

BYLAWS of Northern Lights Swim Club Matsu Boosters

Adopted January 2014

Revised May 2025

ARTICLE I OFFICES

Section 1. Registered Office. The **Northern Lights Swim Club (NLSC) Matsu Booster Club** shall at all times maintain in the state of Alaska a registered agent, whose business office shall be the registered office of the **NLSC Matsu Booster Club**.

Section 2. Other Offices. The **NLSC Matsu Booster Club** may also have such other offices within or without the State of ALASKA as the Board of Directors may, from time to time, designate, and as the business and affairs of the **NLSC Matsu Booster Club** may require.

ARTICLE II PURPOSES

Section 1. Nature of Corporation. The **NLSC Matsu Booster Club** is a nonprofit corporation formed under AS 10.50.075, 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 **NLSC Matsu Booster Club** is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Alaska.

ARTICLE III MEMBERSHIP

Section 1. Member Qualifications. Members of one household are defined by relationship to the swimmer(s) and not by location of residence(s). A **NLSC Matsu Booster Club** member household shall be considered as all parents and/or legal guardians of a swimmer(s) who meet one of the following qualifications:

I. Swimmer(s) whose current USA swimming status is attached to the NLSC Comp Team.

OR

II. Swimmer(s) whose current USA swimming status is unattached and the swimmer(s) intends to resume attachment to NLSC within 6 months of the start of their unattached status.

AND

The household has completed the required amount of volunteer hours for the most recently ended cycle and intends to continue to accrue hours during the unattached period of the swimmer.

Section 2. **Voting.** Each member household is allowed one vote in the election of members of the Board of Directors. Each member household is allowed one vote in the alteration, amendments or repeals of existing Bylaws and establishment of new Bylaws

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 **NLSC Matsu Booster Club**, 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 four (4) members but no more than seven (7). Election to the Board of Directors shall be by majority vote of **NLSC Matsu Booster Club** members at the board meeting where the election occurs at, which shall occur, except in the case of filling vacancies, at every one year. Each Director shall hold office for a term of one years and thereafter until his/her successor is elected and qualified. Elections shall be published at least a month in advance to all NLSC member parents.

Section 3. **Officer Designation.** 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. **Director Qualifications.** Directors need not be residents of the State of Alaska. Directors may not be serving on the board of another USA swimming booster club or swim team. Directors of the **NLSC Masu Booster Club** must meet one the following qualifications:

- I. The parent or legal guardian of a swimmer(s) who is attached to the NLSC Comp Team.
OR
- II. The parent or legal guardian of an unattached swimmer who intends to resume attachment to the NLSC Comp Team within 6 months.
OR
- III. An adult with a personal interest in the success of a NLSC Comp Team swimmer. (ie grandparent, other relative or informal guardian)

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 all NLSC member household representatives who are present at the meeting of vacancy election. A

Director so elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

- Section 5. Regular Meetings.** The Board of Directors shall hold regular meetings at least once a quarter (every 4 months). Meetings are open to all adult members or their designated representative. All **NLSC Matsu Booster Club** members will be informed of these meetings at least a week (7 days) in advance. Meeting time and place will be chosen by the Board of Directors. One adult household member attending a meeting will receive one (1) hour of volunteer service.
- 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, 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 seven (7) days previously thereto by written notice delivered personally or sent by electronic transmission to each Director at his/her address as shown in the records of the **NLSC Matsu Booster Club**. 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 (half of the current number of board members or half plus one member) 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. 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 **NLSC Matsu Booster Club** in

any other capacity and receiving compensation therefor. Directors will receive ten (10) hours of volunteer service per cycle.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation, Removal. A Director may resign from the Board of Directors at any time by giving notice of his/her resignation in writing addressed to the President or Secretary of the **NLSC Matsu Booster Club** or by presenting his/her written resignation at an annual, regular, or special meeting of the Board of Directors. 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.

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 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. Each member of a committee will receive five (5) volunteer hours per cycle of service. This is not in addition to a Director's hours.

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 such a 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 OFFICERS

Section 1. **Officers.** The Officers of the **NLSC Matsu Booster Club** 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 or from the same household. An officer can't be employed by NLSC.

Section 2. **Election and Term of Office.** The Officers of the **NLSC Matsu Booster Club** shall be elected by a majority vote of the NLSC member parents at the regular meeting each fall quarter meeting of every ~~odd~~-year of the Board thereafter, 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 **NLSC Matsu Booster Club** 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. **President.** The President shall be the chief executive officer of the **NLSC Matsu Booster Club** and, in general, shall supervise and control all of the business and affairs of the **NLSC Matsu Booster Club**. He/She may sign, with the Treasurer of the **NLSC Matsu Booster Club** 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/she shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. **Vice President.** In the event of 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. The Vice President will serve as liaison to the Anchorage NLSC Board members, attend scheduled meetings and report back to the NLSC MatSu Boosters. The Vice President keeps Booster property.

- Section 7.** **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; provide previous minutes at each new meeting; maintain any electronic postings and correspondence; see that all notices are duly given in accordance with the provisions of the Bylaws or 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/her by the President or by the Board of Directors.
- Section 8.** **Treasurer.** The Treasurer shall be responsible for all funds and securities of the **NLSC Matsu Booster Club**; receive and give receipts for monies due and payable to the **NLSC Matsu Booster Club** and deposit all such monies in the name of the **NLSC Matsu Booster Club** in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; will report on finances of the **NLSC Matsu Booster Club** at each regular meeting; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer will sign, with the President, on all checks or other means of payment for the **NLSC Matsu Booster Club**. If required by the Board of Directors, the Treasurer shall give a bond for their faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine.
- Section 9.** **Athlete Representatives.** There will be two (2) athlete representatives from Gold level athletes, one male and one female. There will be one (1) athlete representative from Silver level athletes. Representatives (Reps) are expected to attend monthly booster meetings August through May. These athletes will report to the Boosters at monthly booster meetings or provide a written or emailed report to the Board President on athlete needs or requests. Reps are expected to forward communications to the Board, Team Coaches, Swimmers and booster members. Athlete Reps are expected to work with their respective Parent Representative to organize at least 2 swim events/activities for the group they are representing per season. Athlete Reps may request funds to be used for swim events/activities such as a group dinner, bowling, etc. Athlete Representatives will also be responsible for assisting with organizing and executing the End-of-Season Banquet in coordination with the Boosters. Student Athletes may NOT have a parent who is an officer on the Board or be employed by NLSC. Athletes who fulfill the duties outlined as an Athlete Representative will receive full credit of volunteer hours, for the season of their service.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- Section 1.** **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the **NLSC Matsu Booster Club**, 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 **NLSC Matsu Booster Club**, 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 evidence of indebtedness issued in the name of the **NLSC Matsu Booster Club** shall be signed by the Treasurer and President of the **NLSC Matsu Booster Club**. If the amount is over \$200, both must sign or have dual authorization to use a debit card or other payment method. The Board of Directors has to approve any purchase over \$200. A purchase under \$200, either the Treasurer or the President can sign the check or use an alternative payment method. All purchases are subject to Board of Director review.

Section 3. Deposits. All funds of the **NLSC Matsu Booster Club** shall be deposited within fourteen (14) days to the credit of the **NLSC Matsu Booster Club** 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 **NLSC Matsu Booster Club** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **NLSC Matsu Booster Club**. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the State of Alaska, and any other relevant jurisdiction.

ARTICLE VIII BOOKS AND RECORDS

Section 1. Records The **NLSC Matsu Booster Club** 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 IX FISCAL YEAR

Section 1. Fiscal Year The fiscal year of **NLSC Matsu Booster Club** shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X WAIVER OF NOTICE

Section 1. Waiver Whenever any notice is required to be given under the provisions of the law of Alaska or under the provisions of the Articles of Incorporation or the Bylaws of the **NLSC Matsu Booster Club**, 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 XI AMENDMENTS TO BYLAWS

Section 1.

Amendments The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the majority vote of the NLSC member parents present at any regular or special meeting, if at least seven (7) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.