

Club Bylaws: Eden.Prairie.Foxjets.Swim.Team

Adopted 1979, Revised 2019

Article I – The Corporation and Its Mission

The name of this corporation shall be the Eden Prairie Foxjet Swim Team, hereinafter referred to as the “Corporation.”

The Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.

The Corporation is organized for educational purposes, specifically to provide residents of Eden Prairie and the surrounding area with a team swimming experience. Our goal is to teach all levels of swimmers in a competitive swim team environment, encouraging individual development, teamwork, responsibility, fitness and good sportsmanship.

Article II – Registered Office

The registered office of the corporation required by the Minnesota Non Profit Corporation Act will be maintained in Eden Prairie, Minnesota as provided and designated in the Articles of Incorporation. Pursuant to statute, the Board of Directors may change the location of the registered office at their discretion and the appropriate certificate shall be filed with the Secretary of State of Minnesota as provided by law.

Article III – Seal

The corporation will have no seal.

Article IV – Membership

Membership will be open to individuals of Eden Prairie and the State of Minnesota, without regard to race, color, religion, gender, disability, sexual orientation, national origin or other minority status.

The President may close enrollment for up to 30 days due to facility limitations, staffing or safety concerns, or for any other reason the President deems necessary. The Board of Directors, for the same reasons, may close or reopen enrollment for any length of time.

There shall be three classes of membership: (1) Regular members, (2) Athlete members, and (3) Non-athlete members. Regular members are the custodial parent(s) or guardian(s) of the Athlete members. Athlete members are swimmers who are members of Minnesota Swimming, Inc. and USA Swimming. Non-athlete members are non-voting members of the Corporation, whose membership is approved by the Board of Directors. Non-athlete members must be members of Minnesota Swimming, Inc. and of USA Swimming. All members must adhere to the USA Swimming Membership Code of Conduct.

Membership for all classes shall be contingent upon payment of such periodic fees and assessments as the Board of Directors may from time to time determine.

The Board of Directors may revoke the membership of a member of any class for cause. A member whose membership has been revoked for cause shall receive written notification stating the reason for such revocation.

Article V – Powers

The Corporation, through its Board of Directors, shall have the following enumerated powers:

1. Engage in any lawful activity as may be deemed appropriate by the Board of Directors in carrying out the purposes of the Corporation and the conduct of its affairs;
2. Publication and distribution of programs, newsletters, website development and any other methods of communication with the membership deemed advisable by the Board of Directors;
3. Solicitation and sale of advertising space in such publications and obtaining sponsorships for competitions and publications;
4. Retaining the services of persons, firms or corporations as may be advisable to provide services to the Corporation;
5. Purchase, sale and conveyance of real or personal property and the entry into any contracts, leases or other agreements to properly conduct and administer the affairs of the Corporation;
6. Operation of food, concessions and the sale of clothing, swimming equipment;
7. Establishing the programs offered by the Corporation and the fees for such programs; and
8. Establish or solicit scholarships, authorize reduction or forgiveness of fees.

Article VI – Rights and Liabilities of Members

No director, officer, member or authorized agent of the Corporation shall be liable for any debts or liabilities of the Corporation or liable to the Corporation except to the extent of their unpaid membership fees and entry fees. Each Athlete member shall be required to pay a fee set by the Board of Directors for each program offered each season. The Regular members shall be obligated and responsible for such payment of any Athlete under the age of eighteen (18).

Fees shall be refunded in whole or in part according to the process approved by the Board of Directors.

Regular members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, that if both parents (or legal guardians) of an Athlete are Regular members, then such Regular members shall have only one (1) vote between them. Athletes and non-athletes have no voting rights.

Article VII – Meeting of the Membership

Meetings of the members shall be held at the registered office of the corporation or such other location within Hennepin County, Minnesota as may be designated by the Board of Directors or by the person(s) calling any Special Meeting.

The Board of Directors shall host an annual meeting of the Regular Members of the corporation. The meeting shall take place in June. The Board of Directors will set the day, time and location for this meeting and communicate it to the membership in a manner they deem advisable and effective, but in no instance less than 14 days prior to such meeting. The business of such a meeting shall include the voting for and appointment of any new Directors, presentation of a financial report and any other business in the discretion of the Board of Directors.

At any such meeting, attendance in person of at least 10% of the Regular Membership Votes shall constitute a quorum. There will be no proxy voting permitted at the annual meeting.

Article VIII – Board of Directors

Composition

The Board of Directors shall consist of eight (8) Directors elected from the Regular members of the Corporation. The term of each Director shall be three (3) years from the date of their most recent election, or until a successor is appointed or elected. The Head Coach of the Corporation shall be a voting member of the Board of Directors as long as the individual holds that position; however, the Head Coach will not be a Director and will not be permitted to vote on matters of compensation or employment.

A Director, who is no longer a Regular member, may continue to serve an elected term to the Board of Directors as long as the Director is a member in good standing of the Corporation.

The initial Board of Directors and their initial term expirations as approved with the adoption of the 2003 amended bylaws are as follows:

Diane Kennedy – August 2003
Gary Greenberg – August 2003

James Goetz – August 2004
Eric Seebeck – August 2004
Marie Brau – August 2004

Beverly Boland – August 2005
Mark Davis – August 2005

[Director to be elected at 2003 annual meeting] – August 2006

The unexpired term of any Director caused by the death, resignation or other removal of such Director shall be filled upon the selection of a new Director by a majority vote of the remaining Directors. If an annual meeting fails to elect the required number of directors, any vacancy so resulting may be filled upon the selection of a new Director(s) by a majority vote of the remaining Directors.

Candidates for Director must be Regular members in good standing and each family may have only one adult member on the board at any time. Notwithstanding the above, the Board of Directors may have one non-regular member amongst the eight elected positions.

One Ex Officio board member (voice, no vote) may be appointed each year, as a ninth member, solely at the discretion of the Board.

Special Meetings

A special meeting may be called for any specified purpose at any time by the Board President, upon the written request of four Directors or the written request of at least twenty-five percent (25%) of the voting membership.

A Regular member may request in writing a special meeting for any specified purpose related to the Corporation by delivering to the President or Secretary such request signed by the required number of Regular members. Notice of such meeting for the stated purpose only shall be given to the membership no less than 14 days prior to such meeting. The time and place of the special meeting shall be determined by the individual calling the meeting and the meeting shall be held in the City of Eden Prairie at a time and place deemed reasonable by the Board of Directors.

The quorum required for a special meeting shall be twenty-five percent (25%) of the voting membership. If a quorum is not present, the meeting may be adjourned for the absence of a quorum. If a quorum is present at the beginning of the meeting, it shall be presumed to be in existence unless the presence of a quorum is challenged before a vote and the minutes reflect such a challenge and the absence of a quorum.

No members shall vote by proxy in a special meeting.

Duties? Removal and Compensation

The duties and powers of the Board of Directors shall be such as usually devolves upon the Directors of any Corporation or association consistent with the stated purposes of the Corporation. These powers include but are not limited to adopting rules and regulations for self-governance and the managing of the Corporation's business, entering into lawful contracts, leases or other agreements deemed necessary for carrying out the business of the Corporation.

The Board of Directors shall also have the power to hire and discharge for any reason the coaching staff, including the Head Coach and any other person providing services to the Corporation.

The Board of Directors may remove an appointed Director, with or without cause, by majority vote.

Any other Director may be removed for cause by a vote of at least seven (7) Directors at a special Board meeting called for that purpose.

Directors shall not be compensated for the services as such to the Corporation.

Members of the Board of Directors shall have other duties and responsibilities as determined by the Board of Directors. All duties and responsibilities of each Board member shall be set out in a written position description which shall be maintained on file by the Secretary/Treasurer of the Corporation and available for inspection by any member upon request.

Meetings

The Board of Directors shall meet as often as it deems necessary to carry out the activities and oversight of the Corporation, but no less than once a quarter during the Corporation's fiscal year. The Directors shall establish the specific dates and times of regular meetings in advance and those meetings shall be open to all members of the Corporation.

The Board may go into executive session to address confidential matters, including but not limited to the performance review of employees, employment contract negotiations, and any matter that might reveal the

identity of an Athlete or Regular member where such disclosure would not be in the best interests of the Corporation in the discretion of the Board.

A quorum of the Board of Directors is a majority of its voting members and is required to transact business at a Board Meeting. If a quorum is present at the beginning of a meeting, the continued presence of such at the time of a vote shall be assumed unless the presence of a quorum is challenged before a vote and the minutes reflect such a challenge and absence of quorum. When a quorum is not present, any meeting may be adjourned for that reason.

Each member of the Board has one vote. Voting at Board meetings must be done by open vote and a Director may vote by proxy, mail or absentee ballot. The Head Coach may vote by absentee ballot or mail if a scheduling conflict with another Corporation function prevents attendance at the Board meeting.

Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing and signed by all the Directors. Electronic mail may be used for this purpose.

Officers.and.Duties

The Board of Directors shall consist of four officers: President, Vice-President, Treasurer and Secretary. Officers are selected by a majority vote of the Board of Directors and only Directors may be officers. Each officer shall be appointed or elected to serve in that position until the end of their term on the Board of Directors or until a successor is duly appointed and confirmed or elected.

An officer may be removed from that position in the same manner as a Director may be removed.

President

The President shall preside at all meetings of the Board of Directors, commission all committees of the corporation and Board when not otherwise provided for and attend to all such other duties as may customarily devolve upon the President, including but not limited to, employment matters, direct supervision of all full-time employees and interaction with other swimming club boards.

Vice-President

The Vice-President shall have all duties normally associated with the President when the President is unable to exercise them and shall be the Corporation's representative with Minnesota Swimming, Inc.

Secretary

The Secretary shall keep a complete record of all meetings of the Corporation or Board of Directors. In addition, the Secretary shall give notice of all meetings to be held by the members and Board of Directors pursuant to these bylaws and to hold in custody the books of the corporation where their care is not otherwise provided for.

Treasurer

The Treasurer shall oversee the collection of bills, receive and keep record of all funds belonging to the corporation and keep a full and accurate record concerning all financial affairs of the corporation and report upon them regularly in writing. The Treasurer shall have custody of all evidences of property belonging to the corporation and pay all authorized bills. The Treasurer shall be the Board of Directors' interface with the Corporation accountant. The Treasurer may delegate the execution of financial duties to a Certified Public Accountant with the approval of the Board of Directors. The Treasurer is fully accountable

for his duties; provided, however, that the Treasurer may delegate those duties and responsibilities to a CPA as provided in this paragraph.

Article IX – Indemnification

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, employees and other agents, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding stemming from their position with the Corporation.

The Corporation shall have the power to purchase and maintain insurance for the above purposes.

The Corporation shall carry general liability insurance.

Article X – Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order* shall govern the meeting of the Corporation in all instances in which they are not inconsistent with the bylaws or special rules of the corporation.

Article XI – Amendment to Bylaws

Any Board member may propose changes to these Bylaws. The Board of Directors by a 7/9 vote may present an amendment to the bylaws to the membership at an annual meeting or special meeting called for that purpose.

Article XII – Dissolution

In the event that the corporation is dissolved pursuant to law, its property and assets shall be applied and distributed pursuant to the Articles of Incorporation, provided that:

- cost and expenses incident to the proceedings shall be paid
- all liabilities and obligations of the corporation shall be paid or discharged
- any remaining funds shall be donated to a section 501(c)(3) charitable organization designated as such under the provisions of the Internal Revenue Code and chosen by the Board of Directors at its final meeting