

**SOUTH END ROWING CLUB  
BY-LAWS**

**ARTICLE I - GENERAL DESCRIPTION**

**Section 1 - NAME.** This club shall be incorporated as "The South End Rowing Club" (herein referred to as "the Club").

**Section 2 - PURPOSE.** The purpose of the Club shall be the advancement and enjoyment of rowing, swimming, and other aquatic sports in Aquatic Park and San Francisco Bay, and of handball and running. So long as the Club occupies public park property, its further purpose shall be to operate and maintain such property on behalf of the governmental agency to which the property has been entrusted, in accordance with the agency's policies, regulations, and purposes.

**Section 3 - LOCATION.** The principal office of the Club shall be at 500 Jefferson Street, San Francisco, California.

**Section 4 - TITLE AND MANAGEMENT OF PROPERTY.** The legal title and ownership of all property, effects, and assets of the Club shall be vested in the corporation, which shall be managed by a Board of Directors (herein referred to as "the Board"), for the benefit and enjoyment of the members, subject to the terms and provisions of these by-laws.

## **ARTICLE II - MEMBERSHIP**

**Section 1 - CAPACITY.** The membership of the Club shall be limited to the capacity of the Club's facilities.

**Section 2 - ELIGIBILITY.** Any person over the age of 18 years who is interested in the activities of the Club shall be eligible for membership. Applicants for membership shall not be discriminated against on the basis of race, color, religion, ancestry, national origin, sex, political affiliation, sexual orientation, disability, or any other grounds prohibited by law. A member of the Club may hold memberships in other athletic clubs at the same time.

**Section 3 - RIGHTS AND PRIVILEGES.** Except as defined elsewhere in these bylaws, the rights and privileges of membership include the right to use the Club's property as per each individual sport's policy and rules, to participate in Club events, to attend and vote at membership meetings, to vote in elections, to run for and be appointed to positions on the Board, and to be informed of the Club's by-laws, rules, and policies. No club member, commissioner or officer may use the Club property, directly or indirectly, for personal gain.

**Section 4 - OBLIGATIONS.** Except as defined elsewhere in these by-laws, the obligations of membership include the obligation to follow the Club's by-laws and the rules and policies set by the Board, and to pay in a timely fashion all dues, fees, fines, and assessments.

**Section 5 - GOOD STANDING AND DELINQUENCY.** A member in good standing is one who is not delinquent. A member is delinquent if he or she fails to pay dues, fees, fines, or assessments by the due date, as set by the Board. Members are entitled to 30 days notice of due dates. A delinquent member is not entitled to use the Club's property or to participate in Club events. A delinquent member may return to good standing by paying the overdue amount, plus any late fee.

**Section 6 - CLASSES OF MEMBERSHIP.** The classes of membership are: Active, Life, Out-of-town, and Honorary, as follows:

- a. Active members are those who have been admitted under the provisions of these by-laws, and who are not in one of the other classes. Active members are entitled to all the rights and privileges of membership, and are chargeable with all the obligations of membership, as set forth in these bylaws.
- b. Life members are those who have been continuous Active members for at least 25 years, and who have reached the age of 65 years, and who have petitioned the Board in writing for a change in membership class, and who are in good standing at the time of such petition. Life members are entitled to all the rights and privileges of membership, and are chargeable with all the obligations of membership, as set forth in these by-laws, except that they are exempt from payment of annual dues. Life members are not exempt from payment of locker or other fees, fines, or assessments.
- c. Out-of-town members are those who have been continuous Active members for at least one year, and who reside outside the nine Bay Area counties (the Counties of San Francisco, Marin, Sonoma, Napa, Solano, Contra Costa, Alameda, Santa Clara, and San Mateo), and who have petitioned the Board in writing for a change in membership class, and who are in good standing at the time of such petition. Out-of-town members are entitled to all the rights and privileges of membership, and are chargeable with all the obligations of membership, as set forth in these by-laws, except that they are not entitled to rent a locker or to hold a position on the Board.
- d. Honorary members are those who have rendered distinguished service to the Club or who otherwise merit special recognition, and who have been admitted as honorary members by a vote of three quarters of the officers present at any Board meeting. The honorary membership may be on an annual basis or a lifetime basis as determined by the board. Honorary members are entitled to use the Club's property, and to rent a locker upon payment of the locker fees, but they are not entitled to hold a position on the Board, and they are exempt from payment of annual dues and assessments. Honorary members may change to the Active class without payment of the initiation fee, upon written request to the Membership Commissioner.

**Section 7 - APPLICATION PROCEDURE.** Application for membership in the Club shall be made by submitting to the Membership Commissioner, or Club bookkeeper, an application form together with payment of the initiation fee and dues for the remainder of the year. In the event a new member joins in December, dues shall be paid through the end of the following year. The Membership Commissioner shall announce new members at the next Board meeting. Neither a personal interview or appearance nor a sponsoring member shall be a requirement for application for membership. An applicant who would otherwise be admitted but for lack of capacity in the Club shall be placed on a waiting list, and shall be admitted in the order of application. An admitted applicant's membership shall begin on the date when a deferred applicant is admitted from the waiting list. Good cause for rejection is defined as follows: a record of past acts or conduct demonstrating that the admission of the applicant would substantially impair the purposes of the Club, the preservation or maintenance of the property, or the health, safety, or welfare of its intended users. The Membership

Commissioner shall notify each rejected applicant in writing of the reason for rejection, and shall return all money submitted with the application. A rejected applicant shall be eligible to reapply for membership six months after rejection. An applicant who would otherwise be admitted but for lack of capacity in the Club shall be placed on a waiting list, and shall be admitted in the order of application. An admitted applicant's membership shall begin on the date when a deferred applicant is admitted from the waiting list.

**Section 8 - TERMINATION OF MEMBERSHIP.** A person's membership in the Club may terminate in the ways defined below. Termination does not relieve a member of the obligation to pay any amounts due at the time of termination, or to return any Club property in his or her possession, including keys, or access cards. Persons whose membership has terminated and who wish to rejoin may be readmitted by following the standard application procedure, but only if they have paid all such amounts and returned all such property. The three kinds of terminations are:

- a. Resignation/Non Payment of Dues - A member may resign at any time by writing to the Membership Commissioner and returning any Club property, including keys. A member who has been delinquent for 60 days is presumed to have resigned from the Club. The Board may set a reduced initiation fee for members who resigned in good standing and wish to rejoin.
- b. Dropping out - If a member has been delinquent for 60 days, he or she is presumed to have dropped out of the Club, and membership is terminated automatically.
- c. Expulsion - A member shall be expelled only for good cause, as determined by a vote of two-thirds of the officers present at a Board meeting. Good cause for expulsion is defined as follows: a record of acts or conduct which would substantially impair the purposes of the Club, the preservation or maintenance of the property, or the health, safety, or welfare of its intended users. A member is entitled to 30 days notice in writing of expulsion proceedings against his or her, including the nature of the charges and the names of the parties making such charges, and to a reasonable opportunity to present a defense at a Board meeting. An expelled member may request a review by any governmental agency with authority over the Club. Expelled members may not apply to rejoin the Club for one year after their expulsion.

## ARTICLE III - BOARD OF DIRECTORS

**Section 1 - BOARD OF DIRECTORS.** The property and activities of the Club shall be managed by the Board of Directors. The Board shall consist of eighteen officers: President; Vice-President; Secretary; Treasurer; Boathouse Captain; Commissioners of Rowing, Swimming, Handball, Running, Gymnasium, Building, Entertainment, and Membership; four Directors-at-large; and Past President.

**Section 2 - SELECTION OF OFFICERS.** The President, Vice-President, Secretary, and the four Directors-at-large ("elected officers") are elected by vote of the members as specified in these by-laws. The Treasurer, Boathouse Captain, and the eight Commissioners ("appointed officers") are appointed by the elected officers as specified in these by-laws. The Past President is ex officio, the member who most recently held the office of President, not including the current President. Once selected, all officers have an equal vote in Board meetings.

**Section 3 - ELECTED OFFICERS.** To be eligible to run for elected office, a member must be in good standing, and must be either a Life member or an Active member who has been a member for at least one year. Each candidate must submit a statement of candidacy to the Election Committee before its announced deadline. No member may be a candidate for more than one office in the same election.

**Section 4 - APPOINTED OFFICERS.** To be considered for appointed office, a member must be in good standing, and must be either a Life member or an Active member of any duration. The appointed officers are chosen by majority vote of the seven newly elected officers as soon as practical after an election. The Swim Commissioner, Rowing Commissioner, Handball Commissioner, Running Commissioner, Building Commissioner, and Boathouse Captain shall be first nominated by a majority vote of their respective sports community in attendance at the meeting in which such Commissioners is nominated.

**Section 5 - POWERS AND DUTIES OF THE ELECTED BOARD.** The powers and duties of the Board include the following, as limited elsewhere in these by-laws:

- a. To implement, interpret, and propose changes to the by-laws;
- b. To adopt, enforce, interpret, amend, and repeal the rules and policies of the Club;
- c. To impose and enforce fines and penalties against members for violation of the by-laws, rules, or policies;
- d. To propose amounts of annual dues and special assessments for ratification by the membership, and to set fees and fines;
- e. To authorize expenditures on behalf of the Club;
- f. To incur indebtedness binding on the Club;
- g. To select and remove employees of the Club, and to set their compensation;
- h. To select and retain banks, bookkeepers, accountants, collectors, lawyers, and other services;
- i. To join and send delegates to organizations and associations whose purposes do not conflict with these by-laws;
- j. To appoint special committees or individuals for specific purposes;
- k. To remove and replace officers of the Board, and to select a president pro tempore to preside in the absence of both the President and Vice-president;
- l. To keep records of the proceedings of the Club;
- m. To make in writing at each general membership meeting, and at each special membership meeting called for that purpose, a report showing in detail the financial and physical condition of the Club;
- n. To admit, reject, and expel members;
- o. To preserve the Club for future members.

### POWERS AND DUTIES OF THE APPOINTED BOARD

- p. To implement, interpret, and propose changes to the by-laws;
- q. To adopt, enforce, interpret, amend, and repeal the rules and policies of the Club;
- r. To impose and enforce fines and penalties against members for violation of the by-laws, rules, or policies;
- s. To propose amounts of annual dues and special assessments for ratification by the membership, and to set fees and fines;
- t. To join and send delegates to organizations and associations whose purposes do not conflict with these by-laws;
- u. To keep records of the proceedings of the Club;
- v. To make in writing at each general membership meeting, and at each special membership meeting called for that purpose, a report showing in detail the financial and physical condition of the Club;
- w. To admit, reject, and expel members;
- x. To preserve the Club for future members.

ADDITIONAL POWERS AND DUTIES FO THE ELECTED OFFICERS:

- a. To incur indebtedness or enter into contracts on behalf of the Club:
- b. To hire and remove employees of the Club, and to set their compensation:
- c. To select and retain banks, bookkeepers, accountants, collectors, lawyers, and other services;

**Section 6 - POWERS AND DUTIES OF INDIVIDUAL OFFICERS.** Each officer has the duty to uphold the by-laws, rules, and policies of the Club, and to submit to the Board on request all money and records of his or her office. The additional powers and duties of the officers include the following:

- a. President - to preside at all Board meetings and membership meetings; to call special Board meetings and membership meetings; to appoint such committees as may be needed; to attend meetings of any committee as desired; to execute with the Secretary all documents in the name of the Club; to sign all checks with the Treasurer; to have general supervision over all the affairs of the Club;
- b. Vice-President - to serve in the place of the President in the event of the President's absence or incapacity; to serve on any committees and perform any duties as requested by the President, with the approval of the Board;
- c. Secretary - to have custody of all books, papers, and records of the Club pertaining to this office; to serve notice of Board meetings, membership meetings, and, when requested, committee meetings; to record and distribute the minutes of all such meetings; and to execute with the President all documents in the name of the Club;
- d. Treasurer - to supervise the financial affairs of the Club; to have custody of all of the funds of the Club; to deposit all funds in the name of the Club in the bank or banks designated by the Board; to sign all checks with the President; to make a monthly report to the Board and an annual report to the members of the budget and financial status of the Club; to submit to the Board on request all money and records of the office; to supervise an annual inventory of the Club;
- e. Boathouse Captain - to supervise the purchase, construction, storage, upkeep, and repair of all boats and boating equipment related to the rowing program, and supplies; to cooperate with the Rowing Commissioner in performing his or her duties;
- f. Rowing Commissioner - to supervise and regulate in a safe manner all matters pertaining to recreational rowing and rowing events and regattas; to cooperate with the Boathouse Captain in performing his or her duties;
- g. Swimming Commissioner - to supervise and regulate in a safe manner all matters pertaining to swimming and swim events; to supervise the purchase, storage, upkeep, and repair of safety equipment related to swimming including inflatable swim support boats, kayaks and other similar craft;
- h. Handball Commissioner - to supervise and regulate in a safe manner all matters pertaining to handball and handball events and tournaments; to supervise the upkeep and repair of the handball courts and equipment;
- i. Running Commissioner - to supervise and regulate in a safe manner all matters pertaining to running and running events;
- j. Gymnasium Commissioner - to supervise and regulate in a safe manner all matters pertaining to the gymnasium; to supervise the purchase, upkeep, and repair of the gymnasium and gym equipment;
- k. Entertainment Commissioner - to supervise and regulate in a safe manner all matters of social activity and entertainment, manage the clubs rental and social activities calendar and bring to the board any conflicts; to supervise the purchase, storage, upkeep, and repair of related equipment, including the cook shack and the bar;
- l. Building Commissioner - to supervise construction, upkeep, and repair of the clubhouse and its facilities; to keep the Board informed of the status of such construction and repair; to propose long-range plans and priorities for building projects;
- m. Membership Commissioner - to make a monthly report to the Board and an annual report to the members describing the number and classes of members; to welcome new members, provide orientation and connect members with the sports that are interest; to publish all upcoming due dates and the consequences of missing them, to publish other such information as may be appropriate.

- n. Directors-at-large - to advise and assist the other officers in their respective duties; to serve on any committees and perform any duties as requested by the President, with the approval of the Board;
- o. Past President – to advise and assist other officers in their respective duties; to serve on any committees and perform any duties as requested by the President, with the approval of the Board.

Each officer must coordinate his or her activities with the other officers and provide assistance as needed. The Board will mediate in the event of conflicts between the powers and duties of the officers. Each commissioner, plus the Boathouse Captain, may appoint, with the approval of the Board, an assistant commissioner, a committee, or both to assist him or her with the duties of the office. In the absence of a commissioner, the assistant commissioner may give reports at a Board meeting but may not vote.

**Section 7 - TERMS OF OFFICE.** Elected Officers take office on January 1 of the year following their election. Appointed Officers take office on the day of their appointment, or on January 1, whichever is later. Each term of office is two years for Elected Officers and one year for Appointed Officers. The terms of all Elected Officers end on December 31 of the year following the one in which he or she took office. The terms of all Appointed Officers end on December 31 of the year in which he or she was appointed. Elected Officers and Appointed Officers may serve for up to two consecutive terms (i.e., four years for Elected Officers and two years for Appointed Officers) in their respective positions and must wait a period of one term before becoming eligible to serve in that capacity again. Nothing herein prevents a member who is “termed out” from serving in a different Board capacity, subject to their election or appointment, as the case may be. In the event that a position in which a member has “termed out” goes unfilled, the board will vote to extend the term of the current appointed or elected officer for another term. “Two-year term limits for Appointed Officers take effect on January 1, 2017 and apply prospectively; however the initial term limit for Building Commissioner, Boathouse Captain, and Treasurer shall be for up to three years.”

**Section 8 - ELECTION COMMITTEE.** The Board shall appoint an Election Committee to supervise the election in accordance with these by-laws. The Election Committee shall be responsible for sending the required mailings, reviewing the statements of candidacy, counting the ballots, interpreting the rules, and settling disputes. The Election Committee shall consist of at least three members in good standing who are not candidates in the election. The Election Committee may appoint other officers or members to assist in these duties.

**Section 9 - ELECTION PROCEDURES.** The Election Committee shall observe the following schedule:

- a. Send an announcement of the election, including a call for candidates, to each member no later than October 15;
- b. Set a deadline for receipt of all statements of candidacy no later than November 15;
- c. Send a ballot with the statements of candidacy to each member within one week after the statement deadline;
- d. Set a deadline for receipt of all ballots no later than December 15;
- e. Count the ballots and announce the results within one week after the balloting deadline.

Balloting and communication shall be done by mail, email, or any combination in such a way that the ballots are both secret and verifiable. Only members in good standing may vote.

**Section 10 - RUN-OFF ELECTIONS SPECIAL SITUATIONS.** Candidates for President, Vice-President, and Secretary must receive at least one-third of the votes cast to be elected. If no candidate receives one-third, there shall be a run-off election between the two candidates who received the most votes. The run-off election shall be conducted in the same manner as the original election. There shall be no minimum plurality and no run-off elections for the offices of Director-at-large. If there is an exact tie for any elected office, it shall be settled by a vote of those officers elected without ties in the original election. If there is still a tie, it shall be decided by the Past President at the time of the original election. If there is no more than one candidate for each elected office, the Election Committee may declare all the candidates to be elected without mailing the ballots. If there is no candidate for a particular elected office, the other newly elected officers shall fill that office by a majority vote among themselves.

**Section 11 - REMOVAL AND REPLACEMENT OF OFFICERS.** The Board may remove an officer from the Board only for good cause, as determined by a vote of two-thirds of the officers present at a Board meeting. Good cause for removal is defined as follows: an abuse of the powers or neglect of the duties of the office, or repeated absences from regular Board meetings. The officer to be removed shall be notified of the meeting at which the vote is to take place, so that he or she may present a defense. When an officer has been removed or his or her membership has terminated, the Board may select a replacement by a majority vote of the officers present at a Board meeting. Both the removal and replacement of officers must be ratified by a majority vote of members at the next membership meeting, but the new officer shall begin his or her term on the date of the Board meeting.

**Section 12 - COMPENSATION.** All officers of the Club shall serve without salary or compensation.

## ARTICLE IV - FINANCES

**Section 1 - GENERAL FUND.** A General Fund shall be kept to meet current operating and maintenance expenses. Except as provided in Section 3 below, all amounts from annual dues shall be deposited in this fund. Withdrawals from the General Fund must be approved by a majority vote of the officers present at a Board meeting, and checks must be signed jointly by the President and the Treasurer.

**Section 2 - SPECIAL FUND.** A Special Fund shall be kept to meet expenses beyond current operating and maintenance expenses, including improvement or additions to Club structures and equipment. All amounts from locker rental fees, initiation fees, other fees and fines, and special assessments, shall be deposited in this fund. Withdrawals from the Special Fund when its balance is less than \$25,000.00 shall be made only for emergencies and must be approved by a vote of four-fifths of the officers present at a Board meeting; otherwise, withdrawals must be approved by a vote of two-thirds of the officers present at a Board meeting. Special Fund checks must be signed jointly by the President, Treasurer and any two other officers.

**Section 3 - ANNUAL DUES.** The amount of the annual dues shall be proposed from time to time by vote of a majority of officers present at a Board meeting. New annual dues must be ratified by a majority vote of members present at the next membership meeting, and they shall not be put into effect until they have been ratified. Annual dues shall generally be limited to the amount necessary to meet the Club's current operating expenses and to maintain and preserve the property and equipment in an efficient manner in accordance with these by-laws. However, if prudent operation and maintenance provide a surplus, or if the members vote a dues increase to fund improvements, the Board may, by majority vote, transfer moneys from the General Fund to the Special Fund to finance improvements or additions to Club structures and equipment.

**Section 4 - FEES AND FINES** - The Board shall set the amounts of all fees and fines, including initiation fees, locker fees, fees for renting the facilities, and fines for damaging Club property or violating Club rules or policies. The Board may set a lower initiation fee for past members who are rejoining the Club. Amounts of fees and fines do not require ratification by the members.

**Section 5 - SPECIAL ASSESSMENTS.** The Board may assess all members an amount needed to meet a financial emergency or to provide funding support for a capital improvement to the Club. Such special assessment must be approved by two-thirds of the officers present at a Board meeting. The assessment must then be ratified by two-thirds of members present at the next membership meeting, and it shall not be put into effect until it has been ratified. Members shall be given the option of resigning from the Club before being obligated to pay a special assessment.

**Section 6 - AUTHORIZATION OF EXPENSES.** Neither any member of the Club nor any officer of the Board is permitted to obligate the Club to pay for any expense or to incur any financial obligation on behalf of the Club without the express approval and authorization of the Board. The Board may allocate budget amounts in advance to certain officers to be used to operate certain programs; expenses paid out of such budgets must have specific approval by the Board, but the Board may revoke the authority to spend such budgets at any time.

## **ARTICLE V - CONTROL OF CLUB AFFAIRS**

**Section 1 - RULES AND POLICIES.** The Board shall maintain a set of written rules and policies for the management of the Club and the conduct of its affairs in accordance with these by-laws and all relevant leases, laws, and governmental regulations. Except as provided in these by-laws, a majority vote at a Board meeting is required to adopt, interpret, amend, or repeal such rules or policies.

**Section 2 - MEMBERSHIP MEETINGS.** Regular meetings of the Club membership shall be held at least once a year. Special membership meetings may be called for a specific purpose by the Board. Membership meetings are held to ratify certain actions of the Board, as specified in these by-laws. All members must be notified at least two weeks in advance of the time and location and purpose of any membership meeting. Twenty-five members constitute a quorum at any membership meeting.

**Section 3 - BOARD MEETINGS.** Regular meetings of the Board shall be held at least once a month according to a schedule distributed to all members. Special meetings of the Board may be called by the president or by any four officers. All officers must be notified at least two weeks in advance of a special Board meeting, unless the special Board meeting is announced at a regular Board meeting. Nine officers constitute a quorum at any Board meeting. The Board may vote on the parliamentary procedures to be used at Board meetings. The Board may vote to close all or part of a Board meeting to non-officers. Board agendas shall be posted on the Club's website at least 48 hours before a scheduled meeting and minutes shall be posted on the Club's website following their approval at the next Board meeting. Up to three regular Board meetings per year may be cancelled upon 48 hours, with notice posted on the Club's website.

**Section 4 - AMENDMENTS TO BY-LAWS.** Amendments to the by-laws must be proposed by the Board, and then ratified by a majority vote of the members present at any regular membership meeting, or at any special membership meeting called for that purpose. A description of the proposed amendments must be given to all members at least two weeks in advance of the meeting.

**Section 5 - NEWSLETTER.** The Board shall publish and send to all members a regular newsletter. Timely publication in the newsletter shall be considered adequate notice of Board and membership meetings, elections, changes in rules and policies, due dates, delinquencies, and other information of concern to members.