

BSRA CONSTITUTION & BYLAWS

ARTICLE ONE – ORGANIZATION

▪ **Section 1.1 Name of Organization**

The name of this organization shall be “Buffalo Scholastic Rowing Association Inc. (herein after sometimes referred to as “BSRA”, “the organization”, or “the corporation”)

▪ **Section 1.2 Type of Organization**

The Association shall be maintained as a permanent organization and shall function as a nonprofit corporation under the requirements of Section 501 (c) (3), as amended, of the Internal Revenue Service Code.

▪ **Section 1.3 Location**

The principal office of BSRA shall be located at 405 Ohio Street, Buffalo, NY 14210, or such office address as the Board of Directors may designate from time to time.

▪ **Section 1.4 Year**

The BSRA shall operate on a calendar year.

ARTICLE TWO – PURPOSES

▪ **Section 2.1 Vision Statement**

Through the collective effort of our member schools, groups, individuals, local community stakeholders, and key advocates from the community, Buffalo Scholastic Rowing Association (BSRA) pursues developing programs, policies, activities, and facilities that support rowing for all in WNY.

▪ **Section 2.2 Mission Statement**

BSRA is a member driven non-profit Association of local WNY Schools, clubs and individuals committed to

- Advancing scholastic and community-based rowing in WNY;
- Developing adaptive rowing opportunities;
- Practicing ecological stewardship of the waterfront and local water resources on which crews rely; and
- Expanding the footprint of rowing in WNY.

ARTICLE THREE – LIMIT OF ACTIVITIES

▪ Section 3.1 Limit of Association Activities

The Association shall not be operated for profit, and no part of its net earnings shall inure to the benefit of any member or individual, nor shall any of its net earnings or assets be used other than for its declared purpose. No substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Association participate in or otherwise intervene in (including publishing or distributing statements) any political campaign on behalf of any candidates for public office.

ARTICLE FOUR – MEMBERSHIP

▪ Section 4.1 Eligible Members of the Association

1. Organizational Members (represented on the Board as noted in Article 5)
 - a. Scholastic Organization Members - consisting of accredited public private and charter high schools with organized rowing teams.
 - b. Collegiate Organizations Members – consisting of accredited public and private colleges and universities with individually organized rowing teams or organized rowing teams with other accredited colleges or universities.
 - c. Community Organization Members – consisting of duly constituted Community organizations with organized rowing groups or other organized rowing clubs.
2. Individual User Members – consisting of individual users who are adults or students who are members of a team sponsored by BSRA. Individual User Members will have voting rights as outlined in Article 5.
3. Affiliated Non-Rowing Members – consisting of non-rowers who are individuals that actively support the organization and pay dues. Affiliated Non-Rowing Members will have voting rights as outlined in Article 5.
4. Honorary Members – consisting of members elected by the Board, in recognition of significant contributions to the development of the organization. Honorary Members shall not have voting rights.

▪ Section 4.2 Commencement of Membership

Organizational membership commences upon approval by a simple majority of the Board. Individual and Affiliated members shall meet any other

requirements for membership as may be established by the Board from time to time.

▪ **Section 4.3 Equal Opportunities**

The Association shall provide equal opportunity to members, coaches, trainers, managers, administrators and officials to participate without discrimination on the basis of race, color, religion, age, gender, sexual orientation, disability, or national origin; and shall not deny membership except after according such member fair notice and hearing as to the issue of his or her eligibility.

▪ **Section 4.4 Organizational Membership Constraints**

Organizational Membership is based on availability of space & dock accommodations at the rowing site.

The addition of new Organizational Members is subject to approval by the Board of Directors.

▪ **Section 4.5 Revocation of Membership**

Membership may be revoked only for good cause by a three-fourths majority vote of the Board of Directors at a duly convened meeting, pursuant to written notice of the intention to revoke and reasons therefore being provided to the entire membership at least ten (10) days prior to said meeting. No membership shall be revoked without an opportunity of all members to be heard at such a meeting, but no formal hearing procedure need be followed.

Membership of Organizational Members may only be revoked with the consent of a three-fourths majority of the entire Board and a three-fourths majority all other Organizational Members.

▪ **Section 4.6 Suspension of Membership Privileges**

The privileges of any Member may be suspended by the Board upon the failure of such Member to satisfy the Member's financial obligations for a period of not less than sixty (60) days.

ARTICLE 5 – POWER OF THE BOARD

▪ **Section 5.1 Power of the Board**

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its President after due notice to all directors of such meeting. Said Board shall meet no less than six (6) times per year.

▪ **Section 5.2 Composition of the Board**

The Board of Directors shall be composed of:

- a. Elected Officers of the Organization (elected from the Board of Directors)

- b. Directors who are representatives of and designated by Organizational Members as provided in Section 5.5.
- c. Individual Members of BSRA who shall serve as At Large Directors.
- d. Emeritus Directors, non-voting Directors elected by the Board based on their significant contributions to the Association.
- e. All directors shall be at least 21 years old and in good standing at the time of their election.

▪ **Section 5.3 Size of Board**

The BSRA Board shall consist of at least 9 and no more than 21 Directors. At no time shall the At Large Board of Directors consist of more than 3 times the number of Organizational Members. The Board shall always consist of an odd number of Directors.

▪ **Section 5.4 Procedure for Nomination of Candidates for Director**

The nominations for Directors shall be in accordance with these By-Laws. The Secretary shall announce one month in advance of the Annual Membership Meeting the number of Directors to be elected at the meeting. Any BSRA member in good standing may make nominations for Directors to the Nomination Committee. The Nomination Committee consists of two Board Members and one Individual Member or one Affiliated Non-Rowing Member, appointed by the President. The Committee will receive applications and present nominees to the Membership.

▪ **Section 5.5 Elections and Terms of Directors**

Each Director with the exception of Organizational Members shall hold office until the expiration of his/her term and the election of a successor. Terms shall take effect Jan. 1 of the following year.

- a. Representatives of Organizational Members shall have one member of the Board of Directors and shall designate one primary and one or more alternate representatives, who shall not be subject to election and who shall be eligible to serve so long as there exists a valid contract between the Organization member and BSRA.
- b. Representatives for Individual User Members and Affiliated non-rowing members shall be an At Large Board of Director.
- c. At Large Seats shall be elected by voting members of the organization as presented by the Board of Directors.
Upon election, an At Large Director shall serve a term of three years.

▪ **Section 5.6 Vacancies**

Vacant Director Seat of Organizational Members shall be filled by an alternate representative designated by the Organizational Member. At Large Director Seat vacancies

shall be filled by nomination and a majority vote of the remaining members of the Board of Directors for the unexpired term. Election to Executive Office does not create a vacancy of a Director seat, in such cases a Director elected to Executive Office shall only have one vote.

▪ **Section 5.7 Removal of Directors**

An At Large Director may be removed by a majority vote of the entire Board of Directors at any regularly scheduled meeting of the Board of Directors, whenever in its judgment, the best interest of the Corporation would be served thereby.

▪ **Section 5.8 Resignation**

Except as otherwise required by law, a director may resign from the Board at any time by giving notice, in writing, to the Board. Such resignation shall take effect at the time specified herein and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

▪ **Section 5.9 Quorum of Directors & Board Action**

2/3 of the members of the Board of Directors shall constitute a quorum. If quorum is present at the commencement of a meeting a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be an act of the Board.

ARTICLE SIX – EXECUTIVE COMMITTEE & OFFICERS

▪ **Section 6.1 The Officers of the Board**

The Board of Directors Shall Elect:

- President
- First Vice President
- Second Vice President
- Secretary
- Treasurer

▪ **Section 6.2 The President**

The President shall preside at all membership meetings, by virtue of the office be chairperson of the Board of Directors and the Executive Committee and *an ex officio* member of all other Standing Committees and Special Committees, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, Standing or Special, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of an organization.

The President or his or her designee shall represent the BSRA on any other Board or

advisory body and in any organization of which the BSRA is a member.

▪ **Section 6.3 The First Vice President**

The First Vice President shall, in the event of absence or inability of the President to exercise his or her office, become acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected President. The First Vice President shall chair or appoint the chair of the Rowing Programs Committee.

▪ **Section 6.4 The Second Vice President**

The Second Vice President shall, in the event of absence or inability of the President and First Vice President to exercise his or her office, become acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected President.

The Second Vice President shall chair or appoint the chair of the Buildings and Grounds Committee.

▪ **Section 6.5 The Secretary**

The Secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, be one of the officers required to sign checks and drafts of the organization, present to the membership at any meetings any communication addressed to the secretary of the organization, submit to the Board of Directors any communication which shall be addressed to the secretary of the organization, attend to all correspondence of the organization and exercise all duties incident to the office of secretary.

▪ **Section 6.6 The Treasurer**

The treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or draft of the organization.

The Treasurer shall render a written account of the finances of the organization at every Board Meeting and at other times as may be demanded by the Board and such report shall be physically affixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of Treasurer.

A financial protocol shall be established and approved by the Board of Directors, and can be reviewed/revised from time to time and supervised by the Treasurer.

▪ **Section 6.7 Compensation**

No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

▪ **Section 6.8 Elections**

Officers will be nominated from the newly elected Board of Directors.

A meeting of the new Board will be held prior to the end of the BSRA year solely for the purpose of nominating a slate of officers.

Officers will be elected by a majority of the Board of Directors at the first meeting of the new Board and will continue in their role as an At Large Director in addition to their role as an Officer.

▪ **Section 6.9 Terms of Office**

The officers of BSRA shall be elected for terms as set forth above. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor shall have been duly elected or appointed and qualified.

- President – 3 year term
- 1st Vice President and 2nd Vice President – 3 year term
- Secretary & Treasurer – 3 year term

An Officer may be elected for consecutive terms.

ARTICLE SEVEN – MEETINGS

▪ **Section 7.1 Annual Membership Meetings**

The Annual Membership Meetings of this organization shall be held during the second week of November each and every year except on a legal holiday during said week. For good cause, the Board of Directors may fix a date not to be more than two weeks from the date fixed by these by-laws. The secretary shall post the agenda of the Annual Membership Meeting 1 month in advance detailing the time and place of such annual meeting. Candidates for At Large Director shall be posted no less than 10 days prior to the Annual Membership Meeting.

▪ **Section 7.2 Special Meetings**

The President may call special meetings of BSRA as deemed in the best interest of the organization. The Secretary shall cause notice of such meetings, emailed, by regular or electronic mail, to all members at their addresses as they appear in the membership roll book at least 48 hours before the scheduled date set for such special meeting. Such notices shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of at least 3 members of the Board of Directors, the President shall cause a special meeting to be called but such request must be made in writing at least 48 hours before the requested scheduled date. No other business but that specified in the notice shall be transacted at such special meeting without unanimous consent of all present at such meeting.

▪ **Section 7.4 Absences**

Each Board member is expected to communicate with the Secretary or President 24 hours in advance of ALL Board meetings concerning any expected absence from that meeting. Any Board member with unexpected absence for (3) three consecutive meetings or who fails to participate for a full year shall be subject to removal by a majority vote of the Board.

▪ **Section 7.5 Rules of Meetings**

- a) Excepts as otherwise provided, a vote of the majority of the Board of Directors present at a meeting shall be sufficient to pass any motion or resolution or to take other action.
- b) Except as otherwise provided herein, Robert’s Rules of Order shall apply at all meetings and shall guide the undertaking of business, Board action, voting, motions, etc.

▪ **Section 7.6 Electronic Notice**

The Secretary, within his or her sole discretion, may electronically mail the membership in lieu of paper, surface mail to give notice for all meetings.

▪ **Section 7.7 Remote Participation**

Any Director may participate by telephone, skype or other electronic means. The Board shall provide at least one speaker phone upon the request of a Board member to participate from a remote location.

ARTICLE EIGHT – VOTING

▪ **Section 8.1 Voting**

Each director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed unless approved by the President and Secretary.

▪ **Section 8.2 Voting Process**

Except for elections of officers and directors, all votes shall be *viva Voce*. Ballots for the election of officers and Directors shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. By a majority vote of the Board, any vote may be voted upon in the manner and style provided for election of officers or directors..

For all votes by ballot, the chairman of such meeting shall, prior to the commencement of balloting, appoint two individuals who shall act as “Inspectors of Election” and who shall at the conclusion of such balloting certify in writing to such chairperson the results and the certified copy shall be physically affixed to the minute book to the minutes of the meeting. No inspector of elections shall be a candidate for office.

ARTICLE NINE – ORDER OF BUSINESS

- Section 9.1 Order of Business
 1. Roll Call
 2. Reading of the minutes of the preceding meeting
 3. Treasurer's Report
 4. Reports of committees
 5. Reports of officers
 6. Report of Members
 7. Old and unfinished business
 8. New Business
 9. Good and Welfare
 10. Adjournments

The Directors can alter the Order of business, as circumstances require.

ARTICLE TEN – BOARD COMMITTEES

▪ Section 10.1 Committees of the Board

A. Standing Committees

Except as otherwise provided, and subject to the further provisions of these bylaws, the President shall appoint members of the standing committees and the chairs thereof.

B. Special Committees

The Board of Directors, by resolution adopted by a majority of the directors in office may designate or appoint one or more special committees, each consisting of two or more directors.

C. Eligibility

Excepts as otherwise provided, all Association members, regardless of category, are eligible to serve as members of any Association committee subject to the terms stipulated in this Article.

D. Standing Committees

The Standing Committees shall be:

- Executive Committee- consisting of the officers of the corporation, which Committee shall have and exercise the authority of the Board of Directors between the meetings thereof and shall provide a written report to said Board of any such action.
- Finance and Budget
- Membership
- Events
- Building and Grounds
- Development, Grants and Fundraising
- Personnel/HR
- Compliance
- Regatta
- Safety

ARTICLE ELEVEN – ADVISORY BOARD

▪ Section 11.1 Advisors to the Board of Directors of BSRA

The Board of Directors of BSRA may from time to time appoint persons to act singly or as a committee or committees to provide expert advise to BSRA or to assist in other ways. Groups or advisors may manifest as an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board and shall have only such authority or obligations, as the Board of Directors shall from time to time determine.

No advisor shall receive compensation for services rendered.

ARTICLE TWELVE – HIRING STAFF

▪ Section 12.1 Hiring Employees of BSRA

The Board of Directors shall hire and shall approve salaries and or compensation of any and all employees, which they in their discretion may determine to be necessary in the conduct of business of the organization. I.e. coaching staff for BSRA programs, organizational management staff such as an executive director, associate director, or operational staff at facilities and sites.

ARTICLE THIRTEEN – DUES AND FEE STRUCTURE

▪ Section 13.1 Dues and Fees structure for BSRA services

Membership dues and fees are to be set at a reasonable amount by a majority vote of the Board of Directors for the purpose of supporting programs and site operations of Buffalo Scholastic Rowing Association.

ARTICLE FOURTEEN –AMENEDMENT OF THE BYLAWS

▪ Section 14.1 Amendment

These By-Laws may be altered, amended, repealed, or added to by an affirmative vote of not less than the majority of the members of the BSRA present and voting at an annual membership or special membership meeting. Notice of the proposed amendment and the full text thereof shall be provided to the membership no less than 10 days prior to such meeting in accordance with Section 7.6 of these By-Laws.