

BY-LAWS
OF
THE SAN DIEGO ROWING CLUB
A California Non-Profit Corporation

ARTICLE I
OFFICERS AND DIRECTORS

Section 1. OFFICERS. The officers of this club shall consist of a President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Captain and three Lieutenants.

Section 2. TERM OF OFFICE. The term of office for all officers shall be one year or until their successors are elected and installed.

Section 3. QUALIFICATION FOR OFFICE. Any member eligible to vote in accordance with these by-laws, in current good standing and a resident of San Diego County shall be eligible for nomination and election to office. Up to one member of the Board of Directors may be a non-member parent of a member in good standing who is under 18 years of age.

Section 4. BOARD OF DIRECTORS. The corporate powers and operation of this Club shall be vested in the Board of Directors which shall consist of the officers elected and installed at the annual meeting of the members, and their term of office shall continue until their successors are elected and installed. Five officers shall constitute a quorum for the transaction of business. The Board shall meet once a month for general club business and special meetings may be called by the President or any two Directors. Any vacancy in the Board of Directors shall be filled by appointment by the remaining Directors and the person so appointed shall serve until the next annual meeting of the members.

The Board shall have the power to call special meetings of the members, and they shall call such meeting at any time upon the written request of 25% of the voting members.

The Board has the power to conduct, manage and control the affairs and business of the Club, including the setting of dues and other fees, and shall have entire control of its property. The Board shall authorize all expenditures and other indebtedness that may become binding on the Club. Any document, legally or financially obligating the Club, that has been approved by the Board, shall be signed by the President and Secretary.

The Board shall have the power to make such rules and regulations, consistent with these By-Laws, as it shall deem necessary or expedient. The Board shall have the power to construe the By-Laws and rules of the Club and the Board's decision shall be final. The Board shall have the power to declare vacant the office of any Director who absents himself from three consecutive meetings of the Board, unless the Director shall have first received permission from the Board or the President.

The Board has the authority to act upon any application for membership.

Section 5. THE PRESIDENT. The President shall have the responsibility for overall supervision of the Club's activities, Club's officers, committee chairmen and employees. He shall preside over all meetings of the members and Directors, and shall have the tie breaking vote if necessary. He shall sign all contracts and other written instruments which have been approved by the Board of Directors. The President or any two Directors may call a special meeting of the Board of Directors, provided a personally delivered, telephonic, electronic mail or mailed notice is given to the Board members. The President shall have the authority to appoint committees as necessary and shall submit these appointments to the Board for approval.

Section 6. VICE-PRESIDENTS. The 1st Vice-President, in the absence or inability of the President, shall exercise and perform each and all of the powers and duties of the President. The 2nd Vice-President, in the absence or inability of both the President and 1st Vice-President, shall exercise and perform each and all of the powers and duties of the President.

Section 7. SECRETARY. It shall be the duty of the Secretary to keep proper records of the meetings of the Board of Directors and its members. He shall have custody of all non-financial records and papers of the Club and of the corporate seal. The Secretary shall post a copy of the minutes of Board meetings on the bulletin board and distribute a copy to each Board member, along with a copy of the agenda for the next Board meeting. This shall be done on a timely basis.

Section 8. TREASURER. The Treasurer shall have control of all operating funds of the Club and shall present a monthly financial operating statement at the Board meetings.

The Treasurer shall also insure the preparation, submission and payment of all legally required financial documents and obligations, such as taxes and tax returns, license fees and other fees and expenses. The Treasurer shall submit to the Board of Directors an annual budget prior to the January Board meeting covering the next calendar year.

The Treasurer will maintain a record of membership dues paid, invoice Club members for their dues, apprise the President of those members who are delinquent in their dues, and carry out the President's instructions (subject to Board approval) regarding delinquencies.

Section 9. CAPTAIN. The Captain shall have charge of all regattas and other Club athletic events, competitions, lessons, equipment and boat transportation, stowage and care.

Section 10. LIEUTENANTS. It shall be the duty of the Lieutenants to assist the Captain as directed and in the Captains absence to act with the Captain's authority.

Section 11. CLUB EMPLOYEES. The Club shall employ such persons as are deemed necessary by the Board of Directors for the operation of Club facilities. Potential employees shall be interviewed and selected by the President (or a designated representative) with approval of the Board. Appropriate job descriptions shall be prepared and maintained. Compensation shall be determined by the Board. Employees will be supervised by the President. Complaints or suggestions regarding employees will be taken to the President, not to the employees.

Section 12. REPORTS OF OFFICERS. It shall be the duty of the President, Treasurer, Captain and selected committee chairmen to present at the annual meeting of the membership written statements covering their respective activities during the preceding year, embodying such recommendations as in their judgment are for the best interests of the Club. These reports shall be presented to the Secretary for inclusion in the minutes of the annual membership meeting.

Section 13. SIGNATURE REQUIREMENTS. All checks written on any of the Club's checking accounts and any of the Club's savings accounts shall be only in furtherance of the Club's business and shall require the signatures of two of the following: 1. Club President, 2. Club Treasurer, 3. Club Secretary, 4. Club Captain, 5. Board member selected by a unanimous vote of the Board, 6. One SDRC staff member selected by a unanimous vote of the Board. A Staff member authorized to sign checks is restricted to checks less than \$1,000.

ARTICLE II

MEMBERSHIP: RIGHTS AND OBLIGATIONS

Section 1. MEMBERSHIP ELIGIBILITY. Memberships are open to all those persons having an interest in rowing. Membership dues and other fees will be set by the Board of Directors. All members will have access to the Board of Directors to discuss Club issues.

Section 2. MEMBERSHIP CATEGORIES. The Board of Directors may, in its discretion, create such categories of memberships as they may, from time to time, deem appropriate. The types of memberships so created shall be posted on the boathouse bulletin board.

Section 3. VOTING RIGHTS. Voting privileges are granted only to members in good standing 18 years of age and over. Junior members in good standing may vote after one year continuous membership. Members “in good standing” are those members not in arrears in their dues, fees or assessments and otherwise eligible to vote.

Section 4. LIABILITY FOR DAMAGE OR LOSS OF CLUB PROPERTY. Any member who shall damage, injure or lose any Club property shall pay the amount assessed therefor by the Board of Directors, within such time as the Board may designate, and during such time the Board may suspend such member from any or all privileges of the Club, and the amount so assessed shall constitute a debt to the Club in accordance with existing Club Boat Use Policies.

Section 5. LEAVE OF ABSENCE. The Board of Directors, in its discretion, may grant a leave of absence to any member in good standing (dues, fees and assessments paid up) who has a valid reason.

ARTICLE III

MEETINGS, GENERAL AND SPECIAL

Section 1. ANNUAL MEETING OF MEMBERS. The annual meeting of the membership shall be held during the month of February of each year at a time, date and place set by the Board. Twenty % percent of members eligible to vote shall constitute a quorum for the transaction of business. Notice of the annual meeting shall be given to each member by a written or printed notice mailed to the last known address of each member as appears on the membership list at least twenty days before such annual meeting. Voting privileges will be limited to members in good standing (as defined in Article II, Section 3).

Section 2. ORDER OF BUSINESS. The order of business shall be:

1. Roll Call and call for proxies (quorum count);
2. Minutes of previous meeting;
3. Reports of Officers;
4. Reports of Committees;
5. Unfinished Business;
6. Election of Temporary Chairman;
7. Election of Officers (ballot);
8. New Business;
9. Adjournment.

Section 3. SPECIAL MEETING OF MEMBERS. Special meetings shall be called as provided in Article I, Section 4. Notice of such meetings shall be given in the same manner as for an annual meeting. Twenty % percent of members in good standing shall constitute a quorum. Such meetings shall normally be held at the clubhouse and the notices therefor shall specify the purposes of the meetings as well as the date, time and place for holding same. Any business not so specified may not be transacted at any such meeting.

Section 4. PROXIES. Every member entitled to vote may authorize another eligible voting member to act as his proxy at a meeting. Such proxies must be filed with the Secretary of the Club prior to commencement of the meeting to which it pertains. No proxy shall be valid after the expiration of eleven months from the date of its execution. Every proxy shall be revocable at the pleasure of the person executing it prior to the vote pursuant thereto. A “proxy” shall mean a written authorization signed by a member giving another person or persons power to vote with respect to the business of the meeting, and “signed” means the placing of such member’s name on the proxy, whether by manual signature or electronic mail by such member.

Section 5. VOTES NECESSARY TO ELECT. In all elections, a plurality shall elect. In case of two or more candidates receiving an equal number of votes, a second ballot shall be taken to choose among these candidates, no others, and the candidate receiving the greatest number of votes shall be declared elected.

Section 6. ADJOURNMENT. If at any meeting or special meeting of the membership there is not a quorum present (including proxies), those present may adjourn until a quorum is secured. If any meeting of the membership is unable to complete its business for any reason, an adjournment or adjournments may be taken from time to time until such business shall be fully completed.

ARTICLE IV

COMMITTEES

Section 1. NOMINATING COMMITTEE. The Nominating Committee of three persons appointed by the President and approved by the Board shall, in January of each year, nominate and submit to the Board a slate of officers for the Club for the ensuing year. This slate is to be printed and circulated to all members. Nothing shall preclude nominations from the floor by members in good standing following the presentation of the slate at the annual meeting.

Section 2. FINANCE COMMITTEE. The Club business and financial records shall be reviewed annually by a Finance Committee. The Finance Committee shall consist of the

Treasurer and two other members, at least one of whom is not on the Board, appointed by the President and approved by the Board. A report shall be submitted in writing to the Board by January 31 of each year.

Section 3. INVESTMENT COMMITTEE. The investment Committee shall oversee the Club's long term investment funds. The Investment committee shall consist of three persons including the Treasurer and two other members who have basic understanding of investment practices and financial products. Nothing herein shall preclude members of this committee from also serving on the Finance Committee. This Committee shall report annually (or more often, if requested) to the Board at its regular meetings, and to the general membership at the annual meeting.

The objectives of the Investment Committee are, in order, the administration of restricted gifts in accordance with the written intentions of the donor or testator, the preservation of capital and the augmentation of the funds. As required, a determination will be made by the Board of Directors as to the need to transfer funds between operating and investment funds. The Club's operating funds should come from current revenues and the capital budget if needed; investment income to be used only in special cases and only in accordance with and gift restrictions.

Section 4. MEMBERSHIP COMMITTEE. The Membership Committee shall maintain a membership listing containing names, current addresses, telephones numbers, and email addresses. The Membership Committee shall have primary responsibility for the recruitment and indoctrination of new members.

ARTICLE V

REPEAL OR ADMENDMENT OF BY-LAWS

These By-Laws may be repealed or amended, or new By-Laws adopted in their place, at the annual meeting of the membership or at any meeting called for that purpose provided that the proposed amendment(s) or the new By-Laws be in writing and be carried by a two-thirds majority of the membership present at any such meeting. These By-Laws may also be repealed or amended, or new By-Laws adopted in their place, by the consent of the two thirds of the total membership without any meeting.

ARTICLE VI

SEAL

The Club shall have a common seal consisting of a circle having on its circumference the words, "*San Diego Rowing Club, Incorporated*" and an impression showing an oarsman in a boat.

ARTICLE VII

CONSTRUCTIVE KNOWLEDGE OF BY-LAWS

All members shall be deemed to have knowledge of the By-Laws and no member shall be allowed to plead ignorance of these By-Laws or any existing rule of the Club or any rule hereafter adopted which shall have been posted in the clubhouse for a period of ten days. All members shall acquaint themselves with these By-Laws, which will be available at the clubhouse, and all rules and regulations of the Club and conform strictly thereto.

ARTICLE VIII

BY-LAWS EFFECTIVE DATE

These By-Laws shall go into effect on February 9, 2013 and shall constitute the By-Laws of this Club from that date. Further, These By-Laws shall supersede and repeal all prior By-Laws of the San Diego Rowing Club, Incorporated.

CERTIFICATE BY SECRETARY OF ADOPTION BY MEMBERSHIP VOTE.

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the San Diego Rowing Club, Incorporated and that the above and foregoing revised Code of By-Laws was submitted to the membership at their annual meeting held on February 9th, 2013 and recorded in the minutes thereof, was ratified by the vote of the members entitled to exercise two thirds of the voting power of those present at said meeting.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of February, 2013.

Ed Parrish, Secretary