

By-laws Of The Grosse Pointe Gators Swim Club Inc.

Article One - Name and Location

Section 1.1- Name

The name of this organization shall be the Grosse Pointe Gators Swim Club Inc., hereinafter referred to in these By-Laws as "the Club".

Article Two - Mission and Purpose

Section 2.1- Mission

The mission of the Grosse Pointe Gators Swim Club is to teach, train, and motivate competitive swimmers.

Section 2.2 – Philosophy

It is the belief of the Club that all children should have access to swimming opportunities that reflect their level of interest and ability while developing strong friendships and having fun. The Club strives for swimmers to reach their full potential not only by teaching the skills specific to competitive swimming, but also through reinforcing strong values that apply to all facets of life. It is our hope that members of the Club will develop self respect, set personal goals, understand the importance of teamwork, camaraderie, and good sportsmanship.

Section 2.3 – Purpose

The purpose of the Club is to provide a program of aquatics development for individuals interested in amateur competitive swimming at all ability levels. The Club will provide quality coaching and a physiologically appropriate workout program to all swimmers in an atmosphere of encouragement and instruction that builds pride in themselves, their teammates, coaches, and the sport of competitive swimming.

Section 2.4 - Governing Bodies

The program offered by the Club will be in accordance and approved by Michigan Swimming, Inc. and USA Swimming, Inc.

Section 2.5 - Non-Profit Status

The Club is organized exclusively for the purpose set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986. The Club will not carry on any activities not permitted to be carried on by an organization exempt for federal income taxation pursuant to Section 501 (c)(3) of the Internal Revenue Code or equivalent provisions of future amendments thereof.

Article Three- Membership

Section 3.1 - Definition of Membership

A Member is defined as either a:

1. Competitive swimmer (who must be in good standing with USA Swim), or a
2. Parent/legal guardian of a Competitive Swimmer, or a
3. Friend of organization (neither parents nor legal guardian). Honorary members are voted on by the board.

For the purposes of voting on any matter requiring a vote of membership, each family group shall hold a single membership and shall be entitled to one vote. The Board may determine the total number of competitive swimmers that may be acceptable by the Club. If it is necessary to cap membership, members will be accepted by space availability and swimmer ability. A waiting list will be maintained.

Section 3.2- Michigan Swimming Membership

Those desiring to swim with The Club shall be placed in a practice group by a coach. Upon placement in a practice group, the swimmer must register with and thereafter maintain a current membership with Michigan Swimming, Inc. (registration fees to be paid for by member).

Section 3.3- Club Representation

Every swimmer practicing with the club on a consistent basis shall attach him/herself to the club immediately upon eligibility to do so.

Section 3.4 – Terms of Membership

Membership will be for a period of twelve (12) months commencing on September 1st of each year. If a swimmer leaves the club to swim with another club or declares him or herself as unattached at any time, the membership ceases immediately and all membership privileges (including meeting attendance and voting rights) are revoked. If a swimmer leaves the club they must declare an unattached status before swimming in any MS meets. Swimmers intending to remain attached to the club who take any time off during the 12 month membership will be exempt.

Section 3.5 - Fees and Forms

Membership to the Club is contingent upon the parent/legal guardian member submitting proper registration forms and fees as prescribed by the Board.

Section 3.6 - Fiscal Year

The fiscal year shall begin on September 1 of each year and end on August 30th of the following year.

Section 3.7 - Required Activities

3.7.1 Each family is responsible for supporting the activities of the club whether through fundraising, volunteer efforts or the like. All parents are encouraged to volunteer on at least one committee assignment per year.

3.7.2 – Should the club sponsor a meet: Each family is responsible for working the prescribed number of sessions at any swim meet hosted by the Club. Families who do not contribute or work the prescribed number of sessions may be assessed a fee per missed session. Assessment is to be paid within 14 days of the first day of the meet, after which any unpaid assessment will result in the swimmer being barred from practice until such fine is paid. Valid reasons for not working are left to the discretion of the Meet Director.

Section 3.8 Suspension/Termination of Membership.

The Board, after due deliberation and upon majority vote at the next Board meeting, may restrict, suspend or terminate the membership of any member for good cause, said good cause is to be determined by the Board and may include but is not limited to (a) non-payment of dues and or fees owed by such a member, or (b) violation of the published Code of Conduct of the Grosse Pointe Gators.

Section 3.9 - Swimmer Discipline

Discipline during swim practices, competition or at any club sponsored activities shall be the responsibility of, and at the discretion of the coach. The coach shall have the authority to eject a member from any practice or take such other reasonable disciplinary action as he or she deems necessary or appropriate to maintain a suitable practice atmosphere and may recommend to the Executive Board that a swimmer's privileges be suspended or terminated. The coach must notify the Board president upon any action under this section.

Section 3.10 - Medical Coverage

Parent(s) or guardian(s) of Competitive swimmers must certify in writing that health insurance coverage is provided and is in effect for all swimmers. Additionally, parent(s) or guardian(s) of competitive swimmers must certify in writing that each swimmer is physically able to participate in Club activities.

Section 3.11 – Non-discrimination Policy

Membership in the Club and participation in its activities shall be open to any person regardless of race, gender, religion, creed, color, national origin, ancestry, disability or sexual preference. Within the limitations imposed by facilities available to the Club, any person who meets the swimming requirements of participation in the competitive swim program is eligible to hold a membership.

Article Four - Board of Directors

Section 4.1- Board Size

The management of the Club shall be under the general direction of a Board of Directors, hereinafter, the "Board". The Board shall consist of at least seven (7) and no more than fifteen (15) voting members.. The Head Coach shall be considered a non-voting member of the board.

Section 4.2 – Director Requirements

The Board shall consist of parents/ legal guardians of swimmers who are attached to and representing the Club. Should there be a candidate wishing to be elected to the Board that has no child of swimming age, or a non-swimmer, then that person may be eligible for nomination and election. Families will be limited to one board member per family.

Section 4.3 Terms of Office of Directors

Directors will be elected for two-year terms. No Director shall stay on the board more than 3 consecutive two-year terms (6 years in total). A Director may stay on the board until their successor is elected. Any Director elected to the Executive committee for the first time shall have their term extended one more year. For purposes of computing these term limit provisions, any service prior to the date of the adoption of these Bylaws shall not be considered in computing any term of service on the Board of Directors. Additionally, to the extent any Director is elected to fill a vacancy on the Board of Directors, such partial term shall not be included in computing any period of service for computing and enforcing the term limits of this provision. Any Director who has served two consecutive full terms of three years each, and any additional period of time permitted in the foregoing sentence, if any, shall not be eligible thereafter to serve as a Director until one year has elapsed after the expiration of the last term of service.

Section 4.4 Nomination of Directors

The nominating committee will present the membership with a slate of proposed Directors at the spring annual meeting. The goal is to have a staggered election with 1/3 of the directors elected each year. The President will appoint a nominating chairman. A nominating committee will be formed consisting of the chairman and 4 members at large. One of these members may be a sitting Director on the board. The members should represent the various levels of the swimming groups in the team. The report of the nominating committee shall be presented to the membership at the time of the notice of the annual meeting. The report shall include the names of those nominated to the board of directors. The nominations will be presented on the form of a slate. The membership will be asked to confirm the slate at the annual meeting. If a request is made for a vote on an individual basis, the majority of membership present must approve the motion to vote on an individual basis.

Section 4.5 – Vacancies

In the event of a vacancy on the Board of Directors caused by death, resignation, change in the By-laws, or removal of a Director, the Board, by a majority vote of the remaining directors, may appoint an otherwise eligible member to serve out the term until the next annual meeting.

Section 4.6 – Board Director Removal

Any director with three unexcused absences from board meeting during the elected year may be removed from cause from the Board. The Secretary, following the third absence, shall give written notice. Furthermore a director of the Board may be removed from office by 2/3rds vote of the quorum of those present at a Board meeting. A motion to remove a director of the Board must be made at a previous meeting. A simple majority vote will suspend the director from all rights and responsibilities from the Club. The previous meeting must have been held at least seven days prior to the vote for removal. The vote to remove the director must be held within 14 days unless both sides agree to a different date. Any such agreement must be done in writing.

Section 4.7 - Board Control

The Board shall transact all Club business and shall make and amend rules for the regulation of the Club. It may appoint and remove such officers or contractors as it may deem necessary, and may regulate their duties and compensations.

Section 4.8 – Conflict of interest

The Board shall adopt a conflict of interest policy.

Article Five - Officers and Committees

Section 5.1 – Executive Committee

Section 5.1.1 - Composition

The Executive Board shall be comprised of the President, Vice-President, Secretary, Treasurer and the immediate past president. All members shall have a vote except the past president who shall vote only in the case of a tie.

Section 5.1.2 -Term of Office for Executive Committee

Terms of office for President, Vice-President, Secretary, and Treasurer shall be a one year term. The executive committee shall be elected annually by the majority vote of the Board of Directors. Service on the Executive committee shall cease when: the member offers his/her resignation to the President; the Director is not re-elected after completion of a term; the Director is removed by the other board members; or the Director is no longer with the Club.

Section 5.3 - Duties of the Officers

Section 5.3.1 President

The President shall preside over all meetings of the membership and the Board, shall be a member ex-officio of all committees, and shall perform all such incidental duties as are properly incident to the office of President. The President shall also serve one additional year as Past President on the executive committee.

Section 5.3.2 Vice-President

The Vice-President shall exercise all the duties of the President in the absence of the President and shall have other duties as are assigned by President from time to time.

Section 5.3.3 Secretary

The Secretary shall give notice of and attend all meetings of the membership and the Board and shall make provision for the keeping of a record of all proceedings. The Secretary shall have custody of the principal records of the Club, and shall conduct all correspondence and carry into execution all resolutions or directions of the membership or Board.

Section 5.3.4 Treasurer

The Treasurer shall keep an account of all monies received and expended for the use and benefit of the Club and shall make disbursements as authorized by the Board. All sums received by the Treasurer shall be promptly deposited in such depositories as approved by the Board. The Treasurer shall maintain the financial records of the Club and shall make monthly report of all receipts and disbursements at the monthly meetings of the Board. The chairman of the Finance Committee will be the Treasurer. The Finance Committee will review the financial records of the Club. This review shall be completed within two months of the end of the fiscal year.

Section 5.4 Standing and Ad Hoc Committees

Standing committees may include, but are not limited to the Executive, Finance, Membership and Nominating Committees. The Board of Directors shall also have the authority to establish additional committees as may be necessary to further and promote the interests of and activities of the Club. Such committees may be comprised of both Directors and other members. Each committee shall be under the general supervision of a Board Member, whose duty it is to make sure that the committee is functioning properly. The Board may establish other committees and appoint board members to such committees as he or she may see fit. The Board may also appoint non-board members, including Advisory Board members, as non-voting members to any committee.

Article Six - Meetings

Section 6.1- Board of Directors Meetings

The Board shall meet once a month and at such times and intervals as they deem appropriate to transact Club business.

Section 6.2 - Board Meeting Quorum

A simple majority of the voting Board shall constitute a quorum for the conduct of any business properly brought before any regular or special meeting of the Board.

Section 6.3 - Meeting Guidelines

Section 6.3.1 Open Meeting Agenda

All monthly business meetings of the Board shall be open to the general membership, and reasonable prior notice of the time and place of such meetings shall be published in the Club website or newsletter, or other communication venues, whenever practical.

Section 6.3.2 New Business

New business to be brought up at either the general meetings or special meetings by a general member, should be in writing and received by the President no less than five (5) days prior to the meeting so that it may be included in the agenda for that meeting.

Section 6.4 - Special Board Meeting

Any two (2) Directors, or the President, may call a special meeting of the Board or Executive Board, at any time, by written notice, including mail, email, fax or telegram or actual notice by phone to all Directors. The purpose of such a special meeting shall be specified in the notice of the meeting. A notice of 48 hours shall be given.

Section 6.5 – Annual Meeting/General Membership Meeting

One annual meeting shall be held in the spring of the year. The Board will determine the exact date, time, and location. The membership shall be informed of the meeting a minimum of three weeks prior to that date. General membership meetings will be scheduled with advance notice given to the general membership.

Section 6.6 – General Membership Meeting Quorum

Ten (10) percent of the voting members at general meetings shall constitute a quorum for the transaction of Club business, provided the general membership has been duly notified of such meetings.

Section 6.7 - Rules of Order

The rules contained in the current addition of Robert's Rules of Order (Newly Revised) shall govern, to the extent practical, the Club at any Board or member meeting to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Club may adopt.

Article Seven - Amendments

Section 7.1- Bylaw Change Process

Any Club member may submit recommended changes to the bylaws to the President of the board. The President will include the proposed change as part of the next regularly schedule board meeting's agenda. The board will discuss the merits of the change, and if deemed appropriate, may present them to the members of the Club for a vote.

Section 7.2 - Bylaw Change Ratification

By-laws may be amended or repealed, in whole or in part, by a three-fifths (60%) vote of the voting members (in good standing) present at a general meeting. Changes to the bylaws are immediate upon completion of the vote.

Section 7.3 - Annual Bylaw Review

To ensure accuracy and consistency of Club bylaws, they should be reviewed once a year. The president will appoint a Bylaw Review Committee whose job will be to review the bylaws and make recommendations to add, delete, or update current bylaws.

Article Eight - Fees and Assessments

Section 8.1 – Policy on Fees and Assessments

The Board of Directors shall adopt policy in regard to membership fees and assessments.

Article Nine – Coaches

Section 8.1 – Policy on Coaching Staff

The Board of Directors shall adopt policy in regard to coaching staff.

Article Ten - Indemnification

Each person who is or was a director, officer or employee of the Club (including the heirs, executors, administrators or estate of such person) shall be indemnified in a manner consistent with and or permitted by the Non-profit Corporation Law of the State of Michigan, or any state in which the act or omission indemnified against occurred, against any liability, cost or expense incurred by him/her in his/her capacity as director, officer or employee, arising out of his/her status as a director, officer or employee (including serving at the request of the Club as a director, trustee, officer, employee or agent of another corporation).

Article Eleven - Notification

Section 11.1 - Notices

Whenever under the provision of these by-laws written notice is required to be given, such notice must be given in writing to the person by mail, email or by means of the website.. A waiver of notice in writing, either before or after the time stated, shall be deemed equivalent thereto.

Article Twelve - Dissolution

Section 12.1- Club Assets

In the event of the dissolution of the Club for any reason, no part of the assets shall inure to any private individual. Any assets remaining upon dissolution shall be distributed to an organization having similar purpose which is exempt from federal income taxation pursuant to Section 501 (c) (3) of the Internal Revenue Code of the 1986 or equivalent provisions of any future amendments thereof.