

By-Laws of the  
St. Louis Rowing Club  
a Missouri Not-For-Profit Corporation

## ARTICLE I

### Offices, Registered Agent, Fiscal Year and Purpose

Section 1.1 **Offices**. The Corporation (which may sometimes be known as the “St. Louis Rowing Club”, “SLRC” or the “Club”, in these By-Laws) may have one or more offices at such place or places within or without the State of Missouri as the Board of Directors may from time to time determine or as the business of the Corporation may require.

Section 1.2 **Registered Office and Registered Agent**. The registered office and the registered agent of the Corporation shall be as set forth in the Articles of Incorporation, unless changed as provided by and in conformity with applicable Missouri law and regulations.

Section 1.3 **Fiscal Year**. The fiscal year of the Corporation shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of each year, unless otherwise determined by the Board of Directors.

Section 1.4 **Purpose**. The purpose of the Club is to foster national and international amateur sports competition and rowing educational programs, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force and as hereafter amended, by providing facilities, equipment, coaching, events and programs for competitive youth rowers, competitive and recreational adult rowers, and interested others in St. Louis. The expectation is that this will lead to life-long sweep and sculling rowing skills, fitness, and character building for all and opportunities for youth rowers to attend and continue to the highest ranks of national collegiate and international amateur rowing.

## ARTICLE II

### Members

Section 2.1 **Membership**. The Membership shall consist of Voting and Non-Voting Members. Voting Members are Active Members, (except those listed below as Non-Voting), Honorary Members, and Parent Members designated to vote in accordance with Section 2.4. Non-Voting Members are Parent Members not designated to vote, Coaches who do not have a voting status otherwise, Junior Rowers as defined by the US Rowing Association, Alumni, Associate and Monthly Members. SLRC families that have multiple membership categories may cast two (2), but not more than two (2), votes on matters coming before the Members of the Corporation.

Section 2.2 **Active Members**. An Active Member shall be qualified by being nineteen (19) years of age or older, paying the dues prescribed by the Board of Directors and whose dues are current for the year in which such Member is participating, demonstrating a special interest in rowing, and governing himself or herself in accordance with the By-Laws of the Corporation. Active Members shall include Competitive, Recreational and Intermediate Master Sweep Rowers and Scullers. Each Active Member shall have a single vote on matters coming before the Members of the Corporation, unless an Active Member is also simultaneously a Parent Member defined in Section 2.4 below, in which case such Active Member shall be entitled to cast two (2), but not more than two (2), votes on matters coming before the Members of the Corporation.

Section 2.3 **Honorary Members**. Any individual who renders great service to the Club, or performs an act worthy of honor, may be proposed for Honorary Membership at an Open, Annual or Special Meeting of the Club by one or more Members of the Corporation, said proposition to be referred to the Board of Directors for acceptance. Any person who was a member of a rowing club in St. Louis prior to 1960 shall be an Honorary Member of the Corporation. Honorary Members shall enjoy all the privileges of Active Members in good standing including the right to cast a single vote on all matters coming before the Members of the Corporation, the right to stand for nomination and to serve, if elected, on the Board of Directors as well as to serve on any SLRC Committee if appointed, and shall be exempt from payment of all annual fees and assessments. Those accepted as Honorary Members are entitled to lifetime membership provided they remain in good standing.

Section 2.4 **Parent Members**. Parents (and that word shall hereafter be defined to include legal guardians) of each active and dues-paying or financial assistance-supported Junior Rower in the Club's Junior Rowing Program shall be Parent Members of the Corporation, acting on behalf of and in support of their non-voting Junior Rower or Rowers in the conduct of the Corporation. Each family shall designate in writing to the Board of Directors one parent as the voting Member for that family on matters coming before the Members of the Corporation. Junior Rowers are students and meet the characteristics of Junior Rowers defined by US Rowing, whose Club dues are current, including by financial assistance support, who participate in the Club's Junior Rowing Program, and whose designated Parent acts on their behalf in the conduct of the Corporation. A family's designated Parent Member may be changed not more frequently than once each fiscal year, except as permitted by the Board of Directors for good cause shown. If a family has more than one (1) Junior Rower participating in and whose club dues are current, then the designated Parent Member from that family shall be entitled to two (2), but not more than two (2), votes on matters coming before the Members of the Corporation. Non-rowing Parent Members are not accorded Club equipment use absent their individual procurement of Active Member membership status, except as otherwise described under Section 9.9 of these By-Laws.

Section 2.5 **Alumni Members**. Following their senior year of high school, all former Junior Rowers who graduate from the SLRC Junior Program in good standing shall be entitled to be non-voting Members of the Club for a duration set by the Board of Directors, shall receive communications from the Club, and may participate in special Alumni activities of the Club as such occur. Alumni Members may participate in adult rowing programs and use Club equipment, as authorized by SLRC Policies and Procedures and provided they meet the requirements of Section 2.9. Dues and/or fees for such Alumni Members shall be set in accordance with Section 9.3 with the intent of maintaining the active interest and involvement of Junior Program alumni.

Section 2.6 **Associate Members**. An Associate Member is a non-rowing and non-voting Member who supports the Club and its activities, is in good standing by virtue of having paid the annual dues for such Members set forth by the Board of Directors and who governs himself or herself in accordance with the By-Laws of the Corporation.

Section 2.7 **Head Coach and Assistant Coaches**. The Head Coach and Assistant Coaches are non-voting Members who govern themselves in accordance with the By-Laws of the Corporation. The Head Coach and Assistant Coaches are exempt from payment of all annual fees and assessments. As with other Club volunteer positions, volunteer Assistant Coaches continue to pay required dues and assessments and retain voting rights according to

their membership type.

Section 2.8 **Monthly Members**. A Monthly Member is an adult in a special circumstance who wishes to row only for a short period of time (e.g., during the summer months). This membership type shall be limited to three consecutive months. Monthly Members shall be non-voting Members.

Section 2.9 **Member Rights and Duties**. It shall be the duty of every Member:

- To promptly register, pay dues and assessments, and sign a liability waiver as they become due;
- To render strict obedience to the By-Laws and rules of the Corporation, and to promote its interests and welfare;
- To volunteer annually for Club Committees, projects and programs and such other work as is required to operate the Corporation; and
- To comply with the provisions of the Club Code of Conduct and Safety Manual.

It shall be the duty of every Member while in attendance at Meetings of the Corporation:

- To pay diligent attention to the business of the meeting;
- To make no loud or unnecessary noise;
- To respectfully address the President and other Directors and Members of the Corporation and await recognition before attempting to speak;
- To confine his or her remarks to the subject under consideration; and
- To preserve order and decorum.

It shall be the right and privilege of every Voting Member:

- To have a vote upon every question before the Members;
- To speak on every question before the Corporation's Members, when recognized by the President; and
- To make all motions permitted by parliamentary laws, and, if duly seconded, to have them brought before the Members for action.

Section 2.10 **Members to Preserve Order at the Boathouse**. When at or about the Boathouse, Members must so regulate their conduct and deportment in a civil manner. For any disorderly conduct, either in or out of meetings, or in or about the Boathouse, Members render themselves liable to the provisions of Section 2.15.

Section 2.11 **Misconduct**. Illegal consumption of alcohol, illegal drug use, and/or sexual harassment or other harassment of any kind (such harassment defined as any unwanted, offensive and persistent intimidation or activity that is upsetting to the recipient) on the Boathouse premises or at any Club-sanctioned event or activity will not be tolerated, and may be subject to disciplinary action, up to and including expulsion. All Members are personally responsible for immediately reporting observations of Misconduct to the Head Coach, a Lead Coach or a member of SLRC Board of Directors. Where applicable, reports may also be made to the appropriate law enforcement authorities. All incidents of reported Misconduct will be

investigated, and appropriate disciplinary action taken in accordance with SLRC Policies and Procedures.

Section 2.12 **Actions of Members and Use of Equipment**. Members shall, at all times when in or about the Boathouse or while using Club property, act and operate in accordance with the By-Laws and rules of the Corporation. In addition, Members shall notify the President or Vice President of the Board of Directors of any activity, planned event or planned participation in an event, or use of equipment intended to proceed in the name of SLRC, for the approval of the Board of Directors in advance of such activity, event or use of Club equipment. Any violations are subject to termination under Section 2.15, or the Board of Directors may determine a suspension for six (6) months or such longer or shorter period of time as the Board of Directors may determine by majority vote of any Member or Rower who violates this Section and their privileges within the Club, upon consideration of the matter and determination of the facts related to any such violation. Any Member using the Club's property, logo, equipment, boats, skiffs and accessories, as well as tools and supplies pertaining thereto, shall render prompt obedience to all orders of the Captain, Lieutenant, Coaches and/or the President.

Section 2.13 **Club Property**. Any Member borrowing Club property outside of the normal course of Club activities and events shall be held personally responsible for same. The loan of Club property to Members can be made only following recommendation of the Head Coach, a vote of the Board of Directors, and written authorization delivered to the Member. Any unauthorized use or removal of Club property shall be subject to disciplinary action by the Board of Directors up to and including the provisions of Section 2.15 of these By-Laws.

Section 2.14 **Resignation**. Any Member may resign at any time by submitting their written resignation to the President of the Board of Directors, and such resignation shall be effective upon delivery to the President.

Section 2.15 **Termination**. The Board of Directors may terminate any Member who no longer qualifies as a Member by virtue of non-payment of dues, unless under financial assistance support, thirty (30) days after notification of the delinquency. In addition, any Member may request the Board of Directors may terminate the membership and/or Club privileges of any Member of the Corporation, any coach, any rower and/or anyone otherwise affiliated with the Club by virtue of rowing, coaching or whose family pays membership dues to the Club or is on financial assistance support who conducts himself or herself injuriously to the good order, peace or welfare of the Corporation, or neglects, fails, or refuses to obey the By-Laws or other rules of the Club, and the duties imposed upon him or her thereby.

Such person shall be reported to the Board of Directors in a signed statement containing either the full facts of the case including name of the individual(s) involved and a description of the alleged disorderly conduct or conflict of interest.

The Board of Directors, through the Secretary or President, shall thereupon inform the charged party of said charges in writing, and may, at their discretion, offer to give him or her a hearing, erring on the side of offering such a hearing. If upon investigation, the Board of Directors shall be satisfied of the truth of the charges, and the same demands action by the Corporation, the

Board of Directors shall secure a signed statement of facts from the accuser, or accusers, and shall then take the matter into consideration at a Regular or Special Meeting of the Board of Directors, with testimony of the accuser(s) and the accused heard at such meeting. After the conclusion of the testimony, the question of guilt shall be decided by the Board of Directors, and a vote of two-thirds (2/3rds) of the Directors present and qualified to vote shall be necessary to carry either question. If found guilty, the decision of the Board of Directors 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 Board of Directors, 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 of the Board of Directors at a subsequent Regular or Special Meeting to decide which of the following penalties shall be imposed:

- (1) Expulsion and exclusion from Club property, activities and events (with the understanding that the termination of a Parent Member shall not necessarily require the expulsion and exclusion of a Junior Rower, without an independent action against such Junior Rower);
- (2) Imposition of a fine; or
- (3) Suspension from membership for a specified time (unless specified, a suspension of three months will be understood).

## **ARTICLE III**

### **Meetings of the Members**

Section 3.1 **Annual Meeting**. The Annual Meeting of the Members of the Corporation shall be held in May of each year, except for the first year of the re-incorporated Club, upon not less than fourteen (14) days written notice to the Members, for the purpose of electing the Board of Directors, for deciding any increase or decrease in Member dues (per Section 9.3) and for deciding any special assessments of Members, as either may be proposed by the Board of Directors, and for the transaction of such other business as may properly come before the meeting of the Members. Notice may be sent to all Members by regular mail or delivered by electronic communication. Failure to hold the Annual Meeting at the designated time shall not cause a forfeiture or dissolution of the Corporation.

Section 3.2 **Open Meetings**. The Board of Directors shall convene two (2) other meetings of the Members during each calendar year, with the intention to hold one in October, one in January and one in the fall (e.g., October) of each year and one in the winter (e.g., January). Such Open Meetings shall be held upon fourteen (14) days written notice to the Members. Notice may be sent to all Members by regular mail or delivered by electronic communication. Failure to hold the Open Meetings at the designated time shall not work as a forfeiture or dissolution of the Corporation.

Section 3.3 **Special Meetings**. A Special Meeting of the Members may be called whenever the President or Board of Directors may consider one expedient, or whenever the President or Vice President shall be requested to call one at the written request of any five (5) Members in good standing. Notices of Special Meetings shall be sent by mail or by electronic communication to the address of every Member, not less than five (5) days prior to the meeting. Business transacted at any Special Meeting of Members shall be limited solely to the purpose or purposes stated in the notice.

Section 3.4 **Place of Meeting**. Meetings of the Members shall be held at such place or places, within the County of St. Louis, or such other place as may be designated by the Board of Directors.

Section 3.5 **Organization and Conduct of Meeting**. The President or Vice President shall call all meetings of Members to order and shall preside as chair for such meetings. Minutes of all such meetings shall be kept by the Secretary of the Corporation or, in the Secretary's absence, by such other officer of the Corporation as the President or Vice President selects to act as the Secretary for that meeting. The President and Board of Directors shall establish an agenda for each meeting of Members. Members may request that additional matters be considered by the Members, with the exception of Special Meetings. The President or Vice President chairing the meeting shall be charged with the orderly conduct of any meeting of Members, provided, however, that in the event of any difference in opinion with respect to the proper course of action which cannot be resolved by reference to statute, the Articles of Incorporation, these Bylaws or the policies and procedures, Robert's Rules of Order (as last revised) shall govern the disposition of the matter.

Section 3.6 **Quorum**. Fifteen percent (15%) of Voting Members present shall constitute a quorum for meetings of Members for the transaction of business and for any vote taken of the Members present and voting. For meetings with matters requiring a vote of the Members, the Board of Directors may, at their discretion and notification to members per Sections 3.1 and 3.3, utilize absentee voting (mail or electronic) provided the wording of the matters proposed for vote do not change in the course of the meeting and that it can be confirmed that each vote is from a member who is entitled to vote. Such absentee votes contribute to the constitution of a quorum.

## ARTICLE IV

### Board of Directors

Section 4.1 **Election and Tenure**. The business and affairs of the Corporation shall be managed by a Board of Directors comprised of nine (9) members, with a purposeful intention of diversity among Active and Parent Members of the Club. It is the intention of the Club that not less than three (3) Directors of the Board at any time be Active Members and not less than three (3) Directors of the Board at any time be Parent Members, both to the maximum extent possible, with the remaining three (3) Directors being either Active or Parent Members, with the intention of diversity among these three (3) Directors. Directors shall be elected for staggered two-year terms and shall be limited to four (4) consecutive years in office, with the exception that initial Directors of the Corporation under these By-Laws may serve for up to five (5) years, inasmuch as three (3) of the initial Directors shall serve a three-year term, as provided immediately below. In order to first establish the staggered terms, the initial election of Directors following the re-incorporation of the SLRC shall consist of three (3) Directors elected for three-year terms, three (3) Directors elected for two-year terms, and three (3) Directors elected for one-year terms. Thereafter, three (3) Directors shall be elected in Years 2 and 3 for two-year terms, and beginning in Year 4, six (6) Directors shall be elected that year and every other year, and three (3) Directors elected the in-between year, in order to maintain the 2-year stagger. The Directors elected shall hold office until the next Annual Meeting or otherwise until a successor shall be elected or until their earlier death, resignation or removal.

After two (2) years off the Board of Directors, a then past Director may be re-elected as a Director. The Head Coach and the immediate past President shall serve as ex-officio advisors and as non-voting members of the Board of Directors.

#### Section 4.2 **Election of Directors.**

4.2.1 Election of Directors shall take place at the Annual Meeting held in May of each year, with the exception of the first year of the re-incorporated Club. Said elections shall be by ballot and a majority of the Voting Members, whose dues were current as of April 30<sup>th</sup> of the then existing fiscal year, present and casting ballots, shall elect the nine (9) Directors. Absentee ballots shall be permitted but must be returned to the Secretary at least twenty-four (24) hours prior to the start of the Annual Meeting. As the Club develops the capability and safeguards for it, electronic voting shall also be permitted. There shall be no proxy voting by Members.

4.2.2 No Member shall be entitled to hold an office unless he or she has been a Voting Member of the Club for six (6) months prior to the Annual Meeting, and is in good standing. Any Member whose immediate family member (spouse, partner, sibling, child or parent) is or has, during the preceding year, been employed full-time by the Club will be ineligible to serve as a Director of the Club.

4.2.3 The Board of Directors shall appoint a Nominating Committee of not less than five (5) Members of the Corporation in February of each year, with the exception of the first year of the re-incorporated Club, with at least one (1) to be a current member of the Board, with two (2) to be Active Members, and with two (2) to be Parent Members, one Parent from each of the boys' Junior team and the girls' Junior team, to the maximum extent possible, and these Nominating Committee members shall immediately be published to all Members.

4.2.4 In February and March of each year, with the exception of the first year of the re-incorporated Club, the Nominating Committee shall solicit among the Members interest in serving on the Board of Directors for the succeeding two-year period. The Nominating Committee shall confirm eligibility and develop the proposed slate of Directors.

4.2.5 The Nominating Committee shall present to the Board of Directors its proposed slate of Directors not later than March 31<sup>st</sup> of each year, which slate shall be published to the Members for their consideration not less than fourteen (14) days before the Annual Meeting, in the notice of such Annual Meeting, with the exception of the first year of the re-incorporated Club when such election is anticipated to occur at a Special Meeting of the Members.

4.2.6 Once the slate of Directors has been published to the Members each year, including in the first year of the re-incorporated Club, if a Member of the Club not slated desires to be a nominee for a Director position, that Member shall present his or her name and describe his or her experience and background for election as a Director to the Secretary of the Corporation, in writing. This shall be done not less than one (1) week prior to the Annual or Special Meeting at which the elections are to occur, at which point the Secretary shall make an eligibility determination of the nominee (that is, that the Member be in good standing with the Club and have been a Member for at least six (6) months) and if eligible, add this additional nominee to the ballot for Director election at the Annual or Special Meeting and publish the list of nominees to all Members at least 72 hours in advance of the Annual or Special Meeting, with any Member voting by absentee ballot required to submit the names of up to three (3) nominees 48 hours in advance of the Annual or Special Meeting. Director nominations shall not be

permitted at the Annual or Special Meeting. Ballots will then be prepared and presented to each Member present at the Annual or Special Meeting who is eligible to vote, with Members voting for three (3) Directors, except for the first year of the re-incorporated Club, at which Special Meeting nine (9) Directors shall be elected. The three (3) nominees, or nine (9) nominees in the case of the first year of the re-incorporated Club, then receiving the greatest number of votes shall be announced as Directors for the ensuing Director term or terms.

Section 4.3 **Organizational Meeting**. As soon as practicable after each Annual or Special Meeting of the Members at which Directors are elected, the elected Board of Directors shall meet for the purpose of organization and planning, for the election of officers as described under Article VII, and the transaction of any other corporate business.

Section 4.4 **Regular Meetings**. Regular meetings of the Board of Directors shall be held monthly or otherwise at such time or times as may be determined by the Board of Directors and specified in the notice of such meeting, and Directors shall be expected to faithfully attend meetings of the Board of Directors and any Committees to which they are assigned.

Section 4.5 **Special Meetings**. Special Meetings of the Board of Directors may be called by the President or by the written request of any five (5) Directors, with at least forty-eight (48) hours prior notice. Calling of Special Meetings may be expedited and held within less than forty-eight (48) hours' notice upon approval of all nine (9) Directors.

Section 4.6 **Place of Meetings**. Any meeting of the Board of Directors may be held at such place within the County of St. Louis as the President may reasonably determine, or the Vice President in the President's absence, including telephonically, and provided in the notice of meeting.

Section 4.7 **Notice of Meetings**. Notice of each meeting of the Board of Directors, whether organizational, regular or special, shall be given by electronic notice or letter from the President or Vice President to all Directors, identified together in such notice.

Section 4.8 **Quorum at Directors' Meetings**. A majority of positions then in office, generally five (5) if all nine (9) Directors are then in Office, shall constitute a quorum at all organizational, regular and special meetings of the Directors. All business of the Directors shall be transacted by a majority affirmative vote of the Directors present and voting, once a quorum is present, unless otherwise prescribed by the Board of Directors or these By-Laws. Neither absentee nor proxy voting by Directors shall be permitted for any vote by the Directors.

Section 4.9 **Resignation**. Any Director or Officer of the Corporation may resign at any time by giving written notice of their intention to resign from the Board of Directors to the President, Vice President or Secretary of the Corporation.

Section 4.10 **Removal**. Any Director or Officer may be removed, for cause, at any time by the affirmative vote of not less than two-thirds of the Directors then in Office. The vacancy in the Board of Directors caused by any such removal shall be filled by a Member appointed by the President from the same Membership class, to the extent possible, as that of the departing Director for the remainder of the departing Director's term. All Corporation property and records in the possession of any such removed Director or Officer shall be immediately turned

over to the Board of Directors, or the Board of Directors may take such legal action as it deems necessary and appropriate to return any such property and records to the Corporation.

Section 4.11 **Vacancy in Office – Pro Tem Appointment**. Any vacancy occurring for any reason in the Board of Directors shall be filled by an appointment pro tem by the President, with the advice of the Board of Directors, from the same Membership class as that of the departing Director, to the maximum extent possible, until an election for that Office can next be held.

## ARTICLE V

### Committees

Section 5.1 **Establishment of Committees**. The Board of Directors, by affirmative vote of a majority of the Director positions then in office, may, from time to time, establish committees of the Board of Directors for such purposes as may be necessary, convenient or advisable for the efficient and orderly operation of the Corporation, including but not limited to the Nominating Committee described in Section 4.2 of these By-Laws. These committees shall be strictly advisory in nature and shall report directly to the Board of Directors, who then may or may not take the recommended action of the respective committee. A quorum for Committee actions shall be a majority of Committee members then in office. Upon the re-incorporation of the Corporation, it is the present intention that the Board of Directors shall establish and maintain six (6) standing or permanent Committees:

- (a) a Finance Committee,
- (b) a Fundraising Committee,
- (c) a Junior Program Committee,
- (d) a Safety and Maintenance Committee, and
- (e) a Communications Committee,

and three (3) temporary Committees:

- (a) a Nominating Committee,
- (b) a Policies and Procedures Committee, and
- (c) a Social Activities Committee.

The Board of Directors shall appoint the members of each committee, whose members may include Directors or other Members of the Corporation, or a combination of both. Every effort shall be made to appoint a balance of Active and Parent Members to each Committee, with the expectation that volunteers will be willing to serve on each Committee. For example, the Finance Committee described below is expected to include at least one (1) Active Member and one (1) Parent Member, and the third Committee member appointed may be from either membership type.

The President of the Club may be an ex-officio and non-voting member of every Committee. Committee members shall elect their own officers on an annual basis, typically a chair and vice-chair, but at least the Committee chair. In some cases, an officer of the Club or a designated Committee member shall be the Committee chair, by virtue of their position (e.g., the Treasurer as chair of the Finance Committee, the Junior Program Coordinators as the chair and vice-chair of the Junior Program Committee, the Communications Secretary as the chair of the

Communications Committee, and the Captain and Lieutenant as the chair and vice-chair of the Safety and Maintenance Committee). Minutes or notes may be kept by each Committee and if produced, made available to all Members of the Club.

Section 5.2 **Finance Committee**. The Board of Directors shall, each year, appoint a committee of a minimum of three (3) members who shall, among other responsibilities, oversee the financial books of the Corporation, including all revenues and expenses of the Club, oversee the preparation and presentation of quarterly financial statements, including any extraordinary revenues or expenses or predicted extraordinary revenues or expenses, to all Club Members over a secure electronic platform or otherwise make available such quarterly financial statements to Members desiring to review them in hard copy format, engage an accounting firm to prepare annual audits or such other independent reports as the Board of Directors may decide of the financial records of the Corporation, prepare drafts of annual budgets for the operations and capital needs of the Corporation for consideration and approval by the Board of Directors, and cause such other reports and presentations of the financial records of the Corporation to be prepared as may be deemed necessary by the Board of Directors. This Committee shall also oversee the Financial Assistance program and procedures of the Corporation, who shall, on a confidential basis, consider and approve such applications for financial assistance as may come before the Club. The Treasurer of the Corporation shall be one (1) of the three (3) members of the Committee and shall serve as the Chair of this Committee. It is expected that one (1) of the other two members of this Committee shall be an Active Member and that one (1) of the other two members of this Committee shall be a Parent Member, to the maximum extent possible. Parent Members cannot participate in the review or decision-making of applications for financial assistance.

Section 5.3 **Fundraising Committee**. The Board of Directors shall, each year, appoint a committee of a minimum of five (5) members who shall, among other responsibilities, develop, plan and carry out fundraising activities for the Corporation, supporting both the Adult and Junior Rowing programs of the Club. The Fundraising Committee shall work cooperatively with the Junior Program Committee to support and coordinate fundraising activities in support all rowing programs, to ensure that its fundraising plans and activities are consistent with the needs, policies, and programs of the Corporation as a whole. The Fundraising Committee is expected to work closely with the Finance Committee. Two (2) members of this Committee shall be Active Members and two (2) members shall be Parent Members, to the maximum extent possible; the fifth member may be from either class of Members.

Section 5.4 **Junior Program Committee**.

5.4.1 The Junior Program Committee shall be comprised of and defined as Parent and Active Members with a special interest in the Junior Rowing Program of the Corporation. The Junior Program Committee shall provide support to the Junior Rowing Program, with the interests of the Junior Rowers and the role of the Junior Rowing Program as part of the Club always at the forefront.

5.4.2 The Junior Program Committee shall be responsible for coordinating regatta travel for the Junior Rowers, planning and implementing an annual end-of-year banquet for the Program, identifying prospective fundraising needs in coordination with and under the direction and guidelines of the Fundraising Committee and the Finance Committee, and providing such other support for the Junior Rowing Program as may be beneficial and as may be determined by the Board of Directors.

5.4.3 The Junior Program Committee shall report regularly and shall provide

quarterly reports to the President and the Board of Directors of the Corporation as to its activities and plans, and shall comply with all rules and regulations of the Corporation and its members shall govern themselves in accordance with these By-Laws.

5.4.4 The Head Coach, in collaboration with the Assistant Coaches and the Board of Directors, shall provide written suggestions to the Board of Directors, Junior Program Committee, Finance Committee and Fundraising Committee in connection with the equipment needs of the Junior Rowing Program, as well as those of the Adult Rowing Program, for the purposes of the Club's fundraising activities, and discuss with the Junior Program Committee the planned purchases by the Corporation benefitting the Junior Rowing Program and the Adult Rowing Program. In addition, the Head Coach shall communicate the schedule of planned regattas and events for each rowing season and provide guidance on logistics and planning, as defined in SLRC Policies and Procedures.

5.4.5 The President, in August or September of each year, with the exception of the first year of the re-incorporated Club, shall send a message to all Members of the Club seeking substantial volunteer participation in the Junior Program for the ensuing Fall and Spring Junior rowing seasons. The Junior Program Committee members, under the direction of the Junior Program Coordinators, shall begin regular meetings in August or September of each year, with the exception of the first year of the re-incorporated Club, and the Board of Directors shall convene the first meeting of the Committee, for the purpose of meeting the Junior Program Committee members describing the work for the ensuing year that the Committee is expected to accomplish. The Board of Directors and the Junior Program Committee shall annually determine the number of members of the Junior Program Committee. The Junior Program Committee, under the direction of the chair and vice-chair, may include a regatta travel coordinator, banquet coordinator, foot tent coordinator and any other members as determined appropriate by the Board of Directors. Other Junior Program Committee members as well as other Parent Members and interested Active Members will be expected to work in the areas that they have an interest in and in which the Junior Rowing Program needs work to be done. All Parent Members are expected to actively volunteer in support of the Junior Rowing Program for the duration of their child's participation in the Program.

5.4.6 Junior Program Committee members shall not serve more than four (4) years in succession. The Junior Program Committee shall meet not less frequently than once in every quarter of the calendar year, but otherwise as frequently as the Committee itself shall determine, with electronic notice of such meetings provided to all Junior Program members, including the location, date and time of such meetings, and an opportunity to attend such Committee meetings.

Section 5.5 **Safety and Maintenance Committee**. The Safety and Maintenance Committee shall be responsible for ensuring that the St. Louis Rowing Club Safety Manual and safety procedures remain up-to-date and are communicated to all Members through its website or other appropriate means. Additionally, the committee shall be responsible for coordinating the Club's role in the maintenance of the Boathouse, the property that is leased from St. Louis County's government, and for all rowing equipment, including the launches. This Committee shall continuously reach out to Members to request their participation in maintenance activities, and to train Members to participate in maintenance that may require technical knowledge, such as rowing shells and launch motors. The Safety and Maintenance Committee shall be comprised of a minimum of six (6) Members appointed by the Board of Directors each year. At least annually, the Safety and Maintenance Committee shall review the Safety Manual to ensure compliance with all relevant laws and rowing association guidelines and, if needed, recommend Safety Manual revisions to the Board of Directors for its approval and publication to all

Members. The Safety and Maintenance Committee shall regularly monitor the safety equipment owned by the Corporation and advise the Board of Directors of the need for repairs, replacement or additional supplies. The Safety and Maintenance Committee shall hold an annual safety meeting with attendance by the Head Coach, Assistant Coaches and the Board of Directors. The Captain of the Club shall serve as the Committee chair and the Lieutenant of the Club shall serve as the Committee vice-chair. The Head Coach shall be an ex-officio, non-voting member of this Committee.

Section 5.6 **Communications Committee**. The Communications Committee shall be responsible internal and external communications about the Club and its activities and offerings, including, but not limited to, email communications to Members, for maintenance and operation of the Club's website, for the preparation of a Newsletter about the Club, and for external announcements or solicitations. The Communications Committee shall be comprised of a minimum of three (3) Members appointed by the Board of Directors each year. The Communications Secretary of the Club shall serve as the Committee chair.

Section 5.7 **Nominating Committee**. As described in part under Article IV, the Board of Directors shall annually appoint a Nominating Committee for the purpose of soliciting and recommending Active and Parent Members to serve as Directors for the ensuing two-year periods, with the responsibility for recommending three (3) Directors each year for staggered two-year terms, with the exception of the first year of the re-incorporated Club. The Nominating Committee shall understand what is required each year in order to maintain at least three (3) Active Members and three (3) Parent Members on the Board of Directors each year. The Nominating Committee shall be comprised of five (5) members, with one (1) being a current member of the Board and the intent and expectation that at least two (2) Committee members shall be Active Members and two (2) Committee members shall be Parent Members, to the maximum extent possible.

Section 5.8 **Policies and Procedures Committee**. The Board of Directors shall, as necessary, appoint a Policies and Procedures Committee for the purpose of creating, and after the first one is produced, reviewing the policies and procedures by which the Club operates, both with respect to the Adult and Junior Rowing Programs of the Club. The initial Committee shall be responsible for preparing the policies and procedures of the Club for Adult and Junior Rowers, for other Members, for new rowers, for families of rowers, and for establishing proper internal controls. The policies and procedures shall be presented to the Board of Directors for its review and adoption. The Board of Directors may make such changes as it determines are appropriate. The Committee shall be comprised of a minimum of five (5) members, with at least one (1) member of the Board of Directors, at least one (1) Parent Member, and three (3) additional Members of the Club, with the intention of diversity from Membership categories for the three (3) additional members, and it is expected that the Head Coach shall participate actively in the meetings and work of this Committee as an ex-officio member. The Committee shall meet as it deems appropriate. The policies and procedures will be published and posted on the SLRC website.

Section 5.9 **Social Activities Committee**. The Board of Directors shall appoint a Social Activities Committee, for the purpose of planning and executing Club-wide social activities designed to foster communication and camaraderie among all Members of the Club. The Board of Directors shall determine the number of members of this Committee, with the intention of

diversity among the Membership categories for the members of this Committee.

## ARTICLE VI

### **Waiver of Notice and Action Without a Meeting**

Section 6.1 **Waiver of Notice**. Whenever any meeting notice is required or suggested to be given under the provisions of a Missouri statute, the Articles of Incorporation or these By-Laws, a waiver thereof either in writing signed by the person entitled to said notice or the appearance of such person or persons at such meeting in person shall be deemed equivalent to such notice.

Section 6.2 **Action Without a Meeting**. Any action required or which may be taken at a meeting of the Directors, or Members, or of a committee of the Corporation may be taken without a meeting if there was proper notice of any such meeting, a quorum exists, and if a valid resolution of the Directors, Members or Committee members, setting forth the action so taken, shall be signed, including electronically, by all Directors, Members or Committee members, as the case may be, who are eligible and entitled to vote with respect to the subject matter thereof.

## ARTICLE VII

### **Officers, Directors, Duties, Ethics, Discipline and Rights**

Section 7.1 **President**. The President shall be the chief executive officer of the Corporation and as such, shall have chief control, direction and management of its affairs. The President shall preside at meetings of the Members and of the Board of Directors and shall have general and active management of the business of the Corporation, and enforce the laws and regulations of the Corporation. The President shall see that all orders and resolutions of the Members and of the Board of Directors, and the rules and By-Laws of the Corporation, are carried into effect, and in general shall perform all duties as may from time to time be assigned to the President by the Board of Directors. The President is one of the Corporation's designated members to the SLRC/Washington University 5C Council. The President may, at any time, recommend to the Board of Directors the establishment of special committees not described in Article V above, to advise the Board of Directors on matters that need to be carried out in behalf of and that will benefit the Corporation. The President shall see to it that the By-laws of the Corporation are reviewed on an annual basis by either the Board of Directors or a special committee to be appointed to ensure that they remain consistent with the policies, procedures and operations of the Corporation. The President of the Corporation shall be a current or former rower, and shall have been a Member of the Club in good standing for at least three (3) years at the time of the election.

Section 7.2 **Vice President**. The Vice President shall perform such duties and possess such powers as from time to time may be assigned to the Vice President by the Board of Directors. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so performing, shall have all the powers of and be subject to all the restrictions upon the President. Additionally, the Vice President shall be responsible for collecting dues or fees from users of the public bay of the Boathouse, coordinating the allocation of rack space in the public bay, and for the general

management of the public bay. The Vice President of the Corporation shall be a current or former rower, and shall have been a Member of the Club in good standing for at least three (3) years at the time of the election.

Section 7.3 **Secretary**. The Secretary shall perform such duties and shall have such powers as from time to time may be assigned to the Secretary by the Board of Directors. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of Secretary, including, without limitation, the duty and power to: give notice of all meetings of Members; attend such meetings and keep and publish an accurate and timely record of all of the proceedings of such meetings to Members on the Club's website or by other confidential means; be the custodian of the corporate records and complete such reports to the State of Missouri or the federal government as may be required from time to time; be the recipient of requests for review of records, meeting minutes or other documents of the Corporation by governmental agencies, other outside agencies or Members, directors or officers of the Corporation; and prepare and maintain annual rosters of all Corporation Members and Committee members, showing each Member's name, address and emergency contact information, but maintaining the confidentiality of such information of those Members that request such information to be kept confidential.

Section 7.4 **Treasurer**. The Treasurer shall perform such duties and shall have such powers as from time to time may be assigned to the Treasurer by the Board of Directors. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including, without limitation, the duty and power to: collect all monies due the corporation; keep the accounts of the corporation in such a manner as the Board of Directors may direct and pay all bills; make a monthly report of all affairs connected with his or her office, stating therein the amounts of all monies received, when received, all monies paid out, when paid and to whom, the amount of funds on hand, and such other information as may be requested by the President or the Board of Directors; regularly compare the Corporation's roster of Members to the Treasurer's record of dues paid; report all delinquent members at every Board of Directors meeting; and report on the income and expenses of the Corporation for the preceding year and for the succeeding year, including the presentation of the budget of the Corporation at each meeting of the Members, including the Annual Meeting; review the books and accounts of the Corporation at least once each calendar year and report his or her findings of same to the Board of Directors; and ensure that the Corporation's tax returns and other filings are timely filed. The Treasurer and the Finance Committee, of which the Treasurer shall be chair, shall also prepare and present quarterly to the Members of the Corporation a financial report on the Corporation, in order to ensure transparency of the Corporation's fiscal affairs to its Members. The Corporation's books of account shall, at all times, be open for the inspection of the Board of Directors or any of its members, as well as the Members of the Corporation. The Treasurer's monthly reports shall be submitted to the Board of Directors at its regular meetings and shall be made available to the Members at their Open Meetings. The Treasurer shall also be a member of the SLRC/Washington University 5C Council.

Section 7.5 **Communications Secretary, Captain, Lieutenant and Other Officials**. The Board of Directors shall designate a Communications Secretary, a Captain, a Lieutenant and such other officials as the Board of Directors deems appropriate for the Club. Such officials may also be Directors of the Corporation but need not necessarily be Directors, and shall serve

at the pleasure of the Board for such duration as may be mutually agreed. The Communications Secretary shall be responsible for communication with the membership as well as external public relations. He or she shall maintain regular communications with the Members by the most appropriate means available. The Captain shall be responsible for the care, maintenance, repair and storage of the Corporation's owned equipment, the Boathouse, and the property leased from St. Louis County's government. He or she shall see that all proper repairs are made and equipment furnished and shall expend such funds as may be necessary from time to time for routine repairs approved by the Board of Directors. In cases of emergency, he or she shall be allowed to expend up to the amount of One Thousand Five Hundred Dollars (\$1,500.00) for repairs, with advance or simultaneous notice of any such expenditure to the President or Vice President. The Captain shall decide the availability of the Corporation's equipment based on the status of its condition and repairs. The Captain shall be the chair of the Safety and Maintenance Committee. The Lieutenant shall assist the Captain in all of his or her duties, and shall see that the log books are properly kept, in which shall be recorded the member/coach, boat, date, estimate of meters rowed, damage, and time out and in of the Corporation's boats. In the absence of the Captain, the Lieutenant shall be vested with the powers and duties and shall perform the duties of the Captain. The Lieutenant shall be the vice chair of the Maintenance Committee.

Section 7.6 **Liaison and Committee Responsibilities**. The Board of Directors shall assign liaison responsibilities for individual Directors to the various components of the Club (that is, to the Competitive Masters, to the Recreational Masters, to the Intermediate Masters, to the Adult Scullers, to the Junior Boys and to the Junior Girls) for the purpose of maintaining good two-way communications with all components of the Club, to share Board information and Club policies and procedures, and to provide assistance as may be needed. In addition to the Treasurer's role in connection with the Finance Committee, it is anticipated that seven (7) of the other Directors, other than the President who may serve as an ex-officio and non-voting member of every Committee, shall be active members of the Committees of the Club. In this way, the Directors will obtain continuous inputs from every facet of the Club's rowing activities and using that information to provide informed assistance to the Board of Directors and to the Committees of the Corporation

Section 7.7 **Procedure if an Officer is Unable to Perform Duties**. Should any Officer be prevented by sickness, absence from St. Louis or by any other cause from attending to the duties of his or her Office for the time being, he or she shall at once notify the President thereof who, upon such notification or upon information suggested by three (3) Members of the Corporation, shall appoint some other 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 Officer 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.

Section 7.8 **Payments to Officers**. No Officer shall receive salary, receive loans, or receive any form of financial gain from the St. Louis Rowing Club, other than reimbursement for out-of-pocket expenditures on behalf of the Club.

Section 7.9 **Conflicts of Interest**. No Officer will vote on, discuss or otherwise act on issues which could be interpreted as a financial conflict of interest or other perceived benefit to the Officer. This includes payments, employment or provision of services to the Board of

Directors, or to the Members, their spouses and minor children, as well as actions pertaining to the Corporation.

## ARTICLE VIII

### Coaches

Section 8.1 **Head Coach**. The Head Coach shall report directly to the President. Hiring decisions and the assignment of duties affecting the Head Coach shall be as determined by the Board of Directors.

Section 8.2 **Assistant Coaches**. The Assistant Coaches shall be hired and may be terminated by the Head Coach, in consultation with and with the prior approval of the Board of Directors, and shall report to the Head Coach.

Section 8.3 **Volunteer Assistant Coaches**. At the discretion of the Head Coach, Volunteer Assistant Coaches may be accepted from time to time to assist in coaching activities with any of the Adult or Junior programs. Volunteer Assistant Coaches may be Active, Honorary or Alumni Members.

Section 8.4 **Minimum Requirements for Coaches**. To enable the safety and quality of the Adult and Junior programs, the Board of Directors shall establish and document the minimum requirements for coaches.

## ARTICLE IX

### Miscellaneous Matters

Section 9.1 **Regatta Chair(s)**. In the event that the Corporation sponsors a regatta, it shall be the duty of the Regatta Chair(s), appointed by the Board of Directors, to coordinate all home regatta activities, to work with other Members, including a Special Committee if so established by the Board of Directors, to perform all duties required to hold the regatta, and to report plans and results concerning each regatta to the Board of Directors.

Section 9.2 **Credit Card(s)**. The Head Coach, Captain, Treasurer and Junior Program Coordinator shall each have a Corporation credit card. Purchases of more than One Thousand Five Hundred Dollars (\$1,500.00) shall require approval of the President or Vice President, either or both of whom shall seek the approval of the Board of Directors if the scope and substance of the purchase are not in keeping with the necessary and ordinary purchases and expenditures of the Club. The request for approval can be submitted in writing, paper or electronic, or by phone. Approval by the President or Vice President must be in written form, paper or electronic, with a copy forwarded to the Treasurer to be kept with the appropriate credit card statement. The only exception to this is regatta expenses such as entry fees.

Section 9.3 **Annual Membership Dues and Other Membership Dues and Fees**. All dues and fees, including the annual Membership dues, Learn-to-Row fees, Junior Rowing Program dues, monthly rowing fees, all regatta fees and travel-related fees, and all other dues and fees, special or otherwise, shall be considered and set by majority vote of the Board of Directors, with the exception that increases or decreases in annual Membership dues and

Junior Rowing Program dues. The Board of Directors may increase or decrease said dues annually commensurate with the Consumer Price Index (CPI), as reported by the U.S. Department of Labor's Bureau of Labor Statistics. However, any increase or decrease exceeding CPI shall be proposed by the Board of Directors to the Members for vote at an Annual or Special Meeting of the Members, as provided under Section 3.1. All fees and assessments shall be due and payable on or before the date set therefore by majority vote of the Board of Directors. Members in arrears to the Corporation for fees, dues or assessments, other than under financial assistance support, for a period in excess of thirty (30) days after the due date set therefore by the Board of Directors, and upon thirty (30) days written notice to any such Member, may be dropped from the membership rolls by a majority vote of the Board of Directors.

Section 9.4 **Assessments**. Assessments shall similarly be proposed by the Board of Directors to the Members for vote at any Annual or Special Meeting of the Members, with a special requirement that two-thirds (2/3rds) of the Voting Members present vote in favor thereof, and with the added special requirement that notice to all Members of any such Assessment shall be given at least fourteen (14) days before a vote is taken thereon. Notice shall be communicated by mail or electronically.

Section 9.5 **Rules and Regulations Governing the Use of Boats**. The Board of Directors shall annually, or more often if deemed necessary or advisable, adopt rules and regulations governing the use of boats, such rules and regulations to be posted in a conspicuous place in the Boathouse and published to the Members electronically. No member under the influence of alcohol or drugs shall be allowed to enter or use a boat.

Section 9.6 **Injury to Property**. 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 Board of Directors and charged to the Member in writing by the Secretary.

Section 9.7 **Requirement of Waiver of Liability to the Corporation from all Adult and Junior Rowers, including Honorary Members**. No one may use Corporation-owned shells, launches or other Corporation-owned equipment without first having signed a liability waiver and gained permission from the Head Coach or an Assistant Coach. Guests shall be required to sign a waiver to use Corporation property as well.

Section 9.8 **Only Members to Use Boats**. No one but Adult and Junior Rowers shall be allowed in a Corporation-owned shell or other equipment except with permission of the Head Coach. Users must sign the Log Book if use is not during a regular practice where a Coach signs the Log Book. Coaches are also responsible for signing the Launch Log.

Section 9.9 **Purchase and Use of Club Equipment**. Any boats, oars or other equipment purchased by the Club or donated to the Club are to be available for use of all Adult and Junior Rowers, under the direction and at the discretion of the Head Coach. Neither the Club nor any donor(s) may set aside or designate any equipment for exclusive use by a specific group of rowers, either Adult or Junior Rowers. The Head Coach shall make recommendations to the Board of Directors, and its Finance and Fundraising Committees for the purchase of all equipment, or otherwise respond with recommendations to requests for equipment purchase that may come from the Board of Directors. The Head Coach may provide discretionary approval to

his or her Assistant Coaches to coach either non-rowing Members or non-Members for recruitment purposes, using Club equipment on a limited basis, if a Club liability waiver has been signed in advance of any such rowing opportunity.

Section 9.10 **SLRC Colors**. The official colors of the St. Louis Rowing Club shall be red, white and blue. The Board of Directors shall approve designs for the official ensign, and uniforms, of the Club, utilizing the official colors.

Section 9.11 **Members to Participate in Regattas in Full Uniform**. Unless otherwise permitted by the Head Coach or an Assistant Coach for special circumstances, no member shall be permitted to go in any racing shell during any competition unless in full uniform.

Section 9.12 **US Rowing Affiliation**. The Club shall take full advantage of its affiliation with US Rowing, to ensure, among other benefits, that the policies and procedures of the Club are maintained in a manner that considers the best practices of other rowing clubs around the country, that maximizes opportunities for Junior Rowers to compete and participate in, train and learn from special rowing opportunities domestically and internationally, that maximizes opportunities for Junior Rowers to be recruited by colleges and universities, that maximizes opportunities for Adult Rowers to participate in regattas, committees and activities of US Rowing, and to take advantage of other opportunities that may present themselves from time to time.

Section 9.13 **Amendment or Repeal of By-Laws; Notices in General**. These By-Laws may only be amended or repealed by a vote of two-thirds (2/3rds) of the Voting Members present at an Annual or Special Meeting called for that purpose, the general character of such amendment or of the repeal having been given on not less than fourteen (14) days prior written notice to the Members. Notice may be sent by regular mail or delivered by electronic communication, with electronic communication being the preferred method of dissemination of any Notice or Notices under these By-Laws.

Section 9.14 **By-Laws May be Suspended by Unanimous Vote**. Any section or sections of these By-Laws may be suspended at any meeting of the Corporation, duly called and with a quorum present, by a unanimous vote, provided that any such suspension shall not extend beyond such meeting.

Section 9.15 **Voting Procedures**. For purposes of voting in Corporation elections or on any Corporation business, a Voting Member may cast one vote, except as otherwise provided in these By-Laws.

Section 9.16 **Guests**. Only Members, and guests or visitors introduced by Members, shall be admitted to the Boathouse. A Member may at any time introduce guests into the Boathouse. Such introduction shall not confer on such a guest a right of entrance at any other time, but the Board of Directors may, at its discretion, give such a guest an invitation, entitling him or her to the privileges of the Boathouse for a specific or limited time. The Board of Directors shall determine such fees as it deems appropriate to charge the guest. At a minimum, guests shall be required to sign a liability waiver before participating in any rowing program and use of any Club equipment.

Section 9.17 **Guest Violating By-Laws**. Any stranger, guest or visitor violating any of

the By-Laws or rules of the Corporation may be notified by any member of the Board of Directors that he or she can no longer enjoy the privileges of the Boathouse and Corporation property. Any invited guest who attends any meeting of the Corporation shall comply with all By-Laws and rules of the St. Louis Rowing Club while in attendance. Non-compliance can result in the guest's removal from the meeting and/or the loss of other Corporation privileges.

Section 9.18 **Non-Discrimination**. The St. Louis Rowing Club is committed to a policy of equal opportunity for all persons and will not discriminate on the basis of sex, race, color, national origin, religion, age, marital status, sexual orientation, gender identity or disability.

Section 9.19 **By-Laws Posting**. These By-Laws shall be posted on the St. Louis Rowing Club website.

Section 9.20 **Written Communication**. In the context of these By-Laws, any use of the terms "written" or "writing" (e.g., notice, confirmation, permission, authorization, resignation, suggestions) shall include communication by electronic means (e.g., e-mail) when done so directly to the intended recipient or recipients, unless otherwise specified herein. Broad indirect posting of communication, such as any messages posted on a website, shall not be considered written communication, unless specifically stated and agreed upon.

Adopted by the Members on March 16, 2019

*Signature on File*

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John Guest  
Secretary, St. Louis Rowing Club