

**BERKSHIRE ROWING AND SCULLING ASSOCIATION  
d.b.a. BRASS  
BY-LAWS**

P. O. Box 787, Pittsfield, MA 01202  
Tel: (413) 442-7769  
April 2015

**Article I - Name, Location**

Berkshire Rowing and Sculling Association, d.b.a. "BRASS" occupies a boathouse on Onota Lake, in Pittsfield, Massachusetts. Mailing address for club business is P.O. Box 787, Pittsfield, MA 01202 and telephone number is (413) 442-7769.

**Article II – Mission, Purpose and Vision**

Section 1 - Mission Statement: BRASS is dedicated to the promotion and advancement of recreational and competitive rowing, with the focus toward education and camaraderie of the sport.

Section 2 – Purpose: BRASS, acting as a non-profit organization in compliance with its 501(c)(3) status, shall make available to the residents of Berkshire County and visitors a safe positive rowing and/or sculling experiences. Preservation of the lake and Burbank Park will always be of primary concern.

Section 3 – Vision Statement: BRASS seeks to inspire and expand participation in the sport of rowing in Berkshire County and to support each member's goals whether for recreation or competition by providing quality facilities, equipment and coaching in a friendly and encouraging social community setting.

**Article III - Membership**

Section 1 - Membership Categories: The members of BRASS shall consist of all who pay dues in a timely manner in their appropriate membership category, such categories to be determined by the Trustees. All members, except for youth members, are entitled to one vote at the annual membership meeting and at any membership meeting officially set by the President or a majority of Trustees.

Section 2 – Dues and Assessments: The Trustees are required to set the amount of the annual dues and assessments. The membership year runs from the annual meeting in April through the following annual meeting in April.

## **Article IV – Meetings of Members**

**Section 1 – Annual Meeting:** The annual meeting shall be held in April for the election of Trustees and the transaction of other business.

**Section 2 – Special Meetings:** Special meetings of the membership for any purpose or purposes may be called by the President or a majority of the Trustees.

**Section 3 – Notice of Annual or Special Meetings:** Written notice of annual or special meetings shall be provided to all members. The notice shall state the place, date, and hour of the meeting, and unless it is an annual meeting, indicate the purpose for which the meeting is being called. Notice must be given personally, by electronic mail, or by first-class mail at least ten days before the date of the meeting. If mailed, such notice is given when deposited in the United States mail with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members. If notified by electronic mail, such notice is given when sent to the member's electronic mail address as it appears on the record of the members.

**Section 4 – Quorum:** At any meeting of the members, one-quarter of the membership shall constitute a quorum for the transaction of any business. A simple majority vote of the membership present shall pass or defeat a motion. Only members present shall be counted to determine if there is a quorum to conduct business. Without a quorum no official business will be transacted. Absentee ballots will not be accepted.

## **Article V – Officers and Trustees**

**Section 1 - Officers and Members:** The BRASS organization shall be managed by its Board of Trustees. The Board of Trustees shall be comprised of at least five and no more than eleven Trustees. Officers (President, Vice President, Treasurer and Secretary) will be elected from the Board of Trustees. No person may serve as a Trustee unless he or she is a member of BRASS as described in Article III. At Board of Trustees' meetings a majority of the Trustees will constitute a quorum for the transaction of business.

The Board of Trustees may solicit support personnel as needed.

**Section 2 - Election:** Trustees shall be elected by the members of BRASS at its annual meeting and shall hold office for the terms stipulated hereinafter. Officers will be elected by Trustees at their first meeting following the annual meeting.

**Section 3 - Vacancies:** When a vacancy occurs during the year it may be filled by the Trustees until the next annual meeting. The membership will then vote yes or no at the annual meeting to appoint this person to complete the unexpired term.

Section 4 – Additional Trustees: Between annual meetings the Trustees may appoint additional Trustees, not to exceed the maximum prescribed to serve until the next annual meeting at which time they may appear on the nomination ballot to serve a 3-year-term. The number of Trustees elected may not cause the total number of Trustees to exceed eleven.

Section 5 - Term: Trustees shall hold office for a term of three years and shall not serve for more than two consecutive terms. After an absence of a 1-year period of time, a former Trustee may again serve as a Trustee if nominated and elected by the membership at the annual meeting.

In the event that the Board of Trustees cannot find a replacement due to the term limitations, the Trustees, will at a membership meeting, whether annual or special, present recommendation to the members at such meeting as to why the current Trustee should remain. At this member meeting, a quorum vote will be needed to extend the term for a 1-year period.

Election of Officers will take place each year. The President and Vice President may serve a maximum of 3 one-year terms in that capacity. The Secretary and Treasurer may serve a maximum of 5 1-year terms in that capacity. After an Officer has served their two consecutive terms and after an absence of a 1-year period of time, if re-elected as a Trustee, they may be eligible to immediately be elected as an Officer.

In the event an Officer resigns from the Board of Trustees in mid-term, the Trustees will hold a special election at the next Trustees' meeting to fill this office. The elected replacement will serve in that office until the next election of officers after the annual meeting.

Section 6 - President: The President shall preside at all official meetings of members and at all official meetings of the Trustees. The President shall oversee the planning of programs and daily operation of the boathouse. The President shall have the power to sign and execute all contracts that have received prior approval by the Board of Trustees, and to appoint and discharge agents and employees subject to the preapproval of the Trustees. The President shall perform the duties usually incident to the office of the President and present a report on the state of the club to the members at the annual meeting. The President may establish committees and assign Trustees and/or willing members to these committees. In order to be elected President, one must have served as a Trustee for at least one year.

Section 7 – Vice- President: The Vice-President shall, in the absence or disability of the President, perform all the duties and exercise the powers of the President. The Vice President shall perform duties at the request of the President.

It is assumed that in most cases the Vice President is preparing to be the next President if voted in by the Trustees. If there is no one among the Trustees to make that commitment, a Vice President will still be elected to assist the President and stand in his/her place when necessary.

Section 8 – Secretary: It shall be the duty of the Secretary to keep a permanent written record of the proceedings of the meetings of the members and of the Trustees. This record shall be presented at the next meeting of said group for approval or adjustment. Minutes of the annual meeting will be printed and approved or adjusted by the membership at the following annual meeting. The Secretary shall keep the records of the Club, excluding the financial records, and is responsible for any necessary correspondence of the Club, although he/she may delegate this to another Trustee.

Section 9 – Treasurer: The Treasurer shall have custody of the Club's funds, books and accounts; shall keep or cause to be kept true and accurate account of all monies received and paid out by the Club. The Treasurer shall sign checks and monetary obligations of the Club; the Treasurer, with approval of a majority of the Trustees, may extend this function to other Trustees or support staff should the Treasurer deem practical. The Treasurer shall submit a report at the annual meeting of the Club on the financial condition of BRASS. Itemized statements will be presented at each Trustee's meeting. The Treasurer shall present the budget for the upcoming year at the annual meeting. This budget shall have been pre-approved by the Board of Trustees, and shall be voted by the membership at the annual meeting. The Treasurer shall complete and appropriately submit all filings required of a 501(c)(3) organization. The Treasurer shall keep and update an accurate list of voting members with current addresses, electronic mail addresses and telephone numbers.

#### **Article VI – Removal of Trustees or Members**

Any Trustee or member may be removed from the board, office or membership by a two-thirds majority vote of the Trustees voting at a meeting called for that purpose. Removal may be with or without cause, provided that removal is not based upon sex, race, religion, sexual orientation, or national origin. Notice of a meeting where a vote to remove or not remove the named Trustee or member must state that one of the items of business at the meeting will be a vote for removal of a trustee or member. If removed, no fees paid shall be reimbursed. A person removed from membership shall not be readmitted to membership again that membership year. If during a future membership year they request membership and are approved by two-thirds of the Trustees at a regularly scheduled Trustees' meeting, they then may pay membership dues and may become a member.

#### **Article VII – Amendment of By-Laws**

The by-laws may be amended at the annual meeting or at a special meeting by a majority vote of the membership eligible to vote. Notice of the annual meeting or special meeting shall clearly state the original and the proposed amendment change which shall be voted on at that meeting.

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By-Laws as updated by vote of the membership at the annual meeting, June13, 2015