

LONG BEACH ROWING ASSOCIATION BY LAWS
(as amended October 1998)

ARTICLE I - NAME

Section 1.

The name of this association shall be "*Long Beach Rowing Association.*"

ARTICLE II - PURPOSE

Section 1.

The general purpose of this organization shall be, in cooperation with the Long Beach Recreation Commission, to use every reasonable endeavor for the advancement of rowing in the best traditions of sportsmanship.

Section 2.

The specific purpose of this Association shall be to sponsor or aid:

- a. Crews and oarsmen in the local colleges and high schools;
- b. Crews and oarsmen representing the Long Beach Rowing Association in local, regional, national or international competition;
- c. Local crews and oarsmen rowing or sculling for leisure time activity;
- d. Local regattas for all type of rowing or sculling competition.

Section 3.

This organization shall be non-profit, non-commercial, non-sectarian and non-partisan.

ARTICLE III - MEMBERSHIP

Section 1.

Membership shall be of the following classifications:

- a. Junior Members: those persons who are less than eighteen years of age;
- b. Members: persons who are eighteen years of age or older;
- c. Organizational Member: any group of individuals who may join as an organization.

- d. Honorary Life Member: those persons who have made outstanding contributions to the welfare and growth of the Long Beach Rowing Association or to Rowing in general.
- e. Patron Member: Life Members who continue to contribute funds, which are not intended as payment of rowing assessments or fees, to any activity supported by the Association.
- f. Sustaining Member: Those persons who have contributed a sustaining member fee, not intended for payment of rowing assessment of fees and who were sustaining members in good standing as of September 30, 1998.
- g. Friends of LBRA: Those persons who have contributed a sustaining member fee, not intended for payment of rowing assessment of fees. Friends of LBRA shall enjoy all the benefits of membership except the right to vote, hold elected office or row.

Section 2.

Membership is open to any individual person or organization who is genuinely interested in furthering the purposes of this Association and who agrees to comply with all of the provisions of these by-laws. Membership is instantaneous upon full payment of the required membership dues.

Section 3.

There shall be an advisory member, the person appointed by the director of Municipal and School Recreation, who shall serve as the representative of the Recreation commission. The advisory member shall have all the privileges of the Association membership except the right to vote or to hold office and shall not be required to pay any fee.

Section 4.

Honorary Life Members shall be confirmed at the annual meeting in the same manner as these by-laws are adopted. Not more than two honorary memberships may be conferred annually and the total Honorary Life Memberships shall not exceed 12 in number at any one time. Honorary Life Members shall have all the rights and privileges of members and shall not be required to pay dues.

Section 5.

The privileges of membership, except for Junior Membership, shall include the right to vote at meetings of the members, to attend any meeting of the Association or its officers and to hold office pursuant to the requirements of these by-laws. Junior Members shall have all the rights of membership except to vote and hold office. Organizations may exercise the privileges of membership through their designated representatives who are not personally members of the organization. Rowing privileges accrue only to individuals, members and non-members alike, who pay the required assessments or fees or to individuals and organizations designated by the Board of Directors.

Section 6.

The Board of Directors shall determine the amount of dues. Dues shall become payable by the members on October 1 of every year. New members joining at any other time shall pay according to a schedule determined by the Board of Directors. New members are those persons who have not been a member of the Association for a period of 12 months preceding their new application for membership and who owe no outstanding debts to the Association. Dues may be paid by installments upon the discretion of the Board of Directors. Dues which are paid in installments must be fully paid within three months of their becoming due. The schedule of dues shall be affixed to these by-laws by the Secretary.

Section 7.

Membership in the Long Beach Rowing Association is not necessarily required of any competing oarsmen in any rowing activity sponsored by the Association except as required by the Board of Directors.

Section 8.

Any member in arrears in dues of assessments shall have no voting or office-holding privileges and is subject to removal from the membership rolls by the Board of Directors.

Section 9.

Any member who shall damage, injure or lose any property of this Association shall be liable for the full payment to repair or replace same within a reasonable length of time. Membership may be revoked or suspended for nonpayment of obligations incurred through injury or loss of Association equipment.

Section 10

No member or members shall solicit funds for any rowing activity from other members or the general public without the approval of the Board of Directors.

Section 11.

Any member of the organization may be expelled upon receipt by the organization of documentation for cause, acceptance thereof by a three-fourths majority vote of the total membership of the Board of Directors.

Section 12.

Any member expelled shall be granted the right of appeal to the club membership by submitting his request, in writing, within 15 days following his receipt of the notice of expulsion, to any member of the Board of Directors. Expulsion proceedings would then require three-fourths majority vote of a quorum of the club members present at a meeting called to consider the expulsion appeal.

Section 13.

Any member in good standing may resign. Upon the acceptance of such resignation, all interest of such member in the property of the Association shall be deemed to have been abandoned and assigned to the Association.

ARTICLE IV - MEETINGS

Section 1.

A quorum for the transaction of business at any meeting of the members shall consist of 20 members who are eligible to vote, or 20 percent of the total of such members of the Association, whichever is more. No business will be transacted at any meeting unless a quorum is present.

Section 2.

The annual meeting of the members shall be held during the second week of October of each year at a previously designated and announced time and place. Notice of the time and place of the annual meeting shall be given to each member by a written notice mailed to the last address of each member, appears on the books of the Secretary, along with a list of candidates to be voted upon to fill the expiring terms of the Directors, not earlier than 21 days before the date of the meeting, nor later than 7 days before the date of the meeting.

Section 3.

Persons representing member organizations shall present themselves to the Secretary and the President when the roll is taken, in order to exercise said organization's right to vote. The President, the Secretary or any three members may demand written certification from a person who presents himself. Persons who are themselves a member of the Association shall not vote on behalf of the organization they represent, if such exercise of the organization's right to vote shall result in that person having two votes.

Section 4.

The order of all business meetings shall be:

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|------------------------------------|------------------------|
| 1. Roll Call and Introductions | 6. Unfinished Business |
| 2. Minutes of the Previous Meeting | 7. New Business |
| 3. Report of the Officers | 8. Adjournment |
| 4. Committee Reports | 9. Program(if any) |
| 5. Elections(if any) | |

Section 5.

Regular business meetings will be held during the second week of every third month inclusive of the annual meeting. The members may elect to hold monthly meetings at any time, providing proper notice on the clubhouse bulletin board 15 days prior to each meeting.

Section 6.

Special meetings of the members shall be called, upon the written request of five members, by the President or the Board of Directors, notice of which shall be given in the same manner as the notice of the annual meeting. The notice shall state the purpose, time and place of the meeting. No business not so specified by formal notice shall be transacted at any such meeting.

Section 7.

There shall be no voting by proxy at any meeting of the members.

Section 8.

If at any meeting of the members all the business shall not be finished on the day for which it is called, an adjournment may be taken from time to time until such business shall be fully completed.

Section 9.

In the event a quorum cannot be secured at the annual meeting, all pending questions except amendments to these by-laws, shall be decided by the Board of Directors, and all elections shall be conducted by mail. Such election commenced by mail must be completed within a 60-day period from the time of the last scheduled annual meeting.

ARTICLE V - OFFICERS

Section 1.

The officers of this Association shall be a President, Vice President, Secretary, Treasurer and Captain, who shall be elected by the voting membership at the annual meeting for a period of one year and until their successors are elected.

Section 2.

No member shall hold more than one elected office simultaneously. Only those members who have been a member for a period of at least six months, or have been a regular participant of a rowing activity sponsored by the Association for a period of six months, shall be eligible to hold elective office. A regular participant is a person who takes part in a rowing program at least an average of one day a week.

Section 3.

The duties of President shall be to preside over all meetings of the members and meetings of the executive committee, to sign all contracts as President and other written instruments which have been first approved by the Board of Directors and an attorney. The President shall have general supervision of the affairs of the Association. He shall appoint the members of all committees, except those committees who are otherwise provided for in these by-laws, and with the approval of the Board of Directors. He shall be ex-officio member of all committees except the Nominating Committee.

Section 4.

The Executive Vice President, in the absence or inability of the President, shall exercise and perform each and all of the powers and duties of the President. He shall automatically assume the office of the President if that office becomes vacant. In the absence of both the President and Vice-President, the Board of Directors shall appoint one of its members President Pro Tempore, who shall have and perform, during the absence of both the President and Vice President, all the powers and duties of the former. The Vice President shall be an ex-officio member of any committee concerned with the operation of the Association such as a Boathouse Committee or a Regatta committee and shall discharge such other reasonable duties of the Board of Directors may determine upon.

Section 5.

It shall be the duty of the Secretary to keep proper records of the proceedings of the Board of Directors and of the members. He shall have custody of all records and papers of the Association; he shall be responsible for the keeping of proper account books; he shall receive all applications for membership from the membership officer; he shall have charge of the Association's correspondence; he shall serve all notices required either by law or by-laws of the Association; in the event of his absence, inability, refusal or neglect to do so, such notices shall be served by such member of the Board of Directors as the President may select.

Section 6.

The Treasurer shall have the care and custody of all the funds of the organization in such bank or banks as meets the approval of the Board of Directors and shall pay, by check, all orders issued by the Board of Directors. The Treasurer shall render to the membership an accurate report, annually, of all receipts and expenditures. The Treasurer may be member of any committee except the Nominating committee and the Audit Committee.

Section 7.

The Captain shall allocate and assign shell house space and Association owned equipment to the various users as directed by the Board of Directors; he shall have general supervision over the maintenance and use of equipment; he shall report failures of oarsmen to maintain or use equipment properly to the Board or the Executive committee; he shall maintain a constant record of the equipment of the Association and its condition; he shall assign clean-up and repair tasks to the oarsmen; he shall enforce the rules of the Association including the safety rules and rules of the road as practiced by the oarsmen; he shall act as sergeant at arms during all meetings of the Association. The Captain shall nominate candidates for the appointed offices of First Lieutenant and Second Lieutenant to the Board of Directors.

Section 8.

The office held by any person who shall absent himself from three consecutive meetings of the Board and the Executive Committee or of the members without prior notice to the President, shall be deemed vacant.

Section 9.

It shall be the duty of all elected officers to present to the general members at their annual meeting a written report of their respective transactions during the preceding year and embodying such recommendations as they may think pertinent. The officers of the Association shall make such reports to the board of Directors as the Board may direct.

Section 10.

The Board of Directors shall appoint a First Lieutenant and a Second Lieutenant whose duties shall be to assist the Captain in the performance of his duties. The First Lieutenant and the Second Lieutenant, in that order, shall have all the powers of the Captain in his absence except to vote at meetings of the Board of Directors.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1.

The corporate powers of this Association shall be vested in a Board of Directors composed of the President, the Executive Vice President, Secretary, Treasurer, Captain, and four Directors elected by the members at their annual meeting whose term of office shall be for one year and until their successors are elected. Five Directors shall constitute a quorum for the transaction of business. Vacancies in the Board, including those in elected offices shall be filled by other Directors in office, and the person so appointed shall hold office until the first meeting of the members thereafter.

Section 2.

The Board of Directors shall have the power to conduct, manage and control the affairs and business of the Association, and shall have entire control of all its property; they shall have the power to appoint salaried employees of this Association and to establish terms of such employment; they shall appoint or dismiss Association coaches; they shall establish assessments and fees in connection with use of the equipment and facilities of the Association; they shall establish the amount and types of dues; they shall authorize all expenditures; they shall have power to incur any and all indebtedness, the terms and amount of which shall be entered upon the minutes of the Board and the note or obligation given for the same shall be binding on the organization; they shall have power to make such rules and regulations, not inconsistent with these by-laws and rules of the Association, and their construction thereof shall be final unless rescinded by two-thirds of the members of the Association in attendance at a meeting of the general members. The Board of Directors shall meet at least once every year at such time and place as they may determine upon, and no notice need be given of any regular meeting. The Board of

Directors shall have power to declare vacant the office of any Director who shall absent himself from three consecutive meetings of the Board, unless he shall have first received permission for such absence from the Board or President. The Board of Directors may upon its own discretion delegate part of its powers to an executive committee composed of the President, Secretary and the Treasurer who shall act in its behalf. The committee shall have no power except that which is specifically delegated to it in writing by the Board upon two-thirds vote of the whole number of the Board of Directors. Such delegation of power shall not include the appropriation of sums exceeding 25 dollars. The actions of the executive committee must be reported to the Board of Directors within 15 days and to the members within 30 days.

Section 3.

Policies and action of the board of Directors shall not be binding on the Association unless they are recorded in the minutes of their meetings. The minutes will be taken by the Secretary or in his absence another member of the Board. At least one copy of the minutes of the Board shall be made available to the members, such copy being permanently on file at the shell house. The Secretary shall maintain another set of minutes separately. Such minutes will be dated and shall contain the record of the positive actions of the Board, the vote of the individual members of the Board on each action and such other items that the Board of Directors consider important to the proper functioning of the Association.

Section 4.

Up to nine honorary Directors may be elected by the Board of Directors, without regard to membership status, who shall serve concurrently with the Board. Honorary Directors shall enjoy all the privileges of membership except the right to vote and hold other elected offices.

Section 5.

The advisory member of the Association appointed by the Associate Director of Municipal and School Recreation shall be an advisory member of the Board of Directors.

ARTICLE VII - COMMITTEES

Section 1.

There shall be two standing committees in the organization and such other committees as the Board of Directors may deem necessary and as authorized by the by-laws.

Section 2.

Audit Committee -

The Audit Committee shall be composed of three members appointed by the President. Their duty shall be to conduct an audit of the organization at least once each calendar year or quarterly at the discretion of the Board of Directors and to submit a written report thereof to the Board of Directors. The Recreation Commission Advisory representative shall be an ex-officio member of the Audit Committee.

Section 3.

Nominating Committee -

The Nominating Committee shall be composed of three elected members. Their duty shall be to evaluate the capabilities of the various members during the course of the calendar year and to present a slate of candidates for the elective offices as set forth in Article VIII of these by-laws. In order to ensure a choice of candidates, the Nominating Committee shall submit a slate of at least two nominees for each elective office.

ARTICLE VIII - ELECTIONS

Section 1.

The Nominating Committee shall, at least one month before the annual meeting of the members, draw up a slate of nominees for all of the offices and submit such along with other nominees submitted by any two general members to the general membership along with the notice of the annual meeting. The Secretary shall post the names of all nominees at the clubhouse at least 14 days preceding the annual meeting.

Section 2.

Election of officers shall be held, by ballot, at the annual meeting on October of each year. A plurality vote of a quorum of members present at the meeting shall determine the successful candidate for each office.

Section 3.

Acting as a committee of the whole, the members shall nominate from the floor at the annual meeting in October candidates to serve as members of the Nominating Committee for the ensuing calendar year. A plurality vote of a quorum of active members present shall determine the three successful candidates for the Nominating Committee. The nominee receiving the greatest number of votes shall be deemed the chairman of the Nominating Committee.

Section 4.

Duly elected officers shall be installed at the annual meeting immediately following the completion of the electoral proceedings.

Section 5.

The members of the Audit Committee shall act as tellers during elections.

ARTICLE IX - REGATTAS

Section 1.

All regattas sponsored by this Association shall be under the supervision of the Regatta Director and a committee appointed by the President. Officials appointed by the Director or regatta committee for any Association regatta must have prior approval of all of the other participating rowing organizations. The decisions of the Regatta Director regarding the schedule of events, procedures and use of shells the competitors shall be final. The decision of the judges and referees shall be final for all situation arising during or from a race.

Section 2.

Whenever possible, regattas and races sponsored by the Long Beach Rowing Association shall be conducted according to the Laws of Boat Racing as currently adopted by the United States Rowing Association , or if the competition is an inter-scholastic race, the rules may be modified in advance of the race by the board of Directors or the regatta committee.

Section 3.

All competitors in any regatta sponsored by the Association must be members of a rowing organization recognized by this Association.

ARTICLE X - PARLIAMENTARY AUTHORITY

Section 1.

Robert's Rules of Order, Revised shall be the final authority for questions of proceedings and parliamentary law not covered in these by-laws.

ARTICLE XI - AMENDMENTS

Section 1.

Proposed amendments to these by-laws shall be submitted in writing, to the Board of Directors at least 15 days prior to the business meeting at which the proposed amendment is to be considered.

Section 2.

A two-thirds majority vote of a quorum of the voting members present at a business meeting shall be required for the adoption of any proposed amendment.

Section 3.

New amendments shall be submitted to The Associate Director of Municipal and School Recreation for review and shall become effective 30 days after submission.