

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 Storm Aquatics.

Section 1.2 – Office

The principal office is PO Box 1023, Sun Prairie, WI 53590.

Article II: Purposes, Mission, & Vision

Section 2.1 – Purposes

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:

- A. To provide an opportunity for swimmers to engage in a wholesome, lifesaving and a lifetime sport;
- B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation;
- D. To provide an opportunity for members to participate in and host swimming competitions as the Board of Directors and Head Coach/CEO shall determine to be in the best interest of the team;
- E. 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;
- F. The solicitation of donations and sponsorships;
- G. The retaining of such person, firms, or other entities as may be necessary in order to provide special services to the Team;
- H. The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons;
- I. 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.

Section 2.2 – Mission

Developing athletes and instilling character through swimming.

Section 2.3 – Vision

Storm Aquatics is committed to help each swimmer realize their potential as a competitor and individual by providing:

- Excellence in coaching from a professional coaching staff that uses contemporary training techniques with an emphasis on swimming fundamentals

- An atmosphere that inspires swimmers to achieve their maximum potential through discipline, teamwork, sportsmanship, positive motivation, and self-esteem
- A collaborative parent board dedicated to bringing professionalism and leadership for the benefit of all swimmers.

We value our members and strive to promote a safe, healthy, positive, and fun environment for our athletes, coaches, and families.

Article III: Membership

Section 3.1 – Eligibility

Sun Prairie Swim, Inc. is a swim team servicing Sun Prairie and its surrounding communities, composed of swimmers of varying ages and abilities. Eligibility is determined by the Head Coach/CEO. Swim Team Members must sign and follow the Sun Prairie Swim, Inc. “Swimmer Code of Conduct”.

Section 3.2 – Membership

The organization shall have four (4) classes of members:

- **Voting Members:** The parents and guardians whose children and wards have been selected each year by the Head Coach/CEO or other Coaches, as applicable, to participate on the team for multiple sessions; who maintain a good standing as members by keeping their time commitment to: assist in the administration of Sun Prairie Swim, Inc., assist in the conduct of swim meets and other activities, and who constructively contribute to the welfare, best interests and public image of the organization, and whose children and wards maintain their Swim Team Membership by good conduct, keeping team discipline, and payment of fees.
- **Contributing Members:** Master’s swimmers without children on the team and the parents and guardians of college and other swimmers who participate in less than two sessions per year, and parents, guardians, and swimmers who have “graduated” from the Club in good.
- **Swim Team Members:** All swimmers participating in USA Swimming as members of Storm Aquatics, including the Age Group and Senior Programs. All Swim Team Members shall be required to register with USA Swimming as members of Storm Aquatics.
- **Coaches:** The Head Coach/CEO, Assistant Head Coach, and the Coaching Staff

Collectively the Voting Members, Contributing Members, Swim Team Members, and Coaches shall be the “Members.”

Section 3.3 – Powers of Membership

The Voting Members 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

Voting Members shall have one vote per swim family unit on all matters brought before a vote of the membership. Contributing Members, Swim Team Members, and Coaches 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, Inc. 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 of Directors 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 of Directors or by majority vote of the Board of Directors, or upon written request of at least ten percent (10%) of the Voting Members.

Section 4.2 – Scheduling of Meetings & Notice

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 five (5) days before said meeting.

Section 4.3 – Voting

At any meeting of the membership, attendance in person of at least fifteen percent (15%) of the Voting Members shall constitute a quorum. Voting Members that are 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 twenty-four (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 Voting Members voting shall be the decision of the corporation.

Article V: Board of Directors

Section 5.1 – Officers

Six (6) officers shall be elected to the Board of Directors by and from the Voting Members of the club. The officer positions shall be those of President, Vice President, Secretary, Treasurer, Registrar/Technology Coordinator, and At-large Member. Family members may hold officer positions at the same time, but the President, Vice President, and Treasurer cannot be related. No person shall hold more than one (1) office at any time.

Candidates for the officer positions must be Voting Members in good standing. Any person convicted of a crime of any nature against a child will not be considered for an officer position. If this should occur while serving on the board, the person will resign immediately.

Any vacancy of an officer position caused by death, resignation, or disqualification of an officer shall be filled by a majority vote of the remaining officers. The officer elected in this manner shall serve the remainder of the existing term for that position, or until a new officer is elected at the subsequent membership meeting, whichever comes first.

Each elected officer will receive a credit to their escrow account in the amount of \$200 each year they serve. The credit is not payable to any elected officer as cash.

Section 5.2 – Officer Terms

The term of each officer shall be two (2) years, commencing at the conclusion of the meeting at which they are elected and concluding at the end of the subsequent meeting where their successor is elected. To ensure continuity, three (3) officers shall be elected each year. The only exception to the term rule is when

the club is established, three (3) officers will have terms of three (3) years.

Section 5.3 – Coach Representation

The Head Coach/CEO shall serve on the Board of Directors with voting rights in all club matters except such things that constitute a conflict of interest (e.g., Head Coach/CEO's contract, salary, chaperoning decisions, etc.). The Associate Head Coach shall serve on the Board of Directors and is entitled to participate in discussions; however, they shall not have voting rights.

Section 5.4 – Powers of the Board of Directors

The duties and powers of the Board of Directors shall include the selection of the place, date, and all arrangements necessary for holding meetings of the membership and the publication of whatever data the Board of Directors deem essential for the benefit of the team. From time to time, as necessary, closed Board of Director meetings may be held to review topics such as salaries, personal issues, coach contracts, coach evaluation, discipline issues, etc. The Board of Directors 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, Inc. The Board of Directors shall have the authority to generally conduct all the lawful affairs of the corporation, including but not limited to, entering 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 member of the Board of Directors must sign and follow the Sun Prairie Swim, Inc. "Board of Directors Code of Conduct" policy.

Section 5.5 – Quorum

The presence of at least five (5) Board of Directors members with voting rights shall be necessary to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. If the quorum is not met, voting by proxy can be used with the non-attending board member submitting their proxy vote or designation of another Board member with voting rights authorized to serve as their proxy vote via email to the Secretary prior to the commencement of the meeting.

Section 5.6 – Board Meetings

Board of Directors meetings shall be held monthly on the call of the president or a majority of the Board members. 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 5.7 – 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:

- A. Providing leadership to the Board of Directors, who sets policy and to whom the Head Coach/CEO is accountable

- B. Chairing all meetings and developing meeting agendas
- C. Recruiting, interviewing, and hiring of the Head Coach/CEO
- D. Encouraging the Board of Directors role in strategic planning, financial accountability, and fundraising
- E. Evaluation of the Head Coach/CEO and evaluation of the program performance
- F. Helping guide and mediate Board of Directors actions with respect to organizational priorities and governance concerns
- G. Creating committees when necessary and appointing chair people with Board of Directors approval
- H. Evaluating the effectiveness of the Board of Directors
- I. Handling all grievances and maintaining a swimmer conduct file
- J. Performing other responsibilities assigned by the Board of Directors
- K. Training and mentoring successor for one year after their term ends, 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:

- A. Attending all Board of Directors meetings
- B. Carrying out special assignments as requested by the President
- C. Participating in the recruiting, interviewing, and hiring of Head Coach/CEO
- D. Understanding the responsibilities of the President and the ability to perform these duties in their absence
- E. Overseeing committees and reporting their activities and results to the Board of Directors
- F. Coordinating periodic coach/session evaluations and gathering member and Board of Directors feedback
- G. Performing other responsibilities assigned by the Board of Directors
- H. Taking over as President if the President does not fulfill their 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:

- A. Attending all Board of Directors meetings
- B. Maintaining all Board of Directors records and ensuring their accuracy and safety
- C. Ensuring that all actions of the Board of Directors and/or committees are recorded in the minutes
- D. Giving notice of meetings to the membership
- E. Participating in the interviewing and hiring of the Head Coach/CEO
- F. Performing other responsibilities assigned by the Board of Directors

Section 6.4 – Treasurer

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

- A. Attending all Board of Directors meetings
- B. Understanding financial accounting for non-profit teams
- C. Preparing and presenting monthly financial reports to the Board of Directors
- D. Managing accounts payable/receivable
- E. Participating in the interviewing and hiring of the Head Coach/CEO
- F. Preparing the budget, seeking coach input, and submitting it to the Board of Directors for approval
- G. Overseeing preparation and distribution of any audit, and answers Board of Directors questions

- about the audit
- H. Maintaining all swimmer escrow accounts (swim fees), collects registration fees
- I. Performing other responsibilities assigned by the Board of Directors
- J. Training and mentoring successor for one year after their term ends, having no voting rights, to assure a smooth transition

Section 6.5 – Registrar/Technology Administrator

The Registrar/Technology Administrator will serve a two (2) year term ending in an even numbered year. The Registrar/Technology Administrator is responsible for:

- A. Attending all Board of Directors meetings
- B. Assist in maintaining the team website
- C. Creating and running registration for each swim session
- D. Preparing the USA Swimming registration portal and assisting families in the USA Swimming registration process
- E. Manage the technology necessary to run the organization
- F. Participating in the interviewing and hiring of the Head Coach/CEO
- G. Performing other responsibilities assigned by the Board of Directors
- H. Training and mentoring successor for one year after their term ends, having no voting rights, to assure a smooth transition

Section 6.6 – 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:

- A. Attending all Board of Directors meetings
- B. Participating in the interviewing and hiring of the Head Coach/CEO
- C. Assisting in the performance review and evaluation of the full time coaching staff
- D. Performing other responsibilities assigned by the Board of Directors

Article VII: Committees

Section 7.1 - Establishing Committees

The Board of Directors shall have the authority to establish committees as may be necessary to further and promote the interests and activities of Sun Prairie Swim, Inc. Such committees will be composed of both Board of Director members and Members. Committees may include, but not be limited to fundraising, swim meet, and social.

Article VIII: Coaches

Section 8.1 – Coaching Staff

The Sun Prairie Swim, Inc. will have one Head Coach/CEO 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 lead coaches must be fully certified USA Swimming Coaches, including all safety trainings, certifications, and background checks.

Section 8.2 – Head Coach/CEO

The responsibilities of the Head Coach/CEO are to establish and develop a competitive swim team program

which meets the purpose, mission, and vision set by the Board of Directors. Responsibilities shall include, but are not limited to:

- A. Attending all Board of Directors meetings
- B. Providing monthly reports of the team to the Board of Directors
- C. Attending Wisconsin Swimming House of Delegate meetings
- D. Participating in the recruiting, interviewing, and hiring of the Associate Head Coach and assistant coaches
- E. Performing all duties as outlined in the Head Coach/CEO Job Description

The Head Coach/CEO's performance shall be reviewed annually but more often if deemed appropriate by the Board of Directors.

Section 8.3 – Associate Head Coach

The responsibilities of the Associate Head Coach are to establish and develop training group programs which meet the purpose, mission, and vision set by the Board of Directors. Responsibilities shall be set by the Head Coach/CEO and outlined in the Associate Head Coach's employment contract.

The Associate Head Coach's performance shall be reviewed annually but more often if deemed appropriate by the Head Coach/CEO or Board of Directors.

Article IX: Contracts, Checks, Notes, Etc.

Section 9.1 – Signers

All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed, should be signed by the president, vice president, or treasurer, as deemed appropriate. The president, vice president, or treasurer shall sign all checks and drafts issued by the corporation. Use of a signature stamp with approval of the signer is acceptable to reduce administrative burdens.

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 – Tax Status

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 – Political Activity

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 – Income

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 the Articles of Incorporation.

Article XIII: Termination & Dissolution

Section 13.1 – Dissolution

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 – Indemnification of Directors & Officers

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 reasonably 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 voting members that it was to be in 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

Section 15.1 – Corporate Seal

The Corporation shall not have a corporate seal.

Article XVI: Parliamentary Authority

Section 16.1 – Rules of Order

Robert'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 to the By-Laws

Section 17.1 – Amendment Requirements

These by-laws may be amended at any annual 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 a two-thirds (2/3) vote of Voting Members present.

These by-laws amendments are approved this 24 day of August, 2023

President David Zenobi

David Zenobi

Vice President Lars Schultz

Lars Schultz

Secretary Katie Lenz Grundahl

Katie Grundahl

Treasurer Erik Quamme

Erik Quamme

Registrar/Technology Administrator Brian Lankworthy At Large Member Stacy Hastings

Brian Lankworthy

Stacy Hastings

Head Coach/CEO Michael White

Michael White