



Dallas Rowing Club

BYLAWS

Adopted at a duly constituted meeting of the members on April 21, 1996; amended at the annual meeting of the members on December 8, 2007, December 6, 2012, November 12, 2016, November 17, 2018, and November 13, 2021.

ARTICLE I: PURPOSE

The purpose of this club is to promote the sport of rowing to the people of Dallas and surrounding communities, with special attention to youth, through the promotion of amateur oarsmanship by establishing and maintaining programs to achieve the desired results, without regard to age, sex, sexual preference, race, color, creed, or national origin.

ARTICLE II: NAME

This organization shall be known as the Dallas Rowing Club (hereinafter referred to as "the Club"), incorporated as a Non-Profit Corporation pursuant to the Non-Profit Corporation Law of the State of Texas.

ARTICLE III: MEMBERS

Section 1: Classes of Membership

There shall be the following Classes of Membership in the Club: Regular, Young Adult, Family, Youth Program, Emeritus, Coach, and Collegiate. No person shall hold more than one class of membership. Any person eligible for membership in the Club may apply for membership by registering as directed in the annual Membership Renewal reminder. No membership is transferable and no member has any right or interest in any property of the Dallas Rowing Club. **All membership classes are expected to annually perform 10 hours of service to the Club and maintain, at the minimum, the USRowing Association Basic Membership, for the purpose of Club liability insurance coverage.**

Section 2: Definition of Classes

The Classes of Membership are hereby defined as follows:

- a) **Regular Members** shall be individuals over the age of 27. Regular members shall be eligible to vote and hold elective office.

b) **Young Adult Members** shall be individuals between the ages of 18 and 27 inclusive. Young Adult members shall enjoy all privileges of Regular Members.

c) **Family Members** shall be a Regular Member, his or her spouse and all children under the age of 19 living at home. One adult member under a Family Membership shall be designated as the Regular Member and entitled to vote and hold elective office.

d) A **Youth Program Membership** shall be held by a high school or youth program for the purpose of promoting the sport of rowing and oarsmanship. All youth programs must maintain a current DRC/Youth Program Agreement approved and signed by the DRC Officers, Athletic Director/Program Director, and Head Coach, defining the rules, regulations & methods under which the program shall have an active rowing program utilizing the Club facilities, as approved by the Board of Directors. The Youth Program Membership shall be under the direction and supervision of a Coach/Instructor approved by the Board of Directors. Such person, or a board approved designated representative, shall have all the rights, responsibilities, and privileges of a Regular Member. All Youth Programs shall be permitted one solitary vote via its designated representative at any general or special meeting of the Club. Should said representative serve on the DRC board, only one vote is permitted regardless of other membership status.

e) **Coach Member** shall be all coaches in a youth rowing or masters level program that do not hold a paying DRC membership. The coach membership is primarily a means of registration and may not give the individual full DRC membership rights such as voting or board member eligibility, boathouse facilities or equipment usage beyond established practice sessions.

f) **Emeritus Memberships** may be granted by the Board of Directors to members in good standing and over the age of 70 who have served the DRC and demonstrated a commitment to the advancement of the sport of rowing as written in Article 1 above. This membership shall register annually as directed in the Annual Renewal Reminder and has the same voting rights of a Regular member.

g) **Collegiate Membership** is reserved for non-local college students during extended breaks and holidays. The collegiate member does NOT have full DRC membership rights such as voting or board member eligibility.

Section 3: Rights and Responsibilities

Members shall have the following rights and responsibilities:

a) The right to use club equipment while operating in a safe manner within the rules and guidelines set by the Board.

b) The right to store shells and equipment in the DRC Boat House, subject to availability of space and payment of applicable rack fees.

c) If authorized to their membership category, the right to vote on DRC leadership, bylaws, and other matters submitted by the Board to the membership under the terms of these Bylaws as well as the eligibility to hold elective office as provided in this article.

d) The right to race under the Club's name while a member in good standing.

- e) The responsibility to promptly pay all dues, race fees and assessments as provided in these Bylaws and adopted by the Board of Directors and approved by the members from time to time.
- f) The responsibility to act within the Bylaws and duly adopted policies of the Club.
- g) The responsibility to contribute to the maintenance and development of the Club as provided in policies adopted by the Board of Directors

Section 4: Application

Application for membership in the Club shall consist of registering as instructed in the Annual Membership Renewal notice and shall be submitted to the Secretary along with a completed Waiver Agreement and payment of membership dues for class of membership in accordance with the current fee schedule as adopted by the Board.

Section 5: Acceptance

Registrations properly submitted shall be accepted, subject to Board of Directors approval, upon payment of dues for the Class of Membership in accordance with the current fee schedule except upon good cause.

Section 6: Resignation

Any member may resign from the Club by giving written notice to the Secretary. All accrued dues, fees and indebtedness must be paid prior to resignation.

Section 7: Disciplinary Action

The Board of Directors shall have the power to remove one or more members of any Committee, and to discipline or expel any member of the Club who violates the Bylaws or rules of the Club, or of any offense against the good government of the Club. The Board may consider any misconduct, whether committed on the Club property or not, which renders a member undesirable as a member of the Club. The Board shall establish a policy and procedure to address reported allegations, review and action by the Board, and an appeals process. At a minimum, such policy and procedure shall include:

- a) A copy of the charges proffered against any member shall be delivered to such member(s) at least fifteen (15) days before a meeting of the Board of Directors at which such charges shall be considered, giving him or her notice of the time and place of the meeting, and such member shall have the opportunity to be heard in his or her defense.
- b) In order to discipline or expel a member, a two-thirds (2/3rds) vote of the entire Board of Directors shall be required.

ARTICLE IV: MEMBER DUES, POLICIES, AND FEES

Section 1: Term

Membership in the Club is on an annual basis (12 months - January through December) for Regular, Junior, Family and Youth Program Memberships, prorated to the first of the month.

Section 2: Dues Term

Membership Dues on an annual basis are due on or before January 31st of the calendar year.

Section 3: New Members

Annual dues for new members admitted to the Club after January 1st will be on an annual basis prorated to the month in which the member joins, with dues prorated on an annual basis to the beginning of the month in which the new member is admitted to the Club.

Section 4: Dues & Shell Storage

The dues for all membership classes and the fees for boat storage shall be set annually by the Board of Directors by a two-thirds (2/3rds) vote of those present and voting. Any proposal to increase dues shall be published to the membership with a notice of the time and place of the meeting where the Board will take action on the proposal. Any member in good standing shall be eligible to attend the Board meeting and speak for a reasonable time period set by the Board before the dues proposal is acted upon.

Section 5: Youth Program Policies

Prior to the beginning of each academic year, Board of Directors shall establish guidelines and rules for the use of the Club and its equipment and facilities for youths participating in a Youth Program and/or youth members in DRC Family Memberships.

Section 6: Club Equipment Use

Boathouse Rules shall be formulated by the Board of Directors to address use of the Club equipment and facilities including requirements for member contribution to maintenance and development of the Club. Such rules shall be enacted, rescinded, or changed upon a vote of two-thirds (2/3rds) of the Members present and voting at the Board of Directors meeting where presented. A set of current Boathouse Rules shall be posted in the Boathouse on the official bulletin board at all times.

Section 7: Racing Policies

Rules shall be formulated by the Board of Directors which shall address participation by members in good standing in competition under the auspices of the Club, including payment of regatta fees and seat fees due to the Club. Such rules shall be enacted, rescinded, or changed upon a vote of two-thirds (2/3rds) of the Members present and voting at the Board of Directors meeting where presented. A set of current Race Policies shall be provided to members who indicate an interest in competition.

Section 8: Shell Storage

Only members in good standing are permitted to store shells in the Boathouse upon the approval and at the direction of the Boathouse Captain, and upon payment of shell storage fees as set by the Board of Directors. Shell storage fees are payable on the same time frame as membership dues and are subject to determination by the Board of Directors no more frequently than annually, under the provisions of Section 4 of this Article.

Section 9: Member Assessments

Assessments of the membership for purchase of equipment, building or expansion of facilities, or any other reason shall be recommended by the Board of Directors by two-thirds (2/3rds) of those present and voting, and submitted to the full membership for a simple majority vote.

Section 10: Late Fees & Consequences

All debts due the Club, including but not limited to membership dues and shell storage fees, shall be payable upon receipt of a Club notice of renewal and within the time frame set forth in the notice. If all indebtedness is not paid within fifteen (15) days of the date of the specified due date, a late fee of \$100 per item will be assessed and added to the indebtedness for each thirty (30) days same remains unpaid to a maximum of \$200 late fee per item. At the time that the indebtedness is past sixty (60) days, the member may be posted as delinquent on the official bulletin board and will be suspended from the Club as an active member and dropped from the roll of Members. A suspended member shall not be entitled to the use of the Club facilities and equipment; be permitted to have a shell in storage in the Boathouse; vote; hold office; or attend meetings. All suspended members shall be required to pay all back debts and accrued indebtedness and shall complete a new application for membership to be reinstated as a Member.

ARTICLE V: MEETINGS OF THE MEMBERS

Section 1: Annual Meeting

The regular annual meeting of the Club, for the purposes of electing Directors and for the transaction of such business as may come before such meeting, shall be held on the first Saturday in November at the DRC, or at such other time or place as the Board of Directors may determine. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance as well as proxy or absentee ballots for voting in future board member elections and Bylaw amendments. If the annual meeting must be conducted virtually, electronic voting is authorized.

Section 2: Special Meeting

A special meeting of the Club may be called either by the President or the Board of Directors or upon the request of ten (10) percent of the current voting membership to the President. A virtual special meeting may be called under compelling circumstances precluding an in-person special meeting.

Section 3: Quorum

The presence of twenty (20) percent of the current, voting membership shall be required at such annual or special meeting in person to constitute a quorum. A virtual special meeting may be called under compelling circumstances precluding an in-person special meeting.

Section 4: Notice

The Secretary shall contact by email or postal service each member a notice of any meeting at least fifteen (15) days prior to such meeting, and post notice thereof on the official Club bulletin board, not less than fifteen (15) days prior to such meeting.

Section 5: Agenda

No business shall be transacted at any special meeting other than that clearly set forth in the notice calling such meeting.

Section 6: Sergeant-at-Arms

A Sergeant-at-Arms shall be appointed by the President for each meeting of the general membership. The Sergeant-at-Arms shall see that only active members of the Club, in good standing, are voting at the meetings of the Club and shall be the responsible person to ensure that all meetings are conducted with decorum in accordance with the Bylaws and accepted convention.

Section 7: Voting

Eligible adult members, in good standing, including one adult representative from a DRC family membership, and one approved designated adult representative from each youth program, shall be entitled to one vote at any annual or special meeting of the Club.

ARTICLE VI: OFFICERS AND DUTIES

Section 1: Officers

The officers of the Club shall be the President, Vice-President, Treasurer, Officers' Secretary and Boathouse Captain.

Section 2: President's Duties

The President shall preside at all meetings of the Club and Board of Directors, but shall not vote except in case of a tie, and shall be responsible for all Club operations. The President shall be an ex-officio, non-voting member of all committees except the Nominating Committee.

Section 3: Vice-President's Duties

The Vice-President shall discharge all of the duties of the President during the absence or inability of the President to perform, act as liaison to all youth programs and shall be responsible for such other duties as may be assigned by the President.

Section 4: Treasurer's Duties

The Treasurer shall have custody of all money and funds belonging to the Club, shall keep or see that proper books and records of accounts are kept, and shall prepare or cause to be prepared as directed by the Board of Directors, a true financial statement reflecting the assets and liabilities of the Club, and all receipts and disbursements. The Treasurer shall collect and distribute the mail, receive, and deposit all money due the Club in banks or other depositories as approved by the Board of Directors. In conjunction with the Secretary, keep and maintain each member's account and status thereof with the Club; render notices to members of dues, fees, assessments, fines, and other money due the Club; be conversant at all times regarding the financial affairs of the Club; chair the Budget Committee, issue the combination to the Boathouse; and perform such other duties as may be assigned by the President or Board of Directors.

Section 5: Secretary's Duties

The Secretary shall keep the Corporate records of the Club, including membership, shall be the custodian of the Seal of the Club, if applicable, and shall keep records of the proceedings of all meetings of the membership and the Board of Directors; give all notices in accordance with the Bylaws or as required by law. The Secretary shall maintain or cause to be maintained a current signed waiver and current contact information for each member and perform such other duties as required by the Bylaws, the President, and the Board of Directors.

Section 6: Boathouse Captain's Duties

The Boathouse Captain shall be responsible for the Boathouse, boat rack assignments, grounds, and all equipment owned by the Club, and shall chair or be a member of any special committees related to equipment, grounds, or facilities. It shall be the responsibility of the Boathouse Captain to enforce the Boathouse Rules as approved by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: Number & Term

The affairs of the Club shall be conducted by a Board of Directors consisting of no fewer than nine and no more than fifteen members who shall include the officers of the Club. Each Officer and Director shall serve a one-year term, which coincides with the calendar year. The number of Directors-at Large to be elected in addition to the Officers shall be determined by the Nominating Committee.

Section 2: Responsibilities

The Board of Directors shall conduct, manage, and direct the business of the Club, establish policy as set out in these Bylaws and as shall be necessary for the operation of the Club, and shall have the power and authority to make all necessary contracts and purchases of either real or personal property, and to dispose of such property at its discretion.

Section 3: Nomination

The candidates for Directors shall be nominated by either of the two following methods:

- a) At least sixty (60) days before the Annual Meeting, the Board of Directors shall appoint a Nominating Committee consisting of all past Presidents who are then members in good standing, and five members of the Club, at least two of whom shall be an Officer or a Director and two of whom shall be representatives of the membership at large, who shall nominate candidates for Directors to be voted on at the Annual Meeting.
- b) Based on the number of nominees available, the Nominating Committee shall determine the number of At-Large candidates to be named in addition to the five officers. At-Large members of the Board shall be not less than four (4) nor more than fifteen (15). The number of nominees selected by such Committee shall not be more than twice the number of vacancies on the Board of Directors, and the names of such nominees shall be posted by the chair of the Nominating Committee or the Secretary on the official bulletin board at the clubhouse at least fifteen (15) days before the Annual Meeting.

c) Eight or more members in good standing may nominate candidates for directors by posting such names on the official bulletin board for at least seven (7) days before the election and signing their names thereon.

Section 4: Election

The directors shall be elected at the Annual Meeting of the members by majority vote of those present and voting and the directors elected shall be designated as a specific officer before his/her election or as a member of the Board-At-Large, and if elected shall serve in that capacity for the term. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance as well as proxy or absentee ballots for voting in future board member elections. If the annual meeting must be conducted virtually, electronic voting is authorized.

Section 5: Eligibility

No member shall be eligible for election as a Director unless he/she is entitled to vote under the provisions of these Bylaws.

Section 6: Election Supervision

Before the Annual Meeting of Members, the President shall appoint at least two (2) Members of the Club, no one of whom shall be a Director or candidate, as tellers and judges of the election.

Section 7: Vacancies

All vacancies of the Board of Directors between Annual Meetings shall be filled by appointment by the Board of Directors at any regular or special meeting, such appointee to serve during the remaining term of his/her predecessor.

Section 8: Meetings

The directors shall hold a minimum of eight (8) regular and/or special meetings, on such dates as the President or Board from time to time determines. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance.

a) Special Meetings of the Board may be held at any time upon the call of the President or the written request of three (3) of the Directors and appropriate notice under Subsection b) of this Section.

b) Notice stating the place (if to be held in person), day, hour and agenda of all meetings of the Board shall be delivered to each Director not less than five (5) days before the meeting. This notice provision can be waived by unanimous consent of the Directors.

Section 9: Board Action by Written Consent without a Meeting

Unless otherwise restricted by the Club's Certificate of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or a committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic

transmission or transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 10: Quorum

A majority of the total number of Members of the Board of Directors shall constitute a quorum (5 of 9, 6 of 10 or 11, 7 of 12, etc.) and the act of a majority of the Members of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board.

Section 11: Committees

The Board of Directors may establish and dissolve committees of no less than three (3) members, as it deems appropriate. The Board of Directors may appoint any member to committees. Committees shall perform the charges given them by the Board of Directors to carry out specific policy or to develop recommendations in specific areas of policy, which shall be subject to Board approval. Committees shall not exercise the authority of the Board or be empowered to bind the corporation to any action. Committees shall operate according to the following procedures:

- a) A majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance.
- b) A committee may act by unanimous consent in writing without a meeting.
- c) The committee, by agreement of a majority of its members, shall determine the time and place of, and the notice required for meetings. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance.
- d) A committee may accomplish its tasks by the use of subgroups which report back to the full committee on issues assigned. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance.

Section 12: Budget Committee

The sole standing committee shall be the Budget Committee. Upon election at the Annual Meeting of the Members, the duly elected Treasurer shall become chair of the Budget Committee, which shall consist of the Treasurer, the immediate past Treasurer, and the newly elected and immediate past Boathouse Captains. The Budget Committee shall begin work on a proposed budget prior to the beginning of the calendar year and present a budget for approval of the Board at the first meeting in January.

Section 13: Financial Policy

No funds may be expended by the Club, its officers, directors, or representatives that are not either authorized by the budget or specifically authorized by the Board of Directors.

No capital expenditures or dispositions in excess of \$1,000 may be made by the Club, its officers, directors, or representatives unless specifically authorized by the Board of Directors.

ARTICLE VIII: AMENDMENTS

The Bylaws of this Club may be amended by a two-thirds (2/3rds) vote of the members attending in person at any regular or special meeting of the members where a quorum is present, provided that notice is posted at the Boathouse in the official posting place fifteen (15) days prior to the meeting. Compelling circumstances may dictate virtual meetings in lieu of in-person attendance as well as proxy or absentee ballots for voting on Bylaw amendments. If the annual meeting must be conducted virtually, electronic voting is authorized.

ARTICLE IX: SEVERABILITY

If any provision of these Bylaws or the application of such provision to any person or circumstance is held to be unlawful, the remainder of these Bylaws and the application of the provisions of such to any person or circumstance shall not be affected thereby.

ARTICLE X: DISSOLUTION

On dissolution of the corporation, any funds, equipment, or facilities remaining shall be distributed to the State of Texas for a public purpose, the U.S. Rowing Foundation, or to some other nonprofit rowing organization to be selected by the Board of Directors.

Archival History:

- Document adopted April 21, 1996.
- Approved amendment(s) submitted by DRC Secretary, December 8, 2007.
- Approved amendment(s) submitted by DRC Secretary Lisa Laughlin Boyd, December 16, 2012.
- Document reformatted by DRC Secretary Melanie Horn, November 18, 2015.
- Approved amendment(s) submitted by DRC Secretary Melanie Horn, November 12, 2016, to increase late fees, from \$10 to \$100 per item (Article IV Section 10) and rename section heading from “Expulsion” to “Disciplinary Action” and expand the repercussions for violation(s) (Article III Section 7).
- Approved amendment(s) submitted by DRC Secretary Melanie Horn, November 17, 2018, to allow proxy or absentee ballots for voting in annual meeting for Board of Director elections and/or amendments to the Bylaws (Article V Section 1, Article VII Section 4, Article VIII).
- Approved amendment(s) submitted by DRC Secretary Melanie Horn, November 13, 2021, to allow meetings, elections, and voting to be conducted in-person and/or virtually; to delete junior membership; to add coach and collegiate memberships; to further describe membership privileges and voting eligibility (Article III: Section 1,2; Article IV: Section 5, 8; Article V: Section 1, 2, 3, 7; Article VII: Section 4, 8, 11; and Article VIII).