

# **BYLAWS OF WILLOWOOD SWIM TEAM, INC.**

ADOPTED BY WWD SWIM TEAM MEMBERSHIP MAJORITY VOTE: April 9, 2017

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## **BYLAWS OF WILLOWOOD SWIM TEAM, INC.**

### **Article I. Incorporation**

#### Section 1.

Willowood Swim Team, Inc. (the “Swim Team” or “Corporation”) is a Pennsylvania non-profit corporation organized and existing exclusively for the purposes of operating a youth swim team.

### **Article II. Membership**

#### Section 1.

Any parent(s) or legal guardian(s) shall be eligible for annual membership on the Swim Team upon: (i) the registration of their child or children for the Swim Team; and (ii) payment of the designated annual registration fees and dues.

### **Article III. Rights and Obligations of Members**

#### Section 1.

Members of the Swim Team are entitled to vote at the annual meeting, notice of which shall be provided as specified in Article V.

#### Section 2.

Every parent or legal guardian shall have the right to run for election for a position as a member of the Board of Directors. Anything to the contrary notwithstanding, no member of the Board of Directors shall be related to another Director by marriage.

### **Article IV. Dues/Registration Fees**

#### Section 1.

The Board of Directors shall periodically review and establish the dues and registration fees for membership on the Swim Team.

#### Section 2.

Any member in arrears shall be considered not in good standing and shall forfeit the rights of membership until such time as membership is renewed by payment of dues and registration fees.

### **Article V. Meetings**

#### Section 1.

A membership meeting will be held annually on the first Sunday of April at 6 p.m. at the Willowood Swim Club annual open house.

Subsection 1.

Special meetings of the membership shall be called by the President at such times as he or she deems necessary; or upon the written request of five (5) members of the Board of Directors; or upon the written request of twenty (20) members in good standing of the Swim Team.

Subsection 2.

Notice of all meetings shall be in writing and be delivered in person, by general mail or by email.

Subsection 3.

Each member shall be given at least two (2) weeks' notice of any special meetings and the annual meeting.

Subsection 4.

A quorum for the purpose of holding a general membership meeting shall be ten (10) members in good standing.

Section 2.

The Board of Directors shall meet not less often than once a quarter, and at the call of the President as defined below.

Subsection 1.

Special meetings of the board of directors may be called by the President at such times as he or she deems necessary; or upon the written request of three (3) members of the Board of Directors.

Subsection 2.

Notice of all meetings shall be in writing or by verbal contact and be delivered in person, by telephone, fax, general mail or email.

Subsection 3.

Each Director shall be given at least one (1) week's notice of any meetings.

Subsection 4.

A quorum for the purpose of holding a Board of Directors meeting shall be seven Board members.

Subsection 5.

Voting. At all meetings of the Board of Directors, each director shall have one vote. Only Directors as defined in these Bylaws shall be entitled to vote. Proxies are not permitted. Voting by written consent in lieu of a meeting or via electronic means is permissible. In the event of voting by written consent in lieu of a meeting or via electronic means it must be by unanimous consent of all of the Directors, the Secretary shall keep the written consent or print and keep the each Director's electronic vote as part of the Swim Team's books and records.

Subsection 6.

Use of Conference Telephone and Similar Equipment. One or more persons may participate in a meeting of the Board of Directors, or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting, and shall count towards any quorum requirements.

Section 3.

Committees of the Board of Directors shall meet at the call of the President or the chair of the committee.

Section 4.

All meetings of the corporation shall be run under the conventions of the then current edition of Robert's Rules of Order as they apply to the purposes of the corporation.

**Article VI. Selection and Duties of the Board of Directors**

Section 1.

The Board of Directors shall be comprised of a minimum of 9 and a maximum of 11 members of the Corporation elected by the general membership as hereinafter set forth in Article X.

Subsection 1.

All adult members of the Corporation in good standing shall be eligible for election to the Board of Directors.

Subsection 2.

The preliminary term of office for each newly elected Director shall be the remainder of the calendar year in which they begin service. The preliminary year will be followed by a full three (3) year term. Each term begins January 1 following the election of new Directors. No person shall serve more than two (2) consecutive full terms.

Subsection 3.

Each Director shall continue in office until the expiration of his or her term or until such earlier time as either the Director or the Board of Directors, by unanimous vote (other than the Director in question), unilaterally elects that such director cease serving as a Director.

Subsection 4

Directors who have served for two terms and who remain in good standing as members of the Corporation are eligible for reelection to the Board of Directors after a period of one year. Upon reelection, the Director shall be subject to the term limits as specified in Article VI, Subsection 2.

## **Article VII. Powers of the Board of Directors**

### Section 1.

The property and business of the Corporation shall be managed by the Board of Directors.

### Section 2.

In addition to the general powers of the Board of Directors assumed by virtue of their election, those powers and authorities expressly given by law, and those specifically given by other sections of these Bylaws, the following specific powers are conferred upon the Board of Directors:

To purchase or otherwise acquire for the corporation any property, right or privilege which it is authorized to acquire at such price, consideration and terms as the Board deems expedient;

To nominate and elect officers of the Corporation from the membership of the Board of Directors and to fill by appointment any vacancy in the offices of the corporation for any unexpired term;

To remove officers or members of the Board of Directors who have failed to materially participate as a Director of the Corporation;

To appoint, hire, remove or suspend employees or agents of the Corporation and to determine the duties of the employees or agents of the Corporation, and to establish the conditions of their employment and affix their salaries. Anything to the contrary notwithstanding, any Director related by blood or marriage to any employee or agent or proposed employee or agent of the Corporation shall recuse themselves from and not take part in any decision related to the employee or agent's terms or conditions of employment or rate of pay.;

To determine who shall be authorized by the Corporation to sign notices, receipts, acceptances, endorsements, checks, releases, contracts and other instruments;

To delegate powers of the Board of Directors to any standing committee, special or ad hoc committee, or officer, employee or agent of the Corporation as appropriate in the best interests of the Corporation; and

To generally do all lawful acts and things and to have authority and have all those powers allowed under law, convention and charter for the good of the Corporation.

## **Article VIII. Selection of Officers of the Corporation**

### Section 1.

Elected officers of this organization shall be President, Secretary and Treasurer.

Section 2.

Each officer must be a member in good standing of the Corporation and a member of the Board of Directors. These officers will be elected by the Board of Directors as per Article VII, Section 2 of these bylaws.

Section 3.

The term of office for the President, Secretary and Treasurer is two (2) years.

Section 4.

No person holding the office of President or Treasurer shall serve more than two (2) consecutive terms. Additionally, no person holding the office of President or Treasurer shall be related by blood or marriage.

Section 5.

Each officer shall continue in office until the expiration of his or her term and until his or her successor is elected or until such time as either the Director or the Board of Directors, by unanimous vote, unilaterally elects to cease serving as an officer.

**Article IX. Duties of Officers**

Section 1.

The President shall be the chief executive officer of the Corporation and the President or his or her designee shall preside at all meetings of members and Directors.

Subsection 1.

The President shall have the general authority and those powers relative to the corporation allowed under law and general convention subject, however, to the rights of the Directors to delegate any specific powers save those reserved by statute to an officer of the Corporation.

Subsection 2.

The President shall submit a report of the operations of the Corporation for the fiscal year to the Board of Directors and general members at the annual meeting, and from time to time report to the Board of Directors all matters within his or her knowledge that might affect the Corporation.

Subsection 3.

The President shall establish and appoint committees as needed for the operation of the Corporation, and shall be an ex-officio member of all committees so established and of all standing committees established by the bylaws in Article XI.

Section 2.

The Secretary of the Corporation shall serve as the clerk of the Board of Directors' meetings and the general membership meetings, recording the minutes of these. The Secretary shall perform such other duties as may be prescribed by the Board of Directors and the President. In addition the Secretary shall keep a record of the approved minutes.

Section 3.

The Treasurer of the Corporation shall have custody of the Corporate funds and securities and shall keep a full and accurate account of receipts and disbursements in books belonging to the Corporation, in depositories designated by the Board of Directors, to the credit of the Corporation. He or she shall disburse the funds as approved by the Board of Directors, taking proper vouchers for such disbursements and render to the Board of Directors and the President at their regular meetings or at such time as they require it, an account of all transactions of the financial condition of the Corporation. The Treasurer may name a financial advisor or payroll service and delegate such duties as deemed proper by the Directors to meet the needs of the Corporation.

**Article X. Elections**

Section 1.

Elections for the Board of Directors of the Corporation shall be held annually at the general membership meeting.

Section 2.

The slate of nominees shall be presented on a ballot to the general membership at the designated time, and the floor shall be open for additional nominations from the membership

Subsection 1.

In the event of nominations from the floor, these names shall be added onto the ballot and an election following due process shall be held to elect the new members of the Board of Directors.

Subsection 2.

In the event of no nominations from the floor, the President shall request that the general membership elect the slate of candidates by acclamation.

Section 3.

Mid term vacancies on the Board of Directors shall be filled as designated in Article VI. Section 1 of these bylaws for the duration of the unexpired term.

Section 4.

At its first meeting following the general membership meeting the Board of Directors shall elect the officers of the Corporation as established in Article VIII of these bylaws.

**Article XI. Committees**

Section 1.

There are no standing committees of the corporation.



Section 2.

There may be committees established or appointed from time to time as then deemed necessary and as provided for in Article IX, Section, Subsection 3 of these bylaws.

Section 3.

Regular reports of the actions of any committees established or appointed shall be given to the board of directors at its meetings.

Section 4.

Quorum for Committee Meetings. Each committee established or appointed shall have at least fifty percent (50%) of its members present in order to conduct business.

**Article XII. Bonding**

Section 1.

The Board of Directors may require its officers to be bonded as deemed necessary for any amount of time necessary for the good of the Corporation. The Corporation shall pay costs of such bonds.

**Article XIII. Fiscal Year**

Section 1.

The fiscal year of the Corporation shall be from January 1 to December 31.

**Article XIV. Immunity from Liability**

Section 1.

The Corporation shall indemnify each of its directors, officers, and employees, whether or not then in service as such, (and his or her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a director, officer, or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as director, officer, or employee by reason of willful misconduct, bad faith, gross negligence, or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer, or employee may be entitled.

**Article XV. Dissolution**

Section 1.

The Corporation shall use its funds only to accomplish the objective and purposes specified in these Bylaws.

Section 2.

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, all of the assets of the Corporation shall be disposed of exclusively for the purposes of the Corporation in such manner, or to such corporation or corporations organized and operated exclusively for charitable, educational, religious and/or scientific purposes as shall at the time qualify as an exempt corporation under Section 501(c) (3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Service law), as the board of directors shall determine. Any such assets not so distributed shall be disposed of by the Court of Common Pleas of the court in which the principal office of the Corporation is then located, exclusively for such purposes or to such corporation as said court shall determine which are organized and operated exclusively for such purposes.

**Article XVI. Amendments**

Section 1.

The members of the Corporation may, upon 2/3rds vote of all board members in good standing, alter, amend, suspend or annul these Bylaws at the annual meeting or at a special meeting called as allowed by these Bylaws.

Section 2.

The Bylaws shall be in full force immediately upon their acceptance according to Article XVII of these Bylaws.

**Article XVII. Adoption of Bylaws**

Section 1.

These Bylaws shall be adopted by a majority vote of the members present and voting at the time of its proposal to the members for ratification.

\_\_\_\_\_, 2017