

## **BYLAWS OF THE PENN-DEL SWIMMING LEAGUE**

**(Proposed and Adopted by vote of membership during the Spring Meeting on 5/4/19)**

### **Article I: Name**

The name of this non-profit corporation organized under the laws of the Commonwealth of Pennsylvania shall be the Penn-Del Swimming League (herein, the League).

### **Article II: Purpose**

Section 2.1. To stimulate fellowship and good sportsmanship, and to sponsor, promote and encourage competitive swimming by and among members of YMCA swimming programs in and near eastern Pennsylvania and the State of Delaware.

Section 2.2. To do all lawful acts or activities permitted by or in accord with the Non-Profit Corporation Law of the Commonwealth of Pennsylvania and the applicable provisions of the Internal Revenue Code governing non-profit entities, each as may be amended from time to time.

### **Article III: Membership**

Section 3.1. Any YMCA that sponsors or organizes a swim team, is accepted into the League in accordance with these Bylaws and pays dues fixed in accordance with these Bylaws is a member of the League.

Section 3.2. Any YMCA holding a current eligibility certificate may seek membership into the League by submitting a written application together with the annual dues to the President on or prior to September 1 of that year. The President or the Board of Directors shall promptly acknowledge receipt of the application and may request the applicant to supply information sufficient to enable the League members to consider and vote on the application. The application shall be presented at the next League meeting and an affirmative vote of three fourths (3/4) of all of the League members

shall be sufficient to accept a new YMCA into the League as a member.

Section 3.3. A League member shall continue in such status unless the member withdraws in writing addressed to the President, fails to pay annual membership dues, or is suspended by the affirmative vote of two thirds (2/3) of the League members for persistent violation of League Bylaws, Rules, Codes of Conduct, or procedures, at a special meeting called for that purpose.

Section 3.4. Each member shall have the following rights or powers:

3.4.1. The right to designate one person to be the team representative who may attend and participate in League meetings. Each members team representative may be a coach, an expressly designated volunteer, or an employee of the member, who shall at all times act for and on behalf of the member in League matters (the Team Representative). The Team Representative may designate a person to act on his/her behalf. Such designation must be in writing and presented to the League Secretary.

3.4.2 The right to cast one vote for each member of the Board of Directors including the Officers, and on those issues placed before the members at any League meeting.

3.4.3. The right to cast one vote to approve or reject a budget proposed by the Board of Directors and receive financial reports.

3.4.4 The right to petition for a special League meeting.

3.4.5. The right to propose, receive notice of, and vote upon any change in the League Rules or to Amend these Bylaws.

3.4.6. All other rights reserved to members under the Pennsylvania Non-Profit Corporation Law.

## **Article IV: League Meetings/House of Delegates.**

Section 4.1. There shall be at least two League Meetings each year at a date and location designated by the President or a majority of the Board of Directors, the first of which shall be held on a date during the months of April or May (the Spring Meeting) and the second of which shall be held on a date during the months of September or October (the Fall Meeting). Each member is required to have a Team Representative present at the Spring Meeting and the Fall Meeting. The Team Representatives shall collectively constitute the House of Delegates. Members may designate one or more other persons to attend League meetings. Such persons may participate at all such meetings. However, only Team Representatives may exercise the rights and powers set forth in Section 3.4 of these Bylaws.

Section 4.2. One or more Special League Meetings may be scheduled at the discretion of the Board of Directors or shall be scheduled within 45 days from the date a Petition signed by a majority of the Team Representatives is presented to the League Secretary. Any such Petition shall specify the purpose of such Special Meeting and the business at any Special Meeting shall be limited to the purpose stated in the Petition or in any notice circulated by the Board of Directors.

Section 4.3. A quorum shall consist of the presence of Team Representatives from a majority of the members. No business may be conducted at any meeting unless a quorum is present. No proxies shall be permitted.

Section 4.4. At the Spring Meeting:

4.4.1. The Board of Directors shall present a proposed budget for the following season which shall include a proposed dues structure and detail any other fees or charges to be paid to the League by the members for consideration and approval by the members. The budget shall be approved, or amended, by the Team Representatives. If the members fail to approve a budget proposed by the Board of Directors, then the dues and fee structure from the previous year shall control the members obligation to pay

dues or other charges to the League. Nothing in this provision is intended to prevent the adoption or amendment of the budget at a subsequent League meeting.

4.4.2. Each year, the members shall elect eight persons to serve on the League Board of Directors, of which four shall be Officers and four shall be at large members of the Board of Directors, each to serve two-year terms. The President, the Treasurer, the Boys Commissioner, Aquatic Directors representative, and four at large Directors shall be elected in even years, and the Vice President, Secretary, Girls Commissioner, Coaches representative and four other at large Directors shall be elected in odd years. In the event that there are insufficient candidates to fill all available positions on the Board of Directors, the position shall be considered a vacancy that may be filled in accordance with Section 5.2.6 of these Bylaws.

4.4.3. The President shall offer a report on the state of the League and the Treasurer shall submit a report on financial issues. Other Officers and Directors may make reports, and League members shall be permitted to present issues for consideration.

Section 4.5. At the Fall Meeting:

4.5.1. The Board of Directors shall present the dual meet schedule, announce the host, date and location of divisional championship meets, and of any other meets organized by the League.

4.5.2. The Treasurer shall present a report on financial issues, and other Officers and Directors may make reports. League members shall be permitted to present issues for consideration.

#### **Article V: The Board of Directors.**

5.1. The business, operations and affairs of the League shall be conducted by a Board of Directors consisting of up to sixteen persons, eight of whom shall be elected as Officers with the remainder elected as at large members, by votes cast in accordance with Section 4.4.2 hereof, to staggered two-year terms.

5.2. The Board of Directors shall have all of the powers and duties necessary for the administration of the League including but not limited to the following:

5.2.1. To prepare and propose an annual budget at the Spring Meeting for income and expenses including a dues structure and other fees or charges.

5.2.2. To organize and circulate a dual meet schedule, a schedule of divisional championships, and such other meets as the members may authorize.

5.2.3. To establish and distribute procedures to facilitate member compliance with these Bylaws and League Rules.

5.2.4 To enforce these Bylaws and League Rules.

5.2.5. To propose new or modified Rules for consideration by the House of Delegates.

5.2.6. To manage and expend League funds in accordance with approved budgets and in the best interests of the League.

5.2.7. To elect one or more Directors to fill a vacancy on the Board of Directors, subject to ratification by the House of Delegates at the next Membership meeting. Any person elected in this manner shall serve the remaining term of the previous incumbent. Moreover, a vacant Officer position may only be filled by a serving Director.

5.2.8. To establish, delegate any of its powers to, and control Committees.

5.2.9. To exercise all powers permitted at law not otherwise reserved to the members under these Bylaws, League Rules or applicable law.

Section 5.3. There shall be a President, Vice President, Treasurer, Secretary, Boys Commissioner, Girls Commissioner, Coaches Representative and Aquatics Directors Representative (collectively, the Officers) who shall have the following duties:

5.3.1. The President shall be the chief executive officer of the League and preside at all League and Board of Directors meetings, act on behalf of and in the best interests of the League and coordinate the activities of the Board of Directors. The President may call and schedule meetings of the members, the Board of Directors may select members of any Committees established by the Board.

5.3.2. The Vice President shall perform all of the duties of the President whenever the President shall be absent or otherwise unable to act. The Vice President shall also perform such other functions or duties designated by the Board of Directors, including but not limited to serving as Chairperson of any Committee designated by the Board to interpret League Rules.

5.3.3. The Treasurer shall be the chief financial officer of the League and shall be responsible for League funds, shall keep full and accurate financial records and books of account showing all receipts and disbursements, prepare all required financial data, and deposit all money and other assets of League, and subject to the instructions of the Board of Directors, maintain and expend League funds in accordance with the approved budget. The Treasurer shall present a summary of the League financial condition at each meeting of the League or the Board of Directors.

5.3.4. The Secretary shall keep minutes of all meetings of the League and the Board of Directors, have charge of and maintain such books and records and the Board of Directors may direct, and upon receipt of a Petition executed by more than 50% of the members pursuant to Section 3.4.4 hereof, schedule a special League meeting to consider the issues set forth in said Petition, as well as to perform such other and further duties designated by the Board of Directors.

5.3.5. The Boys Commissioner shall be responsible for the operation and administration of boys teams organized by members. Such duties shall include enforcing the League Rules governing dual meets or Divisional Championships, receiving, and ruling upon meet protests and such other duties as designated by the Board of Directors.

5.3.6. The Girls Commissioner shall be responsible for the operation and administration of girls teams organized by members. Such duties shall include enforcing the League Rules governing dual meets or Divisional Championships, receiving, and ruling upon meet protests and such other duties as designated by the Board of Directors.

5.3.7. The Coaches Representative shall be responsible to consult and communicate with the Board of Directors about issues of concern to member coaches. The Coaches Representative should, but need not, be a current Coach of a member club.

5.3.8. The Aquatics Directors Representative shall be responsible to consult with and communicate issues of concern to member Aquatics Directors to the Board of Directors. The Aquatics Directors Representative should, but need not, be a current Aquatics Director of a member club.

5.3.9. In the case of an Officer vacancy, a single elected Director may serve in more than one Officer position, until such time as a replacement can be elected in the manner described above.

5.4. Regular and special meetings of the Board of Directors shall be held at such time and place as the President, or a majority of the Board of Directors may select. Notice of each meeting shall be given to each Director in any manner reasonably calculated to provide adequate notice thereof.

5.5. A majority of the then serving members of the Board of Directors shall be sufficient to constitute a quorum for the transaction of business, and the votes of a majority of the Directors present shall be sufficient to adopt any resolution of the Board of Directors. A Director may attend in person, by telephone or via other electronic media. No proxies are permitted.

5.6. The Board of Directors may take action without a meeting if a majority of the Directors consents in writing, including via electronic communication.

## **Article VI: Bylaw Amendments**

6.1. These Bylaws may be amended by the affirmative vote of two thirds (2/3) of all of the members at any League meeting where at least 14 days notice of the proposed amendment has been transmitted to all Members and each member of the Board of Directors.

6.2 The Penn Del League Rules may be changed by the affirmative vote of a majority (51%) of all the members at any League meeting where at least 14 day notice of the proposed changes have been transmitted to all Members and each member of the Board of Directors.

## **Article VII: Miscellaneous Provisions**

7.1. Each member of the Board of Directors acting in his or her capacity as a member of the Board of Directors, or upon any Committee of the Board of Directors, shall be indemnified by the League against all expenses and liabilities, including attorney's fees, in connection with any proceeding in which he or she may become involved by reason of service on the Board of Directors or any Committee of the Board of Directors, whether or not said individual is still a member of the Board of Directors, except in such cases where the Director is adjudged guilty of willful misconduct in the performance of his or her duties.

7.2. No League funds shall be distributed to the members or to any member of the Board of Directors. However, nothing herein is intended to limit or restrict the League from reimbursing any person or member for expenses approved by the Board of Directors that benefit of the League.