

Bylaws of Birmingham-Bloomfield Atlantis

Article I: Name

1.1- The name of the non-profit corporation, which is qualified under 26 USC501(c)(3), shall be Birmingham-Bloomfield Atlantis hereinafter referred to as "Atlantis Swimming," and shall be managed at all times in such a manner as to qualify Atlantis Swimming for the 501(c)(3) exemption.

Article II: Purpose

1.1- To promote the sport of swimming and provide opportunities for youth to develop competitive swimming skills via a year-round program.

1.2- To encourage physical fitness, teamwork, and sportsmanship.

1.3- Support the development of swimmers of all abilities in a positive and inclusive environment.

Article III: Board of Directors

1.1- Atlantis Swimming shall be managed by a Board of Directors, hereinafter referred to as the "Board," acting in accordance with these bylaws.

1.2- The Board shall consist of six (6) Officers, as provided in Article IV, and the Head Coach. Each Officer is entitled to one (1) vote while the Head Coach shall cast the deciding vote in the event of a tie among the Officers provided the subject matter is not prohibited by conflict-of-interest restrictions. This includes, but is not limited to, the following: 1. Matters involving the Head Coach's own compensation, contract terms, evaluation, hiring, discipline, or termination. 2. Personnel decisions regarding employees directly supervised by the Head Coach. 3. Budget items that directly impact the Head Coach's compensation, responsibilities, or authority. 4. Complaints, grievances, or disputes involving the Head Coach. Any matter involving the Head Coach's family or close personal associates. Committee members shall be appointed by the Board and may attend Board meetings at the Board's discretion, but do not have voting rights.

1.3- The Past President shall serve as an ex officio non-voting member of the Board for one year immediately after their term as President ends.

1.4- The regular term of each elected Director shall be two years. The Board may vote to open for election additional seats for a one-year term in order to maintain an even ratio of seats that are up for election in any given year. The maximum period an individual may serve on the Board may not exceed eight (8) consecutive years. Only one member from the same family can be on the Board at any one time. All candidates for Directors nominated must be members in good standing and shall exclude employees of Atlantis Swimming and their spouses.

1.5- Election of Board of Directors

a. Elections- Elections of new Officers will be held electronically in the spring at the conclusion of the short course season. Results of said election will be shared with the Board, and the membership will then be notified. Nominees receiving the greatest number of votes will take office (begin their term) at the next regularly scheduled board meeting.

b. Vacancies- In the event of a vacancy other than normal term expiration, the Board may invite a member in good standing to serve as an Officer for an agreed upon period not to exceed two years. This must take place within two weeks of the effective date.

1.6- Removal from Office

Any Officer may be removed from their position with or without cause by two-thirds (2/3) majority vote.

1.7- Board Meetings

Meetings may be held no less frequently than ten (10) times per year. Two-thirds (2/3) of the voting Officers shall constitute a quorum. A meeting without a quorum can be held for informal discussion, but no votes may take place. Meetings may be held virtually or by phone, if all Officers participating are able to communicate and are deemed present.

1.8- In the event that important Atlantis Swimming business must be voted on between regular meetings of the Board, a vote by each individual Officer may be taken by phone or electronically and tallied by the President and Secretary. That result shall be the will of the Board as long as a quorum is satisfied.

1.9- Powers of the Board

The Board shall regulate and supervise the management, operations and internal affairs of Atlantis Swimming as it considers appropriate.

a. These powers shall include, but are not limited to, budget preparation and approval, adoption of policies and procedures pertaining to club operations, entering into any contracts or agreements necessary to carry out the purposes of Atlantis Swimming.

b. The Board has the authority to establish committees to promote the interests and activities of Atlantis Swimming. Such committees may be comprised of both Directors and members.

1.10- Powers of the Head Coach

The Head Coach is responsible for the day-to-day decisions and operations of the programs offered by Atlantis Swimming, according to the terms of the Head Coach's contract and the policies and budgets set by the Board. The Head Coach shall be responsible to the Board and shall have authority over all coaching staff.

Article IV Officers: Positions, Powers and Duties

1.1- The Officer positions of the Board shall consist of a President, Vice-President, Secretary, Treasurer, Safe Sport Coordinator, and Member-at-Large, and shall be chosen from the Board members by a majority vote of the elected Directors at the first board meeting following the

spring annual membership meeting. All Officers must also serve as voting Directors. To serve as President, a member must have served on the Board for at least six (6) months immediately prior to his/her selection as President.

1.2- The Board shall meet as deemed necessary and carry out the business of the organization in such a manner it considers appropriate.

1.3- The **President** shall:

- a. Preside over and call all meetings of the Board and Membership.
- b. Have general and active management of the business of Atlantis Swimming, ensuring that all decisions are made in the best interests of the organization.
- c. Ensure that all orders and resolutions of the Board are carried out.
- d. Perform such other duties as may be assigned by the Board.

1.4- The **Vice-President** shall:

- a. In the absence of the President, or in case of the President's inability to perform the duties of President, in conjunction with the Secretary, will have all the powers of the President and acting together shall see that all orders and resolutions of the Board are carried out.
- b. Serve as aide to the President.
- c. Appoint any committees, subject to approval by the Board, to undertake specific projects or otherwise further the interest of Atlantis Swimming and monitor and facilitate the activities of those committees.
- d. Perform such other duties as may be assigned by the Board.

1.5- The **Secretary** shall:

- a. Record and keep separately the minutes of all meetings, which shall be presented before the next applicable meeting for approval.
- b. Have charge and care of the corporate records of Atlantis Swimming together with the bylaws.
- c. Conduct the general correspondence of Atlantis Swimming in a timely manner. This includes, but is not limited to, notifying the Membership of meetings, Board actions, and issues members may have.
- d. Be responsible for the timely creation and sending of the agenda prior to each Board meeting.
- e. Perform such other duties as may be assigned by the Board.

1.6- The **Treasurer** shall:

- a. Keep accurate and complete records at all times, showing the financial condition of Atlantis Swimming with monthly, seasonal and annual reports.
- b. Disburse the funds of Atlantis Swimming as ordered by the Board, keeping proper records of such disbursements.
- c. Prepare and/or review the budget and fee structure for the current and upcoming year.
- d. Serve as an ex-officio member of all standing and special committees involving Membership and Budget.
- e. Collect and deposit all monies in the name of and to the credit of Atlantis Swimming in such depositories as the Board may direct.
- f. Be able to be bonded as provided in Article VIII, section 1.5.
- g. Perform such other duties as may be assigned by the Board.

1.7- The **Safe Sport Coordinator** shall:

- a. Ensure compliance with all Safe Sport policies and procedures established by USA Swimming.
- b. Serve as the primary point of contact for Safe Sport concerns, reports, or violations while maintaining confidentiality.
- c. Have access to all relevant records necessary to carry out these duties and report directly to the Board.
- d. Conduct periodic reviews of the Bylaws of Atlantis Swimming and prepare proposed bylaw amendments for consideration.
- e. Perform such other duties as may be assigned by the Board.

1.8- The **Member-at-Large** shall:

- a. Serve in a flexible capacity, providing assistance to the rest of the Board and Officers as needed.
- b. Act as a general representative of the Club.
- c. Fulfill the role of Chair of the Parent Liaison Committee.
- d. Coordinate, compile, and distribute the Club's monthly newsletter to the membership.
- e. Ensure the website is secure, functional, and up-to-date.

1.9- **Indemnification of Directors of the Board**

Atlantis Swimming shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of being or having been a

Director, Officer or duly authorized agent of Atlantis Swimming, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs, and legal representatives.

Article V: Bylaws

1.1- Bylaws

These bylaws, duly updated and adopted on September 19, 2025, succeed and take the place of any and all bylaws and amendments thereto which are declared null and void.

1.2- Amendments

Amendments to the bylaws can be made by the Board and/or the Membership. A two-thirds (2/3) majority vote is required by the appropriate entity.

1.3- Interpretation

Any question as to the proper interpretation of any provisions of these bylaws shall be determined by the Board.

Article VI: Membership

1.1- The benefits and services of Atlantis Swimming are available to anyone who wishes to participate in its programs and is physically able to do so, regardless of gender, race, color, religion, sexual orientation, or national origin.

1.2- Atlantis Swimming shall have one class of membership, granted annually each fiscal year. Membership includes adults and minor children who participate in its programs, as well as the parents or legal guardians residing with those minor children.

1.3- Active membership in Atlantis Swimming is limited to families who are in good standing. A member is considered to be in good standing when all applicable dues and fees for the current billing period have been paid, any outstanding balances from prior years have been satisfied, and no conflict of interest exists as determined by the Board. Only active members in good standing may participate in Atlantis Swimming programs. Additionally, each swimmer must maintain membership with "USA Swimming" or "US Masters Swimming," as applicable.

1.4- Each family in good standing with Atlantis Swimming shall have one (1) vote at any general or special meetings of the membership. The vote may be cast only in person by an adult member of the family. If the adults in a member's family cannot agree on how the vote should be cast, the vote shall be disallowed.

1.5- Membership shall terminate automatically if the requirements of Article VI are not met or if the Board determines that a member has engaged in conduct materially and seriously prejudicial to the interests and purposes of Atlantis Swimming. A member may resign at any time by providing written notice to the Membership representative; however, the resignation will not be effective until proper notice has been given, and all financial obligations to Atlantis

Swimming have been paid in full. Membership may also be paused if the member provides at least thirty (30) days written notice to the Membership Representative.

Article VII: Dues, Fees, Participation

1.1- Dues and Fees

Dues and fees shall be established by the Board in an amount to be sufficient to cover the anticipated expenses of Atlantis Swimming.

1.2- Payment Schedule

The Board shall be responsible for establishing the annual payment schedule and the policies governing payment of said dues and fees.

1.3- Discounts

The Board may authorize discounted group training fees, up to 100%, for any member or group of members in cases of financial hardship, exceptional volunteer commitment, or as an added benefit for coaches.

- Discounts of financial hardship must be approved by a three-fourths (3/4) majority of the Board.

- Discounts for all other cases must be approved by a two-thirds (2/3) majority of the Board.

- Such discounts shall not affect a member's status as an active member in good standing, as described in Article VI section 1.5.

1.4- Delinquent Accounts

If dues and fees remain unpaid for fifteen (15) days after the due date, the member in default shall be notified.

1.5- Changes in Group status

If a swimmer's training group assignment changes during the year, the resulting adjustment in dues shall be computed on a prorated basis. Any additional dues or fees are payable immediately. Any excess dues or fees previously paid shall be promptly refunded.

1.6- Participation

A quality program requires the active participation of all members in the hosting and staffing of swim meets and in other Atlantis Swimming activities. Membership carries with it the obligation to participate in these activities.

Article VIII: Accounting, Budget, and Finance

1.1- Fiscal Year

The fiscal year of Atlantis Swimming shall commence on September 1 and end on August 31 of the following year.

1.2- Audits and Taxes

The President, Treasurer, and Head Coach shall meet at least twice each year to review the financial records of Atlantis Swimming. An independent Certified Public Accountant (CPA) shall prepare the club's annual tax returns. The CPA shall be selected and approved by the Board.

1.3- Budget

An annual budget for each fiscal year shall be prepared by the Treasurer, President, and Head Coach. The budget must be approved by a two-thirds (2/3) majority of the Board.

1.4- Reimbursement

Officers, Directors, or members may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of Atlantis Swimming but shall otherwise receive no monetary compensation.

1.5- Bonding

All Directors or employees responsible for handling club funds (including, but not limited to, the President and Treasurer) shall be eligible to be bonded by an insurance company.

Article IX: Dissolution

1.1- Distribution of Assets

Upon dissolution of Birmingham-Bloomfield Atlantis, the net assets shall not inure to the benefit of any private individual or corporation. All remaining assets shall be distributed to one or more organizations operated exclusively for charitable or educational purposes, preferably related to swimming, as determined by the Board of Directors.

1.2- Earnings

No substantial part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II.

1.3- Political Activities

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

1.4- Compliance with Federal Tax Code

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by:

- a. A corporation exempt from federal income under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or
- b. A corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.