

**BYLAWS  
OF  
AMERICUS BLUE TIDE SWIM TEAM, INC.**

**ARTICLE 1 – ADDRESS OF REGISTERED AGENT**

The address of the registered office of the Corporation is 144 Columbus Avenue, Americus, GA 31709, and the name of the registered agent at this address is Tim DeMott.

**ARTICLE II – MEMBERS OF THE CORPORATION**

Any coach, adult team member, parent, guardian or legal custodian of a child who is a member of the Swim Team sponsored by the Corporation shall be deemed to be an active member of the Corporation. Only the active members of the Corporation are entitled to vote in the affairs of the Corporation, to serve as directors or officers, or to be counted toward a quorum at any meeting of the membership.

**ARTICLE III – QUORUM / MEETINGS**

A quorum for members' meetings will consist of ten (10) members. All members shall be notified of a meeting not less than twenty-four (24) hours prior to the meeting, if possible. Voting will be done by a show of hands and the majority will prevail.

To be considered an official meeting, the meeting must have been called by the president. The president must call a meeting when requested by two (2) other Board members, or by at least ten (10) members who are not on the Board of Directors.

**ARTICLE IV – ELECTION OF OFFICERS**

There shall be the following officers: President, Vice President, Events Director, Secretary, Treasurer, and at least (2) At-Large Members. Each elected office will be for a one (1) year term. The term will run from May 1<sup>st</sup> through April 30<sup>th</sup> or until their successors are elected.

**ARTICLE V – NOMINATING COMMITTEE FOR OFFICERS**

The selection of officer nominees will be made by a nominating committee. The nominating committee will consist of the Board of Directors. After the nominating committee has decided the slate of nominees, the entire membership of the Corporation shall elect officers. Nominations may also be made by any member from the floor.

## ARTICLE VI – DUTIES OF OFFICERS

### A. PRESIDENT

The president shall preside at all meetings of the general membership of the Corporation and Board meetings. The President shall appoint committees, provide guidance to and supervision of the coaching staff and perform all other duties normally associated with such office.

### B. VICE PRESIDENT

The Vice President shall be in charge of organizing all home meets and shall perform the duties of the president in the absence of the president and treasurer in absence of the treasurer. In addition, the Vice President shall coordinate parent chaperones when required.

### C. SECRETARY

The Secretary shall keep accurate records of the business of the Corporation and have available at each meeting the following (1) Minute Book, (2) Articles of Incorporation, and (3) Bylaws. The Secretary shall perform all other duties normally associated with such office including but not limited to conducting the correspondence of the corporation as directed by the President or Chief Executive Officer, send notices of meetings, maintaining a list of the membership and oversee marketing/advertising efforts.

### D. TREASURER

The Treasurer shall be in charge of the management of the financial affairs of the Corporation. The Treasurer shall be in charge of the collection and disbursement of the Corporation's funds. A treasurer's report is required at each meeting of the Board of Directors and general membership meeting. The Treasurer shall assist the Head Coach in (1) keeping a list of all swimmers who are USS members, (2) apply for USS membership for new swimmers, and (3) ensure the Secretary is informed concerning swimmer membership status.

The approval of the Board of Directors is required for any expenditure of funds over \$500, except for the payment of coaching fees, entry fees, and pool expenses. Any two (2) officers of the Corporation shall have the authority to authorize the emergency expenditure of funds less than \$500 and entry fees over \$500.

### E. EVENTS DIRECTOR

The Events Director shall be in charge of all non-meet fund-raising activities, annual award banquet, recruiting events, orientation program for new swimmers and their families, and other events as deemed by the Board.

### F. AT-LARGE MEMBERS

The Board should elect at least two At-Large Members to represent each practice location. The role of the At-Large Members is to provide feedback from the membership at their location to the Board and from the Board to the membership as needed as well as help with whatever needs the Board deems necessary.

## ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors will consist of the present elected officers, the Head Coach and the immediate past president, who will serve as Chairperson of the Board. Board meetings shall be called by the Chairperson at the request of any two (2) Directors. A quorum shall consist of fifty percent of the directors. The chairperson shall not vote except to break a deadlock; however, the chairperson shall be counted toward quorum requirements. The affairs of the Corporation shall be controlled and administered by the Board of Directors. The Board of Directors will consist of a minimum of five (5) and a maximum of fourteen (14) members. A majority vote of the members of the Board, present at a meeting, shall be required for any action. All Board members shall be notified of every Board meeting. The remaining Directors shall have the power to appoint members to fill the unexpired term of any Director who dies or resigns.

## ARTICLE VIII – DUES

The amount of the dues (swim fees) are to be established from time to time by the Board of Directors.

## ARTICLE IX – DISCIPLINE

The Head Coach of the Team will promulgate policies regulating the swimmers for disciplinary purposes as they deem necessary. These policies will be enforced as though written verbatim in these Bylaws and shall be reviewed from time to time by the Board.

## ARTICLE X – TEAM MEMBERSHIP

The Head Coach will have the full authority to accept or reject any person for team membership subject to Article XII of these Bylaws. Any rejection must be reported by the Coach to the President immediately, and the President shall report such rejection to the Board of Directors at the next Board meeting.

## ARTICLE XI – COACHES

The Head Coach will be appointed or dismissed by the Board of Directors; however, such initial appointment or dismissal must be ratified by a resolution passed at a members' meeting. The Head Coach shall be an independent contractor, and the compensation and benefits to be paid the Head Coach shall be set forth in the contract between the Corporation and the Coach. All assistant coaches shall be employed by the Head Coach or shall be sub-contractors engaged by the Head Coach.

The Head Coach shall also serve as the Chief Executive Officer of the Corporation with the following duties and powers: be the official representative of the Corporation at all meetings of Georgia Swimming, USA-Swimming, and other such associations; have the power to represent the Corporation in such capacity subject to review by the Board.

## ARTICLE XII – PARTICIPATION CLAUSE

There shall be no discrimination of any person for team membership, team participation or otherwise because of such person's race, religion, sex, national origin, color or creed.

### **ARTICLE XIII – MEMBERS BOUND BY BYLAWS**

All members of the Corporation shall be deemed to have agreed to the terms of these Bylaws by their payment of dues or participation in the swimming program of the Corporation.

### **ARTICLE XIV – DIRECTOR AND OFFICER INDEMNIFICATION**

Each person who is or was a director, officer, or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Law of the state of Georgia against any liability cost or expense incurred in the capacity as director, officer, or employee, or arising out of the status as a director, officer, or employee (including serving at the request of the corporation as a director, officer, employee, or agent of another corporation).

The corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

### **ARTICLE XV – AMENDMENT TO BYLAWS**

These Bylaws may be amended at any official meeting of the general membership of the Corporation by the affirmative vote of the majority of the members present at the meeting. However, before any proposed change in the Bylaws can be considered and voted on at a meeting, such proposed Bylaw change must be presented in writing to the membership at least three (3) days prior to the meeting. For the purpose of this Article, it shall be sufficient if such change in the Bylaws is mailed by first-class mail or by electronic submission to all of the current members at least five (5) days prior to the meeting and the party presenting such proposed change in the Bylaws to the membership must certify in writing that he has obtained a current list of the membership from the Secretary and that he has mailed a copy of the proposed Bylaw change to each of the members on such current list at least five (5) days prior to the meeting.

The foregoing Bylaws are certified to be the same as adopted by the Corporation on the 18<sup>th</sup> day of April, 2019; all prior Bylaws being hereby rescinded.

  
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SECRETARY