



5900 West Green Lake Way N., Seattle, Washington 98103 (206) 684-4074

BY- LAWS of the ROWING ADVISORY COUNCIL

I. GENERAL

The Articles of Incorporation of this Corporation provide that there shall be no members or shareholders.

The business and affairs of this Corporation shall be conducted solely by its Board of Directors.

II. BOARD OF DIRECTORS

A. Membership.

The Board shall be comprised of three types of members: "Directors"; ex officio members; and "Associate" members.

The Board shall be composed of individuals of varied interests to insure that the diverse aspects of the Green Lake Crew programs are represented. Directors 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. Directors

1. Number. The Articles of Incorporation allow not less than nine (9) nor more than fifteen (15) Directors. Within this range, the number of Directors may be changed by the Directors at any regular meeting or at a special meeting called for that purpose.



2. Appointment. Directors shall be appointed by the Superintendent of Parks and Recreation of the City of Seattle, from amongst those recommended to the Superintendent by the Board of Directors.
3. Elections and Term. The regular, full term of a Director shall be three years. There shall be no limit on the number of terms which a Director may serve.

Upon the recommendation of the Directors one-third (or as close thereto as possible, if the number of Directors is not divisible by three) of the Directors shall be (re)appointed each year on or before the Annual Meeting of the Board of Directors.

4. Resignation. Failure of a Director to attend two of any three consecutive regular (including the annual) or special meetings of the Board of Directors 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 Directors.

In other respects, a Director is free to resign at any time without consent of the remaining Directors or the appointing official.

5. Vacancies. Any vacancies occurring on the Board of Directors shall be filled by the same appointment process as above. A Director so appointed shall serve for the un-expired 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 Directors 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 Director 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. Directors 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. Directors 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 Directors 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 Director serving on that same Standing Committee.

III. OFFICERS

- A. Number. The Officers of the Association shall be a President, Secretary, Treasurer, and Boatperson. In addition to the foregoing, the Board of Directors may elect such assistant or other Officers as the Board, from time to time, deems appropriate.
- B. Terms/Qualifications. Officers must be Directors, and shall be elected by the Board of Directors 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 Directors for the un- t expired portion of the term.
- D. President. The President shall be the Chief Executive Officer of the Corporation and shall, subject to the ultimate authority of the Board of Directors and/or any Executive or other Committees appointed by it. have general charge of the business of the Corporation.



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

- 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 Director's 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 Directors.
- 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 Corporation; (b) give receipts for money due and payable to the Corporation, and deposit all such monies in the name of the Corporation in such banks as shall be selected by the Board of Directors; 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 Directors.
- H. Assistant Secret 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 Directors 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. The Articles of Incorporation of the Corporation provide as follows:

The Board of Directors, by Resolution adopted by a majority of the Directors, may designate and appoint an Executive and/or other Committees, each of which shall consist of two or more Directors, and which Committees, to the extent



provided in the Resolution, or in the Bylaws of the Corporation, shall have and exercise the authority of the Board of Directors in the management of the Corporation, to the extent of and within any provided by law.

Notwithstanding the foregoing, no such Committee shall have the authority to change the Bylaws of the Corporation; to amend, alter or repeal any previous action by the Board of Directors; 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 Directors, of any individual Director, 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 Directors, the following Standing Committees shall be appointed annually and each Committee shall be chaired by a Director of the Board:

Executive
Budget and Finance
Equipment
Fund-Raising
Junior Booster
Regatta

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

Each Director shall serve on a minimum of two Standing Committees. Any Director may attend the meetings of any Standing Committee. Only those Directors 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 Directors (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 Corporation's employee wage schedule; develop and recommend long-range plans to achieve the purposes of the Corporation.
- c. the Equipment Committee shall maintain a current, prioritized equipment acquisition plan; anticipate, address, and resolve equipment scheduling conflicts among various components of the Corporation'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 Fund-Raising Committee shall engage in such activities as are approved by the Board in order to meet the Corporations fiscal goals as identified in the annual operating budget.
- e. the Junior Booster Committee shall actively promote the involvement of parents/guardians in all phases of the Corporation's junior programs; recruit parents/guardians as volunteer staff for events such as regattas on Green lake and as chaperons 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 it's continuation is explicitly reauthorized by the Board at that time.

V. GOVERNANCE

- A. Roberts 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 Directors shall constitute a quorum for the transaction of business at any meeting.
- C. Voting. Each Director 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. Lx 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 Directors shall be held monthly, except in August and in December.
- E. Annual Meeting. The Annual Meeting of the Board of Directors shall be the regular meeting held in the month of November of each year.
- F. Special Meeting. Special meetings of the Board of Directors may be called at any time by or at the request of the President and any three Directors. The persons calling the special meeting shall give notice of the purpose thereof to the Corporation. The Secretary shall then fix the date, place, and time of the meeting and give notice thereof, and of its purpose, to all the Directors 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 Directors, 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 Directors or Committee members as the case may be.
- H. Closed Sessions of the Corporation. 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 Corporation.
- I. A numbering system will be implemented to record and mark all Board resolutions which address policy, governance, and purpose.

VI. CORPORATION FUNDS

- A. Deposits. All funds of the Corporation, other than a reasonable amount of petty cash shall be deposited, in the name of the Corporation, in such banks or depositories as the Board of Directors may select.
- B. Checks. All disbursements by the Corporation, other than small amounts from petty cash, shall be by check, drawn direct to the ultimate payee, and signed by one or more Directors of the Corporation.
- C. Budget. By September of each year, or as soon thereafter as is possible, the Board of Directors shall approve a budget of estimated income and expenses of the Corporation 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.

VII. AMENDMENTS

The Articles of Incorporation of the Corporation provide as follows:

The power to amend the Bylaws of the Corporation, and to adopt rules and regulations governing the Corporation and the conduct of the Corporation's purposes and activities, shall be vested exclusively in the Board of Directors.



VIII. CONTRACTS, LOANS, AND CHECKS

- A. Contracts. The Board of Directors 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 Corporation, and such authority may be general or confined to specific instances.
- B. Loans. No loans shall be contracted on behalf of the Corporation and no evidence or indebtedness shall be issued in its name unless authorized by a Resolution of the Board of Directors or the Executive Committee if such authority is delegated to it by the Board of Directors. 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 Corporation and the words "State of Washington" and "Corporate Seal." Said seal shall be approved by the Board of Directors.

Adopted this eighteenth day of May, 1994, by unanimous vote of the Board of Directors.



5900 West Green Lake Way N., Seattle, Washington 98103 (206) 684-4074

September 30, 1988

**GREEN LAKE ADULT CREW:
AN ORGANIZATION ESTABLISHED BY
THE ROWING ADVISORY COUNCIL
NOVEMBER 19, 1987**

GREEN LAKE ADULT CREW BY-LAWS

The (Green Lake Adult Crew (GLAC) is a voluntary organization of participants in the Green Lake Adult Rowing Program, sponsored by the Rowing Advisory Council for a one year period beginning 11-19-87, with the expectation of its continuation if it appropriately fulfills its purposes within the policy and priorities of the RAC. The Adult crew Committee of the RAC shall monitor and support the GLAC and the chair of that committee shall serve as liaison between the RAC and the GLAC,

Purposes of the Green Lake Adult Crew:

1. To foster continuity across rowing classes and years.
2. In foster communication and cooperation among adult rowers and between adult rowers and other groups connected with rowing at Green lake, including: Park Department administrators, coaches, the Rowing Advisory Council, and the Junior Crew.
3. In collaborate with other organizations in the development and improvement of rowing in the Northwest.
4. To carry out short and long range planning for adult rowing activities, both recreational and competitive.
5. To help develop a strong racing program at three levels:
 - a. Preparation for local low key regattas for novices and rowers who choose a less intensive training program.
 - b. Preparation for local and regional regattas at a more competitive level, but below championship level.



- c. Preparation for regional, national, and international championships.
6. To assist with or provide educational and training activities for members to supplement the regular Department of Parks and Recreation programs; e.g., nutrition, physical training, advanced rowing technique, coxswain skills, coaching skills, selecting, maintaining and rigging boats, and general knowledge about rowing developments and activities of interest.
7. To assist and advise the Rowing Advisory Council in areas such as the following:
 - a. Formulation of policy affecting the adult rowing program.
 - b. Fund-raising.
 - c. Planning and staffing Green Lake Regattas.
 - d. Minor construction projects.
 - e. Resolving major problems which may arise.
8. To help maintain clean and properly functioning equipment and facilities for rowing.
9. To organize appropriate social activities.

Department Staff

The staff of the Department of Parks and Recreation has the authority and responsibility for the rowing program.

Eligibility

Any person who is participating in the adult rowing program at Green Lake, or who has participated for one or more classes in the previous year, shall be eligible to join the GLAC after having actively participated in one class. Members shall be expected to participate for at least one class during each year. (Participation includes rowing and coxing). Class fees will cover the basic expenses of the organization, so eligible persons become members by completing an application form with no additional fees or dues.



Commitments of Members

By joining the GLAC members commit themselves to regular attendance at meetings (in rowing classes as well as to participation in fund-raising, maintenance, and other activities of the organization.

Meetings

The members and the Executive Committee of the GLAC will meet every other month. Minutes will be kept for each meeting and presented by the Adult Crew Committee Chairman at RAC meetings. Special meetings of the GLAC Executive Committee may be called by the President and special membership meetings may be called by the Executive Committee if urgent matters arise.



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ARTICLES OF INCORPORATION (AMENDMENTS)

III. PURPOSE

This Corporation 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 educating the general community on topics related to rowing. It is this Cooperation'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; where appropriate, to make recommendations to the staff of the Seattle Department of Recreation and the Board of Park Commissioners, and 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, as limited by the provisions of Article IV, below.

VI. DIRECTORS

The number of Directors of the Corporation shall not be less than nine (9) nor more than fifteen (15) as shall be fixed from time to time, in the Bylaws of the Corporation.



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RESTATED ARTICLES OF INCORPORATION OF ROWING ADVISORY COUNCIL

Pursuant to the provisions of RCW 24.03 of the Washington Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation:

I. NAME

The name of the Corporation is ROWING ADVISORY COUNCIL.

II. DURATION

The period of duration of the Corporation is perpetual

III. PURPOSE

This corporation is organized to promote means and opportunities for the education of the public, with emphasis on youth in the Greater Seattle Area, with respect to rowing and the enjoyment thereof, through organizational support of the Green Lake Crew and other similar rowing programs providing for instruction and training of individuals for the purpose of improving or developing the rowing ability of such individuals; to provide support functions for crew programs and activities including race organization, finance and budget management, promotion of the rowing program and special events, and rowing equipment maintenance; and, in general, to carry on any other lawful business whatsoever in connection with the foregoing.

IV. PROHIBITION OF NONEXEMPT ACTIVITIES

Notwithstanding the above purposes of the Corporation, the Corporation shall not carry on any activities which are permitted to an organization exempt from federal income under Section 501(c)(3) of the Internal Revenue Code.

V. MEMBERSHIP

The Corporation shall not have members or shareholders.



VI. DIRECTORS

The number of Directors of the Corporation shall not be less than nine (9) nor more than twenty-five (25), as shall be fixed from time to time, in the Bylaws of the Corporation.

Initially, the Board of Directors shall consist of the following twelve (12) persons whose addresses are set forth after their names.

Michael Betts	12885 N.E. 145th Place Kirkland, WA 98033
Carla Black	5608 Brooklyn N.E. Seattle, WA 98105
Herbert Carlson	11025 S.E. Ninth Bellevue, WA 98004
Jackie Etsell	13526 Wallingford Ave. Seattle, WA 98133
Marcy Hikida	13615 N.E. 11th #W-12 Bellevue, WA 98005
Bridget Holmes	5918 – 47 th S.W, Seattle, WA 98136
Judith Lankeit	5407 Kensington Pl. N. Seattle, WA 98103
Pierr Morgan	9745 - 48th N.E. Seattle, WA 98115
Barbara Ortblad	2047 N. 77 th Seattle, WA 98103
Ellen Ortblad	2047 N. 77 th Seattle, WA 98103
Mark Pembroke	723 N. 50 th Seattle 98103
Dee Walker	18130 – 194 th N.E. Woodinville, WA 98072
Lois Watson	10607 S.E 29 th Bellevue WA 98004



VII. INCORPORATORS

The following persons are the incorporators of this Corporation:

Jacqueline Etsell
Bridget Holmes
Herb Carlson
Carla Black

VIII. REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation shall be Kathy Whitman, and the initial registered office of the Corporation shall be Seattle Department of Parks and Recreation, 100 Dexter Avenue North, Seattle, Washington 98109.

IX. DISTRIBUTIONS IN DISSOLUTION

In the event of dissolution and winding-up of the Corporation, after paying or adequately providing for all debts and obligations, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Provided, however, If possible, said assets shall be distributed to a corporation or other organization engaged in activities substantially similar to those of this Corporation, as shall be designated by the then Board of Directors of this Corporation.

X. BYLAWS AND INTERNAL REGULATION

The power to adopt and amend Bylaws for the Corporation shall be vested exclusively in the Board of Directors.

XI. COMMITTEES

The Board of Directors, by Resolution adopted by a majority of the Directors, may designate and appoint an Executive and/or other Committees, each of which shall consist of two or more Directors, and which Committees, to the extent provided in the Resolution, or in the bylaws of the Corporation, shall have and exercise the authority of the Board of Directors in the management of the Corporation, to the extent of and within the limitations provided by law.

The foregoing shall not limit the right of the Board of Directors to appoint Advisory Committees which may or may not include Directors.



XII. EFFECT OF RESTATED ARTICLES

These Restated Articles of Incorporation:

1. Correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended;
2. Have been duly adopted as required by law; and
3. Supersede the original Articles of Incorporation and all amendments thereto.