

# THE BYLAWS OF BAINBRIDGE ISLAND ROWING



Document Change Tracking: Add another row to this table whenever changes are made to the BIR Bylaws.

Date	Ver.	Author	Change Description
4/3/2020	2.0	Kris Kutchera	Increased maximum size of Board of Directors from fifteen to seventeen per 2/26/2020 Annual Meeting vote.
<u>3/9/2022</u>	<u>3.0</u>	<u>Kris Kutchera</u>	<ul style="list-style-type: none"> <li>• <u>Update BIR Mission</u></li> <li>• <u>Clarify that member voting takes place at meetings of the members</u></li> <li>• <u>Meeting notices to be posted on BIR website and distributed to members</u></li> <li>• <u>Add imminent financial risk to emergency action</u></li> <li>• <u>Clarify process of written consent</u></li> <li>• <u>Add that members must provide waivers and other prerequisites</u></li> <li>• <u>Expand use of the facility to the community</u></li> <li>• <u>Combine responsibilities and members of Operations and Finance Committees to form an Executive Committee</u></li> <li>• <u>Change Capital Fundraising Committee to Development Committee and expand scope to include equipment and scholarship needs</u></li> <li>• <u>Remove Coaching Committee (handled by staff with Board oversight)</u></li> <li>• <u>Change the chair of the Safety Committee to “an officer” rather than “the vice president”</u></li> <li>• <u>Add an option to hire an Executive Director to oversee the operation of BIR</u></li> <li>• <u>Expand concept of Access to concept of Diversity &amp; Inclusion</u></li> </ul>

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# THE BYLAWS OF BAINBRIDGE ISLAND ROWING

## Article I: General Provisions

### Section 1. Name

The name of the Corporation shall be Bainbridge Island Rowing Club, doing business as Bainbridge Island Rowing (BIR).

### Section 2. Purposes

The mission of BIR is to build community through rowing and serve the West Sound region. BIR supports the attainment of recreational, fitness and competitive rowing goals for members by providing outstanding coaching, equipment, and facilities in a friendly, collaborative, and social setting. ~~promote and develop educational, recreational and competitive rowing opportunities for all youth and adults of the Bainbridge community, and to build a community of rowers that promotes better health, development of positive life skills, and rowing excellence.~~

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the IRS code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1952 (or the corresponding provision of any future United States Internal Revenue Law).

### Section 3. Location

The Directors may establish offices and places of business of the Corporation in Washington or elsewhere, as they deem proper.

### Section 4. Fiscal Year

Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall end on the last day of December of each year.

## Section 5. Duration

The Corporation shall have perpetual existence.

## ~~Section 6. Communication~~

~~Any reference in these Bylaws to notification by mail shall include notice by electronic means.~~

## Article II: Board of Directors

### Section 1. Powers

BIR will be governed by a Board of Directors (Board). The Board shall exercise all the powers of the Corporation, which are not expressly reserved to the members by law or these Bylaws.

The Board can appoint, employ, oversee, control, supervise, fix compensation for, discipline, and discharge all officers, contractors, or employees.

### Section 2. Size

The Board will consist of a minimum of seven and a maximum of seventeen Directors voted on by the membership. While all Directors are expected to take a broad view of the organization, not less than one-third of serving Directors shall represent ~~Masters~~Adults (members beyond high school age) and not less than one-third shall represent Juniors including one Junior rower (a member enrolled in the high school rowing program). Up to two "at large" Directors may be appointed by the board.

### Section 3. Term of Office

Directors shall serve a term of two years, without limit to the number of terms served. Terms shall be staggered so that approximately one-half of Directors stand for election at every annual meeting.

### Section 4. Election of Directors

BIR members shall elect Directors at the annual meeting of members by a majority vote of attending members.

### Section 5. Vacancy

Any vacancy in the Board may be filled by a vote of the Board at any meeting of the Board. The person filling such vacancy shall serve for the balance of the term of the Director whose office is being filled.

## Section 6. Resignation and Removal

Any Director may resign by delivering his/her written resignation to the Corporation at its principal office or to the President or Secretary. Any Director may be removed from office by the affirmative vote of a majority of the BIR membership in attendance at an annual or special meeting.

## Section 7. Regular Meetings

The Board shall establish the dates, times and location of its regular meetings at the beginning of each year and so inform the membership via the BIR website. Regular meetings of the Board may be held without further call or notice. All regular meetings of the Board and its committees shall be open to all members and invited guests.

## Section 8. Special Meetings

The Board shall provide notice of any special meeting to the membership. Such notice shall be posted on the BIR website and distributed to members delivered no less than five business days prior to the special meeting and shall state the time and place of the meeting.

## Section 9. Emergency Meetings

Notwithstanding the foregoing sections, the Board may meet without providing notice to members in order to take an emergency action. An emergency action shall be limited to those actions, which, if not performed immediately, create an imminent danger or risk to persons, ~~or property~~, or finances, ~~and/or an unsafe condition threatening persons or property~~.

## Section 10. Remote Participation

Members of the Board, members, and invited guests may participate in meetings by means of conference call (or other electronic means), ~~arranged by the absent director, at his/her expense~~.

## Section 11. Action by Unanimous Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the law of the State of Washington, to be taken at a meeting of the Directors of the Corporation, may be taken without a meeting if a consent in writing or by electronic means, setting forth the action to be taken, shall be signed or otherwise acknowledged by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.



## **Section 12. Manner of Acting**

The act of the majority of the Board at a meeting at which a quorum is present (a majority of the then-serving Directors) shall be the act of the Board and shall decide any matter, except in the instance where these Bylaws or State law shall conflict.

## **Article III: Officers and Executive Director**

### **Section 1. Officers**

The Officers of the Board are the President, Vice President(s), Secretary and Treasurer. The election of Officers shall be by the Board, annually at the first Board meeting after the annual meeting at which Board members are elected. Each Officer shall hold office for the entire term and until his/her successor shall have been elected and qualified unless he/she/the Officer resigns or is removed from office. No Director shall hold more than one office.

### **Section 2. President**

The President shall, subject to the direction and control of the Board, be the principal executive officer of the Corporation; shall supervise the activities of the committees and of the Board; shall sign deeds, leases, mortgages, contracts, or any other instrument that the Board authorizes to be signed; shall preside when present at all meetings of the members and the Directors; and shall have such other powers and duties as the Board and the membership shall designate.

### **Section 3. Vice-President**

The Vice-President shall act as President in the absence of the President and, with the President, sit as an ex-officio member of every committee.

### **Section 4. Treasurer**

The Treasurer shall, subject to the direction and control of the Board, have general charge and custody and be responsible for the financial affairs of the Corporation and shall keep full and accurate books of account. The Treasurer shall have custody of all funds, accounts, and deposits of the Corporation.

The Treasurer shall prepare and submit for Board approval an annual budget.

The Treasurer shall disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers, receipts and accounting for such disbursements.

The Treasurer shall render a statement of the financial affairs of the Corporation on a monthly basis to the Board, and to the membership at each annual meeting of the members.

### **Section 5. Secretary**

The Secretary shall give such notices of meetings of members and the Board as are required by these Bylaws and shall keep a record of all the meetings of members and the Board. The Secretary shall have custody of all valuable documents of the Corporation.

### **Section 6. Other Officers**

The Board may appoint such other Officers or agents as it deems necessary. Such appointments shall serve such term(s), have authority, and perform such duties as may be prescribed by the Board.

### **Section 7. Executive Director**

An Executive Director may be hired by, and serve at the pleasure of, the Board. Under the direction of the Board, the Executive Director directs, implements, and coordinates the operation of BIR as prescribed by the Board.

## **Article IV: Members**

### **Section 1. Access Diversity and Inclusion**

BIR is open to all individuals without discrimination on the basis of age, race, creed, color, gender, sexual orientation, or disability. BIR is fully committed to creating a diverse and welcoming environment that includes and attracts employees and community members with diverse backgrounds, heritage, and experiences. The more diverse we are, the better we reflect and serve the community. All are welcome.

### **Section 2. Membership**

The privilege of membership is extended to anyone interested in and supportive of BIR and its mission. Membership dues ~~are charged on a calendar year basis~~ must be paid in full for membership privileges.

## Section 3. Membership Privileges

### Voting Rights

Members ~~who are current with membership dues~~ have the right to vote on matters affecting the Corporation ~~at meetings of the members within the calendar year.~~

### Property and Facility Use

Members shall be entitled to use BIR property and facilities ~~according to the programs for which they have registered and paid fees~~ consistent with policies enacted by the Board.

## Section 4. Membership Withdrawal

Memberships may be suspended or revoked by the Board for failure to pay dues ~~and~~ fees, failure to provide waivers or other prerequisites, or ~~for~~ inappropriate conduct. The Board will notify a member of its intentions to suspend or revoke membership in writing, and, based on the reason for withdrawing membership, offer to the member an ~~appeal process~~ opportunity to rectify the deficiency. ~~Failure to pay membership or program fees will typically result in suspension of BIR privileges after 45 days.~~ The Board shall be authorized to waive such suspension or make other arrangements on a case-by-case basis.

## Section 5. Meetings of Members, Quorum, Majority

The annual meeting of the members of the Corporation shall be held in the first quarter of every year, at a time and location determined by the Board.

The purpose of the annual meeting is to elect a Board.

Notice of the annual meeting setting forth the date, time, and place of the meeting shall be ~~mailed to all members~~ posted on the BIR website and distributed to members not less than thirty days prior to the date thereof. Such notice will contain a description of the general nature of the business to be transacted.

Ten percent of the membership of BIR shall constitute a quorum, but a lesser number may without further notice adjourn the meeting to any other time.

~~At all meetings of the members, the vote of each member must be cast in person.~~

At any meeting of the members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law or these Bylaws.

The President or the Board may call special meetings of the members at any time. Additional meetings shall be called upon the written request of five percent or more of the members. A notice of special meetings of members shall be provided to the members posted on the BIR website and distributed to members at least five business days prior to the date of the special meeting.

## **Section 6. Resignation**

Any member may resign, without refund or other recourse, at any time by written notice to the Secretary of the Corporation.

## **Article V: Standing and Special Committees and Appointment**

### **Section 1. ~~Operations~~Executive Committee**

~~The An Operations-Executive~~ Committee shall be a standing committee ~~that will oversee the routine operations of the Corporation. This committee shall that~~ consists ~~of the Officers and others appointed by the Board. President, Vice President(s), Treasurer and appointed Board members or employees. The Executive Committee shall steward strategic direction and spending, oversee routine operations as needed, develop Board meeting agendas, and make recommendations to the Board. The Board may delegate authority to the Executive Committee to make some decisions on legal and other matters.~~ The ~~Operations-Executive~~ Committee shall prepare a record of decisions made and apprise the Board ~~within five business days at the next Board meeting.~~

### **Section 2. Safety**

The Safety Committee shall be a standing committee of BIR and shall meet at least once a year. This committee shall be chaired by ~~the Vice President~~ an Officer. The Safety Committee will annually review the BIR Safety Guidelines and recommend changes as appropriate to the Board.

### **Section 3. Finance**

~~The Finance Committee shall attend to the strategic direction and capital spending of the Corporation; the Treasurer will chair this committee.~~

### **Section 4. Coaching**

~~The Coaching Committee or a dedicated staff shall work with all coaches to insure the coaching process meets BIR's expectations. The Coaching Committee and, if assigned, a dedicated staff will annually review the BIR Boat Use and Planning Policy and recommend changes as appropriate to the Board. The Board President shall appoint the chair of this committee.~~

### **Section ~~35~~. ~~Capital Fundraising Development~~**

The ~~Capital Fundraising Development~~ Committee shall work on the development of strategic capital, ~~equipment and scholarship~~ needs. The Board President shall appoint the chair of this committee.

### **Section ~~46~~. Disbursement of Funds**

Committees shall have the ability to authorize the disbursement of funds within a budget set by the Board to perform their duties as defined by the Board. No committee may disburse funds for purposes outside of its charter of duties.

### **Section ~~57~~. Disbursement Reporting**

Committees that disburse money must report to the Board both monthly and annually.

### **Section ~~68~~. Other**

Other committees and appointments shall be created by the Board as need may arise. All committee chairpersons shall provide a written report to the Board prior to the annual meeting to provide continuity of activities.

## **Article VI: Property**

### **Section 1. Title**

Legal title of all property and assets of BIR shall be in the name of BIR.

### **Section 2. Private Property**

Private property may be kept in BIR owned or operated facilities with the permission of the Board and in accordance with a written storage and use agreement which shall indemnify, release, and hold harmless BIR. Such property shall not be used without the permission of the owners.

### **Section 3. Property Use**

All BIR property is for the benefit of members ~~in good standing subject to the programs for which they have registered and~~ and the community as outlined in BIR policies agreements.

### **Section 4. Damage**

Members shall be responsible for the use of BIR property. Damage (and injury) must be reported to the Board. Members shall be liable for damage resulting from gross negligence or reckless behavior unless excused by the Board.

## **Article VII: Policy, Working Rules, Regulations, and Guidelines**

### **Section 1. Policies**

The basic policy, working rules, regulations, and guidelines shall be established by the Board and shall not be in conflict with the Articles of Incorporation or these Bylaws. Policies, working rules, regulations and guidelines will be posted on the website for member access.

### **Section 2. Waiver of Notice**

Whenever any notice is required to be given to any Director or member of the corporation by the Articles of Incorporation or Bylaws, or by the law of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of giving such notice.

### **Section 3. Indemnification**

Each Director and Officer, and by resolution by the Board employees, now or hereafter serving the Corporation, whether for profit or not for profit, and his/her representative, executors, and personal representatives, shall be indemnified by the Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action or suit except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of the Board or Directors, or otherwise.

## **Article VIII: Uniform, Flag, and Blades**

The Board controls and determines all uses of the BIR name and designs such as logos, uniforms, promotional materials, and club colors. Any such uses shall be consistent with and to the benefit of the purposes of BIR.

## **Article IX: Amendment and Adoption of Bylaws**

### **Section 1. Amendment**

These Bylaws may be amended or repealed, in whole or in part, by vote of sixty-~~seven~~<sup>five</sup> percent (67~~5~~<sup>5</sup>%) of the members present at a meeting of members provided that the substance of any proposed change is stated in the notice of the meeting at which such action is to be taken.

**Section 2. Date of Adoption**

The Board of this Corporation pursuant to the Articles of Incorporation duly adopted these Bylaws on

**Dated** \_\_\_\_\_

\_\_\_\_\_

**Secretary name**

\_\_\_\_\_

**Secretary signature**

\_\_\_\_\_

**President name**

\_\_\_\_\_

**President signature**