

BYLAWS OF
Nantucket Swimming Boosters Incorporated
Revised December 4, 2019

ARTICLE I - OFFICES

Section 1. Registered Office. The Nantucket Swimming Boosters Incorporated shall at all times maintain in the COMMONWEALTH of MASSACHUSETTS a registered agent, whose business office shall be the registered office of the Nantucket Swimming Boosters Incorporated.

Section 2. Other Offices. The Nantucket Swimming Boosters Incorporated may also have such other offices within or without the COMMONWEALTH of MASSACHUSETTS

ARTICLE II - PURPOSES

Section 1. Nature of Corporation. The Nantucket Swimming Boosters Incorporated nonprofit corporation formed under MASS General law Chapter 180 section 6A, which 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. Its membership shall be open to all interested parties, who pay a yearly fee of \$5 to become a voting member. Fee is one time per Swim Season (September 1- August 30), starting at the Club's Annual Meeting through the following year's Annual Meeting, not per meeting. The fee can be paid anytime in the year, but the member will not be able to vote until payment is received.

Section 2. Primary Purposes. The Nantucket Swimming Boosters Incorporated was formed to openly and actively help support the Nantucket Dolphin swim program, and was organized for the purposes set forth in its Articles of Incorporation which are filed with the COMMONWEALTH of MASSACHUSETTS

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Nantucket Swimming Boosters Incorporated, and shall have full power, by majority vote of its voting members, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of 4 members. Directors need not be residents of the COMMONWEALTH of MASSACHUSETTS. Election to the Board of Directors shall be by majority vote of the members, which shall occur, except in the case of filling vacancies, at each Annual Meeting thereof. Each Director shall hold office for a term of Two (2) years and thereafter until his successor is elected and qualified.

Section 3. Officers. The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the voting members at the meeting scheduled after the occurrence, unless a Special Meeting is called by the officers. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an Annual Meeting during the

first scheduled meeting at the start of the next Swim Season. The Board of Directors will hold other regular meetings at least once per month from October through May each year.

Section 6. 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 of Directors may fix any reasonable date, hour, and place,

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, e-mail, facsimile or other means of electronic transmission to each member at his address as shown in the records of the *Nantucket Swimming Boosters Incorporated*. 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. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum. A quorum shall be considered 3 officers and 4 other voting members. If a quorum is not reached a meeting can still happen but no votes or action can happen from the meeting.

Section 9. 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 the *Nantucket Swimming Boosters Incorporated* in any other capacity and receiving compensation therefor.

Section 10. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing addressed to the President or Secretary of the *Nantucket Swimming Boosters Incorporated* or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors 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.

Section 11. Expenditures. No expenditure over \$500 shall be approved or considered until a vote by the membership, with the exception of expenses associated to meet costs.

Section 12. Meeting Rules. All meetings shall operate under Roberts Rules.

Section 13. Votes. If the need arises that a vote must happen between regular scheduled meetings, a vote may be taken via e-mail or other electronic means as defined and managed by the Secretary. The Secretary of the board will keep all communication of the vote for records.

ARTICLE IV - REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors, and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors

ARTICLE V - OFFICERS

Section 1. Officers. The Officers of the *Nantucket Swimming Boosters Incorporated* shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers of the *Nantucket Swimming Boosters Incorporated* shall be elected by a majority vote of the members at the Annual Meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. *The elections will be staged so that President and Treasurer are not filled by new candidates in the same year, unless one position must be filled because of resignation, removal, or for some other unforeseen circumstance. The President and Secretary positions are to be filled in the same year (these elections shall be held on EVEN numbered years), followed the next year by elections being held for the Vice President and Treasurer (these elections shall be on ODD numbered years).*

2.1 One-time Special Election Staging: To achieve the election staging described above, for the election year 2020 the President and Secretary will be voted upon. Furthermore, for the 2020 election year only, the positions of Vice President and Treasurer shall also be elected for a special one year term only. In the 2021 election year, the positions of Vice President and Treasurer shall be elected once again for the standard two (2) year term. This one time special election staging term of one (1) year will only be valid for the 2020 election year for the positions of Vice President and Treasurer.

Each Officer shall hold office for a term of Two (2) years and thereafter until his or her successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the *Nantucket Swimming Boosters Incorporated* 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 of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the *Nantucket Swimming Boosters Incorporated* and, in general, shall supervise and control all of the business and affairs of the *Nantucket Swimming Boosters Incorporated*. He or she may sign, with the Secretary or any other proper Officer of the *Nantucket Swimming Boosters Incorporated* authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; 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 or her

by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the *Nantucket Swimming Boosters Incorporated*; receive and give receipts for monies due and payable to the *Nantucket Swimming Boosters Incorporated* and deposit all such monies in the name of the *Nantucket Swimming Boosters Incorporated* 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 or her by the President or by the Board of Directors.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the *Nantucket Swimming Boosters Incorporated*, 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 the *Nantucket Swimming Boosters Incorporated* and such authority may be general or confined to specific instances.

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 the *Nantucket Swimming Boosters Incorporated*, shall be signed by such Officer or Officers and/or agent or agents of the *Nantucket Swimming Boosters Incorporated* and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the *Nantucket Swimming Boosters Incorporated* shall be deposited from time to time to the credit of the *Nantucket Swimming Boosters Incorporated* in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the *Nantucket Swimming Boosters Incorporated* any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the *Nantucket Swimming Boosters Incorporated*. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the COMMONWEALTH of MASSACHUSETTS, and any other relevant jurisdiction.

ARTICLE VII - BOOKS AND RECORDS

The *Nantucket Swimming Boosters Incorporated* shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the *Nantucket Swimming Boosters Incorporated* shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of COMMONWEALTH of MASSACHUSETTS or under the provisions of the Articles of Incorporation or the Bylaws of the *Nantucket Swimming Boosters Incorporated*, 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 X - AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Members present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XI - INDEMNIFICATION

To the fullest extent permitted by Massachusetts law, the *Nantucket Swimming Boosters Incorporated* shall indemnify each officer of the *Nantucket Swimming Boosters Incorporated* (including each person who formerly served in such capacity) from and against all damages, judgments, settlements, costs, charges or expenses incurred in connection with the defense of any action, suit or proceeding or any other appeal therefrom to which any officer may be a party or with which any trustee or officer may be threatened by reason of his or her being or having been a officer of the *Nantucket Swimming Boosters Incorporated*, except in respect to matters in which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that such action was in the best interest of the *Nantucket Swimming Boosters Incorporated*.

In the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the *Nantucket Swimming Boosters Incorporated* is advised by written opinion of independent legal counsel that the officer to be indemnified did not commit a breach of duty to the *Nantucket Swimming Boosters Incorporated* and only if a majority of disinterested trustees approves the settlement and indemnification as being in the best interests of the *Nantucket Swimming Boosters Incorporated*. Such indemnification shall include payment by the *Nantucket Swimming Boosters Incorporated* of expenses incurred in defending a civil or criminal action or proceeding in advance of the formal disposition of such action or proceedings, upon receipt of an undertaking by the person indicated to repay such payment if he or she shall not be entitled to indemnification hereunder. The foregoing right of indemnification shall be in addition to and not exclusive to any other rights to which any person indemnified, pursuant to this Article X, may be entitled under any agreement or pursuant to any vote of the trustees or otherwise.