

BYLAWS OF THE PIERRE SWIM TEAM

ARTICLE I. OFFICE

The mailing address of Pierre Swim Team, hereinafter referred to as PST, shall be PO Box 815, Pierre, South Dakota 57501

ARTICLE II. MEMBERSHIP

Section 1. Members. Members of PST shall include duly registered swimmers, swimmers' parents or guardians, coaches, and administrators participating in the team activities. Such members shall agree to abide by the Bylaws, policies, and guidelines of PST, South Dakota Swimming, Inc., and USA Swimming, Inc.

Section 2. Removal from Membership. Members whose activities or conduct damage the interests of PST, or which attempt to circumvent a decision of PST, shall be subject to disciplinary action by the PST Board. PST Board shall have the power to remove a member or take such disciplinary action as deemed appropriate. Disciplinary action shall require a motion from the Disciplinary Committee and a two-thirds majority vote of the PST Board. No action to remove a member shall be taken unless the meeting notice has specified that such action is to be considered. A statement of the proposed removal must be sent to the member at least 15 days prior to said meeting by registered or certified mail. The notice must include the time and place of the meeting. The member shall be given the opportunity to make a presentation at the meeting.

ARTICLE III. DISSOLUTION

In the event of the dissolution of PST, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the team from any source, after the payment of all debts and obligations of the team, shall be used or distributed exclusively for purposes within the intent of Section 501(c) of the Internal Revenue Code as the same now exists or as it may be amended from time to time.

ARTICLE IV. MEETINGS

Section 1. Regular Meetings. Regular meetings of PST Board shall be scheduled twelve times per year. The meetings shall be monthly or at such times as are convenient as determined by the President or the Board.

Section 2. Annual Meeting. The annual meeting of PST shall be held within ninety days preceding the end of each fiscal year at such time and place as the Board of Directors shall designate for the purpose of election of officers and directors and transacting such other business as may properly come before the members.

Section 3. Special Meetings. There shall be such other meetings of the Board of Directors as the President or majority of the Board of Directors may call. No notice of any special meeting shall be required other than oral notice by telephone or in person to all Board members at least 24 hours prior to the meeting.

Section 4. Executive Board Meetings. The Executive Board shall consist of the officers of the PST. The Director of Coaching and the Team Registrar are non-voting members. The Executive Board may meet to handle emergencies which arise that affect the operation of PST. They may take immediate action on these situations as long as it does not change existing PST policies and guidelines. Any actions that are taken are subject to full Board approval at the next regular Board meeting. A quorum for these Executive Board meetings shall be five officers. The Executive Board may call meetings for the purpose of discussing upcoming regular Board meetings in order to make proposals and recommendations to the full Board on PST business. They may invite any director or directors to participate in the meetings.

Section 5. Notice of Meetings. At least two days before the date of any regular meeting, the Secretary shall cause written notice thereof to be mailed, e-mailed or prominently posted at a place to be designated by the Board of Directors.

Section 6. Quorum. Two-thirds of the voting officers of the Board shall constitute a quorum at any regular meeting or special meeting. A majority of the votes cast shall be necessary for the adoption of any matter voted upon at the meeting unless a different proportion is required by these Bylaws.

Section 7. Voting Rights. All officers of the PST Board, who are in good standing, have the right to vote on matters submitted to a vote of the Board. Each board member is limited to one vote. No one shall vote by proxy.

ARTICLE V. OFFICERS AND DIRECTORS

Section 1. Officers and Directors. The officers of PST shall be a President, Vice President, Secretary, Treasurer, a parent/guardian representative for swimmers 12 years of age and younger, a parent/guardian representative for swimmers 13 years of age and older, and two athlete representatives, all of whom shall be voting officers of the Board of Directors. The Directors shall be an Immediate Past President, Director of Coaching, Team Registrar, Meet Director, Director of Marketing, Director of Fundraising and Director of Communications. Officers shall be elected by a majority vote of the swimmers' parents and guardians, limited to one vote per swimmer. Athlete representatives are voted on by the swimmers. Directors shall be appointed by the Board. Officers shall assume office at the Board meeting following their election. Directors shall assume office upon appointment.

Section 2. Duties of the President. The President shall serve as the chief executive officer of PST. The President shall preside at all regular, special and annual meetings. The President shall exercise general supervision over the activities of the PST, shall assure adherence to the Bylaws, shall keep the members of the Board of Directors fully

informed, and shall consult with the Board concerning the business of the PST. The President shall appoint committees as necessary to carry out the objectives of the PST and shall serve as *ex officio* member of all such committees. The President is an officer of the Executive Board.

Section 3. Duties of the Vice President. In the absence of the President or during the President's disability (as determined by the Board of Directors), the President's duties will be assumed by the Vice President. The Vice President shall perform such other duties as are delegated by the President or the Board of Directors. The Vice President shall serve as chairperson of the Nominating and Disciplinary Committees and is an officer of the Executive Board.

Section 4. Duties of the Secretary. The Secretary shall record the proceedings of the meetings of the PST. The Secretary shall have charge of all PST records, notify members of their election of office, maintain a roster of members, issue notices of all meetings, serve on such committees and perform such other duties as may be assigned by the President or Board of Directors. The Secretary is an officer of the Executive Board.

Section 5. Duties of the Treasurer. The Treasurer shall receive and disburse the funds of the PST. The Treasurer shall keep and preserve proper vouchers and books of account which shall be open to inspection by the Board of Directors and subject to periodic audit by the Audit Committee. The Treasurer shall deposit funds of the PST in such banks as may be approved by the Board of Directors and shall disburse funds in accordance with the annual budget or as approved by the Board. The Treasurer shall submit regular financial reports to the Board of Directors and an annual report to the members. The Treasurer is an officer of the Executive Board.

Section 6. Duties of the Parent/Guardian Representative for swimmers 12 years of age and younger. Represent the interest of the members, ensure member compliance with PST policies and guidelines, and is an officer of the Executive Board.

Section 7. Duties of the Parent/Guardian Representative for swimmers 13 years of age and older. Represent the interest of the members, ensure member compliance with PST policies and guidelines, and is an officer of the Executive Board.

Section 8. Duties of Athlete Representatives. Represent the interest of the swimmers. Any athlete representative must be a sophomore in high school or 16 years of age. An athlete representative is an officer of the Executive Board.

Section 9. Board of Directors. The Board of Directors shall consist of the officers of the PST. Officers of the Board may not serve in more than one position and no more than one Officer may be from the same household.

Section 10. Duties of the Immediate Past President. The Immediate Past President acts as an advisor to the current officers and Directors. The Immediate Past President may serve on various committees.

Section 11. Duties of the Director of Coaching. The Director of Coaching will be the head coach of the PST; supervise the entire competitive swim program, including but not limited to matters affecting training and competition; will secure assistant coaches; and is a non-voting officer of the Executive Board.

Section 12. Duties of the Team Registrar. The Team Registrar is to keep record of the USA Swimming, Inc. registrations for the team and file them with South Dakota Swimming, Inc. the Local Swim Club(LSC), process all the team's meet registrations, document every swimmer's result for all events in which they compete, and document all the qualifying times for state meets, and is a non-voting officer of the Executive Board.

Section 13. Duties of the Meet Director. The Meet Director shall oversee the planning, management, and coordination of all meets hosted by the PST and may form a committee comprised of but not limited to an Equipment Manager, a Concession Manager who is responsible for all aspects of the concession stand, including buying, pricing, paying bills, and inventory; a Head Timer that will coordinate timers and timing activities at meets; a Facilities Manager that will coordinate preparing facilities for meets and restoring the facilities for normal operations at the end of a meet; and other managers as needed.

Section 14. Duties of the Director of Marketing. The Director of Marketing is responsible for coordinating all commercial activities of the PST including all activities related to sale, billing and placement of promotional signs in the pool and other commercial solicitation and sale of benefit to the PST.

Section 15. Duties of the Director of Fundraising. The Director of Fundraising is responsible for all phases of the PST fundraising efforts to meet budget requirements, including fundraiser fees and team and meet sponsors. The Director will chair any fundraising committee or project.

Section 16. Duties of the Director of Communications. The Director of Communications is responsible for promotion of the PST and its programs and activities to the PST members and the community. The Director of Communications will regularly provide information to PST members, act as a point of contact for news media, and manage the PST website and other online sites. Information shall be provided in a timely manner to increase awareness, facilitate participation, and encourage pride in the PST.

Section 17. Election and Terms. Each elected officer and appointed director is to serve from the time of his or her election or appointment until a qualified successor has been elected or appointed. Terms for officers and directors will be 2 years, except for the athlete representatives which will be 1 year. One-half of the Officers' and Directors' terms shall expire every year thereby establishing continuity of direction and administration. In even calendar years, the following Board positions will be up for election or appointment: President, Secretary, parent/guardian representative for swimmers 12 years of age and younger, Meet Director, Registrar, and Director of Marketing. In odd calendar years, the Board positions of Vice President, Treasurer, parent/guardian representative for swimmers 13 years of age and older, Director of Coaching, Director of Fundraising, and Director of Communications. Athlete

representatives will be elected annually.

Section 18. Vacancies in Board Positions. The President, with Executive Board approval, shall have the power to fill any vacancy occurring among the officers and directors of the PST, except that of President. Any person so appointed by the Executive Board shall serve for the remainder of the term of his or her predecessor. Should a vacancy occur in the office of President, the Vice-President shall succeed to that office and perform those duties for the unexpired term.

Section 19. Removal of Officers or Directors. Any officer or director may be removed from the PST by a two-thirds vote of all the officers of the Board at a meeting called for such purpose. Proper notice shall be given to the person involved. A statement for the reason of the proposed removal of such Officer or Director must be written and approved by the Board. This statement shall be mailed by registered or certified mail to the Officer or Director at his or her last known address at least seven days before action is taken together with a notice of the time and place where the Board is to meet. The Officer or Director shall be given an opportunity to make a presentation at the meeting.

ARTICLE VI. COMMITTEES

Section 1. Appointed Committees. The President shall appoint the following committees and any others as the need arises.

An Audit Committee whose duty is to audit the books and financial records of the PST at the close of each fiscal year. The Committee shall be comprised of a minimum of three members of the PST and shall meet not less than once each year. The committee shall aid the treasurer in preparing an annual budget to be presented to the Board for approval prior to the start of the fiscal year. The Committee shall also review and comment on the adequacy of internal controls and shall perform such other duties as may be assigned by the Board.

A Disciplinary Committee whose duty is to discipline any member who violates any rule or regulation of the PST, SD Swimming, or USA Swimming. This Committee will offer recommendations to the Board to suspend or discipline a member in accordance with the current discipline policy adopted by the Board. The Chairperson shall be the Vice President. The committee shall consist of a minimum of three members of the PST.

Section 2. Standing Committees.

A Nominations Committee whose duty is to recruit and secure at least one nominee for all open elected positions. It shall be made of at least three parent or guardian members, with a minimum of one parent or guardian member who has participated in the short-course or indoor season and the long course or winter season, respectively.

A Fundraising Committee whose duty is to explore opportunities and carry out fundraising activities. The Committee shall be chaired by the Fundraising Director, and the members shall be the Marketing Director, the Treasurer, the Vice-President, and the

Director of Communications.

Each Director may appoint a committee whose members will be subject to approval of the Board, to assist in the administration of the assigned responsibilities.

ARTICLE VII. REGISTRATION FEES

Section 1. Swimmer Fees. Seasonal fees and other assessments shall be determined by the Board of Directors.

Section 2. Fundraisers. The Board may levy additional assessment upon PST members in the form of fundraiser fees for the sole benefit of the PST, provided such assessments are consistent with the general aims and purposes of the PST. A member's right to vote and to hold office in the PST shall be voided or suspended by reason of his or her failure to pay such assessment.

Section 3. Payment of Seasonal Fees. The registration fees and application deadline shall be set by the Board of Directors.

Section 4. Delinquency. Members who have not paid applicable fees, paid recurring and meet fees, or participated in required activities shall cease being members of the PST and will not be allowed to participate in PST activities.

ARTICLE VIII. GENERAL PROVISIONS

Section 1. Notice. Wherever any notice is required to be given to any person by these Bylaws, such notice shall be in writing and may be given personally or through prominent posting at a location designated by the Board of Directors, or by mail addressed to such person at his or her address as it appears on the records of the PST, unless the Bylaws specify differently. A waiver of notice in writing signed by the person entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice. Attendance at any meeting, except attendance for the purpose of objecting to the transaction of business because the meeting is not properly called or convened, shall constitute waiver of notice of the meeting.

Section 2. Fiscal Year. The fiscal year of the PST shall be from October 1 through September 30 of each year.

Section 3. Informal Action. Any action required or permitted to be taken at any meeting may be taken without a meeting if a majority vote of the officers occurs through the use of electronic communications and is recorded by the Secretary.

Section 4. Indemnification. Every present or former director, officer, committee member, or any person who may serve or has served at the request of the PST or by appointment as a director or by election as an officer shall be indemnified by the PST against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been a director, officer, or committee member

except in relation to matters as to which any such present or former director, officer, or committee member shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of liability.

The Board of Directors has the power and authority to purchase and maintain insurance on behalf of any and all of its present or former directors, officers, or committee members or any person who has served at its request or by election as a director or officer against any liability or settlement based on asserted liability, incurred by them by reasons of being or having been a director, officer, or committee member, whether or not PST would have the power and duty to indemnify them against such liability or settlement under the preceding provision of this section.

Expenses incurred in defending against any liability or asserted liability in any action, suit, or proceeding may be paid by PST in advance of the final disposition thereof, as authorized by the Board of Directors in the specific case, upon receipt of any undertaking by or on behalf of the director, officer, or committee member in form and substance satisfactory to the Board of Directors, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by PST as authorized by the provisions of this section.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such present or former director, officer, or committee member may be entitled.

Section 5. The Bylaws of the PST shall be admitted and taken to be its laws subject to the governing documents of SD Swimming and USA Swimming. The Bylaws may be altered, amended at any regular meeting.

The Bylaws may be amended in the following manner:

A resolution to amend the Bylaws, setting forth the full text of the proposed amendment, must be presented to the President at least one month prior to the meeting at which the resolution is to be considered and must be approved by a majority vote of the members present.

Upon adoption of any amendment by the membership, the Bylaws shall be immediately revised incorporating said amendments. Amendments to the Bylaws shall become effective immediately, unless otherwise provided in the text of the amendment.

ARTICLE IX. GIFTS, DONATIONS, ETC.

The Board of Directors may accept on behalf of the PST any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the organization. The Board of Directors is authorized to undertake such fund raising activities as may be appropriate and authorized under the Bylaws in order to generate such contributions, gifts, bequests, and devises.

CERTIFICATION OF BYLAWS

The undersigned, being the Secretary of PST does hereby certify that the forgoing Bylaws were adopted at a meeting of the Board of Directors held on 24 August 2017 all as set forth in the minutes of that meeting.

Dated this 8th day of September, 2017.

Angelo V. Lisbun
Secretary

