

MERRIMAC RIVER ROWING ASSOCIATION, INC.

Bylaws as of 10/28/11

Article I. Name and Address

1. Name: This Club was formed under the name of “Merrimac 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.
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

1. 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. There are two classes of membership available: voting and non-voting. A member must be 18 years or older to vote.

1. Voting Membership Classes:
 - a. **Senior**
 - b. **Family**
2. Non-Voting Membership Classes:
 - a. **Junior**
 - b. **Student**
 - c. **Supporting**
 - d. **Temporary or Visiting**
 - e. **Non-paying / Honorary**

2. 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

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 preparation of a budget and the request of an annual audit
- c. The protection and maintenance of Club property
- d. The maintenance of order and discipline of members

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), 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 eight 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 or a Board approved designee 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, annual Waiver forms, and private rack space waiting list. 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 is a member ex officio of both the Equipment and Safety Committees (see Article VIII). The Boat Captain, working with priorities as established by these Committees, shall be responsible for maintaining Club equipment in good working order, issuing notices on rowing conditions and safety limitations, and 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/her 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, Secretary, and Boat Captain shall serve for a one year term, or until a successor is elected. Recommended 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 (where presence is not required)

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 type of question shall determine the quorum and percentage of votes required (see Article VII). Votes must be returned within 15 days. 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, except in cases of Expulsion. Proxy votes must be returned prior to the meeting, by a date determined by the BoD. Elections are won by majority vote. 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 who has been a member for 1 year shall be eligible for office.
- 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. 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 Board of Directors may at any time call a Special Meeting relating to an urgent matter. Eight members may request a Special Meeting, relating to matters of concern, by written request to the BoD. The BoD shall decide if a Special Meeting is warranted and if proxies are permitted. 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. One-half of the entire voting membership must be in attendance by presence or proxy to constitute a quorum. Proxy votes shall not be allowed in cases of Expulsion.

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. The BoD shall determine which items should be put forward for a vote by Members. 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. The President and Vice President are members ex officio of all Committees.

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 rack space. The Committee shall be responsible for submitting an annual expense budget and a capital plan to the BoD. The plan shall propose equipment needs, including recommendations regarding purchase and/or sale of Club equipment, acquiring and disposing of Club-owned equipment as approved by the Club membership. The Committee shall ensure maintenance of all Club-owned equipment, maintain the log of boat usage, assign Club and private rack spaces, and manage the private rack waiting list. They shall publish and disseminate to the membership the approved rules as to the use of Club equipment, reporting to the BoD violations of rules and damage to equipment. The Committee shall also provide guidance and support to members in the proper use and care of Club equipment. The Boat Captain is a member ex officio of this committee.

3. Safety Committee

The Safety Committee shall be 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.

4. Ad Hoc Committees

As needed, ad hoc committees may be formed. These shall follow the format and procedures of the standing Committees.

Article IX. Liabilities

Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, agent or employee 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. Members are encouraged to solve lesser conflicts among themselves. The involvement of the BoD shall be called upon only for serious infractions. The Board may mediate disputes among members.
3. A member who does not abide by the MRRA 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. Mediation is encouraged prior and subsequent to the filing of a formal complaint and will be facilitated by the BoD. If mediation fails or an agreement between the parties cannot be reached, and no other means of resolving the matter is available or appropriate, the BoD will conduct a hearing to ascertain the gravity and credibility of the allegations. The BoD shall have 15 days to inform the charged member in writing before proceedings begin, specifying the infraction or complaint. The charged member shall be given an exact copy of the written charges, signed by the complainant, and shall have 15 days to respond in writing. If upon such inquiry, the BoD shall be satisfied of the truth of the charges and that the same demands action, the BoD shall meet within 30 days to determine what disciplinary action 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 by the BoD in favor. 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 present in favor to expel. No proxy voting shall be permitted.

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.

Article XI. Amendments

Articles of this constitution may be amended or appealed 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 River Rowing Association.

Addendum Material:

Membership: Exceptions to these Membership categories may be granted on a case-by-case basis by the Boat Captain or by petitioning the Club officers. The exception will be granted only with a majority vote of a quorum of officers. An exception granted does not affect these policies and does not guarantee the same exception to other members of the Club.

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. **Junior Membership** is open to all persons aged 14-18. Youth rowers must have proper consent by parent, guardian or such adult sponsor as shall be authorized in writing by the parent or guardian, as well as by the Boat Captain and/or Board of Directors. Junior members do not have voting or guest privileges.
 - b. **Student Membership** Persons aged 18-24, who are enrolled in post-secondary education, may choose to have a Student Membership, with no voting privileges and no guest privileges. Student Members are restricted to rowing in the summer months only, between June 1 and August 31.
 - c. **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 a limited number of times per year, using equipment appropriate to his/her skill level, as determined by the Boat Captain. If an inexperienced rower, she/he 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.
 - d. **Temporary or Visiting Membership** is available for experienced rowers who find themselves in the Lowell area for a limited period of time. There are no voting or guest privileges.
 - e. **Non-paying / Honorary Memberships** may be available under specific circumstances. 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.

3. The membership year runs from January through December.

Program definitions and fees will be posted by _____. Renewal of membership is due by _____. A late fee may be imposed for renewals after that date.

4. Membership Requirements:

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

Proposed:

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.

A Primer on Quorums, Proxies, and Percentages

	Monthly Meeting	Annual Meeting	Election	Special: Budget, Amend	Special: Expel	Special: Mail or other
Quorum:	1/3	1/3	1/3	1/3	1/3	1/2
% required to pass:	51%	67%	Majority	67%	67%	67%
Proxy Available?	No	Yes on announced items	Yes	Yes	No	Yes (by definition)

MRRA Boat Policy

(latest version to be attached)

Safety Rules

(latest version to be attached)

Code of Conduct

(doesn't currently exist; we recommend an ad hoc Committee to write these)