

# MERRIMACK RIVER ROWING ASSOCIATION, INC.

## **Bylaws as of 09/09/11**

**Option A:** keeps the original 1986

**Option B:** modified language (fewer changes)

**Option C:** proposed major changes

### **Article I. Name and Address**

1. **Option A** Name: This Club was formed under the name of “Merrimack River Rowing Association, Inc.”, abbreviated “MRRA”. This traditional spelling of the river was based on the Native American name, and it was the spelling used in the club’s Articles of Organization, as filed with the Commonwealth of Massachusetts on August 8, 1984. **Option B** To coincide with the current and accepted spelling of the river, the MRRA will now include the “k” for all business and advertising applications. The term “Club” may also represent MRRA in this document. **Option C** aka and dba Lowell Community Rowing.
2. Address: The physical address of the MRRA is at 500 Pawtucket Boulevard, Lowell MA 01854, in the UMass Lowell-Bellegarde Boathouse. The mailing address for the MRRA is PO Box 1909, Lowell MA 01853.

### **Article II. Purpose**

The objective of the MRRA is to encourage and further the amateur sport of rowing, both in its recreational and competitive forms, through instruction, training, regattas and the enjoyment of the sport including active rowing, social and organizational participation.

### **Article III. Membership**

Membership is open to all, regardless of rowing experience, age, gender, race, religion, color, sexual orientation, national origin or disability. Restrictions on equipment use may be placed, based on membership class or skill level. No member may use club equipment for personal monetary gain. **Option B:** There are two classes of membership available: voting and non-voting, which are based on age. A member must be 18 years or older to vote. *<Remove all the following description to an addendum.>*

**Option B:** There are two classes of membership available: voting and non-voting:

1. *Voting Membership Classes:*
  - a. **Senior Membership** (formerly General or Regular Membership) is open to all persons 18 years old and older, with full voting and guest privileges. Guest privileges are limited in number of rows, use of equipment and facilities.

- b. **Family Membership** is open to a couple united by marriage or a civil union, or the parent(s) or legal guardian(s) of children and their children under the age of 18 (2 adults maximum). The two adults will have full voting and guest privileges; children do not. The children covered in a Family Membership must have direct, on-the-water, parent or guardian supervision.

2. *Non-Voting Membership Classes:*

- a. **Option C Provisional Membership** has the same description as Senior and Family memberships above, but until one year of membership and participation has elapsed, does not grant voting privileges. At such time, the membership will automatically transfer to a Voting membership status.
- b. **Junior Membership** is open to all persons aged 14-18, and they are limited to rowing between June 1 and August 31. Youths aged 14-18 must have direct, on-the-water supervision by parent, guardian or such adult sponsor as shall be authorized in writing by the parent or guardian. Junior members do not have voting or guest privileges.
- c. **Student Membership** Persons aged 18-24, who are enrolled in post-secondary education, may choose to have a Junior Membership, with no voting privileges and no guest privileges, but will be allowed unsupervised rowing.
- d. **Supporting Membership** is available to any person 18 years old or over who may or may not wish to row. Supporting members may enjoy the right to row up to 3 times per year, using equipment appropriate to his/her skill level, as determined by the Boat Captain. If an inexperienced rower, must row in the company of a senior member. This membership class does not have voting or guest privileges, but may attend all general membership meetings and functions. An additional fee may be assessed for attending subsidized cost based functions.
- e. **Temporary or Visiting Membership** is available for experienced rowers who find themselves in the Lowell area for a period of time. The maximum time will be a 2 week period per year, and there are no voting or guest privileges.
- f. **Non-paying/honorary memberships** may be available under specific circumstances, but said persons shall not have personal use of Club equipment. This membership class does not have voting or guest privileges, but may attend all general membership meetings and functions. An additional fee may be assessed for attending subsidized cost based functions.

2. **Option B & C** Benefits of Membership

The benefits and restrictions of membership will vary according to Class. Any person aged 18 or older will be entitled to participate without supervision in club-run training sessions, use club-rented facilities, and use club-owned equipment. Any out-of-boathouse use of MRRA equipment must be sanctioned by the Boat Captain. All members, regardless of voting or non-voting membership class or age, and prior to

rowing must be a member in good standing, having paid all appropriate fees and completed all membership documents and requirements.

## **Article IV. Officers**

### **1. Duties and Responsibilities**

**Option A:** modified wording giving BoD most of the decision making power

Unless otherwise directed by the membership or otherwise specified in this Constitution, all matters of governance of the Club shall be determined by the Board of Directors, including the setting of dues, fees, assessments, and numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the discipline of members and all other matters incident to successful continuation of the Club into the future in accordance with its stated objectives.

**Option B:** The Board of Directors is a body of elected members who jointly oversee the activities of the Club. The BoD shall govern the Club by establishing broad policies and objectives, and ensuring the availability of adequate financial resources. The BoD shall present to the entire voting membership for approval and ratification a budget, all major capital purchases and sales, and proposed programs and fees. All Board members must act honestly in the best interest of the Club.

The matters of governance of the MRRA to be determined by the Board of Directors (BoD) through regular meetings, include:

- a. The proposal of dues, fees, assessments and numerical membership limits
- b. The maintenance of order and discipline of members
- c. The protection and maintenance of club property
- d. The preparation of a budget and the request of an annual audit

Any decision of the BoD may be overruled by vote of 67% of the voting membership. This shall be done at a Special Meeting called for that purpose with two weeks notice. At such meeting called for this vote, each member of the BoD shall have only one vote on the issue in question.

The BoD shall have no power to render the Club liable for any debt exceeding the amount of money which shall, at the time of contracting such debt, be in the treasury and not needed for previously encumbered debts and liabilities of the Club.

### **2. Description of Positions**

The Board of Directors shall consist of eight members of the Club as follows: President, Vice President, Treasurer, Secretary (who must be a Mass. Resident), a Boat Captain, and three Directors.

To eliminate conflict of interest, all members of the BoD shall be committed to maintain the Club's assets, equipment, boathouse space and in compliance with the

purpose of the Club. The BoD shall meet not less frequently than once per month, and five of the seven members shall constitute a quorum.

- a. President: The President shall be the chief officer of the Club and shall preside at meetings of both the Club and BoD. The President shall be a member ex-officio of all committees (see Article VIII), and shall communicate to the Club any matters or suggestions which may promote the welfare and increase the usefulness of the Club, and shall perform any other incidental duties that are required by the office. The President shall represent the Club and its membership in all negotiations. The President shall prepare and disseminate an agenda to the Club membership before any Club meeting, and an agenda to the BoD before any BoD meeting, in a timely fashion.
- b. Vice President: The Vice President shall perform all necessary duties of the President in the absence of the President. The Vice President shall be a member ex-officio of all committees (see Article VIII).
- c. Treasurer: The Treasurer shall keep detailed records of all monies received and expended for use by the Club and shall make disbursement authorized by the BoD. All disbursements shall be fully recorded and include sales slips, invoices or other supporting documents, signed by the Purchaser. All purchases of equipment shall be recorded with accompanying documentation, date of purchase and serial numbers, if applicable. All sums received shall be duly deposited by the Treasurer in the bank or banks approved by the BoD. A Treasurer's report shall be prepared for viewing by the membership at the Annual Meeting and at the June and September meetings, or as directed by the President. The treasurer will prepare the data for the annual internal audit. The funds, books and vouchers in the Treasurer's hands shall, with reasonable notice, be open for inspection by any member of the Club. At the expiration of term of office, the Treasurer shall deliver to the successor, all books, money, checkbook and other property of the Club.
- d. Secretary: Note that Mass. law requires that the Secretary must be a resident of Mass., or that a resident agent be appointed. The Secretary shall issue all notices via email, keep a record of the meetings of the Club, keep a record of the BoD meetings, and keep records of other matters which concern the Club, such as Swim Tests and Annual Waiver forms. The records of the Secretary shall, with reasonable notice, be open for inspection by any member of the Club. The Secretary shall conduct all correspondence pertaining to the Club, including the processing of new memberships and renewals.
- e. Boat Captain: The Boat Captain, working with priorities as established by the Equipment Committee, will be responsible for maintaining club equipment in good working order, for managing boat reservations and regatta participation as needed.
- f. Directors: There are three Directors of the Club. Directors shall attend and participate in meetings of the BoD and the Club, and contribute their opinions and expertise in matters that may promote the welfare and increase the usefulness of the Club. Each Director must serve on a standing committee each of the three

years of his term, but may serve on different committees each year (see Article VIII).

3. Terms of Office

All Officers and Directors shall be elected at the Annual Meeting and shall take office immediately upon their election. The President, Vice President, Treasurer and Secretary shall serve for a one year term, or until a successor is elected. Term limits are 3 consecutive years in the same post, with a 2 year hiatus before applying for the same post.

To ensure continuity, Directors shall serve for a three year term, with the terms staggered such that one director term expires every year and is duly replaced by election.

4. Removal from Office

Any elected MRRA officer may be asked to resign the office by the voting membership if he or she exhibits conduct injurious to the good of the order, peace or interest of the Club, or at variance with the requirements of the constitution and the office held. The BoD shall convene a Special Meeting to address the issue. A vote for resignation by 67% of the voting membership is required, and the officer in question shall not have a vote.

## ***Article V. Processes of Voting***

1. Voting by Show of Hands:

At monthly meetings, a show of hands shall be sufficient for voting. A majority (51%) is sufficient to pass the item in question.

2. Voting by Other Means

When, in the judgment of the BoD, any question shall arise that should be put to a vote of the membership, and when it deems it inexpedient to call a Special Meeting for that purpose, it may submit the matter to the entire voting membership in writing by mail or other means for a vote. The decision on the question shall be determined by a majority (51%) of the votes received within one week of the notification date, provided that at least **Option A: one-third** **Option B: one-half** of the entire voting membership has returned ballots. Action taken in this manner shall be as effective as action taken at a duly called meeting of the Club.

3. Voting by Proxy at the Annual or Special Meetings

Proxy voting shall be available for annual elections and special meetings. Proxy votes shall be counted. Elections are won by majority vote (51%). Urgent matters voted on at Special Meetings require 67% of the membership votes to pass.

## **Article VI. Nominations and Elections**

1. Nominations shall be made prior to the Annual Meeting and confirmed by the Secretary. Nominations may be made by any voting member. Any voting member in good standing shall be eligible for office. *Option A:* keep “must be a member for 1 year”, if take out Provisional Membership section. *Option B:* with Provisional Membership, the 1 year is taken care of.
2. The election of officers for the Club shall be held at the Annual Meeting. By presence or proxy, one-third of the voting membership is required for Elections, and elections are decided by a majority vote (51%). Election voting shall be in writing by secret ballot.

## **Article VII. Meetings**

The usual parliamentary rules as laid down by Robert’s Rules of Order shall govern at meetings, when not in conflict with this constitution.

1. Monthly  
General Meetings shall be held each month, unless otherwise scheduled by the BoD, with the Members of the Club being notified in a timely manner. In no case shall the interval between General Meetings exceed two months, unless directed by the BoD. The presence of one-third of the entire voting membership at any monthly meeting shall constitute a quorum. If a quorum is not present, no voting shall occur, and the item shall be tabled.
2. Annual Meeting and Elections  
The Club shall have an Annual Meeting, scheduled by the BoD, with the members of the Club being notified in a timely manner. At least one-third of the entire voting membership must be in attendance by presence or proxy to constitute a quorum.
3. Special Meeting  
The President may at any time call a Special Meeting relating to an urgent matter. Five members may request a Special Meeting, relating to a matter of concern, by written request to the BoD. In either case, the Secretary will notify the membership of the Special Meeting in a timely manner with at least two weeks notice. Business at any Special Meeting will be confined to those topics as listed in the President’s or Secretary’s meeting notice. *Option A: One-thirds Option B One-half* of the entire voting membership must be in attendance by presence or proxy to constitute a quorum.

## **Article VIII. Committees**

Committees are responsible for evaluating needs, making recommendations, the implementation of same and communicating their activities to improve the operations of the Club. Committees shall make recommendations to the BoD for review. *Option B:*

The BoD shall determine which items should be put forward for a vote by Members.

*Option A:* remove this line. The Club shall have three standing committees: the Membership/ Program Committee, the Equipment Committee and the Safety Committee. Additional committees may be established by the BoD, as needed. The members of each committee shall appoint a Chairperson, unless otherwise directed by the BoD. One member of the committee must be a Board Member who is not expected to Chair the committee.

### **1. Membership/Program Committee**

The Membership and Programs Committee develops recreational and competitive programs for the public, with the goal of meeting the needs of all levels of rowing skills and abilities. The Committee also evaluates the needs of the Club and proposes membership fees. The membership Committee shall provide support for growth of the MRRA and the retention of members. Reports of membership ideas, drives and member numbers per categories will be made to the general membership quarterly.

### **2. Equipment Committee**

The Equipment Committee shall be responsible for managing all aspects of club-owned equipment and the rack space for club and privately owned boats and blades. The Equipment Committee shall be responsible for compiling a boat usage summary at year end and polling the membership, as needed, to determine if the Club has the appropriate assortment of boats. They shall also generate a business plan regarding boat purchases and replacement strategy, and shall make such purchase suggestions to the BoD and membership for approval. The Equipment Committee shall communicate to the membership the proper use and care of Club equipment. They shall also report violations of rules on equipment use and any damage to equipment to the Board. The Boat captain is a member ex officio of this committee.

### **3. Safety Committee**

The Safety Committee is responsible for maintaining all safety equipment, such as bow lights, floatation devices, etc.. They will also arrange to show the Safety Video several times at the beginning of the season, and to new members throughout the season, as needed. They will also occasionally review the purchase of new safety equipment and videos, to be proposed to the BoD. The Boat captain is a member ex officio of this committee.

## ***Article IX. Liabilities***

Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, agent or employees shall be liable for the acts or failure to act of any other Club members, officer, agent or employee. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under this constitution, excepting only acts or omissions arising out of willful misfeasance or malfeasance.

## ***Article X. Disciplinary Action and Expulsion***

1. Criminal infractions such as physical or sexual assault or destruction of property should first be reported to the police and the BoD secondly.
2. The involvement of the BoD shall be called upon only for serious infractions. Members are encouraged to solve lesser conflicts among themselves.
3. A member who does not abide by the MRRRA Bylaws, does not abide by the rules and regulations pertaining to club equipment and facilities, or intentionally avoids payment of club dues and assessments, or for conduct in any manner that is generally considered detrimental to the well being of the club, may receive disciplinary action up to and including membership revocation.
4. If a member shall be charged by the BoD or by any other member, the charges shall be put in writing. The BoD shall inform the charged member in writing 15 days before proceedings begin, specifying the infraction or complaint. The charged member shall be given an exact copy of the written charges and shall have 15 days to respond in writing. Special meetings of the BoD with each of the parties may be called to ascertain the truth of the charges. If upon such inquiry, the BoD shall be satisfied of the truth of the charges and that the same demands action, the BoD shall hold a hearing within 30 days of receipt of response to determine whether a written warning or expulsion is warranted.
5. If expulsion is warranted, the BoD may request the charged member to resign. A membership may only be revoked by a 67% vote in favor by the BoD. If such charged member declines to do so, the BoD shall refer the matter to a Special meeting of the membership, with a two week advance notice. The club membership, after the presentation of the case and hearing from the person so charged, may proceed to expel such person. A motion for expulsion shall be decided on a secret ballot, and the vote shall require 67% of the voting membership in favor to expel.
6. The person charged shall have no vote on this issue. If expelled, the person must remove all his/her personal equipment from the boathouse immediately and hand in his/her key card. An expelled member will not be eligible for a refund of any annual dues or assessments paid.



## ***Article XI. Amendments***

Articles of this constitution may be amended or repealed by a vote of 67% of the voting membership by presence or proxy at a Special Meeting, providing that notice of the specific character of such an amendment or repeal shall have been given by membership wide notification.

## ***Article XII. Dissolution***

The Club shall not be dissolved as long as ten members in good standing are willing to contribute.

This article with respect to dissolution shall not be altered or amended unless by unanimous vote of the members present at a Special Meeting. Due and sufficient notice of the purpose of such meeting shall be provided to each member not less than thirty days prior to the date of such meeting.

In the event of the dissolution of the Club pursuant to law or this constitution, the remaining assets of the Club shall be disposed of as per the Articles of Incorporation of the Merrimac (now doing business as Merrimack) River Rowing Association.

## Possible Addendum Material:

### 1. Membership

The membership year runs from January through December.

Program definitions and fees will be posted by March 1st. Renewal of membership is due by March 30th. A late fee will be imposed for renewals after that date.

Pay membership dues

Pass an approved Swim Test, renewing every 5 years

Sign a US Rowing Association waiver of liability annually

Complete all application documents

Read the MRRA Safety Rules and watch the Safety video

Pass the Boat Handling Test, or demonstrate proficiency from experience

Understand the rowable sections and hazards of the river in high and low water

Work a minimum of 6 hours each for both the Festival Regatta and the Textile Regatta

A voting member must also attend a minimum of 3 meetings per year and additionally volunteer a minimum of 15 hours service, support or attendance per year.

### 2. MRRA Boat Policy

### 3. Code of Conduct

### 4. Safety Rules

### 5.