

**SOUTH END ROWING CLUB  
BY-LAWS**

**ARTICLE I - GENERAL DESCRIPTION**

**Section 1 - NAME.** This club shall be incorporated as "The South End Rowing Club" (herein referred to as "the Club").

**Section 2 - PURPOSE.** The purpose of the Club shall be the advancement and enjoyment of rowing, swimming, and other aquatic sports in Aquatic Park and San Francisco Bay, and of handball and running. So long as the Club occupies public park property, its further purpose shall be to operate and maintain such property on behalf of the governmental agency to which the property has been entrusted, in accordance with the agency's policies, regulations, and purposes.

**Section 3 - LOCATION.** The principal office of the Club shall be at 500 Jefferson Street, San Francisco, California.

**Section 4 - TITLE AND MANAGEMENT OF PROPERTY.** The legal title and ownership of all property, effects, and assets of the Club shall be vested in the corporation, which shall be managed by a Board of Directors (herein referred to as "the Board"), for the benefit and enjoyment of the members, subject to the terms and provisions of these by-laws.

## ARTICLE II - MEMBERSHIP

**Section 1 - CAPACITY.** The membership of the Club shall be limited to the capacity of the Club's facilities as determined by the Board based on objective findings, subject to approval by the San Francisco Recreation and Park Department.

**Section 2 - ELIGIBILITY.** Any person over the age of 18 years who is interested in the activities of the Club shall be eligible for membership. Applicants for membership shall not be discriminated against on the basis of race, color, religion, ancestry, national origin, sex, political affiliation, sexual orientation, disability, or any other grounds prohibited by law. A member of the Club may hold memberships in other athletic clubs at the same time.

**Section 3 - RIGHTS AND PRIVILEGES.** Except as defined elsewhere in these by-laws, the rights and privileges of membership include the right to use the Club's property, to participate in Club events, to attend and vote at membership meetings, to vote in elections, to run for and be appointed to positions on the Board, and to be informed of the Club's by-laws, rules, and policies. No member may use, or permit another individual to use, the Club's facilities or its equipment for any activity that results in monetary gain to such member, such other individual or an organization with which such member or other individual is associated.

**Section 4 - OBLIGATIONS.** Except as defined elsewhere in these by-laws, the obligations of membership include the obligation to follow the Club's by-laws and the rules and policies set by the Board, and to pay in a timely fashion all dues, fees, fines, and assessments.

**Section 5 - GOOD STANDING AND DELINQUENCY.** A member in good standing is one who is not delinquent. A member is delinquent if he or she fails to pay dues, fees, fines, or assessments by the due date, as set by the Board. Members are entitled to 30 days' notice of due dates. A delinquent member is not entitled to use the Club's property or to participate in Club events. A delinquent member may return to good standing by paying the overdue amount, plus any late fee.

**Section 6. ANNUAL DUES PROCEDURES.** Annual dues shall be billed and paid in full in accordance with the following schedule:

- December 15<sup>th</sup> of the prior year – Dues Statements to be mailed
- January 31 of current year – Dues to be paid in full
- February 1 – Member becomes delinquent if dues are not paid by this date. Delinquencies will cause the Club to assess a penalty equal to 10% of the amount owed
- March 1 – Termination of membership

Notwithstanding the foregoing, in case of extreme hardship, a member, with the prior written approval of the Treasurer and President, may pay his or her dues in two installments, with the first installment due in accordance with the preceding schedule and the second installment due by July 1 of that year; failure to pay by July 1 will result in termination of membership,

**Section 7 - CLASSES OF MEMBERSHIP.** The classes of membership are: Active, Life, Out-of-town, and Honorary, as follows:

- a. Active members are those who have been admitted under the provisions of these by-laws, and who are not in one of the other classes. Active members are entitled to all the rights and privileges of membership, and are chargeable with all the obligations of membership, as set forth in these bylaws.
- b. Life members are those who, as of January 1 of the year of eligibility, have been continuous Active members for at least 25 years, and who have reached the age of 65 years, and who have notified the Membership Commissioner in writing for a change in membership class, and who are in good standing at the time of such notification. Life members are entitled to all the rights and privileges of membership, and are chargeable with all the obligations of membership,

as set forth in these by-laws, except that they are exempt from payment of annual dues. Life members are not exempt from payment of locker or other fees, fines, or assessments.

- c. Out-of-town members are those who have been continuous Active members for at least one year, and who, as of January 1 of the year of eligibility, reside outside the nine Bay Area counties (the Counties of San Francisco, Marin, Sonoma, Napa, Solano, Contra Costa, Alameda, Santa Clara, and San Mateo), and who have notified the Membership Commissioner in writing for a change in membership class, who have provided proof of new residency (e.g., driver's license) and who are in good standing at the time of such notice to the Membership Commissioner. Out-of-town members are entitled to all the rights and privileges of membership, and are chargeable with all the obligations of membership, as set forth in these by-laws, except that they are not entitled to rent a locker or to hold a position on the Board.
- d. Honorary members are those who have rendered distinguished service to the Club or who otherwise merit special recognition, and who have been admitted as Honorary members for a period of one year by a vote of three quarters of the officers present at any Board meeting. Lifetime Honorary Members are those individuals who have made extraordinary contributions to the Club and who have been admitted as Lifetime Honorary Members by vote of three quarters of all elected and appointed officers of the Board. Honorary members and Lifetime Honorary Members are entitled to use the Club's property, and to rent a locker upon payment of the locker fees, but they are not entitled to hold a position on the Board or to vote in Club elections, and they are exempt from payment of annual dues and assessments. Honorary members may change to the Active class without payment of the initiation fee, upon written request to the Membership Commissioner and the payment of annual dues.

**Section 8 - APPLICATION PROCEDURE.** An applicant shall be admitted to membership in the Club by submitting to the Membership Commissioner an application form together with payment of the initiation fee and dues prorated for the remainder of the year. Neither a personal interview or appearance nor a sponsoring member shall be a requirement for application for membership. The Membership Commissioner shall announce each new member at the monthly Board meeting. An applicant who would otherwise be admitted but for lack of capacity in the Club shall be placed on a waiting list and shall be admitted in the order of application.

**Section 9 - TERMINATION OF MEMBERSHIP.** A person's membership in the Club may terminate in the ways defined below. Termination does not relieve a member of the obligation to pay any amounts due at the time of termination, or to return any Club property in his or her possession, including keys or entry cards. Persons whose membership has terminated and who wish to rejoin may be readmitted by following the standard application procedure, but only if they have paid all such amounts and returned all such property. The three kinds of terminations are:

- a. Resignation - A member may resign at any time by writing to the Membership Commissioner and returning any Club property, including keys or entry cards.
- b. Dropping out - If a member has not paid dues by March 1, he or she is presumed to have dropped out of the Club, and membership is terminated automatically.
- c. Expulsion - A member shall be expelled only for good cause, as determined by a vote of two-thirds of the officers present at a Board meeting. Good cause for expulsion is defined as follows: a record of acts or conduct which would substantially impair the purposes of the Club, the preservation or maintenance of the property, or the health, safety, or welfare of its intended users. A member is entitled to 30 days' notice in writing of expulsion proceedings against him or her, including the nature of the charges and the names of the parties making such charges, and to a reasonable opportunity to present a defense at a Board meeting. An expelled member may request a review by any governmental agency with authority over the Club.

## **ARTICLE III - BOARD OF DIRECTORS**

**Section 1 - BOARD OF DIRECTORS.** The property and activities of the Club shall be managed by the Board of Directors. The Board shall consist of eighteen officers: President; Vice-President; Secretary; Treasurer; Boathouse Captain; Commissioners of Rowing, Swimming, Handball, Running, Gymnasium, Building, Entertainment, and Membership; four Directors-at-large; and the immediate Past President.

**Section 2 - SELECTION OF OFFICERS.** The President, Vice-President, Secretary, and the four Directors-at-large ("elected officers") are elected by vote of the members as specified in these by-laws. The Treasurer, Boathouse Captain, and the eight Commissioners ("appointed officers") are appointed by the elected officers as specified in these by-laws. The immediate Past President serves ex officio. Once selected, all officers have an equal vote in Board meetings. There shall be no vote by proxy.

**Section 3 - ELECTED OFFICERS.** To be eligible to run for elected office, a member must be in good standing, and must be either a Life member or an Active member who has been a member for at least one year. Each candidate must submit a statement of candidacy to the Election Committee before its announced deadline. No member may be a candidate for more than one office in the same election.

**Section 4 - APPOINTED OFFICERS.** To be considered for appointed office, a member must be in good standing, and must be either a Life member or an Active member of any duration. The appointed officers are chosen by majority vote of the seven newly elected officers as soon as practical after an election.

**Section 5 - POWERS AND DUTIES OF THE BOARD.** The powers and duties of the Board include the following, as limited elsewhere in these by-laws:

- a. To implement, interpret, and propose changes to the by-laws;
- b. To adopt, enforce, interpret, amend, and repeal the rules and policies of the Club;
- c. To impose and enforce fines and penalties against members for violation of the by-laws, rules, or policies;
- d. To propose amounts of annual dues and special assessments for ratification by the membership, and to set fees and fines;
- e. To authorize expenditures on behalf of the Club;
- f. To incur indebtedness binding on the Club;
- g. To select and remove employees of the Club, and to set their compensation;
- h. To select and retain banks, bookkeepers, accountants, collectors, lawyers, and other services;
- i. To join and send delegates to organizations and associations whose purposes do not conflict with these by-laws;
- j. To appoint special committees or individuals for specific purposes;
- k. To remove and replace officers of the Board, and to select a president pro tempore to preside in the absence of both the President and Vice-president;
- l. To keep records of the proceedings of the Club;
- m. To make in writing at each general membership meeting, and at each special membership meeting called for that purpose, a report showing in detail the financial and physical condition of the Club;
- n. To admit, reject, and expel members;
- o. To preserve the Club for future members.

**Section 6 - POWERS AND DUTIES OF INDIVIDUAL OFFICERS.** Each officer has the duty to uphold the by-laws, rules, and policies of the Club, and to submit to the Board on request all money and records of his or her office. Each officer must perform his or her duties in good faith, in such manner that in the reasonable belief of the officer is in the best interests of the Club and with a standard of care that a prudent person would use in similar circumstances. Specific powers and duties of the officers include the following:

- a. President - to preside at all Board meetings and membership meetings; to call special Board meetings and membership meetings; to appoint such committees as may be needed; to attend meetings of any committee as

desired; to execute with the Secretary all documents in the name of the Club; to sign all checks with the Treasurer; to have general supervision over all the affairs of the Club;

- b. Vice-President - to serve in the place of the President in the event of the President's absence or incapacity; to serve on any committees and perform any duties as requested by the President, with the approval of the Board;
- c. Secretary - to have custody of all books, papers, and records of the Club pertaining to this office; to serve notice of Board meetings, membership meetings, and, when requested, committee meetings; to record and distribute the minutes of all such meetings; to maintain the official correspondence of the Club and the Board; to execute with the President all documents in the name of the Club;
- d. Treasurer - to supervise the financial affairs of the Club; to have custody of all of the funds of the Club; to deposit all funds in the name of the Club in the bank or banks designated by the Board; to sign all checks with the President; to make a monthly report to the Board and an annual report to the members of the budget and financial status of the Club; to submit to the Board on request all money and records of the office; to supervise an annual inventory of the Club;
- e. Boathouse Captain - to supervise the purchase, construction, storage, upkeep, and repair of all boats and boating equipment and supplies; to cooperate with the Rowing Commissioner in performing his or her duties;
- f. Rowing Commissioner - to supervise and regulate in a safe manner all matters pertaining to recreational rowing and rowing events and regattas; to cooperate with the Boathouse Captain in performing his or her duties;
- g. Swimming Commissioner - to supervise and regulate in a safe manner all matters pertaining to swimming and swim events; to supervise the purchase, storage, upkeep, and repair of safety equipment related to swimming;
- h. Handball Commissioner - to supervise and regulate in a safe manner all matters pertaining to handball and handball events and tournaments; to supervise the upkeep and repair of the handball courts and equipment;
- i. Running Commissioner - to supervise and regulate in a safe manner all matters pertaining to running and running events;
- j. Gymnasium Commissioner - to supervise and regulate in a safe manner all matters pertaining to the gymnasium; to supervise the purchase, upkeep, and repair of the gymnasium and gym equipment;
- k. Entertainment Commissioner - to supervise and regulate in a safe manner all matters of social activity and entertainment; to supervise the purchase, storage, upkeep, and repair of related equipment, including the cookshack and the bar; to supervise Club rentals;
- l. Building Commissioner - to supervise construction, upkeep, and repair of the clubhouse and its facilities; to keep the Board informed of the status of such construction and repair; to propose long-range plans and priorities for building projects;
- m. Membership Commissioner - to supervise the receipt of all dues, fees, fines, and assessments payable to the Club and to turn such amounts over to the Treasurer promptly upon receipt to keep a complete record of all members showing the name, address, age, starting date of membership, the dates and details of changes from one class of membership to another, the dates and amounts of payments of dues, fees, and assessments; to maintain a record of all locker rentals; to receive and process all application forms, and present to the Board the names of new members; to make a monthly report to the Board and an annual report to the members describing the number and classes of members;
- n. Directors-at-large - to advise and assist the other officers in their respective duties; to serve on any committees and perform any duties as requested by the President, with the approval of the Board;

- o. Past President – to advise and assist other officers in their respective duties; to serve on any committees and perform any duties as requested by the President, with the approval of the Board.

Each officer must coordinate his or her activities with the other officers and provide assistance as needed. The Board will mediate in the event of conflicts between the powers and duties of the officers. Each commissioner, plus the Boathouse Captain, may appoint, with the approval of the Board, an assistant commissioner, a committee, or both to assist him or her with the duties of the office. In the absence of a commissioner, the assistant commissioner may give reports at a Board meeting but may not vote.

**Section 7 - TERMS OF OFFICE.** Elected and ex-officio officers shall serve two-year terms, commencing on January 1 of the year following their election and ending on December 31 of the following year. Appointed officers take office on the day of their appointment, or on January 1, whichever is later. The terms of all appointed officers end on December 31 of the year they took office. Officers may serve an unlimited number of terms except that no one may hold the office of President for more than two consecutive terms.

**Section 8 - ELECTION COMMITTEE.** The Board shall appoint an Election Committee to supervise the election in accordance with these by-laws. The Election Committee shall be responsible for sending the required mailings, reviewing the statements of candidacy, counting the ballots, interpreting the rules, and settling disputes. The Election Committee shall consist of at least three members in good standing who are not candidates in the election. The Election Committee may appoint other officers or members to assist in these duties.

**Section 9 - ELECTION PROCEDURES.** The Election Committee shall observe the following schedule:

- a. Send an announcement of the election, including a call for candidates, to each member no later than October 15;
- b. Set a deadline for receipt of all statements of candidacy no later than November 15;
- c. Send a ballot with the statements of candidacy to each member within one week after the statement deadline;
- d. Set a deadline for receipt of all ballots no later than December 15;
- e. Count the ballots and announce the results within one week after the balloting deadline.

Elections for the offices of President, Secretary and two Directors at Large shall occur in odd-numbered years. Elections for Vice President and the other two Directors at Large shall occur in even-numbered years.

Balloting shall be done by mail or other means, in such a way that allows each member an opportunity to cast a single ballot in a manner that is both secret and verifiable. Only Active, Out-of-Town and Life members in good standing may vote.

**Section 10 - RUN-OFF ELECTIONS SPECIAL SITUATIONS.** Candidates for President, Vice-President, and Secretary must receive at least one-third of the votes cast to be elected. If no candidate receives one-third, there shall be a run-off election between the two candidates who received the most votes. The run-off election shall be conducted in the same manner as the original election. There shall be no minimum plurality and no run-off elections for the offices of Director-at-large. If there is an exact tie for any elected office, it shall be settled by a vote of those officers elected without ties in the original election. If there is still a tie, it shall be decided by the Past President at the time of the original election. If there is no more than one candidate for each elected office, the Election Committee may declare all the candidates to be elected without mailing the ballots. If there is no candidate for a particular elected office, the other newly elected officers shall fill that office by a majority vote among themselves.

**Section 11 - REMOVAL AND REPLACEMENT OF OFFICERS.** The Board may remove an officer from the Board only for good cause, as determined by a vote of two-thirds of the officers present at a Board meeting. Good cause for removal is defined as follows: an abuse of the powers or neglect of the duties of the office, failure to attend two or more consecutive regular Board meetings or termination of membership. The officer to be removed shall be notified of the meeting at which the vote is to take place, so that he or she may present a defense. When an officer has been removed or his or her membership has terminated, the Board may select a replacement by a majority vote of the officers present at a Board meeting. Both the removal and replacement of officers must be ratified by a majority vote of members at the next membership meeting, but the new officer shall begin his or her term on the date of the Board meeting.

**Section 12 - COMPENSATION.** All officers of the Club shall serve without salary or compensation. This provision does not prevent an officer from receiving compensation for work performed for the Club in a capacity other than as an officer.

**Section 13 – CONFLICT OF INTEREST.** No officer may vote on any matter in which he or she directly or indirectly has a financial interest. The Board may not approve any transaction in which any officer has a financial interest unless the Board determines that the transaction is fair and reasonable to the Club and, after reasonable investigation, determines that it could not have obtained a more advantageous arrangement.

## **ARTICLE IV - FINANCES**

**Section 1 - GENERAL FUND.** A General Fund shall be kept to meet current operating and maintenance expenses. Except as provided in Section 4 below, all amounts from annual dues and regular program activity fees and events shall be deposited in this fund. Withdrawals from the General Fund must be approved by a vote of the majority of officers present at a Board meeting.

**Section 2 - SPECIAL FUND.** A Special Fund shall be kept to meet expenses beyond current operating and maintenance expenses, including improvement or additions to Club structures and equipment. All amounts from locker rental fees, initiation fees, other fees and fines, Club rentals, special assessments and major public events sponsored by the Club and approved by the Board, shall be deposited in this fund. Withdrawals from the Special Fund must be approved by a vote of two-thirds of the officers present at a Board meeting.

**Section 3 - RESERVE FUND.** A Reserve Fund shall be kept in a prudent amount as recommended by the Treasurer and approved by the Board to meet unanticipated operating and maintenance expenses and unanticipated improvement expenditures. Monies in the Reserve Fund may be used in the event of shortfalls in the General Fund or Special Fund. The Reserve Fund shall be funded from annual operating surpluses in the General Fund. Withdrawals from the Reserve Fund must be approved by a vote of two-thirds of the officers present at a Board meeting.

**Section 4. INTER-FUND LOANS.** In the event that monies in the General Fund, Special Fund and Reserve Fund are insufficient for their respective purposes, the Board, by two-thirds votes of the officers present at a Board meeting, may authorize an inter-fund loan.

**Section 5 - ANNUAL DUES.** The amount of the annual dues shall be proposed from time to time by vote of a majority of officers present at a Board meeting. Increases in annual dues must be ratified by a majority vote of members present at the next membership meeting, and they shall not be put into effect until the following January 1. Annual dues shall generally be limited to the amount necessary to meet the Club's current operating expenses and to maintain and preserve the property and equipment in a safe and efficient manner in accordance with these by-laws. However, if prudent operation and maintenance provide a surplus, or if the members vote a dues increase to fund improvements, the Board may, by majority vote, transfer moneys from the General Fund to the Special Fund to finance improvements or additions to Club structures and equipment.

**Section 6- FEES AND FINES -** The Board shall set the amounts of all fees and fines, including initiation fees, locker fees, fees for renting the facilities, and fines for damaging Club property or violating Club rules or policies. The Board may set a lower initiation fee for past members who are rejoining the Club. Amounts of fees and fines do not require ratification by the members.

**Section 7 - SPECIAL ASSESSMENTS.** The Board may assess all members an amount needed to meet a financial emergency. Such special assessment must be approved by two-thirds of the officers present at a Board meeting. The assessment must then be ratified by two-thirds of members present at the next membership meeting, and it shall not be put into effect until it has been ratified. Members shall be given the option of resigning from the Club before being obligated to pay a special assessment.

**Section 8 - AUTHORIZATION OF EXPENSES, BUDGETS AND WITHDRAWALS.** Neither any member of the Club nor any officer of the Board is permitted to obligate the Club to pay for any expense or to incur any financial obligation on behalf of the Club without the express approval and authorization of the Board. The Board may allocate budget amounts in advance to certain officers to be used to operate certain programs; expenses paid out of such budgets must have specific approval by the Board, but the Board may revoke the authority to spend such budgets at any time. Each major sporting and entertainment event held at the Club shall have a budget to be approved in advance by the Board. Budgets for a particular purpose shall lapse at the end of each year, and must be re-authorized by the succeeding Board, unless such project was approved by the members at a general or special membership meeting. Notwithstanding the foregoing, the President, Treasurer and two elected officers may authorize expenditures to address unforeseen emergencies in circumstances requiring immediate action that cannot reasonably wait until the next Board meeting. Any checks, wire transfers or other forms of withdrawal from the General Fund, Special Fund or Reserve Fund shall be

executed by the Treasurer and the President. The President may designate the Past President or other elected officer as an additional signatory.

**Section 9 – FISCAL YEAR.** The fiscal year of the Club shall end on December 31.

## **ARTICLE V - CONTROL OF CLUB AFFAIRS**

**Section 1 - RULES AND POLICIES.** The Board shall maintain a set of written rules and policies for the management of the Club and the conduct of its affairs in accordance with these by-laws and all relevant leases, laws, and governmental regulations. Except as provided in these by-laws, a majority vote at a Board meeting is required to adopt, interpret, amend, or repeal such rules or policies.

**Section 2 - MEMBERSHIP MEETINGS.** Regular meetings of the Club membership shall be held at least once a year. Special membership meetings may be called for a specific purpose by the Board. Membership meetings are held to ratify certain actions of the Board, as specified in these by-laws. All members must be notified at least two weeks in advance of the time and location and purpose of any membership meeting. The number of members present at a membership meeting shall constitute a quorum except in the case of proposed dues increases or assessments in which case at least twenty-five members will constitute a quorum. No proxy voting shall be allowed.

**Section 3 - BOARD MEETINGS.** Regular meetings of the Board shall be held at least once a month according to a schedule distributed to all members. Special meetings of the Board may be called by the President or by any four officers. All officers must be notified at least two weeks in advance of a special Board meeting, unless the special Board meeting is announced at a regular Board meeting. Nine officers constitute a quorum at any Board meeting. The Board may vote on the parliamentary procedures to be used at Board meetings. The Board may vote to close all or part of a Board meeting to non-officers.

**Section 4 - AMENDMENTS TO BY-LAWS.** Amendments to the by-laws must be proposed by the Board, and then ratified by a majority vote of the members present at any regular membership meeting, or at any special membership meeting called for that purpose. A description of the proposed amendments must be given to all members at least two weeks in advance of the meeting.

**Section 5 - NEWSLETTER.** The Board shall publish and send to all members a regular newsletter. The Board may designate a newsletter editor to oversee the production of the newsletter.

**Section 6. WEBSITE.** The Board shall maintain a website that contains accurate information about the Club and its activities, including Club by-laws, rules and policies, and a membership application. The Board may designate a webmaster to manage the website. The webmaster shall be the sole individual who may add, remove or modify any content on the website. The webmaster shall act at the direction of the Board and the individual Commissioners with respect to content relating to their programs.

**Section 7. NOTICES.** Timely publication in the newsletter or website shall be considered adequate notice of Board and membership meetings, elections, changes in rules and policies, due dates, delinquencies, and other information of concern to members. Where these means of publication are used, notices shall also be posted prominently throughout the Club.