



HURRICANE PENGUINS SWIM CLUB

BYLAWS



2023
HURRICANE PENGUINS

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Article I – Name

Section 1: Naming

This non-profit corporation qualified under Internal Revenue Code § 501(c)(3), and is incorporated, organized and known as the Hurricane Penguins Swim Club (hereinafter referred to as “HVP” or the “Club”) shall be managed at all times in such a manner as to qualify HVP for the 501(c)(3) exemption.

Section 2: Address

The office address of HVP shall be 10325 Glynn Rd, White Lake, MI 48386

Section 3: Fiscal Year

The fiscal year of HVP shall commence on the first day of September each year and terminate on the 31st day of August of the following year.

Section 4: Collaboration

HVP’s Board of Directors will work in conjunction with HVP Head Coach to manage Hurricane Penguins Swim Club herein called the “Board”, acting in accordance with these Bylaws.

Article II – Purpose

Section 1: Purpose I

To uphold the standards of “USA Swimming, Inc.” (USA Swimming) and “Michigan Swimming, Inc. (Michigan Swimming) as they relate to competitive swimming.

Section 2: Purpose II

To teach young athletes to pursue and attain personal goals while learning the sport of competitive swimming.

Section 3: Purpose III

To provide all levels of swimming activity through competitive swimming programs geared to each swimmer’s ability. The emphasis will be on providing the maximum opportunity for competition for all swimmers.

Section 4: Purpose IV

To aid in the development of good character in young men and women who participate in competitive swimming activities.

Section 5: Purpose V

To develop physical fitness through regular planned programs of physical activity that include both practices and competitions.

Article III Membership

Section 1: Inclusiveness

The benefits and services of HVP shall be made available to any boy or girl who desires to participate in the program sponsored by the club and who is physically able to do so, regardless of race, color, religion, sex or national origin.

Section 2: Membership Levels

There shall be two classes of membership in HVP; 1) Account Members and 2) Competitor Members, both of which are collectively referred to as “Members.” Account Members shall be defined as the parents or legal guardians of Competitor Members. Competitor Members shall be defined as minors that are registered as swimmers of HVP.

Section 3: Registration

In order to participate with HVP, Members must submit the applicable dues and fees and remain current. Each Competitive Member must also be a Member of “USA Swimming.” Competitive Members will not be released to another USA Swimming team until all outstanding due and fees are paid to HVP. USA Swimming Membership and Registrations fees will be collected in the fall at SCY Season Registration. If a Member joins after this SCY Season and is not USA registered, the Member will have to register with USA Swimming through the club. Transferring Members will need to pay the fees for membership transfer.

Section 4: Waitlist

Membership shall be available to anyone who qualifies under Article III, but may be limited in number due to availability of coaching and facilities. Potential Members will be added to the HVP waitlist and will have the opportunity to join the team in accordance with the waitlist policy.

Section 5: Voting

Each Account Member shall be entitled to one (1) vote in the affairs of the Club, regardless of the number of parents or guardians associated with the Account Member or the number of Competitive Members that are associated with the Account Member, whenever Club business is undertaken at any General or Special meetings. To be eligible to vote, the Account Member must be current on all dues and fees at the time of the vote.

Section 6: Termination of Members

Membership shall terminate automatically if the requirements of Article III, are not met. A Member may resign their membership at any time by written notice to the Head Coach, but the resignation will not be effective until all obligations to HVP have been paid in full in accordance with the Team Handbook.

Article IV – Dues, Fees, and Participation

Section 1: Dues and Fees

Dues and fees shall be established by the Board with input from the Head Coach in such a manner to be sufficient to provide for the anticipated expenses of the Club and maintain a minimum cash reserve.

Section 2: Payment Schedule

The Board in conjunction with the Head Coach shall be responsible for establishing the payment schedule and the appropriate policies governing payment of said dues and fees. The payment schedule for each season will be defined in the Team Handbook.

Section 3: ACH/Credit Card Enrollment

All Members must enroll in the ACH/Credit Card payment system utilized by the Club. If the club is unable to collect from a Member's account due to insufficient funds or inaccurate account information, the Member's account will be assessed a \$10 late fee after 15 days of the due date and be subject to the provisions of article IV, section 4.

Section 4: Past Due Accounts

If any monies remain unpaid after 35 days from the due date, Members will not be allowed to sign up to participate in swim meet sign-ups. Every month if past due balances are not paid in full a \$10 late fee will be charged. When registering for a new Session/Season any unpaid balances must be paid along with registration fees for Members to participate. Any bank or credit card fees charges for insufficient funds will be charged to that Members account.

Section 5: Change in Swimmers' Group Status

In the event that a group status of a Competitive Member is changed during the year, the resulting change in dues or fees shall be computed on a pro rata basis and will be paid by the beginning of the month. Extra dues or fees will be collected via ACH/Credit Card at the beginning of the next month. Excess dues or fees paid shall be refunded within 30 days of notice.

Section 6: Refunds

There shall be no refund of dues, or release of obligation to pay dues, except as follows:

- (a) Change in Competitive Members Group Status – In accordance with Article IV, Section 5.
- (b) Special Situations –The Board, in the event of special situations, may authorize the refund of dues on a monthly pro rata basis. It must be approved by a 2/3 majority vote of the full Board.

Section 7: Joining Mid-Season

Any Member joining the Club mid-season and paying up front for the entire season will receive a prorated registration fee. Any Member joining the Club mid-season and paying monthly will maintain the same fees as posted for group status. All fees will be paid prior to their joining the club. All other requirements contained within Article IV will then apply.

Section 8: Participation

A quality program as conducted by the Club requires the active participation of all Members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities (e.g., timing system, etc.), in meeting and fulfilling practice group expectations and requirements as established by the coaching staff, and in other Club activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all Members. For meets hosted by HVP, the Board in its sole discretion, may assess a fee to Members who do not meet the volunteer requirements. The

requirements will be established by the Board and communicated to the Members in, at least, a Handbook available to the Members and/or prior to the scheduled date of the meet.

Section 9: Meetings of the Membership

The Membership shall meet as often as meetings are called by the Board, but not less than once each calendar year to elect Directors and to conduct such other business as may come before the Membership, including but not limited to amending the Bylaws. Except for the approval of such amendments, which specifically requires 2/3 (two thirds) of the Members present at such meeting to approve, any other action may be approved by a majority of the Members present at such meeting. Notice of any meeting must be provided to each Account Member at least seven (7) but not more than thirty (30) days prior to the meeting. All Account Members in good standing as of the date of the notice of such meeting are entitled to attend and to cast one (1) vote. AT THE SOLE DISCRETION OF THE BOARD, AND PROVIDED IT IS ANNOUNCED IN THE NOTICE OF SUCH MEETING, BEING "PRESENT AT SUCH MEETING" MAY INCLUDE PARTICIPATION OR VOTING PRIOR TO THE MEETING VIA ELECTRONIC MEANS.

Article V – Board of Directors

Section 1: The Board of Directors

The Board shall include a President, Treasurer, Secretary, and Head Coach. The Board may include a Vice-President, Volunteer Coordinator, and 1-2 Members-at-Large, not to exceed seven (7) directors.. Each Director shall have one vote.

Section 2: Term of Directors

With the exception of the Head Coach, the term of any Director shall be two (2) years. Members must be with the club for a minimum of one full season before running for the Board. The Head Coach may serve on the Board without any limitations as to the number of years.

Section 3: Election of Directors

- (a) The Board shall notify the Membership of any expiring terms or vacancies on the Board and the Board shall accept the nominees' nominations from any Account Member that has given their consent and who is in good standing. The Board shall prepare a slate of candidates and distribute the proposed slate to the Membership at least 2 weeks prior to the election meeting. Additional nomination from the floor will be accepted at the time of the election with the consent of the nominee. Candidates must submit Volunteer Criminal History Form as set forth in the HVP Handbook and the Board reserves the right to conduct background checks for candidates filling certain offices. Any candidate convicted of a felony or a misdemeanor criminal sexual offense will not be permitted to be a candidate.
- (b) Election of new Directors may be conducted by way of electronic or ballot vote. Nominees receiving the greatest number of votes will take office immediately following the election.
- (c) After the general election, the Board of Directors shall elect the Officers of the Corporation. The officers of the Corporation will serve a 1-year term and are eligible for re-election. A Director may not be elected the President or Treasurer within the first year of his/her Board of Director term.
- (d) Should vacancies occur on the Board for any reasons other than normal term expiration, the President shall invite a Member to serve out the remainder of the term subject to the approval

of the majority of the Board of Directors. If the Presidency becomes vacant, the Board shall elect a President from the existing Board Members to complete the President's term, by majority vote.

Section 4: Removal of Directors from Office

Any Director may be removed from office with or without cause, by 2/3 majority vote of all other Board Members, with the exception of the Head Coach. The Head Coach cannot be voted off the Board of Directors without cause and full majority vote of all Board of Directors. The Head Coach may be removed as the head coach and from the Board by 2/3 majority vote of the Membership, at a General or Special meeting with notice specifying the intention to present such resolution for a vote.

Section 5: Meeting of the Board

Meetings of the Board of Directors may be held no less frequently than six (6) times per year and shall be open to the Membership. A majority of the Board of Directors shall constitute a quorum. Except as otherwise provided in these Bylaws, the act of the majority of the Board members present at which a quorum is present shall be the act of the Board of Directors. Three days' notice will be given all Directors of special meetings called by the President or by the majority of Directors.

Section 6: Powers of the Board.

The Board shall regulate and supervise the management and operations of the Club. It shall attend to all internal affairs of the Club, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these Bylaws expressly conferred upon the Board, it may exercise all the powers of the Club and to all such lawful acts and things as are not by statute or required to be done or exercised by the Members.

- (a) These powers shall include budget preparation and approval, adoption of rules and regulations pertaining to Club operations, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club.
- (b) The Board has the authority to establish committees as it may affect and promote the interests and activities of the Club. Such committees may be composed of both Directors and other Regular Members.

Article VI - Officers: Powers and Duties

Section 1: The President

The President shall:

- (a) Preside at all meetings of the Board, have general and active management of the business of the Club, and see that all orders and resolutions of the Board are carried into effect.
- (b) Chair any Regular or Special meetings of the Membership.
- (c) Appoint any committees, special or standing, subject to approval of the Board, to undertake specific projects or otherwise to further the interests of the Club.
- (d) Record and keep the minutes of all meetings of the Board of Directors or Members or both, which shall be presented before the next applicable meeting for approval.
- (e) Perform such other duties as the Board may direct.
- (f) Break all voting ties at Board or Membership meetings.
- (g) Conduct the general correspondence of the Club.

Section 2: The Vice-President

The Vice-President shall:

- (a) In the absence of the President, or in case of the President's inability to perform the duties of the President, in conjunction with the Treasurer, will have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- (b) Shall work in conjunction with the Head Coach and the Board to perform any duties as each may direct.
- (c) Maintain the communication system between the Board and the membership.

Section 3: The Secretary

The Secretary shall:

- (a) Record and keep the minutes of all meetings of the Board of Directors or Members or both, which shall be presented before the next applicable meeting for approval.
- (b) Be responsible for the timely sending of notices of meetings and for keeping Members informed of actions by the Board or of issues that the Board or other Members may bring before the Membership.
- (c) Conduct the general correspondence of the Club and perform such duties as are appropriate for the office of Secretary or as the Board directs.

Section 4: The Treasurer

The Treasurer shall:

- (a) Keep correct and complete records showing accurately at all times the financial condition of the Club.
- (b) Collect and deposit all monies and other properties in the name of and to the credit of the Club in such depositories as the Board may direct.
- (c) Disburse the funds of the Club as ordered by the Board, keeping proper records of such disbursements.
- (d) Perform any other duties as are appropriate for the office of Treasurer or as the Board may direct.
- (e) The duties enumerated herein may be delegated, at the sole discretion of the Board, to an individual employed or contracted by the club and managed by the Board.

Section 5: Head Coach

The Head Coach shall:

- (a) Obtain and solicit resumes for assistant coaches and present the assistant coach resumes to the Board for approval. Approval to engage an assistant coach requires majority vote of the Board.
- (b) Maintain appropriate number of assistant coaches for the number of Competitor Members.
- (c) Communicate expectations of the Competitor Members to both the Account Member and Competitor Members.
- (d) Communicate about the performance and development of the Competitor Members to both the Account Member and Competitor Members.

- (e) Communicate and enforce the Team Travel Policy, the Code of Conduct, the Bullying Policy, and the Electronic Communication Policy as set forth in the Handbook.

Section 6: Members-at-Large

Members-at-Large shall:

- (a) Each have one vote on the Board of Directors.
- (b) They may also be responsible for chairing a Club committee.

Article VII – Indemnification and Liability

The Club shall obtain and maintain Directors and Officers Insurance.

The personal liability is eliminated concerning a Director to the Corporation, its shareholders, or its Members for monetary damages for a breach of the Director's or officer's fiduciary duty. The provision does not eliminate or limit the liability of a Director or officer for any of the following:

- (a) A breach of the Director's or officer's duty of loyalty to the Corporation, or its members.
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.
- (c) A violation of MCLA, Section 450.2551 Liability of directors for certain corporate actions; liability of shareholder or member accepting or receiving distribution contrary to act. Sec. (1) which provides Directors who vote for or concur in any of the following corporate actions are jointly and severally liable to the corporation for its benefit or for the benefit of its creditors, shareholders, or members, for any legally recoverable injury suffered by the corporation or those creditors, shareholders, or members as a result of the action in an amount that does not exceed the difference between the amount paid or distributed and the amount that lawfully could have been paid or distributed: (a) Declaring a share dividend or distribution to shareholders or members that is contrary to this act or contrary to any restriction in the articles of incorporation or bylaws. (b) Making a distribution to shareholders or members during or after dissolution of the corporation without paying or providing for debts, obligations, and liabilities of the corporation as required under section 855. (c) Making a loan to a director, officer, or employee of the corporation or a subsidiary of the corporation that is contrary to this act.
- (d) A transaction from which the Director or officer derived an improper personal benefit.
- (e) An act or omission occurring before the effective date of the provision granting limited liability.
- (f) An act or omission that is grossly negligent. The Club assumes all liability to any person other than the Club, or its Members for all acts or omissions of a volunteer Director incurred in the good faith performance of the volunteer Director's duties.

The Club holds harmless and assumes the liability for all acts or omissions of a Director, officer, or other volunteer occurring on or after the effective date of these bylaws granting limited liability if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- (b) The volunteer was acting in good faith.

- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- (d) The volunteer's conduct was not an intentional tort.
- (e) The volunteer's conduct was not a tort out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Article VIII - Accounting, Budget, and Finance

Section 1: Audits and Taxes

- (a) The Treasurer, President and Head Coach shall meet 2 times each year to review the financial books of the Club.
- (b) A Certified Public Accountant ("CPA") shall prepare the tax returns for the Club each year and the CPA shall be chosen and approved by the Board.

Section 2: Budget

A budget for the next fiscal year shall be prepared by the Treasurer, President and Head Coach. The budget must be approved by a 2/3 majority of the Board of Directors.

Section 3: Contracts

Contracts for personal services that are longer than a 12-month term shall require a 2/3 majority of the Board of Directors. Contracts involving loans, employees, leases or other obligations of more than 24 months' duration shall have to be approved or ratified by a majority of the Board of Directors of the Club.

Section 4: Reimbursement

Officers, Directors, or Members may be reimbursed for reasonable out of pocket expenses made on behalf of the Club. All reimbursement will require proper receipts/documentation, if proper receipts or documentation cannot be provided, no reimbursement will be provided.

Section 5: Banking/Funds

All Club funds shall be invested in reputable accounts and insured by the FDIC.

Article IX-Committees

Section 1: Committees

These committees are established by these Bylaws with duties and responsibilities as described herein. All powers assigned to committees are subject to the authority of the Board. Not all committees will be active at any given time, and their operation is at the discretion of the Board.

- (a) Finance Committee – Chaired by the Treasurer, this committee shall be responsible for budget preparation, management of expenses, recording of dues and entry fees, incentive programs, fee structure, and any other financial matters pertinent to Club operations.
- (b) Fundraising/Development Committee – This committee shall concern itself with fundraising options for the Club and development thereof.

- (c) Swim Meet Committee – This committee shall be co-chaired by the Meet Director and Meet Manager and shall be involved in all activities concerned with running HVP sponsored swim meets.
- (d) Apparel Committee – The Apparel Committee shall be responsible for all functions related to the selection, acquisition, and distribution of team apparel in conjunction with the Head Coach and related items and shall be chaired by a Member-at-Large, designated by the Vice-President.
- (e) Activities Committee – Shall involve Club sponsored activities which benefit the swimmers and shall be chaired by a Member-at-Large, and designated by the Vice-President. Not all activities will be funded by the Club, and the Activities Committee will make clear communication to Members of team financial responsibility or individual financial responsibility for each activity.
- (f) Volunteer Committee – Shall be responsible for making recommendations, tracking and implementing volunteer hours as well as working with the Club Treasurer to assess fees upon families who have not filled their obligation. A chairperson shall be designated by the President.
- (g) Special Committees – These committees shall be established by the President or the Board with their duties and powers subject to the authority of the Board. A chairperson shall be designated by the President. To include but not limited to: Concessions, Hospitality, Social Media Committee, Communications Committee etc.

Section 2: Committee Reporting

Appropriate committees as determined by the Board, may be called to give a report of their activities to the Board at regularly scheduled monthly Board meetings.

Article X - Bylaws and Rules of Order

Section 1: Bylaws

These bylaws, duly adopted on [REDACTED] 2020, succeed and take the place of any and all bylaws and amendments thereto, which are declared null and void.

Section 2: Amendments

Amendments to these bylaws can be made by a two-thirds (2/3) vote of the Membership. See Article IV, Section 9 for notice requirements and provisions for electronic participation at the Board's discretion.

Section 3: Interpretation

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

Section 4: Emergency Votes

In the event that important Club business must be voted on between regular Club meetings, a vote by each individual Board member may be taken by telephone or electronically and tallied by the President and Vice President. That result shall be the will of the Board as long as a quorum is satisfied.