

MRRA BOARD
UML Boathouse 6:30 PM
August 3, 2015

Attendees: Karen Scammell, Dottie Semonian, Bob Sengstaken, Dennis McCarthy, Wilma Breiland, David Morley, Bronwyn Chapman, Kat Flinner, Jay Feenan

Karen: Capital Campaign, Fund
Formal Committee for Boathouse potential, Land, building.
Westford would be very interested in partnering.
Senator: Eileen Donoghue: and Karen have discussed, looking for Community Rowing Location
Senator Donogue has offered for MRRA help finding a location. Would be interested in finding corporate sponsor.
Discussion with David Cormier and Sandra Have of Westford. They will try to determine what they would be able to contribute. (Pay as tenant).

Committee: Want to formally seat a Boathouse Building Committee

Volunteers at this time:
Mark Romanowsky
Barbara Sherman
Dennis McCarthy
Dottie Semonian
Karen Scammell

Joe L: Last meeting asked for the 9 founding members have voting membership and use of equipment for Lifetime for no cost.
There was a vote at last meeting but after review it appears this vote was not allowed by the By-Laws. Legal counsel was obtained to review.

Wilma Breiland Jay Feenan and Kat Flinner present:
Wilma discussed process of reviewing membership types.
Lifetime membership was never considered in the By-Laws
Categories were voting and non voting members
Student and Individual/Family Memberships.

The Committee was very cautious, wanted to make sure the club grew. Always considered the need to pay for usage, access of equipment and felt the entire membership needed to contribute.

Didn't want someone to have "Special Privileges."
Wilma feels the Board was in violation for placing a vote on this issue at the last meeting.

The BOD can rescind the previous vote based on new information.

Jay Feenan: During the review process: There wasn't an honorary category when the club started.

There was a discussion about how to bring members back for parties, and to perhaps donate time, but would not row, and would not vote.

This was how the Honorary member began. However, honorary membership does not provide the privileges that have been requested by Joe LaFrennier.

A Lawyer has reviewed the corporate documents, MRRA Articles of Organization. He has provided his counsel. By current bylaws the only category in the current bylaws that is close is the, "honorary membership," which does not convey the privileges requested. The Lawyer also states that procedurally, MRRA would have to change the bylaws and Articles of Organization. Also in order to acquire the 501 (c)(3) status the MRRA has added a paragraph to the Articles of Organization that the "assets and income would not be paid out in dividends or otherwise distributed to its members" and that "the corporation shall at no time engage in any transaction for the purpose of making or securing a profit for its members.." or that no part of the earnings of the corporation shall inure to the benefit of any member or individual. Legal counsel found this was a conflict to the stated purpose. A change could require some approval from the IRS for continued treatment as a 501(c)(3) corporation.

Dave Morley, wants founders to know how much we appreciate what they have done for the club. But doesn't feel there should be a Special Class.

Karen Scammell:

Motion to Rescind the prior motion in the July Meeting as it was written.

Dennis will second, all vote to rescind the earlier motion.

There was a 25th Birthday Party a few years ago when the Founding Members were honored. Board members Dennis McCarthy and Dottie Semonian agree there is importance to the club history and new members should be aware of the history of the club. Dennis, "there may be a way to honor these members at the new boathouse."

Bob Sengstaken:

Motion to see the reply from the Attorney

Articles of incorporation and Bylaws

He would like to Review the comments and discuss wording for possibly adding a category. The Rowing Associate was added without changing the bylaws.

Rack Policy:

Joe L to provide updated version.

The Greater Merrimack Valley Convention and Visitors Bureau: Has asked for MRRA Membership, cost \$295 to be a member.

Motion passed to join pay \$295

Motion to Adjourn 8:10 PM