

## **Constitution**

### **Article I**

#### Name of Club

Section 1 The name of this organization shall be The Grosse Ile Rowing Club, hereinafter called “the Club”.

Section 2 This club is incorporated as a nonprofit organization under the laws of the State of Michigan.

### **Article II**

#### Purpose

Section 1 The Grosse Ile Rowing Club’s primary objective shall be to promote and develop the sport of High School Rowing and is organized under the following provisions:

- A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

### **Article III**

#### Membership

Section 1 Definitions

- A. This club is organized on a membership basis.
- B. Club membership shall consist of two classes, defined as follows:
  - 1. An ACTIVE MEMBER is any person whose application for membership has been approved by the Board of Directors of the Club.
  - 2. An HONORARY MEMBER is any person who has been designated as such by the Board of Directors of the Club in recognition of

outstanding service rendered in connection with the purpose and objectives of the Club.

- C. Qualifications for membership shall be that the individual has attained the age of eighteen (18) and has paid all current membership dues.
- D. Membership dues shall be Five Dollars (\$5.00) per individual member.
- E. The Club may from time to Time honor individuals for their service to the Club with Honorary Membership. Membership dues for Honorary Members shall be waived.

Section 2 Application

- A. Any person may apply for membership in the Club by submitting a written application to the Board of Directors.
- B. Each application must be sponsored by one member of the Club.
- C. Each application must be approved by the Board of Directors before membership in the Club is conferred. The Board of Directors shall be the sole judge of membership, but shall not unreasonably withhold approval of membership.

Section 3 Privileges

- A. Only ACTIVE MEMBERS in good standing who shall have attained the age of eighteen (18) years shall have voting rights.
- B. Only ACTIVE MEMBERS in good standing shall be eligible for appointments as chairpersons on committees or appointment and/or election to Club Office.
- C. An HONORARY MEMBER shall have no voting rights.

Section 4 Expulsion

- A. Any ACTIVE MEMBER or HONORARY MEMBER may be expelled for just cause, as determined by the Board of Directors.
- B. Prior to the expulsion of any member by the Board of Directors, the member shall be entitled to receive written notification of the reasons for the expulsion and an opportunity to meet with the Board of Directors to present an explanation of the conduct which gives rise to the action.

**Article IV**

Dues

Section 1 Annual dues are hereby established at Five Dollars (\$5.00) per person. Hereafter, the dues shall be determined by the Board of Directors on an annual basis and shall be recorded in the Club By-Laws.

Section 2 Payment of dues, if any, shall be on a calendar year basis.

Section 3 Membership in good standing shall be dependent upon the payment of dues.

## **Article V**

### Administration

- Section 1      Directors
- A.      The Board of Directors shall be the governing body of the Club. It shall consist of nine (9) members comprised of the immediate past president, and eight (8) active members. Five members of the Board of Directors shall constitute a quorum.
- Section 2      Officers
- A.      The officers of the Club shall consist of the President, Vice President, Secretary, and Treasurer, all of whom shall be elected annually.
- Section 3      Bonds
- A.      All officers handling Club monies shall be bonded at the expense of the Club.
- Section 4      Compensation
- A.      Officers and Directors of the Club shall serve without compensation except that they may be reimbursed for actual, reasonable and necessary expenses incurred on behalf of the Club, as approved by the Board of Directors.
- Section 5      Terms of Office
- A.      The members of the Board of Directors shall be elected and installed at the annual meeting of the Club in September, and shall assume their duties at that time, holding office until their respective successors are elected.
- Section 6      Vacancies
- A.      All vacancies in office during the year shall be filled by appointment by the Board of Directors. The members so appointed shall hold office until the next annual meeting.
- Section 7      Eligibility
- A.      Any ACTIVE MEMBER in good standing, who shall have attained the age of eighteen (18) years, shall be eligible for nomination for any elective office.

## **Article VI**

### Amendments

- Section 1      Amendments to this constitution or to the By-Laws, shall be submitted in writing to the Board of Directors by any active member.
- Section 2      Proposed amendments, after being reviewed by the Board, shall be voted upon at the next scheduled meeting of the Board, whether annual or general, or the Board of Directors may, at its discretion, call a special meeting of the membership for the purpose of voting on the amendment(s).

Section 3 The full text of proposed amendments to the Constitution shall be furnished to each member of the Club in writing and date of voting, at least fourteen (14) days prior to the date of the meeting at which the proposed amendments are to be voted upon.

Section 4 The By-laws may be amended by an affirmative vote of not less than two-thirds (2/3) of all members of the Board present, provided that each member of the Board has been furnished the full text of such proposed amendment at least ten (10) days before the meeting at which a vote on the same will be taken.

## **Article VII**

### **Meetings**

Section 1 The Annual Meeting shall be held in September of each year for the purpose of electing officers and Board of Directors, and to conduct such other business as may be properly brought before the Club.

Section 2 Special meetings of the Club shall be called by the Board of Directors, upon written application of ten (10) members of the Club, by the President, or any two (2) members of the Board of Directors.

Section 3 Notices of annual, general or special meetings of the Club shall be in writing and be mailed by the secretary to each member of the Club not less than six (6) days prior to the date of the meeting. The annual mailing of a calendar to the membership specifying the time, date and place of the regular monthly meetings shall be deemed compliance with the notice requirements of this section for those meetings specified in the calendar.

Section 4 Regular meetings of the Board of Directors shall be held once each month. Special meetings of the Board shall be called at the insistence of three (3) members giving such notice as the occasion may warrant, with at least twenty-four (24) hours advance notice before such meeting.

Section 5 Meetings of the Board of Directors may be held by conference telephone call where circumstances dictate.

## **Article VIII**

### **Property of the Club**

Section 1 The Board of Directors shall authorize and approve all acquisitions by the Club, whether purchased with Club Funds, or offered to the Club as a donation, gift, bequest or other offer.

Section 2 Likewise, the Board of Directors shall authorize and approve all dispositions of property by the Club, whether by sale, trade, or other means.

Section 3 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article IX**

### Investment Committee

- Section 1      The Board of Directors will appoint an Investment Committee of (five) Members, after annual elections are held.
- Section 2      Any club member in good standing is eligible to serve on the Investment Committee. Any vacancies during the year will be filled by appointment by the board. The Board may replace committee members during the year if the Board determines that such action is in the interest of the Grosse Ile Rowing Club. Meetings of the investment committee can be called by any member of the committee as deemed necessary, giving such notice as the occasion may warrant, with at least (5) hours advance notice before such meeting. Regular Monthly meetings are not required.
- Section 3      The Investment Committee is authorized to meet as needed to review and make changes to the Grosse Ile Rowing Club Investment Portfolio. All decisions of the Investment Committee shall be submitted to the Board at the next monthly meeting for inclusion in the minutes of the meeting along with the most recent statement of investments.
- Section 4      Any combination of (4) members of the committee, meeting in person or by phone, will constitute a quorum. A simple majority vote is necessary to pass any committee proposal. The goal of the investment committee is to safeguard the assets under their control, and endeavor to increase the value of the portfolio. All investments must be made in publicly traded investment grade securities.

## **Article X**

### Parliamentary Procedure

- Section 1      “Robert’s Rules of Order, Revised” shall govern the Club procedures, except wherein this Constitution and By-Laws prohibit.

## **Article XI**

### Management of Club

- Section 1      Executive management of the Club shall be vested in the President and the Board of Directors.