



# Prince William Rowing Club

## By-Laws

Revised – February 2025



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**ARTICLE 1. NAME AND OBJECTS**

- 1.1. *Name:* The name of this organization, a not-for-profit corporation, shall be the Prince William Rowing Club, Inc. (hereafter referred to as "the Club" or "PWRC" in this document).
- 1.2. *Purpose:* The Club is dedicated to stimulating and fostering interest in the sport of rowing among amateur athletes with a goal to serve the entire community with recreational and competitive rowing programs that promote health, safety, and sportsmanship.
- 1.3. *Location:* The Club shall have and continuously maintain a principal office in the State of Virginia. The registered office of the Club shall be P.O. Box 594, Occoquan, VA 22125. The Club may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may from time to time designate.
- 1.4. *Image:* An image of the Club Emblem, shown at the top of this document, shall be used in any suitable, respectable manner.
- 1.5. *Colors:* The colors of the Club shall be silver, maroon, and black.
- 1.6. *General Organizational Policy:* The Club shall be an inclusive organization that does not discriminate based on race, color, sex, sexual orientation, gender identification, religion, or national origin. This policy of non-discrimination shall apply to all aspects of Club activities, whether in the membership application process, in the selection of any person for employment or leadership positions in the Club, or with respect to inclusion for membership and participation in Club activities.



## ARTICLE 2. MEMBERSHIP

- 2.1. *Membership Policy:* Any person who completes an application and meets the qualifications for membership as established by the Board of Directors (BoD) and outlined in the membership application shall be eligible to be a member of the Club. No application for membership will be rejected by reason of race, color, sex, sexual orientation, religion or national origin, and no applicant will be rejected unless she or he fails to meet the qualifications for the membership class for which she or he has applied or good cause for rejection has been shown.
- 2.2. *Categories:* The BoD may establish different membership categories. All Members are entitled to all the rights and privileges of the Club, subject to the constraints imposed by their membership categories. The BoD may refuse to accept an application due to insufficient payment, if the member is deemed to be unsafe to self and others, if the member exhibits inappropriate behavior, or other reason as reviewed by the BoD on a case-by-case basis, and it is determined that the member does not qualify for membership.

The membership categories are intended to accommodate the varying degrees of skills, experience, and commitment each rower contributes to the Club. Generally, the categories will be organized into three general groups:

- (1) rowers who wish to compete on a regular and sustained basis throughout the season;
- (2) rowers who do not want to compete but wish to continue to hone their rowing techniques and benefit from a good workout; and
- (3) rowers with very limited or no rowing experience.

Additional categories are available to accommodate (1) college students; (2) part-time rowers and (3) weekend or weekday only rowers. Details on each of the current membership categories can be found at the PWRC website at: <https://pwrc.org/programs.html>.

- 2.3. *Changing Categories:* Any Member of the Club may change his or her membership to a different category (including regular membership) by meeting the requirements of such different category and, if applicable, paying the difference in dues between such Member's current category and the category the Member desires to join.
- 2.4. *Basis:* Membership is on an annual basis.
- 2.5. *Dues:* The dues and fees required of Members shall be determined by the BoD and communicated to the Membership prior to the start of the rowing season, preferably at an annual preseason orientation meeting. The BoD may establish different dues for different membership classes and shall set the payment due dates.
- 2.6. *Refund Policy:* The refund policy is predicated on retaining funds sufficient to meet financial obligations of the Club. Since these financial commitments must be made by the beginning of the rowing season, the Club enforces the following refund policy:

*Full membership fees are fully refundable through the first week of the rowing season, less an administrative fee of 10%. A rower must notify the Club in writing or by email of their decision by the deadline date. If a rower withdraws after the first week, but before conclusion of the third week, membership fees are refundable less 20%. After the third week, membership fees are no longer refundable.*

The Club's Officers reserve the right to waive this policy under extenuating circumstances.

- 2.7. *Resignations:* Members may resign by notifying the Club in writing (letter or e-mail). Resignation



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notifications should be sent to the Club President. Such resignation shall be accepted unless the resigning Member is in default of his or her obligations to the Club or has charges pending against him or her.

- 2.8. *Involuntary Termination of Membership and Appeal:* Any Officer of the Club, or the BoD acting by a simple majority vote, may terminate the membership privileges of any Member for actions which violate the Club By-laws, the Code of Conduct as has been set forth concerning the Club, the Club's Safe Sport policies, or which otherwise jeopardize the safety, welfare or reputation of the Club or its Members.

Appeals to the Officers or BoD for re-consideration of such a termination may be heard and may be reversed by a two-thirds majority vote of the BoD.



### **ARTICLE 3. GENERAL OPERATIONS**

- 3.1. *Administrative/Fiscal Year*: The administrative and fiscal year of the Club runs from January 1 to December 31.
- 3.2. *Annual Meetings*: Annual Meetings of the Membership of the Club, unless otherwise specified by the BoD, shall be held at a time and place determined by the President. One meeting shall occur before the rowing season starts and one meeting scheduled at the end of the season. These meetings shall be held for the purpose of gathering the Membership, discussing the programs for the upcoming year, and for the transaction of such other business as may come before the meeting. Annual Meetings shall not be cancelled; they may, however, be postponed by the BoD for good cause. The Membership must be notified with the reasons for postponement stated and the place and time for the rescheduled meeting.
- 3.3. *Special Meetings*: The President or the BoD, at its discretion or in response to any group of Members of the Club comprised of not less than one-fifth of the total number of Members in good standing, may call Special Meetings of the Members of the Club. The transaction of business at any Special Meeting shall be limited to the matters set forth in the Notice of Special Meeting. A Special Meeting may be cancelled on the same authority by which it was called, with due notice given to the Members.

Notice stating the place, date, and hour of the meeting of the Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member at least five (5) days before the date of any such meeting. Notice may be given in writing, in person, by telephone, or by email.

- 3.4. *Conduct of Meeting Business*: Subject to laws of local jurisdiction, Club Members may meet and conduct business by any method that allows all participants to simultaneously communicate with each other or as otherwise allowed by law. Those Members in good standing (no outstanding debts and not in violation of the Club's By-laws, Code of Conduct, the Club's SafeSport policies), may vote to elect members to the BoD or on any other matter requiring action by the Membership in accordance with these By-laws.

There shall be no voting by proxy, unless directed otherwise by the BoD.

Each regular member shall be entitled to one vote on each matter submitted for a vote. Ballots prepared in advance of the meeting where voting is to occur may be cast electronically by a member who is unable to attend the meeting. Voting may be by voice vote or ballot. If any voice votes taken are unclear, they should be taken by roll call.



#### **ARTICLE 4. CLUB MANAGEMENT: OFFICERS AND DIRECTORS**

- 4.1. *Annual Election of a Board of Directors and Officers:* The Membership shall elect Officers and a Board of Directors to exercise, conduct, and control the business and property of the Club. The BoD is responsible for the overall policy and direction of the Club and may delegate responsibility for day-to-day operations to Club Members or committees. The BoD shall manage and supervise the Officers and Committee Members, subject to the provisions of the Club's Articles of Incorporation and of the Club's By-laws, to see that their duties are properly performed.
- 4.2. *Board of Director's Organization:* The BoD shall be comprised of nine to twelve persons, including Officers, depending on club size and availability of interested Members. Any member of the Club, who has been a regular member in good standing during the present year, is eligible to be nominated and run for the next year's BoD or Officer positions. Members voting may write in and vote for a candidate not included on the slate of candidates. Duties of the BoD are described more fully in Article 5.
- 4.3. *Presidents Emeriti:* In addition to the BoD as defined above, past presidents of the Club are invited to join the BoD as an Advisory Council to the BoD in recognition of their experience and contribution to the Club. Advisory Council members shall have a non-voting role and are not counted towards the quorum requirement specified in Section 5.4. These presidents emeriti shall hold memberships on the Advisory Council as long as they desire to remain active in the Club.
- 4.4. *Annual Election Process:* Officers and Directors shall be elected by the Membership at the End-of-Season Annual Meeting of the Club. Nominations to Officer or Board positions will be collected electronically prior to the end-of-season meeting. Members may be nominated and run for Officer positions or for general "at-large" positions on the BoD.
- 4.5. *Officers:* The Officers will be a President, Vice President(s), Secretary and Treasurer. Their duties will be more fully described in Article 6.



## ARTICLE 5. THE BOARD OF DIRECTORS

- 5.1. *Organization:* The President, or the Vice President in the absence of the President, is the Chairperson of the BoD. The Club President or the BoD may form standing and ad hoc advisory committees of Members of the BoD or Club Members to perform such functions as may from time to time be deemed necessary or desirable.
- 5.2. *Term:* The Officers and Directors shall serve for a term of one (1) year, and until their respective successors have been elected, qualified, and installed. Officers and Directors may be re-elected for successive terms without a limitation on the number of terms served. Unless any person so elected shall, within ten (10) days after notice of his or her election, signify his or her refusal to act as a member of the BoD, he or she shall be presumed to have accepted his or her election as an Officer or Director.
- 5.3. *BoD Meetings:* The BoD shall regularly meet at least once a month during the majority of the rowing season. Notice of regular or special meetings may be given verbally, by telephone, by written notice, or by email, provided sufficient time is given each Director to attend such meeting; provided, however, that any meeting may be held upon five (5) days' notice in any event. All meetings shall be called by the President or by any quorum of Directors to be held at such time, day and place as shall be designated in the notice of the meeting. The time, day, and place of any regular or special meeting of the BoD shall be specified in the notice of the meeting. The Secretary or one of the other Directors, then present and designated by the Chair of the meeting, shall keep a complete record of its acts and of the proceedings of its meetings in published minutes detailing the actions and decisions made during the meeting.
- 5.4. *Quorum:* For any BoD meeting proceedings to be valid, a quorum, defined as a majority of Directors, must be present (for example, 6 Directors must be in attendance if there are 10 total on the board that year). When a quorum is present at any meeting, a majority of Directors present and voting may take any action, except when some other vote is required by law or these By-laws. The President or Secretary shall determine at the start of any meeting whether a quorum is present. Any meeting may be adjourned from time to time by a majority of Directors present, whether or not a quorum is present and the meeting may be held as adjourned without further notice.
- 5.5. *Compensation:* No Member of the BoD shall receive any compensation for his or her services as a Director. No Officer, Agent, or Employee of the Club shall receive any compensation for services unless authorized by a majority vote in the affirmative at any regular or special meeting of the BoD.
- 5.6. *Unexpected Vacancies:* Any vacancy in office through death, disability, resignation, disqualification, removal, or other cause, may be filled by the BoD for the unexpired portion of the term of such office until the next time the Membership elects new Directors to fill any vacant position(s). The Directors shall have, or may exercise, all their powers, notwithstanding the existence of one or more vacancies on the Board of Directors.
- 5.7. *Removal:* No Director may be removed from the BoD without just cause. Removal shall be by two-thirds majority vote of the remaining Directors.
- 5.8. *Ad-hoc Committees:* The BoD may establish committees and delegate to any such committee or committees some or all of the powers of the Directors except those, which by law or these By-laws, they are prohibited from delegating. Unless prohibited by the BoD, committees may make rules for the conduct of its business.
- 5.9. *General Fiscal Responsibility:* In expending unrestricted Club funds, the BoD shall observe the following: the BoD shall determine the amounts necessary to be paid or reserved for maintenance, upkeep, and reasonable improvement of the Club as a whole, including public relations, publicity and the purchase and maintenance of the Club's property and including the setting aside of funds for capital improvements or other special purposes. In making its budget, the BoD will leave in the Club treasury a sum determined in its discretion after committee budgets and all outstanding contracts and obligations have been deducted from the balance (except capital improvement obligations payable over a long term and necessarily entered into



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to preserve the Club's property).

5.10. *Current Director Positions and Duties:* While not a complete or exhaustive list of the functions of the BoD, the following description of positions and duties provides a general perspective on the organizational need for a dedicated BoD.

### **Operations Director:**

- Work with coaches to identify Team Representatives who will help organize activities and represent the team
- Ensure all members have signed their online Waiver
- Ensure boathouse/docks are safe and clean
- Organize work details as needed
- Organize Towel Washing duties

### **Equipment Manager:**

- Negotiate leases with the high school boosters' Clubs for needed equipment (shells, oars, launches and etc.) and submit for board approval and President's signature
- Provide oversight, guidance, and direction in the maintenance, stowing and transporting of all Club owned and leased assets
- Maintain inventory of Club assets (oars, tools, etc.)
- Ensure Club has adequate equipment and supplies (including fuel) for practices and regattas. Identify and procure new / replacement equipment with board approval
- Maintain boat usage log and communicate with high school boat owners regarding usage, payment, inspection results, and any damage and repair issues and costs.

### **Communications / Marketing Director**

- Solicit input and coordinate the preparation, printing, and distribution of the PWRC monthly newsletter ("The BLAST") as determined by the board
- Work with the appropriate committees to create and distribute marketing material, announcements, and press releases advertising Club programs
- Respond to inquiries from [info@pwrc.org](mailto:info@pwrc.org)
- Ensure PWRC's web site is maintained
- Ensure PWRC's bulletin board(s) at the boathouse are maintained and updated
- Ensure e-mail distribution lists are kept up to date

### **Social Director**

- Plans and coordinates Club social events
- Solicit from the general membership to assist in these duties
- Arrange to have a designated photographer at PWRC events
- Provides photos to Communications/Marketing Director for distribution

### **Regatta Director**



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- Obtain regatta schedules, entry due dates and entry costs
- Disseminate a regatta schedule to members and coaches
- With the assistance of the coaches; submit entries and required fees for regattas in a timely manner
- Work with the coaches, Operations, and Equipment Directors for all activities and support-associated with Club participation in regattas, including registration, transportation, food, and overnight accommodations as required
- Work with the coach and effected rowers to determine selection process of boats to be entered and seat assignments for restricted regattas
- Provide regatta entry logs to Treasurer in order to accurately charge rowers regatta fees

### **Coxswain Coordinator**

- Recruit coxswains and substitute coxswains
- Ensure all primary and substitute coxswains are registered
- Ensure all primary and substitute coxswains sign a contract and know the coxswain rules
- Maintain a Google Sheet on coxswains' available and planned absence
- Coordinate a substitute coxswain for coaches when primary coxswains are absence
- Oversee coxswain development

### **Spirit Wear Coordinator**

- Determine any changes required to the approved uniform and clothing guidelines and make recommendations to the Board of Directors.
- Design and order annual T-shirts
- Establish procedures for members to order uniforms and other PWRC clothing items

### **Volunteer Coordinator**

- Create Sign-Up Genius files to support the various PWRC events such as Learn to Rows, adult novice camp, and the half marathon.



## ARTICLE 6. THE OFFICERS

6.1. *General Policy:* Subject to law and to the other provisions of these By-laws, each Officer shall have, in addition to the duties and powers set forth in these By-laws, such duties as are commonly incident to the Office.

6.2. *The President:* The President shall be the Chief Executive Officer of the Club and Chairperson of the BoD and shall, subject to the control of the BoD, supervise and control the affairs of the Club and the activities of the Officers. He or she shall perform all duties incident to the Office and such other duties as may be required by law, by the Club's Articles of Incorporation or By-laws, or which may be prescribed from time to time by the BoD. The President is responsible for the day-to-day operation of PWRC, and as such shall:

- Preside over all meetings of the Members of the Club and BoD.
- Sign all contracts and instruments, which have been first approved by the BoD.
- Call the Directors together whenever deemed necessary.
- Under the advice and guidance of the BoD, the President will direct the affairs of the Club and discharge other duties as required by these By-laws or any additional duties as appropriate and necessary for the efficient functioning of the Club.
- Serve as the Chairman of the Board of Directors (set meeting agendas, etc.).
- Ensure representation at Prince William Crew Association (PWCA) Board of Directors meeting by a PWRC board member.
- Sign equipment leases with the high school boosters' Club presidents.
- Recruit coach applicants for the rowing programs and submit for board approval.
- Sign coach's contracts.
- Oversee coaches' performance and ensure compliance with contract.
- Listen to Club members and provide feedback on the "state of the Club." ·  
Ensure full accountability of the Club's finances.
- Co-sign PWRC checks and authorize Credit Card expenses.
- Oversee the Club safety program.

6.3. *The Vice-President:* If at any time the President shall be unable to act, the Vice President shall take his or her place and perform his or her duties. If the Vice President shall be unable to act, the BoD shall appoint one of the Directors to fulfill the duties of President. Additionally, the Vice-President:

- Assists the Club as needed in the promotion and operation of Club programs.
- Develops an annual calendar of events for PWRC.
- Develops annual goals and objectives for board approval.
- Ensures each team has a designated representative to assist with administration, additional duties and support the coach.
- Conducts orientation for new and returning members and staff.

6.4. *The Secretary:* In general, the Secretary shall perform all duties incident to the Office of Secretary and such other duties as may be required by law or which may be assigned from time to time by the BoD. The Secretary shall:

- Attend all meetings of the Members and of the BoD, or designate a proxy.
- Shall fairly and impartially take minutes creating a record of the proceedings. ·  
File all minutes and be official custodian of Club records.
- Notify board members of all meetings and make reservations at an appropriate venue.



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- Maintain accurate minutes of all official meetings of the board and general membership.
- Ensure PWRC's By-Laws and Standard Operating Procedures are reviewed and updated annually or as needed.
- Handle correspondence and printing support as directed by the board of directors. ·  
Check the Club's post office box regularly.
- Ensure Google Sheets for spring, summer, and fall are available and used by all teams.

6.5. *The Treasurer:* In general, the Treasurer shall discharge such other duties as pertain to the Office or may be prescribed by the BoD. The funds of the Club shall be deposited in such bank or banks as the Treasurer of the Club shall designate. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by such Officer or Officers, Director or Directors, Agent, or Agents, of the Club as shall be determined by resolutions of the BoD. The Treasurer may delegate any of these duties to an assistant, provided such person is approved by the BoD. More specifically, the Treasurer shall:

- Be responsible for the collection, safekeeping, and disbursement of all monies and securities of the Club.
- Receive and deposit all funds of the Club and account for all receipts, disbursements, and balance on hand.
- Furnish a bond in such form and in such amount, if any, as the BoD may require.
- Make a monthly report of the condition of the assets, and of the receipts and disbursements for the preceding month, at each meeting of the BoD. The report will include the names of all persons delinquent in payment of monies to the Club and shall make such other particular reports as directed by the BoD or President.
- Develop an annual budget for the board's approval, which shall be submitted no later than March 15th of each year.
- Manage the Club's funds in accordance with the approved budget.
- Co-sign PWRC checks and authorize Credit Card expenses.
- Ensure that all insurance policies and State and local legal documents are current and filed at the appropriate times.
- Submit to the membership a written year-end fiscal report.
- Process membership applications and maintain accurate membership records/rosters (phone numbers, e-mail addresses, birthdate, gender, etc.).
- Maintain "Regatta Accounts" for all members.
- Check the Club's post office box regularly.



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**ARTICLE 7. BY-LAWS CHANGES**

- 7.1. *Amendments:* These By-laws may be altered, amended, or repealed at any meeting of the BoD called for that purpose and at which not less majority quorum is present and vote in favor of such alteration or amendment. The notice of the meeting shall set forth the proposed amendment or a summary of the changes to be affected by the proposed amendment.
- 7.2. *Severability:* If any provision of these bylaws is determined to be invalid, all other provisions still remain in effect.