

# **Virginia Commonwealth Rowing Association Bylaws**

**Originally approved by the Virginia Commonwealth  
Rowing Association, Inc.**

## **ARTICLE I - NAME AND OFFICE**

The name of the corporation is the Virginia Commonwealth Rowing Association, hereinafter referred to as “the corporation.” The registered office of the corporation in the Commonwealth of Virginia shall be located in the city of Richmond.

## **ARTICLE II – PURPOSE**

**Virginia Commonwealth Rowing Association** is organized and shall be operated exclusively to foster and promote participation and competition in the sport of rowing, within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Corporation shall do so through promoting and assisting the rowing program, Crew Team at VCU.

The Corporation shall do so by providing funds and equipment to the Crew Team at VCU.

To maximize its impact, the cooperation may seek to collaborate with other non-profit organizations which fall under the Section 501(c)(3) of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

## ARTICLE III – MEMBERSHIP

### SECTION 1. CLASSES OF MEMBERS

The corporation shall have the following classes of membership with such rights and responsibilities and shall be established by the bylaws hereof.

- A. General Membership. Each member shall be represented by a single general membership. E All general members in good standing shall have the right to vote on all matters coming before any annual or special meeting of the corporation. A member is in good standing, having paid the initial membership fee and being current on annual dues. A general member shall have one vote.
- i. Eligibility. Students wishing to become general members of Virginia Commonwealth Rowing Association shall be seniors or graduate students in good standing with the Crew Team at VCU.
  - ii. Any parent or guardian of a student member shall be eligible for membership. expressing interest in sustaining the program for the length of their student’s rowing career or beyond shall be eligible for general membership.
  - iii. VCU Alumni and any interested individuals are eligible for a general membership.
- B. Board of Directors. A Board of Directors member shall be voted in by the general members and other board members. The members of the Board of Directors shall support this organization by executing the responsibilities of the Board of Directors as articulated in Article IV to the best of their ability, uphold and abide by the bylaws, and pay membership dues. A Board of Directors member shall have one vote.

## SECTION 2. Membership

The membership fee is \$25. Any changes will be voted upon by the Board of Directors and changes will be publicly announced 30 days prior to the specified due date. This is separate and apart from any annual dues determined through annual budget.

Members are required to volunteer a minimum of 5 hours per year. For members unable to volunteer required time, a donation of \$10 per hour will be required. The treasurer will be responsible for maintaining hours and enforcing donations.

## SECTION 3. TERMINATION OF MEMBERSHIP

Memberships that are not renewed after being notified of the date dues may be dropped from the membership roster. The right of a membership vote and all other rights, privileges and interests of a membership in or to the corporation, its rights, privileges, and property shall cease upon the termination of membership.

## SECTION 4. SUSPENSION AND EXPULSION

For cause, membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be a violation of the bylaws or any rule or practice properly adopted by the corporation or any other conduct prejudicial to the interests of the corporation. Such suspension or expulsion shall be by majority vote of the board, provided that a statement of the charges shall have been provided by due notice to the last address of record of the member with at least 15 days prior to the meeting of the board of direction in which charges shall be considered. The representatives of the membership shall have the opportunity to appear in person or by his/her representative to present a defense to such charges before action is taken.

## Article 4 - Officers of the Board

President, Vice President, Secretary, Treasurer. The President of the Board may appoint a Crew Team at VCU liaison. Secretary shall have the responsibility for preparing and maintaining custody of the minutes of the directors' and shareholders' meetings and for authenticating records of the corporation.

### **ARTICLE IV -BOARD OF DIRECTORS**

#### SECTION 1. POWERS

The business and affairs of the corporation shall be managed by the Board of Directors hereafter referred to as "The Board." All board members will partake in the responsibilities articulated in Article V, Section 1.

#### SECTION 2. LEGAL COUNSEL.

A legal counsel may be appointed to advise the Board as necessary. The legal counsel need not be a member of the corporation.

#### SECTION 3. ABSENTEEISM

If a board member is absent from one-half of the scheduled board meetings during the year, the position of that member may be declared vacant by a majority vote of the board.

#### SECTION 4. VACANCIES

A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

## SECTION 5. COMPENSATION/REIMBURSEMENT

Board members shall not receive any stated salaries for their services. Nothing herein shall be construed to preclude any Board member from serving the corporation in any other capacity and receiving compensation for their efforts. Board members may receive reimbursement for any reasonable expenses.

## SECTION 6. CONFLICT OF INTEREST

It is the obligation of a board member or general member to fully disclose any direct or indirect interest in financial transactions or other issues coming before the board. Thereafter, the board of directors member or general member shall refrain from voting on or discussing matters related to that issue so as to avoid a conflict of interest. Failure to disclose a conflict of interest will result in a suspension of membership and/or voting rights revoked.

## SECTION 7. BUDGET/RESERVE FUNDS

It is the obligation of the board members to ensure there is an annual \$1,000 deposited into the reserve fund before any money may be dispersed for an official request. The reserve fund may only be used after all the money in the operating account has been used. The reserve funds may be used after approval by a majority vote of the Board Members.

## **ARTICLE V - RESPONSIBILITIES OF BOARD MEMBERS**

### SECTION 1. RESPONSIBILITIES OF BOARD MEMBERS

- a. Preside over the affairs of the corporation
- b. Keep the minutes of all meetings of the board of directors, correspondence of the corporation, carefully preserve all books, documents, and papers
- c. Maintaining an accurate roster of all memberships with the correct mailing addresses, phone numbers, and emails of the individuals

representing each general membership and providing updates on the roster to the board and coaches, upon their request.

- d. Responsible for the maintenance of the books of the corporation
- e. Receive all dues, deposit all funds in the name of the corporation in a bank, disburse the funds of the corporation upon the authorization and approval of the board of directors
- f. Submit an annual budget to the board and present a financial status report at all meetings of the board and general membership.
- g. Ensure the annual \$1,000.00 threshold is deposited into accounts before any disbursement can occur.
- h. Appoint assistants and new Board members
- i. Enforce donation collection for members who do not meet minimum volunteer requirement

## **ARTICLE VI - BOARD OF DIRECTORS - MEETINGS AND POWERS**

### **SECTION 1. MEETINGS**

- A. Annual Meeting. The corporation shall hold an annual meeting at least once a year. A notice shall be provided in accordance with Article (VII) of these bylaws and shall be posted on the VaCRA website. A Board member will publicly publish the time, date, and location of the annual meeting. The directors of the corporation shall be elected at the annual meeting.
- B. Regular Meetings. Regular meetings of the board of directors shall be held quarterly, unless a majority of the board of directors determines that a meeting is not required; provided, however, no more than two consecutive meetings may be postponed and no more than four in a single year. The schedule of meetings will be publicly announced reasonably in advance of the scheduled meetings. The representatives of all memberships in good standing of the corporation are invited and encouraged to participate in regular meetings.
- C. Special Meetings. Special meetings of the general membership or the board of directors may be called by a majority of the Board of Directors or by written petition signed by 5 percent of the general members in good standing. The representatives of each general membership shall be notified of the time, place and purpose of such meeting, with at least 15 business days notice required.

D. Telephone/Video Meetings. Meetings of the board of directors may be conducted by telephone or other electronic means, including teleconference.

## SECTION 2. QUORUM

A quorum for the transaction of business by the board shall consist of a majority of the number of members currently serving on the board of directors.

## SECTION 3. POWERS

The board of directors may solicit and accept contributions, gifts and donations from any and all persons, firms and corporations, in order to raise funds to be used exclusively for the purpose of the corporation as set forth in Article II. Any changes to the bylaws will require a motion from a Board member, a second, and a subsequent vote. Changes will be approved by a majority of the Board of Directors.

## SECTION 4. PRESUMPTION OF ASSENT

A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she files written dissent to such action with the person acting as secretary of the meeting before the

adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VII -ELECTIONS AND TERM OF OFFICE**

### **SECTION 1. NOMINATING COMMITTEE**

A majority of the Board members shall appoint a nominating committee composed of not less than three individuals representing memberships of the organization who shall submit to the Board a slate of nominees for the board of directors not less than 20 business days before the annual meeting. This shall include the names of the nominees for the board of directors in the notice of the annual meeting sent to the representatives of the general membership at least 15 business days before the annual meeting.

### **SECTION 2. NOMINATIONS**

Nominations may be made from the floor at the annual meeting.

### **SECTION 3. ELIGIBILITY**

Only general members in good standing may vote.

### **SECTION 4. VOTING**

Those candidates receiving the highest number of votes will be elected to the Board of Directors. If any representative of any general membership submits to the Board a request for a written ballot at least 15 business days prior to the date of an election, the votes shall be recorded on written ballots. A Board member will be tasked with recording all votes of the membership and certify the results of the election. Each general member gets one vote. Each Board of Director gets one vote.

### **SECTION 5. TERM OF OFFICE**



Board members' terms will be two years . The term of office for each officer shall commence immediately upon the close of the annual meeting at which he or she is elected.

## **ARTICLE VIII - CONTRACTS, LOANS, DEPOSITS, GIFTS, PAYMENT**

### **SECTION 1. CONTRACTS**

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Notwithstanding the foregoing, no officer or designated agent of the corporation shall execute a contract or incur any other obligation requiring an expenditure expected to exceed 5 percent of the approved annual budget of the corporation without specific prior authorization of the board of directors.

### **SECTION 2. LOANS**

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

### **SECTION 3. CHECKS, DRAFTS, ETC.**

Any checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

### **SECTION 4. DEPOSITS**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

#### SECTION 5. GIFTS

The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

#### SECTION 6. PAYMENT

The board of directors may disburse funds as they see fit.

### **ARTICLE IX - FISCAL YEAR**

The fiscal year of the corporation shall end on the last day of June and begin on the first day of July each calendar year.

### **ARTICLE X - AUDITING**

All books and accounts shall be reviewed at least once each year by an independent auditor who need not be a member of the corporation when the net value of the corporation is greater than \$50,000.

### **ARTICLE XI - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable not-for-profit corporate law of the Commonwealth of Virginia member. A waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XII - AMENDMENTS**

Proposed amendments to these bylaws of the corporation shall be submitted in writing to the members in good standing at least 15 business days before the meeting at which they are to be voted on. The affirmative vote of two-thirds of the votes cast shall be necessary to approve amendments.

## **ARTICLE XIII - RULES**

The order of business may be altered or suspended at any meeting by a majority vote of the members present. Each decision-making body will establish rules of order to ensure that business is conducted in an orderly and consistent manner. All rules established are subject to the laws of the state or commonwealth, the articles of incorporation and these bylaws.

## **ARTICLE XIV - DISSOLUTION**

In the event of the corporation dissolution, all of its assets and net income, current and accumulated, remaining after the payment of its debts, obligations, and claims shall be transferred to the Virginia Commonwealth University for the establishment of a scholarship to benefit undergraduate members of the Crew Team at VCU. *A nonprofit Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, Federal Tax ID#*