

**GOVERNING PROVISIONS
(BYLAWS)
OF
Minot Swim Club, Inc.**

ARTICLE I. STATUTORY PROVISIONS

Section A. The provisions of the North Dakota Century Code, Chapter 10-33 govern this corporation as if set forth in full herein.

Section B. The power to adopt, amend, or repeal governing provisions (bylaws) is vested in the board as provided herein.

Section C. The affirmative vote of a majority of directors present is required for an action of the board, except as set forth in the Articles of Incorporation.

Section D. A written action by the board taken without a meeting must be signed by all directors.

Section E. The affirmative vote of a majority of the members present and entitled to vote at a duly held meeting is required for an action of the members, except where the affirmative vote of a majority of all members entitled to vote is required by law, the articles of incorporation, or these governing provisions.

Section F. A director may call a board meeting, and the notice of the meeting shall state the purpose of the meeting.

Section G. A majority of the board is a quorum for a board meeting.

Section H. Regular meetings of members need not be held, unless demanded by the members.

Section I. The number of members for a quorum at a member's meeting is a majority of the members at the meeting.

ARTICLE II. BOARD OF DIRECTORS

Section A. The Board.

1. The business and affairs of the corporation must be managed by or under the direction of the board, subject to subsection 2. The members of the first board shall be selected by the incorporator.
2. The members of the corporation may, by unanimous affirmative vote, take any action that law, the articles of incorporation or other governing provisions require or permit the board to take or the members to take after action or approval of the board. As to an action taken by the members in that manner:
 - a. The directors have no duties, liabilities, or responsibilities as directors with respect to or arising from the action.
 - b. The members collectively and individually have all of the duties, liabilities, and responsibilities of directors with respect to and arising from the action.

- c. If the action relates to a matter required or permitted to be approved or adopted by the board, either with or without approval or adoption by the members, the action is deemed to have been approved or adopted by the board.

Section B. Number. The Board of Directors shall consist of eleven (11) offices: President, Vice-President, Secretary, and Treasurer, four (4) two year term Members-at-Large, Competitive/Instructional Registration Chair, LSC Representative/Officials Chair, Meet Manager/Safety Chair.

a. Elections

1. Four directors shall be elected annually by the Minot Swim Club. These officers will be: President, Vice-President, Secretary, and Treasurer. These elected directors shall hold office for one year;
2. Four members-at-large shall be elected for two (2) year terms. (Two elected each year).
3. One member-at-large shall be elected each year for a one year term.
4. The LSC representative/officials chair, competitive/instructional registration chair, meet manager, and safety chair shall be appointed for one year terms by the elected directors within two weeks of their election.

b. Duties

1. President
 - a. Presides at regular meetings and special meetings
 - b. General Supervision of activities of the parent's club
 - c. Administer day to day activities
 - d. Report to the Board on prospective employees and other matters of concern that need Board approval
2. Vice President
 - a. Preside at the regular meetings in the absence of the President
 - b. Perform other duties as requested by the President
 - c. See that the books are audited at the close of the year
 - d. Act as liaison between the coach and the Board of Directors
3. Secretary
 - a. Handle all correspondence for the Club and keep record of same
 - b. Keep minutes of meetings and record
4. Treasurer
 - a. Receive and keep accounts of all funds
 - b. Send statements to individuals' parents regarding their financial status
 - c. Sign checks in the name of the Club
 - d. Present a financial statement to the membership at monthly meetings
5. Registration Chairpersons-Competitive and Instructional
 - a. Shall handle applications for new members and USS memberships (athlete and non-athlete)
6. LSC Representative/Officials' Chairman
 - a. Attend LSC meetings and report back to Minot Swim Club
 - b. Shall oversee qualifications for the officials with the club
 - c. Shall be liaison with the LSC Officials' Chairperson
7. Meet Manager / Safety Chairperson
 - a. Ensure the club follows current NDLSC safety rules and regulations
 - b. Plan and organize MSC Swim meets

Section C. Qualifications. Directors must be individuals at least 18 years of age upon the date of the annual member's meeting at which such individual is elected as a director.

Section D. Terms. A director serves for an indefinite term that expires at the next regular meeting of the members. A fixed term of a director may not exceed five years. A director holds office until a successor is elected and has qualified, or until the earlier death, resignation, removal, or disqualification of the director.

Section E. Compensation. Directors shall receive no compensation for service, but may be reimbursed actual expenses incurred on behalf and in furtherance of the purposes of the corporation.

Section F. Resignation. A director may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section G. Removal of directors.

1. A director may be removed at any time, with or without cause, if:
 - a. The director was named by the board to fill a vacancy;
 - b. The members have not elected directors in the interval between the time of the appointment to fill a vacancy and the time of the removal; and
 - c. A majority of the remaining directors present affirmatively vote to remove the director.
2. Any one or all of the directors may be removed at any time, with or without cause, by the affirmative vote of the majority of all members of the corporation.
3. New directors may be elected at a meeting at which directors are removed.

Section H. Vacancies.

1. Vacancies on the board resulting from the death, resignation, removal, or disqualification of a director may be filled by the affirmative vote of a majority of the remaining directors, even though the remaining directors constitute less than a quorum; and
2. Vacancies on the board resulting from newly created directorships may be filled by the affirmative vote of a majority of the directors serving at the time of the increase.
3. Each director elected under this section to fill a vacancy holds office until a qualified successor is elected by the members at the next regular or special meeting of the members.

Section I. Board Meetings.

1. Meetings of the board may be held from time to time as provided by board resolution at any place within or without the state that the board may select or by any means described in subsection 2.
2. A board meeting may be conducted by:
 - a. A conference among directors using any means of communication through which the directors may simultaneously hear each other during the conference constitutes a board meeting, if the same notice is given of the

conference as would be required by subsection 3 for a meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting; or

b. Any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

3. A director may call a board meeting by giving ten days' notice to all directors of the date, time, and place of the meeting. The notice shall state the purpose of the meeting unless the director calling the meeting is chairman of the board or president of the corporation.
4. If the day or date, time, and place of a board meeting have been announced at a previous meeting of the board, no notice is required. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.
5. A director may waive notice of a meeting of the board. A waiver of notice by a director entitled to notice is effective whether given before, at, or after a meeting, and whether given in writing or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section J. Absent Directors. A director may give advance 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 purposes of determining the existence of a quorum, but consent or opposition must be counted as a vote in favor of or against the proposal and must be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the director has consented or objected.

Section K. Act of the Board. The board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting, except where law or the articles of incorporation require the affirmative vote of a larger proportion or number. If the articles of incorporation require a larger proportion or number than is required by law for a particular action, the articles control.

Section L. Action without meeting.

1. An action required or permitted to be taken at a board meeting may be taken by written action signed by all of the directors.
2. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action.

ARTICLE III. OFFICERS

Section A. Officers. The officers of the corporation must consist of a president and a secretary, each of which must be elected by the board at such time and in such manner as may be provided in the bylaws. Any other officers, assistant officers, and agents, as necessary, may be elected or appointed by the board or chosen in such other manner as may be prescribed by the board.

Section B. Duties of Officers and Agents. All officers and agents of the corporation, as between themselves and the corporation, have such authority and must perform such duties in the management of

the corporation as may be provided in the bylaws, or as may be determined by resolution of the board not inconsistent with the bylaws.

Section C. Multiple offices. Any individual may hold only one office at any one time. Each office on the Board of Directors shall have one vote. Any vacancy that may occur on the elected Board of Directors caused by death, resignation, incapacity of other reason may be filled by a majority of vote by the remaining members until the next election.

Section E. Resignation, Removal, and Vacancies.

1. An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is specified in the notice.
2. An officer may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the entire board of directors, subject to the provisions of a shareholder control agreement.
3. A vacancy in an office because of death, resignation, removal, disqualification, or other cause may be filled for the unexpired portion of the term in the manner determined by the board.

Section F. Delegation. Unless prohibited by a resolution approved by the affirmative vote of a majority of the entire board of directors, an officer elected or appointed by the board may, without the approval of the board, delegate some or all of the duties and powers of an office to other persons. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of all duties and powers so delegated.

ARTICLE IV. MEMBERS AND MEMBERSHIPS

Section A. Membership. Any parent or sponsor of one or more children will automatically become a member of the corporation upon payment of all required fees. The membership shall be valid from September 1 to August 31st regardless of when payment is made for the year. Regardless of the amount of fees paid, each family shall have only one membership and one vote on membership matters.

Section B. Regular meetings of members. A regular meeting of members shall not be required, provided the corporation holds at least one member meeting annually.

Section C. Election of directors. At each annual meeting of members there must be an election of qualified successors for directors who serve for an indefinite term or whose terms have expired or are due to expire within six months after the date of the meeting. No other particular business is required to be transacted at a regular meeting. Any business appropriate for action by the members may be transacted at a regular meeting.

Section D. Notice.

1. Notice of all meetings of members must be given to every holder of a membership entitled to vote, except where the meeting is an adjourned meeting and the date, time, and place of the meeting were announced at the time of adjournment.
2. The notice must be given at least ten days before the date of the meeting, and not more than fifty days before the date of the meeting.
3. The notice must contain the date, time, and place of the meeting, and any other information required by law. In the case of a special meeting, the notice must contain a

statement of the purposes of the meeting. The notice may also contain any other information required by the bylaws or deemed necessary or desirable by the board or by any other person or persons calling the meeting.

4. A member may waive notice of a meeting of members. A waiver of notice by a shareholder entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, or by attendance. Attendance by a shareholder at a meeting is a waiver of notice of that meeting, except where the shareholder objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section E. Act of the members. The members shall take action by the affirmative vote of a majority of the members present and entitled to vote, except where law or the articles of incorporation require a larger proportion or number. If the articles of incorporation require a larger proportion or number than is required by law for a particular action, the articles control.

Section F. Action without a meeting. An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action. The written action is effective when it has been signed by all of those members, unless a different effective time is provided in the written action.

ARTICLE V. OFFICE

The corporation's principal office shall be in the City of Minot, North Dakota.

ARTICLE VI. AMENDMENTS

The power to amend or repeal any of the foregoing governing provisions or to adopt additional governing provisions is vested in the board, provided that any board action to amend, repeal or adopt governing provisions shall be reported to the Members and may be countermanded by the vote of a majority of the members entitled to vote, and provided that provisions affecting quorum requirements for member meetings and member voting rights may be amended only by the vote of the holders of a majority of the members entitled to vote.

- September 2011: Adopted Effective Date
- April 2019: Updated to reflect approval by majority vote per quorum of the members at the annual meeting from 15-member board to 14 member board. Combine the Competitive and Instructional Coordinator to one position.
- April 2021: Combined Officials Rep and LSC Rep, replaced with 1 year Member at Large. Removed 1 year Member at Large (Past President) position. Approved by majority vote per quorum of the members at the annual meeting. This change reduced board to 13 members.
- April 2021: Combined Meet Manager and Safety Chair, removed 1 year Member at Large. Approved by majority vote per quorum of the members at the annual meeting. This change reduced the board to 11 members.