

Gillette Swim Team
By-Laws
As amended November 2, 2007

The mission statement for the Gillette Swim Team is:

The Gillette Swim Team provides swimmers of all ages, through training and guidance, the opportunity to develop the skills necessary to become world-class citizens and world class athletes.

ARTICLE I. NAME

This organization is a non-profit corporation, which was incorporated on March 19, 1976, under the laws of the State of Wyoming and shall be known as the Gillette Swim Team.

ARTICLE II. PURPOSE

The corporation is organized exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation will promote and support amateur competitive swimming and other aquatic programs on the local, national, and international level by:

- a. encouraging all persons with an interest in aquatics to participate;
- b. working to stimulate public interest and appreciation of the sport;
- c. supporting and encouraging individual growth of team members in the competitive program
- d. stressing the importance of sportsmanship, fellowship and the spirit of helpfulness toward fellow team members.

ARTICLE III. GOALS

The goals of GST shall including the following:

- a. to provide an opportunity for all children eligible for membership to engage in a wholesome, lifesaving, lifetime sport and recreational activity;
- b. to promotion physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- c. to provide opportunities for social, emotional, and educational development, and to encourage peer and family participation and good sportsmanship;
- d. to provide qualified adult leadership and proper preparation for participation in the sport of swimming;

- e. to promote involvement in USA Swimming age-group and senior programs and provide an opportunity for Competitor Members to compete at a level that is commensurate with each Competitor Member's development and ability in organized swimming competitions.

ARTICLE IV. MEMBERSHIP

Section 1. Member Types

The membership of GST shall be as follows:

a. **Competitor Members**, also referred to as "Swimmers." Registered USA Swimming swimmers under the age of 18 currently enrolled in GST by paying fees.

b. **Regular Members**.

1. The custodial parents or legal guardians of Swimmers.

2. USA Swimming registered swimmers age 18 and older currently enrolled in GST by paying fees.

c. **Associate Members**. Coaches, assistant coaches, and persons (such as volunteers or professionals) selected from time to time by the Board of Directors.

Section 2. Membership is maintained only as long as registration fees are paid in full and the member complies with the By-Laws and policies of the organization.

Section 3. Membership year shall be from September 1 through August 31.

ARTICLE V. MEMBERSHIP DUES

Membership dues shall be set each season by the Board of Directors.

ARTICLE VI. VOTING RIGHTS

Each Regular Member is authorized to vote in GST Elections.

ARTICLE VII. GOVERNING BODY

Section 1. Composition

A. The Board of Directors shall consist of four (4) Executive Directors, and at least five (5) At-large Directors, who shall be elected by and from the Regular Members of GST, one Coach Director who shall be considered a member of the Executive Board, and two (2) GST Athlete Representatives, aged fourteen or over who shall be elected by the Swimmers. The Athlete Representatives will be non-voting members of the Board.

B. All board members have one (1) vote and a quorum shall be more than fifty percent (50%) of the board members. The act of the majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these By-Laws. The past President of the Board may serve in an ex-officio capacity

C. Each At-Large Director, and Executive Director shall be elected for a two year term or until their successors are elected. The At-Large Director, Secretary, and Treasurer terms shall be staggered so that half of the terms expire in one year and the other half expire in the next year. The Secretary shall be elected in even numbered years and the Treasurer shall be elected in odd numbered years. Each year a Vice President will be elected who will serve the first year of the term as Vice President and the second year as President. Each member family shall be limited to one At-Large or Executive Director seat on the Board at any one time. The position of Coach Director shall be held by the Head Coach of GST.

D. Each Athlete Representative shall be elected for a one year term or until a successor is elected.

E. Any board position which becomes vacant, shall be filled at the next subsequent meeting of the Board of Directors. The President may appoint any individual member to fill any vacancy on the board, provided that the Board of Directors approves by majority vote such appointment.

Amended June 3, 2008 to add the Coach Director position.

Section 2 Elections

The election of At-Large and Executive Directors shall be held at the March annual meeting of the members. Any Regular Member interested in running for election to any of the Board positions shall inform the President of GST in writing of the candidate's intention no later than ten days before the scheduled election date. The Notice of Intent shall be dated and signed by the candidate and shall include the name of the candidate, the position for which the candidate is running, and a statement as to whether or not the candidate has been a Regular Member of GST for six months or longer. Late Notices of Intent may be accepted only by majority vote of the Board of Directors. Voting shall be done by secret ballot. Each ballot may contain votes for as many candidates as there are number of vacancies being filled with each nominee indicated only once. The nominees receiving the greatest number of votes shall be elected.

Section 3 Duties of the Board of Directors

The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing the date, and making all arrangement necessary for holding meetings of GST and the publication of whatever data the Directors deem essential to the benefit of GST.

A. Duties of the President

The President shall be the principal officer of the corporation and shall, in general, supervise the business and affairs of the corporation. He/she shall preside at all meetings of the Board. He/she may sign, with the Secretary or any other designated person, appointed by the Board of the corporation, contract or other instruments which the Board has authorized to be executed, except in the cases where the signing of and execution thereof shall be expressly delegated by the Board or these By-Laws or statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incident to the prescribed by the Board from time to time. He/she shall provide reports to all Board members of reports and requests sent to state and federal agencies and detailed reports of all activities sponsored by the Board. He/she shall appoint committees as necessary for the swim activities of the Gillette Swim Team. The President shall be an ex-officio member of all committees. Additionally the President shall:

1. call, coordinate, and preside at all meetings of the Membership and of the Board of Directors;
2. be the liaison between Members and the Board and Coaches as needed;
3. work with coaches to ensure proper staffing and pool time;
4. have general supervision over GST Directors and agents;
5. appoint Standing Committee Chairs from the Board of Directors;
6. appoint Special Committees when necessary;
7. convene a Board of Review upon request;
8. collaborate with the Secretary in the drafting of the agenda for Board and Membership meetings;
9. sign with the Treasurer all checks and other instruments of payment by the Treasury in excess of \$3,000;
10. ensure that an audit is conducted annually, by a person other than the Treasurer, and whenever there is a change in the office of Treasurer;
11. designate a GST representative to the House of Delegates of Wyoming Swimming, Inc. (as per Wyoming Swimming Bylaws, there shall be no proxy; direct expenses incurred shall be paid by GST);
12. perform other duties as may be prescribed by the Board of Directors.

B. Duties of the Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the president, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Additionally the Vice-President shall:

1. register GST coaches with USA Swimming and Wyoming Swimming;
2. maintain a current roster of Swimmers and their families for the

- coaches, Entries Chair, and Communications Chair;
3. perform other duties as may be prescribed by the Board of Directors

C. Duties of the Secretary

The Secretary shall keep the minutes of the meeting of the Board in the book provided for the purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of any member which shall be furnished to the Secretary by such member; and in general perform all duties as from time to time may be assigned to him/her by the Board. The Secretary shall read the previous minutes at each meeting of the Board of Directors. The Secretary shall prepare the monthly newsletter. Additionally the Secretary shall:

1. have the custody and care of business records of GST;
2. file and take charge of all papers and documents belonging to GST;
3. conduct the official correspondence of GST;
4. attend all meetings of the Membership and of the Board of Directors;
5. keep a true and complete record of the proceedings of all meetings;
6. issue notice of meetings to the Membership and Directors;
7. ensure that a draft agenda is made public one week prior to any meeting;
8. distribute draft minutes of previous Board meeting to Directors at least one week prior to the next meeting;
9. make approved minutes available to all Members upon request;
10. perform other duties as may be prescribed by the Board of Directors.

D. Duties of the Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board. He/she shall make a monthly report at the meeting of the Board of Directors. Additionally the Treasurer shall:

1. keep complete and accurate records showing at all times the financial condition of GST;
2. be the legal custodian of all funds and other valuables which may from

- time to time come into the possession of GST;
3. maintain a bank account in the name of GST;
 4. bill and collect Member fees;
 5. pay all bills, salaries, expenses, and other disbursements approved by the President or as prescribed by the Board of Directors;
 6. furnish to the Board of Directors each month a statement of the financial condition of GST including receipts, expenditures, and the current fund and account balances for the preceding month;
 7. prepare written statements for significant financial events, such as GST-hosted swim meets and fund-raising events;
 8. issue a quarterly written report listing the current budget variances by line item, receipts, expenditures, and the current fund and account balances for the preceding quarter and for the fiscal year to date, together with such other items as the Board of Directors may direct;
 9. perform such other duties as may be prescribed by the Board of Directors.

E. Duties of the Directors At Large

Standing Committees shall be chaired by At Large Directors appointed at the discretion of the President. A Director may chair or co-chair more than one Standing Committee at a time. Club Members may be appointed as Co-Chair or to a committee position by the respective committee Director-Chair at the discretion of the President. It is the responsibility of each Committee Chair to ensure that all the duties of the committee are being accomplished.

Standing Committees shall be:

A. Communications – Responsible for:

1. publicity;
2. web-site;
3. developing and maintaining handbook;
4. maintaining contact with membership – newsletter;
5. new Member liaison;
6. bulletin board;
7. maintaining roster.

B. Entries – Responsible for:

1. processing all entries;
2. collection and disbursement of meet entry fees;
3. maintaining Swimmers' records;
4. collection and distribution of all meet information;
5. processing, seeding, and producing heat sheets for home meets;
6. providing data to coaches;
7. maintaining software;
8. USA Swimming registration.

C. Fundraising – Responsible for:

1. advertising for swim meets;
2. swim meet sponsorships;
3. coordinating quarterly fund-raising activities;
4. exploring new fund-raising ideas;
5. exploring corporate sponsorship and grant opportunities.

D. Social – Responsible for:

1. coordinating fun functions, holiday parties;
2. banquets (coordinates with Team Recognition);
3. post-State/end of season parties;
4. coaches' gifts.

E. Swim Meets – Responsible for:

1. assigning and assisting Meet Managers;
2. time trials;
3. swim meet awards (coordinates with Meet Manager);
4. team travel (reservations);
5. concessions;
6. invitation and contract preparation and sanctioning (coordinates with Entries);
7. meet program;
8. USA Swimming Officials
 - a. thank you correspondence to;
 - b. recruiting of;
 - c. catering at meets for;
 - d. accommodating visiting officials (Officials Liaison/Hospitality).

F. Team Recognition – Responsible for:

1. clothing: shirts, sweats, parkas, caps, suits, etc.;
2. team paraphernalia (banners, etc.);
3. team awards/member recognition at banquets (coordinates with coaches and Social);
4. display case;
5. team pictures;
6. team records posted;
7. team spirit.

ARTICLE VIII. QUALIFICATIONS OF THE BOARD OF DIRECTORS

Qualification for membership of the Board of Directors requires that the nominee be active in the organization for not less than six (6) months or who receives a 2/3 majority approval through a vote of the Board of Directors.

ARTICLE IX. AFFAIRS OF THE CORPORATION

The Board of Directors shall manage the affairs of this non-profit corporation within the limits of the Articles of the Incorporation and these By-Laws. No other person may collect funds, make contracts, incur expenses or initiate any actions in the name of the organization, the Swim Team or use its insignia without prior approval of the Board of Directors. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suitor proceeding, whether civil, criminal administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, trustee, officer, employee or agent of another cooperation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be I or not opposed to the interest of the cooperation, and with respect to any criminal conduct was unlawful.

ARTICLE X. MEETINGS

The Gillette Swim Team shall hold monthly Board meetings as set forth by the Board of Directors. The annual membership meeting shall be held in March. The Board of Directors shall publish the time; date and place of all meetings in the monthly newsletter and the annual meeting will be published via newsletters, mailings or notices.

ARTICLE XI. AMENDMENTS

Amendments to these By-Laws may be made at any meeting of the Board of Directors provided that a copy of each proposed amendment has been sent to the club membership ten (10) days prior to the meeting. The approval of two-thirds (2/3) of all votes cast at the meeting shall be required to enact an amendment.

By: _____
President

Attest: _____
Secretary

