



Vancouver Lake Crew By-Laws

ARTICLE 1 – NAME

Section 1.

The name of the organization shall be **Vancouver Lake Crew**.

Section 2.

Vancouver Lake Crew's programs will operate under the name of Vancouver Lake Crew and be subject to the policies and procedures set forth by the Board.

ARTICLE 2 – OFFICE

The Board shall designate and the Corporation shall maintain a principal office. The Board may change the location of the principal office. The Corporation shall have offices in such other places as the Board designates.

The location of the principal office of the Corporation shall be 8612 N.W. Erwin O. Rieger Memorial Highway, Vancouver, Washington USA 98660.

ARTICLE 3 – PURPOSE / MISSION

Section 1.

The organization shall be non-profit, non-commercial, non-sectarian and non-partisan.

Section 2.

Vancouver Lake Crew's mission is to serve the Youth of our community, adaptive rowers, at risk individuals, and adult rowers by teaching rowing technique, water safety, sportsmanship, teamwork, and stewardship of resources.

ARTICLE 4 – MEMBERSHIP

Section 1.

The Board shall, in accordance with the policies and procedures of VLC, establish an application for membership, and define the dues structure.

Section 2.

An individual may seek application for membership by filling out and signing a waiver of liability, having a signed swim test form by a certified water safety instructor, and providing payment of dues as required by the Board.

Only members approved by the Board will have voting privileges. Payment of dues assumes each member has read and agrees to the by-laws and policies of the VLC.

Section 3.

There shall be an advisor appointed by the Board, who shall serve as a liaison from the VLC Youth program and sit on the Board as a voting member.

ARTICLE 5 – MEETINGS

Section 1.

Meeting of the Membership (Annual Meeting)

The organization shall hold an annual meeting of the membership for the purpose of transacting any authorized business and for the election of officers. This meeting shall be called before the second week of December, and be held in close proximity to the boathouse site. Proper notification shall be made by e-mail or USPS mail if e-mail is unavailable.

Whenever possible, a ballot shall be sent to the membership one week prior to the Annual Meeting, or Special Meeting, if elections are to take place at the meeting.

Section 2.

Regular Meetings

The Board shall meet quarterly each calendar year, except as otherwise determined, for the purpose of transacting any authorized business.

Section 3.

Special Meetings

The President, Vice President, any member of the Board of Directors, or any group of the members of the organization, which shall constitute three-fourths in number of the total members of the organization, may call special meetings of the members. Proper notification shall be made by USPS, e-mail or mail if e-mail is unavailable.

At least 20 days notice must be given for changes to the by-laws, and a detailed proposal of said changes must be sent with the 20-day notification.

Section 4.

Voting

Each voting member in good standing shall have one vote at any meeting of the organization's members. Votes must be cast in person.

ARTICLE 6 – BOARD OF DIRECTORS

Section 1.

Membership and Election

VLC shall have a Board consisting of (4) Officers elected annually at the meeting of the membership, (3) appointed Trustees who may serve indefinitely, (1) At Large member elected annually, and the Youth Program Advisory liaison appointed by the Board each year.

If the Board wishes to remove a Trustee, it shall require a quorum of the total number of the members of the Board.

Section 2.

Definitions

The five elected Board members are the President, Vice President, Secretary, Treasurer, and the At Large member.

Board members are defined as elected Officers, appointed Trustees, the At Large Board member, and the Board appointed Youth Program liaison.

The first VLC Board originally appointed trustees to serve the long-term interest of VLC. Should Trustees step down, the current Board will make new appointments.

If the Board wishes to remove a Trustee, it shall require a quorum of the total number of the members of the Board.

Section 3.

Duties of the Board of Directors

- a) Keep a complete record of all actions, meeting proceedings, showing in detail the conditions and affairs of the organization.
- b) Manage and supervise, subject to the provisions of the organization's Articles of Incorporation and these by-laws, the business and affairs of the organization, all officers, committees, agents and employees, to ensure the duties are properly performed.
- c) Install a system of bookkeeping, auditing and reporting such that the financial status of the organization can be fully disclosed to the membership. The system must be easily transferred to subsequent elected officers of the organization without unnecessary difficulty or loss of data.
- d) Decisions by the Board are effective immediately unless otherwise noted.
- e) Each quarterly meeting the Board shall review the roster of new members. Approval of those members to voting status will be at the discretion of the Board. Those members not approved by the Board will be added to the list for review at the next meeting.

Section 4.

Board Quorum

Five Board members shall be a quorum for the transaction of business, and the affirmative vote of a majority of those Board members shall be necessary to pass any resolution.

Membership Quorum

At the annual meeting of the members of the organization, a majority of the voting membership present shall constitute a quorum, for repeal of a Board action, voting in new Board members, or removal of a Board member.

Special Meeting Quorum

At any special meeting called by three fourths of the membership, three fourths of the membership must be present, along with a quorum of the Board for any business to take place.

Section 5.

Compensation

No member of the Board shall receive any compensation for service as a Director. No officer, agent, or employee of the organization shall receive any compensation unless authorized by the affirmative vote of a majority of those present and voting at any regular or special meeting of the Board of Directors.

Section 6.

Vacancies on the Board

Any Board member who resigns will be replaced by an appointment by the Board. The appointment will remain in place until the next annual meeting of the Board.

ARTICLE 7 – Board Members

Section 1.

Officers

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, together with any other administrative officers whom the Board of Directors see fit in its discretion to provide for by resolution entered upon its minutes. The President, Vice President, the Secretary, Treasurer and At Large Board member shall be elected by an affirmative vote of a majority of the Regular Membership attending the Annual Meeting or Special Meeting of the membership. All Officers and the At Large member shall serve a term of one year unless sooner relieved by the Board. Term of office is one calendar year with no term limits.

**Section 2.
Trustees**

Trustees are Board members, appointed by the Board, to maintain long-term vision and continuity to the organization. Trustees will serve indefinite terms, and can be voted out of office by a quorum of the Board.

It shall be the duty of the Trustees to:

- a) attend all meetings and provide long term input and direction for the benefit of VLC
- b) assist the Board as needed in executing the duties and responsibilities of VLC.

ARTICLE 8 – BANK DEPOSITS AND EXECUTION OF CHECKS

Section 1.

The funds of the Corporation shall be deposited in such a bank or banks as the Board of the Corporation shall designate. The President and Treasurer shall have signing authority on all checks, drafts, or order for the payment of money, issued in the name of the Corporation. The President and Treasurer can authorize Officers, or their appointed agents, to have the same signing authority.

Section 2.

Notes or other evidence of indebtedness shall only be undertaken by resolution of the Board after approval by the General Membership at a Special Meeting or Annual Meeting.

ARTICLE 9 – GENERAL PROVISIONS

Section 1.

Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 2.

Notice

Whenever these by-laws or the Articles of Incorporation require changes, reasonable notice must be given to the membership and/or Board members. Such notice may be given by e-mail, USPS, or in person.

Section 3.

Creation of Committees

The Board shall create ad-hoc or standing committees as needed and shall determine their functions, powers, and responsibilities. It is recommended that ad-hoc or standing committees have at least one Board member. Any ad-hoc or standing committee decisions shall be advisory and shall have no power to act for or bind the organization unless approved by the Board at a Regular or Special Meeting.

Section 4.
Annual Review

The Board shall review standing committee activities at least annually. Ad-hoc committees shall be approved for continuation, laid down or elevated to standing committee status no longer than one year after creation.

ARTICLE 10 – AMENDMENTS

Section 1.
Requirements

These by-laws may be amended at the annual meeting of the Membership, or at a special meeting called for that purpose where the membership is allowed to vote. Written notice, including a copy of the proposed amendment or edits to by-laws, shall be given in a notice to all members, at least 30 days before the meeting at which approval of by-law changes are on the agenda.

ARTICLE 11 – DISSOLUTION

Section 1.
Requirements

Upon the dissolution of the Corporation, the Board, after paying or making provision for the payment of the liabilities of the Corporation, shall distribute all of its assets to its successor, provided, should such successor have ceased to exist, or ceased to qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, then such remaining assets shall be distributed to such other nonprofit organization or organizations which have established exempt status under Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws, or are contributing to the education of the community in water sports or a public purpose, whether to the federal, state, municipal or local governments.

Revised April 7, 2011 by the Board of Directors
Approved April 28, 2011 by the General Membership