

BYLAWS
of the
NORTHWEST ROWING COUNCIL
a Washington Nonprofit Corporation

I. Name

The name of this organization shall be the Northwest Rowing Council (Council).

II. Purpose

The purpose of the Council is to develop participation in and create opportunities for rowing.

III. Membership

Section 1: Membership in the Council is open to all current institutional members of US Rowing within the states of Alaska, Idaho Oregon, Washington or Wyoming. Membership in the Council is automatic. A member can withdraw membership to the Council in writing or at a Board meeting.

Section 2: Membership shall not be denied to any institutional member qualified in Section 1.

Section 3: "Licensed Referees" shall be considered an institution for the purposes of these bylaws. It is the member's sole responsibility to keep their contact information current in order to receive communication from the Council.

Section 4: Only individuals who are current members of a Council member/institution in good standing may serve on the Council Board.

IV. Dues and Fees

Dues if any and fees shall be determined by the Board at its discretion.

V. Meetings

The Board shall set the date, time and place for meetings.

Section 1: Annual Meeting

The Council shall hold its annual meeting in November each year and an additional meeting shall be held in January or February.

Election of Board Members and Officers shall take place in the November annual meeting along with conducting business as needed.

Section 2: Special Council Meetings

Special meetings may be called as necessary following notification from the Secretary at least 10 (ten) days prior to the meeting and shall be announced to members in good standing. Any 10 members or the Board may call for a special meeting of the Council.

Section 3: Board Meetings

Board meetings may be called by the Board as needed. Attendance of more than 50% of the Board shall constitute a quorum.

VI. Voting

Voting shall be conducted at regular meetings or other scheduled meetings of the Council, or can also be conducted in writing outside of a Council meeting.

For the purposes of voting in Council meetings, each member shall have two votes. Votes shall be cast by members of said organization who are qualified Council members in attendance. In addition, members not in attendance will have 48 hours after the posting of the Council minutes on the Council website to vote by email on any issue voted on at the Council meeting.

For the purposes of voting, competitors regularly entered as "Independent" in local regattas shall collectively shall be considered as a club and have no more than two votes at any meeting of the Council. For the

purposes of voting, licensed USRowing Referees shall collectively be considered as a club and have one vote at any meeting of the Council.

Voting by the Council may be conducted outside of a Council meeting in written or electronic form. The rules and policies governing voting by the Council outside of a meeting shall be determined by the Board.

VII. Board of Directors

Section 1: The Board of Directors of the Council shall consist of individuals. In even numbered years at the annual meeting in November, the Council shall elect one individual from the Junior and Open standing committees listed in Section 3 together with two "at large" directors. In odd numbered years at the annual meeting in November, the Council shall elect one individual from the Masters and Collegiate standing committees listed in Section 3 together with one "at large" director. The term of office shall be two years. All seven directors shall be seated in the initial election. Initial one year terms shall be set for the odd year Board positions. All terms of office shall commence immediately following the November meeting each year. Any vacancies shall be filled by a simple majority vote of the Board.

Section 2: Board members shall be limited to three consecutive terms. After being off the Board for at least one year, a member could be elected anew and serve for three additional terms.

Section 3: Standing Committees from which board positions are filled:

- Junior Committee (One board position)
- Collegiate Committee (One board position)
- Open Committee (One board position)
- Masters Committee (One board position)
- At Large (Three board positions)

Section 4: The Board of Directors shall enforce the bylaws of this organization. It shall assist the President to define committee duties as the need arises, provide for raising of funds and submit to the membership an annual budget and written report encapsulating the status of all Council projects underway and the year's accomplishments.

Section 5: Board actions require a simple majority vote of a quorum in favor of the motion at any Board meeting, or a unanimous vote in written or electronic form outside of a Board meeting.

VIII. Quorum: A quorum of the Council members at a regularly scheduled Council meeting shall be 15 voting members in good standing. A quorum of the Board shall be a simple majority of the current Board members.

IX. Executive Committee

Section 1: The Executive Committee of the Council:

Elected Officers of the Council and ex officio members shall make up the Executive Committee. Ex officio members shall include a USRA NW Programs Coordinator. Ex officio members shall not have voting privileges on the Executive Committee.

Section 2: The Executive Committee shall have the full power and authority to act on behalf of the Board of Directors by unanimous vote. If the vote is not unanimous, the decision must go to the full Board for a decision. The full Board may always rescind, modify or reaffirm any action of the Executive Committee by a simple majority vote.

X. Officers

Elected officers of the Council shall consist of:

President: The President shall preside at all Council meetings. The President or his/her designee is the official representative of the Council. The President will enforce these Bylaws, sign all contracts and other written documents. The President is an ex-officio member of all Committees and will supervise all the affairs of the Council. Any single term of his/her office shall not exceed 2 consecutive calendar years.

Vice-President: The Vice-President will assist the President and act as President in his/her absence. Further he/she shall assist the President in coordinating activities of the Council. The Vice-President shall become President whenever the Presidential office is vacated until a new President is elected.

Secretary: The Secretary will be present at all Council meetings or appoint a Temporary Secretary to take his/her place if he/she is unable to attend. The Secretary will maintain an official Council roster which shall

list required membership information. The Secretary will be custodian of all official Council documents and papers. The Secretary will post the minutes from any Council meeting within 48 hours.

Treasurer: The Treasurer will keep accurate records of moneys and give a report at all regular meetings. The Treasurer together with the President will be responsible for paying all approved debts as they are accrued. The Treasurer will collect and deposit any donations, fees or dues. The Treasurer shall develop and propose an annual budget to the membership. The fiscal year of the Council shall end on December 31.

Officers of the Northwest Rowing Council shall be elected by the voting members of the Council from the filled Board positions. Any Council Member may be present at any Executive or Board meeting but without voting privileges.

XI. Elections

The Board may create a Nominations Committee to identify, recruit and nominate qualified individuals to fill Board positions as various terms of office expire. The Nominating Committee may put forth candidates for a vacancy after consultation with the appropriate committee. Nominations for the Board will also be allowed from the floor at the time of elections.

The nominee receiving the most votes shall be elected to the Board with an exception for the At Large members where the individual/s receiving the most "At Large" votes shall be elected.

Voting for seats on the Board of Directors is done by member organizations.

XII. Standing Committees, Special Committees and Appointments

Standing Committees of this organization may include but are not limited to:

- Junior Committee(s)
- Collegiate Committee(s)
- Open Committee(s)
- Masters Committee(s)
- Executive Committee

Special Committees of this organization may include but are not limited to:

- Nominating Committee
- Regatta Services Committee
- Communications Committee

Special Committees shall be created and/or dissolved by the Board as the need may from time to time arise.

All Standing and Special Committee chairpersons shall be appointed by the various committees. All committee chairpersons shall keep written records of committee activities completed, underway and proposed detailing processes and outcomes. These records should be arranged in portfolio style and made available for use as a guide to provide continuity of activities in subsequent projects and programs. Each committee chairperson shall also submit a written report to the Board at the end of each year summarizing the year's activities and accomplishments.

XIII. Capital Property

The legal title of all property and assets of Council shall be in the name of Council and shall be used for the benefit of members in good standing. Use of Council property shall be under the direction of the Board. In the event that this Council is dissolved all capital property shall be distributed to various rowing programs as directed by the Board of Directors.

XIV. Ratification and Amendment

Amendments to these Bylaws shall be presented in writing to the membership 14 days prior to any legally constituted annual or other special council meeting. A two thirds majority vote of members in good standing who are in attendance is necessary for adoption.

Date: _____

Jennifer Simon, President