

BYLAWS OF THE FM GATOR SWIM CLUB PARENTS ORGANIZATION

STATEMENT OF PURPOSE

Our purpose is to provide members and their children with an exceptional experience in the sport of competitive swimming through the use of available facilities, outstanding coaching, competitions which will challenge the abilities of our individual swimmers, and social activities which will bring the swimmers and parents together as one community. Our core values include, but are not limited to:

1. Providing consistent, responsive and quality coaching to all levels of swimming.
2. Promoting respect among our swimmers for themselves, teammates, volunteers, coaches, and other competitors.
3. Promoting long-term relationships enhancing our children's ability to be successful adults.
4. Promoting the sport of swimming in the Fargo, ND, Moorhead, MN, West Fargo, ND, and surrounding communities.
5. Providing fiscal responsibility.
6. Making participation in the program accessible to all.
7. Working in conjunction with the YMCA of Cass & Clay Counties (hereinafter referred to as the YMCA).

Through our affiliation with the YMCA, we will embrace the vision of the YMCA in our community and administer the program, conforming to the YMCA's policies. Through our affiliation with USA Swimming, we will provide a vehicle for competition for all levels of ability.

ARTICLE I. OFFICES

The principal office of the organization shall be located in the City of Fargo, Cass County, North Dakota, at the location of the YMCA administrative offices. The organization may have other offices, either within or outside the State of North Dakota, as the Board of Directors may designate or as the business of the organization may require.

The registered office of the organization, if required by law, shall be maintained in North Dakota. The Board of Directors may change the address of the registered and principal office.

ARTICLE II. MEMBERS

Section 1 - Membership: The organization shall have as its members the parents or legal guardians of children who are duly registered USA Swimming swimmers participating in the YMCA competitive swim team known as the FM GATORS. There shall be no fee paid to become a member or maintain membership in the organization unless voted on at a special meeting of the members called for that purpose. The payment of all fees charged for the swimmer(s) shall be sufficient to maintain a member in good standing with the organization.

Section 2 - Meetings of Members: During the swim seasons, regular meetings of the members will be held as set by the Board of Directors. The Board of Directors shall set the time, date, and place of the regular meetings.

An annual meeting of the members shall be held following the North Dakota Short Course State Championship meet and prior to the start of the North Dakota Long Course season. All Directors will be elected for the upcoming year and other business may come before the members. If the election of Directors is not held during the annual meeting of the members, the Executive Committee shall cause the election to be held at a special meeting of the members as soon thereafter as reasonably possible. Failure to hold the annual meeting of the members shall not cause a forfeiture or dissolution of the organization. The Board of Directors shall set the time, date, and place of the annual meeting.

A special meeting of the members may be called: (1) by the President, (2) by a majority of the Executive Committee (see Article III, Section 12), or (3) on petition of not less than fifteen (15) members delivered to the President. Special meetings shall be conducted upon notice to all members and shall be called within ten (10) business days of the request for the meeting. The notice shall specifically detail the purpose of the meeting and the action sought, if any. The President shall set the time, date, and place of the special meeting.

All member meetings shall be held at a place convenient for the members.

Section 3 - Quorum: Fifteen members shall constitute a quorum for the transaction of business at a meeting of the members. If a quorum is not present, discussion may occur or the President or presiding Director may adjourn the meeting to another time without further notice to the members. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members.

ARTICLE III. BOARD OF DIRECTORS

Section 1 - General Powers of Board of Directors: The business and the property of the organization shall be managed and controlled by its Board of Directors. Subject to the provisions of these Bylaws and all applicable laws, the Board of Directors may exercise all powers and do all things as may be exercised or done by the organization.

Section 2 - Compensation: The Board of Directors may receive agreed-upon compensation to be voted on annually at the annual meeting of the members.

Section 3 - Number, Tenure and Qualifications: The number of Directors on the Board of Directors of the organization shall be fifteen (15) and shall consist of the following positions filled by individuals as elected by the members at the annual meeting of the members:

President

Vice President

Treasurer

Secretary

Volunteer Coordinator

Officials Chair

Safety Chair

Communications Chair

Social Chair

Hospitality Chair

Concessions Chair

Diversity/Equity/Inclusion Chair

Three (3) Athlete Representatives (specified by NDLS & USA Swimming)

Executive Committee Directors (President, Vice President, Treasurer, Secretary) shall hold office for a two (2) year term (April through March). Elections for President and Secretary shall be held even years. Elections for Vice President and Treasurer shall be held on odd years. Elections are held at the annual meeting of the members.

Directors shall serve until the successor has been elected and has qualified upon successful completion of all requirements of USA swimming, unless removed or resigned earlier. If two individuals are elected to fill a Director Position (i.e. husband and wife as co-vice presidents), that position has only one vote on the Board of Directors.

Section 4 - Annual Meeting: The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members for the purpose of appointing other committee chairs and for the transaction of such other business as may come before the meeting.

Section 5 - Vacancies: A Director may resign at any time by giving written notice to the President or Secretary of the organization. Such resignation shall take effect at the time specified.

The acceptance of any resignation is not necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy is elected for the unexpired term of the predecessor.

Section 6 - Regular/Special Meetings: The President shall set a time, date, and place for regular meetings of the Board of Directors which requires no notice other than the original scheduling.

Special meetings of the Board of Directors may be called by the President or at the request of any two Directors. Notice of special meetings shall be given as provided in Section 7. The President shall set a time, date, and place for the special meetings.

All meetings shall be held at a place convenient for the Board of Directors.

Section 7 - Notice: Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to its start. Notice shall be given to each Director in writing, by telephone, E-mail or text message with reply, or other verbal notice. A Director may waive notice of any meeting. A Director may attend a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been properly or lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice of the meeting.

Section 8 - Quorum: A majority of the Board of Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting without further notice. The act of the majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9 - Removal of Board of Member(s): Any Director may be removed from office with or without cause by a majority vote of the members present at any special meeting of the members duly called for that purpose.

Section 10 - Additional Committees: The Board of Directors may create and appoint committees and delegate to the committees the powers and responsibilities the Board of Directors deems appropriate.

Section 11 - Informal Action by Board of Directors: Any action required or permitted to be taken at a meeting of the Board of Directors or Executive Committee may be taken without a meeting if the action is set forth in writing and is voted on by a majority of the Directors. Communications via email, text, or other similar written communications will comply with this Section. Such consent shall have the same force and effect as a majority vote of the Board of Directors or Executive Committee.

Section 12 - Executive Committee: The Executive Committee of the Board of Directors shall consist of the President, Vice President, Treasurer and Secretary. The President shall chair Executive meetings. Three affirmative votes are required for Executive Committee action. The

Executive Committee shall have the authority to approve non-budgeted expenses up to \$100 per occurrence.

ARTICLE IV. OFFICERS

Section 1 - President: The President shall be the Chief Executive Officer of the organization, shall have general and active oversight of the organization and shall see that all directions and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties usually vested in the office of the President of a corporation and shall have other powers and perform other duties as the Board of Directors may from time to time prescribe.

The President will also serve as the LSC Representative, attend and vote at all meetings of the NDLSLSC, and provide an LSC report at regular Board of Directors meetings. If the President is unable to attend an NDLSLSC Meeting, another person can be assigned to attend the meeting and perform the said duties. The person attending the NDLSLSC Meeting shall, at their option, be reimbursed mileage at the YMCA current travel rate for travel to and from the NDLSLSC Meeting.

Section 2 - Vice President: The Vice President is an officer of the organization and shall have such powers and perform duties as the President or the Board of Directors may assign. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The primary function of the Vice President will be to act as meet manager for the Gator-hosted competitions. In the capacity as meet manager, the Vice President shall have authority to appoint persons to chair committees or perform functions necessary for the operation of the competition. The Vice President will work closely with the Volunteer Coordinator, Officials Chair, and Safety Chair to plan for the needs of these meets.

Section 3 - Treasurer: The Treasurer is an officer of the organization and shall have the care and custody of the funds of the organization. The Treasurer shall disburse the funds of the organization as may be ordered by action of the Board of Directors or Executive Committee. The Treasurer shall keep full and accurate account of all receipts and disbursements in books belonging to the organization and shall have such other powers and perform such other duties as the Board of Directors may assign. The Treasurer shall be responsible for timely filing any required State and Federal reports including but not limited to tax forms and corporate reports. The members and the Board of Directors shall be entitled to a financial report at regular and annual meetings. The Treasurer shall also provide any documents requested by the YMCA of Cass and Clay Counties for auditing purposes.

The Treasurer shall maintain the Gage Burdick Fund. The Executive Committee (with input from the Head Coach) shall be the sole decision maker as to the disbursement of such funds to swimmers or families in need. The application process and the decision shall be maintained as

confidential and neither the members nor the Board of Directors shall have authority to see such information. If a dispute arises with regard to the Gage Burdick Fund, the Executive Director of the Fargo-Moorhead YMCA shall act as the arbitrator and determine whether or not information maintained by the Treasurer may be disclosed to the entire Board of Directors.

Section 4 - Secretary: The Secretary is an officer of the organization and shall attend all meetings of the members, Board of Directors and the Executive Committee. The Secretary shall have custody of all documents and records of the organization except those connected with the office of the Treasurer. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and special meetings of the members. The Secretary shall take and keep minutes at all Board of Director and member meetings. The Secretary shall perform such other duties and have other powers as the Board of Directors may assign.

Section 5 – Volunteer Coordinator: The Volunteer Coordinator shall work with the Board of Directors and the various Directors to determine the volunteer needs for the team. For Gator-hosted meets, the Volunteer Coordinator shall organize the volunteer positions, solicit volunteers, and request donations of concessions items as determined in consultation with the Vice President or committee appointed to manage the responsibilities of the concessions area. The Volunteer Coordinator shall also solicit volunteers for any State Championship Meet volunteer needs assigned to the team by the LSC. The Volunteer Coordinator shall track the volunteering by Gator families and work with the Treasurer and the Board of Directors as necessary to administer the Fundraising Fee.

Section 6 - Officials Chair: The Officials Chair is responsible for the recruitment and training of parents or other interested persons as USA Swimming officials and YMCA Swimming officials. The Officials Chair shall supervise and all FM Gator Officials and work closely with the FM Gators Meet Manager to assign and staff all FM Gator hosted meets. The Officials Chair shall help organize officials working away meets including the NDLS long-course and short-course State Championship Meets. The Officials Chair shall ensure all FM Gator officials are properly and currently registered as a USA Swimming official.

Section 7 - The Safety Chair: The Safety Chair is responsible for reporting all accidents occurring at Gator-hosted events to the NDLS and USA Swimming accordingly. The Safety Chair shall maintain all accident reports, first aid kits, and Emergency Action Plans (EAPs). The Safety Chair shall act as the FM Gators USA Swimming Safe Sport Chair.

Section 8 – Communications Chair: The Communications Chair is responsible for encouraging communication with the members. The Communications Chair will establish and maintain appropriate social media sites for members to communicate regarding the FM Gators.

Section 9 - Social Chair: The Social Chair shall be responsible for organizing events to enhance the community of the FM Gator organization, including picnics, parties, and like events. The Social Chair shall be responsible for welcoming and communicating with new members.

Section 10 – Hospitality Chair: The Hospitality Chair shall be responsible for arranging hospitality for all coaches and officials at all meets hosted by the FM Gators. The Hospitality

Chair will also coordinate with the Social Chair to provide any assistance needed by the Social Chair.

Section 11 – Concessions Chair: The Concessions Chair shall be responsible for ensuring that the FM Gators provide adequate concessions at all possible meets hosted by the FM Gators. The Concessions Chair may create a committee of members willing to assist with the work needed to provide concessions at FM Gators meets.

Section 12 – Diversity/Equity/Inclusion Chair: The Diversity/Equity/Inclusion (“DEI”) chair will work with the Head Coach and the members to increase diversity, implement equity, and promote inclusion for the team by providing consultation with members, advising members of opportunities at the LSC/Zone/National level, and advocating for DEI issues with the Board.

Section 10 - Athlete Representatives (3): The three (3) Athlete Representatives are each voting members of the Board of Directors. These athletes must be members of the club for a minimum of one fiscal year including both a short and long course season, and be in at least 8th grade. The Athlete Representatives report swimmer concerns to the Board of Directors, host regular athlete meetings, assist in creating and suggesting meet apparel for the team, and organize team events “off deck” at least once every other month. Athlete representatives will attend all home meet and lead team cheers at meets.

ARTICLE V. FM Gators Head Coach & YMCA of Cass & Clay Counties Aquatics Director (non-voting members)

The FM Gators Head Coach & YMCA of Cass & Clay Counties Aquatics Director will be responsible for all levels of swimming in the Gator program, including, but not limited to, the teaching of sound fundamental technique within a framework of appropriate physical and mental conditioning to enhance each swimmer’s ability to improve and attain a high level of swimming proficiency. At the regular meetings of the Board of Directors the Head Coach & YMCA Aquatics Director will report to the Board of Directors regarding numbers of existing and new swimmers, meet results, upcoming meets and deadlines, and any other information asked for by the Board of Directors. The FM Gators Head Coach and the YMCA of Cass & Clay Counties Aquatics Director are non-voting members of the organization.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 - Contracts: The Board of Directors may authorize any Director(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or conformed to specific instances.

Section 2 - Loans: No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 - 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 organization, shall be signed

by such Director(s) or agent(s) of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 - Deposits: All funds of the organization not otherwise employed shall be deposited to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may by act select.

ARTICLE VII. INDEMNIFICATION

The organization shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect), any officer or Director made or threatened to be made a party to or witness in any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by, or in the right of, the organization, by reason of the organization, against all judgments, penalties, fines, settlements, and reasonable expenses, including attorney's fees and disbursements. As determined by the Board of Directors, the organization may, but shall not be required to, indemnify agents of the organization, other than Directors and officers, to the fullest extent permitted by law.

The organization may purchase and maintain insurance on behalf of any person and such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity whether or not the organization would otherwise be required to indemnify the person against the liability.

ARTICLE VIII. MISCELLANEOUS

Section 1 - Fiscal Year: The fiscal year of the organization shall begin on the 1st day of September and end on the 31st day of August in each year.

Section 2 - Amendments: Upon notice of the proposed revised bylaws at least ten (10) business days prior to a regular or special meeting of the members, these Bylaws may be revised by act of the members at the meeting.

Dated this 21st day of April, 2023