

**AMENDED AND RESTATED BYLAWS OF COLUMBIA SWIM CLUB**  
**(APRIL 2009)**

**Article I—Name.**

The name of the organization shall be the Columbia Swim Club.

**Article II—Mission and Purposes.**

- A. Mission. The mission of the organization shall be to provide an opportunity for each swimmer to strive for excellence in competitive swimming and to reach his/her maximum individual growth through a quality swimming program.
- B. Purposes. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Article III—Membership and Voting.**

- A. Membership. The membership shall be limited to the following:
  - 1. the parents or guardians of a swimmer who is a member of United States Swimming and who pay current Columbia Swim Club fees;
  - 2. the swimmers who pay or whose parents or guardians pay current Columbia Swim Club fees;
  - 3. the Head Coach of the Columbia Swim Club.
- B. Voting. In all cases where voting is to be conducted, except in meetings of the Board of Directors and selection of swimmer representatives, each family shall have two votes and the Head Coach shall have one vote.

**Article IV—Fees and Assessments.**

Each child participating in the swimming program of the Columbia Swim Club shall pay fees as may be set from time to time by the Board of Directors.

The Board of Directors shall have the authority to levy additional assessments to be paid by the swimmer as deemed necessary.

**Article V—Meetings.**

- A. Regular Meetings. The membership of the organization shall hold two meetings each year (spring and fall) of the entire membership of the organization at a time and place to be fixed by the Board of Directors. The Board of Directors, except

swimmer members, shall be elected at the spring meeting. The budget will be presented at the fall meeting. The budget year will be September 1 to August 31.

- B. Special Meetings. Additional meetings of the membership of the organization may be called by the President of the organization or by a majority of the Board of Directors or by a petition signed by 10% of the members of the organization.
- C. Notice. Written notice stating the time and place of any meeting herein shall be given by regular mail, team newsletter, or electronic communication to all members of the organization not less than five days before the date of the meeting.
- D. Conduct of Meetings. Roberts Rules of Order shall govern the proceedings, except that the President shall have a vote on all matters.

#### **Article VI—Nominations, Elections and Term of Office.**

- A. Nominating Committee. Not later than February 1 of each year, the President shall appoint a Nominating Committee consisting of three members of the organization. This committee shall nominate candidates for President, Vice President, Secretary, Treasurer, Meet Director, Fundraising Director, and two At-Large Members.
- B. Term of Office. The President and Vice-President shall be elected for a one year term. The President and Vice-President may each be elected for up to three successive one year terms. The Secretary, Meet Director and one At-Large Member shall be elected for a two year term in years ending in an even number. The Treasurer, Fundraising Director and the other At-Large Member shall be elected for a two year term in years ending in an odd number. The Secretary, Treasurer, Fundraising Director, Meet Director and both At-Large Members may each be elected for up to two successive two year terms. Each officer shall serve until a successor is chosen. No officer is eligible to be elected for any of the offices listed in subparagraph A above after four successive years in any one or more of the positions therein listed until a period of one year has elapsed.
- C. Method of Election of Officers.
  - 1. The election of officers shall be held during the spring meeting.
  - 2. The officers shall be elected by a majority vote of those present at the meeting and shall hold office until their successors shall be duly elected.
  - 3. Nominations for officers may be made from the floor.
  - 4. In the event one of the foregoing officers is unable to serve or unable to complete a term of service, for any reason, the Board of Directors shall, by a

majority vote of the remaining members, select a temporary substitute who shall serve until the next regular election.

- D. Swimmer Representatives. At a point near the end of the short course season when most practicable, the senior swimmer members of the organization shall hold an election to choose two senior swimmer members of the Board of Directors. These two members shall have the right to participate in all Board meetings but will not have a vote.

## **Article VII—Duties of Officers.**

The following are general descriptions of the duties of the officers of the organization. Additional more specific job descriptions may be included in a policy and procedure manual as the same may be adopted by the Board of Directors from time to time.

- A. President. The President shall preside at all meetings of the organization and the Board of Directors; shall fix the time and place of meetings of the Board of Directors, and shall keep current corporate documents with the state of Missouri. The President shall also be the organization's representative to appear before the public, shall have the authority to expend funds on behalf of the organization in accordance with the budget as adopted by the organization, and shall provide advice and counsel to the head coach for day-to-day operation of the organization.
- B. Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the President and perform such other duties as the President shall direct.
- C. Secretary. The Secretary shall keep a record of the proceedings of the organization and Board of Directors and publish actions taken in the next available newsletter or by electronic communication; keep a record of the members; issue notice of all meetings of the entire organization; conduct all correspondence; and perform such other duties as the President shall direct.
- D. Treasurer. The Treasurer shall oversee collection of all fees and assessments, disburse all funds of the organization; supervise the regular accounting of the organization which shall at all times be open to inspection by the Board of Directors; and perform such other duties as the President shall direct.
- E. Meet Director. The Meet Director shall be responsible for organizing and arranging all home swim meets. The Meet Director shall supervise all committees and subcommittees pertaining to the operation of swim meets including but not limited to admissions/heat sheet sales, apparel, awards, clerk of course, concessions, entries, hospitality, officials and volunteers. The Meet Director shall appoint an Associate Meet Director to assist in these duties.
- F. Fundraising Director. The Fundraising Director shall be in charge of seeking out and securing sponsorships to provide funding for the organization. The Fundraising

Director shall also be responsible for planning all future fundraising efforts and the operation of those fundraising efforts including collection of funds pledged to the organization.

- G. At-Large Members. Each At-Large Member shall be charged with serving as a liaison between the general membership and the Board of Directors. At-Large Members are also expected to actively participate in committee work as assigned by the Board of Directors.

#### **Article VIII—Board of Directors and Committees.**

- A. Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Head Coach, the two swimmer representatives (non-voting), the Meet Director, Fundraising Director, and two At-Large Members. The Board shall plan the organization's activities; employ coach(s); and represent, control and manage the affairs of the organization. The Board along with the Head Coach shall determine the meet schedule. The Board of Directors shall meet monthly upon call of the President. Five members shall constitute a quorum. Any member of the organization shall be entitled to attend any meeting of the Board of Directors but shall not be allowed to participate in any discussion other than a portion of the agenda designated for member comment. The Board may meet in executive session and prohibit attendance of members of the organization when considering personnel matters, legal matters, or such other matters as deemed appropriate by a majority vote of the Board of Directors.
- B. Committees. The Board of Directors may establish committees as the Board from time to time shall deem necessary or convenient for the proper operation of the organization. Committees may be comprised of members of the Board of Directors and other members of the organization.

#### **Article IX—Dissolution.**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the 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, educational, 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 of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction in Boone County, Missouri, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**Article X—Indemnification.**

The organization 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 member of the Board of Directors, an officer or employee of the organization against reasonable expenses, including attorney's fees, actually and reasonably incurred by such person in connection with the defense of such action, suit or proceeding. The organization may also reimburse for any such individual the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the members of the organization that it was in the best interest of the organization 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 provisions of these By-laws.

**Article XI—Amendment and Rescission.**

These Articles shall remain in full force and effect from the date of adoption but may be amended or rescinded at any meeting of the organization by a majority vote provided that written notice of such proposed amendment or rescission is mailed to each member or transmitted by electronic communication at least 10 days prior to the meeting at which the vote thereon is to be taken.

Adopted this \_\_\_\_\_ day of April, 2009 by the membership of the organization.

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Secretary of the Organization