

Yankton Swim Team

(Revision 7-1-2018)

Article 1 – Name

Section 1. The name of the organization shall be “Yankton Swim Team, Inc.,” hereinafter referred to as “YST.”

Section 2. The official mailing address of YST shall be: Yankton Swim Team, P.O. Box 374, Yankton, SD 57078.

Section 3. The fiscal year of YST shall commence on the first day of October each year and terminate on the 30<sup>th</sup> day of September of the following year.

Article II - Membership

Section 1. Membership in YST shall be open to any swimmer who wishes to swim for YST. No person shall be denied membership because of race, creed, sex, handicap, or national origin.

Section 2. There shall be two classes of membership in YST: (1) Regular members and (2) Competitor members. “Regular members” shall be defined as the parent(s), guardian(s), or adult representative(s) of United States of America Swimming (“USAS”) registered athletes in good standing with YST. “Competitor members” shall be those swimmers who are USAS registered athletes in good standing with YST. “Senior competitors,” defined as those USAS registered athletes who are older than 18 years of age, who are in good standing with YST according to Article XI Section 1 shall also be considered “regular members” if they are not otherwise represented by an adult, guardian, or other adult representative.

Section 3. Members shall be considered in good standing as defined by Article XI Section 1 of this document.

Section 4. Voting members shall be all regular members in good standing, subject to the following limitations:

- A. Only one vote per family unit is allowed, which shall be cast by the regular members. A family unit shall consist of all competitor members and senior competitor members residing in the same household(s), as well as **ALL** such competitor members’ or senior competitors’ parents, legal guardians, or adult family representatives. By way of example, if a competitor member’s parents are separated/divorced and living in separate households, the competitor’s entire

family unit (constituting the households of both parents) are entitled to only one (1) vote.

- B. Voting of the membership may only take place at a meeting of the membership in which a quorum is present. At any meeting of the membership, attendance in person of at least fifteen percent (15%) of the regular membership shall constitute a quorum unless otherwise established by Articles of Incorporation or these By-laws. For purposes of determining whether a quorum exists to proceed with a special meeting, the percentage of regular members in attendance shall be calculated utilizing individual family units in the same manner that votes may be cast.
- C. There shall be no voting by proxy. Votes may not be split.
- D. Unless otherwise established by Articles of Incorporation or these By-laws, the decision of the majority of the members voting (as limited herein) shall be the decision of YST.

Section 5. With membership comes privilege, benefit, and obligation. Each member of YST is entitled to the full benefits provided to all other members, including but not limited to those listed under Article III Section 1. All regular members, competitive members, and senior competitive members, to the reasonable extent of their abilities, are expected to participate actively and volunteer their time and labor, when called upon by the board of directors and coaching staff from time to time, toward the benefit of and ongoing activities of YST, including, but not limited to, the setup, operation, and teardown of equipment for local meets, fundraisers, award ceremonies, and banquets.

Section 6. The regular membership may call special meetings upon the written request of at least ten percent (10%) of the regular members based upon the vote-casting limitations and eligibility criteria set forth in Article II, Section 4. See Article IV Section 2 regarding "special meetings."

Section 7. Suspension or Termination of membership

- A. Any membership, whether regular or competitor, may be suspended or terminated, regardless of current standing, by majority vote of the board of directors, if the board of directors determines that:
  - 1. Continued membership may subject YST to liability for legal action or civil damages;,
  - 2. Continued membership places YST at risk of violation of contractual obligations;

3. Continued membership may reasonably be considered to place YST competitor members at legal and/or physical risk, or risk injury, whether emotional or physical,
  4. Competitor or regular members willfully and repeatedly disregard USAS or YST's adopted policies or rules of behavior and conduct reasonably implemented by YST coaching staff; or
  5. Competitor or regular member has failed to pay USAS or YST fees, dues, or reimbursements (i.e. swim meet fees, equipment costs, etc.) in a timely manner.
- B. When a member is suspended or terminated, all of the member's rights of membership associated with YST shall immediately be suspended or terminated, including but not limited to:
1. YST membership registration with USAS;
  2. YST membership registration with South Dakota Local Swim Committee ("SD LSC"), and
  3. Any board or committee participation.
- C. When a member is suspended or terminated, any property, whether material or otherwise, which is property of the YST, including fees, dues, or reimbursements outstanding at the time of suspension or termination, shall be returned to the YST coaching staff, or any member of the board of directors within 48 hours after notification of the suspension or termination.
- D. Suspended or terminated members may be notified in writing by certified mail, by phone call or e-mail notification.
- E. Reinstatement of membership to the YST shall be considered if:
1. All past dues, fees, and reimbursements are paid in full, as described in Article XI Section 3 of these by-laws;
  2. The board of directors is satisfied that the circumstances leading to the suspension or termination no longer exist and that the offending party will not act or otherwise place at risk the YST or its members in ways delineated, but not limited to, those mentioned in Article II Section 7(A) of these by-laws; and

3. A majority of board members agree to reinstate the members to full membership status, whether regular or competitor status, as described in Article II and Article XI of these by-laws.

Article III – Purposes and Powers

Section 1. The purposes of YST shall be the following:

- A. To provide an opportunity for all children and adults eligible for membership to engage in a wholesome, lifesaving, lifetime sport and recreational endeavor, namely competitive swimming;
- B. To promote lifelong physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- C. To promote attributes of good sportsmanship: fairness, respect, and honor;
- D. To encourage positive personal character traits of kindness, perseverance, patience, and self-discipline;
- E. To provide for social, emotional, and educational development in a safe environment, and to encourage peer and family participation;
- F. To promote involvement in age group and adult programs and to provide opportunities to compete in organized swimming competitions for all ages;
- G. To aid, encourage, and develop competitive swimming in all its facets and in accordance with standards and rules prescribed by USAS, SD LSC, and YST for all age groups, and to promote such activities in Yankton and the neighboring areas; and
- H. To aid and encourage the development of competitive swimming within the State of South Dakota, whether for USAS, high school, or collegiate programs, whenever possible and within our means.

Section 2. The powers of YST shall include the following:

- A. The participation in and hosting of such meets and competitions as the board of directors shall determine from time to time to be in the best interest of the club and its collective competitive members;
- B. The publication and distribution of programs, newsletters, and other publications designed to promote the activities and affairs of YST;
- C. The solicitation and sale of advertising space in publications;

- D. Fundraising and the collection of money and other things of value for general operations, scholarships, programs, and other causes in furtherance of the purposes of YST;
- E. The retaining of persons, professionals, firms, or corporations as may be necessary in order to provide special services to YST (i.e. legal services, accounting services, etc) as necessary to protect and properly manage YST and its assets and limit YST exposure to liability;
- F. The purchase, sale, and conveyance of real and personal property, and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of YST.
- G. The operation of food concessions and the sale of swimming equipment (i.e. swim caps, swimsuits, goggles, snorkels, t-shirts, etc) to its members and the public;
- H. The coordination of volunteers and employment of paid coaching staff to support and carry out purposes of YST; and
- I. The authorization to engage in such other lawful activities as may be necessary to properly carry out the purpose of YST and its affairs.

#### Article IV – Rights and Liabilities of Members

Section 1. No director, officer, member, authorized agent, or representative of YST shall be liable or responsible for any debts or liabilities of YST, or liable to YST beyond the extent of their unpaid portion of membership fees and dues, equipment or other reimbursements, and meet entry fees. Notwithstanding the foregoing, nothing herein shall limit the liability of any person for damages to YST caused by intentional tort, breach of contract, or actions or omissions of such person on behalf of YST without lawful authority.

Section 2. Special Meetings. Special meetings of the regular membership may be necessary from time to time in order to properly conduct the affairs of YST. Such special meetings may be called by the president of the board of directors, or by a majority of the voting members of the board of directors, or upon the written request of a least ten percent (10%) of the regular members in accordance with Article II, Section 6. Special meetings may be called for any of the following reasons:

- A. Changes of the by-laws not endorsed by the board of directors;
- B. Overruling any action of the board of directors;

- C. Adding, removing or replacing one or more individuals from the board of directors;
- D. The termination or discharge of coaches, employees, or other persons providing special services for the benefit of or in furtherance of the purposes of YST;
- E. Entering a contract or agreement for the purchase, sale or encumbrance of real estate, or a contract or agreement for the purchase, sale or encumbrance of personal property or debt obligation exceeding \$3,000.00 in value or obligation;
- F. Amendment to the Articles of Incorporation, these By-Laws, subject to the terms of Article X, Section 2 below; or
- G. Dissolution and termination of the YST.

If a special meeting is called, notification shall be made in writing to all regular members with the time, date, and location of said meeting. Such writing may be any convenient means, including but not limited to letter correspondence, facsimile, email, text message, or by posting on the YST's website or other official social media page or site. A two week notification period is required. At such meetings, a quorum is required to conduct business in accordance with Article II, Section 4. All voting shall be governed by the limitations set forth in Article II, Section 4. In the absence of a functional board of directors, special meetings also may be called from time to time by the regular membership for the purpose of conducting usual business activities other than those listed above.

Section 3. All special meetings shall be held at a convenient hour and place designated by the board of directors, or as designated in the notice of a special meeting if not called by the board of directors.

#### Article V – Board of Directors

Section 1. The general business of YST shall be managed and governed by a board of directors consisting of seven (7) directors elected by and from the regular membership of YST. Coaching staff shall also serve on the board as a non-voting ex-officio board members (see Article V, Section 2). The term of each elected director shall be one (1) year, or until his/her successor is elected. Any vacancy in the board of directors caused by death, resignation, disqualification, or forced removal shall be filled by majority vote of the remaining directors until the next special meeting of the members. Candidates for the board must be regular members in good standing (See Article XI, Section 1).

Section 2. All YST coaching staff shall be a non-elected, non-voting members of the board of directors whose term shall continue for the duration of his/her employment.

Section 3. The consensus or vote of a simple majority of the voting board members shall determine all decisions of the board of directors and thereby the decision of YST with respect to all matters not expressly and exclusively left to the vote of the regular membership at a special meeting in accordance with these by-laws. A quorum of five (5) board members shall be required to conduct any business at any board meeting. No board member may vote by proxy. In order to reasonably expedite the business of YST, outside of a formal meeting, the board may conduct its business and votes to be taken via written forms of communication (i.e. email), and votes of the board may be informally cast by any commonly accepted means of written communication, including but not limited to email, facsimile, instant message, or letter correspondence. In the absence of fraud, such consent or vote shall be conclusive as to the matter voted upon. The written record of such informal vote shall be kept and maintained by the Secretary.

Section 4. On an annual basis, a president, vice-president, secretary, and treasurer shall be elected from the general body of the elected members of the board of directors. These positions shall be voted upon by the board of directors. Their duties and powers shall be such as are described in Article V Section 6 below and by applicable State law.

Section 5. The duties and powers of the board of directors shall be to conduct all lawful regular business as permitted of non-profit corporations in accordance with South Dakota law, and may include, but shall not be limited to the selection of the meeting place, fixing the date and time of the meetings, and making all arrangements necessary for holding meetings of the YST board of directors, and the publication of whatever information the directors deem essential to the benefit of YST. The directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time for the conduct of business and activities consistent with the stated purposes and powers (Article III) of YST. The board of directors shall have the authority to generally conduct all of the lawful affairs of YST, including but not limited to entering into any contracts, leases, or other agreements to employ staff, secure appropriate facilities, and establishing fees and dues structures to adequately fund YST and to act as is necessary to carry out the purpose of YST, except as follows, which decisions are expressly left to a vote of the regular members as set forth herein:

- A. The termination or discharge of staff, coaches or other persons providing special services; or
- B. Entering a contract or agreement for the purchase, or sale or encumbrance of real estate, or a contract or agreement for the purchase, sale or encumbrance of personal property or debt obligation exceeding \$3,000.00 in value or obligation.

Section 6. Executive Committee Roles and Responsibilities

- A. The president shall serve as chairperson of the board of directors and shall preside at all meetings of the membership and the board of directors, shall perform such duties as may be determined by the board of directors, and shall perform and discharge such other duties as prescribed by the board of directors or as set forth in this by-laws and applicable law. The president shall request an annual audit of the books and records before the end of the presiding board's term.
- B. The vice-president shall perform all duties incumbent upon the president during the absence or disability of the president and perform such other duties as may be prescribed by the board of directors.
- C. The secretary shall have custody and care of the corporate records of YST, attend all meetings of the members and the board of directors, keep a true complete record of all the proceedings of all such meetings, file and take care of all papers and documents belonging to the YST, keep a list of regular members entitled to vote (as limited by and make them available for inspection by YST members, and perform such duties as may be assigned by the board of directors or as set forth in applicable law.
- D. The treasurer shall keep correct and complete records showing accurately at all times the financial condition of the YST, be a legal custodian of all monies and other valuables which may from time to time come into the possession of the club, furnish a statement of the financial condition of YST at meetings of the board of directors, and perform such other duties as the board of directors may assign or as set forth in applicable law. The treasurer is also responsible for reporting delinquent accounts, per Article XI Section 2, to the board of directors within two weeks (14 days) after the account becomes delinquent.

Section 7. In case of the absence of any officer of the YST, or any other reason that the board of directors may deem sufficient, the board of directors may delegate the powers and/or duties of the absent officer to any other director or regular member for the period of time determined by majority vote of the board of directors.

Section 4. The board of directors shall meet approximately every month or as often as it deems necessary to conduct the business of YST, but not less than twice a year. Notice of the date, time, and place of board meetings shall be given by the board chairperson (or his or her designee) to all board members verbally or in writing at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

Section 8. Special meetings of the board of directors shall be held when the president or a majority of the directors deem it necessary. All members shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice



shall be given at least three (3) days before the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

#### Article VI – Indemnification of directors and officers

Section 1. YST shall indemnify, defend and hold harmless any YST employee, board member, or officer made a party to any action, suit, or proceeding by reason of the fact that such person, is or was a director, officer, or employee of YST to the extent of their reasonable expenses, including attorney fees, actually and reasonably incurred by such person in connection with the defense of such action, suit or proceeding, except in the case of intentional misconduct or violations of these by-laws or YST policies. YST may also reimburse to any such director, officer or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the regular members that it was to be the interest of YST that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled apart from the provision of these by-laws.

#### Article VII – Contracts and checks

Section 1. The president, treasurer, or secretary of YST shall, unless otherwise directed by the board of directors, sign all contracts and agreements authorized by the board of directors. The president or treasurer shall sign all checks and drafts issued by YST.

Section 2. The president and the treasurer shall be entitled to bind YST in dealings with third parties, provided, however, that any transaction selling or pledging as security property owned YST, and any transaction involving an obligation or expenditure in excess of \$500.00 requires the approval of the Treasurer or affirmative vote of the Board, subject to the additional limitations set forth in Article IV, Section 2 (E). The Board may also vote to reimburse third parties expending personal funds on behalf of YST in furtherance of its purposes, subject to the same restrictions.

#### Article VIII – Non-Profit Organization

Section 1. YST shall, at all times, be operated on a non-profit basis for the collective benefit of its competitive members. No dividends or other interest in the assets of YST shall be paid by YST to its members, officers, directors, or any other private persons or inure to the Benefit, or be distributed to its members, officers, directors or any other private Persons or corporations, except that the YST shall be authorized and empowered to pay reasonable compensation for services rendered and expense incurred and to make payment and distributions in furtherance of the purposes set forth herein.

Section 2. YST shall not attempt to influence legislation, and YST shall not participate in a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of Articles of Incorporation or these By-laws, YST shall refrain from engaging in any other activities not permitted by any tax-exempt organization under section 501 of the Internal Revenue Code or non-profit corporation existing under South Dakota law.

#### Article IX – Termination and Dissolution

Section 1. YST may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all regular members entitled to vote. In case of such termination and dissolution, the board of directors shall, after paying or making provisions for the payment of all liabilities of YST, make a determination for the further disposition of any additional assets or net worth of YST.

#### Article X – Amendment and Authority of By-laws

Section 1. The power to make, alter, amend, or repeal these by-laws is vested in the board of directors. The affirmative unanimous vote of all directors elected and qualified shall be necessary to affect alteration, amendment, or repeal of these by-laws.

Section 2. Concurrently, the by-laws of this organization may also be amended or revised by the regular membership at a special meeting of the regular members in accordance with Article IV, Section 2 by the affirmative vote of three-quarters of regular members (as limited by family voting units) present at a special meeting duly called and conducted in accordance to Article IV Section 2 of these by-laws. The notice of such meeting must contain a copy of the proposed amendment or amendments. A decision to amend or revise these by-laws by means of a special meeting of the regular members shall not be overruled or overturned by the board of directors. Further revision of the provisions so amended may only be made by vote of the regular members at a subsequent meeting in the same manner as set forth herein..

Section 3. A current copy of the by-laws shall be included in the Parent Handbook given to all current team members at the beginning of each season.

Section 4. In the event of conflict between the Articles of Incorporation or these by-laws, the Articles of Incorporation shall govern in accordance with applicable law.

#### Article XI – Dues, Fees, and Delinquency

Section 1. A regular member in “good standing” shall be all regular members who have paid dues and fees as described in Article XI Section 2 below.

Section 2. All dues shall be paid in full when registering to join the YST and upon receipt of a bill requesting payment, unless prior arrangements have been made and agreed upon by the board of directors. A regular member will be considered delinquent after 60 days have transpired upon receipt of a bill requesting payment. Thereafter, the regular member and their competitor members will be removed from the roster and all his/her rights and privileges as such shall thereupon cease and terminate, including but not limited to participation in practice and meets.

Section 3. Reinstatement to full rights and privileges as regular members and/or competitor members will only be allowed by a majority vote of the board of directors, and upon full payment of arrears, dues, and assessments of any prior delinquencies.

Section 4. The board of directors shall set dues and fees as it deems reasonable and necessary in any manner or structure it deems appropriate to be levied upon YST members for the conduct and ongoing purposes of YST. Dues may be assessed on an annual, seasonal, or monthly basis, and in accordance with but not to exceed what is required to defray any current or anticipated operating expenses incurred by, or anticipated to be incurred by the YST to accomplish its stated purposes.

#### Article XII – Corporate Compliance

Section 1. Non-Profit Corporation. YST shall maintain its status as a non-profit corporation in good standing with the South Dakota Secretary of State. The YST treasurer shall be designated as the Registered Agent for Service of Process. The Board of Directors shall be required to timely update and file the Annual Report with the South Dakota Secretary of State and pay the annual fee associated therewith.

Section 2. Lawful Non-Profit Business. YST shall be governed by, subject to, and shall operate at all times within the confines of South Dakota law and shall only engage in those activities and business practices of non-profit corporations permitted by South Dakota Law.