

# BYLAWS of the GREEN LAKE ROWING ADVISORY COUNCIL

## I. GENERAL

The business and affairs of this Advisory Council shall be conducted solely by its board of Council Members.

### A. Purpose and Mission

This Council is organized to provide means and promote opportunities for the education of the public, with emphasis on youth in the Greater Seattle Area, with respect to the sport and skills of rowing and the lifetime enjoyment thereof, through organizational support of the Green Lake Crew rowing programs, by providing instruction and training of individuals for the purpose of developing and improving their capabilities and by educating the general community on topics related to rowing. It is this Council's further purpose to otherwise support Green Lake rowing programs and activities, including promotion of the rowing programs and special events, finance and budget management, fundraising, rowing equipment purchasing and maintenance, race organization, and facilities maintenance; where appropriate, to make recommendations to the staff of the Seattle Department of Parks and Recreation and the Board of Park Commissioners, the Seattle City Council concerning any of the foregoing activities, and, in general, to carry on any other lawful business whatsoever in connection with the foregoing. The Council functions under an Operating Agreement with the Associated Recreation Council (ARC), and part of its mission is to fulfill its obligations thereunder.

## II. BOARD OF COUNCIL MEMBERS

### A. Membership.

The Board shall be comprised of three types of members: Council Members; Ex Officio Members; and Associate Members. The Board shall be composed of individuals of varied interests to ensure that the diverse aspects of the Green Lake Crew programs are represented. Council Members shall, in appointing or recommending candidates for appointment to the Board, take into account the following as a desirable background for a Board member:

- Involvement with a rowing program;
- Desire to support the Green lake Crew and/or other City of Seattle rowing programs; and
- Dedication to furthering the sport of rowing

Nomination and appointment of Board members shall be without regard to sex race, creed or color.

### B. Council Members.

1. Number. There shall be not less than seven (7) nor more than twenty-one (21) Council Members. Within this range, the number of Council Members may be changed by the Council Members at any regular meeting or at a special meeting called for that purpose.

2. Appointment. New Council Members shall be selected by the existing Council Members and approved by the Associated Recreation Council (ARC).
3. Elections and Term. The regular, full term of a Council Member shall be three years. There shall be no limit on the number of terms which a Council Member may serve. Upon the recommendation of the Council Members, one-third (or as close thereto as possible, if the number of Council Members is not divisible by three) of the Council Members shall be (re)appointed each year on or before the Annual Meeting of the Board of Council Members.
4. Resignation. Failure of a Council Member to attend two of any three consecutive regular (including the annual) or special meetings of the Board of Council Members without submission in advance of the second absence of an excuse acceptable to the Executive Committee shall automatically constitute a resignation from the Board of Council Members. In other respects, a Council Member is free to resign at any time without consent of the remaining Council Members or the appointing official.
5. Vacancies. Any vacancies occurring on the Board of Council Members shall be filled by the same appointment process as above. A Council Member so appointed shall serve for the unexpired term of his/her predecessor.

#### C. Ex Officio Members.

1. Number. There shall be two ex officio members of the Board. They are the Green Lake Small Craft Center Recreation Programmer, and the Parks and Recreation Department Aquatics Manager.
2. Rights and Duties. Ex officio members may attend meetings of the Board (including Closed Sessions, as specified in V.H.I), and those of any Standing Committee thereof.

Ex officio members may be appointed by the Council Members to serve on any Standing Committee (with the exception of the Executive Committee). Any Ex Officio member appointed to a Standing Committee may vote in the same capacity as a Council Member serving on that same Standing Committee.

#### D. Associate Members.

1. Application. At any time, an individual may petition the Board to be appointed an Associate member of the Board.
2. Number. Council Members of the Board shall determine the number of Associate Members of the Board.
3. Term. The term of an Associate Member shall automatically lapse annually, ending at the time of the Board's Annual Meeting. Council Members shall, at the Annual Meeting of the Board, review the contributions of Associate Members and, upon indication of continuing interest by a current Associate Member, may renew said Member's term for an additional year. There shall be no limit on the number of terms which an Associate Member may serve.
4. Rights and Duties. Associate members may attend meetings of the Board, and those of any Standing Committee thereof.

Associate Members may be appointed by the Council Members to serve on any Standing Committee (with the exception of the Executive Committee). Any Associate Member appointed to a Standing Committee may vote in the same capacity as a Council Member serving on that same Standing Committee.

### III. OFFICERS

#### A. Number.

The Officers of the Council shall be a President, Secretary, Treasurer, and Boatperson. In addition to the foregoing, the Board of Council Members may elect such assistant or other Officers as the Board, from time to time, deems appropriate.

#### B. Terms/Qualifications.

Officers must be Council Members, and shall be elected by the Board of Council Members at the Annual Board Meeting, and shall serve for a term of one year, commencing on their election, or until such time as their successors are selected.

#### C. Vacancies.

A vacancy in any office may be filled by the Board of Council Members for the unexpired portion of the term.

#### D. President.

The President shall be the Chief Executive Officer of the Rowing Advisory Council and shall, subject to the ultimate authority of the Board of Council Members and/or any Executive or other Committees appointed by it, have general charge of the business of the Council.

The President shall, together with the Secretary, execute all documents and instruments which are required in the ordinary course of the Council's business, or which are required by law to be executed by the Council.

#### E. Vice-President.

If elected, the Vice-President shall, in the absence of the President, or his/her inability or refusal to act, perform the duties of the President, and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President.

#### F. Secretary.

The Secretary shall, in person or through any Assistant Secretary or other designee of the Board

- (a) keep the minutes of all Council Members' meetings;
- (b) give all notices which must be given under these Bylaws or by statute;
- (c) be custodian of the corporate records and seal; and
- (d) in general, perform all duties as from time to time may be assigned to him/her by the President or the Board of Council Members.

#### G. Treasurer.

The Treasurer shall, in person or through any Assistant Secretary or designee of the Board:

- (a) Have charge and custody of all funds and securities of the Council;
- (b) give receipts for money due and payable to the Council, and deposit all such monies in the name of the Council in such banks as shall be selected by the Board of Council Members; and

(c) in general, perform all duties as from time to time may be assigned to him/her by the President or the Board of Council Members.

#### H. Assistant Secretary and Assistant Treasurer.

The Assistant Secretary and Assistant Treasurer, if and when elected, may act in the absence, death, inability or refusal to act of the Secretary or Treasurer to perform such duties as shall from time to time be assigned to him/her by the Board of Council Members of the Secretary or Treasurer.

#### I. Boatperson.

The Boatperson shall oversee the maintenance of the equipment; prepare quarterly recommendations on program equipment needs; and shall be Chairman of the Equipment Committee.

### IV. ORGANIZATION

#### A. Authority to Create Committees.

The Board of Council Members may designate and appoint an Executive and/or other Committees, each of which shall consist of two or more Council Members, and which Committees shall have the authority of the Board of Council Members in the management of the Council, to the extent provided by law.

Notwithstanding the foregoing, no such Committee shall have the authority to change the Bylaws of the Council; to amend, alter or repeal any previous action by the Board of Council Members; or do any act prohibited by law or statute.

The appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Council Members, or any individual Council Member, of any responsibility imposed upon it or him/her by law.

#### B. Standing Committees.

##### 1. Identity, Membership, and Voting.

Unless and until changed by the Board of Council Members, the following Standing Committees shall be appointed annually and each Committee shall be chaired by a Council Member of the Board:

- Executive
- Budget and Finance
- Equipment
- Fundraising
- Parent Liaison
- Regatta

In lieu of appointment of such Committees, the Board of Council Members may act as a Committee of the whole responsible for that Committee's function.

Each Council Member shall serve on a minimum of two Standing Committees. Any Council Member may attend the meetings of any Standing Committee. Only those Council Members appointed to a Standing Committee by the Board shall have the vote at meetings of that Standing Committee.

Ex officio and Associate Members shall have the vote on those Standing Committees to which they have been appointed by the Council Members (as provided in II.C.2 and II.D.4).

## 2. Organization and Responsibilities.

The organization of each Standing Committee, including any subcommittee structures, shall be determined by the respective Standing Committee members and approved by the full Board.

Responsibilities of each Standing Committee shall be determined and assigned by the Board. General areas of responsibility shall include:

- a. The Executive Committee shall consist of all of the elected officers of the Board. The Executive Committee shall consider and propose changes to the Board's Bylaws; oversee the development of the Board's Outreach Programs; make decisions on any and all financial aid applications to the Board.
  - i. Outreach Programs are defined as those programs designed to reach out to youth, groups and individuals not historically participating in the mix of programs (rowing and otherwise) offered through the Green Lake Small Craft Center. The purposes of such programs are (1) to ensure that children and youth survive, thrive, and succeed, by expanding, where appropriate, programs for at-risk children and youth, and (2) that Seattle's capacity to support its diverse array of families and individuals be strengthened.
- b. The Budget and Finance Committee shall draft the Board's annual operating budget; consider and recommend changes to the Council's employee wage schedule; develop and recommend long-range plans to achieve the purposes of the Council.
- c. The Equipment Committee shall maintain a current, prioritized equipment acquisition plan; anticipate, address, and resolve equipment scheduling conflicts among various components of the Council's programs, including equipment scheduling for regattas; develop appropriate equipment-use standards and policies in consultation with the facility Recreation Programmer; exercise Board oversight of equipment and facilities maintenance programs in consultation with the facility Recreation Programmer.
- d. The Fundraising Committee shall engage in such activities as are approved by the Board in order to meet the Council's fiscal goals as identified in the annual operating budget.
- e. The Parent Liaison Committee shall actively promote the involvement of parents/guardians in all phases of the Council's junior programs; recruit parents/guardians as volunteer staff for events such as regattas on Green Lake and as chaperones for juniors traveling to Board-sanctioned events; organize annually a junior awards ceremony (and any and all fund-raising activity associated with such an event).

- f. The Regatta Committee shall plan and organize staffing for all regattas held on Green Lake. Such responsibility will include planning and organizing concession sales associated with such regattas.

### C. Ad Hoc Committees.

1. Any Ad Hoc Committee created by the Board shall be automatically dissolved at the time of the Board's Annual Meeting unless its continuation is explicitly reauthorized by the Board at that time.

## V. GOVERNANCE

### A. Robert's Rules of Order.

Robert's Rules of Order are to be used as the standard for conducting all meetings [Robert's Rules of Order, Newly Revised, 1990 Edition, Scott, Foresman and Company, 1990, being the standard at this time].

### B. Quorum.

A majority of the Council Members shall constitute a quorum for the transaction of business at any meeting.

### C. Voting.

Each Council Member shall have the vote at all meetings of the Board (and at committees thereof, as specified in IV.B.1, above). Absentee/proxy votes shall not be accepted. Ex officio and Associate Members shall not have the vote in meetings of the Board.

1. As a member of the Board, the presiding officer can vote as any other member when the vote is by ballot. In all other cases (e.g., voice votes), the presiding officer can (but is not obliged to) vote whenever his/her vote will affect the result – that is s/he can vote either to break or to cause a tie. The presiding officer cannot vote twice, once as a member, then again in his/her capacity as presiding officer.

### D. Regular Meetings.

Regular meetings of the Board of Council Members shall be held monthly, unless a majority of the Board elects to skip a particular month.

### E. Annual Meeting.

The Annual Meeting of the Board of Council Members shall be the regular meeting held in the month of November of each year.

### F. Special Meeting.

Special meetings of the Board of Council Members may be called at any time by or at the request of the President and any three Council Members. The persons calling the special meeting shall give notice of the purpose thereof to the Council. The Secretary shall then fix the date, place, and time of the meeting and give notice thereof, and of its purpose, to all the Council Members at least three days in advance of the meeting.

### G. Informal Action.

Any action which must or might be taken at a meeting of the Board of Council Members, or any Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action

so taken, shall be signed by all of the Council Members or Committee members as the case may be.

#### H. Closed Sessions of the Council.

Personnel matters and Board membership discussions shall be in Closed Session of the Board.

1. In accord with the "Agreement between the City of Seattle Department of Parks and Recreation and Recreation Advisory Councils," and as members of the Board, ex officio members of the Board may attend Closed Sessions of the Board, except for those Closed Sessions at which the President judges such attendance to be inappropriate.
2. Associate members of the Board shall not attend Closed Sessions of the Council.

#### I. Remote Electronic Participation in Meetings and Special Meetings.

Board members may participate in scheduled board meetings via telephone if arranged with a member of the Executive Committee at least one week in advance of the meeting. Special meetings of the members may be called by the president or by the Board of Council Members. Special meetings of the members may also be called by other officers or persons or number or proportion of members as provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having one-twentieth of the votes entitled to be cast at the meeting. Except as otherwise restricted by the bylaws, members and any committee of members of the Council may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

#### J. Number System.

A numbering system will be implemented to record and mark all Board resolutions which address policy, governance, and purpose.

#### K. Dissolution.

No member or officer shall be entitled to share in the distribution of the Council's assets, if any, upon dissolution of the Council or the winding up of its affairs. Upon the winding up or dissolution of the Council, the assets of the Council remaining after payment of, or provision for payment of, all debts and liabilities of the Council, shall be distributed to an successor organization. To the extent required by law to fulfill any financial obligation, proceed may be distributed to ARC, provided that ARC continues to be described in Section 501(c)(3) of the Code. If ARC has dissolved or is no longer described in Section 501(c)(3) of the Code, such assets may be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law to the Department or another government unit within the meaning of Sections 170(b)(1)(A)(v) and 170(c)(1) or the corresponding provision of any future federal tax law.

## VI. COUNCIL FUNDS

#### A. Deposits.

All funds of the Council, other than a reasonable amount of petty cash shall be deposited, in the name of the Council, in such banks or depositories as the Board of Council Members may select.

### **B. Checks.**

All disbursements by the Council, other than small amounts from petty cash, shall be by check, drawn direct to the ultimate payee, and signed by one or more Council Members.

### **C. Budget.**

By September of each year, or as soon thereafter as is possible, the Board of Council Members shall approve a budget of estimated income and expenses of the Council for the coming fiscal year (October-September). Said budget may be prepared initially by the Executive Committee, the Board itself, or such other Committee or Officer(s) as the Board shall designate. The budget will be done in accordance with the requirements of ARC.

## **VII. AMENDMENTS**

The Board of Council Members have the exclusive authority to amend the Bylaws, and to adopt rules and regulations governing the Council.

## **VIII. CONTRACTS AND LOANS**

### **A. Contracts.**

The Board of Council Members may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council, and such authority may be general or confined to specific instances.

### **B. Loans.**

No loans shall be contracted on behalf of the Council and no evidence or indebtedness shall be issued in its name unless authorized by a Resolution of the Board of Council Members or the Executive Committee, if such authority is delegated to it by the Board of Council Members. Such authority may be general or confined to specific circumstances.

## **IX. SEAL**

The corporate seal shall be circular in form and have inscribed thereon the name of the Council and the words "State of Washington" and "Corporate Seal." Said seal shall be approved by the Board of Council Members.

Adopted this 17th day of September, 2008, by unanimous vote of the Board of Council Members.