

BYLAWS OF GRAND LEDGE AREA SWIM CLUB, INC.

ARTICLE I: NAME, PURPOSE

Section 1: The name of the organization shall be: Grand Ledge Area Swim Club, Inc., henceforth-abbreviated GLASC.

Section 2: The Grand Ledge Area Swim Club is a newly established organization with the purpose of growing and supporting the sport of swimming in the Grand Ledge community. We have partnered with Grand Ledge Community Aquatics with the goal of offering high-quality coaching and instruction on a year-round basis to all levels of swimmers, from beginners to advanced, at cost effective and affordable rates. The club also aims to provide opportunities for swimming to surrounding communities where swim facilities and coaching may not be available.

ARTICLE II: MEMBERSHIP

Section 1: To be eligible for membership in the corporation, an individual must be the parent or legal guardian of an actively registered swimmer in the club or a current school sponsored team.

Section 2: The Board of Directors shall establish the dues and fee structure for each swim calendar session. Fees as approved by the Board of Directors will be paid before the swimmer enters the water unless otherwise authorized by a vote of the board.

ARTICLE III: MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be the third Monday of September at a time and place to be determined by the Board of Directors. All Board members and current members shall be invited.

Section 2: Board Meeting. Board meetings will occur on a regular basis at a time and place to be determined by the Board of Directors. All current members of the club shall be invited.

Section 3: Special/Emergency Meetings. Special meetings may be called by officers of the organization.

Section 5: Notice. Notice of Annual, Board, and Special meetings shall be given to each voting member electronically not less than seven days prior to the meeting. Seven day notice for an emergency meeting shall be waived.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers and Authority. The business, property, and affairs of the corporation shall be managed by its board of directors. The Board of Directors shall manage the affairs of this nonprofit corporation within the limits of these bylaws. No other person may collect funds, make contracts, incur expenditures, or initiate any actions in the name of this corporation without prior approval of the Board of Directors.

- A. The Board of Directors may authorize any officer or agent to enter into any contract in the name of or on behalf of GLASC.
- B. The Board of Directors shall authorize payment of expenditures and create standing committees necessary to carry on the work of GLASC.
- C. The Board of Directors shall determine the fees and obligations necessary to maintain a swimming program that meets the mission statement with a balanced financial plan.
- D. The Board of Directors may not incur indebtedness for any purpose in the name of GLASC without prior approval of the general membership at a general membership meeting.
- E. The Board of Directors may authorize each year an audit of the financial records

Section 2: Composition. The composition of the Board of Directors shall consist of 4 Elected Officers: President, Vice-President, Secretary, and Treasurer and in addition may include up to 10 board members at large.

Section 3: Board elections. Nomination of new Directors or of current directors to a second term shall be submitted no less than 14 days prior to the Annual Meeting of the corporation. The vote must be submitted electronically by midnight the day prior to the Annual Meeting. Directors will be elected by a majority vote of the current membership by electronic ballot.

Section 4: Term of Office. All at large Board members shall serve 1 year terms. They are eligible for re-election for one additional term to the same position. The Officers of the Board serve 2 year terms on a rotating basis, excluding year of incorporation. In even years the President and Secretary will be elected. On odd years the Vice-President and Treasurer will be elected.

Section 5: Quorum. A quorum must be attained by the Board of Directors before business can be transacted or motions made or passed. A motion will be considered passed when more than 50% of Board members have voted. All Board members should vote. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

Section 6: Consent to Corporate Actions. Any action required or permitted to be taken pursuant to authorization of the board may be taken without a meeting if, before or after the actions, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

Section 7: Fiscal Year. Year End July 31

Section 8: Vacancies. Any Director may be removed with cause by the remaining directors of the Board. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members. These nominations shall be voted upon at the next Board meeting. The vacancies will be filled only to the end of the current term.

ARTICLE V: DUTIES OF THE OFFICERS AND STANDING COMMITTEES

1. **President:** The President will uphold the team mission statement. They will, in conjunction with the Secretary, send all email correspondence. They will create the agenda for monthly meetings, supervise the actions of the Board, and shall perform all other duties incident to the office. The President shall sign all corporate documents and agreements on behalf of the corporation unless the President or Board instructs that the signing be done with or by some other officer or agent.
2. **Vice-President:** The Vice-President shall act as aid to the President and in the absence of the President shall perform the duties of the President and shall have the power to perform duties that may be assigned by the President or the board. The Vice-President shall perform all duties incident to the office.
3. **Treasurer:** The Treasurer shall have charge and custody over corporate funds. The Treasurer shall be responsible for issuing timely billings to the membership and for collecting and depositing all money into whatever place of deposit as designated by the board of directors. They will keep accurate books and records of corporate receipts and disbursements, and for filing tax reports as required. They will present a financial report at monthly meetings.

3. **Secretary:** The Secretary shall record all minutes of meetings of the Board of Directors and of meetings of the membership and shall be the custodian of all corporate records and correspondence except the financial records. They shall provide notice to each member and director in conjunction with the President as required by law. They shall maintain permanent files of all documents relating to the history or affairs of the corporation and shall perform such other duties as may be designated from time to time by the President or Board of Directors.

4. **Social Media/Technology Coordinator:**
 - a. Monitor social media tags
 - b. Publicize information via social media

5. **USA Swim Coordinator:**
 - a. Sign up new USA Swimming members
 - b. Organize USA swim meet registration
 - c. Communicate with head coach

7. **Recruiting Coordinator:**
 - a. Create ways to publicize GLASC opportunities - flyers, graphics for social media, reaching out to surrounding areas, etc.

8. **Volunteer Coordinator:**
 - a. Create and manage sign up genius for timers, concession workers, etc. for meets and events

9. **Parent Liaison Coordinator:**
 - a. Scheduling and organizing new parent orientation at the beginning of each session
 - b. Create parent mentorship groups
 - c. Establish, maintain, and amend GLASC Handbook as needed

10. **Apparel Coordinator:**
 - a. Logo design
 - b. Work with local businesses on team apparel options
 - c. Organize order placement, payment, and delivery, etc.

11. **Community Outreach Coordinator:**
 - a. Look for opportunities for the swim club to connect and be helpful in our community

- b. Organize and execute these opportunities.

12. Fundraising Coordinator:

- a. Research fundraising opportunities
- b. Organize and execute occasional fundraisers.

13. Social Coordinator:

- a. Organize social nights for team and families, etc.

ARTICLE VI: INDEMNIFICATION

Section 1:

- A. The members, Directors, and officers of the GLASC shall be indemnified by the GLASC to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of Grand Ledge Area Swim Club, Inc., or otherwise) arising out of their position in or service to the corporation or any other organization at the corporation's request.
- B. Persons who are not members, Directors, or officers of the GLASC may be similarly indemnified in respect of such service to the extent authorized by the members, Directors, officer, or other person against any liability, cost or expense incurred in connection with any such action, suit, or proceeding.
- C. The provisions of this Article shall be applicable to actions, suits, or proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption thereof.
- D. The indemnification herein provided for shall not be deemed exclusive or any other rights to which those indemnified may be entitled under any bylaws agreement, or otherwise.
- E. The GLASC may by a quorum of disinterested members of the Board of Directors or by independent legal counsel indemnify in whole or in part its officers, Directors, and agents against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actual and reasonable including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if such person acted in good faith and in manner he/she reasonably believed to be in or not opposed to the best interest of the corporation.
- F. With respect to any criminal action or proceeding, an officer, director, employee, or agent may be indemnified if he/she had no reasonable cause to believe his/her conduct was unlawful.

G. There shall be no indemnification made in respect to any claim, issue, or matter as to a person who has been found liable to the corporation.

ARTICLE VII: AMENDMENT

Section 1: The Board of Directors or the general membership may propose amendments to the Bylaws. A request for amendments to the Bylaws by the membership must be submitted to the board in writing. The Board of Directors at any regular or special meeting may amend or repeal these Bylaws, or adopt new bylaws by vote of a majority of the Directors, if notice setting for the terms of the proposal has been given in accordance with any notice requirements for the meeting of the board.

ARTICLE VIII: DISSOLUTION AND DISBANDMENT

In the event of dissolution, disbandment, inactivation, or other termination of the corporation, the funds and properties of the corporation, in excess of its liabilities, shall be donated to a non-profit youth sports organization in Grand Ledge. The organization will be selected by the vote of the Board.