

BY-LAWS

The Susquehanna Rowing Association

Article 1

Name

This organization shall be known as THE SUSQUEHANNA ROWING ASSOCIATION (the "Organization").

Article 2

Purposes

The Organization shall be a membership non-profit organization whose purpose is to promote and participate in the sport of rowing, to educate and train members of any and all types. It shall operate exclusively for charitable and educational purposes in conformity with the laws of Pennsylvania pertaining to incorporation, and with the provisions of the Internal Revenue Code of 1986, as amended, and all regulations issued there under affecting nonprofit organizations qualified under Section 501(c)(3) of the Code.

Article 3

Location

The principle location of the association for rowing purposes shall be Gifford Pinchot State Park, York County, Pennsylvania. Other locations, including administrative offices may be established at any time by the Board of Directors.

Article 4

Membership

Categories of members. The organization may have two or more categories of members. Qualifications, rights, fees, duties or obligations for each category may be established and/or amended as approved by two-thirds of the Directors then in office.

Full Members- shall be over twenty-one years of age and shall enjoy all privileges of the Organization, including the right to vote, to hold office, to use all facilities, and permit guests to use Organization facilities.

(2)

Associate Members – may be characterized by age, extent of facilities use allowed, extent of obligations or other criteria. Associate members shall not be entitled to vote at member meetings, or hold office as President, VP, Secretary, Treasurer, or Director.

Qualifications. Membership shall be open to all regardless of sex, race, religion, national origin, handicap or sexual orientation. All applicants shall be given full and equal consideration, upon agreeing to abide by the by-laws and all other duly approved rules and regulations.

Approval. All candidates shall be approved by the Membership committee established by the Board of Directors, based upon written application, personal interview, rowing skills, or other, as the committee shall adopt. Admission may be suspended for cause.

Suspension/termination. A membership may be suspended or terminated for cause, as determined by two-thirds vote of the Board of Directors. Cause, may be, but not limited to, non-fulfillment of obligations, abuse of facilities, disruptive behavior.

Resignation. Any member may resign, at any time, upon notice to the Secretary. No fees or other shall be refunded or pro-rated.

Article 5

Meetings

Annual meeting. Shall be held no later than 15 October at a time and place as designated by due notice. Order of business shall be:

Roll Call – to determine a quorum (a majority of Full members)

Approval of minutes of previous meetings

Report of officers and committees

Election of directors

Old business

New business

Adjournment

Special meetings. Such may be called as warranted. Notice shall state its purpose and no other business shall be in order.

(3)

Associate members. May attend and participate, but may not vote.

Robert's Rules of order – shall be recognized authority on order and parliamentary procedure.

Votes. Each member shall be entitled to one vote per issue. A majority of members present, at which a quorum is present, shall constitute the action of the Members.

Article 6

Board of Directors

Powers and Duties. The governance, management and fulfillment of organization purpose shall be vested in the Board of Directors, who shall have the power to take all actions and exercise powers, consistent with law, Incorporation, 501(c) (3) status and these by-laws. Included herein are acquisition, maintenance and preservation of property assets; hiring and designation of duties of employees; make appropriations and approve all disbursements of the Treasurer. Funds and obligations may not be extended beyond available Association resources without specific approval of the Association.

Number and qualifications. There shall be six (6) Full Members, each of whom has been a member for at least one year and shall be elected for a term of three years (maximum 6 years). One-third shall be elected annually. A vacancy on the board may be filled by vote of the remaining directors.

Meetings. The Directors shall meet within fourteen days of the annual meeting at which they will elect Officers and identify Committees for the coming year (commencing o/a 01 November).

Committees: The Board shall, as a minimum, designate the following standing committees: Finance, Membership, Buildings/grounds/boats/equipment, Rowing programs, Long range planning. Additional committees may be Social, Regattas, etc. The chair of the Buildings-etc committee shall be identified as the Organization Coxswain; chair of the Rowing programs committee shall be identified as the Organization Captain.

(4)

Article 7

The Officers

Number and Selection: Shall be elected at the organization meeting of the Directors, annually, to serve for no more than three consecutive terms. There shall be a President, VP, Secretary and Treasurer, as a minimum. The four, so named, may be directors already; otherwise, they shall become a member of the Board of Directors.

President. Shall serve as the CEO of the Organization, responsible for all administrative functions; preside at all meetings of the Board and the Annual meeting, sign all contracts.

Vice President. Shall act as COO; assist the president and committee chairs. Additional duties as assigned by the Board.

Secretary. Shall keep and maintain minutes of meetings, a roster of Members, maintain all historic records, send all notices on behalf of the organization, and other duties as may be assigned.

Treasurer. Shall be responsible for all funds and accounts of the organization, chair the finance Committee, recommend an annual budget for the Board and select committees, prepare necessary tax fillings, prepare an annual balance sheet and report to the membership. Respond to the Board for any other accounting and reports.

Article 8

Amendments

These By-Laws may be amended by an affirmative vote of two-thirds of the Full Members at a meeting, when so scheduled. These By-Laws shall be effective immediately and shall rescind all others heretofore adopted.

Article 9

Indemnification

The Directors and Officers of the Association shall be indemnified and held harmless by the Association for any acts or omissions on behalf of the Association for which liability accrues. Legal costs which may arise to defend the Association, its Directors and Officers etal, from any claims of liability shall be borne by the Association.

(5)

Article 10

Dissolution and Distribution of Assets

Upon resolution approved by two-thirds of the Full Members and a majority of the Directors, the Organization may be dissolved. After suitable provision of all debts and obligations, the remaining assets shall be distributed to exempt purposes within the meaning of section 501(c) (3) of the Code, as the Board shall determine.

Article 11

Exempt Activities and Charitable Status

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

Adopted: (date)

Signed: (secretary)