

Bylaws of Club Wolverine Swimming, Inc.

July, 2006

(as amended May 2, 2008; May 9, 2009; May 20, 2012; April 2021)

Article I Name

Section 1. Name. The name of the organization shall be, "Club Wolverine Swimming, Inc."

Section 2. Defined Terms. As used herein, the terms "Club" or "CW" shall refer to Club Wolverine Swimming, Inc. As used herein, the term "Board" shall refer to the Board of Directors of the Club. As used herein, the term "High Performance Group" shall refer to either the members who train under the High Performance Coach at University of Michigan or at Eastern Michigan University. The High Performance Groups may also be referred to as, "CW Elite," "CW Elite - UofM," or "CW Elite - EMU." The "Executive Director," "ED," or "Head Coach" shall be used to refer to the sole employee hired and retained by the Board to manage the ongoing affairs of the Club.

Section 3. Office. The registered office or mailing address of CW shall be designated by the Board by majority vote at any Board meeting at which a quorum of the Board shall be present.

Section 4. Fiscal Year. The fiscal year of CW shall be first day of September of each year and shall terminate on the thirty-first day of August of the following year.

Article II Membership

Section 1. Membership. A member shall be a swimmer who:

- a) Has a current CW membership and is registered for the current season;
- b) Has a current USA Swimming membership;
- c) Participates in one of CW's seasonal competitive work-out groups in the preceding 12 months; and
- d) Has satisfied all financial obligations to CW as established by the Board.

Section 2. Non-transferability of Membership. Memberships are not transferable.

Section 3. Voting Rights of Members. All members shall have one vote per family on any matters brought before a vote of the membership. However, the rights and obligations of any member under 18 years of age will be held by one of the member's parents or legal guardians and no family shall have more than one vote for members under 18 years of age. Members who train exclusively in CW Elite are non-voting members of CW.

Section 4. Members Right to Bylaws and Rules. A copy of Bylaws CW Rules, Athlete and Parent Code of Conducts, and CW Minor Athlete Abuse Policy (MAAP), in accordance with USA Swimming Safe Sport Guidelines, shall be made available to all members via the CW website.

Section 5. Non-Discrimination. CW does not and shall not discriminate on the basis of race, color, gender, gender expression/identity, religion, creed, national origin, ancestry, disability, marital status, sexual preference, sexual orientation, gender identity, or gender expression in any of its activities or operations. These activities include, but are not limited to: participation of members, hiring and firing of staff, selection of volunteers and vendors, and provision of services. CW is committed to providing an inclusive and welcoming environment for all members, staff, volunteers, subcontractors, and vendors.

Within the limitations imposed by the facilities available to CW, any person who meets the swimming requirements of participation in the competitive swim program, as determined by the ED, is eligible to hold a membership.

At the discretion of the ED, the number of members may be limited to ensure the safety of swimmers and the maintenance of a high-quality swim program as defined by the mission and purposes of CW.

Section 6. Suspension/Termination of Membership. The ED, after due deliberation, may restrict, suspend, or terminate the membership of any member, for good cause, including but not limited to:

- a) The non-payment of dues and/or fees owed by such member, or
- b) Conduct that (I) endangers said member or others; (II) involves illegal activities; or (III) involves violation(s) of the published USA Swimming Code of Conduct, the CW MAAP Policy, or the CW Athlete and/or Parent Code of Conduct, as may be amended from time to time by the Board.

This provision is not intended to limit in any way freedom of speech, expression of dissatisfaction, differences of opinion, or efforts to make changes at CW.

Members are not permitted to use CW rosters or lists of members to make solicitations, express political viewpoints, and the like. Members who do so are subject to restriction, suspension, or termination of membership at the discretion of the ED.

There shall be no obligation of the Club to refund any fees in the event of restriction, suspension, or termination of membership.

Section 7. Limits of Liability. No director, officer, member, authorized agent or representative of the Club shall be liable or responsible for any debts or liabilities of the Club, or liable to the Club, except to the extent of the unpaid portion of membership dues, work-out fees, entry fees, or other individual debts, commitments, or liabilities owed to the Club.

Article III Purposes and Powers

Section 1. Purposes. The purpose of CW is reflected in its vision and mission, which are posted on the CW website and may be revised by the ED and the Board from time to time.

Additional purposes of the Club shall include, but are not limited to:

- a) Developing a Michigan-based aquatics organization that promotes and supports the physical, social/emotional, and educational/intellectual development of all its members.
- b) Providing an opportunity for all members to safely engage in swimming as a wholesome, lifetime sport and recreational activity.
- c) Promoting involvement in age-group swimming and providing opportunities for members to compete in organized local, state, national, and international swimming competitions.
- d) Encouraging and supporting the swimming goals and achievements of all members while promoting team goals and achievements.
- e) Promoting and developing good sportsmanship, leadership, ethics, and values within the parameters of a competitive swimming program.
- f) Engaging members and their families in Club activities as participants and volunteers. And,

- g) Cooperating with and assisting local school systems and recreation programs in developing water safety programs and promoting swimming as a lifetime sport and recreational activity.

Section 2. Powers. The powers of CW shall include the following:

- a) The participation in and conduct of such meets and competitions as the ED shall determine from time to time to be in the best interests of CW,
- b) The publication and distribution of programs, newsletters, and other publications designed to promote the activities and affairs of CW in, but not limited to, written or digital forms,
- c) The solicitation and sale of advertising space in such publications and obtaining sponsorship for competitions and publications,
- d) The solicitation of donations or conduct of fundraising events to support operations, salary, equipment, supplies, and the like required to further the mission;
- e) The contribution of money or other things of value as allowable under Section 501(c)3 of the Internal Revenue Code for scholarships, programs, or other causes in furtherance of the affairs and interests of CW that are in alignment with the CW vision and mission,
- f) The retaining of such persons, firms, or corporations as may be necessary to provide special services or consultation to CW,
- g) The ED may purchase, sell and convey real or personal property, and enter into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of CW, as limited in these bylaws,
- h) The operation of food concessions and the sale of swimming equipment and paraphernalia to its' members and other persons; and
- i) The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of CW and to conduct its affairs.

Article IV Meetings of Board of Directors and Members

Section 1. Board of Directors Meetings. The ED and CW Board of Directors may hold in person or virtual meetings from time to time, but no less than four times per year, to conduct business that may properly come before the meeting, review CW activities, monitor financial and other affairs of CW, appoint members of the Board, and elect the Board's officers. The Board may also meet in Executive Session without the ED or

without members. Committees of the Board may also meet in person or virtually to conduct the Club's business.

In times of emergency, the Head Coach shall make every effort possible to convene a meeting of the Board of Directors, in person or virtually, to discuss and decide upon CW business.

The Board will communicate meeting dates and times in advance when possible, but is under no obligation to do so under emergent circumstances. Members wishing to attend or participate in meetings may contact the Board Secretary or the ED to arrange to do so.

Members may and are encouraged to attend meetings of the Board of Directors, except when Directors are discussing sensitive personnel or membership issues (i.e., privacy and libel laws may be involved). Members may present issues of concern to the Board at any meeting or via digital means. The Board may designate a specific time during meetings that member concerns may be presented. Guests may be invited to attend the meetings to express opinions or to present information.

Section 2. Membership Meetings. CW may also hold other meetings of the membership as may be necessary from time to time to properly conduct the affairs of CW. Such meetings may be called by the President of the Board of Directors, by majority vote of the Board of Directors, or upon the written request of at least twenty-five percent (25%) of the total voting membership.

Section 3. Manner of Conducting Board of Directors and Membership Meetings.

At any in person or virtual meeting of the Board or the membership, the meeting shall be chaired by the President, whenever possible, or in the President's absence by the Vice President.

At any meeting of the Board of Directors, attendance by half of the members of the Board at any given time shall constitute a quorum. For Board meetings conducted virtually or for business conducted by email, the definition of a quorum is retained and votes may be cast by email and retained for the record by the Secretary of the Board. The decision of a majority of the Directors whether in person, virtual, or by email shall be the decision of CW. In the event of a tie vote, the vote of the President shall be the

deciding vote, or in his or her absence the vote of the Vice President shall be the tie-breaker.

At any meeting of membership, attendance in person or virtually of fifteen percent (15%) of the total voting members shall constitute a quorum. For the purpose of determining whether a quorum is present, the total number of members of the Club, and the number of members present at the meeting, multiple parents or legal guardians of a member shall be counted as one member. Voting by proxy is permitted in printed or digital forms.

Roberts' Rules of Order, in its latest edition, shall be recognized as the authority governing the meetings of the Board or membership. Unless otherwise established by the Articles of Incorporation or the bylaws, the decision of the majority of the Board or of the members voting shall be the decision of CW.

Article V Board of Directors

Section 1. Composition. The Board of Directors of CW shall consist of the Head Coach, the President, the Vice President, the Secretary, the Treasurer, and up to six and no less than three Members-at-Large, and may, at the discretion of the Board, include one additional outside Director who shall not be a Member, for a maximum of twelve voting Board Members.

The Officers of the Board are the President, the Vice President, the Secretary and the Treasurer. Terms of Directors may be renewed so long as membership in CW is retained. No Director shall hold more than one office concurrently. The Board may, in its sole discretion through a majority vote, terminate a Director's participation as a member of the Board at any time. The Head Coach will serve on the Board of Directors through tenure in this position. The Head Coach will have no vote on any matter dealing with the Head Coach's employment, benefits, performance, or compensation.

Section 2. Terms of Office. Each Director shall serve for two years, commencing at the beginning of the CW fiscal year (September). Directors may opt to serve a one year term in accordance with their planned membership status (e.g., a planned move or member graduation).

Section 4. Manner of Appointment. The Head Coach will chair the Nominating Committee for Board of Directors membership. The Board of Directors shall appoint at least two (2) member in good standing to participate on the Nominating Committee each year to work in collaboration with the Head Coach. The appointed committee members can be a candidate for an appointment to the Board of Directors or a member of the Board of Directors.

It shall be the task of the Nominating Committee to solicit candidates from membership to fill vacancies on the Board of Directors for the commencement of a new term. This solicitation for candidates to fill open Board positions must be made in a manner designed to reach all the members, such as email and other digital communication. Any member may nominate themselves or any other member (with nominee's consent) for any upcoming vacancies on the Board of Directors for which he/she is eligible. They may do so by notifying the Chair or members of the Nominating Committee. The Nominating Committee may also solicit, on an individual basis, candidates to fill any Board position, particularly when seeking specific skills that benefit the functioning of the Board and of CW. Candidates for the Board exclude employees of CW and any member that already has a family member on the Board.

All candidates for the Board must have been members of the Club for one year prior to the commencement of their term of office. The Nominating Committee shall make recommendations to the Board for members to fill vacancies that arise for the commencement of a new term. The Board will by a majority vote affirm the members of the Board no later than August of each year.

Officers of the Board shall be determined by a majority vote of the Board. Candidates for President must have at least one year of prior Board experience.

Section 5. Vacancies. In the event of a vacancy on the Board of Directors caused by death, resignation, change in the Bylaws, or removal of a Director, the Board, by a majority vote of the remaining Directors, shall appoint an otherwise eligible member to serve out the remainder of the term.

Section 6. Duties and Powers of the Board of Directors. The duties and powers of the Board of Directors shall be such as usually devolve upon Directors of any non-profit, club, or association. The primary power of the Board is to retain, manage, and supervise the Head Coach. Additional powers are generally in collaboration with the

Head Coach and include, but not limited to, the powers to: revise the CW vision and mission; make and amend necessary rules and regulations; provide oversight on all financial matters; review any reports from an independent public accountant engaged by the Head Coach on an annual basis to perform either a review or audit of CW's financial records as it sees fit; and provide oversight for any contracts, leases, or other agreements necessary to carry out the purposes of CW entered into by the Head Coach. No part of the net income of the organization shall inure to the private benefit of any individual.

The Board of Directors must obtain the approval of the general membership before exercising any powers related to substantial changes of Bylaws. Such matters may only be accomplished at a meeting of the general membership as specified.

The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to provisions of the Articles of Incorporation and these Bylaws.

Section 7. Borrowing Power. To the extent authorized by law, the Executive Director, whenever the general interests and purposes of CW require the same, may borrow money and issue its promissory notes or bonds for the repaying thereof with interest, and may in like case mortgage its property as security for its debts or other lawful engagement. The Head Coach must seek the approval of a majority of the Board for all borrowing greater than \$25,000. Approval may be sought via in person or virtual meetings or by email. Records of such approval will be retained.

Section 8. Executive Director (aka Head Coach). The Executive Director will be employed by CW under terms and conditions set by the Board of Directors.

Section 9. High Performance Coaches. The CW Elite Head Coaches will be uncompensated positions within CW. The Elite Coaches will be responsible for the training and administration of the Elite members and will set all fees and meet schedules for that group. The Elite Coaches will have no other responsibilities or duties with CW, but will lend their good will and cooperation to assist the growth and development of CW. The CW Elite U of M and EMU coaches will control the operating revenue and expenses for their groups, which will be kept separately from the budget of CW.

Under no circumstances shall the use of the revenues or assets of CW be used for or amount to private benefit, private inurement, or excess benefit transactions.

Article VI Officers

Section 1. The Duties and Responsibilities of the President. The President is responsible for the supervision and management of the Head Coach in collaboration with the Executive Committee of the Board. The President will develop in concert with the Head Coach performance goals upon which he or she can be evaluated on an annual basis. The results of this evaluation will be used to determine compensation.

The President whenever possible shall preside at all meetings of the membership and of the Board of Directors, shall perform such duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a board president. A candidate for President must have at least one year of prior Board experience.

Section 2. The Duties and Responsibilities of the Vice President. The Vice President shall perform all duties incumbent upon the President during the absence of the President and perform such other duties as may be prescribed by the Board.

Section 3. The Duties and Responsibilities of the Secretary. The Secretary shall have responsibility for the custody and care of the corporate records of CW, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to CW, shall keep a list of members, and shall perform such duties as may be prescribed by the Board of Directors. The Secretary may delegate duties and responsibilities described herein to a paid employee of or consultant for CW as appropriate.

Section 4. Delegation and Responsibilities of the Treasurer. The Treasurer shall provide oversight of the correct and complete records showing accurately at all times the financial condition of CW, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of CW, shall furnish at meetings of the Board of Directors and membership or whenever requested by the Board of Directors a statement of the financial condition of CW, and shall perform such other duties as the Board of Directors may prescribe. The Treasurer may delegate the

completion of required documentation to a paid employee of or a consultant for CW as appropriate.

Section 5. Delegation of Powers. In case of the absence of any officer of CW, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director or a paid employee or consultant, for the time being, provided a majority of the Board of Directors concurs.

Section 6. Committees. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of CW. Such committees may be comprised of Directors, members, or other persons designated by the Board. Each committee will be under general supervision of a Committee Chairperson, designated by the Board, whose duty it is to ensure the committee is functioning properly under the direction of the Board, and to report committee activities and recommendations to the Board. Professional Staff of CW are eligible to be designated as Committee Chairperson or member. The Board shall always retain final decision-making authority over committees, while the Executive Director has final-decision making authority regarding CW operations..

CW will establish a Finance Committee made up of the President, Treasurer, Executive Director and up to two Board members. The Board will establish a Nominating Committee as described herein.

Section 7. Removal of a Member of the Board of Directors. A member of the Board of Directors, other than the Head Coach, may be removed from office by a majority vote of the Board of Directors, if: i) the Board member in question has missed three (3) consecutive Board meetings, or ii) the Board member has had his or her membership restricted, suspended or terminated in any way under Article II, Section 6 of these Bylaws.

Section 8. Indemnification of Directors and Officers CW shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such a person, or his successor or assign, is or was a Director, officer, or employee of CW against any judgment, award, and reasonable expenses, including attorney fees, actually and reasonably incurred by such person in connection with the defense of such action, suit, or proceeding. CW may also reimburse any such Director, officer, or employee the

reasonable costs of settlement of any action, suit, or proceeding if it shall be found by a majority of the membership to be in the interests of CW that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these Bylaws.

Article VII Contracts, Checks, Notes, etc.

Section 1. All contracts and agreements authorized by the Head Coach, unless otherwise directed by the Board of Directors, must be signed by either the Head Coach, President, or Treasurer. All checks and drafts issued by CW shall be signed by the Head Coach, President, or Treasurer or such other person as may from time to time be so authorized by the Board of Directors.

All expenditures, contracts or agreements valued greater than or equal to \$25,000 may be made only by approval of a majority vote of the Board members attending a meeting at which a quorum is present.

Article VIII Non-Profit Organization

Section 1. Non-Profit Organization. The Club shall, at all times, be operated on a non-profit basis. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall inure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions in full furtherance of the purposes and objectives set forth herein.

Section 2. Tax-Exempt Status. No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of a candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or of these Bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501(c)3 of the Internal Revenue Code.

Section 3. Affiliation With Michigan Swimming, Inc. The Club will participate in and be affiliated with Michigan Swimming, Inc. (“Michigan Swimming”). The Board shall designate one of its members or employees to represent the Club with Michigan Swimming. The Club shall follow the guidelines and policies of Michigan Swimming for the promotion and regulation of competitive swimming. The Club shall abide by decisions of the Swim Committee of Michigan Swimming with regard to all questions concerning competitive swimming, including the scheduling of meets, cutoff times, rules for the operations of Michigan Swimming sanctioned meets, codes of behavior for swimmers, coaches and parents, and the qualifications of officials.

Section 4. Conflict of Interest Policy. The Board of Directors will adopt and maintain a conflict of interest policy for CW.

Article IX Termination and Dissolution

The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of its members entitled to vote. In the event of such termination and dissolution, the Board shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club in a manner consistent with Section 501(c)(3) of the Internal Revenue Code.

Article X Amendment of Bylaws

These Bylaws shall be made, altered, amended or repealed only at an in person or virtual meeting of the general membership as provided for by these Bylaws. Written notice via email and/or posting on website of the time and location of the meeting and a digital copy of the proposed changes to the Bylaws shall be given to all member households at least ten business days prior to the membership meeting called to consider said Bylaw changes. Members who wish to vote by proxy may do so by submitting their vote to the Secretary of the Board 24 hours in advance of the meeting.