

BY-LAWS
of the
ST. LOUIS ROWING CLUB
Established 1877

ARTICLE I – OFFICERS

Regular Officers and Their Term of Office

SECTION 1. The Regular Officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Communications Secretary, Captain, Lieutenant and SLRC Boosters Representative, who together shall constitute the Executive Committee. They shall hold office until the annual meeting, or until their successors are duly elected and qualified. The Head Coach shall serve as an ex officio advisor to the Executive Committee and is expected to attend all meetings of it, but shall not be a member.

Election of Officers

SECTION 2. Election of Officers shall take place at the annual meeting held in December. Said elections shall be by ballot and a majority of the members in good-standing voting shall elect. Absentee ballots shall be permitted.

No member shall be entitled to hold an office unless he/she has been a member of the Club for six months and is in good standing. The President shall appoint a nominating committee by October 1st of each year. Said committee shall prepare a proposed slate of officers and submit it to the Club membership along with a ballot, mailed to all members on or before December 2.

Delegates to Rowing Associations

SECTION 3. So long as the Club retains its membership in any Rowing Association, it shall, at the annual meeting, elect as many members to represent it as its delegates to said Association, as required by that Association.

President and Vice-President

SECTION 4. The President shall preside at all meetings and enforce the laws and regulations of the Club. In case of his/her absence from the city, or inability to act from any cause, the Vice-President shall assume and perform all his/her duties. If neither be present at the meeting, it may be called to order by any active member and a temporary chairman shall be chosen by vote. The President shall be the chief executive officer of the Club, and as such shall have the chief control, direction and management of its affairs, and be responsible to the Executive Committee for the enforcement of all laws of the Club.

Vacancy in Office-Pro Tem Appointment

SECTION 5. In case of a vacancy in any office, the President shall make a pro tem appointment until an election can be held.

Secretary

SECTION 6. The Secretary shall issue all proper notices; keep a record of the meetings of the Club, the proceedings of the Executive Committee, and all matters concerning which a record shall be deemed advisable by him/her or by the Executive Committee, which record shall at all times be open to the inspection of any member of the Club. He/she shall also conduct all correspondence appertaining to his/her office.

Treasurer

SECTION 7. The Treasurer shall collect all moneys due the Club. The Treasurer shall keep the accounts of the Club in such a manner as the Executive Committee may direct, pay all bills duly approved by the President and Secretary. His/her books shall at all times be open for the inspection of the Executive Committee, Secretary or President. He/she shall make a quarterly report of all affairs connected with his/her office, stating therein the amounts of all moneys received, when received, all moneys paid out, when paid and to whom, and the amount on hand; if deposited, in what bank; and such other items of interest as he/she may deem necessary, or as he/she may be called upon to furnish by the President. Such Quarterly Reports shall be submitted to the Club at its regular meetings in March, June, September and December. He/she shall also report all delinquent members every regular meeting. Whenever, in the opinion of the Executive Committee, the Treasurer has more money in his/her hand than may be deemed necessary for the existing necessities of the Club, they may direct him/her to deposit the same with or without interest, in such a bank or banks as they may designate. All checks drawn on said bank or banks shall be signed by the Treasurer and countersigned by the President, Vice-President or Secretary, except checks for \$500.00 or less and checks for routine recurring expenses and expenses previously approved by the Executive Committee, which may be signed by the Treasurer alone. An audit of the books and accounts of the Club shall be conducted at least once each calendar year in accordance with Article VIII, Section I. The Treasurer shall prepare and maintain a Club membership roster showing members' name, address, and membership period paid. The membership roster is to be updated at the end of each month and posted at the Boat House.

Head Coach

SECTION 8. The Head Coach shall have the primary responsibility and authority for:

- (1) the development of the Coaching Staff
- (2) the scheduling and training of crews;
- (3) exclusive authority for the selection of all crews representing the Club in all rowing events;

(4) submitting to the Executive Committee, for its approval, the proposed schedule of regattas in which the Club shall participate;

(5) determining who shall use any Club owned boats, according to an established skill rating system; and

(6) the development of the novice program, including training programs and novice crews.

(7) establishing rules related to safe rowing practices and care of Club equipment.

(8) submitting recommendations for the purchase and sale of Club-owned equipment to the Executive Committee for its approval.

In connection with carrying out his/her responsibilities, the Head Coach shall be allowed to expend funds for routine recurring expenses previously approved by the Executive Committee.

Captain

SECTION 9. The Captain, under the direction of the Executive Committee, shall be responsible for the care of Club owned equipment and the Boat House; see that all proper repairs are made and equipment furnished and shall expend such funds for routine repairs previously approved by the Executive Committee and in the case of emergency be allowed to expend up to the amount of \$500.00 for repairs. The Captain shall have the responsibility and authority for the storage, maintenance and repair of Club equipment, and shall decide the availability of Club equipment based on the status of repairs.

Lieutenant

SECTION 10. The Lieutenant shall assist the Captain in all his/her duties, and shall see that the log book is properly kept, in which shall be recorded the date of each pull, names of the oarsmen, the boats used and number of miles made. In the absence of the Captain, the Lieutenant shall be vested with his/her powers and perform his/her duties.

SLRC Boosters Representative

SECTION 11. The SLRC Boosters Representative shall be the representative of the junior rowing program on the Executive Committee and shall be responsible for compliance by the SLRC Boosters with the rules and tax-exempt status of the Club.

Regatta Chair(s)

SECTION 12. It shall be the duty of the Regatta Chair(s) to coordinate all regatta activities, to appoint committees to perform all duties required to hold the regatta, and to report plans concerning the regatta to the Executive Committee.

Procedure if an Officer is Unable to Perform Duties

SECTION 13. Should any officer be prevented by sickness, absence from the city or any other cause from attending the duties of his/her office for the time being, he/she shall at once notify the President thereof who, upon such notification or upon information suggested by three members of the Club, shall appoint some member to take temporary charge and perform the duties of said office until the regular officer is ready and able to perform the duties thereof and to whom the temporary officers shall render an account of the official acts performed and to whom shall be transferred all property, money, records or papers, or whatever appertains to the office, that have been received during said temporary service.

Resignation of Officers

SECTION 14. All resignations of officers shall be made in writing to the President or Secretary and can be accepted at any meeting, when a majority of the members present vote in favor thereof. Said resignation shall not take effect nor the officer be relieved from his/her duties until his/her successor shall have been appointed or elected.

This section shall not be construed as conflicting with the succeeding section.

Charges Against Officers

SECTION 15. Should any officer be accused under the provisions of Article IV Section 10, and found guilty, his/her office shall immediately cease and be declare vacant, if so decided by a majority vote; in that event the Club shall immediately elect a member to fill said office, whose duty it shall be, without delay, to demand, receive and take possession of all books, records, effects and property of the Club in the hands of the deposed officer.

Payments to Officers

SECTION 16. No Officer shall receive salary, receive loans, or be provided any for of financial gain from the St. Louis Rowing Club

Conflicts of Interest

Section 17. No Officer of the club will vote on or discuss issues which could be interpreted as a financial conflict of interest to the Officer. This includes payments, employment or provision of services to Executive Committee members, their spouses and minor children.

ARTICLE II – MEETINGS OF THE CLUB

Regular Meetings

SECTION 1. Regular Meetings of the Club shall be held once each quarter, upon not less than

ten (10) days' prior written notice to the Members. Notice may be sent by regular mail, posted in a newsletter or delivered by electronic communication.

Annual Meetings

SECTION 2. Annual Meetings of the Club shall be held in December of each year, upon not less than ten (10) days' prior written notice to the members, for the nomination and election of Officers and for such other business as may be brought before it. Notice may be sent by regular mail, posted in a newsletter or delivered by electronic communication.

Executive Committee Meetings

SECTION 3. The Executive Committee shall meet regularly each month or at the call of the President to transact such business of the Club as may require their attention. See also Article III, Section 2.

Special Meetings

SECTION 4. A special meeting of the Club may be called whenever the President or Executive Committee may consider one expedient, or whenever the President or Vice-President shall be requested to call one at the written request of any five members in good standing. Notices of Special Meetings shall be sent by mail, by newsletter or by electronic communication to the address of every member, not less than 5 days prior to the meeting.

Quorum

SECTION 5. Ten percent (10%) of the Voting Members shall constitute a quorum for the transaction of business of the Club.

Rules at Regular Meetings

SECTION 6. No rules or regulations for the government of the Club, or affecting the management of its property, shall become effective at a regular meeting. Recommendations affecting rules or regulations for the government of the Club or management of its property, shall on motion at a regular meeting be referred to the Executive Committee, who shall take the matter under advisement and make known its decision through the Secretary, or President, at the next regular meeting.

ARTICLE III – THE EXECUTIVE COMMITTEE

Duties and Powers of the Executive Committee

SECTION 1. The Executive Committee shall have the full management of all property, effects and assets of the Club. They shall have a supervisory control over the official acts of all officers

of the Club, regulate and settle all differences of opinion or conflict of authority, and its decisions and orders shall be binding on all officers and members. They shall enforce the preservation of order and obedience to the laws of the Club, and shall make and authorize all necessary contracts and purchases. They shall have the power to employ such servants and assistants as in their judgment the Club may need. They shall constitute a committee on election of members, give proper designation to all boats belonging to the Club and make annual report of all property of the Club and generally do all things for the proper management of its affairs. The President shall be ex officio chairman of this committee. The past-President shall be an ex officio member of this committee.

Meetings of the Executive Committee

SECTION 2. The Executive Committee, of which five of its members shall constitute a quorum, shall hold regular monthly meetings; special meetings may be called by the Secretary at the request of the President, Vice-president or any three members of the committee, upon notice to be sent or given to each member of said committee at least 48 hours before the time appointed therefore (see also Article II, Section 3.)

Rules Made by the Executive Committee

SECTION 3. The Executive Committee may make such rules for the government of their committees as to them seem just and proper, but no rules and regulations prepared by them for the government of the Club or the management of its property shall be binding unless approved by a majority vote of the Voting Members present at a regular meeting.

ARTICLE IV – CLUB MEMBERSHIP

Membership Classifications

SECTION 1. The Club shall consist of Voting and Non-Voting Members. Voting Members must be at least eighteen years old and include Active, Honorary and Associate Members and Coaches and Assistant Coaches. Non-Voting Members are Summer, Limited and Learn-to-Row members.

Active Members

SECTION 2. An Active Member is one who is in good standing and governs himself or herself in accordance with the By-laws of the Club. Acting Members in good standing are entitled to vote on all matters brought before the Club membership.

Honorary Members

SECTION 3. Any member who renders great service to the Club, or performs an act worthy of honor, may be proposed for Honorary Membership at a regular meeting of the Club; said proposition to be referred to the Executive Committee for acceptance. Any person who was a

member of a rowing club in St. Louis prior to 1960 is automatically an Honorary Member of the Club. Any member who has been an Active Member of the Club for 25 consecutive years shall automatically be an Honorary Member at the expiration of his/her 25th year, and is to receive the 25 year Honorary Medal. Honorary Members shall enjoy all the privileges of Active Members in good standing, including the right to vote on all matters brought before the Club membership, and shall be exempt from payment of fees and assessments.

Associate Member

SECTION 4. An Associate Member is a non-rowing member who is in good standing and governs himself/herself in accordance with the By-laws of the Club. Associate Members who are at least eighteen years of age and are in good standing are entitled to vote on all matters brought before the Club membership.

Coaches/Assistant Coaches

SECTION 5. The Head Coach and Assistant Coaches are members who are in good standing and who govern themselves in accordance with the By-laws of the Club. The Head Coach and Assistant Coaches who are at least eighteen years of age are entitled to vote on all matters brought before the Club membership and are exempt from payment of fees and assessments.

Summer Members

SECTION 6. A Summer Member is a student who wishes to row only during the summer months. Summer Members are not entitled to vote on Club matters.

Limited Members

SECTION 7. A Limited Member is a rower who pays a fee to store his or her scull or shell at the Boat House and a reduced membership fee. A Special Member may not use any Club equipment and shall not receive coaching or other benefits of the Club except as may be determined by the Executive Committee. Each Special Member is responsible for the maintenance of his/her own equipment and must abide by all Club rules. A Special Member shall only be accepted into the Club if storage space is available in the Boat House. The Executive Committee shall set the fees for such storage and shall determine the maximum number of Special Members permitted in the Club. Special Members are not entitled to vote on Club matters.

Learn-to-Row Members

SECTION 8. A Learn-to-Row Member is any person who is currently enrolled in one of the learn-to-row programs. Learn-to-Row Members are not entitled to vote on Club matters.

Election of Members

SECTION 9. Candidates for membership may become members by requesting membership from the Executive Committee, paying the appropriate membership fees/dues, and signing a standard waiver required by USRowing of member organizations. The Treasurer shall place the name of a new member on the Club membership roster upon fulfillment of the requirements defined herein. The names of new members (and a brief biographical sketch, if desired) may be published in the next issue of the Club newsletter. The conduct of new members may be reviewed after six months to determine compliance with the rules, regulations and By-Laws of the Club. If it is determined by the Executive Committee that any new member is not governing themselves in accordance with the rules, regulations and By-Laws of the Club, the membership may be terminated.

Application for Membership

SECTION 10. All applications for membership shall be in writing, upon forms approved by the Executive Committee, and shall be given to the Secretary before the Executive Committee meeting, in which said candidate is proposed, is called.

Rejected Candidates Not Again Proposed, Till when

SECTION 11. No Candidate once rejected shall be again proposed for a space of six months, unless by unanimous consent.

Resignation of Members

SECTION 12. All resignations of members shall be in writing addressed to the President or Secretary.

Disorderly Conduct, Penalty For

SECTION 13. Any member conducting himself/herself injuriously to the good order, peace or welfare of the Club, or neglects, fails, refuses to obey the laws of the Club, and the duties imposed upon him/her thereby, shall be reported to the Executive Committee in a signed statement containing either the full facts of the case, or by using the following form:

(Date)

Executive Committee

St. Louis Rowing Club

Gentlemen:

I (or we) hereby charge Mr./Ms. _____ a member of this Club, with disorderly conduct and demand that the matter be investigated in accordance with Section 13, Article IV of the Constitution and By-laws.

Signed

The Executive Committee, through the Secretary or President, shall thereupon inform him/her of said charges in writing, and may at their discretion, offer to give him/her a hearing. If upon investigation the Executive Committee shall be satisfied of the truth of the charges, and that same demands action at the hands of the Club, they shall secure a signed statement of facts from the accuser, or accusers, and refer the matter to the Club at its next regular meeting, together with recommendations. The Committee's recommendations shall be accepted after the charges have been read, unless the accused is granted an appeal by the President. In case an appeal is granted and the accused denies the charge, the testimony of the parties to the controversy shall be heard. After the conclusion of the testimony, the question of guilt shall be decided on by secret ballot, and a vote of three-fifths of the members present shall be necessary to carry either question. If found guilty, the recommendations previously made by the Executive Committee shall be enforced. If found not guilty, the charges shall be dropped. If the accused pleads guilty, but wishes to appeal from the decision of the Executive Committee, the appeal may be granted at the discretion of the President. In case an appeal is granted, the President shall order a vote by secret ballot to decide which of the following penalties shall be imposed:

(1) Expulsion

(2) Impose a fine

(3) Suspension from membership for a specified time (unless specified, a suspension of three months will be understood).

Neither the accused nor the accusers shall be permitted to vote on matters arising out of the case, nor shall the accused remain in the room while any balloting is being done on his/her case. In case it may be found desirable to prefer charges against a member after the last meeting of the Executive Committee and before the regular meeting of the Club, the accuser or accusers shall make a written statement of facts addressed to the Secretary or President, who will bring up the matter at said meeting when the accused shall be tried as hereinbefore provided for.

Member Duties and Privileges at Meetings

SECTION 14. It shall be the duty of every member while in attendance at meetings of the Club:

To preserve order and decorum;

To pay diligent attention to the business of the meeting;

To make no loud or unnecessary noise;

To respectfully address the President and await recognition before attempting to speak;

To confine his/her remarks to the subject under consideration;

To promptly pay assessments and dues as they become due;

To render strict obedience to the laws of the Club, and to promote its interests and welfare;

And it shall be the right and privilege of every Voting Member:

To have a vote upon every question before the house;

To speak on every question before the Club membership, if recognized by the President;

To make all motions permitted by parliamentary laws, and, if duly seconded, to have them brought before the house for action; and

To demand an appeal, if seconded, from any decision of the President.

Members to Preserve Order at the Boat House

SECTION 15. When at or about the Boat House members must so regulate their conduct and deportment as to promote good feelings among members. For any disorderly conduct, either in or out of meetings, or in or about the Boat House, members render themselves liable to the provisions of Article IV Section 10. Intoxication will not be tolerated, under penalty of expulsion.

Members Controlled by the Constitution and By-laws

SECTION 16. Members shall be within control of the laws of the Club, when in or about the Boat House, or while using Club property. Any violations are subject to Article IV, Section 13. Any member using the Club's property, equipment, boats, skiffs and accessories, as well as tools and supplies pertaining thereto, shall render prompt obedience to all orders of the Captain, Lieutenant, and/or President.

Club Property

SECTION 17. Any member loaning Club property shall be held personally responsible for same. The loan of Club property to members can be made only by majority vote of the Executive Committee.

ARTICLE V – FEES AND ASSESSMENTS

Annual Membership Fees/Learn to Row Fees

SECTION 1. The Annual Membership Fees for Active, Associate, Summer and Special Members shall be set at the annual meeting for the next calendar year, subject to the approval of the membership at that meeting. The fees for Learn to Row Members shall be set by the Executive Committee.

When Fees and Assessments Become Due and Payable

SECTION 2. All fees and assessments shall be due and payable on or before the date set therefore by the Executive Committee.

Extra Assessments

SECTION 3. Extra assessments may be made at any regular meeting, when two-thirds of the Voting Members present vote in favor thereof provided, however, that notice of such a motion shall be given at least one week before a vote is taken thereon.

Members in Arrears May be Dropped From the Rolls

SECTION 4. Any member in arrears to the Club for annual membership fees or assessments, for a period in excess of 30 days after the date due, may be dropped from the rolls by a majority vote of the Executive Committee.

ARTICLE VI – USE OF BOATS AND PROPERTY OF THE CLUB

Private Property May Be Kept in the Boat House

SECTION 1. Private property may be kept in the Boat House, by permission of the Captain or Executive Committee, on such terms as the Executive Committee may prescribe, and unless stated otherwise in writing, the Club shall not be held liable therefore. Any member using another member's property or uniform without consent of the owner shall be liable to expulsion as provided for in Article IV, Section 13.

Rules and Regulations Governing the Use of Boats

SECTION 2. The Executive Committee shall annually, or more often if deemed necessary or advisable by the Committee, adopt rules and regulations governing the use of boats, such rules and regulations to be posted in a conspicuous place in the Boat House. No member under the influence of intoxicants shall be allowed to enter a boat.

Injury to Property

SECTION 3. Careless handling of property or injury thereto, or damage through disobedience of orders shall render the member causing it liable to the full extent thereof which damage shall be assessed by the Executive Committee and charged to the member on the book of the Secretary.

Members Only to Use Boats

SECTION 4. None but members shall be allowed in a Club-owned shell except with permission of the President, Captain or Head Coach.

Requirement of Waiver

SECTION 5. No one may use Club owned shells without first having signed a liability waiver.

Club Colors

SECTION 6. The official colors of the Club shall be red, white and blue. The Executive Committee shall approve designs for the official ensign, and uniforms, of the Club, utilizing the official colors.

Members to Parade in Full Uniform

SECTION 7. No member shall be permitted to go in any racing shell during any competition unless in full uniform.

ARTICLE VII – BY-LAWS, RULES, ETC.

Parliamentary Rules

SECTION 1. All questions of parliamentary practice not provided for in these By-laws shall be decided according to the rules laid down in Roberts' Manual.

Amendment or Repeal of By-laws

SECTION 2. These By-Laws may be amended or repealed by a vote of two-thirds of the Voting Members present at a regular meeting, notice of the general character of such amendment or of the repeal having been given at a prior meeting.

By-laws May be Suspended by Unanimous Vote

SECTION 3. Any section or sections of these By-laws may be suspended at any meeting of the Club by a unanimous vote, but such suspension shall not extend beyond such meeting.

ARTICLE VIII – COMMITTEES

Auditing Committee

SECTION 1. The President shall, prior to the annual meeting of the Club in each year, appoint a committee of three who shall audit the accounts of the Club. They shall make a written report of their findings to the Club at the annual meeting.

The Auditing Committee shall consist of members who are not members of the Executive Committee.

Regular Committees

SECTION 2. The Executive Committee shall have the power to constitute and appoint regular, standing committees for such purposes as may be necessary, convenient, or advisable for the efficient and orderly operation of the Club.

Special Committee

SECTION 3. The SLRC Boosters consisting of parents, family members and/or supporters of the junior rowing program shall constitute a special committee of the Club. The SLRC Boosters shall perform fund-raising for the junior rowing program, coordinate travel for the junior rowers and provide other support for the junior rowing program as required. The SLRC Boosters must comply with all rules and regulations of the Club and govern themselves in accordance with the By-laws of the Club. All fund-raising activities of the SLRC Boosters must comply with the 501(c)(3) tax status of the Club. The SLRC Boosters shall provide a comprehensive quarterly financial report to the Treasurer. The president of the SLRC Boosters shall be responsible for such compliance. The Head Coach shall provide guidance to the SLRC Boosters on equipment purchases resulting from its fund-raising activities. The individual members of the SLRC Boosters shall not be voting members of the Club. The president of the SLRC Boosters or his/her delegate shall be the SLRC Boosters Representative on the Executive Committee and an officer of the Club and shall be entitled to vote on all matters before the Executive Committee.

Other Special Committees

SECTION 4. The President may at any time, at his/her discretion, appoint special committees, subject to approval of the Executive Committee.

ARTICLE IX – MISCELLANEOUS

Guests

SECTION 1. None but members, and guests or visitors introduced by members, shall be admitted to the Boat House. A member may at any time introduce guests into the House and shall thereupon register each guest's name, residence and date of introduction in a book kept for that purpose, to which said member shall affix his/her own name. Such introduction shall not

confer on such a guest a right of entrance at any other time, but the Executive Committee may, at its discretion, give such a guest a written invitation, entitling him/her to the privileges of the Boat House for one month. A Special Member may only bring a non-member guest residing locally a maximum of three times per year.

Guest Violating By-laws

SECTION 2. Any stranger, guest or visitor violating any of the By-laws or rules of the Club knowingly may be notified by any of the Executive Committee, through the member by whom he/she was introduced, that he/she can no longer enjoy the privileges of the Boat House and property.

Copy of By-Laws

SECTION 3. Every member shall be supplied with a copy of these By-Laws at the time he/she joins the Club.