President shall annually appoint the committee chair and members of all committees.
- C. The President may appoint additional Ad Hoc committees.

Article IX. Parliamentary Authority

- A. Robert's Rules of Order Newly Revised, 11th edition shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article X. Finances

- A. The Executive Committee shall adopt an annual budget.
- B. Expenditures will be in compliance with the current budget.
- C. Emergency expenditures for the continuous operation of the Association must be approved by the President.
- D. An Executive Committee vote will be required for approval of any expenditure in excess of \$3,000.
- E. An Association vote will be required for approval of any expenditure in excess of \$5,000.
- F. Expenditures over \$5,000 require a legal, written and binding contract to be signed by the President and witnessed by a second officer.

Article XI. Indemnification

- A. The Association shall, to the fullest extent permitted, from time to time, by applicable law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, but without limitations, any such action, suit or proceeding, by or in the right of the Association or any of its members) by reason of the fact that he or she is or was a director, officer or agent of the Association, or is or was serving at the request of the Association as a director, officer or agent of the Association, against expenses (including reasonable attorneys' fees and expenses), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any

criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Article XII. Dissolution and Distribution of Assets

- A. Upon resolution approved by 2/3 of the members present a meeting of the Association or by a majority of the members of the Association, the Association may be dissolved. After suitable provision of all debts and obligations, the remaining assets shall be distributed to exempt purposes within the meaning of section 501(c)(3) of the Code, as the Executive Committee shall determine.

Article XIII. Exempt Activities and Charitable Status

- A. No part of the net earnings of the Association shall inure to the benefit of any persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II.

Article XIV. Amendments to Bylaws

- A. These Bylaws may be amended at anytime.
- B. A proposed amendment must be submitted in writing to the President and the Executive Committee.
- C. Within 14 days of the receipt of a proposed amendment to the bylaws, the President shall appoint a Bylaws Committee to review the proposed amendment and report back to the Executive Committee within 28 days.
 - (1) The Bylaws Committee may meet with the author of the proposed amendment if there are any changes to the amendment the Bylaws Committee recommends and ask the author to modify the proposed amendment.
 - (2) If the author declines to modify the proposed amendment, the Bylaws Committee may propose an alternative amendment to the Executive Committee, in which case both versions must be submitted to the membership for a vote.
- D. Upon receiving the report of the Bylaws Committee, the Executive Committee must do one of the following:
 - (1) Call a Special meeting of the Association within 28 days. Due notice of the amendment to all Association members must be given at least ten (10) days prior to such meeting.
 - (2) Submit the proposed amendment to the Association membership for a vote by Postal or Online Voting within 14 days.

- E. A majority of the membership or a two-thirds (2/3) majority of the votes cast is required to amend these Bylaws.

Article XV. Transition

- A. The five officers previously elected shall continue in their respective positions.
- B. Two year terms of office shall begin with the election of officers occurring between the adoption of these bylaws and October 15, 2013.
- C. Upon the adoption of these bylaws, the five members of the Executive Committee currently in office shall appoint two members to serve as trustees for the remainder of the current term.