

Bylaws of the Westbrook Seals, Inc.
(Revised November 6, 2005)

The Westbrook Seals, Inc. is administrated by the Board of Directors.

I. **NAME**

This organization shall be known as The Westbrook Seals, Inc.

II. **MISSION**

The Westbrook Seals Swim Club will provide support in the form of fundraising and volunteers. This program will provide swimmers of all ages, through training and guidance, the opportunity to develop skills necessary to formulate and attain their goals.

VI. **PURPOSE OF THE WESTBROOK SEALS INC.**

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Westbrook Seals Inc is a nonprofit public benefit corporation for the purpose of fostering amateur sports competition and is not organized for the private gain of any person.

III. **MEMBERSHIP & RESPONSIBILITIES**

- A. Membership: All swimmers and parents/guardian of swimmers with membership fees in good standing shall be members of the Westbrook Seals.
- B. Responsibilities: Having a swimmer on the Westbrook Seals implies a willingness to serve as a member of the Board or its Committees and/or actively assist in the administrative/financial support required in the operation of the Westbrook Seals.
- C. Termination of Membership: (a) Causes of termination. The membership of a member shall terminate upon occurrence of any of the following events:
 - (i) The resignation of the member,
 - (ii) The failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors,
 - (iii) The determination by the board of directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.(b) Procedure for expulsion. Following the determination that a member should be expelled, *the corporation shall follow the expulsion procedure set for in the Maine Nonprofit Corporation Act.*
- D. Annual Membership Meeting notification by electronic mail, bulletin, phone tree and/or website.

IV. **THE BOARD**

- A. The Board of directors shall be elected at the annual meeting of the members of the corporation. The board of directors of the corporation shall consist of no fewer than five (5) and no greater than nine (9)

directors, all of who must be members of the corporation. See Board Election Policy.

1. Vacancies: The Board of Directors can appoint member into positions.
2. Removal of Board Member: A Board member may be removed, with or without cause, upon majority vote of the elected directors on the board. Example Code of Conduct violation.

B. Duties

The Board of Directors shall have full power and authority to set policy and direct the affairs and business of the corporation as provided in the Articles of Incorporation and these Bylaws, with such restrictions as may be imposed by the laws of the State of Maine. The duties of the Board of Directors shall be to implement the purposes of the corporation by setting policies and establishing goals and objectives and to obtain funds for the carrying out of the purposes of the corporation. All fees will be reviewed and determined by the Board as needed.

1. Chair or President of the Board
 - a. Shall be the liaison between active members and the Board.
 - b. Shall call General Membership meetings and Board meetings.
 - c. Shall make Standing Committee appointments.
 - d. Shall be responsible for coordinating the activities of the standing committees and other committees as established.
 - e. Shall preside at all Board and General Membership meetings. Board meets at least monthly, except in August. General Membership meets at least twice per year ie: September and April.
 - f. May, at their discretion, appoint a Chairperson-protem.
2. Secretary/Treasurer
 - a. Shall present a financial statement at each Board meeting.
 - b. Shall assist in gathering information for preparation of the budget.
 - c. Shall take minutes at Board meetings.
3. Meet Director
 - a. Automatically becomes member of board while performing in this role.
 - b. Responsible for Meet submissions, coordination of home meet activities including securing officials, timers and other volunteers.

Quorum and Voting

A majority of the members of the Board of Directors shall constitute a quorum.

V. **STANDING COMMITTEES**

Committees are those representing functions, which are continuing in the program of The Westbrook Seals, Inc. Each Board member is responsible for chairing a committee(s).

- A. Finance – To plan and maintain the present and long range financial management of The Westbrook Seals, Inc.
- B. Fundraising – To plan and implement the fundraising efforts of The Westbrook Seals Inc
- C. Board Election – Responsible for coordination of annual board election process. Refer to Board Election Policy.
- D. The Chair of the Board may set-up other Standing/Special Committees. The functions of these committees shall be provided for by the Board of Directors (Examples may be for policy review, Bylaws Review, Social Activity, Computer/Timing System Training, Travel Policy and Arrangements, Board Checklist/Sequence of Events.

VII. **PARLIAMENTARY AUTHORITY**

The rules contained in "Robert's Rules of Order, Revised Edition" shall govern in all cases, to which they are applicable, provided they are not inconsistent with the Constitution and Bylaws and Policies and Procedures.

QUORUM

One-third of membership constitutes a quorum.

VIII. **AMENDMENTS OF BYLAWS**

This Constitution and Bylaws may be amended or abolished in whole or in part by recommendation of the Board and approval of the General Membership. Amendments or deletions must be submitted to the General Membership for a vote. Amendments shall be approved by simple majority of those voting.

IX. **INUREMENT OF INCOME**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

X. **LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of the Association shall be the carrying of propaganda or otherwise attempting to influence legislation. The Association shall not participate in or intervene (including the publishing or distribution of statements) on behalf of any candidate for public office or political campaign.

XI. **OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- XII. **INDEMNIFICATION:** The Association shall maintain Indemnification Insurance.

XII. **DISSOLUTION**

Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.