

ARTICLE 1

NAME AND PRINCIPAL OFFICE

The name of this club shall be “Riverside Boat Club of Cambridge” and its principal office shall be at 769 Memorial Drive, City of Cambridge, County of Middlesex, Commonwealth of Massachusetts, 02139.

ARTICLE II

OBJECTIVE

The objective of this club shall be the encouragement and furtherance of aquatic and athletic sports among amateurs, more particularly the instruction and improvement in and enjoyment of the art of rowing and the promotion of a friendly and social spirit among its members.

ARTICLE III

MEMBERSHIP

The club shall consist of the following classes of members who shall be entitled to clubhouse privileges.

1. **Life Members.** Life membership shall generally be reserved for the purpose of honoring persons who shall have been of lasting and outstanding service to the club or to the sport of rowing. It shall not be awarded as compensation for specific services rendered. Life members shall have all the rights all privileges and responsibilities of senior members, but shall not be liable for any dues and fees. A person shall be elected to life membership only by unanimous vote of the Membership Committee and the Board of Directors present at the meeting at which membership is proposed. A nomination for life membership may be submitted by any senior member.
2. **Senior Members.** Any person who shall have attained the age of eighteen years shall be eligible for election as a senior member after a period of one year as a provisional member or as a junior member. Senior members may hold office in the club and shall be entitled to cast one vote at any meeting of

the club at which said member is present. Senior members shall be elected by two-thirds vote of those senior members present at the meeting to which application is made.

3. **Provisional Members.** Any person who shall have reached the age of 18 shall be eligible for election as a provisional member after having attended an orientation, paid dues, completed a volunteer task and signed the waiver. A provisional member may apply for senior membership at any time after twelve months as a provisional member and will continue as a provisional member if that application is denied. Provisional members shall be elected by a simple majority of those present at the meeting to which application is made. The Membership Committee, by unanimous vote, may designate a person a Provisional member temporarily until the next meeting to which an application for such membership is presented.
4. **Junior Members.** In order to provide the opportunity for younger persons to engage in rowing and in accordance with the [Code of Conduct](#), any person under the age of 18 may be eligible for a Junior Short Season program membership or Family membership. A junior member shall not have a vote, be eligible to hold office, or receive a key to the boathouse. At age of 18, a junior may join as a Provisional member.
5. **Supporting Members.** Upon application, a person age 18 or over may be elected as supporting member by a two-thirds vote at a meeting to which application is made. A supporting member may not hold office in the club and shall have no vote. A senior, provisional, family, or junior member may be transferred to and from supporting membership status. A supporting member may be reinstated to provisional member status upon payment of appropriate dues and fees. A supporting member will have limited access to club facilities as established by the Board.
6. **Family Membership.** Any senior or provisional member with a spouse or with children under age of 18, or 22 if a full-time student, with an interest in rowing may apply for a family membership. Each family member shall be elected by two-thirds vote of those present at the meeting to which application is made. Any family member under the age of 18 must be under the supervision of their provisional or senior family member at all times. A senior member who is part of a family membership shall retain his/her right to vote and hold office. Family members under the age of 18 shall not receive a key to the boathouse.
7. **Short Season Membership.** Any new class of Short Season Membership shall be first recommended to the Board by the Membership Committee as a pilot program. Proposed pilot programs shall be presented by the Board at a

Board meeting and voted on by the Board at an upcoming Board meeting. The proposed pilot program and its parameters shall be published to the membership 21 days prior to its vote to provide members an opportunity to comment and object. The parameters of the pilot program, including: program size, overview of program intent, equipment use and practice times, expected racing schedule, dues and fees assessed, leadership/coaching, opportunities for existing members to join the program, and impact on daily boathouse operations shall be defined when the pilot program is first introduced. No pilot program shall last longer than 10 weeks. The Board may end a pilot program at any time. At its completion, a pilot program shall be put for approval as a new class of Short Season Membership at the following Annual Meeting, or shall end. An Annual Review, led by the Membership Committee, of all Short Season Memberships shall be conducted. The result of the review and any recommended changes shall be published to the membership no later than two weeks prior to the Annual Meeting and shall contain all Short Season Membership parameters. If any changes are recommended to Short Season Membership parameters, they shall be voted on at the Annual Meeting. Participants in Short Season Membership programs shall not have a vote, be eligible to hold office, or receive a key to the boathouse unless they already hold a membership that grant them these privileges. Upon completion of a Short Season Membership program, a Short Season Member may be eligible for Provisional Membership if s/he is 18 years old or older. A provisional/senior/life/family member from programs with short season members shall serve on the membership committee and act as liaison between the program and the rest of the Club. In programs where all participants are short season members, a short season member and/or coach shall act as liaison. Short season members under the age of 18 must be supervised by a coach. Participation in "non-Junior" Summer Sweep and Sculling programs is limited to individuals age 18 and over. In special circumstances, a participant under the age of 18 may be allowed to race at a regatta with a Sweep or Sculling program with the approval of both program coaches (Junior and Senior team).

8. **Program Membership.** The purpose of this membership shall be for enabling individuals and groups to participate in competitive training programs offered by the club. The terms of program membership, including privileges and fees shall be determined by the Board of Directors and by two-thirds vote of those present at a meeting of members at which the board's recommendation is presented.
9. **Coxswain Membership.** Any person who shall have reached the age of 18 shall be eligible for election as a provisional coxswain member after having

attended an orientation, paid dues, completed a volunteer task, and signed the waiver. Each coxswain member shall be elected by a two-thirds vote of those senior members present at the meeting to which application is made. Any coxswain member shall be eligible for election as a senior coxswain member after a period of one year as a provisional coxswain member. A senior member who holds a coxswain membership shall retain his/her right to vote and hold office. The Membership Committee may designate a person as a provisional coxswain member temporarily until the next General membership meeting to which an application for such membership is presented.

- No guest shall be permitted to log more than 50 miles without being proposed for provisional membership.
- Voting upon applications for membership shall be by secret ballot unless waived by unanimous consent.
- All persons holding comparable memberships in the club prior to the adoption of these by-laws shall continue as life, senior, or supporting members as the case may be.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

1. Unless otherwise directed by the membership or otherwise specified by the By-laws, all matters of governance of the club 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 incident to successful continuation of the club into the future in accordance with its objectives. The Board of Directors shall have no power to render the club liable for any debt exceeding the amount of money which shall at the time of contracting such debt, be in the treasury and not needed for discharge of prior unfunded debts or liabilities of the club. A decision of the Board of Directors may be overruled only by a vote of two-thirds of the members present at a meeting called for that purpose on two weeks notice. At such a meeting each member of the Board of Directors shall have one vote on the issue in question.

2. The Board of Directors shall consist of nine members as follows: the President, the Vice President, the Secretary, the Treasurer, two Captains, plus three Trustees. To ensure continuity, at the first election following adoption of these By-laws, one Trustee shall be elected for a 1-year term; one Trustee shall be elected for a 2-year term and one Trustee shall be elected for a 3-year term; and thereafter one Trustee shall be elected for a 3-year term at each subsequent annual meeting. The Board of Directors shall meet not less frequently than once a month and five members shall constitute a quorum.
3. The Officers of this club shall consist of the President, Vice President, Secretary, Treasurer and two Captains who shall all serve on the Board of Directors.
4. **Terms.** Elections shall be conducted at the Annual Meeting as set forth in Article V. The term of each elected Officer and Trustee shall begin on January 1 of the year immediately following the election. The President, Vice President, Secretary and Treasurer shall each serve for a term of 1 year and until their successors are duly elected. At the 2021 election, in order to expand the office of Captain to two officers with staggered terms of office, one Captain shall be elected for a 1-year term and shall be referred to as the "Senior Captain", and one Captain shall be elected for a 2-year term and known as the "Deputy Captain", and thereafter each Captain shall serve for a term of 2 years and until a successor is duly elected. Each Trustee shall serve for a term of three years and until a successor is duly elected. Officers and Trustees are eligible for reelection. Vacancies in any office may be filled for the balance of the term by the Board of Directors.
5. **President.** The President shall be the chief officer of the club and shall preside at meetings of the club and of the Board of Directors. S/he shall be a member ex-officio of all committees. S/he shall communicate to the club such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the club, and shall perform such other duties as necessary incident to the office.
6. **Vice-president.** The Vice President shall perform all duties of the president during the absence of the president. S/he shall be a member ex-officio of all committees and shall be chairman of the Membership Committee.
7. **Secretary.** The Secretary shall issue all notices, keep a record of the meetings of other members of the club, the proceedings of the Board of Directors and of other matters concerning which a record shall be at all reasonable times be open to the inspection of any senior member of the club. The Secretary

shall conduct all correspondence pertaining to the office and shall have custody of the seal, if any, of the club.

8. **Treasurer.** The Treasurer shall keep an account of all moneys received and expended for use of the club and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited by him in a bank or banks approved by the Board of Directors, and s/he shall make a report at the annual meeting or when called upon by the President. Funds may be drawn only on the signature of the Treasurer. The duties of the Treasurer, under the approval of the Board of Directors, maybe delegated to an assistant treasurer. The funds, books, and vouchers in his hands shall at all times be subject to verification and inspection by the elective officers of the club. At the expiration of his or her term of office, the treasurer shall deliver to the successor all books, money, and other property of the club.
9. **Captains.** The office of Captain is held by two senior members, each of whom have two-year terms. During the first year of service, the member serving as Captain shall be referred to as the “Deputy Captain”, and during the second year of service, the member serving as Captain shall be referred to as the “Senior Captain”. The Deputy Captain shall assist the Senior Captain in fulfilling all the duties and responsibilities of the office. Together the Senior Captain and the Deputy Captain shall have charge of club equipment and the placement of members’, visitors’, and invitees’ boats and their use and storage under the direction of the Board of Directors, shall see that proper repairs are made and equipment furnished, shall enforce the rules of the club relating thereto, and shall ex-officio be members of the Regatta Committee.
10. **Trustee.** The role of Trustee is held by three senior members, each of whom have three-year terms. Each year, one of the three trustees is up for election. The Trustees ensure continuity of the Board vision and carry knowledge to new Board members as stewards of the organization. Each Trustee engages as a leader in at least one standing committee of the Board, selected through consultation with the Board and committee leaders. Trustees are expected to actively develop and mentor Riverside leaders and to participate enthusiastically in membership, community and alumni communications and fundraising.

ARTICLE V ELECTIONS

1. The elections of club officers and trustees shall take place annually at the time and place of the annual meeting. Any senior member who has been such for at least 2 years shall be eligible for election. Any senior member who has been a club member for at least 1 year may also be eligible if two-thirds of the voting members present approve such nomination.
 2. An officer or trustee may be removed from office only by a majority vote of the Board of Directors, followed by a two-thirds vote of the members present at a meeting specifically called for such purpose on two weeks notice. The person charged shall have no vote on such issue.
 3. Nominations and Elections. Nominations for club officers and trustees shall be open 30 days prior to the annual meeting and shall remain open up to and including the time of vote. An official list of nominees for all positions will be posted. The elections of club officers and trustees will be held at the annual meeting. Each candidate has five minutes to give a campaign speech, followed by a question-and-answer period to be controlled by the election monitor.
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ARTICLE VI

MEETINGS

1. The annual calendar of Board and General Membership meetings shall be set by the Board of Directors in January of each calendar year. A meeting may be rescheduled with at least 30 days notice.
 - a. Board meetings.** Monthly Board meetings shall be held during the first or second week of each month by decision of the Board of Directors or by the membership at a previous General Membership meeting.
 - b. General Membership meetings.** Quarterly General Membership meetings shall be held during the first or second week of the following months: March, June, September and November. The Annual Meeting for 2021 shall be held during the first two weeks of November, and commencing in 2022 and thereafter, the Annual Meeting shall be held during the first two weeks of September in each year, for election of officers and trustees, receiving reports, and transactions of other business and should not conflict with local, state or national elections.

2. The President may at any time, and upon written request of eight senior members, the secretary shall call, a special meeting with two weeks notice to the membership.
3. The presence of one-third of the total number of senior and life members shall constitute a quorum at any meeting.

The order of business at the Annual Meeting shall be as follows:

- a. Call to order
- b. Reading of minutes from previous meeting
- c. Reports
- d. Election of officers
- e. Unfinished business
- f. New business
- g. Adjournment

The order of business may be altered or suspended at any meeting by a majority vote of the senior members present. The usual parliamentary rules as laid down by Robert's Rules of Order shall govern when not in conflict with these by-laws.

ARTICLE VII

COMMITTEES

1. The club shall have at least three standing committees: a Membership Committee of five persons, a Regatta Committee of five persons and a Presidential Committee of three persons. Additional standing committees may be established from time to time by the Board of Directors. Members of these committees shall be appointed by the Board of Directors which shall, unless otherwise provided herein, also designate the chairperson of each committee. Three year terms shall be staggered so that one or more expire each year. No person shall serve more than two consecutive three year terms. Elected officers and trustees may also be appointed to these committees. Appointments may be revoked at any time by majority vote of the Board of Directors.
2. **Membership Committee.** The Membership Committee shall be responsible for screening prospects for all classes of membership and reporting its recommendations to the membership for action not less often than quarterly.

It shall be established and publish its ruling regarding applications which are not inconsistent with these by-laws. The Vice President shall be chairman ex-officio.

3. **Regatta Committee.** The Regatta Committee shall be responsible for the planning and supervision of all regattas for which the club is host, and in cooperation with the Captains and individual competing members, for coordinating participation of the club and its members in regattas and other competition hosted by sister organizations. It shall establish and publish rules regarding such activity which are not inconsistent with these by-laws.
4. **Presidential Committee.** The Presidential Committee will consist of three members each having a three year term staggered such that one member's term expires each year. The domain of this committee is to generate and administer long term plans for the club. The committee will meet a minimum of four times per year and the residing President will be included in any committee votes. The three members will report to the board in June and December. During the December meeting the Presidential committee members will also vote to approve the budget for the following year.

ARTICLE VIII

LIABILITIES

Nothing herein shall constitute members of the club as partner for any purpose. No member, officer, agent, contractor, or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the club. Nor shall any member, officer agent, or employee be liable for his/her acts of failure to act under these by-laws, excepting only acts or omissions arising out of his/her willful malfeasance.

ARTICLE IX

MAIL VOTE

When in the judgment of the Board of Directors, 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, unless otherwise required by these

by-laws, submit the matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within two weeks after such submission to the membership, provided that in each case votes of at least fifty percent of the senior members shall be received. Action taken in this manner shall be as effective as action at a duly called meeting.

ARTICLE X

EXPULSION

If any member shall be charged by any other member, in writing addressed to the Board of Directors or any member thereof, with conduct injurious to the good order, peace or interest of the club, or at variance with the requirements of the by-laws, the Board of Directors shall thereupon inform the member charged in writing. If upon inquiry the Board of Directors shall be satisfied of the truth of the charge, and that the same demands such action, the Board of Directors shall 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 of the purpose of which shall be given to the membership two weeks in advance of such meeting), and the club, after the presentation of the case, and hearing the person so charged if such person desired to be heard, may proceed to expel such person. A motion for expulsion shall be decided on a secret ballot, and the vote of two-thirds of the members present shall be necessary to expel. The person shall have no vote on such issue.

ARTICLE XI

AMENDMENT

Articles of these by-laws (except Article XIII) may be amended or repealed by a vote of two-thirds of the members present at any regular meeting, provided that notice of the general character of such amendment or repeal shall have been given at the preceding meeting.

ARTICLE XII

CLUB HOUSE PRIVILEGES

No intoxicating beverages shall be allowed in the premises without express permission of the Board of Directors.

ARTICLE XIII

DISSOLUTION

The club shall not be dissolved or the boathouse disposed of as long as ten members in good standing are willing to contribute, and this article with respect to dissolution shall not be altered or amended unless by unanimous vote of all the members present at a regular or special meeting, provided that due and sufficient notice of the purpose of such meeting be mailed to each member not less than 30 days prior to the date of such meeting. In the event of dissolution of the club pursuant to laws of these by-laws, the remaining assets of the club shall be given to the National Rowing Foundation (United States Rowing Association).

ARTICLE XIV

- 1. Member Conduct:** The Club requires all of its members to behave appropriately and respectfully toward each other, guests and employees of the Club while using the Club facilities, attending regattas, events or in public forums or discussions related to the Club or the rowing community. Acts of conduct which, in the opinion of the Board, is injurious or detrimental to the good order, welfare, best interests, or character of the Club, or at variance with the requirements of these by-laws or promulgated rules and regulations of the Club will not be tolerated. Although it is not possible to list every type of prohibited conduct, examples of such misconduct include but are not limited to the following: physical or verbal abuse of a fellow member, an employee or a guest, including but not limited to discourteous and/or disrespectful treatment of coaches and staff; physical or verbal abuse of a member, employee or guest of other boat clubs or river organizations, including but not limited to discourteous and/or disrespectful treatment of other boaters, coaches, race officials and staff; damage to, or destruction,

misuse or theft of any property owned by the Club, a fellow member, an employee or a guest; intentional falsification of the Club records including, but not limited to the payment of dues or fees; defrauding or attempting to defraud the Club; violation of the Club's Harassment/Sexual Harassment Policy; violation of the Club's By-Laws, or other member rules, regulations or policies.

2. **Harassment/Sexual Harassment:** It is the policy of the Club that all of our members, guests and employees/contractors should be able to enjoy a Club and work environment free from discrimination and harassment including sexual harassment. Riverside Boat Club will not allow any form of sexual harassment within the work/social/boat club environment. Sexual harassment creates an intimidating, hostile, and/or offensive environment. It will not be tolerated. Sexual harassment, as defined in this policy, includes, but is not limited to, sexual advances, verbal or physical conduct of a sexual nature, visual forms of a sexual or offensive nature [e.g., signs and posters], or requests for sexual favors.

The Club's Harassment/Sexual Harassment Policy provisions which cover prohibited conduct toward employees is also applicable with respect to such conduct toward or between members/guests.

3. **Complaints of Member Misconduct; Disciplinary Action:** If any member shall be charged in writing, addressed to the Board of Directors by any other member, by any employee of the Club or by an outside party, with conduct injurious or detrimental to the good order, welfare, best interests, or character of the Club, or at variance with the requirements of these by-laws or promulgated rules and regulations of the Club, or if the Board on its own accord shall become cognizant of such conduct, then the Board, after such investigation and deliberation as it deems appropriate in each particular circumstance, may proceed to:

- reprimand said member orally or in writing; or
- suspend said member for a period not to exceed six months; or
- request said member's resignation.

If member declines to resign, shall refer the matter to a regular or special meeting and may proceed to expel said member by two-thirds vote of senior members present, pursuant to Article X of these bylaws.