

BY-LAWS

of the

ST. LOUIS ROWING CLUB

Established 1877

ARTICLE I

OFFICERS

Regular Officers and Their Term of Office

SECTION 1. The Regular Officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Communications Secretary, Captain, Lieutenant and up to 2 SLRC Boosters Representatives, who together shall constitute the Executive Committee. They shall hold office until the Annual meeting or until their successors are duly elected and qualified. The Head Coach shall serve as an ex officio advisor to the Executive Committee and is expected to attend all meetings of it, but shall not be a member.

Election of Officers

SECTION 2. Election of Officers, with the exception of Boosters representatives, shall take place at the Annual meeting held in January. Said elections shall be by ballot and a majority of the Voting Members casting ballots shall elect. Absentee ballots shall be permitted. No member shall be entitled to hold an office unless he/she has been a member of the Club for six months and is in good standing. The President shall appoint a nominating committee by October 1st of each year. Said committee shall prepare a proposed slate of officers and submit it to the Club membership at least 14 days before the annual meeting. Boosters representatives are designated by the Boosters Board.

Vacancy in Office-Pro Tem Appointment

SECTION 3. In case of a vacancy in any office, the President shall make a pro tem appointment until an election can be held.

President and Vice-President

SECTION 4. The President shall preside at all meetings and enforce the laws and regulations of the Club. In case of his/her absence from the city, or inability to act from any cause, the Vice-president shall assume and perform all his/her duties. If neither be present at the meeting, it may be called to order by any member of the Executive Committee and a temporary chairman shall be chosen by vote. The President shall be the chief executive officer of the Club, and as such shall have the chief control, direction and management of its affairs, and be responsible to the Executive Committee for the enforcement of all laws of the Club. The President is also a member of the SLRC/Washington University 5C Council.

Secretary

SECTION 5. The Secretary shall issue all proper notices; keep a record of the meetings of the Club, the proceedings of the Executive Committee, and all matters concerning which a record shall be deemed advisable by him/her or by the Executive Committee, which record shall at all times be open to the inspection of any member of the Club. He/she shall also conduct all correspondence appertaining to his/her office.

Treasurer

SECTION 6. The Treasurer shall collect all moneys due the Club. The Treasurer shall keep the accounts of the Club in such a manner as the Executive Committee may direct and pay all bills. His/her books shall at all times be open for the inspection of the Executive Committee, Secretary or President. He/she shall make a monthly report of all affairs connected with his/her office, stating therein the amounts of all moneys received, when received, all moneys paid out, when paid and to whom, and the amount on hand; if deposited, in what bank; and such other items of interest as he/she may deem necessary, or as he/she may be called upon to furnish by the President. Such monthly Reports shall be submitted to the Executive Committee at its regular meetings and shall be made available to the Club at its Quarterly meetings. He/she shall also report all delinquent members every Executive Committee meeting. A review of the books and accounts of the Club shall be conducted at least once each calendar year in accordance with Article VIII, Section I. The Treasurer shall prepare and maintain a Club membership roster showing members' name, address, and membership period paid. The Treasurer is a member of the SLRC/Washington University 5C Council.

Communications Secretary

SECTION 7. The Communications Secretary shall be responsible for communication with the membership as well as external public relations. The Communications Secretary shall be responsible for publishing the Club newsletter at least 4 times/year. The Communications Secretary, or his/ her delegate, shall be responsible for maintaining the club website.

Captain

SECTION 8. The Captain, under the direction of the Executive Committee, shall be responsible for the care of Club owned equipment and the Boat House; see that all proper repairs are made and equipment furnished and shall expend such funds for routine repairs previously approved by the Executive Committee and in the case of emergency be allowed to expend up to the amount of \$500.00 for repairs. The Captain shall have the responsibility and authority for the storage, maintenance and repair of Club equipment, and shall decide the availability of Club equipment based on the status of repairs.

Lieutenant

SECTION 9. The Lieutenant shall assist the Captain in all his/her duties, and shall see that the log book is properly kept, in which shall be recorded the member/coach, boat, date, estimate of meters rowed, damage, time out/in. In the absence of the Captain, the Lieutenant shall be vested with his/her powers and performs his/her duties.

SLRC Boosters Representatives

SECTION 10. Up to 2 SLRC Boosters Representatives shall represent the Boosters Board on the Executive Committee and shall be responsible for compliance by the SLRC Boosters with the rules and tax-exempt status of the Club.

Procedure if an Officer is Unable to Perform Duties

SECTION 11. Should any Officer be prevented by sickness, absence from the city or any other cause from attending the duties of his/her office for the time being, he/she shall at once notify the President thereof who, upon such notification or upon information suggested by three members of the Club, shall appoint some member to take temporary charge and perform the duties of said office until the regular Officer is ready and able to perform the duties thereof and to whom the temporary Officers shall render an account of the official acts performed and to whom shall be transferred all property, money, records or papers, or whatever appertains to the office, that have been received during said temporary service.

Resignation of Officers

SECTION 12. All resignations of Officers shall be made in writing to the President or Secretary and can be accepted at any meeting, when a majority of the Voting Members present vote in favor thereof. Said resignation shall not take effect nor the Officer relieved from his/her duties until his/her successor shall have been appointed or elected. This section shall not be construed as conflicting with the succeeding section.

Charges Against Officers

SECTION 13. Should any Officer be accused under the provisions of Article IV Section 9, and found guilty, his/her office shall immediately cease and be declared vacant. In that event the Club shall immediately elect a member to fill said office, whose duty it shall be, without delay, to demand, receive and take possession of all books, records, effects and property of the Club in the hands of the deposed Officer.

Payments to Officers

SECTION 14. No Officer shall receive salary, receive loans, or be provided any form of financial gain from the St. Louis Rowing Club.

Conflicts of Interest

SECTION 15. No Officer will vote on or discuss issues which could be interpreted as a financial conflict of interest to the Officer. This includes payments, employment or provision of services to Executive Committee members, their spouses and minor children.

COACHES

Head Coach

SECTION 16. The Head Coach shall report directly to the President. The duties of the Head Coach are detailed in the job description approved by the Executive Committee and agreed upon by the Head Coach.

Assistant Coaches

SECTION 17. The Assistant Coaches shall report to the Head Coach.

REGATTA CHAIR(S)

SECTION 18. It shall be the duty of the Regatta Chair(s) to coordinate all home regatta activities, to appoint committees to perform all duties required to hold the regatta, and to report plans concerning each regatta to the Executive Committee.

ARTICLE II

MEETINGS OF THE CLUB

Quarterly Meetings

SECTION 1. A Quarterly meeting is a meeting of the membership and shall be held once each quarter, upon notice to the Members. Notice may be sent by regular mail, posted in a newsletter, or delivered by electronic communication.

Annual Meetings

SECTION 2. Annual Meetings of the Club shall be held in January of each year, upon not less than fourteen (14) days prior written notice to the members, for the nomination and election of Officers, and for such other business as may be brought before it. Notice may be sent by regular mail, posted in a newsletter or delivered by electronic communication.

Executive Committee Meetings

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

Special Meetings

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

Quorum

SECTION 5. Twenty percent (20%) of the Voting Members shall constitute a quorum for the transaction of business of the Club at Quarterly and Annual meetings.

Rules at Quarterly Meetings

SECTION 6. No rules or regulations for the government of the Club, or affecting the management of its property, shall become effective at a Quarterly meeting. Recommendations affecting rules or regulations for the government of the Club or management of its property shall on motion at a quarterly meeting be referred to the Executive Committee, who shall take the

matter under advisement and make known its decision through the Secretary, or President, at the next Quarterly meeting.

ARTICLE III

THE EXECUTIVE COMMITTEE

Duties and Powers of the Executive Committee

SECTION 1. The Executive Committee shall have the full management of all property, effects and assets of the Club. They shall have a supervisory control over the official acts of all Officers of the Club, regulate and settle all differences of opinion or conflict of authority, and its decisions and orders shall be binding on all Officers, employees and members. They shall enforce the preservation of order and obedience to the laws of the Club, and shall make and authorize all necessary contracts and purchases. They shall have the power to employ such assistants as in their judgment the Club may need. They shall determine the amount of Learn To Row fees, Summer Junior Program fees, dues to be charged to all members other than Active Members, give proper designation to all boats belonging to the Club and make annual report of all property of the Club and generally do all things for the proper management of its affairs. The President shall be ex officio chairman of this committee. The immediate past-President shall be an ex officio advisor of this committee for one year after leaving office.

Meetings of the Executive Committee

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

ARTICLE IV.

CLUB MEMBERSHIP

Membership Classifications

SECTION 1. The Club shall consist of Voting and Non-Voting Members. Voting Members must be at least eighteen years old and include Active, Honorary and Associate Members and Coaches. Non-Voting Members are Active Members less than 18 years of age, Summer and Learn-to-Row members.

Active Members

SECTION 2. An Active Member is one who is in good standing (dues are current) and governs himself or herself in accordance with the By-laws of the Club.

Honorary Members

SECTION 3. Any member who renders great service to the Club, or performs an act worthy of honor, may be proposed for Honorary Membership at a Quarterly or Annual meeting of the Club; said proposition to be referred to the Executive Committee for acceptance. Any person who was a member of a rowing club in St. Louis prior to 1960 is automatically an Honorary Member of the Club. Any member who has been an Active Member of the Club for 25 consecutive years shall automatically be an Honorary Member at the expiration of his/her 25th year. Honorary Members shall enjoy all the privileges of Active Members in good standing including the right to vote on all matters brought before the Club membership, and shall be exempt from payment of fees and assessments.

Associate Members

SECTION 4. An Associate Member is a non-rowing member who is in good standing and governs himself/herself in accordance with the By-laws of the Club. One parent of each active junior rower under the age of 18 can be an Associate Member.

Coaches/Assistant Coaches

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

Summer Members

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

Learn to Row Members

SECTION 7. A Learn-to-Row Member is any person who is currently enrolled in one of the learn-to-row programs. Learn-to-Row Members are not entitled to vote on Club matters.

Election of Members

SECTION 8. Candidates for membership may become members by paying the appropriate membership fees/dues and signing a standard waiver required by the club's insurance provider. The Treasurer shall place the name of a new member on the Club membership roster upon fulfillment of the requirements defined herein. The names of new members (and a brief biographical sketch, if desired) may be published in the next issue of the Club newsletter.

Disorderly Conduct, Penalty For

SECTION 9. Any member conducting himself/herself injuriously to the good order, peace or welfare of the Club, or neglects, fails, refuses to obey the laws of the Club, and the duties imposed upon him/her thereby, shall be reported to the Executive Committee in a signed statement containing either the full facts of the case, or by using the following form:

(Date)

Executive Committee

St. Louis Rowing Club

Gentlemen:

I (or we) hereby charge Mr./Ms. _____ a member of this Club, with disorderly conduct and demand that the matter be investigated in accordance with Section 9, Article IV of the By-laws.

Signed

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

(1) Expulsion

(2) Impose a fine

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

Neither the accused nor the accusers shall be permitted to vote on matters arising out of the case, nor shall the accused remain in the room while any balloting is being done on his/her case. In

case it may be found desirable to prefer charges against a member after the last meeting of the Executive Committee and before the regular meeting of the Club, the accuser or accusers shall make a written statement of facts addressed to the Secretary or President, who will bring up the matter at said meeting when the accused shall be tried as hereinbefore provided for.

SECTION 10. It shall be the duty of every member while in attendance at Quarterly and Annual meetings of the Club:

To preserve order and decorum;

To pay diligent attention to the business of the meeting;

To make no loud or unnecessary noise;

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

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

To promptly pay assessments and dues as they become due;

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

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

To have a vote upon every question before the house;

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

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

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

Members to Preserve Order at the Boat House

SECTION 11. When at or about the Boat House members must so regulate their conduct and deportment as to promote good feelings among members. For any disorderly conduct, either in or out of meetings, or in or about the Boat House, members render themselves liable to the provisions of Article IV Section 9. Intoxication will not be tolerated, under penalty of expulsion.

Members Controlled by the Constitution and By-Laws

SECTION 12. Members shall be within control of the laws of the Club, when in or about the Boat House, or while using Club property. Any violations are subject to Article IV, Section 9. Any member using the Club's property, equipment, boats, skiffs and accessories, as well as tools and supplies pertaining thereto, shall render prompt obedience to all orders of the Captain, Lieutenant, Coaches and/or the President.

Club Property

SECTION 13. Any member borrowing Club property shall be held personally responsible for same. The loan of Club property to members can be made only by a member of the Executive Committee

ARTICLE V.

FEES AND ASSESSMENTS

Annual Membership Fees/Other Membership Fees

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

When Fees and Assessments Become Due and Payable

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

Extra Assessments

SECTION 3. Extra assessments may be made at any Quarterly meeting, when two-thirds of the Voting Members present vote in favor thereof provided, however, that notice of such a motion shall be given at least fourteen (14) days before a vote is taken thereon. Notice shall be communicated by mail or electronically.

Members in Arrears May be Dropped From the Rolls

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

ARTICLE VI.

USE OF BOATS AND PROPERTY OF THE CLUB

Rules and Regulations Governing the Use of Boats

SECTION 1. The Executive Committee shall annually, or more often if deemed necessary or advisable by the Committee, adopt rules and regulations governing the use of boats, such rules and regulations to be posted in a conspicuous place in the Boat House. No member under the influence of intoxicants shall be allowed to enter a boat.

Injury to Property

SECTION 2. Careless handling of property or injury thereto or damage through disobedience of orders shall render the member causing it liable to the full extent thereof which damage shall be assessed by the Executive Committee and charged to the member on the book of the Secretary.

Members Only to Use Boats

SECTION 3. None but members shall be allowed in a Club owned shell or other equipment except with permission of the President, Captain or Head Coach.

Requirement of Waiver

SECTION 4. No one may use Club owned shells without first having signed a liability waiver.

Club Colors

SECTION 5. The official colors of the Club shall be red, white and blue. The Executive Committee shall approve designs for the official ensign, and uniforms, of the Club, utilizing the official colors.

Members to Parade in Full Uniform

SECTION 6. No member shall be permitted to go in any racing shell during any competition unless in full uniform.

ARTICLE VII.

BY-LAWS, RULES, ETC.

Parliamentary Rules

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

Amendment or Repeal of By-laws

SECTION 2. These By-Laws may be amended or repealed by a vote of two-thirds of the Voting Members present at an Annual meeting, 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.

By-laws May be Suspended by Unanimous Vote

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

ARTICLE VIII.

COMMITTEES

Financial Review Committee

SECTION 1. The President shall, prior to the Annual meeting of the Club in each year appoint a committee of three who shall perform a review of the accounts of the Club. They shall make a written report of their findings to the Club at the Annual meeting. The Financial Review Committee shall consist of members who are not members of the Executive Committee.

Regular Committees

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

Special Committee

SECTION 3. The SLRC Boosters consisting of parents, family members and/or supporters of the junior rowing program shall constitute a special committee of the Club. The SLRC Boosters shall perform fundraising for the junior rowing program, coordinate travel for the junior rowers and provide other support for the junior rowing program as required. The SLRC Boosters must comply with all rules and regulations of the Club and govern themselves in accordance with the By-laws of the Club. All fundraising activities of the SLRC Boosters must comply with the 501(c)(3) tax status of the Club. The SLRC Boosters shall provide a comprehensive quarterly financial report to the Treasurer. The president of the SLRC Boosters shall be responsible for such compliance. The Head Coach shall provide guidance to the SLRC Boosters on equipment purchases resulting from its fundraising activities. The president of the SLRC Boosters, or his/her delegate, and a second representative appointed by the Boosters Board shall be the SLRC Boosters Representatives on the Executive Committee and Officers of the Club and shall be entitled to vote on all matters before the Executive Committee.

Other Special Committees

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

ARTICLE IX.

MISCELLANEOUS

Guests

SECTION 1. None but members, and guests or visitors introduced by members, shall be admitted to the Boat House. A member may at any time introduce guests into the House. Such introduction shall not confer on such a guest a right of entrance at any other time, but the Executive Committee may, at its discretion, give such a guest an invitation, entitling him/her to the privileges of the Boat House for a limited time. The Executive Committee shall determine such fees as it deems appropriate to charge the guest.

Guest Violating By-laws

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

By-Laws posting

SECTION 3. These By-Laws shall be posted on the St. Louis Rowing Club web site.