

ISLAND ROWING ASSOCIATION  
BYLAWS

Article I - General Matters

1.1 Management of the Corporation: The business and affairs of the corporation shall be managed by its Board of Directors, which as a group shall exercise all powers of the corporation except such as by law, it's Articles of Incorporation or these Bylaws are conferred upon or reserved to the Members.

1.2 Numbers of Directors: There shall be up to seven Directors, but the number of Directors may be changed from time to time by amendment of these Bylaws.

1.3 Headquarters and Business Office: The Corporation's headquarters and business office shall be c/o Carl D. Fjelsted 1556 E. Garden Lane, PO Box 1477, Freeland, Washington 98249-1477.

1.4 Registered Office and Agent: The Corporation's registered office shall be its headquarters and business office. The Corporation's Registered Agent shall be Carl D. Fjelsted. The Corporation's Registered Agent may be changed by a majority vote of the Board of Directors.

1.5 Fiscal Year: The Corporation's Fiscal Year shall be the calendar year.

Article II –Membership

2.1 Members: The members of this Corporation are its initial Directors and such additional persons who have since incorporation been invited to, and who have accepted, membership in the Corporation. While not a condition of membership, each Member is encouraged to make a voluntary contribution of at least \$250.00.

2.2 Active Members: The Active Members of this Corporation are Members in Good Standing who participate regularly in the Corporation's workouts in preparation for local, regional, national or world USRA or FISA sanctioned rowing/sculling regattas.

2.3 Inactive Members: The Inactive Members of this Corporation are former Active Members who have been granted Inactive status by the Board of Directors, being thereby excused from further payment of dues and assessments of the Corporation. Such members do not participate regularly in training workouts or competitions and are granted Inactive status because of extended illness or disability or relocation of residence more than thirty miles from the Corporation's headquarters or for similar reasons.

2.4 Associates: Associates of this Corporation are persons who since incorporation have been invited to, and who have accepted, associate standing in the Corporation. In lieu of

payment of dues, Associates pay a nominal fee, currently \$5.00 per seat, per daily training workout or regatta actually engaged in.

2.5 Coach/Coxswain Members: The Coach/Coxswain Members of this Corporation are persons who since incorporation have been invited to, and who have accepted Coach/Coxswain membership in the Corporation. Coach/Coxswain Members participate regularly in the Corporation's workouts without compensation. They are not subject to payment of dues or assessments.

2.6 Honorary Members: The Honorary Members of this Corporation are such members who, because of generous contribution or other service to the Corporation, have been named, and who have accepted, to such membership.

2.7 Voting Members: The Voting Members of this Corporation are Active Members in Good Standing, Coach/Coxswain Members in Good Standing and Honorary Members.

2.8 Status: There are two levels of Status for persons affiliated with the Corporation.

2.8.1 In Good Standing: To be In Good Standing, all persons must have kept their financial obligations to the Corporation current (not more than four months in arrears) and must have been an active participant in the Corporation's operational, training and competitive activities.

2.8.2 In Arrears: A person who is In Arrears is not In Good Standing. A person becomes In Arrears when either their dues are four months delinquent or their cumulative financial obligations to the Corporation are equal to or greater than four months of dues. Persons In Arrears may not participate in competitive events or workouts. They may not hold corporation office or be on the Board of Directors. Persons remaining In Arrears for more than six months will be disassociated from the Corporation.

2.8.3 Status Determination: The elected officers of the Corporation will make determinations of member status. Any appeal to the officers' determination will be made to the Board of Directors for resolution.

2.9 Club Roster: The Secretary of this Corporation shall prepare, maintain and make available at all meetings of the Members a current Club Roster listing the Members of this Corporation under their applicable category and status of membership, marking the names of all Members entitled to vote.

### **Article III - Meetings**

3.1 Annual Meetings: This Corporation's Annual Meeting shall be at its headquarters, or other location designated for this purpose by the Board of Directors, on the second Saturday of December of each year commencing at 7:00 P.M. or on such other day or time in December agreed to by a majority of the Board of Directors. The meeting shall be of the Members and Directors meeting jointly, unless one group desires to meet

separately, in which case the Members' meeting shall begin at said time and be followed immediately thereafter by the annual Directors meeting.

3.2 Special Meetings: Special Meetings of the Members may be called by the President and Secretary, jointly, the Board of Directors, or by 20 percent of the Voting Members of the Corporation.

3.3 Notice of Meetings: Notice of Annual Meeting and of each Special Meeting shall be given to each Voting Member at least five (5) days before the date of any such meeting. Notice of any meeting may be written or oral and may be delivered by personal service, mail, e-mail, or telephone. Mailed notice shall be postmarked at least seven days before the date of the meeting of which the notice is given.

3.4 Quorum - Meeting of Members: At any meeting of the Members of the Corporation, a majority of the Voting Members of the Corporation, if present in person or by proxy, shall constitute a quorum for all purposes. If a sufficient number of the Voting Members is not so present to constitute a quorum, a majority vote of the member present in person may adjourn the meeting until a quorum is obtained.

3.5 Quorum - Meeting of the Board of Directors: At any meeting of the Board of Directors of the Corporation, 80 percent of the Directors, either in person or by proxy, constituting the Board of Directors shall constitute a quorum for all purposes. If a sufficient number of Directors is not present, either in person or by proxy, to constitute a quorum, a majority of the Directors present may adjourn the meeting until a quorum is obtained.

3.6 Voting: Each Voting Member shall have one vote at any meeting of the Corporation's Members and such vote may be cast for or against any proposition or candidate for office, either in person or by proxy. Any member who is not a Voting Member shall have no vote.

#### Article IV - Election and Removal of Officers and Directors

4.1 Election of Board of Directors: At each Annual Meeting of the Members of the Corporation, there shall be elected a Board of Directors comprised of no more than seven (7) Voting Members, including the officers of the Corporation, each of whom will hold office until his/her successor shall be elected and qualified or until he/she be sooner removed as provided by paragraph 4.4 of these Bylaws.

4.2 Election of Officers: At each Annual Meeting of the Members of this Corporation, there shall be elected from the Voting Members a President, a Secretary, a Treasurer and such other officer(s) whose office the Board of Directors may hereafter create; provided, there shall not be more than five (5) officers. Each elected officer shall hold office until his/her successor shall be elected and qualified or until he/she is sooner removed as provided by paragraph 4.4 of these Bylaws.

4.3 Compensation Prohibited: No member of the Board of Directors shall receive any financial compensation for his/her services as Director or Officer. No agent of the Corporation shall receive any financial compensation for his/her services to the Corporation as agent.

4.4 Removals and Vacancies: At any Meeting of the Corporation, the Voting Members of the Corporation may, by a majority vote, remove any Director or Officer with or without cause and fill the vacancy thereby created. Any person selected to fill said vacancy shall hold office until his or her successor shall be elected and qualified or until he/she be sooner removed as herein provided. Any vacancy in the offices of the Corporation or on the Board of Directors due to resignation, death or disqualification shall be filled by one or more of the Voting Members of the Corporation duly elected to such vacancy.

#### Article V - Board of Directors

5.1 Board of Directors: The Board of Directors shall:

- Keep a record of all its acts and of the proceedings of its meetings.
- Manage the business and affairs of the Corporation in accordance with the Corporation's Articles of Incorporation and these Bylaws
- Supervise all Officers, agents, committees and employees to the end that their duties are properly performed.
- Install and maintain a system of accounting to provide for preparation of the Corporation's annual budget, financial statements to its Members and tax return.

#### Article VI- Officers

6.1 President: The President shall:

- Preside over all meetings of the Members of the Corporation and of the Board of Directors
- Sign, as President, all contracts and other instruments approved for his/her signature by the Board of Directors
- Carry out the directions of the Board of Directors
- Discharge generally such other duties as are implied by the office of President.

6.2 Secretary: The secretary shall:

- Serve as President in the President's absence, death or disability
- Keep a record of the proceedings of the Members and of the Board of Directors
- Prepare and maintain the Club roster as described in paragraph 2.9.
- Discharge such other duties as may be from time to time prescribed by the Board of Directors.

6.3 Treasurer: The Treasurer shall:

- Receive and deposit all dues, fees, charges and other funds of the Corporation into a bank account or accounts designated by the Board of Directors and maintained in the name of the Corporation
- Pay from such account or accounts all just payables of the Corporation
- In accordance of such system of accounting as is directed by the Board of Directors, account for all receipts and disbursements of the Corporation, as well as balances on hand at both the commencement and end of his/her term of office
- Prepare for distribution to the Members quarterly and annual financial statements presenting fairly, in all material respects, the receipts and disbursements of the Corporation
- Prepare an annual budget and cause to be prepared all tax returns required of the Corporation.
- Furnish a bond in such form and in such amount, if any, as the Board of Directors may from time to time require
- Generally discharge such other duties as are implied by the office of Treasurer.

**Article VII - Banking**

The funds of the Corporation shall be deposited in such bank or banks as the Board of Directors shall designate subject to such banking resolutions as it may adopt. All payment of indebtedness of the Corporation shall be by corporate check signed by the Treasurer, or in his/her absence, by the President, on behalf of the Corporation. Only one checking account shall be maintained by the Corporation. A savings account may be maintained by the Corporation, in which case all withdrawals therefrom shall be deposited to the Corporation's checking account. All notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by both the President and the Treasurer.

**Article III - Amendment**

These Bylaws may be amended upon recommendation of the Board of Directors by the Members at a Meeting of the Members duly called with notice of that purpose.

ADOPTED this 15th day of June, 2009 by the Board of Directors.

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Carl Fjelsted, President

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Robert Setlow, Secretary

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Dianne Bertram, Treasurer

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Fran Richart, Honorary Member

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David Haworth