

**FRIENDS OF ROCKBRIDGE SWIMMING (FOR SWIMMING)
BYLAWS**

ARTICLE 1: MISSION

The mission of FOR Swimming is to efficiently provide support, educational opportunities, and benefits for youth, high school and adult swim teams as well as fitness and therapy swimming for all citizens of the Rockbridge County region.

ARTICLE 2: MEMBERSHIP AND DUES

- a. FOR Swimming's voting membership consists of the duly-elected Board of Directors.
- b. FOR Swimming's non-voting membership consists of any individual/family holding annual membership with the Indoor Community Pool, the families of participants in the youth/club swim program and/or high school swim program, and those other individuals with a demonstrated special interest in swimming.
- c. The Board of Directors welcomes non-voting members to share with the Board their perspectives pertaining to the oversight and governance of FOR Swimming; such perspectives can be shared either with individual Board Members privately or during the public comment period at regular Board meetings. However, non-voting members do not directly participate in the oversight and governance of FOR Swimming.
- d. There are no dues. Membership and/or program fees provide access to identified programs.

ARTICLE 3: BOARD OF DIRECTORS

- a. **Number:** The Board will consist of a range of nine (9) to eleven (11) Directors ("Board Members").
- b. **Composition:** The Board will strive for a composition that includes at least one Board Member from each of the following groups:
 - Water exercise group
 - High school swim program (typically a family member of a swimmer)
 - Youth/club swim program (typically a family member of a swimmer)
 - Masters swim program
 - Fitness swimmers / Lap swimmers
- c. **Local Representation:** The Board will strive to appoint at least one Board Member from each of the three local jurisdictions in the Rockbridge County region (i.e., Buena Vista, Lexington, and Rockbridge County).
- d. **Term of Office:** Board Members shall serve for a period of three years. The Board shall arrange itself in three classes consisting of at least three Board Members each.
- e. **Term Limits:** A Board Member may serve two consecutive three-year terms. A Board Member may be reappointed to the Board following a twelve-month absence. A Board Member appointed to fill an unexpired term shall not be required to count that service toward a term limit.
- f. **Appointment to the Board:** Board Members will be elected in the December meeting of each year, with the directorship to begin the next month. A Board Member may be appointed to fill an unexpired term of a departing Board Member at any time during the year, in order to maintain the Board at 9-11 Board Members.
- g. **Meetings:** Board of Directors will meet monthly or more frequently as needed. Board meetings are open to the public and each meeting will have a period for public comment.
- h. **Officers:** The Board of Directors shall serve as officers of the Corporation. No compensation shall be paid to the officers of the corporation, as such, for their services. The Officers of the

Board shall be elected annually at the December meeting. The Officers of FOR Swimming consist of the President, Vice President, Secretary, and Treasurer. Terms of office will be for one calendar year. The Officers shall also comprise the Executive Committee and, as such, shall have the authority to make decisions, enter into agreements, and respond to personnel issues when it is not logistically feasible to convene a full Board meeting and a pressing matter needs a decision within 72 hours. The roles of the officers are primarily, but not limited to, the duties described below:

- 1) **President:** The President, in general, presides over all the business and affairs of FOR Swimming, including calling meetings, setting meeting agendas, and presiding over meetings.
 - 2) **Vice President:** The Vice President, in general, performs the duties of the President in the absence of the President and serves as President-elect. The Vice President also chairs the Nominating Committee, to present candidates for officers and new Board Members.
 - 3) **Secretary:** The Secretary, in general, maintains the record of business of FOR Swimming, including the keeping and distribution of the minutes of Board meetings.
 - 4) **Treasurer:** The Treasurer, in general, manages the finances of FOR Swimming, including maintain financial records and providing accounting summaries related to the various activities of FOR Swimming.
- i. **Authority:** The Board exists to facilitate the mission of FOR Swimming. In order to do so, the Board will employ an Aquatic Director to be responsible for managing the day-to-day operations of FOR Swimming programs and facilities. The Board will take responsibility for overseeing the Aquatic Director, supporting the Aquatic Director's success and evaluating the Aquatic Director's performance. The Board, in consultation with the Aquatic Director, has the authority to enter into contracts and partnership agreements.
 - j. **Committees:** The Board of Directors will establish standing committees, each consisting of two or more Board Members. Each committee will select its own chair. Volunteers from outside the Board will be allowed to assist committees in special work groups. Each committee shall serve at the pleasure of the Board. The standing committees may include: Membership Committee; Finance Committee, Fundraising/Special Events Committee; Facilities Committee, and a Public Relations Committee. The Board will specify the scope of authority of each standing committee. No committee, save the Executive Committee, may commit to a course of action or a contract without approval of the majority of the full Board. From time to time the Board may appoint an *ad hoc* committee to work on a particular task. The *ad hoc* committee will be in place until such time as the task is completed or the Board determines the committee is no longer necessary.
 - k. **Quorum and Voting:** Quorum is achieved by having a majority of the Board present. Each Board Member has one vote. There is no provision for a proxy vote.
 - l. **Removal from the Board:** A Board Member will be retired from his/her position for missing three consecutive meetings without cause. Cause may be an illness, a family member with an illness, a death in the family, work commitments, or other circumstances compassionately warranting being excused from a meeting. In such events, the Board Member will inform the President or Vice President of such absence in advance of the meeting, where practicable.

ARTICLE 4: CONTRACTS, LOANS, CHECKS AND DEPOSITS

- a. **Contracts:** The Board Members may authorize any officer, officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

- b. **Loans:** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board Members. Such authority may be general or confined to specific instances.
- c. **Checks, Drafts, Etc.:** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Aquatic Director for amounts up-to and including five-thousand dollars (\$5,000.00). Checks, drafts, or other orders for the payment of money in excess of five-thousand dollars (\$5,000.00) will require an additional signature by one of the officers of the corporation.
- d. **Deposits:** Upon the conclusion of any fundraising activity or concession, all monies shall be counted by at least two Board Members and a certification made on an audit sheet as to the amount collected for deposit. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board Members may select.

ARTICLE 5: FISCAL YEAR

- a. The fiscal year of the corporation shall be January 1 to December 31 of each year.

ARTICLE 6: CONFLICTS OF INTEREST

- a. Any Board Member who stands to gain financially from a Board decision will be deemed to have a conflict of interest. Such a Board Member will state that a conflict of interest exists and will refrain from all discussion in that particular matter and will recuse himself/ herself from voting in that matter. The minutes shall reflect such a recusal.

ARTICLE 7: AMENDMENTS

- a. Any portion of these bylaws may be amended by a majority of the Board.

ARTICLE 8: TAX EXEMPT STATUS

- a. Any net earnings of the corporations shall be used exclusively for the corporate purposes set out in Article 1 and shall not be distributed to or for the benefit of any Board Member of the corporation or any private individual; nor shall any of the net earnings of the corporation inure to the benefit of any Board Member or individual. The corporation shall be operated in conformity with the Articles of Incorporation.
- b. The corporation shall not engage in any activities which do not qualify or activities for tax exempt organizations pursuant to the regulations of the Internal Revenue Service under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. Any such acts engaged in by the corporation, any of its officers, or Board Members shall be void ab initio.

ARTICLE 9: OFFICES

- a. The principal office of the corporation in the State of Virginia shall be located in the City of Lexington. The corporation may have such other offices, either within or without the State of incorporation, as the Board of Directors may designate, or as the business of the corporation may, from time to time, require.

ARTICLE 10: INDEMNIFICATION

- a. FOR Swimming shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Board Member, officer, employee or agent of the corporation, or is or was serving at the request of the corporation, in accordance with the provisions set forth in

Article VII of the Articles of Incorporation.

ARTICLE 11: DIRECTORS AND OFFICERS INSURANCE

- a. FOR Swimming will maintain Directors & Officers (D&O) Insurance and maintain a copy of the policy in its office.

ARTICLE 12: ADVISORY COUNCIL

- a. FOR Swimming may form an Advisory Council consisting of past Board Members and other persons to provide guidance in governance and to assist in fundraising efforts.

ARTICLE 13: NON-DISCRIMINATION STATEMENT

- a. FOR Swimming values community and all individuals who live, work, and recreate in the Rockbridge County region. For these reasons, FOR Swimming shall neither discriminate nor tolerate discrimination on the basis of race, color, creed, religion, sex, age, handicap, or national origin.

Adopted this _____ day of _____, 2022 by unanimous approval of the Board of Directors.
