

**Sun Prairie Swim, Inc.**  
**By-Laws**

Article I: NAME & OFFICE

Section 1.1 – Name. The name of this corporation shall be Sun Prairie Swim, Inc., DBA Sun Prairie Storm.

Section 1.2 – Office. The principal office is PO Box 1023, Sun Prairie, WI 53590.

Article II: PURPOSES

Section 2.1 – Sun Prairie Swim, Inc. is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. Further, it is organized for amateur competitive and recreational swimming and includes the following:

- To provide an opportunity for children eligible for membership to engage in a wholesome, lifesaving and a lifetime sport;
- To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- To provide opportunities for social, emotional, and educational development and to encourage peer and family participation;
- To promote involvement in age-group programs and provide an opportunity for members to participate in and host swimming competitions as the Board of Directors and Head Coach shall determine to be in the best interest of the team;
- The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the corporation;
- The solicitation of donations and sale of advertising space in meet heat sheets and team website;
- The retaining of such person, firms, or as may be necessary in order to provide special services to the Team;
- The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons;
- The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the corporation and conduct its affairs.

## Article III: MEMBERSHIP

Section 3.1 – Eligibility. Sun Prairie Swim is a community swim team made up of youth ages 6-18 that have become eligible to be part of the swim team, based on their swimming ability. Prospective swimmers ages 8 and under should be able to swim freestyle 25 yards with side breathing. Swimmers ages 9 and up must be able to swim freestyle 50 yards with side breathing. These members are considered competitors. Competitor members must sign and follow the Sun Prairie Swim “Code of Conduct”.

Section 3.2 – Membership. The regular membership of Sun Prairie Swim consists of the parents/guardians of the swim team members. Membership shall be contingent upon payment of periodic registration fees and dues as the Board of Directors determines, along with the Annual USA Swimming registration fee. Regular members must sign and follow the Sun Prairie Swim “Parent/Guardian Code of Conduct”.

Section 3.3 – Powers of Membership. The regular membership shall have the power to elect the Board of Directors of the corporation, and to amend these by-laws. Members shall have such additional and further powers as shall exist under the laws of the State of Wisconsin.

Section 3.4 – Voting Rights. Regular members shall have one vote **per swim family unit** on all matters brought before a vote of the membership. Competitor members shall have no voting rights.

Section 3.5 – Liabilities. No director, officer, member or authorized agent, or representative of the corporation shall be liable or responsible for any debts or liabilities of the club, or liable to the corporation except to the extent of their unpaid portion of membership dues and entry fees.

## Article IV: MEETINGS OF THE MEMBERS

Section 4.1 – Annual Meeting. Sun Prairie Swim shall hold a meeting of membership annually for the purpose of reviewing the activities and financial affairs of the team, electing a board of directors, and conducting other business. The board may also hold other special meetings of the membership as necessary to properly conduct the affairs of the corporation. Those special meetings may be called by the President of the Board or by majority vote of the Board of Directors, or upon written request of at least ten percent (10%) of the regular members.

Section 4.2 – All meetings of the members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than (5) days before said meeting.

Section 4.3 – At any meeting of the membership, attendance in person of at least fifteen percent (15%) of the regular members shall constitute a quorum. Regular members not present at the meeting shall have the right to vote by proxy **which can be accomplished electronically provided the electronic vote is delivered to the Secretary not less than 24 hours before the commencement of the meeting.** Unless otherwise established by the Articles of the Incorporation or the by-laws, the decision of the majority of the members voting shall be the decision of the corporation.

## Article V: BOARD OF DIRECTORS

Section 5.1 – Officers. A board of six (6) officers shall be elected by and from the regular members of the club. These officers shall be those of president, vice president, secretary, treasurer, registrar/technology and one at-large member. Family members may be on the board at the same time but the president, vice president and treasurer cannot be related. No board member shall hold more than one (1) office at any time. The head coach shall also serve as a voting member on the board in all club matters except such things as constitute a conflict of interest (coach's contract, salary, chaperoning decision, etc.). The term of each officer shall be two years (2), or until his successor is elected, with 3 officers being elected each year. The only exception to the term rule is when the club is established, 3 officers will have terms of three years (3). Any vacancy in the board caused by death, resignation, or disqualification of an officer shall be filled by a majority vote of the remaining officers until the next annual meeting. Candidates for the board must be members in good standing. Any person convicted of a crime of any nature against a child will not be considered for a position on the board. If this should occur while serving on the board the person will step down immediately. Each board member will receive a credit to their escrow accounts in the amount of \$200 each year they serve. The credit is not payable to any board member as cash.

Section 5.2 – Powers of the Board of Directors. The duties and powers of the Board of Directors shall include the selection of the place, setting the date, and making all arrangements necessary for holding meetings of the membership and the publication of whatever data the officers deem essential for the benefit of the team. From time to time, as necessary, closed Board of Director meetings may be held to review such topics as: salaries, personal issues, coach contracts, and coach evaluation, discipline issues, etc. The officers shall have the power to adopt rules and regulations and to alter and amend the same from time to time, for the conduct of the business and activities of Sun Prairie Swim. The Board of Directors shall have the authority to generally conduct all the lawful affairs of the corporation, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the club. However, the Board of Directors, may not exercise any powers related to the purchase or sale of real estate. Such matters may only be accomplished by vote of the membership. The Board of Directors shall otherwise exercise all the powers of the Club as permitted by law, subject to the provision of the Articles of Incorporation and these by-laws. Each board member must sign and follow the Sun Prairie Swim "Statement of principles on ethical behavior and conflict of interest" policy.

Section 5.3 – Quorum. The presence of at least five (5) members of the board shall be necessary in order to constitute a quorum ~~for~~ ~~of~~ the purpose of conducting business at any meeting of the board. If the quorum is not met, voting by proxy can be used **with the non-attending board member submitting his/her proxy vote or designation of another board member authorized to serve as his/her proxy vote, via email to the Secretary prior to the commencement of the meeting.**

Section 5.4 – Board Meetings. Board of directors' meetings shall be held monthly on the call of the president or a majority of the board. All members of the board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least

three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

Section 5.5 – Liability Insurance. The Board of directors will be protected by limited liability insurance, which will be financially supported by the corporation.

## Article VI: OFFICERS

Section 6.1 – President. The president will serve a two (2) year term ending in an even number year. The president is responsible for:

- providing leadership to the Administrative Board, who sets policy and to whom the coach is accountable
- chairs all meetings and develops meeting agendas
- responsible for recruiting, interviewing and hiring of the head coach
- encourages the board's role in strategic planning, financial accountability and fundraising
- evaluation of the coach and evaluation of the program performance
- helps guide and mediate board actions with respect to organizational priorities and governance concerns
- creates committees when necessary and appoints chairpeople with board approval
- evaluates the effectiveness of the board
- handles all grievances and maintains a swimmer conduct file
- Team representative at all State LSC meetings or asks another board member to attend in their place
- performs other responsibilities assigned by the board
- trains and mentors successor **for one year after the election, having no voting rights**, to assure a smooth transition

Section 6.2 – Vice President. The vice president will serve a two (2) year term ending in an odd number year. The vice president is responsible for:

- Attending all board meetings
- Carries out special assignments as requested by the president
- Participates in the recruiting, interviewing and hiring of head coach
- Understands the responsibilities of the president and is able to perform these duties in his/her absence
- Oversees committees and reports their activities and results to the Board of Directors
- Coordinates periodic coach/session evaluations and gathers parent and board feedback
- performs other responsibilities assigned by the board
- Takes over as president if the president does not fulfill his/her term

Section 6.3 – Secretary. The secretary will serve a two (2) year term ending in an even number year. The secretary is responsible for:

- Attending all board meetings.
- Maintains all board records, and ensures their accuracy and safety.
- Sees to it that all actions of the board and/or committees are recorded in the

minutes. Gives notice of meetings to the membership.

- Participates in the interviewing and hiring of the head coach
- performs other responsibilities assigned by the board

Section 6.4 – Treasurer. The treasurer will serve a two (2) year term ending in an odd number year. The treasurer is responsible for:

- Attending all board meetings.
- Understands financial accounting for non-profit teams
- Prepares and presents monthly financial reports to the board.
- Responsible for accounts payable/receivable
- Participates in the interviewing and hiring of the head coach
- Prepares the budget, seeking coach input, and submits it to the Board of Directors for approval
- Oversees preparation and distribution of any audit, and answers board members' questions about the audit
- Maintains all swimmer escrow accounts (swim fees), collects registration fees
- Performs other responsibilities assigned by the board
- Trains and mentors successor **for one year after the election, having no voting rights**, to assure a smooth transition.

Section 6.5 – Registrar/Technology technician. The registrar/technology technician will serve a two (2) year term ending in an even numbered year. The registrar/technology technician is responsible for:

- Attending all board meetings
- Establish, maintain, and update team website
- Creates and runs registration for each swim session
- Registers the team and all swimmers with USA Swimming
- Maintain updates of Hy-tek software
- Keeps a current roster and contact information for all members and distributes as needed
- Posting and editing all information and graphics within the website
- Coordinate with the board and head coach with all information distribution
- Participates in the interviewing and hiring of the head coach
- Performs other responsibilities assigned by the board
- Trains and mentors successor **for one year after the election, having no voting rights**, to assure a smooth transition.

Section 6.7 – At-Large member. The at-large member will serve a two (2) year term ending in an odd numbered year. The at-large member is responsible for:

- Attending all board meetings
- Participates in the interviewing and hiring of the head coach
- Will assist in the performance review and evaluation of the coaching staff
- Performs other responsibilities assigned by the board

## Article VII: COMMITTEES

Section 7.1 – The board of directors shall have the authority to establish committees as may be necessary to further and promote the interest and activities of Sun Prairie Swim. Such committees will be comprised of both board members and regular members. Committees may include, but not be limited to: fundraising, swim meet and social.

## Article VIII: COACHES

Section 8.1 – The Sun Prairie Swim, Inc. will have one head coach and any number of assistant coaches as is necessary, functional and appropriate. All coaches must comply with the rules and procedures of the corporation. All coaches, and any others who will have regular contact with the swimmers, will supply necessary data for a background check prior to regular contact with the swimmers and update as deemed necessary.

Section 8.2 – Head Coach. The responsibilities of the head coach are to establish and develop a competitive program which meets the purpose and mission set by the Board of Directors.

- The head coach's contract shall be reviewed annually but more often if deemed appropriate by the Board of Directors.
- Furnish information to the entry chairman for swim meets
- Serve as the team representative at all swimming meets or appoint someone to serve, if necessary
- Be responsible for the behavior of the swimmers during meets and practices
- Attends all board meetings.
- Provides monthly reports of team to the Board.
- Performs all duties as outlined in the Head Coach Job Description.
- Participates in the recruiting, interviewing and hiring of the assistant coaches
- Trains and mentors assistant coaches
- Maintains team records: history, archives, current records and inventory.

## Article IX: CONTRACTS, CHECKS, NOTES, ETC.

Section 9.1 – All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed, be signed by the president, vice president, and treasurer. The president, ~~or~~ vice president ~~and/or~~ treasurer shall sign all checks and drafts issued by the corporation.

Section 9.2 – Fiscal Year. The fiscal year of the club shall commence the first day of August each year and terminate on the last day of July of the following year.

## Article X. NON-PROFIT STATUS

Section 10.1 – Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt for federal income tax under section 501(c)(3) of the internal revenue code of 1986 (or corresponding provision of any future United States internal revenue law) or (b) by a

corporation, contributions to which are deductible under section 170(c)(2) of the internal revenue code of 1986 (or corresponding provision of any future united states internal revenue law).

#### Article XI: LEGISLATIVE OR POLITICAL ACTIVITY

Section 11.1 – No substantial part of the activities of the corporation shall be carried on for propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### Article XII: INUREMENT OF INCOME

Section 12.1 – No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or private persons except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in articles of inc.

#### Article XIII. TERMINATION AND DISSOLUTION

Section 13.1 – Upon dissolution of this corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the internal revenue code 1986 (or corresponding section of any future united states internal revenue law), as the board of directors shall determine.

#### Article XIV: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 14.1 – The corporation shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a director, officer, or employee of the club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The club may also reimburse to any such director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the regular members that it was to be the interests of the club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled apart from the provision of these by-laws.

#### Article XV: MISCELLANEOUS

Section15.1 – The Corporation shall not have a corporate seal.

Section15.2 – Sun Prairie Swim will accept converted times for club record times.

Article XVI: PARLIAMENTARY AUTHORITY

Section 16.1 – Roberts’s rules of order newly revised in brief shall govern meetings when they are not in conflict with the corporation’s by-laws.

Article XVII: AMENDMENTS

Section 17.1 – These by-laws may be amended at any regular or special meeting, providing that previous notice was given in writing at the prior meeting and then sent to all members of the organization by the secretary. Amendments will be approved by 2/3 vote of members present.

These by-laws amendments are approved this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

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Brad Gunnink

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Jen Spredemann

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Julie Nicodemus

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Michelle Perko

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Angela Schasker

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Adam Snook

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Coach Michael White