

By-Laws for the Holston Rowing Club

Revised July 2018

These by-laws are intended solely for the purpose of retaining a permanent record of procedures and rules practiced by the Holston Rowing Club (HRC). These are to be regarded as guidelines for the use of the organization, its members and successors (please see the Constitution for the Holston Rowing Club for official rules and procedures). A copy of these by-laws are to be kept by the team secretary and must be read by members and officers once a year, at which point revisions should be discussed. After being reviewed and discussed, any proposed changes should be made, the by-laws updated and then retained for the club's permanent record.

ARTICLE I OFFICES

- I. The principal office of the Holston Rowing Club is at 2137 Heatherly Road, Kingsport, Tennessee. The said principal office may be changed at any time by appropriate resolution of the Board of Directors. The corporation may have offices and places of business at such other places within or without the State of Tennessee as the Board of Directors may determine.
- II. The name and address of the registered agent and the registered office of the corporation are:

Joel Vincent
2137 Heatherly Road
Kingsport, TN 37660

ARTICLE II MEMBERS

- III. Members of the club consist of community members who are joined by a common interest in rowing.
 - a. Requirements for membership. Applicants for membership must have:
 - i. Paid all current dues and assessments. Under certain circumstances, the board may reduce membership fee requirements for a member who it deems has given extraordinary service to the club.
 - ii. Successfully completed the course of instruction in rowing or sculling offered by the HRC, or an equivalent course of instruction.
 - iii. Received a copy of the safety rules and regulations sanctioned by the Safety Committee of the HRC and agreed to abide by them;
 - iv. Agreed to assume a fair share of the volunteer work necessary to maintain the boathouse and equipment
- IV. Annual Meeting of the members. An annual meeting of the members of the corporation shall be held in April at a place convenient to members. Notice shall be by e-mail at least one week before the date of the meeting. If the

meeting cannot be held in the month above, the President may set another date as soon thereafter as practical. At the annual meeting the members shall elect directors for the coming year.

- V. Other meetings of the members may be held as needed on the call of the President, or in his absence on the call of any director. Notice shall be by e-mail with at least one week's notice.
- VI. Quorum. A quorum shall constitute 20% of the community membership.

ARTICLE III BOARD of DIRECTORS

- I. Number and Qualifications. The number of directors shall be determined by vote of community members present at the annual meeting, according to the needs of the club, and they shall be chosen by ballot at each annual meeting of the membership. Directors shall be chosen from the community members of the corporation, shall be qualified in rowing and sculling, but need not be residents of Tennessee. In no event shall the number of directors chosen from the community members be less than three.
- II. Tenure. Each director shall serve a term of two years.
- III. Powers of Directors. The board of directors shall have the entire management of the affairs of the corporation. In the management and control of the property and affairs of the corporation, the board of directors is hereby vested with all the powers possessed by the corporation itself, so far as this delegation of authority is consistent with the laws of the State of Tennessee, with the charter of this corporation, and with these by-laws.
- IV. Annual meeting of the Board of Directors. Immediately following the annual meeting of the members of the corporation, the Board of Directors shall hold its annual meeting for the election of officers.
- V. Regular meetings of the board of directors shall be held once in each calendar quarter of the year, at times and places specified by resolution of the Board, and if so specified no further notice of meeting dates shall be required. Reports of the safety committee, training committee, and such other committees as the Board of Directors may appoint shall be received at these regular meetings.
- VI. Special meetings of the Board of Directors may be held at any time and place when called by the President, or in his absence by any member of the Board. Notice of special meetings may be by e-mail or telephone at least one week before the date of the meeting. Shorter notice may be permitted by consent of all directors.
- VII. Quorum. A majority of directors shall constitute quorum at all meetings of the Board.

ARTICLE IV

OFFICERS

- I. The officers of the corporation shall at a minimum be President, Secretary, and Treasurer. Other officers can be elected based on club need as agreed upon by existing Board of Directors. The President acts as chairman of the Board of Directors and shall have equal voting rights with other directors.
- II. Terms of office. All officers shall serve for a period of two years or until their successors have been selected and qualified. No officer shall serve more than two consecutive two-year terms in one office, but an officer who has served two terms in one office may be elected to another office. An officer who has served two terms may be elected again after an interim of one year.
- III. Duties of officers. All officers shall have such authority and perform such duties in the management of HRC as are normally incident to their offices as the Board of Directors may from time to time provide.
- IV. Compensation of officers and directors. All officers and directors of the corporation shall serve without pay.

RESIGNATION, REMOVALS, AND VACANCIES

- I. Any officer or director may resign at any time by giving notice to the President or Secretary, and the resignation shall take place at the time specified in the notice of resignation.
- II. Removal of officers. Any officer may be removed by the Board of Directors at anytime, with or without cause.
- III. Removal of directors. Any director may be removed with or without cause by majority vote of the members of the corporation at a special meeting held for the purpose. Request for any such meeting shall be given in writing to the Secretary, signed by five or more community members. Upon receipt of such a request, it shall be the duty of the Secretary to call the special meeting for a date not more than three weeks after receipt of the request. Notice of the meeting shall be in writing, stating the purpose of the call.
- IV. Vacancies. Vacancies occurring in any office or any board position for any reason may be filled by majority vote of the directors then in office.

ARTICLE VI AMENDMENT of BY-LAWS

These by-laws may be amended, added to, or repealed by majority vote of the directors at any meeting of the Board where a quorum is present, subject, however, to approval by a majority vote of members present at the next annual meeting of the members of the corporation. The proposed revision of the bylaws must have been published to members at least two weeks in advance of the meeting at which the changes will be voted upon.

CERTIFICATION

I certify that these initial by-laws for Holston Rowing Club were adopted as August 6th, 2018.

Joel Vincent, President, Incorporator

A handwritten signature in cursive script that reads "R Garland".

Rainey Garland, Treasurer, Incorporator