

BY-LAWS
OF
ROCHESTER SWIM CLUB ORCAS

ARTICLE 1.

1.1 **Registered Office.** The Corporation shall maintain its registered office in the State of Minnesota as required by the Minnesota Nonprofit Corporation Act, Minn. Stat. ch. 317A (“Act”).

1.2 **Change of Registered Office.** The Board of Directors of the Corporation may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Minnesota as provided by the Act.

ARTICLE 2.

2.1 **Purposes and Goals.** The purposes for which the Corporation is organized are set forth in its Articles of Incorporation, and include:

- a. *General Purposes.* The Corporation shall operate exclusively for charitable and educational purposes in regards to aquatic instruction, fitness and safety.
- b. *Specific Purposes.* The Corporation’s specific purposes may include operating (i) an aquatic program that may include a competitive swimming program, (ii) an adult swimming program, (iii) a diving program, (iv) an instructional program for the teaching or development of swimming skills, and (v) such other swimming or aquatic-related programs and activities as the Board of Directors may from time to time determine. In establishing and operating such programs, the Corporation may affiliate with one or more local, state, national or international organizations associated with or existing to promote any of the foregoing activities. Each of the separate programs so established and operated by the Corporation shall be governed and operated as a separate and individual entity with all assets becoming the property of the Corporation.

ARTICLE 3.

3.1 **Limitations on Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of any individual.

3.2 **Limitations on Activities.** Except as permitted by filing an election under Section 501(h) of the Internal Revenue Code, (or the corresponding provision of any subsequent

Federal tax law) no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statement) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activity not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law), and (b) by a Corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law).

3.3 **No Private Foundation Status Intended.** The Corporation shall seek such sources of support, including the solicitation of grants from governmental units and direct or indirect contributions from the general public, as will enable it to qualify as a publicly supported organization as defined in Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax law), and as is consistent with the purposes for which the Corporation is organized, as set forth in its Articles of Incorporation.

ARTICLE 4.

4.1 **Board of Directors -- General Powers.** The affairs of the Corporation will be managed by its Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise expressly required by the Articles of Incorporation, these By- Laws, and by law.

4.2 **Number, Tenure, and Qualifications.** The number of Directors shall be not less than three. The Directors constituting the initial Board of Directors shall be specified in the Articles of Incorporation. The number of Directors may be increased or decreased from time to time by decision of the Board of Directors, but in no event shall the number of Directors be less than three. Each Director shall hold office for a 3-year term which may be extended for additional 3-year terms, however, no Director may serve more than three (3) consecutive terms unless deemed critical for the operation of the organization provided, however, that any Director may be removed from office, with or without cause, by the vote of a majority of the Directors then in office. Any vacancy occurring because of the death, resignation or removal of a Director, or because of an increase in the number of members of the Board of Directors, shall be filled by the Board of Directors for the unexpired term of such Director.

4.3 **Regular Meetings.** A regular Annual Meeting of the Board of Directors shall be held in January of each year. The Board of Directors may provide by resolution the time and place, either within or without the State of Minnesota, for the holding of additional regular meetings of the Board without notice other than such resolution.

4.4 **Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of Minnesota, as the place for holding any Special Meeting of the Board called by them.

4.5 **Notice.** Any director may call a board meeting by giving notice to all directors. If the notice is to be mailed, then the notice must be mailed to each director at least five (5) calendar days prior to the meeting. If the notice is not mailed, then notice must be given at least forty-eight (48) hours prior to the meeting. The notice must include the date, time and place of the meeting; and, except where said meeting is called to consider an amendment to the Articles or Bylaws of the corporation, the notice need not state the purpose of the meeting.

Notwithstanding the foregoing, no notice need be given if the day or date, time, and place of a board meeting have been announced at a previous meeting of the board.

4.6 **Waiver of Notice.** Any Director may waive notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.7 **Quorum.** Fifty-One (51%) percent of the members of the Board of Directors then holding office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than fifty-one (51%) percent of the then Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

4.8 **Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

4.9 **Meetings by Means of Remote Communication.** Any meeting among the Directors may be conducted in whole or in part by means of remote communication, as defined in the Act, including but not limited to via email exchange sent simultaneously to or among all Directors.

4.10 **Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the then Directors though less than a quorum of the Board of Directors.

4.11 **Compensation.** Directors as such shall not receive any salaries for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for serving in such other capacity.

4.12 **Voluntary Resignation and Retirement.** Any Director may resign or retire at any time by giving written notice to the remaining Board of Directors or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

4.13 **Advisory Committee.** The Board of Directors may appoint one or more advisory committees to the Board of Directors who shall not be deemed to be Directors, Officers, or Employees of the Corporation and whose functions shall not include participation in the operating management of the Corporation. The advisory committees shall meet at such times as the Board of Directors shall determine. The advisory committee shall consider, advise upon, and make recommendations to the Board of Directors with respect to such matters of policy relating to the conduct of

the Corporation's affairs as may be submitted to it by the Board of Directors.

ARTICLE 5.

5.1 **Officers.** The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, Chief Executive Officer, and such other officers as the Board of Directors may, in its sole discretion, designate or elect in accordance with the provisions of this Article. Officers need not be chosen from among the Directors, except that the President must be a Director. A natural person may hold more than one of the aforementioned offices, except that the same natural person shall not simultaneously hold the offices of President and Vice President. The Board of Directors may elect or appoint such other officers, including Assistant Secretaries, or Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

5.2 **Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall serve for terms of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause.

Commented [AN1]: Some organizations do two-year terms for officers.

5.3 **Removal.** Any officer or Agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.4 **Resignations.** Any Officer may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

5.5 **Vacancies.** A vacancy in the offices of President, Vice President, Secretary or Treasurer because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors for the unexpired portion of the term. Vacancies in any other offices may be filled by the Board of Directors in its sole discretion.

5.6 **Chief Executive Officer.** The Board of Directors may hire a Chief Executive Officer for the organization. The Chief Executive Officer has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Chief Executive Officer or a designee will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE 6.

6.1 **Generally.** The Board of Directors may from time to time establish a class or classes of non-voting members upon such conditions and terms as it deems appropriate, or the Board may elect to have no members. If a membership is established, members of the Corporation shall not have voting rights.

6.2 **Dues, Assessments, or Fees.** The Corporation may levy dues, assessments or fees upon its members for initial and ongoing membership. The dues, assessments or fees may be imposed upon all classes of members alike or differently upon different classes of members, as determined in the sole discretion of the Board of Directors. The Board of Directors may fix or modify the amount of said dues, assessments or fees from time to time and determine the methods of collection of said dues, assessments or fees.

ARTICLE 7.

7.1 **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any express purpose of the Corporation.

ARTICLE 8.

8.1 **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its principal office a record giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 9.

9.1 **Fiscal Year.** The Board of Directors shall from time-to time and by resolution establish the fiscal year of the Corporation.

ARTICLE 10.

10.1 **Indemnification.** The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another Corporation, whether for-profit or not-for-profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article 10 shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any By-Laws, agreement, or vote of Board of Directors or otherwise. In no case, however, shall the Corporation indemnify or reimburse any person for any Federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code. Further, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Internal Revenue Code, then, during such time or times, no payment shall be made under this Article, if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), or a taxable expenditure (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE 11.

11.1 **Waiver of Notice.** Whenever any notice is required to be given under the provision of the By-Laws or under the provisions of the Articles of Incorporation or by the Minnesota Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 12.

12.1 **Amendments of the By-Laws.** These By-Laws may be amended from time to time in the manner provided by law.

The above provisions constitute the duly adopted By-Laws of the Rochester Swim Club Orcas, including all amendments in full force and effect as of _____, 2017.

Secretary