



Saluki Swim Club, Inc.  
P.O. Box 3293  
Carbondale, IL 62902  
[www.swimsaluki.com](http://www.swimsaluki.com)

## Bylaws of the Saluki Swim Club, Inc.

Adopted: 15 March 2018

### ARTICLE 1 – ORGANIZATION

- 1.1 The name of this organization shall be Saluki Swim Club, Inc. hereinafter referred to as the Corporation.

### ARTICLE 2 – PURPOSES

- 2.1 This Corporation is organized for the following purposes: To organize, support and promote aquatics in Southern Illinois through education, training and competition; to help develop in each athlete a spirit of leadership, independence and competitiveness; to promote aquatic safety, athleticism and sportsmanship.
- 2.2 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 persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- 2.3 Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities 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 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE 3 – MEMBERSHIP

- 3.1 Membership in this Corporation shall be open to all persons interested in furthering the purposes of the Corporation.

### ARTICLE 4 – MEETINGS OF THE CORPORATION

- 4.1 The annual general membership meeting of this Corporation shall be held in September of each year following the Labor Day holiday. The secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book of this Corporation a notice telling the time and place of such annual meeting.
- 4.2 A quorum shall consist of those members who attend such meeting.



MEMBERCLUB

- 4.3 Special meetings of this Corporation may be called by the President when deemed in the best interest of the Corporation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least two weeks prior to the scheduled date set for such a special meeting. Such notice shall state the reason that such a meeting has been called, the business to be transacted, by whom called and the time and place of the meeting.
- 4.4 At the request of two-thirds of the members of the Board of Directors or a simple majority of members of the Corporation the President shall cause a special meeting to be called but such request must be made in writing at least two weeks before the requested scheduled date.
- 4.5 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
- 4.6 The order of business at all meetings of the Corporation shall be: Roll Call, Reading of the Minutes of the Preceding Meeting, Reports of Officers, Reports of Committees, Old and Unfinished business, New Business, Adjournment.

#### **ARTICLE 5 - VOTING**

- 5.1 At all meetings, except for the election of directors, all votes shall be by voice. Votes for the election of directors shall be conducted by ballot. Ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. The ballots should contain two blank spaces for a write-in election of directors.
- 5.2 At any regular or special meeting if a majority so required any question may be voted upon in the manner and style provided for election of directors.
- 5.3 At all votes by ballot the chair of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
- 5.4 No inspector of election shall be a candidate for a directorship or shall be personally interested in the question voted upon.
- 5.5 Each member shall have one vote and such voting may not be done by proxy.

#### **ARTICLE 6 - BOARD OF DIRECTORS**

- 6.1 The business of this Corporation shall be managed by a Board of Directors consisting of ten (10) elected or appointed members together with the Executive Director of this Corporation.
- 6.2 Elected directors shall serve for a term of two years and may be reelected at the end of that term.
- 6.3 A director, officer or incorporator of the Corporation shall perform his or her duties as such, including, in the case of a director, his or her duties as a member of a committee of the board on which he or she may serve in good faith and in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this chapter would use under similar circumstances.
- 6.4 The Board of Directors shall have the control and management of the affairs and business of the Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its chairman after due notice to all directors of such meeting.
- 6.5 At the first meeting following the Annual General Meeting of the Corporation the directors shall organize themselves by electing officers as described in Article 7 of these bylaws.

- 6.6 Six members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly.
- 6.7 Each director shall have one vote and such voting may not be done by proxy.
- 6.8 The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- 6.9 Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining members of the Board of Directors until the next Annual General Meeting of the Corporation.
- 6.10 The President of the Corporation by virtue of the office shall be chairperson of the Board of Directors.
- 6.11 A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the Corporation, for this hearing.
- 6.12 In the event that a board members misses three consecutive monthly board meetings, it is up to the discretion of the other board members to relieve the absent board members of their duties on the board of directors.

#### **ARTICLE 7 - OFFICERS**

- 7.1 The officers of this Corporation shall be as follows: President, Vice President, Secretary and Treasurer. Due to the responsibilities of Officers, all Officers shall maintain a year around swim status to ensure board attendance and involvement.
- 7.2 The President shall preside at all general meetings of the Corporation and, by virtue of the office, be chairperson of the Board of Directors. At each annual meeting of the Corporation the President shall give a report of the work of the Corporation, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the Corporation, and have such powers as may be reasonably construed as belonging to the chief executive of any corporation.
- 7.3 The Vice President shall, in the absence or inability of the President to exercise his office, become acting President of the Corporation with all the rights, privileges and powers as if he had been duly elected President.
- 7.4 The Secretary shall keep the minutes and records of the Corporation in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the Corporation, be the official custodian of the records of the Corporation, be one of the officers required to sign the checks and drafts of the Corporation, present to the membership at any general meetings any communication addressed to the secretary of the Corporation, submit to the Board of Directors any communications which shall be addressed to the secretary of the Corporation, attend to all correspondence of the Corporation and exercise all duties incident to the office of Secretary.
- 7.5 The Treasurer shall have the care and custody of all monies belonging to the Corporation, be solely responsible for such monies or securities of the Corporation and be one of the officers who shall sign checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of such meeting of the Board of Directors and shall exercise all duties incident to the office of Treasurer.
- 7.6 Officers shall by virtue of their office be members of the Board of Directors.
- 7.7 No officer or director, with the exception of the Treasurer (30% off base fee), shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Corporation for duties other than as a director or officer.

## **ARTICLE 8 - SALARIES**

8.1 The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the Corporation.

## **ARTICLE 9 – COMMITTEES**

9.1 All committees of this Corporation shall be appointed by the President and their term of office shall be for a period assigned by the President.

9.2 The nominating committee shall consist of three persons appointed by the President at the regular meeting preceding the Annual General Membership meeting. No more than two (2) members shall be currently serving on the Board of Directors.

## **ARTICLE 10 – INDEMNIFICATION**

10.1 The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

10.2 The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

10.3 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

10.4 This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **ARTICLE 11 – CONFLICT OF INTEREST**

11.1 Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

**ARTICLE 12 – AMENDMENTS**

12.1 These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two thirds of members present at an annual general meeting.

**ARTICLE 13 – DISSOLUTION**

13.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to organizations operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or corporation under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle offices of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.