

**ROCKFORD RIPTIDE SWIM TEAM
PARENT'S ASSOCIATION
BY-LAWS**

A Non profit Association

Article 1 – Definitions

- 1.1 General Membership shall be comprised of any parent(s) having children enrolled in the Riptide Swim Team.
- 1.2 Board of Trustees shall mean those parents elected or appointed to the board of trustees of the Riptide Swim Team Parent's Association.
- 1.3 Family shall mean both parents, or legal guardian, and all children enrolled in the Riptide Swim program. A family is entitled to one vote to elect trustees, or any other general business that may arise.
- 1.4 Good Standing shall mean a trustee, or family, who must have an enrolled swimmer in the Riptide program (any season) and it not delinquent in paying their fees to Rockford Riptide.
- 1.5 Season shall mean any of the following: regular winter, regular summer, or any pre-season (fall or spring).

Article 2 – Board of Trustees

- 2.1 Board of Trustees. The business and affairs of the Association shall be managed exclusively by a Board of Trustees. In addition to exercising all of the other powers conferred upon the Board of Trustees by law, the Board of trustees may enter into a trust agreement on behalf of the Association with a trust company, bank, or other institution with trust powers, or designate of holding, administering and managing all or any of its properties, subject always to the direction of the Board of Trustees. Any institution so designated may be compensated in accordance with its current fees for such services.
- 2.2 Number. The Board of Trustees shall consist of five to nine qualified parents. Appointments to the board (other than those necessitated by unexpected vacancies) shall be for staggering two (2) year terms, so that the terms of approximately one-half (1/2) of the trustees shall expire immediately following each year's annual meeting. Each family shall be limited to one adult member on the board at any time. The head coach(es) shall hold an ex officio trustee position(s), with voice-and vote (with the exception of coaching contract items) on the board of trustees and shall not constitute one of the five to nine persons on the board.
- 2.3 Resignation and Removal. A trustee may resign during their term by notice to the Secretary or President of the Association. Said resignation shall be effective upon receipt by the Association or at a subsequent time as set forth in the notice. Any trustee may be removed from the board, with or without cause, by a two-thirds (2/3) vote of the trustees of the Association. In the event of death, resignation or removal of a trustee, his or her successor may be selected by the remaining trustees of the board and that person shall serve for the unexpired term of his or her predecessor. in the event of an increase in the number of trustees, that appointed trustee shall serve until the next annual meeting. If the board remains within the stated number of members needed, a board position may remain vacant until the subsequent annual meeting.
- 2.4 Re-election. To preserve consistency on the board, the board may, by majority vote, appoint any existing and interested officer(s) to an additional two-year term upon their completion of a term as long as they agree to continue being an active member of the Executive Committee. Any board members outside of the executive committee would need to submit their nomination and

these, along with any other remaining vacancies, shall be communicated to the Association. Should the number of parties interested in a board member position exceed the number of vacancies a general membership election shall be held coinciding with the annual meeting.

Article 3 – Meetings of Trustees

- 3.1 **Place of Meeting and Records.** The trustees shall hold their meetings, maintain the minutes of the proceedings of meetings of the board of trustees, and keep the books and records of account for the Association, in such place or places, within or outside the State of Michigan, as the board of trustees may from time to time determine.
- 3.2 **Regular Meetings.** Regular meetings of the board of trustees shall be held on the second Monday of each month, unless otherwise determined by the board of trustees, without notice, at such place and hour as may be fixed from time to time by the board of trustees. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.
- 3.3 **Special Meetings.** Special meetings of the board of trustees may be called by the President on the written request of any one (1) trustee, upon at least two (2) days written notice to each trustee, or twenty-four (24) hours notice given by email, telephone or in person. The notice does not need to specify the business to be transacted or the purpose of the special meeting.
- 3.4 **Quorum and Vote.** A majority of trustees on the board of trustees, then in office, constitutes a quorum for the transaction of business, and the vote of a majority of the trustees present at any meeting at which a quorum is present constitutes the action of the board of trustees, unless the vote of a larger number is specifically required by the Articles of Association or these bylaws. If a quorum is not present, the trustees present must adjourn the meeting from time to time and to another place, without notice other than the announcement at the meeting, until a quorum is present. An absent trustee may proxy their vote in writing to another trustee present at the meeting.
- 3.5 **Action Taken Without a Meeting.** The trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of at least 2/3 of the trustees. Any action approved shall have the same effect as though taken at a meeting of the trustees.
- 3.6 **Compensation of Trustees.** Trustees shall be paid no compensation or fees for their services as trustees (including officers). Nothing contained in this paragraph shall be construed to preclude any trustee from serving the Association in any other capacity and receiving compensation therefore. Any trustee may be reimbursed for his or her actual reasonable expenses incurred in the performance of his or her duties.

Article 4 – Annual Meeting

Annual meetings of the general membership to elect trustees, if needed, shall be held in February or March of each year at such time as may be fixed by the board of trustees and posted not less than two weeks before that date. A vote of the majority of the active families constitutes the action of the general membership. If such meeting is not so held, for any reason, the annual meeting of the general membership shall be called in the same manner as hereinafter provided for special meetings of the board of trustees. Any business conducted at this meeting, other than the election of new trustees, may not be voted on by the general membership.

Article 5 – Officers

- 5.1 **Officers.** The officers of the Association shall be a President, a Vice-President, a Treasurer and a Secretary, and such other officers as the board may from time to time by resolution create, however, all officers must be trustees in good standing. No trustee shall hold more than one (1)

office at any time, excepting the office of Secretary and Treasurer, which may be held by the same person at the discretion of the board of trustees.

- 5.2 Election of Officers. The election of officers shall take place at the first meeting of the board of trustees following each annual meeting.
- 5.3 Term. The officers of the board shall be elected annually by the board and each shall hold office for one (1) year unless he or she shall sooner resign, or shall be removed, or otherwise be disqualified to serve.
- 5.4 Resignation and Removal. Any officer may resign at any time giving notice to the board or the President or Secretary. Any officer may be removed at any time, with or without cause, but only by affirmative vote of two-thirds (2/3) of the board of trustees.
- 5.5 Vacancy. A vacancy in any office may be filled by appointment by a majority vote of the board. An officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
- 5.6 Duties. The duties of the officers are as follows:

President: The President shall preside at all meetings of the membership and of the board of trustees, shall perform such other duties as may be determined by the board of trustees and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

Vice-President: The Vice President shall perform all duties incumbent upon the President during the absence, inability or refusal to act of the President and perform such other duties as may be described by the board of trustees.

Treasurer. The Treasurer shall have the custody of the Association's funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Association. The Treasurer shall deposit money and other valuables in the name, and to the credit of, the Association in such depositories as may be selected by the board of trustees. The Treasurer shall disburse the funds of the Association as may be ordered by the board of trustees taking proper vouchers for such disbursements. Trustees other than the Treasurer may be authorized to sign Association checks and perform other financial duties. The Treasurer shall also perform such other duties as may be assigned by the board of trustees.

Secretary. The Secretary shall record the votes and all the proceedings of the meetings of the trustees and shall perform all duties incident to the office of Secretary and such other duties as may be designated by the board of trustees.

Article 6 – Committees

The board of trustees shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Association. Such committees may be comprised of both trustees and other persons from the general membership. Any member of any committee may be removed from the committee, with or without cause, by a vote of the majority of the trustees.

Article 7 – Contracts, Loans, Checks and Legal Action

- 7.1 Contracts. An officer of the board of trustees, with board approval, may enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Association. In addition, the board of trustees may authorize any officer or officers, agent or agents, to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

- 7.2 Loans. No loans shall be contracted on behalf of the Association, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the board of trustees. Such authorization may be general or confined to specific instances.
- 7.3 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association and in such manner as shall from time to time be determined by resolution of the board of trustees.
- 7.4 Deposits. All funds of the Association, not otherwise employed, shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board of trustees may select.

Article 8 – Miscellaneous

- 8.1 Fiscal Year. The fiscal year of this Association shall be aligned with Rockford Community Services (currently ending on June 30 of each year) or such other day as may be fixed by resolution of the board of trustees from time to time.
- 8.2 Indemnification. The Association shall indemnify to the fullest extent authorized or permitted by law any person, and his or her estate and personal representative, who is made or threatened to be made a party of an action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a trustee or officer of the Association or serves or served any other enterprise at the request of the Association.
- 8.3 Amendments. The power to make, alter, amend or repeal these by-laws is vested in the board of trustees. The affirmative vote or a majority of the actual number of trustees elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the code of by-laws.