

BYLAWS FOR NORTHERN LIGHTS SWIM CLUB BOOSTERS

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ARTICLE 1 NAME

1.1 The name of this nonprofit corporation is Northern Lights Swim Club Boosters, doing business as “Northern Lights Swim Club Boosters” and “NLSCB”; hereinafter referred to as the Boosters.

1.2 The mailing address of the Boosters shall be: PO Box, Anchorage, Alaska 99501

ARTICLE 2 PURPOSES AND OBJECTIVES

2.1 The Boosters is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Alaska Nonprofit Corporation Act (Chapter 10.20) for charitable purposes. The Boosters is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future section of any future federal tax code.

2.2 The specific purpose of the Boosters is to enhance the swim team experience for youth in Alaska through support of the Northern Lights Swim Club (NLSC) and its swimmers.

2.3 The function of the Boosters is to provide support for competitive swimming, primarily for youth, in the following ways:

2.3.1 Meet Support: To host local, regional, state, and high school swim meets by providing officials and other volunteers, necessary equipment, promotional support, and organization.

2.3.2 Social Support: To create an informed and engaged membership and host team building activities for swimmers and their families.

2.3.3 Financial Support: To raise funds to ensure financial viability of the Boosters as necessary, purchase and maintain equipment, support coach’s travel, award need based and retention scholarships, and other items as determined by the Board.

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2.4 The Boosters shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code. These Bylaws shall be governed by the laws of the State of Alaska. Any provision prohibited by law or otherwise unenforceable shall not affect the remaining provisions of these Bylaws. In the event any provision of these Bylaws conflicts with Sections 501(c)(3), 509(a)(1) or 509(a)(2) of the Internal Revenue Code, or of any regulations promulgated thereunder, those Code Sections and regulations shall govern. In the event any provision of these Bylaws conflicts with any rules or regulations promulgated by an international, national, or regional organization that has jurisdiction over the Boosters (e.g., Northern Lights Swim Club, Central Area Swimming, Alaska Swimming, USA Swimming) the rules and regulations of the higher authority having jurisdiction shall govern.

ARTICLE 3 CLASSES OF MEMBERSHIP

3.1 There shall be three (3) classes of membership in the Boosters: (1) Regular Members (2) Athlete Members (3) Emancipated Athlete Members. Regular Members shall be defined as the parents or legal guardians of Athlete Members. Athlete Members shall be defined as those individuals under the age of eighteen who compete on behalf of the NLSC. Emancipated Athlete Members shall be those individuals eighteen years or older who compete on behalf of the NLSC.

3.2 Active membership shall be contingent on maintaining Good Standing with the NLSC. Good Standing requires payment of annual fees and monthly dues to NLSC, adherence to the Code of Conduct; and fulfillment of fundraising and volunteer obligations as determined by the Boosters.

ARTICLE 4 RIGHTS AND RESPONSIBILITIES OF MEMBERS; VOTING

4.1 No Member shall be liable or responsible for any debts or liabilities of the Boosters, or liable to the NLSC except to the extent of their unpaid portion of dues, fees, or obligations required for Good Standing.

4.2 Regular Members and Emancipated Athlete Members who are in Good Standing are Voting Members. Athlete Members have no vote except for athlete representatives of the Boosters as defined in Article 6. Voting Members will vote on all matters brought before a vote of membership. Only one vote per family is allowed.

ARTICLE 5 MEETING OF MEMBERSHIP

5.1 Time and Place. Meetings of all Members of the Boosters shall be held at a suitable time and place as may be designated from time to time by the Board of Directors.

5.2 Annual Meeting and Member Orientation. The Annual Meeting of the Boosters shall be held no later than October 15th of the calendar year, on a date and at a place fixed by the Board of Directors.

5.3 Special Meetings. A Special Meeting of the Boosters may be called by the President, a majority of the Board of Directors, or at the written request of Voting Members having ten (10) or more votes. The purpose shall also be stated in the written notice to all Members of the Boosters.

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5.4 Notice of Meetings.

5.4.1. Manner of Notice. It shall be the duty of the Secretary to deliver notice of each Annual and Special Meeting to each member by electronic transmission via the club's communication platform (e.g., Team Unify) in such format and to such email address as the member shall provide during the registration process.

5.4.2. Time of Notice. The notice shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the Annual or Special Meeting.

5.4.3. Content of Notice. The notice shall state the place, date and time of the meeting, and in the case of a Special Meeting the purpose or purposes for which the meeting is called, and the items on the agenda to be voted on by the Voting Members, including the general nature of any proposed amendments to these Bylaws, and any proposal to remove a Director or Officer.

5.4.4. Waiver of Notice. Notice of any meeting of the Boosters may be waived in writing at any time by the member entitled to such notice and is also waived by actual attendance at such meeting unless such appearance is limited expressly to object to the legality of the meeting.

5.5 Quorum. The presence in person of Voting Members having ten (10) or more votes shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Boosters.

5.6 Adjourned Meetings. If any Annual or Special Meeting of the Boosters cannot be held because a quorum is not in attendance, the Voting Members may adjourn the meeting to a later date and give notice thereof to members in accordance with these Bylaws.

5.7 Voting. Each family shall be entitled to cast one (1) vote on all matters brought to a vote by the Boosters. Any voting member may vote by proxy. A proxy shall be in writing, signed by the Voting Member, and filed with the Secretary. A proxy must be for all the voting power allocated to the Voting Member. A Voting Member may not revoke his/her proxy except by actual notice of revocation given to the President (or such other person presiding over the meeting). A proxy is void if it is not dated or purports to be revocable without notice.

5.8 Election of Directors, Officers, and Junior Athlete Representatives. The Board of Directors shall advise the Secretary in writing of the names of nominees for all Directors, Officers, and Junior Athlete Representatives to be elected on a date not less than thirty (30) days before the Annual banquet or May 30th, whichever is sooner. The Secretary shall, within seven (7) days after such advice is given, deliver written notice to all Voting Members in the manner provided in these Bylaws for Notice of Meetings, of the number of Directors, Officers, and Junior Athlete Representatives to be elected and of the names of the nominees. The notice shall state that any Voting Member may nominate an additional candidate or candidates, not to exceed the number of Directors, Officers, and Junior Athlete Representatives to be elected, by notice in writing to the Secretary at the manner specified in the notice, to be received on or before a specified date not more than five (5) days from the date of the notice given by the Secretary. Within five (5) days after the specified date, the Secretary shall give notice in the form of a ballot to all

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Voting Members, in the manner provided for in the Notice of Meetings, stating the number of Directors and Officers to be elected, the names of all persons nominated by the Board of Directors, and the names of persons nominated by Voting Members. The Secretary shall specify in the Notice, the manner in which the ballots shall be cast. Ballots must be properly executed and returned in sufficient quantity to constitute a quorum. The vote by ballot shall be counted in private by the Secretary and one neutral observer; the results shall be announced during the Annual banquet or by May 30th, whichever is sooner, or it may be announced that a quorum of ballots was not returned. All persons elected as Directors, Officers, and Junior Athlete Representatives shall take office effective immediately at the conclusion of the Annual banquet or May 30th, whichever is sooner.

5.9 Election of Junior Athlete Representatives. The Board shall ensure that all NLSC Athlete Members that are in late middle school to early high school are well-informed of the opportunity to serve a two (2) year term as a Junior Athlete Representative candidate and are encouraged to run for election in a manner that is fair, transparent, and inclusive of all Athlete Members. All candidates should be submitted to the Secretary and the same process as the Election of Directors and Officers as described in Article 5.7 followed, with the exception that youth Athlete Members be instructed to vote for the Junior Athlete Representatives and not Regular Members.

5.10 Majority Vote. Passage of any matter submitted to a vote at a meeting where a quorum of voting members is present in person or by proxy shall require the affirmative vote of greater than fifty percent (50%) of the total votes present in person or by proxy.

ARTICLE 6 BOARD OF DIRECTORS AND OFFICERS, hereinafter referred to as the Board

6.1 A Board of nine (9) members, including five (5) Directors and four (4) Officers, collectively referred to as the Board, shall be elected by and from the Voting Members of the Boosters. The Board shall consist of: a President, a Vice President, a Secretary, a Treasurer, a Meet Director, and four Officers. The terms of office for each Director and Officer will be for two years. Ideally 4-5 positions should terminate and require re-election every year i.e. the President, Secretary, the Meet Director, and two Officers being elected in even years and the Vice President, Treasurer, and two Officers in odd years. Directors and Officers are limited to three consecutive terms in the same position, and it shall be possible for a Director and Officer to run for a different position with the same three-term limit in effect. No Director or Officer shall hold more than one (1) office at any time. Directors and Officers shall receive no compensation but may receive reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable.

6.2 The duties and powers of the Board: The Board shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Boosters as set forth in Article 2. The Board shall have the authority to generally conduct all of the lawful affairs of the Boosters, including, but not limited to, entering into any contract leases or other agreements necessary to carry out the purpose of the Boosters.

6.2.1 The President shall preside at all meetings of the members and all meetings of the Board; shall represent the Boosters in all business and official matters; shall ensure the Bylaws of the Boosters are observed; shall serve as the Registered Agent of the corporation; shall file a biennial report in accordance with the State of Alaska Department of Commerce, Community, and Economic Development by July

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2 every other year, shall file any updates including a change of the registered agent, any officers/directors, or any articles on the Notice of Change form; shall act as sole representative of the Boosters during such times when immediate action must be taken and time constraints make it impossible to call a board meeting; shall appoint committees as necessary and designate a chairperson of such committees and serve on committees as appropriate; shall appoint persons to replace vacancies on the Board to be effective until the next election by the general membership; shall appoint a board representative to Alaska Swimming and Central Area Swimming; shall work with the Treasurer and Vice President to prepare an annual budget to be presented and approved by the Board prior to the first season swim event and no later than October 15th; shall keep copies of legal documents; shall perform other duties as may be determined by the Board.

6.2.2 The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President; shall participate in the preparation of the annual budget with the Treasurer and the President; shall lead and organize fundraising and sponsorship acquisition as necessary; shall be the custodian of the Booster's physical property; and shall perform special projects and other duties as may be determined by the Board.

6.2.3 The Secretary shall take care and custody of the corporate records and Bylaws of the Boosters; shall ensure annual board review of the Bylaws; shall inform membership of the location and time of all board meetings using the communication system of record at least seven (7) days prior to each meeting; shall provide the monthly board meeting agenda to the Board using the communication system of record at least seven (7) days prior to the meeting; shall attend and take minutes of all Board meetings and all general membership meetings to be submitted for Board approval; shall maintain a true and complete record of the proceedings of all meetings; shall file and keep copies of papers and documents belonging to the Boosters; shall allow members to view and inspect such papers and documents upon reasonable request; shall assist with Boosters correspondence; and shall perform other duties as may be determined by the Board.

6.2.4 The Treasurer shall collect all receipts and disburse funds as requested by written itemized receipts for items that are Board approved; shall provide monthly financial reports to the Board; shall prepare annual budget with President and Vice President prior to the first season swim event; shall manage disbursements from general account; if disbursement is in excess of \$200 this shall require two approved signatures (President, Vice President and/or Treasurer) for all non-recurring expenses; shall maintain financial records indicating withdrawals, receipts, expenses; shall present all records to a financial review committee at least once per calendar year, if not twice; maintain relationship with bank where accounts are held and update signatories as officers change; shall prepare Non Profit Corporation Annual Report to the State of Alaska and provide copies of report to secretary and president; shall check PO Box on a regular basis; and shall perform other duties as may be determined by the Board.

6.2.5 The Meet Director shall ensure the successful hosting of all NLSC sponsored, supported, or contracted swim meets; shall propose swim meets to the Board and bid for Board approved meets at Central Area Swimming and Alaska Swimming; shall work with the volunteer and training officer to ensure the availability of trained

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volunteers including a Meet Referee, an Administrative Official, a Starter, Stroke and Turn Judges, and timers at swim meets to meet USA Swimming standards; shall recruit and coordinate meet concessions, volunteers, and vendors as necessary to run a safe and well-supported swim meet; shall work with the volunteer and training officer to recruit and develop a computer team to support creation of meet files, process entries, produce heat sheets, run reports and maintain computer equipment; and shall act as meet secretary and notify membership of the meet, and provide volunteer sign-ups; shall provide the Board with a report at the next Board meeting immediately following the meet including the number of swimmers and volunteers who participated in the meet and a statement of profit and loss.

6.2.6 Once elected by the membership, the four (4) Officers may serve At-Large or may be appointed by the Board to serve as officers in any one or combination of capacities as described in Exhibit A.

6.3 To ensure representation and opportunity for youth leadership, two (2) additional positions will be reserved for two (2) Junior (late middle school to early high school) Athlete Representatives from NLSC. These members shall serve two (2) year terms and represent the voice of NLSC youth swimmers; shall attend Board meetings and be encouraged to attend Alaska Swimming's House of Delegates meetings as a non-voting member; assist in disseminating communications regarding changes, needs, news, and youth opportunities from the Alaska Swimming or the Boosters to fellow swimmers; support the Board in planning and executing team activities; and have one (1) vote each.

6.4 To ensure representation and communication across the Boosters, at least one (1) member of the Board shall consist of members of the Northern Lights Adult Training Squad.

6.5 The Head Coach, or his/her appointee, will serve on the Board in an advisory role. The coaching representative will be a non-voting member of the Board.

6.6 Candidates for the Board must be members in Good Standing and comply with and ensure the compliance of the members with the NLSC Code of Conduct.

6.7 The Board shall exclude NLSC employees, or their spouses.

6.8 Either parent/guardian of an Athlete Member or Emancipated Athlete Member may serve on the Board, but only one parent/guardian may serve at any given time. Only one parent/guardian OR junior athlete representative may serve at any given time.

6.9 The term of office shall begin immediately after the Annual banquet or May 30th, whichever is sooner described in Article 5.

6.10 Regular Meetings of the Board shall be held monthly at a time and location to be determined by the Board. Notice shall be given at least seven (7) days prior to the date of the meeting and published to general membership. Attendance at a Regular Meeting shall constitute a waiver of notice thereof. The presence of at least five (5) Board members shall be necessary to constitute a quorum for the purpose of conducting business at a Regular Meeting. Passage of any matter submitted to a vote at a Regular Meeting where a quorum of Board members is present shall require the affirmative vote of greater than fifty percent (50%) of the Board members present.

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6.10.1 Regular Meetings of the Board of Directors shall be open to all members. The Directors and Officers will conduct Booster business. The President (or Vice President, if presiding) may recognize members on agenda items only. Any Member in Good Standing has the right to request a specific item be placed on the agenda. The request must be submitted to at least one Board member, in writing, seven (7) days in advance of the meeting; the Board member to whom the request was submitted shall enter the specific item into the agenda.

6.11 Special Meetings of the Board shall be held on the call of the President or a majority of the Directors and Officers. Notice and agenda shall be given one (1) day prior to the date of the meeting. Attendance at a Special Meeting shall constitute a waiver of notice thereof. The presence of at least five (5) Board members shall be necessary to constitute a quorum for the purpose of conducting business at a Special Meeting of the Board. Passage of any matter submitted to a vote at a Special Meeting where a quorum is present shall require the affirmative vote of fifty percent (50%) of the Board members present.

6.12 Presumption of Assent: An Officer who is present at a Regular or Special Meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless such Board member's dissent shall be entered in the minutes of the meeting or unless such Board member shall file his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Board member who voted in favor of such action.

6.13 Recommendation for the removal of a Board member shall be made in writing to the President or Vice President. The Board member in question will be given the opportunity to address the charges. If the Board determines there is sufficient merit to the charges, the recall petition will be brought before Board Members in accordance with Article 5 for resolution.

ARTICLE 7 COMMITTEES

7.1 The Board shall have the authority to establish committees as may be necessary to further the interests and activities of the Boosters. Such committees shall be composed of either Directors, Officers, and/or Members. The President shall recruit a chairperson for the committees from Directors, Officers, and/or Members subject to approval by the Board of Directors. Committee members must be in Good Standing. No committee may exercise the authority of the Board of Directors.

ARTICLE 8 FINANCES

8.1 Loans. No loans shall be contracted on behalf of the Boosters and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. No loans shall be made by the Boosters to any Board member.

8.2 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Boosters shall be signed by the President or Treasurer and in the manner as shall from time to time be prescribed by resolution of the Board or as stated in these Bylaws.

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8.3 Use of Income. All unrestricted gifts to the Boosters and income not otherwise designated by the donor for endowment or restricted purposes shall go into the general fund of the Boosters and shall be used in accordance with the general purposes of the Boosters.

8.4 Contributions and Disbursements. All contributions and other funds received by the Boosters shall be deposited in an account or accounts in such banks, trust companies or other depositories as the Board may select. All disbursements shall be made under proper authority of the Board. All contributions, income to and disbursements of the Boosters shall be recorded by the President or Treasurer in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any Board member.

8.5 Budget. A statement of proposed receipts, operating income and expenditures for the following year shall be prepared by the President, Vice President and Treasurer and submitted to the Board at least annually. When approved by the Board, such budget shall be the authorization for expenditures and operating expenses of the Boosters, subject to subsequent changes in such budget made by the Board.

8.6 The fiscal year of the Boosters shall be determined by resolution adopted by the Board. In the absence of such a resolution, the fiscal year shall be July 1-June 30.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.1 The Boosters shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his/her successor or assign, is or was a Board member of the Boosters, against the reasonable expenses actually and reasonably incurred by such person in connection with the defense of such action. The Boosters may also reimburse any such Board member the reasonable cost of settlement of any action, suit, or proceeding if it shall be found that it is to be in the interests of the Boosters that such settlement be made.

ARTICLE 10 PARLIAMENTARY RULE

10.1 The President (or Vice President, if presiding) may, at his/her discretion, use Robert's Rule of Order, or a modification thereof that has previously been resolved by the Board, as a guide to conducting board and general membership meetings should such meetings become uncivil.

ARTICLE 11 AMENDMENT OF BYLAWS

11.1 The power to make, alter, amend, or repeal these Bylaws is vested in the Voting Members. Any Voting Member in Good Standing desiring to make, alter, amend, or repeal the Bylaws shall present such request in writing, signed and approved by three (3) other Voting Members to the Board at a Regular Meeting. The Board shall research the proposal and present the suggested amendment to the Voting Members at a meeting in accordance with ARTICLE 5. Any such change in the Bylaws shall require approval by two-thirds (2/3) of the Voting Members present at the meeting.

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ARTICLE 12 DISSOLUTION

12.1 The dissolution of the Boosters will require a vote of its membership. Upon the dissolution of the Boosters, and after paying or adequately providing for the debts and obligations of the Boosters, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under section 501(c), or (e), (3) of the Internal Revenue Code.

Approved _____, President
Approved _____, Secretary

Date _____
Date _____

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EXHIBIT A

Four (4) Officers, elected by the membership, may be appointed by the Board to serve as officers in any one or combination of capacities as described below:

- The Membership Officer shall welcome and orient new members and families; organize annual member orientation event; assist in the new/current member inquiries; oversee registration process; monitor Booster purchased and owned equipment and make Board recommendations for replacements as necessary; shall perform other duties as may be determined by the Board. A Membership Committee and/or Parent Representatives may be used and led by the officer to ensure that the obligations of the officer are met.
- The Volunteer and Training Officer shall implement recruitment and retention strategies to maintain an adequate pool of volunteers throughout the year for positions required for hosting NLSC sponsored, supported, or contracted swim meets; shall work collaboratively with the Meet Director to address any gaps in volunteer positions; ensure training opportunities are available for volunteers; shall maintain all USA memberships for Booster volunteers; and shall perform other duties as may be determined by the Board. A Volunteer and Training Committee may be used and led by the officer to complete the work of the officer.
- The Communications Officer shall ensure effective communications within the Boosters membership; communications shall include information related to swim practice and meets, team activities and events, board activities, etc.; shall ensure communications within outlets relevant to the membership i.e., a monthly newsletter, website updates, social media posts, and bulletin board flyers; shall meet with regularly and disseminate information to the parent reps, A Communications Committee and/or Parent Representatives may be used and led by the officer to ensure that the obligations of the officer are met.
- The Events and Marketing Officer shall ensure the effective external promotion of NLSC to strengthen relationship with community partners; shall develop sponsorship recognition strategies to include creating sponsorship banners and posters, event t-shirts, social media posts, etc.; shall internally promote a positive team environment by recognizing swimmers (birthday celebrations, pre-meet feeds), organizing the annual swim team banquet, designing and selling team merchandise, and other team building events; shall perform other duties as may be determined by the Board. An Events and Marketing Committee may be used and led by the officer to complete the work of the officer.