



## **BYLAWS of the Lander Swim Club**

### Article I – Name and Offices

The name of the Corporation shall be the Lander Swim Club, Inc. and hereinafter referred to as the “corporation.”

This Corporation was originally formed with the name LANDER AAU SWIM CLUB INC, but due to a change of affiliation the AAU no longer applies – therefore we will henceforth be known as the LANDER SWIM CLUB, INC.

The principle office of the corporation shall be located at 450 South 9<sup>th</sup>, Lander, WY County of Fremont, State of Wyoming, with the mailing address of P.O. Box 27, Lander WY 82520

The Corporation may have other such offices, within Fremont County, as the board of directors may determine from time to time.

### Article II – Purposes and Powers

The Swim Club is a not-for-profit organization organized exclusively for educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code.

The purpose of the corporation is:

(the mission statement) to empower athletes of all ages to achieve their personal best and grow as people through excellence in swimming.

### Article III – Membership

#### Section 1 Membership classes

The corporation shall have two classes: regular members and competitor members. Regular members shall be defined as the parents or legal guardians of the competitor members. Competitor members shall be those swimmers who are members of the club team from time to time.

#### Section 2 Voting

Regular members and competitor members [18 years old or older] are eligible to vote at the annual and any regular and special *membership meetings*. Each regular or competitive member shall have one vote only at membership meetings.

#### Section 3 Dues and Fees

Membership shall also be contingent upon the payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine. These dues would constitute "club dues" and thus will be nondeductible as charitable contributions by the contributor.

#### Section 4 Financial Hardship

When there is demonstrated inability to meet membership obligations because of financial hardship the Board of Directors may, on a case by case basis, and based on documented need, approve scholarship funds for the member or waive all or part of membership registration fees or dues.

#### Section 5 Honorary Membership

The Board of Directors, at a duly organized meeting may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from payment of any dues or registration fees and shall be entitled to all of the privileges of regular members except the right to vote or hold office.

#### Section 6 Removal

Members in arrears more than **3 months** after payment is due shall be dropped from membership.

### Article IV - Meetings of the Membership

#### Section 1 Annual Meeting

An annual meeting of the members shall be held at least once annually as decided by the Board of Directors for the purpose of electing new members to the Board of Directors and for the transaction of other such business as may come before the membership.

#### Section 2 Special Meetings

Special meetings of the members may be called by the President, the Board of Directors or by not less than twenty percent (20%) of members having voting rights. Notice of the meeting and its purpose shall be mailed or delivered to members at least ten (10) days previous to the meeting.

#### Section 3 Quorum

A quorum at the annual meeting shall consist of the regular members and competitor members with voting rights present at the meeting.

A quorum at a special meeting shall consist of at least 15% of regular and competitor members with voting rights represented in person or by proxy.

If a quorum is not present, the presiding officer may adjourn the meeting to a date and hour fixed by him/her.

#### Section 4 Proxy

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy will be valid after 30 days from the date of its execution.

#### Section 5 Notification

The Secretary shall oversee that there is a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time. All notices to members shall be delivered or mailed to their addresses as given on the books of the corporation and such mailing shall constitute presumptive evidence of service thereof.

#### Article V - Fiscal Year

The fiscal year of the corporation shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December.

#### Article VI - Directors

##### Section 1 General Management

The general management of the affairs of the corporation shall be invested in the Board of Directors. Directors with voting rights must be regular members or competitor members [18 years old or older]. The number of Directors shall be not fewer than five nor more than twelve, and shall be voted in at the annual meeting of the members.

##### Section 2 Meetings

Meetings of the Board shall be monthly – the date to be determined by the board at each meeting. The next meeting date shall be set at each meeting.

##### Section 3 Quorum

A simple majority of Directors serving shall constitute a quorum.

##### Section 4 Duties

The members of the board shall, upon election as officers (Article VII, Section 1) enter upon the performance of their duties under the mentorship of the outgoing officers. The outgoing officer shall mentor the newly elected officer for a minimum of three months, unless extenuating circumstances are present. An officer shall continue in office until the successor is duly elected and qualified.

##### Section 5 Vacancies

The Board shall have the power to fill vacancies occurring in its own membership between annual meetings of the members, but is not required to fill such vacancies unless they cause its membership to fall below the five required Directors.

If a Director assumes a vacated seat, his or her term begins on the date of appointment and ends at the next annual meeting.

##### Section 6 Powers

The Board shall have such power to appoint such officers and agents as the Board may deem necessary for the transaction of the business of the corporation. Any officer or agent may be removed by the Board whenever in the judgment of the Board the interest of the corporation will be served thereby.

The Board may:

- a. Appoint members on particular subjects from the members of the Board, or from other members of the corporation;
- b. Audit bills and disperse the funds of the corporation;

- c. Print and circulate documents and publish articles;
- d. Carry on correspondence and communications with other associations have the same purposes as this corporation;
- e. Employ agents and employees;
- f. Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the corporation and to best protect the interests and welfare of the members.
- g. Checks and Drafts. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Swim Club shall be signed by such officer(s), agent(s) or employee(s) of the Swim Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- h. Deposits. All funds of the Swim Club shall be deposited from time to time to the credit of the Swim Club in such banks, trust companies or other depositories as the Board of Directors may select.

## Section 7 Absences

Notwithstanding any other provision of these By-laws, any Director who is absent for two consecutive meetings or three non-consecutive meetings within twelve months may be asked to resign by the President, after a vote of the Board of Directors.

## Article VII - Officers

### Section 1 Election

The officers of the corporation shall be President, Vice President, Treasurer and Secretary. All officers shall be elected by the Board from among its members annually, within one month following the annual meeting of the membership. Any two offices may be combined except that of President.

### Section 2 Service Limitation

Each officer shall hold office for a term of one year, or until a successor shall have been duly elected and shall have qualified (Article VI, Section 4), unless earlier removed by the Board. Officers shall be eligible for re-election to three consecutive terms in any one office.

### Section 3 Vacancies

All officers can be removed at any time by the affirmative vote of the majority of the members of the Board. The Board shall have the power to fill any vacancy in any office occurring for any reason.

### Section 4 Duties and Powers

The duties and powers of the officers of the corporation shall be as follows:

- a. The President shall preside at all meetings of the Boards and the membership. Under the Board's direction he/she shall have general supervision over the affairs of the corporation and over the other officers. He/She shall sign all written contracts of the corporation. He/She shall appoint all committee chairmen and transact such other business as may of right appertain to the office.
- b. The Vice President shall perform such duties as may be assigned by the President and shall perform the duties of the President in case of absence or disability of that officer. The Vice President will oversee all standing committees.
- c. The Secretary shall keep a correct record of the proceedings of all the meetings of the Board and the membership. He/She shall oversee that a complete list of all members of the corporation is maintained.

He/She shall perform such other duties as may be assigned.

d. The Treasurer shall have custody of all monies and securities of the corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of his office. He/She shall have responsibility for all corporate books, records, papers and any and all written contracts of the corporation and shall be custodian of the corporate seal. If the corporation employs a bookkeeper to process statements, bills and deposits, the Treasurer shall supervise the bookkeeper as he/she receives all monies, pays all bills duly authorized by the Board and deposits any funds in a bank in the name of the Lander Swim Club, Inc. He/she shall perform all such other duties as are incident to this office of treasurer.

#### ARTICLE VIII - Employees

The Swim Club shall have such employees as the Board of Directors may determine appropriate and necessary. Professional, clerical and other staff related to the Swim club are employed in accordance with the provisions of these Bylaws and in accordance with the personnel policies established by the Board of Directors.

Any currently employed staff member is not eligible for membership on the Board of Directors, or for election to any office, or for appointment to the voting membership of any committee provided for in these Bylaws.

#### ARTICLE IX - Indemnification of Directors, Officers and Employees

Each director, officer or employee of the Swim Club, including heirs, executors and administrators of each director, officer, or employee, shall be indemnified by the Swim Club against all costs, expenses and amounts of liability therefore, including counsel fees, reasonable incurred by or imposed upon him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party, or in which he or she may be or become involved by reason of his or her acts of omission or commission, or alleged acts of omission or commission, as such director, officer or employee, or, subject to the provisions hereof, any settlement thereof, whether or not he/she continues to be such director, officer or employee at the time of incurring such costs, expenses or amounts, and whether or not the action or omission to act on the part of such director, officer or employee which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of the Bylaws, provided that such indemnification shall not apply with respect to any matter as to which such director, officer or employee shall be finally adjudged in such action, suit or proceeding to have been individually guilty of negligence or misconduct in the performance of his or her duty as such director, officer or employee, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action proceeding or claim, include reimbursement of any amounts paid and expenses reasonable incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Swim club, such settlement and reimbursement appear to be for the best interests of the Swim Club. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director, officer or employee may be entitled under any insurance, agreement, resolution of the members of the Board of Directors or otherwise.

#### ARTICLE X - Committees

The President shall, with the approval of the Board, appoint such standing and special committees of such size as the President may deem necessary to properly carry on the activities and affect the purposes of the Corporation. Such committees shall perform as the President may direct.

#### ARTICLE XI - Compensation of Directors and Officers

Neither the Officers, Directors, nor members serving on committees shall be paid or receive directly or indirectly any profit, salary, compensation or pecuniary advantage for services rendered to the corporation as part of their duties as Officers, Directors or members serving on committees.

#### ARTICLE XII - Books and Records

The Swim Club shall keep correct and complete books and records of account and shall also keep minutes of proceedings of meetings of the members, the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Swim Club may be inspected by any regular member, or his agent or attorney, for any proper purpose at any reasonable time, except as otherwise expressly provided by these Bylaws or by resolution of the Board of Directors as required by law.

#### ARTICLE XIII - Amendment

Bylaws may be amended by an affirmative vote of a majority of the members present at the annual or special membership meetings provided that notice of any proposed amendment shall be furnished to the Board and the membership at least one week in advance of the meeting.

#### ARTICLE XIV - Open Meeting Policy

All meetings of the Board of directors shall be open to the general membership. Provided adequate notice is given to the President, said members may have an opportunity to place an item on the agenda and speak before the Directors. However, when the interests of the Swim Club so dictate, the Board of Directors may hold closed meetings.