

## **P8 - By-Laws**

# ***SCHENECTADY-SARATOGA SWIM CLUB BY-LAWS***

### ***ARTICLE I – NAME***

The name of this organization shall be the Schenectady Swim Club Incorporated, hereinafter referred to as SSC. The organization is non-profit and is a member of Adirondack Swimming Incorporated, which in turn is a member of USA Swimming Incorporated.

### ***ARTICLE II – PURPOSE***

The objectives and purpose of the club are set forth in the organization's Certificate of Incorporation and shall include the promotion of amateur swimming on instructional and competitive levels through supervised practices; the sponsorship of and participation in competitive meets at the local, regional and national level; and the fostering of a spirit of sportsmanship among its members. All purposes and objectives of the organization shall be in reasonable accordance with the standards and rules prescribed by USA Swimming, Incorporated and Adirondack Swimming, Incorporated.

### ***ARTICLE III – MEMBERS AND MEMBERSHIP***

#### **MEMBERSHIP YEAR, SEPTEMBER 1 THROUGH AUGUST 31**

Sec. 1 There shall be one class of membership, which shall be for swimmers and their families. A membership shall be defined as parents (mother, father) or legal guardians and their child or children. There shall be one vote per membership regardless of the numbers of swimmers from a single-family unit involved in the Club's program. High school graduates who pay the USA SWIMMING registration fee plus training fees established by the Board of Directors shall be eligible for a non-voting membership.

Sec. 2 Swimmers for the competitive team are to be selected by the head coach of the team according to the criteria established and published by the Board of Directors prior to tryouts. Pre-competitive swimmers will be accepted on a space available basis.

Sec. 3 The full entitlement and benefits of membership be conferred upon selection and after payment of the annual USA SWIMMING registration fee and the SSC membership fee, and execution of an agreement to comply with the SSC by-laws and team rules adopted by the Board.

Sec. 4 A family membership shall entitle a member to vote at each meeting. Members (father/mother) or legal guardian shall be entitled to hold office also and participate in any non-competitive activity of the association.

Sec. 5 Membership shall be terminated for the failure to pay the fees of USA SWIMMING or SSC within thirty (30) days after written notice for the Board of Directors of a default. Membership can be terminated for just cause after a hearing before a committee established by the Board. The Committee shall have nine (9) members with no more than four (4) being Board members. Any decision of the Committee will require the consent of two-thirds of the Committee.

Sec. 6 Membership can be resigned at any time. Resignation does not relieve the members of the obligation to pay any expenses incurred prior to resignation or fees incurred during the season of resignation. A member who resigns shall not be entitled to reimbursement of any fees paid.

Sec. 7 Membership cannot be transferred.

Sec. 8 The membership year shall be from September 1 until August 31.

## ***ARTICLE IV – BOARD OF DIRECTORS***

Sec. 1 The Board of Directors shall consist of nine (9) members elected by the general membership at the annual meeting. Each member of the Board of Directors shall serve a three (3) year term. No member shall serve more than two (2) consecutive terms. Three (3) Directors shall be elected each year, except as stated in Sec. 2.

Sec. 2 Vacancies on the Board of Directors are to be filled by appointment of the Board of Directors until the next general election, at which point an election shall be conducted to fill the unexpired term.

Sec. 3 Five (5) Directors shall constitute a quorum to conduct business at a meeting.

Sec. 4 Each Director shall be assigned committee responsibility with the designations being published to the general membership.

## ***ARTICLE V – OFFICERS***

Sec. 1 There shall be selected by the Board of Directors four (4) officers. The officers will be a President, Vice-President, Secretary, and Treasurer. Each officer shall serve a one (1) year term.

## ***ARTICLE VI – MEETINGS***

Sec. 1 There shall be an annual meeting held in the month of May on a date designated by the Board of Directors. At the annual meeting elections to the Board are to be conducted and the proposed budget for the following year is to be presented, and approved by the membership. The President shall also appoint three (3) members who are not Board members to an Audit Committee and five (5) members, three (3) of who must not be Board Members to a Nominating Committee.

Sec. 2 Special meeting of the membership may be called by the Board of Directors upon 15 days notice to the membership or by petition presented to the Board endorsed by no less than ten (10) members.

Sec. 3 Meetings shall be conducted in accordance with Roberts Rules of Order.

Sec. 4 Fifteen (15) per cent of the membership eligible to vote shall constitute a quorum at any meeting in order to conduct any business.

## ***ARTICLE VII – FINANCES***

Sec. 1 The Board of Directors shall establish the fees at least fifteen (15) days prior to any session. Any fees not paid within thirty (30) days of their due date may be subject to a penalty of up to \$25.00. Written notice of a default in payment of any fee shall be sent to the member. Failure to pay the delinquent fee within 30 days of the notice of default shall result in termination of membership.

Sec. 2 The Board of Directors has the right to impose additional fees and assessments in an amount not to exceed 20% off the club's annual membership fee. Any additional fees or assessments above the 20% level per annum shall be subject to a two-thirds vote of the members present at a special meeting of the membership called for the purpose of considering the additional assessment.

Sec. 3 All checks and other disbursements are to be authorized by the Treasurer or another officer designated by the Board.

## ***ARTICLE VIII – NOMINATIONS/ ELECTIONS***

Sec. 1 Any member in good standing shall be eligible for election to the Board of Directors. The nominating committee appointed by the President shall post its slate of candidates thirty (30) days prior to the annual meeting. Alternative slates of candidates will be eligible for election if written notice of the candidacy is submitted to the Secretary fifteen (15) days prior to the annual meeting.

Sec. 2 The election shall be conducted by a written ballot.

Sec. 3 Mail and proxy vote may be accepted at any meeting of the membership.

Sec. 4 The election results are to be certified by the Secretary and entered in the minutes of the annual meeting.

## ***ARTICLE IX – COMMITTEES***

Sec. 1 There shall be the following standing committees whose chairperson shall initially be appointed by the Board:

1. Finance
2. Personnel/ Program Development
3. Registration
4. Fund-raising
5. Meet
6. Social
7. Publicity
8. Historical/ Records
9. Communications

Sec. 2 The Board may also create additional committees as needed.

Sec. 3 Participation on one or more of the standing committees is a condition of membership.

## ***ARTICLE X – AMENDMENTS***

Sec. 1 Amendments to the By-Laws may be proposed at any general or special meeting called for this purpose. The proposed amendment shall be sent to the membership fifteen (15) days prior to the meeting at which it is to be presented. For an amendment to be adopted two thirds (2/3) of those present and eligible to vote at the meeting must approve.

## ***ARTICLE XI – DISSOLUTION***

Sec. 1 If deemed advisable by the members, the Corporation may be dissolved pursuant to the applicable provisions of the laws of the State of New York.

Sec. 2 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all assets of the Corporation exclusively for the purposes of the Corporation or to such organization or organizations as shall qualify as exempt organizations under Section 5019c (3) if the Internal Revenue Code of 1954 (Or the corresponding provision of any future United States Internal Revenue Law).

## ***ARTICLE XII – INDEMNIFICATION***

Sec.1 The Corporation shall indemnify each person who is or was a Director, officer, duly authorized agent or employee of the Corporation (including the heirs, executors, administrators or estate of such person), in the manner and to the full extent provided in the Not-for-Profit Corporation Law of the State of New York, in respect of any action, suit or proceeding, threatened or pending, by reason of the fact that such person is or was a Director, officer, duly authorized agent or employee of the Corporation (including serving at the request of the Corporation as a Director, officer, duly authorized agent or employee of another corporation) and was acting or failing to act in one or more such capacities. Such rights of indemnification shall not be deemed exclusive of any other rights to which such person may otherwise be entitled to.

Sec.2 The Corporation may, to the full extent permitted by law, purchase and maintain insurance, at its expense, to protect itself and any such person against any such action, suit or proceeding.