

for IRC Section 501(c)(3) org.

**BYLAWS  
OF  
Winchester Swim Team, INC**

**ARTICLE I  
OFFICES**

**Section 1. Principal Office.** The Principal Office of Winchester Swim Team, Inc shall be located in the Commonwealth of Virginia.

**Section 2. Other Offices.** The Winchester Swim Team, Inc. may also have offices at such other places, both within and without the Commonwealth of Virginia, as the Board of Directors may from time to time determine or the business of the Winchester Swim Team, Inc. may require.

**ARTICLE II  
PURPOSES**

**Section 1. Nature of Corporation.** The Winchester Swim Team, Inc nonprofit corporation formed under the Virginia State Corporation Commission, 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.

**Section 2. Primary Purposes.** The Winchester Swim Team, Inc is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Virginia.

**ARTICLE III  
MEMBERS & MEMBERSHIP**

**Section 1. Eligibility.** There shall be one class of Members. The Member shall include any youth swimmer who is admitted as Members by the Board of Directors as well as such youth swimmer's parents/legal guardian/custodian (hereinafter the "parents"). The term Member herein shall mean the youth swimmer as well as his/her parents; with each family unit Member having one vote per dues paying swimming youth. If a family has two dues paying swimmers, such family shall have two votes.

As a condition to becoming a Member, such youth and his/her parents (if the youth is a minor) shall be required to do the following:

- Agree in writing to comply with the Rules & Regulations established by the Board; and,
- Sign such releases and hold harmless agreements as the Winchester Swim Team, Inc. may so request to protect the Winchester Swim Team, Inc., its officers, directors and

- employees: and
- Pay the official first months dues

Once a Member, such Member shall pay dues in such amounts and upon such frequency as established by the Board of Directors in adherence to the current financial agreement.

**Section 2. Resignations/Suspension and/or Expulsion.**

Resignation/Withdraw. Any Member may withdraw/resign from the Winchester Swim Team, Inc. by giving written notice of such intention to the Treasurer, which notice shall be presented to the Board of Directors by the Treasurer at the first meeting after its receipt. The resignation shall be effective as of the date it is delivered to the Winchester Swim Team, Inc. However, such resignation/withdraw shall not relieve such Member from any outstanding obligations it owes the corporation.

Suspension/Expulsion. Members shall be required to comply with certain rules and regulations adopted by the Board. Members of the Winchester Swim Team, Inc. may be suspended for a period of time or expelled at any time for any reason by a majority vote of the Board – but it is anticipated that such suspension/expulsion shall be for failure to pay dues, violation of any rules and regulations, or for conduct prejudicial to the best interests of the Corporation.

**Section 3. Voting.** As provided above, each Member shall have one vote (per dues paying swimmer) at any Member Meeting at which he/she is present.

**Section 4. Annual Meetings.** The Annual Meeting of the Members shall be held the first week in June at such day and hour as the Board may prescribe for the purpose of electing Members, the election of the Board of Directors and for the transaction of such other business as may come before the meeting. Written notice of such Annual Meeting shall be mailed or personally delivered to each Member at least 15 days prior to the date of the meeting. For purposes of these Bylaws all references to mail shall mean mail delivery by the United States Postal Service or email notification at the last known email address of the Member.

**Section 5. Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by Members present at a meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or by these laws.

**Section 6. Transfer of Membership.** Membership in the Winchester Swim Team, Inc. is not transferable or assignable.

## **ARTICLE IV 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 Winchester Swim Team, Inc. and shall have full power, by

majority vote, 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 no less than five (5), and no more than twelve (12), members. Directors need not be residents of the State of Virginia. 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 one (1) year and thereafter until his successor is elected and qualified.

**Section 2.1 Application for Board of Directors.** In order to be considered as a candidate for the Board of Directors, a completed application for the position, along with the qualifications, must be submitted in writing to the Board of Directors 60 days prior to the Annual Meeting.

**Section 2.2 Slate of Candidates.** The board shall select a nominating committee which shall consist of one board member, one coach and one Member. This committee shall collect applications for prospective candidates and review the qualifications of each prospect for the position of which they are applying. It is the job of the nominating committee to recommend a slate of candidates to the members for a vote and ultimately an adoption.

During the annual meeting to elect the Board of Directors, the nominating committee shall recommend the slate. The President shall announce the slate. A simple “yey or ney” vote will suffice for voting purposes. If the “yey or ney” resolution is not abundantly clear a paper vote will be required.

If there are multiple applications for a single position, a simple “yey or ney” vote in order to determine the winner is all that is required. If the outcome of the “yey or ney” vote is not clear a paper vote will be required.

**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 remaining members of the Board of Directors. 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 at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. At any meeting which constitutes an official meeting of the Board of Directors, the Board of Directors shall follow Robert’s Rules of Order as a parliamentary procedure.

<http://www.rulesonline.com/index.html>. Where there is a conflict between Robert’s Rules of Order and the BYLAWS of Winchester Swim Team, Inc, the BYLAW of Winchester Swim

Team, Inc shall take precedent.

**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, either within or without the Commonwealth of Virginia, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the Winchester Swim Team. 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. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. 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 of Directors need not 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 of Directors; 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 9. 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Electronic Communication.** Members of the Board of Directors or any committee designation by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 11. Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting of the Directors if a consent in writing setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceeding of the Board. Such consent shall have the same force and effect as a unanimous vote.

**Section 12. 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 Winchester Swim Team, Inc in any other capacity and receiving compensation therefor.

**Section 13. Resignation; Removal.** (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the Winchester Swim Team, Inc. 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 14. Agenda Consideration.** The Agenda is proposed by the President and voted on by members of the board before each meeting. Once adopted the agenda must be followed. Non-board members may raise an item for the boards consideration by working through a board member. For members with athletes in the 15 and over group they should work through the President. Members with athletes in the 13-14 group should work through the VP. Members with athletes in the 11-12 group should work through the Secretary. Members with athletes in the 9-10 group should work with the Treasurer. Members with athletes in the 8 and under group should work with the Member at Large.

## **ARTICLE V 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. Members of each regular committee shall be appointed 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. The Chairman, Vice Chairman, 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 of Directors.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors 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 of Directors.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE VI ADVISORY COMMITTEES**

**Section 1. Purpose.** The Board of Directors may establish a Campus Advisory Board and such other advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the Winchester Swim Team as the Board of Directors designates.

**Section 2. Number, Election, and Term of Office.** The number of members of each advisory committee shall be as determined by the Board of Directors. Members of each advisory committee shall be elected by the affirmative vote of a majority of 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. Powers.** Each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE VII OFFICERS**

**Section 1. Officers.** The Officers of the Winchester Swim Team, Inc. 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 Winchester Swim Team, Inc shall be elected by a majority vote of the Members at every annual meeting of the Members except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his 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 Winchester Swim Team 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. Manner of Acting.** Since WST is a volunteer run organizations and structure is not outlined for every day-to-day operation, except as provided herein, the Board of Directors shall continue to conduct business following traditional WST policies, standards, and procedures. If a process or procedure has been used in the past that same process will not be materially altered to affect an outcome. Any change that materially affects the ongoing actions or operations of the Winchester Swim Team, Inc must be added to the agenda, formally debated and then voted upon.

**Section 6. President.** The President shall be the Chief Executive Officer and Chairman Of The Board Of Directors of the Winchester Swim Team, Inc and, in general, shall supervise and control all of the business and affairs of the Winchester Swim Team, Inc. He or she may sign, with the Secretary or any other proper Officer of the Winchester Swim Team, Inc. 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 or she shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

The President shall oversee the board meetings and propose an agenda which must be voted on by the remaining board members for adoption. Once the agenda is adopted it must be followed without deviation. For the avoidance of doubt and to show impartiality, the President shall not vote on any motions unless it is to break a tie. Additionally, the President shall refrain from making motions and focus on running the meeting with impartiality. The President shall serve as a tie-breaker at any time when the board has a stalemate.

**Section 7. 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 8. 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 by the President or by the Board of Directors.

**Section 9. Treasurer.** The Treasurer shall be responsible for all funds and securities of the Winchester Swim Team, Inc; receive and give receipts for monies due and payable to the Winchester Swim Team, Inc. and deposit all such monies in the name of the Winchester Swim Team, Inc. 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 by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 10. Member-At-Large.** The Member-At-Large is a jack of all trades. This position is normally for an exiting board member that wishes to remain involved to provide institutional

knowledge transfer and ensure there is a smooth transition. While this transition is the plan for the position it does not necessarily need to be a member on the way out. The Member-At-Large position will assist other board members where needed, as needed, or work on other projects or tasks that will come up from time to time.

## **ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Winchester Swim Team, Inc., 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 Winchester Swim Team, Inc., 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 Winchester Swim Team, Inc., shall be signed by such Officer or Officers and/or agent or agents of the Winchester 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 Winchester Swim Team, Inc. shall be deposited from time to time to the credit of the Winchester Swim Team, Inc. 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 Winchester Swim Team, Inc. any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Winchester Swim Team, Inc. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the Commonwealth of Virginia, and any other relevant jurisdiction.

## **ARTICLE IX BOOKS AND RECORDS**

The Winchester Swim Team, Inc. 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 X FISCAL YEAR**

The fiscal year of the Winchester Swim Team, Inc. 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 the Commonwealth of Virginia or under the provisions of the Articles of Incorporation or the Bylaws of the Winchester Swim Team, Inc., 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  
AMENDMENTS TO BYLAWS**

Amendments to Bylaws. Amendments to Bylaws (including amending the number of Directors to serve) may be made by a two-thirds (2/3) vote of Directors then serving, provided ten(10) days written notice is given to the Directors of any meeting at which any such proposal shall be voted upon. No member vote shall be required to amend the Bylaws except to the extent such amendment attempts to take away the voting rights of the Members hereunder, in which case such amendment shall be treated just as it were an amendment to the Articles of Incorporation with the vote required above.

Dissolution. Dissolution of the Corporation shall be conducted pursuant to Virginia Code &13.1-902, as amended, and consistent with the Corporation's Articles of Incorporation.