

# Articles of Organization of Columbia Swim Club (As Amended and Interpreted Through April 2003)

## **Article I**

The name of the organization shall be the Columbia Swim Club

## **Article II**

### **Mission and Purposes**

- A. The mission of this 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. The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501©(3) of the Internal Revenue Code.<sup>1</sup>

## **Article III**

### **Membership and Voting**

- A. 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;<sup>2</sup>
  - 2. the swimmers who pay or whose parents or guardians pay current Columbia Swim Club fees;<sup>3</sup>
  - 3. the Head Coach of the Columbia Swim Club.<sup>4</sup>
- B. In all cases where voting is to be conducted, except in meetings of the Executive Committee and selection of swimmer representatives, each family shall have two votes and the Head Coach shall have one vote.<sup>5</sup>

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<sup>1</sup>This section was added (and the title of the article changed) at a Special Meeting of the membership held on July 23, 2002.

<sup>2</sup>At its November, 1991 meeting, the Executive Committee interpreted this provision to include “Alumni” swimmers; defined as those swimmers who once swam for CSC and who have finished attending high school. A separate payment category for such swimmers was also created.

<sup>3</sup>At its meeting of October 9, 1991, the Executive Committee voted to interpret this provision as follows: To be affiliated as a member of CSC at a meet, the swimmer must be a “member” under this provision.

At its meeting of March 17, 1992, the Executive Committee voted to interpret this provision to include High School swimmers during their High School swim season so long as the swimmer was current in payment of CSC dues at the time the swimmer left to begin the High School season.

<sup>4</sup>This paragraph added in Fall, 1991.

<sup>5</sup>This paragraph added in Fall, 1991.

## **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 organization.

The Executive Committee shall have the authority to levy additional assessments to be paid by the swimmer as deemed necessary.

## **Article V**

### **Meetings**

1. The organization shall hold two meetings each year (spring and fall) of the entire membership at a time and place to be fixed by the Executive Committee. The Executive Committee, 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.
2. Additional meetings of the organization may be called by the President or by a majority of the Executive Committee or by a petition signed by 10% of the membership.
3. Written notice stating the time and place of any meeting herein shall be given by mail or Columbia Swim Newsletter to all members of the organization not less than five days before the date of the meeting.
4. 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**

1. 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, Associate Meet Director, Membership Chair, Fundraising Director, and At-Large Member as needed by paragraph 2.<sup>6</sup>
2. 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 and Membership Chair shall be elected for a two year term in years ending in an even number. The Treasurer, Fundraising Director, and At-Large Member shall be elected for a two year term in years ending in an odd number. The Secretary, Treasurer, Membership Chair, Fundraising Director, and At-Large Member may each be elected for up to two successive two year terms. The Meet Director and Associate Meet Director shall be elected for a one-year term. Each officer serves until a successor is chosen. No officer is eligible to be elected to any of the offices listed in paragraph 1 after four successive years in any one or more of the positions therein listed until a period of one year has elapsed, except that years of service in

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<sup>6</sup>At the April 22, 2001 Annual Meeting, this paragraph was revised to add a new position, Associate Meet Director. Also, the paragraph was amended so that the entire membership would elect all of these positions. Under the prior bylaws, the Executive Committee appointed the Meet Director and Membership Chair, and these two persons then became members of the Executive Committee. At the April 27, 2003 Annual Meeting, this paragraph was revised to add two new positions: Fundraising Director and At-Large Member.

the positions of Meet Director or Associate Meet Director shall not count against the four year limit.<sup>7</sup>

3. The election of officers shall be held during the spring meeting.
4. 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.
5. Nominations for officers may be made from the floor.
6. In the event one of the foregoing officers is unable to serve or unable to complete a term of service, for any reason, the executive Committee shall, by majority vote of the remaining members, select a temporary substitute who shall serve until the next regular election.
7. At a point near the end of the short course season when most practicable,<sup>8</sup> the swimmer members of the Club shall hold an election to choose two swimmer members of the Executive Committee. These two swimmers shall have one vote between them in all Executive Committee matters. Nominations for both positions shall be made from the floor provided, however, that notice of the date and time of this election shall be published in at least 2 Club newsletters. Each club swimmer, regardless of age, shall have one vote for each swimmer representative.<sup>9</sup>

## **Article VII**

### **Duties of Officers**

1. The President shall preside at all meetings of the organization and the Executive Committee; shall fix the time and place of meetings of the Executive Committee; and shall keep current corporate documents with the state of Missouri.
2. 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.<sup>10</sup>
3. The Secretary shall keep a record of the proceedings of the organization and Executive Committee and publish actions taken in the next available newsletter; keep a record of the members; issue notice of all meetings of the entire organization; conduct all correspondence; and perform such

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<sup>7</sup>This paragraph, as well as portions of paragraph 1, which changed the name of the President Elect to Vice President, were approved at the December 2, 1993 meeting of the club. Further amendments were made at the April 22, 2001 meeting of the club. Under the pre-2001 version, the president would be elected to a two-year term, but most presidents did not complete a full two-year term. When the president or vice-president does not complete his or her term, it is preferable for the membership to elect this office, instead of the Board selecting (in accordance with Article VI, Paragraph 6) someone to fill out the remainder of a two-year term. Thus, the 2001 revision better reflects actual practices without foreclosing the possibility that a president or vice-president may hold the office for a longer time. This revision contemplates a three-year maximum term in those offices. The last sentence of the paragraph was amended to clarify that a person who serves as vice-president for three years and is then elected to, for example, the position of secretary can finish the two-year term, even though this creates five successive years of service.

<sup>8</sup>This clause was interpreted in Spring, 1994 to mean that the actual election should be held at the Annual Spring Meeting, at the same time as election for other club offices.

<sup>9</sup>This paragraph was added at the Fall, 1991 meeting.

<sup>10</sup>This paragraph was amended at the April 22, 2001 Annual Meeting to conform the paragraph with changes being made in Article VI. The Vice President may succeed the President, and in the ordinary course of things is likely to do so, but succession is not mandatory.

- other duties as the President shall direct.
4. The Treasurer shall collect all fees and assessments, disburse all funds of the Association; keep regular accounts which shall at all times be open to inspection by the Executive Committee; and perform such other duties as the President shall direct.

## **Article VIII**

### **Committees and Duties**

1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Head Coach, the swimmer representatives chosen under Article VI, • 6, the Meet Director, the Associate Meet Director, Membership Chair, Fundraising Director, and At-Large Member. This committee shall plan the organization's activities; employ coach(es); and represent, control and manage the affairs of the organization. This committee along with the coach shall determine the meet schedule. The Executive Committee shall meet monthly upon call of the President. Four members shall constitute a quorum and any decision must have four votes.<sup>11</sup> Any Committee decision approving the expenditure of \$250 or more must be considered by the full Committee and approved by a majority thereof.<sup>12</sup>
2. There shall be the following committees:
  - a. Meet Director and Associate Meet Director. These individuals shall organize and arrange all home swim meets. The Associate Meet Director shall assist the Meet Director. These individuals shall recruit and supervise all subcommittees as follows:<sup>13</sup>
    1. Merchandise concessions/Uniforms
    2. Snack Bar
    3. Entries
    4. Awards
    5. Officials
    6. Scoring
    7. Timing
    8. Clerk of the Course
    9. Across the Board Judge
    10. Heat sheet advertising

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<sup>11</sup>This paragraph was first amended at the Fall 1993 meeting (December 2, 1993). It was further amended at the April 22, 2001 Annual Meeting to conform the section with changes made Article VII and in Article VIII 2 and at the <sup>11</sup>This paragraph was amended at the April 22, 2001 Annual Meeting to conform the paragraph with changes being made in Article VI. The Vice President may succeed the President, and in the ordinary course of things is likely to do so, but succession is not mandatory.

<sup>11</sup>This paragraph was first amended at the Fall 1993 meeting (December 2, 1993). It was further amended at the April 22, 2001 Annual Meeting to conform the section with changes made Article VII and in Article VIII 2 and at April 27, 2003 Annual Meeting to conform the section with changes made in Article VI. The quorum requirement was changed at the April 27, 2003 meeting from three to four due to the expansion of the size of the Committee.

<sup>12</sup>This sentence was added at the April 27, 2003 Annual Meeting for the purpose of ensuring that any significant Committee action would be brought to the attention of the full Committee.

<sup>13</sup>This paragraph was amended at the April 22, 2001 Annual Meeting to divide the responsibilities of the Meet Director across two persons, but leave the responsibility of the office in one person, who remains primarily responsible for the swim meet management functions. It is expected, but not required, that the person who holds the position of Associate Meet Director will ultimately succeed to the position of Meet Director.

- 11. Equipment
  - b. Team statistician (appointed by coach) who will keep a record of each swimmer's official times, distribute Missouri Valley Awards, and send appropriate records to Missouri Valley.
  - c. Entries (appointed by coach) responsible for entries for all meets and keeps record of entry fees on each swimmer.
  - d. Coach's liaison committee (3 members appointed jointly by coach and President) serves as a mediation body.
  - e. Such other committees as the Executive Committee shall from time to time deem necessary or convenient for the proper operation of the club's affairs.
3. All appointed chairpersons of committees shall be named by the Executive Committee as soon as is practicable.

## **Article IX**

### **Dissolution**

Upon dissolution of the corporation, the Executive Committee 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 Executive Committee 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.<sup>14</sup>

## **Article X**

### **Adoption, 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 at least 10 days prior to the meeting at which the vote thereon is to be taken.

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<sup>14</sup>This article was added at a Special Meeting of the membership held on July 23, 2002. The prior Article IX was renumbered as Article X.