

SOUTHEND 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 exclusive purpose of the Club shall be the promotion of social welfare by 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. From time-to-time, the Board shall determine the Club's capacity.

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, ethnicity, national origin, sex, political affiliation, sexual orientation, physical handicap, marital status, medical condition (cancer related), conditions diagnosed as Acquired Immune Deficiency Syndrome (AIDS) or AIDS Related Conditions (ARC), 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 – MEMBER 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 rules and procedures, 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 procedures. No club member, commissioner or officer may use the Club property, directly or indirectly, for personal gain. Members have no ownership rights in the Club's property or funds and no right to any distribution of that property should the Club dissolve or otherwise terminate its operations or the member's membership is terminated.

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 procedures 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 specified in the procedures. 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 and applicable rules and procedures.

b. Life members are those who have been continuous Active members for at least 25 years, and who are in good standing when they reach the age of 65 years. 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, are in good standing and who provide evidence of primary residence outside the nine Bay Area counties (the Counties of San Francisco, Marin, Sonoma, Napa, Solano, Contra Costa, Alameda, Santa Clara, and San Mateo). 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 all 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 FOR Membership

Requests for membership shall be made by submitting to the Club, an application together with payment of the initiation fee, key fee and dues for the remainder of the year. See Membership procedure.

Section 8 - TERMINATION OF MEMBERSHIP. A person's membership in the Club may terminate in the following ways: resignation, nonpayment of dues, dropping out or expulsion. See Membership Termination procedures for details.

Section 9 - SUSPENSION OF MEMBERSHIP. The Board may suspend a person's membership for cause. See Membership Suspension procedures for details.

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 the 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.

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 who has been a member for at least one year. The appointed officers are chosen by majority vote of the seven elected officers as soon as practical after an election. See Roles and Responsibilities of Appointed Officers procedure.

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

- a. To implement, interpret, and propose changes to the by-laws;
- b. To authorize expenditures on behalf of the Club as defined in procedures;
- c. To preserve the Club for future members;
- d. To approve minutes;
- e. To determine capacity of the Club;
- f. For the treasurer to make in writing at each general membership meeting a report showing in detail the financial and fiscal condition of the Club;
- g. To participate in Board discussion and advise other Board members.

Section 6 - POWERS AND DUTIES OF THE ELECTED BOARD. The powers and duties of the Elected Board include all of the powers of the Appointed Board plus the following, as limited elsewhere in these by-laws:

- a. To adopt, enforce, interpret, amend, and repeal the rules and procedures of the Club;
- b. To impose and enforce fines and penalties against members for violations of the by-laws, rules, or procedures;
- c. To propose amounts of annual dues and special assessments for ratification by the membership, and to set fees and fines including initiation fees, locker fees, fees for renting the facilities and fines for damaging Club property or violating Club rules or procedures;
- d. To incur indebtedness binding on the Club;
- e. To select and remove employees of the Club, and to set their compensation;
- f. To select and retain banks, bookkeepers, accountants, collectors, lawyers, and other services;
- g. To join and send delegates to organizations and associations whose purposes do not conflict with these by-laws;
- h. To appoint special committees or individuals for specific purposes;
- i. 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;
- j. To suspend and expel members;
- k. To appoint the election committee;

1. To approve Club members to fill appointed Board roles.

Section 7 - POWERS AND DUTIES OF INDIVIDUAL OFFICERS. Each officer has the duty to uphold the by-laws, rules, and procedures of the Club and to submit to the Board on request all money and records of his or her office. 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. The specific responsibilities of each officer are described in the Job Descriptions section of procedures.

Section 8 - 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 took office. 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.

Section 9 - ELECTION COMMITTEE. The Board shall appoint an Election Administrator to supervise the election in accordance with these by-laws and the election procedure. The Election Administrator shall be responsible for sending the required communications, reviewing the statements of candidacy, counting the ballots, interpreting the procedures, and settling disputes.

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. There shall be no minimum plurality and no run-off elections for the offices of Director-at-large.

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 elected officers present at a Board meeting. In the event any Board member does not complete their term office, the Elected Officers may appoint a replacement with a majority vote. The replacement of elected officers shall be confirmed at the next General Membership 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 as described in the budget procedures. General Fund checks must be signed by any two of the following: the President, Vice President, Treasurer or Past President. Signatories cannot sign a check made out to themselves.

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, plus \$50 of every member’s annual dues (except for new members joining in the 4th quarter) 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 all officers present at a Board meeting; otherwise, withdrawals must be approved by a vote of two-thirds of all officers present at a Board meeting. Special Fund checks must be signed by any two of the following: the President, Vice President or Treasurer. Signatories cannot sign a check made out to themselves.

Section 3 - ANNUAL DUES. The amount of the annual dues shall be proposed from time to time by vote of a majority of all 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 elected officers 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 procedures. 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 all 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 and as documented in an approved budget or meeting minutes. The creation and approval of budgets and spending against approved budgets is described in the budget procedures.

ARTICLE V - CONTROL OF CLUB AFFAIRS

Section 1 - RULES AND PROCEDURES. The Board shall maintain a set of written rules and procedures 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 2/3 vote of the elected officers at a meeting is required to adopt, interpret, amend, or repeal such rules or procedures.

Section 2 –MEMBERSHIP MEETINGS. Membership meetings of the Club membership shall be held at least once a year. All members must be notified at least two weeks in advance of the time and location and purpose of any membership meeting. Fifty 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 48 hours in advance of a special Board meeting, unless the special Board meeting is announced at a regular Board meeting. Nine officers (including at least three elected officers) constitute a quorum at any Board meeting. The Board may vote on the parliamentary procedures to be used at Board meetings. The presiding officer may close all or part of a Board meeting to just elected officers or just Board members. 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' notice with notice posted on the Club's website.

Section 4 - AMENDMENTS TO BY-LAWS AND ARTICLES OF INCORPORATION. Amendments to the by-laws and articles of incorporation must be proposed by the Board and then ratified by a majority vote of the members present at any membership meeting. Any member can attend a Board meeting and suggest a change to the by-laws, articles of incorporation or rules and procedures during the Members' Moment on the agenda.

A description of the proposed amendments must be given to all members at least two weeks in advance of the meeting.

Section 5 – CLUB COMMUNICATIONS. The Board shall communicate with the membership on a regular basis as described in the Communications procedure.

Change History

Date	Action
September 11, 2019	Approved by Board and recommended to the membership for ratification.
December 4, 2019	Ratified by membership
September 14, 2022	Approved by Board and recommended to the membership for ratification.
October 27, 2022	Ratified by membership