

# WILMINGTON ROWING CENTER BYLAWS

## **ARTICLE I** **NAME AND PURPOSE**

**Section 1.** The Wilmington Rowing Center (WRC) is a nonprofit corporation duly chartered under the laws of Delaware for the sport of rowing. Situated on the Christina River, WRC is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code for qualified amateur athletic organizations.

**Section 2.** The principal purposes of the organization are to promote and support an interest in amateur rowing (pursuant to Article III of the Certificate of Incorporation), be it recreational or competitive, and other forms of athletics that are supplementary to this sport.

**Section 3.** WRC is committed to making its membership inclusive. No one will be denied membership because of race, color, national origin, age, religion, disability, or gender.

## **ARTICLE II** **MEMBER CATEGORIES AND CAPS**

**Section 1.** CATEGORIES: Adult, Senior, Special, Under 26, Coxswain, and Life. Rights, privileges, and restrictions associated with each category vary.

**ADULT:** Adult Members shall consist of Members who are 18 years of age and older, pay full dues, and hold a bond or have paid an initiation fee. Every Adult Member shall have a vote, be eligible for all offices, and will be issued a boathouse key.

**SENIOR:** Senior Members shall consist of Members who are 75 years of age, and have been Adult Members, in good standing, for ten consecutive years prior to attaining 75 years of age. Senior Members pay ½ the current Adult Member dues. They shall have a vote, be eligible for all offices, have the same rights and privileges as Adult Members, and will be issued a boathouse key.

**SPECIAL:** At the discretion of the board, individuals may be offered membership in the club in a separate membership classification. Special members shall pay a membership fee established by the Board of Directors and are not subject to the initiation fee. Special memberships will be reviewed and voted on annually by the Board of Directors. Special members may not vote or hold office, and may be issued a boathouse key. Special memberships are not included in the membership cap.

**UNDER 26:** Under 26 Members shall pay half dues, do not hold a bond or pay an initiation fee and may not vote or hold office.

**Age 18-25** - are afforded the same rowing privileges as Adult Members; may row unsupervised, and will be issued a boathouse key.

**Age 14-17** - must row in an organized program that is supervised by a coach in a launch or by an experienced Adult Member in an accompanying boat. No boathouse keys issued.

**COXSWAIN:** Coxswain Members shall consist of those who wish to cox only; they must be at least 14 years old. They have no rowing privileges and pay no dues. Coxswain Members 18 and older may elect to purchase a bond, which enables them to vote, hold office, and be issued a key. Coxswains under 18 are not issued a boathouse key.

**LIFE:** Life Members have all the rights and privileges of Adult Members, hold a bond, but pay no dues. This category is limited to those already holding that status as of January 1, 1987.

**Section 2.** CAPS: Membership caps for all Members shall be reviewed annually by the Board of Directors and voted on by the Membership at Meeting of the Membership. See the Policy Manual for specifics.

### **ARTICLE III**

#### **MEMBERSHIP CONDITIONS, DUES, AND FEES**

##### **Section 1. CONDITIONS OF MEMBERSHIP**

- (a) Applicants must be at least 14 years old and demonstrate that they know how to row, as determined by the Chair of the Rowing Committee. If not, they must first participate in a coached WRC program.
- (b) Applicants must provide evidence of the ability to swim and tread water.
- (c) Members and their guests shall abide by these Bylaws, safety rules and regulations, and all other rules established by WRC.
- (d) Members must pay dues as stipulated in these Bylaws, and are expected to attend Membership Meetings and to volunteer time to the WRC.
- (e) All Adult, Life, and bond-holding Coxswain Members whose dues and fees are current and who have been Members for 3 consecutive months are eligible and expected to vote.
- (f) The privileges of membership are subject to limitations imposed by the Certificate of Incorporation and these Bylaws.
- (g) If membership caps have been reached, all prospective Members shall be placed on a waiting list. See Policy Manual for details.

##### **Section 2. DUES AND FEES**

###### **(a) DETERMINATION OF DUES AND FEES**

WRC membership dues, boat storage fees, and other fees assessed to the Membership shall be determined by the Board of Directors and approved by a majority of the Members eligible to vote and present at the Winter Membership Meeting, at which a quorum must be present.

###### **(1) Membership Dues:**

**ADULT:** Adult Members pay full annual dues upon receipt of invoice or on such schedule as defined by the Board of Directors to meet the financial requirements of the club. For those joining during the year, fees will be prorated by the month.

**SENIOR:** Senior Members pay half annual dues upon receipt of invoice or on such schedule as defined by the Board of Directors to meet the financial requirements of the club.

**SPECIAL:** Special members pay annual dues upon receipt of invoice or on such schedule as defined by the Board of Directors.

**UNDER 26:** Under 26 Members pay ½ adult dues in full upon joining, prior to engaging in any WRC activity. Dues may be prorated. See Policy Manual for dues-payment structure of Members 14-17 rowing in a supervised program.

**LIFE/COXSWAIN:** Members pay no dues.

- (2) Boat Storage Fees: Annual fees for storing private boats in the boathouse are determined by the number of seats in the boat. Storage fees shall be billed by the Treasurer semi-annually (January-June and July-December) in advance and paid upon receipt of invoice. Fees will be prorated by the month when space is first assigned.
- (3) Guest Fees: Guests will be assessed a fee. See Policy Manual for details.
- (4) Program Fees: Coaching, racing, lesson and other program or event fees are established as part of committee actions and are subject to review by the Board of Directors without requiring member approval.

**(b) REIMBURSEMENT**

- (1) In the event that a Member resigns from WRC before the end of the calendar year, that Member shall not be reimbursed for any portion of the dues or fees paid.
- (2) If WRC exercises its right to rescind storage space for a privately owned boat, the owner will be reimbursed for remaining storage fees that have been prepaid.

**(c) DELINQUENT DUES AND FEES**

A Member who is delinquent in dues and/or fees for a period of 30 days from the invoice due date is subject to an assessment of a 10% late fee and will be notified by the Treasurer. A period of 30 days from that date of notification is allowed for payment, after which the Member is subject to a suspension of rowing privileges by the Board of Directors. The suspended Member will be notified in writing by certified mail and instructed to return the boathouse key and any other WRC property to the Membership Committee immediately. In the case of indebtedness beyond 90 days from the original invoice due date, a Member will be liable to expulsion, and any private boat or equipment will be removed from the boathouse. Bond money will be retained to pay any indebtedness.

**Section 3. BOND PURCHASE AND REFUND**

- (a) This Section 3 shall apply to Members who join WRC prior to January 1, 2007. For Members joining on or after January 1, 2007, see Article III, Section 4 below.
- (b) PURCHASE: Each Adult Member shall purchase a \$200 refundable bond. For Members of the same family (spouses, partners, and dependent children) living in the same household, only one \$200 payment is required. Coxswain Members may elect to purchase a bond, which enables them to vote and hold office. Bond payment shall be made in full upon joining.
- (c) REFUND: Any Member who advises WRC in writing that they are resigning and requests a refund of their bond in writing within 1 year of their resignation will be repaid the bond after:
  - (1) All financial obligations have been met and
  - (2) Monies for an initiation fee from a new Member, as described in Article III, Section 4 below, have been paid in full to WRC, unless otherwise approved by the Board of Directors.

Bonds not claimed within the 1-year period will revert to the WRC treasury.

- (d) No bond will be refunded if a Member is expelled.

**Section 4. INITIATION FEE**

- (a) This Section 4 applies to Members who join WRC on or after January 1, 2007. For Members joining before January 1, 2007, see Article III, Section 3 above.
- (b) A non-refundable \$200 initiation fee shall be assessed each new Adult Member. For Members of the same family (spouses, partners, and dependent children) living in the same household,

only one \$200 payment is required. Coxswain Members may elect to pay the initiation fee, which enables them to vote and hold office. One-half of the initiation fee shall be made upon joining. The second half of the initiation fee shall be made with the second year annual dues payment.

- (c) A member of WRC, who has resigned his membership in good standing and who has paid previously the initiation fee and thereafter applies to re-join WRC, will not be assessed a second initiation fee.

#### **Section 5. ASSESSMENTS AND FINES**

(a) Motions for special assessments may be made and approved at any Board of Directors meeting but not acted upon until a subsequent Membership Meeting, after all Members subject to the assessment have been notified 21 days in advance by the Secretary that the assessment is being considered. At the subsequent meeting, an affirmative vote of 2/3 of the total Membership eligible to vote and present at the meeting, at which a quorum must be present, is required to pass the motion and levy the assessment.

(b) If an assessment authorized by WRC is not paid within 60 days of the invoice due date, a Member may be suspended.

(c) The cost of repair for the negligent breakage of any WRC property may, by majority vote of the Board of Directors, be imposed upon any Member responsible for the damage. Fines imposed for infringement of rules may also be levied, by a majority vote of the Board. All such actions shall be reported to the general Membership in the meeting minutes.

#### **Section 6. RESIGNATION, SUSPENSION, AND EXPULSION**

(a) **Resignation:** A Member who wishes to resign from WRC must do so in writing, return keys and any WRC property to the Membership Committee, and remove any personal boats or equipment within 30 days of resignation. See Article III, Section 3(b) for bond refunds.

(b) **Suspension:** The Board of Directors has the authority to suspend for 30 days any Member who willfully or negligently violates the operating rules of WRC or acts in a manner harmful to the property or safety of WRC or its Members.

(c) **Expulsion:**

(1) Willful failure to abide by the Certificate of Incorporation, these Bylaws, resolutions of the Board of Directors, and all operating rules of WRC; delinquent dues and/or fees; or conduct showing a disregard for the interests or property of WRC shall be grounds for expulsion and for removal of any property owned by the expelled Member from the boathouse.

(2) Notice in writing signed by a majority of the Board of Directors must be given to a Member charged with expulsion, and reasonable opportunity to be heard by such Member must be given at a Special Membership Meeting called by the Board. The affirmative vote of 2/3 of the Board of Directors is necessary to expel the Member.

(3) Any bond of an expelled Member shall not be refunded and will revert to the WRC treasury. Members who have been expelled and wish to rejoin must re-apply for Membership.

### **ARTICLE IV** **MEETINGS OF THE MEMBERSHIP**

#### **Section 1. MEETINGS OF THE MEMBERSHIP**

**Winter Membership Meeting:** The Meeting of the Membership to approve a proposed budget, WRC membership dues, boat storage fees, and other fees assessed to the Membership shall be held on a date in Winter of each year and at the hour fixed and determined by the Board of Directors. At the Winter Membership Meeting, the Members eligible to vote shall approve a proposed budget and shall also transact such other business as shall have been properly brought before the meeting.

**Fall Membership Meeting:** The Meeting of the Membership to elect a Board of Directors shall be held on a date in the Fall of each year and at the hour fixed and determined by the Board of Directors. At the Fall Membership Meeting, the Members eligible to vote shall vote to elect a Board of Directors and shall also transact such other business as shall have been properly brought before the meeting.

In order for such business to be properly brought before the Membership Meeting, said business must be specified in the Notice of Meeting. A description of proposed business shall be included in the Notice of Meeting dispatched at the direction of the Board of Directors.

A Member eligible to vote can also propose business for discussion at the meeting. To be timely, a Member's notice must be delivered to the Secretary not less than 21 days nor more than 50 days prior to the meeting.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at any Membership Meeting except in accordance with the procedures set forth in this Section 1. The President or in his absence the Chairperson of the Membership Meetings shall have the authority to determine and declare to the meeting whether business proposed during the meeting is in accordance with the intent of this Section 1. Should he determine that business proposed has not been properly brought before the meeting, he shall so declare to the meeting and such business shall not be transacted.

## **Section 2. QUORUM**

At any Membership Meeting, the presence in person or by proxy of a majority of all of the Members eligible to vote shall be necessary to, and shall constitute a quorum for, the transaction of any business at all meetings of Members, except as otherwise provided by law, by the Certificate of Incorporation or by these Bylaws, in which case the number so required, if present in person or by proxy, shall constitute a quorum.

## **Section 3. PLACE OF MEETINGS**

All Membership Meetings shall be held at such place in the County of New Castle, Delaware as shall be specified in the notice of the meeting.

## **Section 4. NOTICE OF MEETINGS**

Except as otherwise provided in Section 1, of this Article IV, a written or electronic notice of each meeting of the Members shall be given to each Member not less than 14 nor more than 50 days before the date of the meeting, unless otherwise prescribed by law. Such notice shall state the place, date and hour of the meeting, and, the purpose, or purposes for which the meeting is called.

## **Section 5. VOTING**

Each Member eligible to vote shall have the right to vote either in person or through one or more agents authorized by a written proxy or secure electronic voting executed by such person or his duly authorized agent and filed with the Secretary in advance of a Membership Meeting. No proxy shall be valid after 1 year from its date unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it.

## **Section 6. SPECIAL MEETINGS**

A Special Meeting of the Membership may be called by the President or upon the written request of 5 WRC Members eligible to vote. The Secretary shall notify the Membership not less than 14 nor more than 50 days before the date of the meeting, unless otherwise prescribed by law. At any such Special Meeting, only such business may be transacted that is related to the purpose or purposes set forth in the notice required by Sections 1 and 4 of this Article IV.

**Section 7. PROCEDURES**

All meetings shall be conducted according to Roberts Rules of Order, except as indicated by these Bylaws.

The President shall be responsible for ensuring that meetings progress on a timely basis.

**ARTICLE V**  
**DUTIES AND POWERS OF THE MEMBERSHIP**

- (a) To elect the Board of Directors.
  - (b) To approve changes in WRC Membership dues, boat storage fees, and any other fees assessed to the Membership.
  - (c) To approve any special assessment or indebtedness proposed by the Board of Directors with an affirmative vote of 2/3 of the Members eligible to vote and present at a Membership Meeting, at which a quorum must be present.
  - (d) To approve any changes in the Membership Cap.
  - (e) To approve the proposed annual budget at the Winter Membership Meeting.
- To approve appropriations in excess of the annual budget.
- (f) To approve any changes to these Bylaws.
  - (g) To request to present an issue before the Board of Directors. Such requests must be in writing, explaining the issue to be addressed, and must be scheduled in advance through the Secretary.
  - (h) To be responsible for obtaining individual personal liability insurance.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

**Section 1. BOARD MEMBERS**

The management and governance of WRC shall be vested in a Board of Directors, which may consist of the following officers and committee chairs: President, Vice President, Secretary, Treasurer, and Committee Chairs of Equipment, Fund-Raising, House, Membership, Public Relations, Racing, DSM Regatta, Rowing, Safety, Social, and Student Liaison. If vice chairs of Committees are selected by the committee, they may attend Board meetings; however voting is limited to elected Board Members. The President shall be chair of the Board of Directors.

**Section 2. MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall meet at least every other month and at such other times designated by the President. At least 50% of the Board plus one shall constitute a quorum at all Board meetings. The meetings are open to all Members, unless otherwise requested by the President.

**Section 3. DUTIES OF CLUB OFFICERS**

**PRESIDENT:**

- (a) To serve as chairperson at Membership Meetings; to serve as chairperson of the Board of Directors; and to call Special Meetings.
- (b) To ensure that quorums are present at all meetings before conducting business.
- (c) To appoint all committees unless otherwise stated in these Bylaws.
- (d) To appoint a replacement in the event that a member of the Board of Directors resigns or is unable to fulfill the duties of the office.

- (e) To be an ex-officio member of all committees.
- (f) To ensure that the Board of Directors and special committees discharge their duties in accordance with these Bylaws and that reports are submitted to the Board and the Membership.
- (g) To serve as the official spokesperson for WRC in all negotiations with other organizations or official bodies.
- (h) Upon the recommendation of the treasurer, to review and approve any disbursements in excess of \$300.
- (i) Co-sign any checks for disbursements in excess of \$1,000.

**VICE PRESIDENT:**

- (a) To fill the office of President, including presiding as chairperson of the Board of Directors, during the temporary absence or disability of the President.
- (b) To serve as parliamentarian.
- (c) To discharge duties assigned by the President.
- (d) To assume the office of President when the office is vacated.
- (e) To review the monthly financial reports of receipts and disbursements of WRC, as prepared by the Treasurer in advance of every Board of Directors and provide comment to the Board on the financial reporting and financial condition of WRC.
- (f) In the absence of the President, co-sign any checks for disbursements in excess of \$1,000.

**SECRETARY:**

- (a) To record the minutes of all meetings, documenting Board members in attendance, and to disperse those minutes to the Membership.
- (b) To keep copies of all meeting minutes for 3 years.
- (c) To keep copies of all legal and policy documents pertaining to WRC.
- (d) To maintain a current copy of these Bylaws and Policy Manual and update both documents when changes are approved.
- (e) To notify the Membership of Membership and Special Meetings.
- (f) To notify the Membership not less than 14 nor more than 50 days before the date of the meeting, unless otherwise prescribed by law to vote on special assessments.
- (g) To issue notices and communications that are deemed necessary by the President.

**TREASURER:**

- (a) To assist with preparing the annual budget for submission to the Membership for ratification.
- (b) To keep account of all funds belonging to WRC.
- (c) To ensure that all WRC club dues and liability and property insurance, including Board of Directors liability insurance, are renewed each year.
- (d) To send notices of, collect, and receive all dues, assessments, fines, or other monies.
- (e) To suggest appropriate insurance coverage for WRC.
- (f) To make all disbursements approved by committee chairpersons or officers within their respective budgets, except (i) those in excess of \$300, which must be approved by the President and (ii) those in excess of \$1,000, where a check must be co-signed by the President or, in his absence, the Vice President.
- (g) To make all disbursements approved by the Board of Directors or the general Membership.
- (h) To make a financial report for review at every Board of Directors and Membership Meetings and to meet with the Vice President, in advance of said meetings, for the purpose reviewing such reports.
- (i) To create monthly backups of all electronic financial records and provide those records to the President and Secretary in electronic format.
- (j) To prepare financial records for independent audit as required.

#### **Section 4. DUTIES OF COMMITTEES**

The duties of these committee chairpersons, who are members of the Board of Directors, shall be to appoint the members of their respective committees, to see that their responsibilities are executed, and to annually review their Policy Manual sections.

##### **(a) EQUIPMENT COMMITTEE**

Responsible for acquiring and maintaining all WRC shells, oars, launches, motors, boats, trailers, cox boxes, ergs, and related rowing equipment (“rowing and rowing related equipment”). Any acquisition of rowing and rowing related equipment valued at \$500 or greater shall be recommended to the Board of Directors for consideration and approval. Duties include the evaluation of equipment needs and the purchase, transportation, maintenance, and safekeeping of rowing and rowing related equipment. Jointly with the Racing Committee, responsible for providing input to the Rowing Committee on recommended Equipment Usage Policies.

##### **(b) FINANCIAL DEVELOPMENT COMMITTEE**

Responsible for planning and executing a program of Personal, Professional, Membership, Corporate and Foundation financial or goods-in-kind support and contributions.

##### **(c) HOUSE COMMITTEE**

Responsible for all WRC property other than rowing equipment. The committee shall keep WRC property in good order and shall recommend to the Board of Directors for approval all house rules and enforce house rules, including the Boat Storage Policy.

##### **(d) MEMBERSHIP COMMITTEE**

Responsible for disseminating all necessary information concerning WRC to prospective applicants, maintaining all Membership records and keeping the Membership and waiting lists current, distributing the Membership list to the Members on a regular basis, and distributing and collecting boathouse keys. Responsible also for managing the initiation and new membership process for all classes of Members.

##### **(e) PUBLIC RELATIONS COMMITTEE**

Responsible for issuing public announcements in all media, promoting WRC within the community, and encouraging WRC Member participation in community activities.

##### **(f) RACING COMMITTEE**

Responsible for the organization of racing crews and their participation in regattas. Responsible also for coordinating the Christina Sprints and the hiring and evaluation of any paid coaching staff (in consultation with the Rowing Committee). Jointly with the Equipment Committee, responsible for providing input to the Rowing Committee on recommended Equipment Usage Policies.

##### **(g) DSM REGATTA COMMITTEE**

Responsible for the organization and running of the annual Howard M. Smith Diamond State Masters Regatta. The committee chair serves as director of the regatta.

##### **(h) ROWING COMMITTEE**

Responsible for all recreational rowing activities, including the organization of lessons and related activities introducing the sport of rowing to the community. The committee shall also be responsible, in consultation with the Racing and Equipment chairs, for recommending to the Board of Directors for approval the Equipment Usage Policies and responsible for enforcement of such usage policies. The chair will be consulted by the Racing Committee on the hiring of paid coaches.

##### **(i) SAFETY COMMITTEE**



Responsible for educating the membership on best practices for rowing safety and for proposing all safety policies, rules and regulations that encourage safe rowing. Safety policies, rules, and regulations shall be approved by the Board of Directors and posted at the boathouse. Enforcement of safety rules and regulations is the responsibility of the Board of Directors. Nothing in this section shall be construed as placing upon WRC the responsibility of ensuring the safety of Members. All Members are responsible for their own liability insurance.

**(j) SOCIAL COMMITTEE**

Responsible for social activities organized by WRC.

**(k) SCHOLASTIC LIAISON COMMITTEE**

Responsible for overseeing the organized program for scholastic groups, for negotiating and preparing an annual use agreement for all Student programs, and for mediating any conflicts that arise. The use agreement must be approved by the Board of Directors and announced to the Membership upon ratification. The use agreement shall include:

- (a) Term of use agreement
- (b) Fees structure and payment schedule
- (c) Number of participants including coxswains
- (d) Use and care of designated WRC equipment
- (e) Insurance provisions
- (f) Months of year, days of week, and times of day that program may operate
- (g) Safety and operating rules

**(l) SPECIAL COMMITTEES**

The President may convene special committees and appoint chairpersons to further the interests of WRC. Special committees should be short-lived and have a distinct purpose. Members of special committees are not by definition members of the Board of Directors and do not vote as a member of the Board of Directors.

**ARTICLE VII**

**DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

- (a) To formulate and circulate to the Membership (in advance of the Winter Membership Meeting in accordance with Article IV, Section 1) the proposed budget for the subsequent year, which is voted on at the Winter Membership Meeting.
- (b) To supervise all committees and ensure that their duties are properly performed.
- (c) To review all disbursements of the Treasurer for obligations of WRC.
- (d) To contract a professional outside agency to audit financial records every 3 years at a minimum or with a change of Treasurers.
- (e) To approve exemptions to bond refund procedures.
- (f) To establish, alter, and abolish rules governing the conduct and activities of WRC not inconsistent with the Certificate of Incorporation and these Bylaws.
- (g) To suspend and expel Members for delinquent dues and/or fees and misconduct. To remove the expelled Member's private property from the boathouse.
- (h) To impose repair costs for negligent breakage of equipment and fines for infringement of rules.
- (i) To preserve and maintain all property of WRC.
- (j) To contract for and supervise the acquisition of any property for the capital account of WRC, including the purchase or alteration to WRC buildings, facilities, boats, and like items. Appropriations in excess of the annual budget shall be made by majority vote of the Membership at a Special Meeting.

Nothing in these Bylaws shall authorize or empower the Board of Directors to borrow money, contract indebtedness, or incur obligations in excess of funds on hand, excluding bond money, or income accruing without majority approval of the Membership following notification 21 days in advance by the Secretary that the indebtedness is being considered.

## **ARTICLE VIII**

### **NOMINATIONS, TERMS, ELECTION, REMOVAL AND INDEMNIFICATION OF THE BOARD OF DIRECTORS**

#### **Section 1. NOMINATIONS**

In July each year the President shall appoint an ad hoc Nominating Committee of 3 to 5 Members to solicit and present a list of candidates for all Board of Directors positions. That list shall be distributed to the Membership in October. Nominations may also be made by a petition signed by 3 Members and received by the Secretary no later than 21 days after the list of candidates is distributed. The Secretary shall notify the Membership of the election slate neither less than 14 nor more than 50 days before the date of the Fall Membership Meeting.

#### **Section 2. TERMS AND ELECTION**

- (a) Directors shall be elected by the Membership for terms of 1 year.
- (b) All Directors shall serve for a term of 1 year (or, when filling a vacancy, the unexpired portion of the term) and until their successors are elected. Directors may change Board positions during their term.
- (c) Elections shall take place annually at the Fall Membership Meeting. If only one person is running for each position, elections shall be by a show of hands. If more than one person is running, elections shall be by ballot, with an immediate run-off in the case of a no-majority vote.
- (d) Directors shall assume their duties at the beginning of the calendar year immediately following their election. Newly elected Board members are encouraged to attend the December Board meeting.
- (e) The President shall have the power to fill all vacancies by appointment until the next election.

#### **Section 3. REMOVAL OF DIRECTORS**

Any member of the Board of Directors may be removed for just cause by the affirmative vote of a majority of the total membership eligible to vote and present at a meeting called by the President at which a quorum must be present.

#### **Section 4. INDEMNIFICATION**

Persons serving the club as a member of the Board of Directors shall, to the extent permitted by law, be indemnified by the club for amounts paid or payable by that person as a judgment, penalty or fine including legal fees as a result of claims or proceedings involving the Wilmington Rowing Center subject to the following:

- (a) Such indemnification shall be provided only if the person acted in good faith and the person reasonably believed that such conduct was in the best interest of the club and in the case of any criminal proceeding the person had no reasonable cause to believe such action was unlawful.
- (b) The club shall before the final disposition of a claim or proceeding, advance funds to pay for or reimburse the reasonable expenses, including legal fees incurred by a person eligible for indemnification and acting in their capacity as a member of the Board of Directors

The Board of Directors will be responsible for securing and maintaining Directors and Officers insurance coverage

## **ARTICLE IX**

### **AMENDMENTS**

These Bylaws may be amended at any time during the year as follows:

- (a) A written motion to amend these Bylaws, signed by 5 Members eligible to vote, shall be submitted to the Secretary.
- (b) A Membership Meeting to vote on the motion will be scheduled by the Board of Directors.
- (c) The Secretary shall notify the Membership 21 days prior to the meeting, including the motion to be voted on.
- (d) The affirmative vote of a majority of the Membership eligible to vote and present at the meeting at which a quorum must be present is required for passage.

**ARTICLE X**  
**COMMUNICATION**

As stated in these Bylaws, the term “written notice” shall include notice by e-mail, facsimile, or other electronic transmission.

Adopted 1985  
Revised 1/29/88  
Revised 7/8/97  
Revised 11/17/01  
Revised 4/18/02  
Revised 1/28/2004  
Revised 11/28/2006  
Revised 3/1/2008  
Revised 3/20/2012  
Revised 12/15/2012