

# Swan Creek Rowing Club Articles of Incorporation

(Revised March 26, 2024)

## Article 1 - Organization

This organization shall be known as the Swan Creek Rowing Club, Inc. hereafter known as SCRC.

The organization may change its name with a majority vote of the membership.

## Article 2 - Membership

### Section 1 - General

- All members shall agree to abide by the SCRC Constitution, the Articles of Incorporation, SCRC rules and pay dues as defined by the Board.
- All members must complete annually a membership application, a club waiver and if 18 or older, a self-certification of ability to swim.
- New members must complete novice proficiency in the basic skills checklist.
- For all members under the age of 18, the membership application and club waiver must be signed by a legal guardian.
- For all members under the age of 18, swim certification must be completed by a recognized authority (e.g., Red Cross, YM/WCA, or school program).
- Membership is not transferable.
- SCRC reserves the right of just cause to remove a member from its rolls after due process set forth in Article 10 of these Articles of Incorporation.

### Section 2 - Categories

The membership of this organization shall consist of the following standing categories. The Board may, as needed, create other categories during a special year to meet the needs of the membership:

- Full Year Membership: for an individual, master or youth, who intends on participating in SCRC activities for the entire year.
- Additional Household Membership: for anyone residing in the same household as the holder of any Individual Membership.
- Summer Student Membership: for alumni of SCRC or active participant in an existing scholastic rowing program.
- Coxswain Membership: for those individuals who primarily act as coxswain and who may occasionally row.
- Coach Membership: for those individuals who predominately perform coaching duties and who may occasionally row.

### **Section 3 - Members under the age of 18**

All members under the age of 18 must row as part of the SCRC Youth Program. For more information, see the SCRC Youth Policies and SCRC rules.

### **Section 4 - Membership Ceiling**

A membership ceiling (a limitation on the total number of members) may be established by the Board of Directors if, in their opinion, the number of boats available to members will not support additional membership and/or when the facilities of the club will not support additional membership.

## **Article 3 - Membership Meetings**

- Notice of the membership meetings and agenda shall be sent by electronic or US Postal mail to each member no less than 14 days in advance of the meeting date.
- Meeting minutes from all membership meetings shall be distributed to each member via electronic mail.

## **Article 4 - Voting**

- At membership meetings, motions will be voted on according to the rules of order where majority rules. Votes will be taken vocally by members unless the president of SCRC requests a “silent” or “written vote”.
- A membership quorum will be defined as no less than 20% of the membership.
- New officers and Board members shall be elected per Article 9 of these Articles of Incorporation.

## **Article 5 - Board of Directors**

### **Section 1 - Authority**

The affairs of the SCRC shall be conducted under the supervision of the Board of Directors in such a manner and under such conditions as to carry out the purposes. To that end the Board of Directors is empowered to:

- Set SCRC rules and policies
- Approve SCRC budget items
- Hire, evaluate and dismiss any service provider
- Establish standing or ad hoc committees, as needed
- Approve delegates to regional and national meetings of the US Rowing Association

### **Section 2 - Notice**

All SCRC communications will be made available to each member in good standing via electronic mail and may be posted on the SCRC website.

### **Section 3 - Removal from Office**

- Any member of the Board, an officer of SCRC, or a member of a committee may be removed by a two-thirds vote of the Board if the member does not meet defined expectations of service or club membership duties.
- No vote on removal shall take place before the person whose removal is sought is given ten days written notice of the vote.
- Any Board member who is absent from scheduled meetings without notice for two consecutive meetings shall be deemed to have resigned.

## **Article 6 - Officers**

The officers of the SCRC shall be those enumerated in the Constitution and shall take office after the close of voting and the adjournment of the year end Membership Meeting.

The President shall:

- Preside at all meetings
- Be Chairperson of the Board of Directors
- Administer Board functions
- Coordinate all club activities

The Vice-President shall:

- In the absence or inability of the President to serve, assume the powers of that Office
- Serve as chairperson of the Board of Directors, as needed
- Serve as or appoint a Boat Captain who shall be responsible for or delegate any work for repairs and maintenance of the fleet and equipment which includes:
  - Establish standards for the care and use of the club fleet and equipment.
  - Allocate space on racks for winter/summer storage.
  - Investigate charges of gross negligence towards club equipment or consistent violation of club standards, with right of appeal to the Board of Directors as set forth in Article 10 of the Articles of Incorporation.

The Secretary shall:

- Be responsible for preparing complete and accurate minutes of the meetings.
- Distribute draft meeting minutes of Board meetings to all Board members and prepare revised minutes for final approval at the next Board meeting.
- Distribute approved meeting minutes of membership meetings to all members via email.
- Coordinate the planning, preparation and operation of elections and voting.
- Review, coordinate and maintain all club correspondence.
- Maintain membership data base.

The Treasurer shall:

- Maintain an accounting of all club financial accounts and activities.
- Plan and coordinate club responsibilities for tax preparation, auditing and review.
- Participate in club budget planning activities and advise the board and designated committees on matters related to the budget, financial policies and procedures.
- Prepare a detailed report of SCRC financial activities for distribution to all members at membership meetings and be included in distributed meeting minutes.

## **Article 7 - Rowing Season**

The Rowing season shall be from May 1 to November 15, subject to change by the Board of Directors in response to weather, site and boat conditions.

## **Article 8 - Dues Schedule**

- Membership renewal dues and joining dues are set annually by the Board and posted on the website under the Membership Dues and Membership Application sections.
- Every member in the same membership category and time of joining the club shall pay the same amount in dues and shall receive the same club privileges.
- Dues are non-refundable. Members with a specific hardship may submit written request to the SCRC President for consideration of refund of dues.

## **Article 9 - Elections**

### **Section 1 - Time and Manner**

Elections for SCRC Officers and Board of Directors shall be held annually in the fall.

### **Section 2 - Nominations**

- The Nominating Committee shall be chaired by the Board Secretary or their appointee.
- The Nominating Committee shall open nominations at least 2 months before the elections.
- Nominations shall be submitted to the Nominating Committee.
- Any person nominated to hold office must be a member in good standing of SCRC.
- The Nominating Committee shall prepare the ballot and notify all members of the ballot via electronic mail no less than 21 days prior to the membership meeting.

### **Section 3 - Voting Procedures to Elect the Board of Directors**

- Voting for officers and the Board shall be made by completion of the electronic ballot. Each SCRC member will have one vote.
- The voting will be held and tallied electronically.
- The Ballots shall be counted and reviewed by 3 SCRC members that are not on the current Board of Directors, on the ballot. If questions arise, the Reviewers shall notify the Board and resolve the questions. All SCRC members shall assist the Reviewers in answering questions.

- All members shall be notified of the election results immediately after the tallying of votes.
- Any member with questions about the election process may contact the Reviewers within 30 days of the election results notification. The 3 Reviewers shall research the questions and provide resolution within 30 days of receiving questions. All SCRC Members shall assist the Reviewers in this research.

## **Article 10 - Misconduct and Grievance**

### **Section 1 - Member Misconduct**

- A member may forfeit membership for cause, including but not limited to, the following:
  - Failure to follow established club safety rules
  - Egregious irresponsibility with club equipment
  - Failure to report damage made to club equipment
  - Any violation of established club rules and regulations
- The President shall notify the member accused of such misconduct in writing.
- From the date of notice, the member shall have two weeks in which to provide a written response to the charges. Failure to meet this deadline shall result in forfeit of club membership.
- Within ten days from the receipt of the member's response the Board shall hold a hearing to review the individual's membership status. The member will not be present for this review.
- The president will notify the member in writing of the outcome of the Board review.
- If the member disagrees with the decision of the Board, the member shall have the opportunity to appeal to the membership at the next membership meeting. During the appeal period, the member's privileges shall be suspended.

## **Section 2 - Penalties**

The Board may assess any or all of the following penalties:

- Reprimand: A written public or private communication expressing disapproval of the member's action.
- Probation: A ruling for a specified period of time limiting the member's activities within the organization.
- Expulsion: The right to remove said member(s) from the rolls of the club with no financial remuneration.
- Other: The Board may seek other relief as it deems necessary (e.g., a letter of apology or restitution for damaged club equipment) but may not impose monetary fines as part of the penalty.

## **Article 11 - Amendments**

- Alterations and amendments of these Articles of Incorporation may be offered by a SCRC member or by recommendation of the Board of Directors and voted on by the membership at a membership meeting.
- Changes shall be proposed in writing and submitted to the secretary for distribution to the club members prior to a membership meeting.
- Amendments shall be voted on per Article 4.

## **Article 12 - Indemnification**

Consistent with the provisions of the laws under which this organization is incorporated, this organization may adopt provisions providing indemnification for each person who, by reason of the fact that such person is or was a Board member, officer, employee, agent or other member of any committee of this organization, was or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding.