

Bylaws of the Birmingham-Bloomfield Atlantis Swim Club

Article I Name

Section 1. The name of the non-profit corporation which is qualified under 26 USC501(c)(3) shall be the Birmingham-Bloomfield Atlantis Swim Club, hereafter called Atlantis Swimming and shall be managed at all times in such a manner as to qualify Atlantis Swimming for the 501(c)(3) exemption.

Section 2. The fiscal year of Atlantis Swimming shall commence on the 1st day of September each year and terminate on the 31st day of August of the following year.

Section 3. Atlantis Swimming shall be managed by a Board of Directors, herein called the Board, acting in accordance with these bylaws.

Article II Purpose

Section 1. Atlantis Swimming shall be organized as an advisory and sponsoring group for the sport of competitive swimming for Birmingham, Bloomfield and the surrounding communities.

Section 2. To encourage the physical and mental development of its participants, through swimming.

Section 3. To uphold the standards of "USA" Swimming, Inc" and "Michigan Swimming, Inc" as they relate to competitive swimming.

Section 4. To offer a year round age-group program that will fit all ability levels from novice to National competition.

Section 5. To encourage and assist participants in the development of sportsmanship.

Article III Board of Directors

Section 1. The Board of Directors (hereafter called the Board) shall consist of no fewer than five (5) and no more than ten (10) Directors including the Officers as provided in Article IV. Each Director will have one vote, with the exception that the President shall vote only in the case of a tie.

Section 2. The following persons shall serve as ex-officio non-voting Directors during the time period in which they meet the defined status:

- a. The immediate Past President if he/she continues to be a member in good standing of Atlantis Swimming.
- b. The Head Coach of Atlantis Swimming.

Section 3. The regular term of each elected Director shall be two years. The Board can vote to open for election one or more seats on the Board for a one-year term in order to maintain an even ratio of seats that are up for election in any given year. The maximum period an individual may serve on the Board will not exceed 8 consecutive years. Only one member from the same family can be on the Board at any one time. All candidates for Directors nominated must be members in good standing and shall exclude employees of Atlantis Swimming or their spouses.

Section 4. Election of Board of Directors

- a. Elections- Elections of new Directors will be held at the spring annual membership meeting, which shall be conducted at the conclusion of the short course season. Nominees receiving the greatest number of votes will take office (begin their term) at the next regularly-scheduled board meeting, upon the conclusion of any business required to be conducted by the outgoing board members, such as approving prior meeting minutes.
- b. Vacancies-In the event of a vacancy other than normal term expiration, the Board may invite a member in good standing to serve as a Director until the date of the next spring annual membership meeting.

Section 5. Removal of Directors from Office-Any Director may be removed from office with or without cause, by two-thirds (2/3) majority vote of all other voting Directors.

Section 6. Meetings of the Board-Meetings of the Board of Directors may be held no less frequently than six (6) times per year. Two-thirds (2/3) of the voting Directors (including the President) shall constitute a quorum. A meeting without a quorum can be held for informal discussion, but no votes may take place. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another and all such Directors shall be deemed to be present in person at such meeting.

Section 7. In the event that important Atlantis Swimming business must be voted on between regular meetings of the Board, a vote by each individual Director may be taken by telephone or electronically and tallied by the President and Secretary. That result shall be the will of the Board as long as a quorum is satisfied.

Section 8. Powers of the Board-The Board shall regulate and supervise the management and operations of Atlantis Swimming. It shall attend to all internal affairs of Atlantis Swimming, and shall make such arrangements for carrying on the business as it deems best.

- a. These powers shall include budget preparation and approval, adoption of policies and procedures pertaining to club operations, entering into any contracts or agreements necessary to carry out the purposes of Atlantis Swimming.
- b. The Board has authority to establish committees to promote the interests and activities of Atlantis Swimming. Such committees may be comprised of both Directors and members.

Section 9. Powers of the Head Coach – The Head Coach is responsible for the day-to-day decisions and operations of the programs offered by Atlantis Swimming, according to the terms of the Head Coach's contract and the policies and budgets set by the Board. The Head Coach is responsible to the Board, and has authority over all coaching staff.

Article IV Officers; Powers and Duties

Section 1. The Officers of the Board shall be a President, Vice-President, Secretary and Treasurer and shall be chosen each year by majority vote of the elected Directors at the first board meeting following the spring annual membership meeting. All Officers must also serve as voting Directors. If an Officer is not already an elected Director, his/her selection as an Officer shall also constitute his/her appointment to the Board until the date of the next spring annual membership meeting. To serve as President, a member must have served on the

Board for at least one year immediately prior to his/her selection as President.

Section 2. The Executive Committee of the Board shall consist of the four (4) Officers and shall meet as deemed necessary and carry out the business of the organization in the event an immediate decision needs to be made or when confidential matters relating to compensation or member financials must be addressed.

Section 3. The **President** shall:

- a. Call meetings of the Directors, prepare agendas and preside at all meetings of the Directors.
- b. Have general and active management of the business of Atlantis Swimming, ensuring that all decisions related to Atlantis Swimming are made in the general interest of the entire organization.
- c. See that all orders and resolutions of the Board be carried into effect.
- d. Chair any regular or special meetings of the Membership.
- e. Appoint any committees, subject to approval of the Board, to undertake specific projects or otherwise to further the interest of Atlantis Swimming.
- f. Perform such other duties as the Board may direct.
- g. Break all voting ties of the Board or Membership.

Section 4. The **Vice-President** shall:

- a. In the absence of the President, or in case of the President's inability to perform the duties of the President, in conjunction with the Secretary, will have all the powers of the President and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- b. Shall work in conjunction with the President and the Board to perform any duties as each may direct.
- c. Conduct periodic reviews of the Bylaws of Atlantis Swimming and prepare proposed bylaw amendments for consideration of the Board and Atlantis Swimming as a whole.
- d. Monitor and facilitate the activities of all Atlantis Swimming committees.

Section 5. The **Secretary** shall:

- a. Record and keep separately the minutes of all meetings of the Directors or the Membership or both, which shall be presented before the next applicable meeting for approval.
- b. Have charge and care of the corporate records of Atlantis Swimming together with the bylaws.
- c. Conduct the general correspondence of the Club and perform such duties as are appropriate for the office of Secretary or as the Board directs.
- d. Be responsible for the timely sending of notices of meetings and for keeping the Membership informed of actions by the Board or of issues that the Board or other

members may bring before the membership.

Section 6. The **Treasurer** shall:

- a. Keep accurate and complete records at all times, showing the financial condition of Atlantis Swimming with monthly, seasonal and annual reports.
- b. Disburse the funds of Atlantis Swimming as ordered by the Board, keeping proper records of such disbursements.
- c. Prepare and/or review the budget and fee structure for the current and upcoming year.
- d. Serve as an ex-officio member of all standing and special committees involving Membership and Budget.
- e. Perform any other duties as appropriate for the Office of Treasurer or as the Board may direct.
- f. Collect and deposit all monies in the name of and to the credit of Atlantis Swimming in such depositories as the Board may direct.
- g. Be able to be bonded as provided in Article VIII Section 4.

Section 7. In the event of a vacancy of an Officer, the Board shall appoint another member in good standing within two (2) weeks of the effective date of the vacancy to serve in the vacated office until the date of the next spring annual membership meeting.

Section 8. **Indemnification of Directors of the Board** – Atlantis Swimming shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of Atlantis Swimming, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

Article V Bylaws

Section 1. Bylaws-These bylaws, duly adopted on March 13, 2017, succeed and take the place of any and all bylaws and amendments thereto which are declared null and void.

Section 2. Amendments- Amendments to the bylaws can be made by the Board of Directors or the membership. A two-thirds (2/3) majority vote is required by the appropriate entity.

Section 3. Interpretation-Any question as to the proper interpretation of any provisions of these bylaws shall be determined by the Board.

Article VI Membership

Section 1. The benefits and services of Atlantis Swimming shall be made available to any person who desires to participate in the programs offered by Atlantis Swimming and who is physically able to do so, regardless of gender, race, color, religion, sexual orientation, or national origin.

Section 2. There shall be one class of membership in Atlantis Swimming, granted annually each fiscal year, consisting of the minor children and adults who participate in the programs

offered by Atlantis Swimming and the parents or legal guardians of and living with minor children who participate in the programs offered by Atlantis Swimming.

Section 3. No member shall be a member in good standing of Atlantis Swimming unless that member has paid the applicable dues and fees, including any dues and fees outstanding from prior years, and remains current.

Section 4. Active membership in Atlantis Swimming shall be limited to each family who has paid fees for the current billing period. Only active members in good standing can participate in the programs offered by Atlantis Swimming. Each swimmer athlete must also be a member of "USA Swimming" or "US Masters Swimming".

Section 5. Each family that is a member in good standing of Atlantis Swimming shall have one (1) vote at any general or special meetings of the membership. Such vote shall only be exercised in person by an adult and, in the event the adults in a member family fail to agree how such vote should be cast, then the vote shall be disallowed.

Section 6. Membership shall terminate automatically if the requirements of Article VI are not met or if the Board determines that a member has engaged in conduct materially and seriously prejudicial to the interests and purposes of Atlantis Swimming. A Member may resign their membership at any time by written notice to the Membership representative, but the resignation will not be effective unless proper notice has been given and until all obligations to Atlantis Swimming have been paid in full.

Article VII Dues, Fees, Participation

Section 1. Dues and fees shall be established by the Board in such a manner to be sufficient to provide for the anticipated expenses of Atlantis Swimming.

Section 2. The Board shall be responsible for establishing the annual payment schedule and the appropriate policies governing payment of said dues and fees.

Section 3. The Board may offer discounted group training fees up to 100% for any member or set of members, for reasons of financial hardship, exceptional volunteer commitment, or as an added benefit for coaches. Such discounts are to be approved by a three-fourths (3/4) majority of the Executive Committee for financial hardship cases, and a two-thirds (2/3) majority of the Board for all other cases. This discount does not affect a member's status in regards to active membership in good standing, as described in Article VI, sections 1-6.

Section 4. If membership dues and fees remain unpaid for 15 days after they are due, the member in default shall receive notice.

Section 5. Changes in Swimmer Group status- In the event that a group assignment is changed during the year, the resulting change in dues shall be computed on a pro-rated basis. Extra dues or fees shall be payable immediately. Excess dues or fees paid shall be promptly refunded.

Section 6. Participation-A quality program as conducted by Atlantis Swimming requires active participation of all members in the hosting and staffing of swim meets at various levels of competition and in other Atlantis Swimming activities. Membership carries with it the obligation to participate in these activities.

Article VIII Accounting, Budget and Finance

Section 1. Audits and Taxes

- a. The President, Treasurer, and Head Coach shall meet two times each year to

review the financial books Atlantis Swimming.

b. An independent Certified Public Accountant shall prepare the tax returns for the Club each year and the CPA shall be chosen and approved by the Board.

Section 2. Budget-An annual budget for the appropriate fiscal year shall be prepared by the Treasurer, President, and Head Coach. The budget must be approved by a 2/3 majority of the Board.

Section 3. Reimbursement-Officers, Directors, or members may be reimbursed for reasonable out of pocket expense made on behalf of Atlantis Swimming, but shall otherwise not be compensated monetarily.

Section 4. Bonding-All Directors or employees who are responsible for any of the funds of the club shall be capable of being bonded by an insurance company. (i.e., president, treasurer, etc.)

Article IX Dissolution

Section 1. Upon dissolution, the net assets of the Birmingham-Bloomfield Atlantis Swim Club shall not inure to the benefit of any private individual or corporation, and shall be distributed to an organization operated exclusively for charitable or educational purposes, preferably related to swimming. The Board of Directors shall determine this distribution.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private person, except that the corporation shall be authorized and empower to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign or benefit of any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by corporation exempt from income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation.