



# **CONSTITUTION OF THE COLUMBIA ROWING CLUB**

## **ARTICLE I**

### **Name, Duration and Principal Office**

This club is incorporated and organized under the laws of the State of South Carolina under the name of “Columbia Rowing Club”, hereafter referred to as “the Club”. The purpose of the corporation is to promote the sport of rowing at all levels through education, competition, and recreational opportunities in the Columbia, S.C. area. The duration and principal office shall be as set forth in the corporation's Certificate of Incorporation.

## **ARTICLE II**

### **Membership**

Membership in the Club shall be open to the general public as detailed in the Columbia Rowing Club Membership Guidelines as approved by the Board of Directors.

## **ARTICLE III**

### **Officers**

#### **Section 1: Officers**

The officers of the Corporation will consist of a President, Vice President, Past President, Secretary, and Treasurer. The Board of Directors may determine other positions and assign duties as necessary.

#### **Section 2: Election of Officers**

1. Each officer shall be elected at the annual meeting and shall hold office until the adjournment of the next annual meeting.
2. Any vacancies which occur during the year may be filled by the Board of Directors at any regular or special meeting.
3. All elections shall be by vote of the members, and a majority of the votes cast shall be necessary for an election.
4. Nominations will come from the nominating committee (Article VII) and from the floor of the annual meeting. Only members in good standing qualify to hold office.

**Amended: 11-25-2002, 09-13-2005**

**ARTICLE IV**  
**Duties of Officers**  
**Section 1: The President**

The President shall

Preside over all meetings of the members of the Corporation and Directors.

Sign, as President, all contracts and instruments, which have been first approved by the Board of Directors.

Call the Directors together whenever h/she deems it necessary, and shall have, subject to the advice of the Directors, direction of the affairs of the Corporation and shall discharge generally such other duties as may be required by the by-laws or by the Board.

Be an ex-officio member of all committees.

**Section 2: Vice President**

The Vice President shall

Assist the President in the discharge of h/her duties.

Officiate in the President's absence.

Chair the membership committee.

If the President and Vice President are unable to act, the Board of Directors shall appoint one of the directors to do so.

**Section 3: Secretary**

The Secretary shall

Keep a record of the meeting proceedings of the Board of Directors and of the members.

Maintain the membership roll.

Conduct correspondence as directed by the President or Board of Directors.

Maintain the official records of the club.

**Amended: 11-25-2002, 09-13-2005**

Discharge other duties pertinent to the office or as prescribed by the Board of Directors.

#### **Section 4: Treasurer**

The Treasurer shall

Receive and deposit all funds of the Corporation in a bank(s) approved by the Board of Directors in the name of the Columbia Rowing Club.

Pay all bills contracted by the Club.

Report receipts, disbursements, and current balances at each annual meeting, and at other times when required by the President or Board of Directors.

Furnish a bond if required by the Board of Directors.

Maintain membership in the United States Rowing Association.

Maintain adequate insurance programs as directed by the Board of Directors.

Discharge other duties pertinent to h/her office or as prescribed by the Board of Directors.

### **ARTICLE V**

#### **Composition and meetings of the Board of Directors**

##### **Section 1: Election**

The Board of Directors shall be comprised of at least twelve (12) and up to (15) members of which up to ten (10) are elected Directors, and five (5) are the Club Officers.

Up to nine (9) elected Directors are elected for a term of up to three (3) years, such that at any time there will be up to three elected Directors with three years remaining, up to three elected Directors with two years remaining, and up to three elected Directors with one year remaining. One elected Director may be elected for a one (1) year term. In the case that there is no Past President, an additional Director may be elected for a one (1) year term.

Directors are elected at the annual meeting by the majority vote of members in good standing who are present.

The corporate powers, business and property of the Club shall be exercised, conducted and controlled by the Board of Directors.

**Amended: 11-25-2002, 09-13-2005**

## **Section 2: Meetings**

Regular meetings of the Board of Directors shall be held at such time and place as prescribed by the Board. Special meetings may be called by the President, Vice President or any seven (7) members of the Board at any time.

## **Section 3: Notice of Meetings**

Notice of regular or special meetings of the Board of Directors may be given verbally or by telephone, e-mail, or written notice, at least five (5) days prior to the meeting.

## **Section 4: Quorum of the Board of Directors**

Seven (7) members of the Board of Directors shall constitute a Quorum for the transaction of business. The affirmative vote of a majority of those Directors shall be necessary to pass any resolution or authorize any corporate act, except as otherwise provided in the Corporation's Certificate of Incorporation or the bylaws.

## **Section 5: Compensation**

No member of the Board of Directors shall receive any compensation for h/her services as a Director. No officer, agent or employee of the Corporation shall receive any compensation for services unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

## **Section 6: Vacancies in the Board**

The remaining members of the Board may fill vacancies occurring in their number by election, and any member so elected shall hold office until the next annual meeting.

## **ARTICLE VI Duties of Directors**

Board of Directors shall

Keep a complete record of all its meeting proceedings and actions taken, showing in detail the condition of the affairs of the Corporation.

**Amended: 11-25-2002, 09-13-2005**

Manage and supervise, subject to the provisions of the Club Certificate of Incorporation and these bylaws, the business and affairs of the Club and supervise all officers, committees, agents and employees and see that their duties are properly performed.

Install such a system of bookkeeping and auditing that each member may know and be advised fully concerning the receipts and disbursements of the Corporation.

Have authority to suspend any member for cause, and report the same to the next meeting of the Club with its recommendations.

## **ARTICLE VII**

### **Committees**

The following committees will be established:

#### **EXECUTIVE COMMITTEE**

The Executive Committee will be composed of the President, the Past President, the Vice President, the Secretary and the Treasurer. Their duties shall be defined by the Board to consist of those decisions not requiring the agreement of the entire board.

#### **MEMBERSHIP COMMITTEE**

The membership committee, chaired by the Vice President, shall promote the expansion of membership among interested groups in the community.

#### **NOMINATING COMMITTEE**

A nominating Committee shall be appointed by the President and the Past President to consist of the following: President, Past President, and not less than three members at large.

## **ARTICLE VIII**

### **Club Meetings**

The annual meeting of the Club shall be held at the regular monthly meeting in January of each year, the date to be set by the Board and notice of the meeting shall be by card or letter to all members at least 30 days previous thereto.

Special meetings may be called by the President when h/she thinks it necessary or when requested in writing by ten (10) members.

At special meetings no business shall be transacted other than that stated in the call for such meetings, except by unanimous consent.

**Amended: 11-25-2002, 09-13-2005**

Notice of special meetings stating the business to be transacted shall be by card, letter, or telephone call to all members notified at least 20 days prior to the meeting.

The following order of business shall be observed at all regular meetings:

- A. Reading of minutes
- B. Report of Secretary
- C. Report of Treasurer
- D. Report of Standing Committees
- E. Report of Special Committees
- F. Report of the President
- G. Unfinished business
- H. New business
- I. Elections
- J. Installation of officers
- K. Adjournment

## **ARTICLE IX**

### **Amendments**

These by-laws may be altered or amended at any meeting of the Board of Directors called for that purpose at which not less than a majority of the Directors present and voting shall vote in favor of such alteration or amendment.