

By Laws of Frisco Rowing Center at Lake Dillon

ARTICLE I.

Name and Address The name of this club shall be Frisco Rowing Center and its principal address shall be PO Box 4541 Frisco, Colorado 80443

The location of the Frisco Rowing Center is the Frisco Bay Marina, Frisco, Colorado

ARTICLE II.

Objective The objective of this organization, Frisco Rowing Center to educate and provide the opportunity for people to experience the sport of rowing. We believe the sport of rowing enhances health, and longevity. It provides unique abilities to promote personal and community growth through teamwork, discipline, coordination skills, and physical fitness.

There is no residency requirement, and FRC does not discriminate on the basis of race, sexual orientation, color, nationality, or ethnic origin.

ARTICLE III.

Membership The club shall consist of the following classes of members.

Life Members.

Life membership shall generally be reserved for the purpose of honoring persons who shall have been of lasting and outstanding service to the club or to the sport of rowing. It shall not be awarded as compensation for specific services rendered. Life members shall have all the rights all privileges and responsibilities of senior members, but shall not be liable for any dues and fees. A person shall be elected to life membership only by unanimous vote of the Membership Committee and the Board of Directors present at the meeting at which membership is proposed. A nomination for life membership may be submitted by any senior member.

Senior Members.

Any person who shall have attained the age of eighteen years and have paid their yearly dues, completed an application, and signed waiver forms shall be eligible for senior membership. Senior members are entitled to use FRC facilities and equipment and are also expected to follow the FRC policies. Senior members may hold office in the club and shall be entitled to cast one vote at any meeting of the club. Members must abide by the rules of the organization with regard to safety and boat usage.

Junior Members.

In order to provide the opportunity for younger persons to engage in rowing under the supervision of club members, any person under the age of eighteen may be eligible for junior members as a guest of a senior member. Junior members must be under the supervision of the host member or an approved coach. A junior member may not hold office in the club and shall have no vote.

Family Membership.

Any senior or provisional member with a spouse, or with children under the age of 18, or 22, if a full-time student with an interest in rowing, may apply for a family membership.

Program Membership.

The purpose of this membership shall be for enabling individuals and groups to participate in competitive training programs offered by the Club. The terms of Program Membership, including privileges and fees shall be determined by the Board of Directors. Program members are not eligible to vote in club elections and are not a factor in determining quorum for club elections or votes.

ARTICLE IV. Board of Directors and Officers

1. Unless otherwise directed by the membership or otherwise specified by the By-Laws, all matters of governance of the Club in every respect shall be determined by the Board of Directors including without limitation the setting of dues, fees, assessments and numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the discipline of members and all other matters incident to successful continuation of the Club into the future in accordance with its objectives. A decision of the Board of Directors may be overruled only by a vote of two-thirds of the members present at a meeting called for that purpose on two weeks notice. At such a meeting each member of the Board of Directors shall have one vote on the issue in question.
2. The Board of Directors shall consist of Five (5) senior members and shall serve for a term of one year and until successors are duly elected. A board member may also be an officer of the club.
3. Terms. The President, Vice-President, Secretary, Treasurer, and Captain shall take office immediately upon their election at the annual meeting and shall serve for a term of one year and until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term by the Board of Directors.
4. **President.** The President shall be the chief officer of the club and shall preside at meetings of the club and of the Board of Directors. The president shall be a member ex-officio of all committees. S/he shall communicate to the club such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the club, and shall perform such other duties as necessary incident to the office.
5. **Vice President.** The Vice President shall perform all duties of the president during the absence of the president.
6. **Secretary.** The Secretary shall issue all notices, keep a record of the meetings of other members of the club, the proceedings of the Board of Directors and of other matters concerning which a record shall at all reasonable times be open to the inspection of any senior member of the club. The Secretary shall conduct all correspondence pertaining to the office.
7. **Treasurer.** The Treasurer shall keep an account of all monies received and expended for use of the club and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited by him in a bank or banks approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the president. Funds may be drawn only on the signature of the treasurer. The duties of the treasurer, under the approval of the Board of Directors, may be delegated to an assistant treasurer. The funds, books, and vouchers in his hands shall at all times be subject to verification and inspection by the elective officers of the club. At the expiration of his term of office, the treasurer shall deliver to the successor all books, money, and other property of the club. All individual expenditures over \$100 must be approved by the board of directors.
8. **Captain.** "The Captain shall have charge of the Club's boats and the placement of members' boats and their use and storage under the direction of the Board of Directors, shall see that proper repairs are made and equipment furnished, and shall enforce the rules of the club relating thereto. The captain shall have charge of, and administer the FRC "Captains Test" which is to demonstrate a members basic competency in FRC rules and practices, rowing/boat handling skills, water safety

and emergency procedures. The captain may select an interim or co-captain if necessary. The captain will not be considered responsible for any damages, FRC rules/bylaws infractions or accidents prior to, during, or after the completion of the "Captains Test" by any FRC member or guest.

ARTICLE V. Election of Officers and Board of Directors

1. The elections of Club Officers and Board Members shall take place annually at the time and place set by the Board of Directors. Only senior members shall be entitled to vote. At the expiration of an officer or board member's term, if a successor cannot be elected for any reason, the existing officer or board member shall continue to hold office and begin serving another term until his or her successor is elected to fill the remainder of such new term, or he or she resigns.
2. An officer may be removed from office only by a majority vote of the Board of Directors, followed by a two-thirds vote of the members present or by proxy at a meeting specifically called for such purpose on two weeks notice. The person charged shall have no vote on such issue.
3. Nominations for officers and board members will be taken from senior members at the time of the election

ARTICLE VI. Meetings

1. The Board of Directors will set time and place of membership meetings and notify members of the meeting not less than 2 weeks prior to the meeting. The membership of the club will meet not less than one time per year. The presence of not less than ten percent (10%) of the membership in person or by proxy. shall constitute a quorum.
2. The President may at any time, and upon the request of eight senior members, the secretary shall call a special meeting with two weeks notice to the membership.
3. Notice of meetings of the Board of Directors shall be given to Board members at least 3 days prior to the meeting. Notice shall be given in person, email or telephone.
4. Regular meetings of the Board of Directors shall be held at such times, place and hour as may be fixed by the Board. The Board may set a schedule of regular meetings by resolution, and no further notice is necessary to constitute regular meetings. The Board of Director of the club will meet not less than one time per year. Three members of the Board of Directors shall constitute a quorum.
5. The Directors shall have the right to take any action in the absence of a meeting, which they could otherwise have taken at a meeting, by obtaining the written vote of all of the directors, with at least a majority of the directors approving the action. The secretary shall file the written votes with the minutes of the meetings of the Board of Directors. Any action taken under this section (5) shall have the same effect as though taken at a meeting of the Board of Directors.
6. Meetings are not required to be held in accordance with Robert's Rules of Order.

ARTICLE VII. Committees

Committees may be established from time to time by the Board of Directors.

ARTICLE VIII. Liabilities

Nothing herein shall constitute members of the club as partner for any purpose. No member, officer, agent, contractor, or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the club. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these By-Laws, excepting only acts or omissions arising out of his/her willful malfeasance.

ARTICLE IX. Notification, Proxy and Communication

1. All notices of membership meetings will be posted on the Club's website and may also be sent to member's email if the member has submitted their email address to the secretary.
2. Proxies may be transferred in hard copy or via email and the secretary will keep record of the proxies and note them for all membership votes.
3. The board may submit specific matter requiring a vote by email to the membership, and the question thus presented, shall be determined according to a majority of the votes received by email within two weeks after such submissions to the membership. Action taken in this manner shall be as effective as action at a duly called meeting.

ARTICLE X. Expulsion

If any member shall be charged by any other member, in writing addressed to the Board of Directors or any member thereof, with conduct injurious to the good order, peace, or interest of the Club, such as sexual or verbal abuse, or at variance with the requirements of the By-Laws, the Board of Directors shall there-upon inform the member charged in writing. If upon inquiry the Board of Directors shall be satisfied of the truth of the charge, and that the same demands such action, the Board of Directors shall request the charged member to resign, and if such charged member declines to do so, shall refer the matter to a regular or special meeting (notice of the purpose of which shall be given to the membership two weeks in advance of such meeting), and the club, after the presentation of the case, and hearing the person so charged if such person desires to be heard, may proceed to expel such person. A motion for expulsion shall be decided on a secret ballot, and the vote of two-thirds of the members present shall be necessary to expel. The person charged shall have no vote on such issue.

ARTICLE XI. Amendment

Articles of these By-Laws (except Article XII) maybe amended, altered, repealed or added to by an affirmative vote of ten percent (10%) of the members.

ARTICLE XII Dissolution

The Center shall not be dissolved or the holdings of the Center disposed of as long as ten members in good standing are willing to contribute, and this article with respect of dissolution shall not be altered or amended unless by an unanimous vote of all the members present at a regular or special meeting, provided that due and sufficient notice of the purpose of such meeting be mailed to each member not less than 30 days prior to the date of such meeting. In the event of dissolution of the club pursuant to laws of these By-Laws, the remaining assets of the club shall be given to the Town of Frisco.