

**BYLAWS
OF
BURNSVILLE SWIM CLUB, INC.**

ARTICLE I. NAME

The name of this corporation shall be the BURNSVILLE SWIM CLUB, INC., hereinafter called the Club.

ARTICLE II. PURPOSE

The purpose of this Club shall be to promote social welfare and community education through competitive swimming in the City of Burnsville and its surrounding communities, to administer and to finance programs of education through competitive swimming, and to do all things incidental thereto.

ARTICLE III. MEMBERSHIP

Section 1. Classification of Membership. There shall be the following classes of membership in the Club:

- a. Active Members who shall be (1) parents or guardians of swimmers, under the age of 18, who meet the qualifications for team membership, (2) swimmers 18 and over who meet those qualifications, and (3) the head coach. All active members shall enjoy full rights and privileges of membership including the right to vote at Annual and Special Meetings of the Club.
- b. Associate Members who shall be individuals or organizations interested in and desirous of supporting promoting the purposes of the Club. Registered club swimmers under the age of 18 shall also be associate members. Associate members shall enjoy all rights and privileges of membership, except the rights to hold office and to vote.

Section 2. Eligibility. The Board of Directors of the Club shall be the sole judge of qualifications for membership. No application for membership shall be denied because of race, national origin, age, sex, sexual preference, or any other reason unrelated to the aims, objectives and purposes of the Club. The Club may deny membership to any individual or organization whose behavior or purpose is not in

accord with the aims, objectives or purposes of the club.

Section 3. Dues and Assessments

- a. Dues. At least annually, the Board of Directors shall prepare a budget which shall include the amount of membership dues and assessments and which shall be presented to the membership for approval at the Annual Meeting each year.
- b. Special Assessments may be levied against members from time to time as determined by the Board of Directors.

Section 4. Revocation of Membership. The Board of Directors shall have the right to revoke any membership:

1. When any member becomes thirty (30) days delinquent in the payment of dues, assessments or charges, or
2. When the conduct of any member or the child or ward of any member is determined to be detrimental to the aims, objectives and purposes of the Club.

Section 5. Resignation. Any member of the Club who is not in arrears in dues, assessments or charges may resign. Assessments and dues paid by a member resigning during the fiscal year may be returned pro rata to such member at the discretion of the Board of Directors; credit balances in entry fee deposit accounts may be returned to a resigning member. No membership is assignable or transferable, except upon approval of the Board.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Club shall be held between July 1 and August 15 of each year. The meeting shall be held at a time and place as determined by the Board of Directors. The purpose of the meeting shall be for electing members of the Board of Directors, receiving reports of the officers and committees, and for other such business as may arise. Notice of the time and place of the Annual Meeting shall be mailed by the Board of Directors at least seven (7) days, prior to such meeting.

Section 2. Special Meetings. Special Meetings of the Club shall be called as deemed necessary by the Board of Directors or upon written request to the

Secretary executed by thirty (30) Active Members of the Club. The Secretary of the Club shall give notice of such special meetings and their purpose to each member of the Club at least seven (7) days prior to such meetings.

Section 3. Quorum. The presence of ten percent (10%) of the Active Members in good standing shall constitute a quorum at any meeting of the Club. There shall be no voting by proxy or cumulative voting.

Section 4. Order of Business at Annual Meeting. At each Annual Meeting of the Club the order of business shall be as follows:

1. Reading of minutes of preceding meeting.
2. Report of the Treasurer
3. Reports of Coaches and any designated representatives.
4. Election of Directors
5. Other Business

Section 5. Books and Records. Except for unreasonable or improper purposes, books of account, lists of members of the Club, and the minutes of meetings of the Club and the Board of Directors shall be open to the inspection of every member at all reasonable times. The club may satisfy this obligation to provide information by posting the same upon its website.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Personnel. The Board of Directors shall be composed of:

1. The Officers of the Club
2. The Head Swimming Coach
3. Five to Twelve At Large Members elected by the Club membership at the Annual Meeting, or elected by the Board of Directors to fill the unexpired term of a resigning Board Member
4. Members elected by the Board to serve in an ex-officio capacity

Section 2. Meetings. The Board of Directors shall meet a least four (4)

times annually. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors by giving no less than one 24 hours' notice to the members of the Board, by any reasonable means. The time and place of meetings shall be determined by the President or by the members calling the meeting. Board meetings shall be open to attendance by club members, but the Board may close a meeting, or portion of a meeting, upon majority vote of members present.

Section 3. Powers and Duties. The Board of Directors shall be vested with the executive power of the Club. It shall have charge of the affairs and funds and property of the Club, including the authorization of all contracts and obligations of the club, the engagement and termination of employees of the Club, the commencement, conduct and resolution of litigation on behalf of and against the Club, and shall have the power and authority to do and perform all acts and functions in furtherance of the purpose of the Club and in accordance with these bylaws.

Section 4. Quorum. A majority of the elected members of Board of Directors (not including ex-officio members or the Head Coach) shall constitute a quorum.

Section 5. Election and Term of Board Members. Election to the Board of Directors shall be by majority vote of the Club membership at its annual meeting. In addition, the Board of Directors may elect a Club member to fill the unexpired term of a resigning Board Member. Each duly elected Board member shall serve a term of two years, commencing September 1 of the year elected and ending on August 31 of the second year thereafter. Board members may be elected to a maximum of three two-year terms.

Section 6. Number of Directors. The number of the Directors comprising the Board of Directors shall not be less than 5 nor more than 12.

ARTICLE VI. OFFICERS

Section 1. Personnel. The Officers of the Club shall be President(s), Vice President(s), Secretary(s), Treasurer(s), all of whom must be members of the Club and who shall be nominated and elected as hereinafter set forth. Each such office shall be held by the parent or parents of a swimmer.

Section 2. Election and terms. The Officers of the Club shall be elected by the Board of Directors after the annual meeting, to serve one (1) term and shall continue in office until their successors have been elected and qualified.

Section 3. Period of Term. All terms of Officers shall begin on September

1 and end on the following August 31. No individual may serve more than two consecutive one-year terms in any office.

Section 4. Removal of Officers. An Officer or Board Member may be removed, with or without cause, from the Board of Directors by a two-thirds (2/3) vote of the remaining board members.

Section 5. Vacancies. A vacancy shall be deemed to exist by the death, resignation or removal of an Officer. The Board of Directors shall elect an active member to fill the full unexpired term of such office vacant.

Section 6. Voting. Each board member has exactly one (1) vote.

Section 7. Powers and Duties.

- a. President. The President shall preside at all meetings of the Club and the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee. The President shall, preside at board meetings, make recommendation to the board concerning the hiring and termination of employees of the club, sign any status documents on behalf of the club, enter into contracts or obligations on behalf of the club, with Board approval, render a report on the activities of the Club annually to the membership at the Annual Meeting; and shall perform all duties pertaining to the office and such other duties as the Board of Directors may assign. The foregoing notwithstanding, the signature of the President or the Treasurer is sufficient to sign checks of the Club. The Club may designate a stipend to be paid to the President for his annual service.
- b. Vice President. The Vice President shall preside at regular and special meetings and meetings of the Executive Board in the absence of the President. The Vice President shall act as chairman of the Nominating Committee and shall perform any other duties as requested by the President. The Vice President may, with Board approval, enter into contracts or obligations on behalf of the Club.
- c. Secretary. The Secretary shall keep an accurate and classified list of the names and addresses of all members shall keep an accurate record of the proceedings of all meetings of the Club, the Board of Directors, and of all other matters of which a record shall be deemed advisable by the Club or Board of Directors, which record shall be open at all reasonable times to inspection by any member

of the Club and shall be transferred to his/her successor at the close of his/her term of office; and shall be responsible for sending notices of meetings of the Club or of the Board of Directors. In the absence or inability to act of the Secretary, his/her duties shall be performed by a person appointed by the President to act as Secretary pro tem.

- d. Treasurer. The Treasurer shall be the custodian of all funds of the Club. The Treasurer shall receive all funds paid to the Club; deposit such funds in such banks as the Board of Directors may direct from time to time; pay all bills of the Club which constitute expenditures approved by the Board of Directors; maintain detailed accounts of the assets, liabilities, receipts and disbursements of the Club, which books shall be open to examination or audit (directed from time to time by the Board of Directors and transferred to his/her successor at the close of his/her term of office). The Treasurer shall render an annual report to the membership at the Annual Meeting and shall oversee the preparation and filing of a necessary income tax information return. The Treasurer shall be responsible for the submitting of dues statements to the members. The Treasurer shall sign, with the President, all status documents and other papers in the name of the Club, approved and executed by the Board of Directors. The foregoing notwithstanding, the signature of the president or the Treasurer is sufficient to sign checks of the Club. The Club may designate a stipend (not to exceed \$500.00 annually) to be paid to the Treasurer for performing the above functions. Alternatively, the Club, through action by the Board of Directors, may engage employee (s) or entities to assist the Treasurer in her or his functions.

ARTICLE VII. NOMINATIONS

Section 1. Nominating Committee. There shall be a Nominating Committee whose function shall be to prepare a slate of candidates for election to the Board of Directors.. The Nominating Committee shall consist of no less than three (3) members. The Vice President of the Club shall serve as Chairman; other members shall be appointed by the President with the approval of the Board of Directors.

Section 2. Nominations. The Nominating Committee shall submit its slate of nominations to the Secretary of the Club at least three (3) weeks prior to the Annual

Meeting of the Club. The Secretary of the Club shall submit to each member of the Club the slate of nominees at least seven (7) days prior to the date the Annual Meeting.

Section 3. Independent Nominations. Independent nomination for Directors of the Club may be made in writing by any five (5) Active Members of the Club at least two (2) days prior to the Annual Meeting and shall be announced with the Nominating Committee's slate at the Annual Meeting. Floor nominations for Board positions will be entertained at the Annual Meeting only if less than five candidates are nominated by other means.

ARTICLE VIII. COMMITTEES

Section 1. Required Standing Committees. In addition to Nominating Committee, the following Standing Committees shall be required:

- a. Finance Committee. There shall be a Finance Committee whose function shall be to advise the Board of Director on matters relative to the financial status of the Club The Chairman of the Finance Committee shall be the Treasurer of the Club; other members of the Committee shall be appointed by the President with the approval c the Board of Directors
- b. Public Relations Committee. There shall be a Public Relations Committee, whose function shall be to conduct programs effecting the acceptance and understanding of the Club and its purposes by the community at large. The Chairman and members of the Public Relations Committee shall be appointed by the Board of Directors and shall report to the Board from time to time.
- c. Fundraising Committee. There shall be a Fundraising Committee whose function shall be to plan and execute, with Board Approval, fundraising events, activities, and programs. The Chairman of the Fundraising Committee shall be a board member and shall report to the Board, from time to time, upon the committee's activities. Other members of the Fundraising Committee must be Club (but not Board) members.
- d. Meet Committee. There shall be a Meet Committee whose function shall be to organize, schedule, and operate swimming meets for the education, welfare and benefit of Club members and the public. The Meet Committee shall be chaired by the Meet Director, appointed by the Board, who shall report to the Board,

from time to time, upon the Committee's activities.

Section 2. Special Committees. Special Committees may be appointed from time to time, as necessary to further the program of the Club. The powers, duties, and term of such committees shall be designated at the time of appointment. The Chairman and members of such committees shall be appointed by the President with the approval of the Board of Directors.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Club shall begin on September 1 and end on August 31.

ARTICLE X. AMENDMENTS AND PARLIAMENTARY AUTHORITY

Section 1. Amendments. The Articles of Incorporation or these bylaws may be amended by a two-thirds (2/3) vote of those voting; a quorum being present, at any Annual or Special Meeting of the Club, provided that notice of the proposed changes has been given, to each member at least ten (10) days prior to the date of the meeting. Posting of the proposed changes upon the club website shall, within the above time limits, constitute notice.

Section 2. Parliamentary Authority. ROBERT'S RULES OF ORDER (REVISED 1996) shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or by special rules or procedure adopted by the Club.

Revision approved 8/92

Proposed Revision 7/05

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