

Article 1: Name/Address

- Historical perspective on name: Was a group called MerrimaC (no K) Oarsmen in 1880s, so there is precedent besides native spelling of river.
- We were to propose “Doing Business As MerrimackK” (with K). This allows us to use either spelling of the name, although modern convention suggests people will more often use the Merrimack with K version.
- However, there was a Club motion to grab the name d.b.a Lowell Community Rowing. Not sure where this stands.

Article 2: Purpose

1986: “to encourage and further the amateur sport of rowing, in both its competitive and recreational forms, through training, regattas, instruction, social and organizational participation.”

Are we a community rowing club? Or a “private” rowing club? Currently legally a 501c not-for-profit organization, tax exempt, “open to community,” “offer some educational opportunity.”

Revised: swapped recreational and competitive

Article 3: Membership 1986

- Four classes of membership: Student, Supporting, Honorary, General.
- No list of qualifications or requirements
- Proposed in 1991 Draft:
- Two classes of membership: Regular and Summer.
- Qualifications: annual dues, swim 100 yards, membership in USFA (liability)

Article 3: Membership

- Membership is about voting rights and other privileges and supervision on the water, NOT about program (sculling or sweep). As such, we left in the By-Laws document the section describing Membership categories. We judged this to be a “structural pattern” of the Club. We noted that membership was divided into 2 classes (Voting and Non-Voting) and then sub-divided by age/usage. (Membership runs by calendar year, January through December.)

Article 3: Membership

- **Option B** (revised from 86, 91)
- Two classes:
- Voting Members: Senior and Family
- Non voting Members: Junior, Student, Supporting, Temporary/Visiting, Non-paying/Honorary
- No Provisional Membership
- **Option C**
- “*Provisional Membership* has the same description as Senior and Family memberships above, but does not grant voting privileges until one year of membership and participation has elapsed, at which time the membership will automatically transfer to a Voting membership status.”
- (If Provisional Membership is not accepted, Article 6.1 wording needs to be modified to say : Any voting member in good standing who has been in membership for a period of one year shall be eligible for office.)

Article 3: Membership cont.

- Non-paying/honorary Memberships: We repeated stipulations from Supporting Membership: “This membership category does not have voting privileges, but may attend all general membership meetings and functions. An additional fee may be assessed for attending subsidized cost-based functions.”
- 3.1.1-b and 3.2.a-f: We want to consider which (if any) of the descriptions of the Membership Classes should be placed in an Addendum. How much of these definitions and descriptions might be required due to liability? Consider specifying Voting/Non-voting classes of membership, specifying age limits for each, and then placing all other wording/details in the Addendum.
- Benefits of Membership. We added this to the document as well, since it lists the organization’s basic commitments to its members.

Article 4: Officers 1986

- 1. “...all matters of governance...in every respect shall be determined by the Board of Directors, including without limitation, the setting of dues, fees, assessments, and numerical membership limits, the maintenance of order, the protection of Club property, the handling of Club funds, the discipline of members and all other matters...”
- 2. Board consists of 8 members: President, Vice President, Treasurer (typo, missing in 86), Secretary, Boat Captain, 3 Trustees
- 3. Terms of 1 year. Trustees: 1 1-year term, 1 for 2-year term, 1 for 3-year term

Article 4: Officers cont

- President: we added: “President shall represent the Club and it’s membership in all negotiations. The President shall prepare and disseminate an agenda...for any Club meetings.”
- Vice President: we deleted: “shall act as chairperson of the Membership Committee.”

Article 4: Officers cont

- Treasurer: we deleted reference to Assistant Treasurer.
- we added: “All disbursements shall be fully recorded and include sales slips, invoices or other supporting documentation, date of purchase and serial numbers, if applicable.” Also added Treasurer’s reports, annual internal audit.
- Secretary: kept from 1991 draft: “ Note that Mass. Law requires that the Secretary must be a resident of Mass or that a resident agent be appointed. Deleted reference to Club seal.”

Article 4: Officers

- We added a prefatory statement explaining the role of the Board of Directors, how they function, and their responsibilities in procedure and policy setting.
- As a club, we should determine if we want to be a Board-run Club, or a democratically-run Club. The latter requires much more participation by the membership, more than we have currently.
- We moved the section delineating a process for removal of an Officer from Article 6 to Article 4.

Article 4: Officers cont.

- **The Role of the Board:** Robert's Rules of Order states: the “average volunteer club limits the Board, when new policies or projects are considered, to reporting to the general membership for approval and ratification.”
- We see two options for how the Club can operate:

Article 4: Officers cont

- **Option B**
- Revised By-Laws: Prefatory paragraph, delete “without limitation” from intro paragraph’s final sentence. This would mean that the Club is run by its representatives on the Board. Decisions would be made by the Board.
- A budget, capital purchases and sales, programs and fees need to be brought to the entire voting membership for a vote.
- **Option C**
- The Board of Directors is a body of elected members who jointly oversee the activities of the Club. The Board shall act on behalf of, and is subordinate to the full assembly of the Club. The Board shall govern the Club by establishing broad policies and objectives, and ensuring the availability of adequate financial resources. The role of the Board is advisory, and it shall present to the entire voting membership for approval and ratification a budget, all capital purchases and sales, and programs and fees. All Board members must act honestly and in the best interest of the Club.
- (If Option B is adopted, then language of overrides and overrules in the paragraph which follows might be unnecessary.)

Article 4: Officers : Boat Captain

- **Position of Boat Captain.** (see also Slide __)
- Historically: Boat Captain as tactical; responsible for: managing and maintenance of fleet; assignment of rack space (private and club); reserving equipment for races/ arbitrating use of boats; (the Boat Captain “should serve at the pleasure of the Equipment Committee” and he/she “turns the wrench.”
- When we looked closely at the job description, we realized that most of the duties of the Boat Captain now fell to the larger Equipment Committee. (See Article 8: Committees.)
- We all agree that there needs to be one single point of contact, so we retained position of Boat Captain. We want to make sure usage, purchase, and racking decisions are not made arbitrarily by a single person.

Article 4: Officers : Boat Captain

- Boat Captain from 1986: “to coordinate placement, scheduling and use of all Club equipment and the placement of private equipment....coordinate the entry to all races and regattas and shall act as spokesperson at all events.”
- New wording: “The Boat Captain, working with priorities as established by the Equipment Committee, will be responsible for maintaining club equipment in good working order, for managing boat reservations and regatta participation as needed.”

Article 5: Voting 1986

- General members allowed voting rights.
- Requires: age 18 and current with dues

Article 5: Voting

- Combined Article 10 with Article 5 to keep all information on Voting in one place.
- This section should be about the process of voting. As such, it should read:
- Monthly Meetings: At monthly meetings, a show of hands shall be sufficient for voting. 51% is the criteria for passage of any item.
- Annual or Special Meetings/ Voting by Proxy: Proxy voting shall be available for annual elections and special meetings. Proxy votes shall be counted as part of the quorum.
- Voting by Other Means: When, in the judgment of the BoD, any question shall arise that should be put to a vote of the membership, and when it deems it inexpedient to call a Special Meeting for that purpose, it may submit the matter to the entire voting membership in writing by mail or other means for a vote. The decision on the question shall be determined by a majority of the votes received within one week of the notification date, provided that at least two thirds of the entire voting membership has returned a result. Action taken in this manner shall be as effective as action taken at a duly called meeting of the Club.

Article 5: Voting cont

- A word about quorums: We modified quorum requirement to be 1/3 of the voting membership for most meetings, with exceptions for Special Meetings called for Amendment, Expulsion, or when response is via mail/e-mail.
- Our rationale here is based on Wilma's notes on typical attendance at monthly Club meetings. 1/3 of 72 members would mean a quorum of 24 people. We feel that is a reasonable goal, particularly for meetings in the off-season.

Voting, Quorums

	Monthly	Annual	Elections	Budget	Special: Amend , Expel, Mail Vote	Special: Mail or Other
Quorum Required	1/3rd 24 members	1/3rd 24 members	1/3rd 24 members	1/3rd 24 members	Option A: 1/3 24 members	Option B: 1/2 36 members
% of vote required to pass	51% 13 members	67% 18 members	51% 13 members	67% 18 members	67% 18 members	67% 24 members
Proxy Available	No	No	Yes	?	Yes	Yes

% of vote required to pass offers an example if we have only just met quorum. Number of attendee would affect the number of people only, not the required % to pass the vote.

Article 6: Elections 1986

- Elections occur at Annual Meeting.
- Eligibility: “Any General Member who has been in membership for a period of one calendar year shall be eligible for office.”
- Process: “Election is by a majority of the votes cast in the election and will be conducted by secret ballot.”
- Process for removal: “An officer may be removed...by a majority vote of the Board....followed by a 2/3rds vote of the General Membership at a [Special Meeting].”

Article 6: Nominations and Elections

- Modified subhead to include Nominations with Elections.
Discussed length of time required for election to office. As written, essentially requires two seasons of rowing = 1 1/2 calendar years. We believe this should stay as a kind of protection of the Club. Anyone who is active over 1+ seasons has shown him/herself to be dedicated to the needs of the Club. While we understand that some new members have desirable vigor and fresh perspective, we still feel that a full year+ of working in and with the Club tempers enthusiasm with experience.
- Added: Nominations must be made prior and confirmed by the Secretary; may be made by any voting member.
- Revised: process (2/3rd quorum by presence or proxy, 51% of votes wins).
- We recommend the formation of a Nominating Committee on an ad hoc basis.

Article 7: Meetings 1986

- Specified 3rd Tuesday of month, and specified Annual Meeting in December.
- Special Meetings may be called by President or written request of 8 members; must provide 2 weeks notice; may only discuss that issue.
- Quorum for meeting: 1/3
- Order of business specified

Article 7: Meetings

- We revised to have introductory statement that Robert's Rules of Order govern generally.
- Divided into the 3 types of Meetings: Monthly, Annual/Election, Special. Specified process for calling and quorum required for each: See Chart on Slide 18
- Added “by presence or proxy” to Elections and Special Meetings. Proxy too cumbersome to deal with for Monthly Meetings.

Article 8: Committees 1986

- Two committees: Membership and Regatta
- Members of Committees appointed by Board of Directors
- Membership: “be responsible for the screening of prospective new members for all classes of members. Quarterly reports are to be made to the membership. Rules for application procedures... shall be published...”

Article 8: Committees

- All Committees should operate on the same model: no power in and of themselves, only the responsibility to evaluate and power to recommend to Board. We all agree that there needs to be a philosophical statement of the purpose of the Committees and a statement outlining the procedures for policy and rule changes. Our checklist for what a committee does is: 1) Evaluating Needs; 2) Making Recommendations; 3) Implementing; 4) Communicating Activities.

Article 8: Committees cont

- Membership/Program Committee revised
- The Membership and Programs Committee develops recreational and competitive programs for the public, with the goal of meeting the needs of all levels of rowing skills and abilities. The Committee also evaluates the needs of the Club and proposes membership fees. The membership Committee shall provide support for growth of the MRRA and the retention of members. Reports of membership ideas, drives and member numbers per categories will be made to the general membership quarterly.

Article 8: Committees cont

- Equipment Committee
- The Equipment Committee shall be responsible for managing all aspects of club-owned equipment and the rack space for club and privately owned boats and blades. The Committee shall be responsible for compiling a boat usage summary at year end and polling the membership, as needed, to determine if the Club has the appropriate assortment of boats. They shall also generate a business plan regarding boat purchases and replacement strategy, and shall make such purchase suggestions to the BoD and membership for approval. The Committee shall communicate to the membership the proper use and care of Club equipment. They shall also report violations of rules on equipment use and any damage to equipment to the Board.

Article 8: Committees cont

- Safety Committee
- The Safety Committee is responsible for maintaining all safety equipment, such as bow lights, floatation devices, etc.. They will also arrange to show the Safety Video several times at the beginning of the season, and to new members throughout the season, as needed. They will also occasionally review the purchase of new safety equipment and videos, to be proposed to the BoD

Article 9: Liabilities

- No changes.

Former Article 10: Mail Voting1986

- This article was incorporated with Article 5 to keep all voting procedures together. We also broadened to include voting by mail, electronic or other means.

Article 11: Expulsion 1986

- If any member shall be charged by any other member, in writing and addressed to the BoD or any member thereof, with conduct injurious to the good of the order, peace or interest of the Club, or at variance with the requirements of the constitution, the BoD shall inform the charged member in writing. If upon inquiry, the BoD shall be satisfied of the truth of the charge and that the same demands such action, the BoD shall on a 2/3rd vote request the charged member to resign; and if such charged member declines to do so, shall refer the matter to a Regular or Special meeting (notice shall be given...), and the Club, after the presentation of the case...if such person so desire, may proceed to expel such person. A motion for expulsion shall be decided on a secret ballot, and the vote shall require 2/3rds voting in favor to expel. The person charged shall have not vote on this issue.

Article 10: Disciplinary Action and Expulsions

- Modified subhead to include idea of other disciplinary actions. *We believe the Club needs a Code of Conduct, but that should be done by another temporary or ad hoc committee.*
- We revised this section, each paragraph dealing with a specific piece.
- **Paragraph 1** reminds that criminal behavior should be reported to civil authorities. **Paragraph 2** suggests that Club members should make best effort to work things out among themselves.
- **Paragraph 3** is about cause. Modify wording. “A member who does not abide by the MRRA By-Laws and Code of Conduct, does not abide by the rules and regulations pertaining to Club equipment and facilities, or intentionally avoids payment of Club dues and assessments, or for conduct in any manner that is generally considered detrimental to the well-being of the Club may receive disciplinary action up to and including membership termination.”

Article 10: Disciplinary Action and Expulsions cont.

- 10.4: This paragraph is limited to process. Modify wording. “If a member shall be charged by the BoD or by any other member, the charges shall be put in writing. The BoD shall inform the charged member in writing 15 days before proceedings begin, specifying the infraction or complaint. The charged member shall be given an exact copy of the written charges and shall have 15 days to respond in writing. Special meetings of the BoD with each of the parties may be called to ascertain the truth of the charges. If upon such inquiry, the BoD shall be satisfied of the truth of the charges and that the same demands action, the BoD shall hold a hearing within 30 days of receipt of response to determine whether a written warning or expulsion is warranted.”

Article 10: Disciplinary Action and Expulsions cont.

- 10.5: The BoD may request the charged member to resign. If such charged member declines to do so, the BoD shall refer the matter to a Special meeting of the membership, with a two week advance notice. The club membership, after the presentation of the case and hearing from the person so charged, may proceed to expel such person. A motion for expulsion shall be decided on a secret ballot, and the vote shall require 67% of the voting membership in favor to expel.

Article 10: Disciplinary Action and Expulsions cont.

- 10.6: The person charged shall have no vote on this issue. If expelled, the person must remove all his/her personal equipment from the boathouse immediately and hand in his/her key card. An expelled member will not be eligible for a refund of any annual dues or assessments paid.

Article 11: Amendment

- No changes. Check quorum/voting numbers required.

Article 12: Dissolution

- No changes beyond paragraphing.