

BY-LAWS OF THE GROSSE POINTE GATORS SWIM CLUB INC ("GPG")

ARTICLE I - OFFICES

Section 1 - Registered Office

The Grosse Pointe Gators Swim Club Inc (hereinafter referred to as "GPG") shall always maintain in the State of Michigan a registered agent, whose business office shall be the registered office of GPG.

Section 2 - Other Offices

GPG may also have such other offices within or without the State of Michigan as the Board of Directors (the "Board") may, from time to time, designate, and as the business and affairs of GPG may require.

ARTICLE II - PURPOSES

Section 1 - Nature of Corporation

GPG is a nonprofit corporation formed under Public Act 162 of 1982 and is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2 - Primary Purposes

GPG is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Michigan. In short, the purpose of GPG is to provide a program of aquatics development for individuals interested in amateur competitive swimming at all ability levels. GPG 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 3 - Philosophy

It is the belief of GPG that all children should have access to swimming opportunities that reflect their level of interest and ability while developing strong friendships and having fun. GPG 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 GPG will develop self-respect, set personal goals, understand the importance of teamwork, camaraderie, and good sportsmanship.

ARTICLE III - MEMBERSHIP

Section 1

The benefits and services of GPG shall be made available to parents/legal guardians of athletes (hereinafter referred to as "non-athlete members") as well as adult athlete members that desire to participate in or would like their minor athlete to participate in the program sponsored by GPG (assuming athletes are physically able to do so), regardless of race, color, religion, sex, or national origin.

Section 2 - Group Placement

Those desiring to swim with GPG shall be placed in a practice group by a coach. Upon placement in a practice group, the athlete must register with and thereafter maintain a current membership with USA Swimming, Inc./Michigan Swimming, Inc. (registration fees to be paid for by non-athlete member or adult athlete).

Section 3 - Club Representation

Every athlete practicing with GPG on a consistent basis shall attach him/herself to GPG immediately upon eligibility to do so. All GPG athletes shall uphold the standards of "USA Swimming, Inc." (USA Swimming) and "Michigan Swimming, Inc." (Michigan Swimming) as they relate to competitive swimming.

Section 4 - Fees and Forms

Membership to GPG is contingent upon the non-athlete member properly completing the online registration forms and paying fees as prescribed by the Board.

Section 5 - Required Activities

- a) Each family is responsible for supporting the activities of GPG whether through fundraising, volunteer efforts or the like. All non-athlete members are encouraged to volunteer on at least one committee assignment per year.
- b) Should GPG sponsor a swim meet: Each athlete's family is responsible for working the prescribed number of sessions at any swim meet hosted by GPG. Families who do not contribute or work the prescribed number of sessions determined by the Board may be assessed a fee per missed volunteer session. The Volunteer Fee/Assessment Policy will be determined by the Board on an annual basis. Assessment of fee will be made pursuant to a policy created by the Board. If a fee is unpaid after the assessment is due, the athlete may be barred from practice until such fee is paid. Valid reasons for not working are left to the discretion of the Board.

Section 6 - Availability

Membership shall not be limited in number except as required by the availability of coaching and facilities, and membership shall be available to anyone in good standing.

Section 7 - Suspension/Termination

The Board, after due deliberation and upon majority vote at the next Board meeting, may restrict, suspend or terminate the membership of any non-athlete member or their minor athlete, as well as any adult athlete 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, (b) violation of the published Codes of Conduct of GPG, or (c) violation of the GPG Minor Athlete Abuse Prevention Policy.

Section 8 - Swimmer Discipline

Discipline during swim practices, competition, or at any GPG sponsored activity shall be the responsibility of, and at the discretion of the coaches and/or the Executive Board. The coaches and/or Head 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 coaches

and/or Head Coach must immediately notify the Board President upon any action under this section.

ARTICLE IV - BOARD OF DIRECTORS ("DIRECTORS")

Section 1 - General Powers

The Board shall have the general power to manage and control the affairs and property of GPG, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board.

Section 2 - Number, Election, and Term of Office

The Board shall consist of no less than five (5), and no more than thirteen (13) members. The members should be parents or legal guardians of athletes who are attached to and representing GPG. 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 (1) board member per family. The Head Coach and/or Assistant Head Coach shall each be considered a non-voting member of the Board and may each occupy one (1) of the thirteen (13) member positions on the Board. The voting members of the Board may elect to meet at times without the Head Coach and/or Assistant Head Coach.

Election to the Board shall be by majority vote of the members of the Board, which shall occur, except in the case of filling vacancies, at either the April, May or June meeting thereof. Each Director shall hold office for a term of two (2) years, from the nearest fiscal year of August 1 to July 31. No Director shall stay on the Board more than three (3) consecutive two-year terms (6 years in total). A Director may stay on the Board until their successor is elected. To the extent that any Director is elected to fill a vacancy on the Board, such partial term shall not be included in computing any period of service for enforcing the term limits of this provision.

Section 3 - Nomination of Directors

The Secretary shall inform all Directors of their term and year in office, ahead of the start of the fiscal year (August 1st – July 31st). Directors will be asked each year to state their intention to complete their term during the upcoming fiscal year (August 1st – July 31st) or serve another term if their current term is expiring and they have not exceeded the term limitations outlined in Article IV, Section 2. The Executive Board will determine the number of open Board positions that may exist for the upcoming term and authorize the Secretary to solicit nominations for prospective Directors.

The Secretary will serve as the Chair of the Nomination Committee. Open Board positions will be posted to the General Membership, and members interested in serving on the Board will submit their interest to the Nomination Committee Chair. The Nomination Committee will review all applicants and present prospective members to the Board for individual approval at the appropriately timed Board Meeting. The Executive Board or its designee will serve as the Nomination Committee.

Section 4 - Vacancies

Any vacancy occurring on the Board prior to the expiration of a term shall be filled by

such person as shall be elected by the remaining members of the Board. A Director so elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

Section 5 - Board Meetings

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

Section 5.1 - 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 5.2 - 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 - Annual Meeting/General Membership Meeting

One annual meeting shall be held in the Fall each 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 6.1 - 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 7 - Special Meetings

Special meetings of the Board may be called by, or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any reasonable date, hour, and place, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7.1 - Notice for Special Meetings

Notice of any special meeting of the Board shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, email, facsimile or other means of electronic transmission to each Director at his/her address as shown in the records of GPG. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of 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. The business to be transacted at, and the purpose of, any annual meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 8 - Quorum and Proxies

A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 8.1 - Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 9 - New Business

New business to be brought up at any meeting (Board Meeting, Annual Meeting, or Special Meeting) 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 10 - Rules of Order

The rules contained in the current edition 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.

Section 11 - Compensation

Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving GPG in any other capacity and receiving compensation therefor.

Section 12 - Informal Action

Any action may be taken without a meeting of the Directors if a consent, in writing setting forth the action so taken, shall be signed by all the Directors.

Section 13 - Resignation; Removal

(a) A Director may resign from the Board at any time by giving notice of his/her resignation in writing addressed to the President and Secretary of GPG or by presenting his/her written resignation at an annual, regular, or special meeting of the Board. (b) Except as otherwise provided by law, at any meeting of the Board called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office. Furthermore, any Director with three (3) unexcused absences from Board meetings during the elected year may be removed for cause from the Board. The Secretary, upon direction from the Executive Board, shall give written notice.

Section 14 - Indemnification

Each person who is or was a director, officer or member of a committee of the corporation, and each person who serves or has served at the request of the corporation, as a director, officer, partner, employee or agent of any other corporation, partnership,

joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent, authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

ARTICLE V - EXECUTIVE BOARD ("OFFICERS")

Section 1 - Officers

The Officers of GPG shall be a President, Vice President, Secretary, Treasurer, and if required the immediate Past President. All members shall have an Executive Board vote except the Past President, who shall vote only in the case of a tie. Not more than one office may be held simultaneously by the same person. The Executive Board may convene to discuss and resolve business issues presented to the President between Board Meetings.

Section 2 - Election and Term of Office

The Executive Board officers shall be elected by a majority vote of the members of the Board. The Executive Board slate shall be proposed by the outgoing or current President. Each Officer on the Executive Board shall hold office for a term of two(2) years and thereafter until his/her successor shall have been duly elected and qualified. The term of office will coincide with the GPG fiscal year.

Section 3 - Removal

Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board, whenever in its judgment the best interests of GPG would be served thereby.

Section 4 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5 - President

The President shall be the chief executive officer of GPG and, in general, shall supervise and control all the business and affairs of GPG. He/she may sign, with the Secretary or any other proper Officer of GPG authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board has authorized to be executed; and he/she shall preside at all meetings of the Board, have general and active management of the business of GPG, and see that all orders and resolutions of the Board are carried into effect.

Section 6 - Vice President

In the absence of the President, or in the event of the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of

President until the Board elects a successor to the President and shall perform all such other duties as may be prescribed by the Board from time to time. The Vice President shall also serve as the liaison between the coaches and the Board.

Section 7 - Secretary

The Secretary shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 8 - Treasurer

The Treasurer shall be responsible for all funds and securities of GPG; receive and give receipts for monies due and payable to GPG and deposit all such monies in the name of GPG in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine.

ARTICLE VI - BOARD COMMITTEES

Section 1 - Purposes

The Board may establish Board Committees to assist it in the performance of its duties as it considers appropriate. The Board will identify members to serve on the committees from the GPG Membership. Each Board Committee will be chaired by a member of the Board, and each Director who is not an Officer, shall actively participate in a Committee, in addition to attending monthly Board meetings

Section 2 - Number, Election, and Term of Office.

The number of members of each Board Committee shall be determined by the Board. Members of each Board Committee shall volunteer or be elected by the affirmative vote of a majority of the Board and shall serve until resignation or removal by the affirmative vote of a majority of the Board.

Section 3 - Officers

The President may designate from among the members of each Board Committee a Chair and Vice Chair of such committee, and such other officers as the President may determine. The Chair, Vice Chair, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4 - Vacancies

Vacancies in the membership of any committee shall be filled by the Board.

Section 5 - Quorum

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6 - Rules

Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board.

Section 7 - Powers

Each Board Committee Chair shall have the power to advise the Board regarding recommendations from his/her respective committee and such other powers as the Board may grant him/her consistent with law, the Articles of Incorporation, and the Bylaws.

Section 8 - Standing and Ad Hoc Committees

Standing Committees may include, but are not limited to, the Executive, Finance, Financial Aid, Marketing/Public Relations, Membership, Nomination, Program Planning, Social Events, Communications, and Fundraising Committees. The Board shall also have the authority to establish additional committees as may be necessary to further promote and enhance the interests of the Club. Each Committee shall be assisted by a Board Director, whose duty is to make sure that the committee is functioning properly and report out on progress at Board Meetings.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 - Contracts

The Board may authorize any Officer or Officers, agent or agents of GPG, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of GPG, and such authority may be general or confined to specific instances. Such authorization must be granted in writing.

Section 2 - Checks, Drafts, and Similar Documents

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of GPG, shall be signed by such Officer or Officers and/or agent or agents of GPG and in such manner as shall from time to time be determined by resolution of the Board.

Section 3 - Deposits

All funds of GPG shall be deposited from time to time to the credit of GPG in such banks, trust companies or other depositories as the Board may select.

Section 4 - Gifts and Contributions

The Board may accept on behalf of GPG any contribution, gift, bequest, or devise for the general purposes or for any special purpose of GPG. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Michigan, and any other relevant jurisdiction.

ARTICLE VIII - COACHING AND OTHER TEAM POLICIES

Section 1 - Policy on Coaching

The Board shall follow the GPG policy in regard to coaching staff. Per the coaching policy, hiring and dismissal of Salaried coaches will be authorized by the Board of Directors.

Section 2 - Other Policies

The Board shall adopt other policies which may include, but are not limited to Conflict of Interest, Meet Fees, Open Practice and Fee and Assessment Policies,

ARTICLE IX - BOOKS AND RECORDS

GPG shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

ARTICLE X - FISCAL YEAR

The fiscal year of GPG shall begin on the first day of August and end on the last day of July in each year.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Michigan or under the provisions of the Articles of Incorporation or the Bylaws of GPG, 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 XII - BYLAWS AND RULES OF ORDER

Section 1 - Bylaws

These Bylaws, duly adopted on August 20, 2019, succeed and take the place of any and all prior bylaws and amendments thereto, which are declared null and void.

Section 2 - Amendments

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the Board present at any regular or special Board meeting, if at least fifteen (15) days' notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws before changes are made.

Section 3 - Interpretation

Any question as to the proper interpretation of any provision of these Bylaws shall be determined by the Board.

Section 4 - Rules of Order

Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, Board, or committees but shall not take precedence over these Bylaws.