

**AMENDED BYLAWS  
OF THE STAR SWIM CLUB, INC.**

**Amended October, 2011**

**ARTICLE I**

The name of this organization shall be the STAR Swim Club, Inc.

**ARTICLE II**

**PURPOSE**

STAR Swim Club, Inc. is established as a nonprofit organization to sponsor the STAR Swim Team which promotes physical fitness, develops leadership qualities and sportsmanship, encourages team involvement, fosters self discipline, builds self confidence and provides a competitive swimming experience in an environment where a swimmer's full potential can be reached.

**ARTICLE III**

**MEMBERSHIP**

Section 1: Composition. All members in good standing of the STAR Swim Team, their parents and/or legal guardians, and the STAR coaching staff are members of the organization. For the purpose of these bylaws, "good standing" shall be defined as paying dues within the past 8 month. For the purpose of these bylaws, "parents" shall mean parents/guardians.

Section 2: Registration. All swimmers on the STAR Swim Team, all coaches of the STAR Swim Team, all officers and Board of Directors of STAR Swim Club, Inc., and all members of the organization who serve as swim meet directors or swim meet marshals must be registered members of United States Swimming.

Section 3: Fees. STAR Swim Club, Inc. shall pay the USA Swimming registration fees for the STAR Swim Club coaches, all officers of STAR Swim Club, and all members of the organization who are MSI certified officials or who serve as safety officers, meet marshals, and meet directors. All swimmers and other members of the organization must pay their own USA Swimming registration fees.

Section 4: Volunteers. All parent members of the organization are expected to volunteer their time toward the successful operation of STAR Swim Club, Inc. and any swim meets that it chooses to host. Parent members not volunteering and participating in the operation of hosted swim meets will be charged additional fees as determined by the Board of Directors of the organization.

Section 5: Conflict of Interest. No member or member affiliation is to profit from, take undue advantage of, or engage in any activity in conflict of interest with STAR Swim Club, Inc.

## ARTICLE IV

### MEMBERSHIP MEETING

Section 1: Annual Membership Meeting. The annual meeting of the membership of this organization for the election of Directors and the transaction of such other business as may properly come before such meeting shall be held each year in September, at such time and place as designated by the Board of Directors.

Section 2: Special Membership Meetings. Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than thirty-three (33) percent of the membership entitled to vote at such a meeting.

Section 3: Notice of Meetings. Written or printed notice stating the place, day, and time of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to all members via e-mail not less than five (5) days nor more than sixty (60) days prior to the date of such meeting. The notice may be hand-delivered or mailed to all members entitled to vote at such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to each member at the address as such address appears in the then current records of the organization. Notice to an individual of a family where the family has more than one member shall constitute notice to every member in such immediate family.

Section 4: Right to Vote. All members of the organization who are at least eighteen (18) years old and in good standing at the time of a membership meeting are eligible to vote at such membership meeting on matters such as election of Directors and such other matters that require a vote by the membership of the organization. A member who meets more than one membership criteria (e.g., an individual who is both a STAR Swim Team swimmer and a coach) is entitled to only a single vote.

Section 5: Quorum. Thirty-three (33) percent of the members entitled to vote, represented in person, shall constitute a quorum at a membership meeting. If less than such percentage is present at any meeting a majority of the members present may adjourn the meeting from time to time without further notice. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1: General Powers. The Board of Directors shall be the policy making body of STAR Swim Club, Inc., and is empowered to do any acts it deems necessary to carry out the purpose of the organization, including amending the Articles of Incorporation, and/or Bylaws, hiring and firing the President and delegating authority to the President to carry out functions of the organization.

Section 2: Number of Directors and Eligibility. The number of Directors shall be nine (9). Eight (8) adults who are the parents of swimmers on, or adult members of, STAR Swim Team shall be elected by the membership (hereinafter referred to as "Directors"). Directors must be members in good standing at the time of their election and must continue to be in good standing throughout their tenure on the Board. The ninth Director shall be that individual who is appointed President of the organization by the Board of Directors of the organization (hereinafter referred to as "President Director"). Non-members

may be invited to serve the board as advisors but do not have the same expectations as directors nor voting privileges.

Section 3: Tenure. The President Director shall serve as a Director for so long as the individual holds the position of President. Each Director shall serve for no more than three (3) year terms. No Director may serve more than two (2) consecutive three (3) year terms. Unless amended by the Board, Directors' terms shall be staggered such that the number of expirations and open election spots in any given year is 2-3.

Section 4: Regular Meetings. The Board shall meet at least six (6) times per year, with one (1) meeting designated as an annual strategic planning meeting to discuss and approve annual plans and the annual budget. The meetings shall be held on the fourth Monday of each month (unless the Board, by resolution, votes not to hold a meeting) or at such other time as agreed upon by the Board. The Board, by resolution, may provide for the time and place of regular meetings of the Board without notice other than such resolution.

Section 5: Special Meetings. Special meetings of the Board may be called by or at the request of the President, the Board Chairperson, or any two Directors.

Section 6: Notice. Notice of any special meetings of the Board of Directors shall be given at least five (5) days prior to the proposed meeting date by notice personally delivered or mailed to each Director. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7: Closed Meetings. Any meeting of the Board of Directors may be closed to attendance by only Directors. Additionally such support persons, including legal counsel to the organization, accountants, and the like, as invited by a vote of the majority of the Directors shall be permitted to attend such a closed meeting. Closed meetings of the Board may be called by or at the request of the President, the Board Chairperson, or any two Directors.

Section 8: Quorum. A majority of the number of Directors fixed by Section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A quorum shall be required to hold a meeting (and thereby transact any business).

Section 9: Act of the Board. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10: Vacancies. Any vacancy occurring in the Board of Directors before the end of a regular term shall be filled by the affirmative vote of a majority of the remaining Directors (even if less than a quorum of the Board of Directors) unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 11: Removal of a Director. In addition to removal of a Director as provided for by law, a Director may be removed at any time, with or without cause, if: (a) the Director is no longer a member in good standing of STAR Swim Club; or (b) Two thirds of the other Directors present at an official board meeting affirmatively vote to remove the Director. A Director must be given at least five (5) and not more than sixty (60) days notice prior to a meeting where their removal is intended.

Section 12: Absent Directors. A Director may give written consent or opposition to a proposal to be acted on at a Board meeting. If the Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for the purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on as the meeting is substantially the same or has substantially the same effect as the proposal to which the Director has consented or objected.

Section 13: Action without a Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the Directors.

Section 14: Confidentiality. All Directors shall be responsible for the protection of the confidentiality of information provided in or discussed at Board meetings unless the majority of Directors agree that the information is not to be held in confidence.

Section 15: Delegation of Authority. The Board of Directors may delegate to the President of STAR Swim Club, Inc., or such other individual (such as an accountant) who would report to the President, some or all of its authority to manage the day to day operations of STAR Swim Club, Inc.; provided, however, the Board of Directors may not delegate authority to (a) hire or fire the President, (b) set the President's salary, (c) review the President's performance, (d) hire or fire the Head Coach, (e) set the Head Coach's salary, (f) review the Head Coach's performance, (g) review and approve the annual budget for STAR Swim Club, Inc., or (h) approval of any unbudgeted expenditures in excess of One Thousand dollars (\$1,000.000). Such authority may only be delegated and the delegation may only be revoked by an affirmative vote of at least two-thirds of the Directors present at a Board meeting at which a quorum is present.

Section 16: Contracts. A committee comprised of the Officers of the Board of Directors shall be responsible for negotiating any contract with the Head Coach and, if applicable, the President of STAR Swim Team; provided, however, the full Board must approve any contract and the salary for the Head Coach and, if applicable, the President. The Board has delegated to the Head Coach the authority and responsibility to establish salaries and negotiate contracts with the coaching staff, with the exception of the Head Coach; provided, however, the Board shall determine, on an annual basis, the total amount of money available for coaching staff salaries.

Section 17: Compensation. Unless modified by a resolution passed by an affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present, compensation shall be paid to Directors, in the form of a credit off STAR Swim Team fees, in the amount of \$100.00 per year for Board Officers and \$50.00 for all other Directors. The credit shall be given at the end of October of each year to Directors who have served at least one year and met the expectations outlined in the Board Handbook.

Section 18: Presumption of Assent. A Director of the organization who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to the Secretary of the Board immediately after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

## **ARTICLE VI**

## **BOARD OFFICERS**

Section 1: Number. The Board of Directors shall have the following officer positions: Chairperson, Treasurer, and Secretary, each of whom shall be elected by the Board of Directors. Such other officers as may be deemed necessary may be elected by the Board of Directors.

Section 2: Election and Term of Office. The Board officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual membership meeting. If such election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Each officer must receive a majority of votes of the Directors present at the Board meeting at which a quorum is present.

Section 3: Removal. Any Board officer elected by the Board of Directors may be removed from their position by the Board of Directors if: a) the Director is no longer a member in good standing of STAR Swim Club; or (b) whenever in the Board's judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal of a Board officer from their position must be by two thirds of the votes of the Directors present at a Board meeting at which a quorum is present, and they must be given at least five (5) and not more than sixty (60) days notice prior to a meeting where their removal from their position is intended.

Section 4: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term of office. The manner for filling the vacancy shall be by majority of the votes of the Directors present at a Board meeting at which a quorum is present.

Section 5: Chairperson. The Chairperson of the Board of Directors shall preside at all membership meetings of the organization and all meetings of the Board of Directors and shall perform such other duties as may be assigned to him/her by these Bylaws or by the Board of Directors and shall have the authority to execute documents on behalf of the organization. The Chairperson shall also attend or appoint an alternate to attend the annual meeting of Minnesota Swimming, Inc. ("MSI") and submit reports to the Board as necessary regarding the activities of MSI.

Section 6: Treasurer. The Treasurer of the Board of Directors shall, subject to the direction of the Board of Directors, perform or properly delegate and oversee the performance of the following duties: (a) keep accurate financial records of the Corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board of Trustees; (c) endorse for deposit notes, checks, and drafts received by the Corporation as ordered by the Board of Trustees; (d) upon request, provide the Chair and the Board of Directors an account of transactions of the Corporation and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his/her duty in form and amount and with such sureties as may be determined by the Board of Directors.

Section 7: Secretary. The Secretary of the Board of Directors shall keep minutes of the membership meetings and the Board of Directors meetings; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall maintain records of all material

correspondence; and shall perform such other duties as may be assigned to him/her by these Bylaws or by the Board of Directors.

## **ARTICLE VII**

### **STAR SWIM CLUB OFFICERS**

Section 1: Number. If elected by the Board of Directors, a President or Co-Presidents may be elected by the Board of Directors to supervise and be responsible for those day-to-day operations of STAR Swim Club, Inc. delegated to the President by the Board of Directors.

Section 2: Election and Term of Office. The President (or Co-Presidents) position may be elected by an affirmative vote of at least two-thirds of the Directors present at a Board meeting at which a quorum is present. At such Board meeting the Board of Directors shall also determine the responsibilities to be assumed by the President or Co-Presidents. The President or Co-Presidents shall remain in such position until removed by an affirmative vote of at least two-thirds of the Directors present at a Board meeting at which a quorum is present. The President shall continue to perform all such duties and have all such responsibility assigned to them by the Board of Directors until the duties and responsibilities are modified by an affirmative vote of at least two-thirds of the Directors present at a Board meeting at which a quorum is present.

Section 3: Co-Presidents. In the event the Board of Directors elects Co-Presidents, at least one shall attend Board meetings. Both may attend but shall have only one vote.

Section 4: Non-Coach Officers. In the event the President (or Co-President) is not the Head Coach of the STAR Swim Team, the authority and responsibility to hire and fire and set salaries of coaches other than the Head Coach may not be delegated to the President, but shall instead remain the responsibility of the Head Coach.

## **ARTICLE VIII**

### **STAR SWIM CLUB COMMITTEES**

Section 1: Number. There shall be three (3) standing STAR Swim Club committees (Meet, Fundraising and Social) except as otherwise determined by the Board of Directors. At least one Director must chair or co-chair each committee and shall play the role of liaison to the Board; however, members of the organization who are in good standing should be encouraged to participate as members on such committees.

Section 2: Meet Committee. This committee is responsible for working with the club President and MSI to obtain meet types and dates; for hosting and running home swim meets, and for obtaining advertising for home swim meets.

Section 3: Fundraising Committee. This committee is responsible for developing an annual fundraising plan and executing fundraising activities for STAR Swim Club, Inc.

Section 4: Social Committee. This committee shall be responsible for building a sense of community, welcoming new families, creating networking avenues for members, creating social opportunities for the membership, and promoting the good will of STAR Swim Club, Inc.

**ARTICLE IX**

**FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of September and end on the last day of August in each year.

**ARTICLE X**

These Bylaws and the Articles of Incorporation of STAR Swim Club, Inc., may be amended by an affirmative vote of at least two-thirds of the Directors present at a Board meeting at which a quorum is present or as otherwise provided by law.

**ARTICLE XI**

**SEAL**

There shall be no corporate seal for STAR Swim Club, Inc.