

BYLAWS OF SEA DEVILS

Table of Contents

Organization Name

Mission Statement

Purpose

ARTICLE I: OBJECTIVES AND BASIC POLICY

ARTICLE II: MEMBERSHIP AND DUES

ARTICLE III: MEETINGS

ARTICLE IV: BOARD OF DIRECTORS

ARTICLE V: OFFICERS

ARTICLE VI: CORPORATE SEAL

**ARTICLE VII: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES
AND AGENTS**

ARTICLE VIII: NON-PROFIT ORGANIZATION

ARTICLE IX: EMPLOYEES

ARTICLE X: DEPOSITS

ARTICLE XI: CONTRACTS

ARTICLE XII: DISSOLUTION

ARTICLE XIII: FISCAL YEAR

ARTICLE XIV: CONFLICT OF INTEREST POLICY

ARTICLE XV: AMENDMENT OF BYLAWS

ARTICLE XVI: MISCELLANEOUS

**AMENDED AND RESTATED BYLAWS
OF
SEA DEVILS**

Organization

The name of the organization shall be Sea Devils, f/k/a St. Michael/Albertville Area Swim Club (hereafter, "Sea Devils," "Club," "organization" or "corporation"). The principal address of the corporation at the time of adoption of these Bylaws is 12928 44th Place, N.E., Saint Michael, MN 55376 and may be changed from time to time. The corporation may have offices at such other places either within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Mission

The Sea Devils' mission is to create and maintain a swim club that embodies the spirit of competitive swimming for individuals primarily under the age of eighteen (18) years old. Sea Devils will emphasize the principles of a healthy lifestyle by focusing on the benefits of physical exercise, good nutrition and mental training through goal setting. Sea Devils will encourage its swimmers to become well-rounded individuals with a healthy balance of family, school, friends and swimming. Sea Devils will strive to provide an opportunity for swimmers at all levels of competitive swimming, starting with the beginning swimmer through high school and national levels. Sea Devils will utilize resources within the community and work with other organizations to achieve the greatest mutual success.

Purpose

Sea Devils is organized exclusively for one or more of the purposes as specified in Section 317A of the Minnesota Statutes and Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Sea Devils will operate as a year-around competitive swimming program in accordance with the guidelines, rules and requirements of USA Swimming and Minnesota Swimming, Inc. (together the State and National Governing Bodies), which will promote the sport of amateur swimming and progress into competitive swimming at the local, state and national levels in accordance with each swimmer's respective abilities and goals. Sea Devils is also organized to provide a structured environment for teaching, coaching, and educating individuals about the sport of swimming. Sea Devils will also foster relationships between the swimmers, parents and coaches, and promote values of discipline, leadership, sportsmanship, physical fitness, goal setting, and excellence in accordance with the Sea Devils' mission.

The power of the Club shall include the following:

- a) The participation in and conducting such swimming meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the Club;

- b) The publications and distribution of programs, newsletters, and other publications designed to promote the activities and affairs of the Club;
- c) The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- d) The contribution of money or other things of value for scholarships, programs, or other causes in furtherance of the affairs and interests of the Club;
- e) The retaining of such persons, firms, or corporations as may be necessary in order to provide special services to the Club;
- f) The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer in the affairs of the Club;
- g) The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons; and
- h) The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE I OBJECTIVES AND BASIC POLICY

Section 1: The Club shall strive for the improvement of its swimmers and promotion of competitive swimming in accordance with the State and National Governing Bodies.

Section 2: The Club shall strive for the establishment and maintenance of a competitive swimming program that promotes good sportsmanship, physical and mental conditioning for competitive swimming, and team spirit.

Section 3: The Club shall strive to develop competitive swimmers for their respective mental, physical, and emotional betterment.

ARTICLE II MEMBERSHIP AND DUES

Section 1: Generally. Subject only to the limitations and provisions outlined in these Bylaws or adopted from time to time by the Board of Directors, membership will be open to certain individuals without regard to race, color, religion, gender, disability, sexual orientation, national origin, or other minority status, who have satisfactorily shown a desire to aid and assist in the purpose and mission of Sea Devils.

Section 2: Eligibility. The general membership shall consist of the Head Coach (as that person is identified with specificity below), and the following two classes of membership: (1) Regular Members, and (2) Athletic Members (together, all classes of membership shall be referred to collectively, as the "Members"). Regular Members shall be defined as the parents or legal guardians of swimmers registered with Sea Devils. Athletic Members shall be those individuals registered with Sea Devils who have attained the age of eighteen (18), are emancipated from their parents and are still eligible to participate as competitive swimmers with Sea Devils pursuant to the State and National Governing Bodies. Members must remain in good standing at all times, which shall be defined as (1) having a valid registration on file, including all registrations fees paid in full, (2) all other fees are paid in full, and (3) the swimmer (i.e. child of a Regular Member) is eligible to participate according to State and National Governing Bodies and (4) each Member has complied with these Bylaws and the other governing documents of Sea Devils.

Section 3: Rules and Policies. All Members must abide by the rules, policies and procedures established by the Board of Directors. In addition, swimmers must be approved by the Head Coach. Swimmers must have his or her parent/guardian's permission to swim with Sea Devils. Swimmers must conform to Club rules and regulations, including but not limited to, rules designed to ensure water safety and Club functions. The Head Coach, in communication with the Board of Directors, shall have the right to initiate and conclude any action regarding the expulsion of a swimmer from the Club in order to insure these objectives.

Section 4: Dues/Fees.

- a) Each Member is required to pay annual membership fees in accordance with the State and National Governing Bodies for insurance prior to swimming. Uninsured swimmers will not be allowed to swim or participate in any Club functions.
- b) Members shall also be required to pay dues/fees in accordance with the Club payment structure, as determined from time to time by the Board of Directors.
- c) Additional fees/dues will be charged to the Members for meets, regardless of whether swimmer was a "no-show."
- d) Swimmers needing financial assistance may be considered for scholarship funds, if available; provided, however, only applicants who meet certain criteria established by the Board of Directors from time to time and properly complete the necessary paperwork with USA Swimming will be considered.

Section 5: Voting Members. Only Regular Members in good standing may vote and otherwise participate in the activities of the Sea Devils (except as otherwise stated in these Bylaws).

**ARTICLE III
MEETINGS**

Section 1: Regular monthly meetings of the Board of Directors shall be held at such place as may be designated and at such time as shall from time to time be determined by the Board of Directors.

Section 2: Special meetings of the Board of Directors may be called for any purpose or purposes either by the President, or during the President's absence, by a Vice-President, after at least twenty-four (24) hours notice to each member of the Board of Directors either personally, by telephone or by email. Special meetings shall be called by the President in like manner and with like notice on the written request of any member of the Board of Directors.

Section 3: A mandatory meeting for all new Members will be conducted after the start of each season. The time and place shall be determined by the President and Head Coach, with notice being given personally by mail, email or posting on the Club's website or other social media outlet.

Section 4: Except as otherwise provided in these Bylaws or by law, notice shall be given to each member of the Board of Directors of the time and place of each meeting of the Board of Directors, but any member of the Board of Directors may, in writing, either before or after the meeting, waive notice thereof, and without notice, any member of Board of Directors, by his or her attendance at any meeting shall be deemed to have waived notice thereof.

Section 5: The President or his/her designee shall preside over each membership meeting.

Section 6: Any action required or permitted to be taken at a meeting of the Board of Directors (including the Amendment of these Bylaws) may be taken without a meeting if all of the Directors consent, in writing (which may be given by electronic transmission), to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Directors of the Club.

Section 7: Meetings to be held by the Board of Directors or Officers may be done in a meeting by video conference telephone or similar communications equipment, including email.

Section 8: In August of each year, the Board of Directors shall have a meeting dedicated to the annual budget. Such meeting shall be held at a time and location to be determined by the Board of Directors. Notice of such meeting may be given at any previous meeting or as set forth above.

ARTICLE IV BOARD OF DIRECTORS

Section 1: GENERAL AUTHORITY. The Board of Directors shall be responsible for the policy-making and business affairs of the corporation and may exercise all the powers and authority granted to by law and these Bylaws.

Section 2: COMPOSITION. The Board of Directors shall be composed of the six (6) elected officers (see Article V) and the Head Coach for a total of seven (7) members.

Section 3: TERMS AND ELECTIONS. Each Board member will hold office until the term for which the person was elected or appointed as an officer ends (in the case of the Head Coach, until his or her termination as Head Coach) and a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of such Board member.

Section 4: REMOVAL. A director may be removed with or without cause by a majority vote of the entire Board of Directors of this corporation provided, however, that a director shall not be removed from office unless the notice of the regular or special meeting at which removal is to be considered, states such purpose. When a member of the Board of Directors has been removed, a new director may be elected at the same meeting. Any director being removed shall also be removed and replaced as an officer.

Section 5: ADVISORY COMMITTEE. The Board of Directors may appoint an Advisory Committee consisting of an unlimited number of persons. The Advisory Committee shall advise the corporation in financial, functional and policy matters and make recommendations to the corporation as to overall work and programs.

Section 6: QUORUM. At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but if less than a quorum is present, those members of the Board of Directors present may adjourn the meeting from time to time until a quorum shall be present.

Section 7: COMPENSATION. The Board of Directors may fix compensation of members of the Board of Directors for services performed.

Section 8: NO LOANS TO DIRECTORS. The corporation shall not lend any of its assets to any member of the Board of Directors of the corporation. If any such loan be made, the members of the Board of Directors who make such loans, or asset thereto, shall be jointly and severally liable for repayment or return thereof.

Section 9: VOTING. Each member of the Board of Directors shall have one (1) vote. Issues shall be passed by a majority vote of those present, except for the removal of any Director, which action shall require the approval of two-thirds (2/3rds) of those present.

ARTICLE V OFFICERS

Section 1: DESIGNATION AND ELECTION. The Members shall elect a President, Vice President, Secretary, Treasurer, Registrar, Director of Communication and any other officers and agents deemed to be necessary. No person may hold the offices of President and of Vice President or President and Secretary at the same time, but any person may hold any other two offices at the same time. Elections for the officers will be held every March at a meeting of the Members with the terms of President, Secretary, and Treasurer being held in odd years alternating with the terms of Vice President, Registrar, and Director of Communications being held in even years. All terms shall be for two (2) years and each officer may serve an unlimited

number of terms. All officers will hold office until the term for which the officer was elected ends and a successor is elected and qualified, or until the earlier death, resignation, removal, or disqualification of such officer. Any vacancy of an officer position shall be filled by appointment by the Board of Directors upon a majority vote. Nominations for officer positions will be accepted by the present President or his/her designee in February of each year or as otherwise set forth by the Board of Directors from time to time. Each candidate shall submit to the Board of Directors a brief statement of his/her desire to become an officer. Such statement shall include the candidate's wishes to be elected and a brief statement of why he/she wants to be elected. These statements will be compiled and distributed to the Members along with details and deadlines of the election procedures. The voting process will be administered by the then current Board of Directors. All Members eligible to vote shall elect the new officers by majority vote; provided, however, that each household of a registered swimmer shall only be entitled to one (1) vote for purposes of electing new officers. In addition, for purposes of electing new officers, a quorum shall be established when ten percent (10%) of the Members then eligible to vote are present. There will be no proxy voting. The candidate receiving the highest number of votes cast for each officer position shall be declared elected. In the event only one nomination for each officer position is received for said position, no election will be held, and if no objections voiced to/from the Board of Directors, the nomination will be accepted. Officer positions will begin on April 1st of the year in which the candidate was elected.

Section 2: ELIGIBILITY. To be nominated as an officer, a candidate:

- a) Shall be a parent/guardian of a Sea Devil swimmer in good standing;
- b) Shall have been a Member for a minimum of six (6) months;
- c) Shall have no other family member currently as an officer or on the Board of Directors or being nominated as an officer or for a Board position; and
- d) Shall not have a spouse/family member employed by Sea Devils.

Section 3: DUTIES OF PRESIDENT. The President shall preside at all meetings of the Board of Directors and the President shall have the powers and perform such additional duties as may be assigned to this person by resolution of the Board of Directors. If the President resigns before the end of his/ her term, the Vice President shall assume the role of President until the end of said term, and with concurrence of a majority of the Board, may replace the Vice President for the remainder of the un-expired term until the next election, at which time a replacement will be selected by utilizing the nomination process.

Section 4: DUTIES OF VICE PRESIDENT. The Vice President shall have the powers and perform the duties of the president during the absence or inability of the president to act and this person shall have such additional powers and perform such additional duties as may be assigned to this person by resolution of the Board of Directors.

Section 5: DUTIES OF SECRETARY. The Secretary shall attend all meetings of the Board of Directors and record all votes and keep minutes for all proceedings. The Secretary shall give or

cause to be given, notice of all meetings of the committee and of the Board of Directors. An assistant secretary shall perform the duties of the Secretary during this person's absence or disability.

Section 6: DUTIES OF TREASURER. The Treasurer shall have custody of the corporation's funds and securities and shall keep full and accurate account of the receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer will be responsible for filing all necessary tax forms to the State of Minnesota and the Federal Government. An assistant treasurer may have delegated authority to perform the duties of the Treasurer during this person's absence, disability, or when deemed appropriate.

Section 7: DUTIES OF REGISTRAR. The Registrar shall prepare and submit all Sea Devils applications and provide changes as needed. In addition, the Registrar shall register Sea Devils (including the swimmers, officials, coaches and others), as required, with the State and National Governing Boards, maintain custody of Club records, assist with registration of new Members, maintain and update the Member roster, update and maintain email and the website, prepare the seasonal online registration platform prior to each registration session, and provide historical registration information.

Section 8: DUTIES OF DIRECTOR OF COMMUNICATIONS. The Director of Communications shall be responsible for all forms of communication (flyers, website, newspaper), publicity, develop/maintain handbook, strategic direction of website, website resource for upgrades/issues/questions, and responsible for creating/maintaining practice schedule/calendar.

Section 9: DUTIES OF THE HEAD COACH. The Head Coach shall: foster a competitive program that provides opportunity for swimmers of all ability levels, novice through nationally ranked. It is the goal to host state and nationally sanctioned swim meets throughout the year which gives the opportunity for home pool advantage to all swimmers, (Novice – C, B, A+), to promote a swim program. The Head Coach shall also assist the President (or other officers) with securing pool time for practices and meets.

Section 10: REMOVAL. An officer may be removed with or without cause by a majority vote of the entire Board of Directors of this corporation provided, however, that an officer shall not be removed from office unless the notice of the regular or special meeting at which removal is to be considered, states such purpose. When an officer has been removed, a new officer may be appointed at the same meeting by the affirmative majority vote of the Board of Directors. Any officer being removed shall also be removed and replaced as a director.

ARTICLE VI CORPORATE SEAL

Section 1: The corporation shall not have a corporate seal.

ARTICLE VII
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

Section 1: Each person who is or was a Director, Officer, or employee of Sea Devils (including heirs, executors, administrators, or estate of such person) shall be indemnified by the Club to the full extent permitted by law. This indemnification will be against any liability cost or expense including counsel fees, reasonably incurred or imposed upon such members of the Board, Officer or employee in connection with any threatened, pending, or completed action suit, or proceedings to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Organization. Also any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties, incurred in the capacity as director, officer, or employee, or arising out of the status as Director, Officer, or employee (including serving at the request of the Club as a director, officer, employee, or agent of another Club).

Section 2: In the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights, which such member of the Board, officer, or employee is entitled.

Section 3: The Club may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

ARTICLE VIII
NON-PROFIT ORGANIZATION

Section 1: The Club shall at all times be operative on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the club shall inure to the benefit of, or be distributed to, its members, officers, directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

Section 2: No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these Bylaws the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. No commercial enterprise and no political candidate shall be endorsed by Sea Devils.

ARTICLE IX EMPLOYEES

Section 1: The Corporation may employ such employees as the Board of Directors deems necessary from time to time.

ARTICLE X DEPOSITS

Section 1: All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate or as may be designated by any Officer of the corporation to whom such power may be delegated by the Board of Directors. For the purpose of such deposit any person or persons to whom such power is so delegated may endorse, assign and deliver checks, drafts and such other orders for the payment of money which are payable to the order of the corporation.

ARTICLE XI CONTRACTS

Sections 1: All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, must be signed by the President, Treasurer, or Registrar of the Club or such other person as may be from time to time so authorized by the Board of Directors.

Section 2: No Officer of Sea Devils shall enter into any contract that will benefit, in any way, a relative or family member without first obtaining the express consent of the Board of Directors after disclosing the relationship.

ARTICLE XII DISSOLUTION

Section 1: This Corporation may be dissolved with a 2/3 vote of the Board of Directors or in accordance with the laws of the State of Minnesota. Notice of such meeting for purposes of voting on dissolution shall be given to each member of the Board of Directors at least thirty (20) days before the meeting date.

Section 2: Upon the dissolution of Sea Devils, and after paying or making provisions for payment of all liabilities, the Board of Directors shall distribute any remaining assets to Minnesota Swimming, Inc, to be used exclusively for educational or charitable purposes under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future law).

**ARTICLE XIII
FISCAL YEAR**

Section 1: The fiscal year of Sea Devils shall begin on January 1st and terminate on December 31st.

**ARTICLE XIV
CONFLICT OF INTEREST POLICY**

Section 1: Any Director, Officer or key employee who has an interest in a contract or other transaction presented to the Board of Directors or committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to the Board acting on such contract or transaction. Such disclosure shall include any relevant or material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest. The body which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions and deliberations in respect to such contract or transaction. Such person may be counted in determining whether a quorum is present, but may not be counted when the Board of Directors or committee of the Board takes a vote. The minutes of the meeting shall reflect the disclosure made the votes thereon, the abstention from voting and participation.

**ARTICLE XV
AMENDMENT OF BYLAWS**

Section 1: The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. The affirmative vote requires a two-thirds (2/3rds) majority vote of the actual number of Directors elected and qualified, from time to time, to effect alteration, amendment, or repeal of the Bylaws.

**ARTICLE XVI
MISCELLANEOUS**

Section 1: Any procedures not covered by the applicable provisions of the Minnesota Non-Profit Corporation Act, the Articles of Incorporation of the corporation, or these Bylaws, shall be governed by the then most recent edition of Robert's Rules of Order.

These Amended and Restated Bylaws were adopted as and for the Bylaws of Sea Devils, a Minnesota non-profit corporation, at a duly held meeting of the Board of Directors on the 19 day of November, 2012.

Tami R. Steichen

By:

Its: President