

**BYLAWS OF
TWIN CITIES YOUTH ROWING CLUB**

As amended May 21, 2019

ARTICLE I. NAME AND PURPOSE

Section 1. Name. The incorporated name of the organization is Twin Cities Youth Rowing Club; it shall be known as “Twin Cities Youth Rowing” or by the abbreviations “TCY”, “TCYR”.

Section 2. Non-Profit. Twin Cities Youth Rowing shall be a nonprofit organization incorporated under the laws of the State of Minnesota. TCYR shall take no action that would jeopardize its standing as a tax-exempt organization.

Section 3. Purpose. Twin Cities Youth Rowing is organized for the purpose of educating young men and young women 18 years old and younger in the sport of rowing in an organized, challenging, competitive, and safe rowing program.

ARTICLE II. OPEN MEMBERSHIP

Section 1. Non-Discrimination. Twin Cities Youth Rowing shall not discriminate on the basis of race, color, gender, sexual orientation, religion, or national origin. This policy applies to all facets of the organization including membership, employment, selection for leadership positions, and inclusion in TCYR activities.

Section 2. Financial Aid. Twin Cities Youth Rowing shall strive to make membership and program participation open to all interested youth, regardless of their ability to pay.

ARTICLE III. MEMBERSHIP

Section 1. Types of Members.

a) **Regular Members.** Young men and young women are eligible for Regular Membership beginning the year of their graduation from the eighth grade or the calendar year in which they will turn 14 years old through the summer immediately following their graduation from high school. Membership is granted after completion and receipt of a membership application and annual dues. Regular Members are eligible to participate in TCYR’s rowing programs upon payment of the associated Program Fee.

b) **Founding Members.** The individuals who started Twin Cities Youth Rowing are identified as Founding Members (Founders), listed by name in Exhibit A. The Founder's list is fixed; there can be no additions or deletions from the Founders. Founders will be permanent members of the TCYR until they choose to resign. A Founder's membership may only be terminated for a violation of the Code of Conduct. Founders will pay no annual dues but are encouraged to give of their time and resources to ensure long-term success for TCYR. They have the right to vote on all matters and in election of officers and directors. Other than the Founders, the Board may not create any lifetime membership.

Section 2. Annual Dues. The annual dues for each year will be established by the Board during the budgeting process in December of the prior year. The Board may assess the membership for specific projects or services.

Section 3. Program Fees. In consultation with the Board, the Treasurer and program director will propose program fees for each program that TCYR sponsors. The Board will approve the program fees no later six weeks in advance of each TCYR Program. Program fees must be paid in full before Members may participate in the Program.

Section 4. Good Standing. Members must not be overdue in payment of dues, program fees, or reimbursement of expenses to TCYR, have a current USRowing waiver on file, and have confirmed their swimming ability in accordance with the current TCYR Safety Manual. Membership will be terminated for those who are not in "good standing" for more than 30 days. Members who are terminated for good standing violation may return the following year as Members after they pay past due amounts and the current year's membership in full.

Section 5. Voting. Each Regular Member will appoint one parent or legal guardian to be their Voting Representative (VR). The Voting Representative will vote on that Member's behalf in all elections and on all matters that require a vote. Founders may vote in all elections and in all matters that come to a vote.

Section 6. Resignation and Termination. Any Member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. In cases of violation of the TCYR's Bylaws, individual membership may be terminated by a majority vote of the membership or by a two-thirds vote of the Board. Members who are more than 30 days past due in payment of dues or fees shall be automatically terminated. They may be reinstated by payment of past due amounts and a vote of a majority of the Board.

ARTICLE IV. PROGRAMS

Section 1. Youth Programs. The purpose of the TCYR is to provide programs for area youth to learn and compete in the sport of rowing. At the direction of the Board, the program director and coaches will develop programs to meet the needs of youth. The programs will be presented to, and approved by, the Board of Directors at. These programs will include as a minimum, youth Learn-to-Row, youth Novice, and youth Varsity programs.

Section 2. Additional Programs. At the discretion of the Board, additional recreational youth and adult programs may be offered for recruiting, to raise additional funds, and enhance awareness of TCYR in the community so long as they do not interfere with the organization's core focus on youth rowing.

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members shall take place in May of each year, the specific date, time and location of which will be designated by the Board. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of TCYR and vote on such matters as the Board brings to the membership.

Section 2. Special Meetings. Special meetings may be called by the President, or a simple majority of the board of directors, or a petition signed by one third of the Voting Members (Voting Representatives and Founders).

Section 3. Notice of Meetings. Electronic notice of the Annual Meeting and Special Meetings shall be emailed to all Members, not less than two weeks prior to the meeting. The notice will include an agenda that has been approved by the Board.

Section 4. Quorum. One-fourth of Regular Members in good standing present at any properly announced membership meeting shall constitute a quorum.

Section 5 Voting. Unless otherwise specified in these Bylaws, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE VI. OFFICERS AND DIRECTORS

Section 1. Board Responsibilities. The Board of Directors (Board) sets policy and direction of TCYR and delegates responsibility of day-to-day operations to the officers, staff, and committees. The Board shall have five (5) officers and additional directors as required. The Board shall have the broad authority to manage the affairs of TCYR. This includes the authority

to set dues and fees as specified in these Bylaws, to establish policies, to approve the hiring and appointment of staff, to approve individual Programs, to borrow money on behalf of TCYR, and to establish annual budgets and long-range plans.

Section 2. Officers and Duties. There shall be five (5) officers of Twin Cities Youth Rowing, consisting of a President, Vice President, Secretary, Treasurer, and Commodore. All officers must be Voting Representatives of Regular Members.

The Executive Committee may propose by unanimous vote to retain a voting representative in an officer position after their regular membership has expired provided that voting representative was elected to an officer position prior to the expiration of their membership. Said proposal of extended duration membership would be for a one year term, renewal for not more than two years. A proposal of extended duration membership is subject to the veto of the Program Director.

The Executive Committee may at its discretion appoint Consultants to the Board. Consultants are persons chosen for their expertise and knowledge in a specific area and therefore need not be voting representatives of members of Twin Cities Youth Rowing Club. Consultants shall not vote on matters, as their role is in a limited advisory capacity but shall attend monthly Board meetings. The appointment and removal of Consultants shall be at the sole discretion of the Executive Committee.

a) The **President** is responsible for the executive management of TCYR Working with and through the Officers, the Board, TCYR volunteers and staff, the President sees that all resolutions, bylaws, orders, and rules are in effect, carried out, and enforced. The President shall convene regularly scheduled board meetings and shall preside at each meeting. In the absence of the President, the Vice President will preside at the meeting.

b) The **Vice President** will assist the President in the execution of duties. The Vice President will preside over meetings in the President's absence.

c) The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that accurate and adequate corporate records are maintained. The Secretary shall be responsible for organizing and safeguarding TCYR's records. The Secretary will distribute minutes of all Board meetings to Members electronically upon request..

d) The **Treasurer** shall maintain custody of TCYR's money, collect funds, and pay bills on behalf of TCYR. At each board meeting, the Treasurer shall report on the financial condition of the organization to the Board. The Treasurer shall chair the Finance Committee, assist in the

preparation of an annual budget, and make financial information available to Board, Members, governmental and regulatory authorities, and the public as required. The Treasurer will file all forms and tax returns when and where necessary for TCYR to maintain its tax-exempt status.

e) The **Commodore** shall be in charge of the TCYR's assets, including fleet, equipment, trailer, and facility, whether owned or rented. The Commodore is responsible for protecting and maintaining TCYR's assets. With the cooperation of the head coach, the Commodore shall develop long-term plans for equipment purchase and replacement.

Section 3. Election of Officers and Directors. The Officers and Directors will be elected at the Annual Meeting of the Members. Candidates may be self-nominated, or nominated in advance of the meeting. Officers and Directors will be elected by a simple majority. Voting may be done by voice vote for offices that are uncontested. For contested offices, Voting Representatives of Members and Founders will vote by secret ballot. Election of Officers and Directors must be done in person, not by proxy.

Section 4. Compensation Prohibited. No Officer or Director shall receive any compensation from TCYR for any service rendered. Reimbursement of direct expenses incurred on behalf of TCYR is permitted.

Section 5. Meetings and Notice. The Board shall meet at least quarterly, at an agreed upon time and place. Board meetings, other than those considering compensation, personnel issues, or termination of membership or disciplinary action against an Officer or Director, shall be open to all members. Board meetings shall be announced to all Members, by email and the TCYR website, at least 10 days in advance.

Section 6. Executive Committee. The Officers (President, Vice President, Secretary, Treasurer, and Commodore) shall constitute the Executive Committee. A majority of the Executive Committee may act on behalf of the Board on matters that require action before the next scheduled Board Meeting, Such action must take place no sooner than three days following notification of the full Board of the matter at hand, including the reason for action outside of a Board meeting, and after due consideration of comments from the other Board members. All Executive Committee actions must be reported to the Board within three days after final action and will be entered into the minutes of the Board at the next scheduled Board meeting.

Section 7. Indemnification. The Officers and Directors of TCYR shall not be personally liable for the debts, liabilities, or any other obligations of TCYR. TCYR shall have the power to, and hereby does, indemnify the Officers and Directors from any and all debts, liabilities, claims, and

other obligations to the fullest extent permitted by law. TCYR shall keep D&O insurance in force and will defend, at its cost and expense, the Officers and Directors from any and all such claims.

Section 8. Quorum. Board meetings require a quorum of at least one-half the Officers and Directors in order to conduct business.

Section 9. Vacancies. When a vacancy on the Board exists mid-term for a Director or an Officer, the Board may elect a replacement by a secret ballot to fulfill the remainder of the term.

Section 10. Resignation, Termination, and Absences. Resignation from the Board must be made in writing and received by the Secretary. A Board member shall be terminated from the Board due to excessive absences, (more than two unexcused absences from Board meetings in a year) and by failure to pay any dues or fees for the Board Member or any member of the Board Member's family within 30 days of their due date. A Board member may be removed for other reasons by a two-thirds vote of the remaining directors as provided elsewhere in these bylaws or by a majority vote of the Members Voting Representatives at a meeting, with a quorum present following at least 14 days advance notice by mail or email.

Section 11. Special Meetings. Special meetings of the Board shall be called upon the request of the President or by any two Board members. Notices of special meetings shall be sent by email by the secretary to each Board member.

Section 12. Conflict of Interest. Each Board Member is expected to abide by the current Conflict of Interest policy in effect for the Board.

ARTICLE VII. NON-ELECTED STAFF

Section 1. Staff. The Program Director/Head Coach will approve the appointment of all unpaid staff and the hiring of all paid staff as they determine is necessary to fulfill the objectives of TCYR. Appointment and hiring of Staff requires a written job description.

Section 2. Program Director/Head Coach. The Board will recruit and hire the Program Director/Head Coach in accordance with all standard hiring practices and in adherence to all State laws.

Section 3. Assistant Coaches, Other staff. The Program Director/Head Coach, in consultation with the Board President, will be responsible for the recruitment, recommendation and training of all assistant coaching positions, and other staff positions.

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation. The Board may create committees as needed, such as coaching, fundraising, equipment, public relations, regattas, etc. The President shall appoint all committee chairs, subject to review approval by the Board.

Section 2. Open Meetings. Committees will report their work in minutes following the meeting and to the Board at the next scheduled Board meeting, and to the membership at the annual meeting. Committee chairs should report any dissenting views along with recommendations.

ARTICLE IX. OTHER PROVISIONS

Section 1. Proper Conduct. All members and their families, guests, paid employees, unpaid volunteers, and all Officers and Directors, and staff, are expected to follow the Code of Conduct as approved by the Board of Directors. This applies to all interactions related to TCYRC whether interpersonal, by phone, in writing, or by email, any time of the day, and at all locations. Violation of the Code of Conduct by members or by individuals associated with that member is grounds for disciplinary action by the Board, including termination of membership, termination of office or, in the case of staff, termination of employment.

Section 2. Safety. All Members, their Voting Representatives, family, and guests, Officers and Directors, are required to follow TCYR's Safety Manual as approved by the Board of Directors. Violation of the provisions of the Safety Manual by members or individuals associated with those members is grounds for disciplinary action by the Board, including termination of membership, or, in the case of employees, termination of employment.

Section 3. Procedural Rules. When not inconsistent with the Articles of Incorporation or the Bylaws, meetings shall be governed by the most recent edition of Roberts Rules of Order.


Section 4. Forms of Communication. TCYR may use several different methods to communicate with Members. All members who have an email address are requested to provide it as part of their membership application. TCYR may use email and its websites as a means to communicate regarding all business.

ARTICLE X. AMENDMENTS

Section 1. Amendments: These bylaws may be amended when necessary by majority of the voting Members present. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements in advance of the meeting.

CERTIFICATION of BYLAWS.

These amended bylaws were approved at a general membership meeting on May 21, 2019.

By: 

Scott Loehrer President

By: 


Kati Kiely Vice President

By: 

Lizzie Olken-Hunt Secretary

By: 

Sean Stevens Treasurer

By: 

Joe Cardwell Commodore