

**CODE OF REGULATIONS  
OF  
WESTERN RESERVE ROWING ASSOCIATION**

ARTICLE I

MEMBERS

A. Qualification. The members of this Corporation shall consist of the persons who make proper application, pay the required dues and accept the membership rules as set forth in these Regulations and any Bylaws adopted thereunder as well as all rules promulgated by the Cleveland Rowing Foundation (“CRF”).

B. Dues and other Obligations. Each member of this Corporation agrees to pay to the Corporation dues in an amount as shall be determined pursuant to the procedures set forth in these Regulations. Each member shall be required to pay the Base Dues Amount and the Program Dues Amount for the program(s) in which such members participate as determined in Article VII hereof. In addition to the payment of the required dues amounts, members who have participated for at least one (1) year in any Corporation program will be required to raise funds or volunteer to provide services to the Corporation for a specified number of hours each year. The amount to be raised and/or volunteer hours required shall be annually evaluated by the volunteerism and fundraising committee, and submitted to the Board for inclusion in the annual budget. Those members who elect not to raise funds or volunteer shall instead be required to pay an additional dues amount, the amount of which shall be set annually by the Board of Directors as part of the budget process. One-half of the amounts raised through such fundraising shall be donated to CRF.

C. Annual Meetings. The annual meeting of members shall be held at such time and on such date during the first ten (10) days of November of each fiscal year for the election of Directors, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before the meeting.

D. Special Meetings. Special meetings of members shall be called upon the written request of the president, by the Directors by action at a meeting, by a majority of the Directors acting without a meeting, or by the lesser of fifty (50) voting members or twenty-five percent (25%) of the members of the Corporation entitled to vote thereat. Calls for such meetings shall specify the purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

E. Notices of Meetings. Unless waived, written notice of each annual or special meeting stating the date, time, place and purposes thereof shall be given in any manner as permitted by Ohio Revised Code Section 1702.02, including, but not limited to, electronic mail transmission to each member entitled to vote at the meeting, thirty (30) days before any such meeting. If mailed, such notice shall be directed to the member at his or her address as the same appears upon the records of the

Corporation. Notice shall be deemed waived by any member who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and any member may, either before or after any meeting, waive any notice required to be given by law or under these Regulations.

F. Places of Meetings. Meetings of members shall be held at such place as shall be designated by the Board of Directors.

G. Voting. For purposes of voting on any matter properly submitted to the members for their vote, consent, waiver, release or other action, only members who have been a member for a minimum of one (1) year shall have the right to vote. Except as may be limited by law, members shall be entitled to vote on all matters upon which members are permitted to vote by mail or by proxy signed by the member.

H. Quorum. The lesser of fifty (50) voting members or twenty-five percent (25%) of all eligible voting members shall constitute a quorum for any meeting and the affirmative vote of a majority of the voting members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members.

I. Conduct of Meetings. At all meetings of the WRRRA membership, business will be transacted in the manner decided by the presiding officer, as supplemented by the current edition of Robert's Rules of Order, to the extent that Robert's Rules are not inconsistent with this Code of Regulations and WRRRA Bylaws.

## ARTICLE II

### BOARD OF DIRECTORS

A. Management by the Board. The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have general supervision and charge of the property, affairs and finances of the Corporation.

B. Number of Directors and Term. The number of Directors shall be seven (7) to be elected by the voting members of the Corporation. Directors shall serve for a term of two (2) years with three (3) directors being elected in each even-numbered year and four (4) directors in each odd-numbered year. Notwithstanding anything herein to the contrary, for the elections held at the annual meeting in 2007, three (3) directors shall be elected for a one (1) year term and four (4) directors shall be elected for a two (2) year term. Each Director shall hold office until his or her successor has been elected in the manner provided herein and has accepted such election. Any person who has served as a Director for five (5) consecutive terms shall be ineligible to serve as a Director for a period of one (1) year immediately following the completion of such consecutive terms.

C. Qualification for Directors. In order to be eligible to be a Director, a person must have been a member in good standing in the Corporation for (i) at least three (3) years which need not be consecutive and (ii) for the year during which they seek election as a Director. The Board of Directors may, however, grant an exemption to the requirement of three years membership for candidates that the Board judges to have shown unusual qualities, experience, and activities that render that individual or individuals particularly qualified to run for election to the board, providing that the board shall have approved the exemption(s) by at least a 2/3 majority of the full board and the candidate(s) granted an exemption has (have) had at least one year's membership in WRRRA. In addition, each person nominated as a Director must indicate the program(s) such person has participated in during the prior three (3) years, and at all times no more than three (3) Directors shall have been primary participants in the same program. This requirement shall be subject to change by the Board after two (2) years.

D. Election. The Directors shall be elected at the annual meeting of members. Notice of the annual meeting of members shall include a ballot and identify both the outgoing and nominated Directors and shall specify their program affiliations.

E. Power of Directors. The Board of Directors shall have the power and duty of controlling and managing all of the property, business, activities and funds of the Corporation. By way of example and not in limitation of any such powers, the Board of Directors shall have the power and right, at its discretion:

(1) To adopt Bylaws not inconsistent with these Regulations for the organization of the Board of Directors and governing its conduct of the activities and affairs of the Corporation.

(2) To adopt, promulgate and enforce rules governing the use of the property of the Corporation and the activities and programs of its members.

(3) To appoint or provide for the appointment of the following standing committees

(a) Finance and Administration

(b) Volunteerism and Fundraising

(c) Summer Rowing League/Fall Rowing League/Learn to Row

(d) Masters Sweep

(e) Equipment

(f) Sculling

(g) Unity and Communications

- (h) Away Regattas
- (i) Coaching
- (j) Safety

and any other standing or special committees, and to prescribe the powers and duties of such committees. Such standing or special committees may but need not be composed of Directors of the Corporation.

F. Removal or Resignation. Any director may, by notice in writing to the Board of Directors, resign at any time. Any director selected by the members may be removed from office by the affirmative vote of (i) a majority of the voting members with or without cause at a meeting of members called for such purpose or (ii) by a majority of the Board of Directors (not including such member) for any unexcused failure to attend three (3) or more meetings during the year or otherwise being in violation of these Regulations as determined by the Board in its discretion.

G. Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the remaining directors following at least thirty (30) days notice of such vacancy to the voting members. Members entitled to select directors shall have the right to receive notice of such vacancy to nominate persons to fill such vacancy. Subject to the qualifications for Directors, the Board shall fill such vacancy from among the nominations received or in the absence of such nominations, as it shall select in its discretion.

H. Quorum and Transaction of Business. Five (5) of the whole authorized number of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

I. Annual Meeting. Annual meetings of the Board of Directors shall be held immediately following the annual meetings of members or as soon thereafter as is practicable. If no annual meeting of members is held, the annual meeting of the Board of Directors shall be held immediately following any special meeting of members or as soon thereafter as is practicable.

J. Regular Meetings. Regular meetings of the Board of Directors shall be held no less frequently than eight (8) times during the first year following adoption of these Regulations and thereafter as shall be determined by the Board of Directors in their discretions..

K. Special Meetings. Special meetings of the Board of Directors may be called by the president, any vice president, any two members of the Board, or by (i) fifty

(50) voting members or (ii) twenty-five percent (25%) of the voting members, whichever is less, and shall be held at such time and places, as may be specified in such call. Any special meeting called by the voting members must be held within ten (10) days of the call.

L. Notice of Annual, Regular or Special Meetings. Notice of the time and place of each annual, regular or special meeting shall be given to each Director by the secretary or by the person or persons calling such meeting. Such notice shall specify the purpose or purposes of the meeting and may be given in any manner or method permitted by Ohio law, provided it is given at such time so that the Director receiving it may have reasonable opportunity to participate in the meeting. Notice shall be deemed to have been waived by any Director who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice and may be waived, in writing, by any Director either before or after such meeting. Notices of all meetings of Directors, included the purposes therefore and agenda, shall be posted for all members (i) on the Corporation's website at least fourteen (14) days prior to the meeting, (ii) to the e-mail list of members and (iii) at the boathouse.

M. Action Without Meeting. Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without such meeting by a writing or writings signed by all of the members of the Board or of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the secretary of the Corporation and inserted by the secretary of the Corporation in the permanent records relating to meetings of the Board.

N. Conduct of Meetings. All meetings of the Board of Directors shall be open to any members except, however, when a majority of the Directors vote to go into executive sessions for reasons as specified under Ohio law. At each meeting of the Board, members shall be allotted a period of time for questions and comments. At all meetings of the Board of Directors, business will be transacted in the manner decided by the presiding officer, as supplemented by the current edition of Robert's Rules of Order, to the extent that Robert's Rules are not inconsistent with this Code of Regulations and WRRRA Bylaws.

### ARTICLE III

#### COMMITTEES

A. Committees. The Board of Directors shall provide for such standing, or special committees set forth in Article II hereof and such other committees as it deems desirable. Each such committee shall consist of at least one (1) Director selected by the Board, and shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board. A majority of the members of such committee present at any meeting thereof shall constitute a quorum and any action by a majority of the committee at which a quorum is present shall constitute action of the committee. Board committees shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall

be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in such committees shall be filled by the Board.

B. Advisory Groups. The Board may provide for such other advisory groups, consisting in whole or in part of non-director, as it deems desirable, and discontinue the same at its pleasure. Each such group shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to and the filling of vacancies on such groups shall be the responsibility of the president unless the Board provides otherwise. Any action by any such group shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board.

## ARTICLE IV

### OFFICERS AND CLEVELAND ROWING FOUNDATION DIRECTORS

A. Election. The officers of this Corporation shall be a President, a Secretary and a Treasurer, none of whom need be, a Director and shall be selected by the Directors. The Board may also select such additional officers as it deems desirable. Officers shall be selected by a majority vote of the Board and shall hold office until the date fixed by these Regulations for the annual meeting of the Board next succeeding the election of such officers, and until their successors are selected and qualified.

1. President. The President shall preside at meetings of the Corporation and Board of Directors and shall perform such other duties as ordinarily pertain to the office. The President shall have such other powers and duties as may be prescribed by the Board of Directors from time to time.

2. Secretary. The Secretary shall keep the records of membership, record the attendance at meetings, send out notices of meetings of the Corporation, Board and committees, record and preserve the minutes of such meetings, and perform such other duties as pertain to the office or as the Board of Directors may from time to time prescribe.

3. Treasurer. The Treasurer shall have custody of all funds, accounting for same to the Corporation at its annual meeting and at any other time upon demand by the Board of Directors and perform such other duties as pertain to the office or as the Board of Directors may from time to time prescribe.

B. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

C. Cleveland Rowing Foundation Directors. The Board of Directors is authorized to select the CRF Directors which the Corporation is entitled to select pursuant to the Code of Regulations of the CRF.

## ARTICLE V

### INDEMNIFICATION AND INSURANCE

A. Indemnification. The Corporation shall indemnify any Director, officer, employee, agent or volunteer or any former Director or officer of the Corporation or any person who is or has served at the request of the corporation as a member, director, officer or employee of another corporation (whether non-profit or for profit), joint venture, trust or other enterprise (and such person's heirs, executors and administrators) against

expenses, including attorney's fees, judgment, fines and amounts paid in settlement, actually and reasonably incurred by such person by reason of the fact that such person is or was such Director, officer or director in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the Ohio Nonprofit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such law.

B. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, trustee or employee of another corporation (whether nonprofit or for profit), partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or of the Ohio Nonprofit Corporation Law.

#### ARTICLE VI

#### FISCAL YEAR

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

#### ARTICLE VII

#### FINANCIAL AND BUDGETARY MATTERS

A. Budget. By April 1 of each year, the Board of Directors shall adopt the budget for the Corporation for the then current fiscal year and rowing season. The Board shall take such action at a meeting which will be open to any member and at which the members shall have the ability to ask questions and make comments. In the event that after the budget is approved and provided to the membership by posting on the Corporation's website, at least fifty-one percent (51%) of the voting members object to the budget within ten (10) days of said notification, the Board of Directors shall be required to meet again within fourteen (14) days thereafter to consider revisions to the budget. Any further changes shall require a majority vote of the Board at a meeting at which at least two thirds (2/3rds) of the Board members were present.

In adopting the budget each year, the following procedures shall be utilized:

(1) Each year's completed financial review, a report prepared by the Treasurer, will be made available to all members through the Corporation's website.

(2) By February 1 of each year, the Board will, with the consideration of the financial review, formulate a preliminary budget for the current fiscal year (including dues, projected donations, projected sponsorship fees and other revenues and all costs). The budget will include the new Base Dues Amount for membership and specific Program Dues Amount for participation in each program as further described in this Article VII.

(3) The Board will provide this preliminary budget to all members through the Corporation's website and provide an opportunity for members to ask questions and comments.

B. Annual Operation.

(1) Once the budget is approved, the Board shall have the authority to make necessary adjustments brought about by unexpected shortfalls in revenue or increases in expenses and/or liabilities. Any such changes must be approved at a meeting at which members shall be properly noticed and provided an opportunity to comment and ask questions.

(2) Once the Budget, including the appropriate level of Base Dues Amount and Program Dues Amount is set, each program shall be required to operate and incur expenses only within the level of revenue with respect to such program. Program directors shall have the authority to recommend methods to increase revenue or decrease expenses with respect to their program which changes shall require the approval of the Board. In the event that a program has excess revenues at the end of the year, it may utilize those additional revenues for future expenses or to discount the next year's program dues as shall be approved by the Board.

C. Due Structure. Included in the budget will be a dues structure to include a Base Dues Amount (as hereinafter defined) as well as a Program Dues Amount (as hereinafter defined).

(1) Base Dues Amount. The Base Dues Amount shall include an amount equal to the per member assessment to each rower as approved from time to time by the Cleveland Rowing Foundation, and an additional amount as shall be set by the Board of Directors for administration, exigent circumstances and equipment acquisition. The Base Dues Amount shall grant each member access to the showers, docks and Cleveland Rowing Foundation Equipment.

(2) Program Dues Amount. Each year a Program Dues Amount shall be set for the following programs and determined taking into account the costs for the items set forth with respect to each program:

- **Summer Rowing League:** Dues include cost of repair and storage of SRL/FRL equipment during the SRL season, coaching, T-shirts, and races. Participants get: Use of SRL/FRI. equipment (and, in the event this equipment is unavailable to meet needs, additional Corporation 8+'s as determined by the equipment committee),

one coached practice per week, and participation in SRI, regattas and events. SRL members may row more than once a week on five additional occasions before having to join additional programs (i.e. general sweep or general sculling, see below). In such instances, the members must compensate the coach who takes out their team the amount the Board of Directors specifies annually, and also pay an additional "boat use fee" for that outing (amount also set by the board of directors). If an SRL member is substituting in a shell to allow another SRL team to be able to row, that outing will NOT count toward the five-extra-outing cap. SRL members who wish to try out another WRRRA program may attend up to three outings free of charge. Those who wish to row sweep beyond the opportunities detailed above must join an additional Corporation sweep program.

- **Fall Rowing League:** Dues include cost of repair and storage of SRL/FRL equipment during the FRL season, coaching, T-shirts, and races. Participants get: Use of SRL/FRL equipment (and, in the event this equipment is unavailable to meet needs, additional Corporation 8+'s as determined by the equipment committee), one coached practice per week, and participation in FRL regattas and events. FRL members may row more than once a week on three additional occasions before having to join additional programs (i.e. general sweep or general sculling, see below). In such instances, the members must compensate the coach who takes out their team the amount the board of directors specifies annually, and also pay an additional "boat use fee" for that outing (amount also set by the board of directors). FRL members who wish to try out another WRRRA program may attend up to three outings free of charge. Those who wish to row sweep beyond the opportunities detailed above must join an additional Corporation sweep program.

- **General Sweep:** Dues include cost of repair and storage of Corporation sweep equipment not designated as SRL/FRL. These equipment costs will be split among this program and any coached sweep programs other than SRL/FRL. Participants get: use of Corporation sweep equipment as deemed by equipment committee and equipment availability.

- **Coached Sweep:** General Sweep members may be offered coached programs to support competitive rowing and recreational rowing depending on the needs of the General Sweeps members. Dues include cost or repair and storage of Corporation sweep equipment not designated as SRL/FRL. The equipment costs will be split among these programs and the General Sweep program in proportion to the estimated equipment use of the respective programs. Participants get: use of Corporation sweep equipment as deemed by equipment committee and equipment availability. Only members of the General Sweep program shall be eligible for the Coached Sweep programs.

- **General Sculling:** Dues include repair and storage of sculling equipment. Participants get: use of Corporation and CRF sculling equipment as deemed by equipment committee and equipment availability.

- **Independent Sculling:** Dues include storage of own equipment and access to secure scullers' bay. Participants get: use of secure scullers' bay for storage of your own equipment.

- **Cox Only:** Dues include any CRF assessment plus fee to defray costs of their participation. Participants get use of Corporation equipment necessary for carrying out the coxswain duties.

The following programs do not pay the base dues, but also do not have voting privileges; they must pay whatever fee is assessed by CRF for their individual membership:

- **Learn to Row, Sweep or Sculling:** Dues shall include any CRF assessment, cost of coaching, and charge for equipment usage. Participants get use of Corporation equipment as deemed by equipment committee and equipment availability.

- **Student sweep:** Dues shall include any CRF assessment, pro-rated cost of coaching and charge for equipment usage but shall not include SRL/FRL. Student membership shall be for a three month period beginning either May 15 or June 1. What participants in this program get: three months membership in those programs for which they are qualified.

- **Non-motorized watercraft** member: Dues are base rate only. What participants in this program get: use of Corporation facilities and dock only.

- **Non-motorized watercraft** member: Dues shall included any CRF assessment plus fee to defray administrative costs. Participants get: use of Corporation facilities and dock only.

All costs of participation in away-regattas, including such things as entry fees, trailer or truck rental, etc., are not paid by WRRRA but by participating individuals, except that the Corporation will pay the entry fee for a shell accepted into the Head of the Charles.

## ARTICLE VIII

### AMENDMENTS

These Regulations may be amended or repealed in one of two ways: (1) by the Board of Directors by the vote of two-thirds (2/3rds) of the whole number of Directors, or (2) by a vote of two-thirds of a majority of the voting members at a special meeting called by twenty-five percent (25%) of the members of the Corporation entitled to vote thereat. Calls for such a meeting shall specify the exact nature of the amendment(s) proposed. No business other than that specified in the call shall be considered at any special meeting.

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This Code of Regulations was approved by vote of the WRRRA Membership on 25 August 2007.

This Code of Regulations was amended by a unanimous vote of the Board of Directions on 5 November 2007 by the addition of Article I, Section I, Conduct of Meetings and the addition of a final sentence to Article II, Section N, Conduct of Meetings, both additions providing for the use of Roberts Rules of Order.

This Code of Regulations was amended by a unanimous vote of the Board of Directions on 27 October 2008 by the addition of a second sentence in Article 2, Section 2, providing for an exemption to the rule governing the term of club membership required for a candidate for the board of directors.

This Code of Regulations was amended by a unanimous vote of the Board of Directors on 1 September 2009 by the modification of Article VIII to this present form.

This Code of Regulations was amended by a unanimous vote of the Board of Directors on 6 October 2009 by the modification of Article VII, Sections A and C to this present form.