

By-Laws

*The Topeka Rowing Association
Adopted June 4, 2003
Revised July, 2007
Revised August, 2010
Revised December, 2010*

Article I: Office

The principal office of the Topeka Rowing Association (herein after referred to as the Association or TRA) in the State of Kansas shall be located in the County of Shawnee. The Association may have such other offices within the State of Kansas as the activities of the Association may require.

Article II: Meetings and Voting

Section 1: Meetings of the Members

The annual meeting of the members shall be held in September of each year for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. If the election of Directors and Officers shall not be held on the day designated for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be. A semi-annual meeting of the members will be scheduled by the Board of Directors to be convened in the spring time frame. The meeting will also be known as the Spring Membership Meeting. The meeting will be for the purposes of: informing the members of the Association's activities and resources; planning; and receiving inputs from members.

Section 2: Special Meetings

Special meetings of the members may be called by the President, by a majority of the members of the Board of Directors of the Association or by a two thirds (2/3) majority of the membership.

Section 3: Place of Meetings

The Board of Directors may designate any place within the State of Kansas and the County of Shawnee as the place of meeting of any annual meeting of the members or for any special meeting called by the Board of Directors, by the President or by a two thirds (2/3) majority of the membership. A waiver of notice signed by all members may designate any place within the State of Kansas as the place for the holding of such meeting.

Section 4: Notice of Meetings

Written or printed notice stating the place, day and hour of the annual or special meeting, and in case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than seven or more than forty days before the date scheduled for the meeting, either personally, by e-mail or electronic medium by or at the direction of the President or the

Secretary to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his/her address as it appears on the records of the Association with postage thereon prepaid.

Section 5: Meetings of All Members

If all the members shall meet any time and place within the State of Kansas and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 6: Closing of Membership Books - Record Date

For the purpose of determining members entitled to notice of, or to vote at, any meeting of members, or in order to make a determination of members for any other purpose, the Board of Directors may provide that the membership books shall be closed for a stated period, but such period is not to exceed, in any case, forty days. If the membership books shall be closed for the purpose of determining members entitled to notice of, or to vote at, a meeting of the members, such books shall be closed for at least ten days preceding such meeting. In lieu of closing the membership books, the Board of Directors may fix in advance a date as the record date for any such determination of members, such date in any case is to be not more than forty days and, for a meeting of members, not less than ten days immediately preceding such meeting. If the membership books are not closed and no record date is fixed for determination of members entitled to notice of, or to vote at, a meeting of members, the date for such determination shall be the date of the meeting.

Section 7: Voting Lists

The Treasurer in coordination with Secretary of the Association shall make, and shall have available, at least ten days before each meeting of the members, a complete list of the members entitled to vote at the meeting and in good standing with the association arranged in alphabetical order, including the address of each member, which for a period of ten days prior to such meeting shall be kept on file at the office of the Association and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting. The membership book, or a duplicate thereof, shall be prima facie evidence as to who are the members entitled to examine such list and to vote at any meeting of members.

Section 8: Proxies

Voting by proxy is not authorized. A member must be present and eligible in order to exercise voting rights.

Section 9: Voting

Each member shall be entitled to one vote upon each matter submitted to vote at a meeting of members. In all elections for the Directors, each member entitled to vote shall not have the right to accumulate his/her votes. For the purpose of exercising a voting right, the member must hold a membership in good standing and be a member for a period of at least one trimester (four months) immediately prior to voting.

Section 10: Informal Action by Members

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 11: Voting by Ballot

Voting on any question or in any election may be via vocal unless presiding officer shall order, or any member shall demand that voting be by ballot.

Section 12: Quorum

A quorum is defined as one fourth (1/4) of the members, eligible to vote, in attendance at a scheduled membership meeting. The affirmative vote of the majority of the members represented at the meeting shall be the act of the members.

Article III: Membership Applications and Qualifications

Section 1: Qualifications of Members.

Once membership is approved by the Board of Directors per "Rules and Regulations" on the TRA Membership Application any natural person over the age of thirteen (13) years may be a member of the Association. Membership categories and dues shall be determined by the Board of Directors. Members shall be informed of changes in membership categories and dues when they occur. In order to enjoy the privilege of use of Association facilities and equipment, members must abide by posted rules and regulations. A member who has failed to pay his/her dues will be barred from using equipment or facilities owned or leased by the Association while such failure to pay dues continues. In order to be qualified for membership a person must complete a membership application form and liability form(s) which shall be in such form as the Board of Directors may determine. Membership in the Association or Guest status is required for the use of the equipment and facilities owned or leased by the Association; except as the Board of Directors may allow. All other persons are prohibited from use of the

equipment except with the express consent of a member in good standing and the Boat Master. Such persons shall be considered guests of the consenting member, who shall bear total responsibility for the safety and welfare of such guest and any equipment used by the guest. Memberships shall be reviewed annually and are subject to re-approval by the Board of Directors.

Section 2: Cards of Membership.

Cards representing membership in the Association shall be in such form as may be determined by the Board of Directors. The name of the person to whom the card of membership is issued and the date of the expiration shall be entered on the membership card and on the membership books of the Association. The person in whose name a card of membership is issued shall be deemed to be a member of the Association for all purposes. Cards of membership are not transferable.

Section 3: Payment of Membership.

Membership may be paid by cash or check made out to the Association and delivered to the Treasurer, on or before the established membership deadline.

Section 5: Termination of Membership

An individual who does not abide by the Topeka Rowing Association Bylaws and Club Rules, does not abide by the rules and regulations pertaining to club equipment and facilities, or fails to pay club dues or assessments, shall have his/her membership revoked. Revocation of membership may only be accomplished by a majority of the Board vote after an investigation and hearing of why the member should be terminated. A member whose membership status is under investigation must receive written notice from the Board at least 10 days before revocation. A terminated member is not eligible for a refund of any annual dues, assessments, or other fees paid. In addition, the club may seek a reimbursement for damages from any member whose membership is terminated. Failure to make progress toward the payment of reimbursements determined by the Board for any damages from a terminated member may result in legal action by the Topeka Rowing Association.

Section 6: Appeal of membership termination

Appeal of membership termination will be handled by the board of directors on a case by case basis.

Article IV: Directors

Section 1: General Powers

The Association shall be managed by its Board of Directors.

Section 2: Number, Tenure and Qualifications of the Board of Directors Specific Duties.

(a) Each member of the Board of Directors shall hold office until his/her successor shall have been elected and qualified.

(b) The tenure of each Director shall be two years; provided that part of the members of the Board of Directors shall be elected each year at the annual meeting of members. Tenure of each Officer of the Association shall be two years provided that some of the Officers shall be elected each year at the annual meeting of members. The number of Directors may be increased or decreased by the members at the annual meeting; provided that there shall at no time be less than five Directors.

(c) Directors must be residents of the State of Kansas and members of the Association. Five members of the Board of Directors shall also serve in the additional capacity of Officers of the Association. There shall be at least five Directors on the Board. The Treasurer and the Secretary shall be elected in even numbered years and the President, the Vice President, and the Boat master shall be elected in odd numbered years. All Officers shall serve two year terms. The Board may at any regularly scheduled meeting elect such other Officers and/or Directors as it deems fit. .

(d) Representatives of the Association; Masters Representative, Junior (under 18 years of age) Representative and College representative shall serve as Directors on the Board, They will serve a two year term of office.

Section 3: Regular Board of Directors Meetings.

A meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of the members. The Board of Directors shall provide by resolution, the time and place within the State of Kansas for the holding of additional meetings without other notice than the resolution; except that notice of the time and place of meetings of the Board of Directors shall be posted prominently in all Association facilities where it may be viewed by members, and that all members shall be informed of the time and place of said meetings. Board meetings shall be held at least quarterly. All meetings of the Board of Directors shall be open to attendance by members of the Association.

Section 4: Special Meetings

Special meetings of the Board of Directors may be called at the request of one third (1/3) of the Directors. The President shall be authorized to fix the time and place of any special meetings of the Board of Directors.

Section 5: Notice

Notice of any special meetings of the Board of Directors shall be given at least five days prior thereto by written notice delivered personally or by mail or e-mail (Dec. 2010) to each Director at his/her home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6: Quorum

A majority of the Directors shall constitute a quorum; for transaction of business at any meeting of the Board of Directors; provided that if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8: Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by election at a meeting of the Board of Directors or a meeting of the members. Voting power at a meeting of the Board of Directors may be extended to any member present upon unanimous consent of all members of the Board.

Section 9: Informal Action by Directors

Unless specifically prohibited by the Articles of Incorporation or the By-Laws, any action required to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action to be taken, and shall be signed by all Directors entitled to vote with respect to the subject matter thereof.

Section 10: Presumption of Assent

A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless he/she shall forward such dissent by registered mail to the Secretary of the Association within five days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11: Ad Hoc Committee

The Board of Directors may by resolution adopted by a majority of the Directors, designate and appoint an Ad Hoc Committee i.e. for management of Regattas and other Association activities or tasks which committee shall have and exercise authority which the Board of Directors shall determine. The designation and appointment of an Ad Hoc Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility or duty imposed by law, the Articles of Incorporation or these By-Laws.

Article V: Officers

Section 1: Number and Qualifications

The Officers of the Association shall be a President, Secretary, Treasurer, Boat master, Vice President, and such other Officers as a meeting of members or the Board of

Directors may elect. Officers must be residents of the State of Kansas, must be members in good standing of the Association. The Officers named in this paragraph must be members of the Board of Directors.

Section 2: Election and Term of Office

The election of Officers of the Association by the members shall be held at the annual meeting of the members for the Officers which these By-Laws require to be elected in any given year. If the election of Officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently may be. Vacancies may be filled at any meeting of the Board of Directors. Each Officer shall hold office until his/her successor shall have been duly elected and qualified, or until his/her death, or until he/she shall resign, or shall have been removed from office in the manner herein provided, or shall no longer fulfill the qualification for holding office.

Section 3: Removal.

Any officer may be removed from office for misconduct, neglect of duty, or extended incapacitation. Such removal may be accomplished by two-thirds majority vote of the members of the association at the annual or special meeting of the members. Such removal may also be accomplished by a two-thirds vote of the Board of Directors. Any member of the Board of Directors who does not attend any regularly scheduled meetings of the Board of Directors for two (2) months is subject to review for continuance in office by the Board.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5: President

The President shall be the principal executive officer of the Association and shall in general supervise and administer all of the business and affairs of the Association. He/she shall preside at all meetings of the members and of the Board of Directors, unless he/she shall delegate this duty to another member. He/she shall sign, with the Secretary of the Association, certificates of membership, and any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and in general shall perform all duties incident to the President as may be prescribed by the Board of Directors.

The President shall oversee the activities of standing and temporary committees. The President shall see that such corporate records as are required by law are kept and filed.

Section 6: Secretary

The Secretary shall (a) keep the minutes of the meetings of members and the meetings of the Board of Directors, unless he/she shall delegate this duty to another member; (b) see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law; (c) be custodian of the records of the Association; (d) keep an updated list and register of the post office address of each member and perform all duties in accordance with Article II of these By-Laws; (e) publish minutes within seven (7) days of the past Board meeting; (f) in general, perform all duties incident to the office of Secretary and such duties as may be assigned to him/her by the President or the Board of Directors.

Section 7: Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall: (a) have charge and custody of and be responsible for all funds of the Association and shall see that funds for the Association are not expended without the permission of the Board; (b) receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; (c) in general, perform all duties incident to the office of the Treasurer and such duties as may be assigned by the President or by the Board of Directors; (d) produce an annual financial report for the TRA and keep all financial records for the Association as required by law; and (e) have general charge of the membership books of the Association.

The Treasurer shall chair the Budget and Finance Committee. In such capacity he/she a) shall annually provide, prior to the beginning of the fiscal year, the Board of Directors with projection of income and expenditures for the upcoming year; (b) keep the Board of Directors informed of the availability of equipment and its cost; and (c) supervise, in conjunction with the Vice President, membership drives of the Association.

Section 8: Boat Master

The Boat Master shall have primary responsibility for the upkeep and maintenance of all equipment and facilities owned or leased by the Association. In addition, The Boat Master shall coordinate the usage of the equipment by members of the Association and in general perform all duties as may be assigned by the President or by the Board of Directors.

The Boat Master shall chair the Equipment Committee. In such capacity he/she will schedule members to work towards the repair or maintenance of the equipment and the improvement of the facilities.

Section 9: Vice President

The Vice President shall (a) coordinate the raising of funds to be deposited into the coffers of the Association to be spent for the purposes of the Association as defined in the Articles of Incorporation; (b) keep the Board of Directors informed of planned fund raising activities for its approval; (c) maintain a list of all donors and the amount donated and produce such list for examination by the Directors as they may require; (d) keep such records in regard to fund raising as are required by the Internal Revenue Service and the State of Kansas; (e) coordinate all fund raising activities approved by the Board of Directors; (f) work toward the attainment of a fund raising goal determined annually by the Board of Directors; (g) shall supervise, in conjunction with the Treasurer, all membership drives of the Association; (h) in general, perform all duties as may be assigned by the President or by the Board of Directors.

The Vice President will chair the Development Committee. In such capacity, he/she will (a) present the Board of Directors, annually, a program of development and public relations activities for the upcoming year; and (b) coordinate all development and public relations activities approved by the Board of Directors; and (c) shall develop an annual plan for the recruitment and retention of members.

Article VI: Contracts, Loans, Checks and Deposits

Section 1: Contracts

The Board of Directors, except as provided in Article IX of these By-Laws, may authorize the President and Secretary of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association; such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Association to its members, Officers or Directors

Section 3: Checks and Drafts

All checks, drafts, or other orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers of the Association and in such manner as shall be determined by (Dec. 2010) resolution of the Board of Directors.

Article VII: Rules and Regulations

Rules and regulations for the purpose of safety and the proper use of Association equipment and facilities may be adopted by the Board of Directors. Such rules and regulations shall be posted prominently in all Association facilities. Along with these Rules and Regulations will be the Coaching Guidelines and Requirements that may be adopted by the Board of Directors. Such Rules and Regulations and Coaching Guidelines shall be considered part and parcel of these By-Laws.

Article VIII: Fiscal Year

The fiscal year of the Association shall begin on the first day of October of each year and end on the last day of September of each year. This provision shall take effect on December 1st of 2006.

Article IX: Compensation to Members and Other Prohibited Transactions

No part of the funds of the Association shall inure to the benefit or be distributed to its members, Directors, Officers or other persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to any person for the furtherance of the purposes of the Association as set forth in the Articles of Incorporation. The Board of Directors of the Association shall not authorize, and the Officers or other agents of the Association shall not engage in any act or transaction prohibited by Section 501(c) (3) of the Internal Revenue Code of 1954 (or other corresponding provision of any future United States Internal Revenue Law).

Article X: Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of these By-Laws, a waiver thereof in writing signed by all persons entitled to such notice, whether before or after the time stated for such notice in these By-Laws, shall be deemed equivalent to the giving of such notice.

Article XI: Amendments

Except as herein after provided, these By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any meeting of the members of the Association or the Board of Directors of the Association by a two thirds vote of those present if a quorum is present. If and when these By-Laws are altered, amended, repealed or new By-Laws adopted at any meeting of the members or the Board of Directors of the Association the members of the Association shall be informed of such action in writing within thirty days.

Article XII: Rules and Regulations

The detailed Rules and Regulations of the TRA as approved by the Board of Directors shall be posted in all facilities of the TRA and shall be strictly enforced by the Association.