

THE BY-LAWS OF THE BENNINGTON MARAUDERS SWIM CLUB, INC.

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Article I: NAME

The name of the organization is Bennington Marauders Swim Club, Inc. It is an organization under the authority of the United States Swimming Association (USA). From this point and throughout this document the Bennington Marauders Swim Club, Inc. shall be referred to as the "Marauders".

Article II: PURPOSE

Section A: Objectives

The objectives of the Bennington Marauders Swim Club, Inc. shall be the education, instruction and training of all individuals for the purpose of developing and improving their capabilities in the sport of swimming.

Section B: Not-For-Profit Organization

Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code of 1986, and shall not carry on any Article not permitted to be carried on by an organization exempt from the Federal Income Tax under the IRS Code Section 501 (c)(3) or corresponding provisions of any subsequent law.

Article III: ORGANIZATION

Section A: Parent/Guardian Members and Voting Rights

A Parent/Guardian Member is any parent (or legal guardian) of a swimmer who is a currently registered swimmer with the team and of USA Swimming. Parent/Guardian Members shall be entitled to one vote per family. Upon registration, each family shall designate its primary and secondary (if any) voting family member, who shall be entitled to vote in any election or other voting event. In the event that the primary voting family member is not present for any given voting event, the secondary family member present for any vote shall be entitled to vote in the place of the primary voting family member. In the event of any issue as to the voting rights of any member, the current Secretary of the organization shall issue a final ruling resolving any such issue.

Section B: Board of Directors and Election of Board Members

1. The Board of Directors shall consist of five (5) Parent/Guardian Members elected by the Parent/Guardian Members at the Annual Parent/Guardian Member Meeting to be held each October. Notice of the Annual Parent/Guardian Meeting shall be made no less than ten (10) days prior to the meeting via e-mail broadcast.
2. Members of the Board of Directors will be elected for two (2) year terms at commencing at the Annual Parent/Guardian Member Meeting. Board Members will be elected in alternate years i.e., two (2) members in one year and three (3) members in the alternate year.
3. In order to be nominated for election as a Board Member, a prospective nominee must be a Parent/Guardian Member of an "active swimmer." For purposes of this requirement, an "active swimmer" shall be defined as swimmer who has participated in two of the three past swimming seasons (i.e., Fall, Winter and Summer) prior to the election. This requirement can be met by any combination of swimmers who are children of the prospective Board Member.
4. The election of Board Members shall be by Parent/Guardian Members who are present at the Annual Parent/Guardian Member Meeting. The current Secretary of the organization shall preside at the elections. If said Secretary is not available, then the current President shall preside. If the current President is not available, then the members of the then current Board shall nominate one of its members to preside at the election.
5. Nominations for the Board shall be made at the meeting and require a "second" by another Parent/Guardian Member present at the meeting. Elections shall be by paper ballot. The nominees receiving the highest number of votes for the available seats shall be elected. In the case of a tie, a run-off election shall be immediately held as between those nominees tied for a vacant seat. In the event that an insufficient number of nominations are made for the available seats, the new Board shall appoint a Parent/Guardian Member to fill any vacancy. Any prospective Board Member to be appointed must meet the requirements of Article III, Section B(3).
6. In order to retain status as a Board Member in his/her second year of tenure, a Board Member must be a parent of "active swimmer," over the past year. For purposes of this requirement, an "active swimmer" shall be defined as a swimmer who has participated in at least two of the three past swim seasons (i.e., Fall, Winter and Summer) during the first year of the Board Member's term. The Board, in its discretion, shall waive this requirement in any given year due to special circumstances including, but not limited to, an injury to the Board Member's child which has resulted in the child's non-participation for all or part of the past year.

Section C: Officers and Election of Officers

1. The Board of Directors shall consist of a President, First Vice-President, Second Vice-President, Secretary and Treasurer.
2. The officers of the Board of Directors shall be elected by the new Board Members at a Board meeting which immediately follows the Annual Parent/Guardian Member Meeting. Nominations for officers may be made by slate or individually. The past Secretary of the Board of Directors shall preside at the election. If said Secretary is not available, then the past President shall preside. If the past President is not available, then the new Board shall nominate one of its members to preside at the election. The slate of officers or individually nominated officers must be elected by a majority of the Board Members present.

Section D: Voluntary Vacancies on the Board

1. Board Members may voluntarily resign from the Board. A resignation shall become effective when made in writing and submitted to the Secretary of the Board. Any voluntary vacancies on the Board shall be filled by majority vote of the remaining Board Members at a scheduled and noticed Board Meeting.
2. Any prospective member must meet the requirements of Article III, Section B(3).

Section E: Removal of a Board Member

1. A Board Member may be removed from the Board as a result of "misconduct." Misconduct shall be defined as any action or combination of actions which are deemed to be detrimental to the team or to the organization.
2. In order to be removed as a Board Member, a unanimous vote of the other voting Board members (excluding any abstentions) shall be required at a regularly scheduled Board Meeting. In order for the removal to take effect, the Board's action shall be confirmed by the Parent/Guardian Members of the organization at a Special Meeting to be held for the specific purpose of the proposed removal. The Special Meeting must be noticed no less than ten (10) days prior to the meeting via broadcast e-mail. The affected Board Member may waive the confirmation process via his/her resignation (in writing) following the Board's vote to remove. If the affected Board Member waives the confirmation vote, the Board shall fill the vacancy at the next regularly scheduled Board Meeting by a majority vote of the remaining Board Members. Any prospective new Board Member must fulfill the requirements of Article III, Section B(3).
3. If a Special Meeting of Parent/Guardian Members is necessary for confirmation of the removal of the affected Board Member, a representative of the Board shall present the Board's rationale for the proposed removal to the Parent/Guardian Members at the Special Meeting. The affected Board Member shall then have a similar opportunity to rebut the Board's charges. Thereafter a vote of the

Parent/Guardian Members present shall be held to determine confirmation of the Board's vote for removal. A majority vote of those Parent/Guardian Members present (subject to a family's voting rights) Section shall carry the vote.

4. If the event that a Board Member is removed from office by either waiver or by confirmation vote of the Parent/Guardian Members at the special meeting, the Board shall fill the vacancy at the conclusion of the Special Meeting or at its next scheduled Board Meeting by a majority vote of the remaining Board Members. Any prospective new Board Member must fulfill the requirements of Article III, Section B(3).

Section F: Staff

1. The Board of Directors may employ;
 - a. Head Coach.
 - b. Assistant Coach(es).
 - c. Manager.
2. The responsibilities, duties and benefits of the employed staff shall be set forth in a contract approved by the Board of Directors.

Section G: Parent/Guardian Members

1. All Parent/Guardian Members will assist the Coaches and Board Members in task(s) and management of all home swim meets, provide one or more volunteer services as defined/required by the By-Laws, to help promote swimming and good sportsmanship,

Section H: Swimming Members

1. A swimmer may become a member of the Marauders when he/she has been approved by the Head Coach as qualified under the current standards of swimming ability as set forth in these By-Laws.
2. All Swimming Members must submit the required registration form(s) to the Secretary of the Board of Directors, providing a list of all medical conditions, name(s) of the swimmers current pediatrician/physician, emergency medical treatment form and have paid the required season fees.
3. All swimmers must have one (1) Parent/Guardian Member representative.

ARTICLE IV: BOARD OF DIRECTORS - DUTIES

Section A: Duties of the Board of Directors

1. The Board of Directors' duties shall include but are not limited to:
 - (a) Transacting the necessary business of the organization.

- (b) Hiring the coaches and approving coaches' compensation.
- (c) Approving/disapproving an annual budget report as submitted by the Treasurer.
- (d) Presenting a report at the Annual Parent/Guardian Member Meeting.
- (e) Approving/disapproving bills as presented for payment.
- (f) Creating standing and special committees, as needed, and approving/disapproving the work and or recommendations of said committees.

ARTICLE V: DUTIES OF THE OFFICERS

Section A: President

- 1. Shall preside at the regular meetings of the Board, the Annual Parent/Guardian Member Meeting and any Special Meetings.
- 2. Shall set the agenda for all meetings.
- 3. Shall perform such duties as may be described in these By-Laws and/or as assigned to him/her by Board of Directors.
- 4. Shall coordinate all work of the officers and committees of the Marauders in order that the objectives are promoted.
- 5. Shall be familiar with the Robert's Rules of Order.
- 6. Shall be familiar with "The By-Laws of the Bennington Marauders Swim Club, Inc."

Section B: First Vice President

- 1. Shall perform such duties as may be described in these By-Laws including, but not limited to, those duties assigned to him/her by the President and/or the Board of Directors.
- 2. Shall act as an aide to the President or other officers as needed.
- 3. Shall perform the duties of the President in the absence or inability of that officer to act.
- 4. Shall be familiar with "The By-Laws of the Bennington Marauders Swim Club, Inc."

Section C: Second Vice President

- 1. Shall perform such duties as may be described in these by-laws including, but not limited to, those duties assigned to him/her by the President and/or the Board of Directors.
- 2. Shall act as an aide to the President or other officers as needed.
- 3. Shall perform the duties of the President in the absence or inability of the President and the First Vice-President to act.
- 4. Shall be familiar with "The By-Laws of the Bennington Marauders Swim Club, Inc."

Section D: Secretary

1. Shall be responsible for all records and files of the Marauders.
2. Shall maintain a current copy of "The By-Laws of the Bennington Marauders Swim Club, Inc."
3. Shall record and maintain a copy of the minutes of Board Meetings, Annual Parent/Guardian Member Meetings and Special Meetings.
4. Shall be responsible for communication within the Marauders, such as forms, notices and periodic newsletters.
5. Shall be responsible for communication between the Marauders and all public media, outside organizations and individuals.
6. Shall file all required reports with local, state and federal governments.

Section E: Treasurer

1. Shall have custody of all funds for the Marauders.
2. Shall keep full and accurate records of accounts receivable and payable.
3. Shall provide reports at the Board Meetings and the Annual Parent Member Meeting which includes a summary of funds, receipts and expenditures.
4. Shall in accordance with the budget adopted by the Board of Directors, make disbursements as necessary.
5. Shall only make disbursements in excess of \$500 which are approved by the Board of Directors.
6. Shall be responsible for being informed about and having on hand documents, in some form, pertaining to the laws, regulations and requirements relevant to the Bennington Marauders Swim Club, the Internal Revenue Service and the Vermont Department of Taxes.
7. Shall be responsible for the preparation of all required forms and reports, make any/all required payment to these Tax authorities, forward the necessary forms and reports to the Secretary for filing in the required time frame.
8. Shall be responsible for the collection of dues, meet fees and any other fees.

ARTICLE VI: STAFF

Section A: Duties of the Head Coach

1. The Head Coach is employed to carry out the day to day swimming operations of the Marauders under the guidelines of the USA Swimming Association.
2. Shall maintain required certifications as required by USA Swimming, or as set forth in these By-Laws and forward all training, education and qualification to the Secretary for submission to USA Swimming.
3. Shall promote awareness of water safety, education and training in stoke development, health and fitness, team spirit and development to all

swimmers of the Marauders.

4. Shall guide and develop swimmers in the technical aspects of swimming.
5. Shall aid/support swimmers in development of individual and team goals.
6. Shall work with the Board of Directors and Parent/Guardian Members to resolve any problems that may arise with equipment, meets and swimmers that may require action.
7. Prepare any/all press releases for swim meets that the Marauders have attended as individuals or as a team.
8. Supervise and schedule Assistant Coach (s) as/when needed for specific training, practice and meets.
9. The resignation of the Head Coach shall be in written form and presented to the Board of Directors at the next Board Meeting or as soon as practical thereafter.

Section B: Duties of Assistant Coach(es)

1. The Assistant Coach(es) are employed to assist in the the day-to-day swimming operations of the Marauders as assigned by the Head Coach under the guidelines of USA Swimming.
2. Shall maintain required certifications as required by USA Swimming, or as set forth in these By-Laws and shall forward all training, education and qualification to the Secretary for submission to USA Swimming.
3. Shall promote awareness of water safety, education and training, health and fitness, team spirit and development to all swimmers of the Marauders.
4. Shall aid the Head Coach in any/all training events, practices and meets.
5. Shall guide and develop swimmers in the technical aspects of swimming.
6. Shall aid/support swimmers in development of individual and team goals.
7. Shall notify the Head Coach of any problems that may arise with equipment, and/or swimmers, requiring action by the Head Coach, Board of Directors and/or Parent/Guardians.
8. The resignation of an Assistant Coach shall be in written form and presented to the Head Coach and the Board of Directors at the next Board Meeting or as soon as practical thereafter.

ARTICLE VII: PARENT/GUARDIAN MEMBERS

1. Shall have at least one (1) child registered with the Marauders as a swimmer in the current season.
2. A Parent/Guardian Member may vote at the Annual Parent/Guardian Member Meeting Each member family shall have only one (1) vote at said meeting.
3. All Parent/Guardian Members will assist the Head Coach and Board of Directors in task(s) and management of all swim meets and provide one or more volunteer services as defined/required by the By-Laws.
4. Shall promote awareness of water safety, education and training, health and fitness, team work/spirit and development to all swimmers of the

Marauders.

5. Each Parent/Guardian Member should promote the Bennington Marauders Swim Club, informing new and prospective members about the Marauders, its activities, benefits to health, fitness, education and development to its swimming members.
6. Each Parent/Guardian Member will assist at swim meets i.e., providing fund raising services, time/record, set-up/break-down services or equipment.
7. Each Parent/Guardian Member is encouraged to take an active roll within the Marauders.
8. Will refrain from interrupting practice and/or instruction sessions and will limit any such communications to only urgent matters.
9. Shall provide the Secretary of the Marauders at least one e-mail address for receipt of all team communications and meeting notices and shall be responsible to advise the Secretary of any changes or updates to said e-mail addresses.
10. All Parent/Guardian Members must ensure to submit the required team registration form(s), providing a list of all medical conditional, name(s) of his/her swimmer(s)' current pediatrician/physician, emergency medical treatment form and the required season's fees.

ARTICLE VIII: SWIMMER MEMBERS ("Swimmers")

Section A: Regular

1. All swimmers who elect to take full advantage of Marauders practices, instruction and team events during the season will develop the skills needed to compete in organized swimming events.
2. All swimmers must meet the requirements as outlined by USA Swimming, the Board of Directors and the Marauders Head Coach and as set forth in these By-Laws.
3. All swimmers will develop education and awareness of water safety, training, health and fitness habits, team spirit and technical development in competitive swimmers as a Marauder.

Section B: Developmental

1. A swimmer who elects to swim on a limited basis during the competitive season must meet the requirements as outlined by USA Swimming, the Board of Directors and the Marauders Head Coach and as set forth in these By-Laws.
2. Will develop education and awareness of water safety, training, health and fitness habits, team spirit and technical development in competitive swimmers as a Marauder.
3. Practice days for this "feeder" program will be coordinated with the Parent/Guardian members, the Board of Directors and the Marauders Head Coach.

4. Swimmers in the developmental program are eligible for all team awards.
5. Team fees for the developmental program shall be set by the Board of Directors. . If a prospective member joins/enters the developmental program mid-season, fees will be set by the Board of Directors at its next monthly meeting.
6. Developmental swimmers should attend Marauders practice at least once (1) a week, as conditions permit.

ARTICLE IX: MEETINGS

Section A: Board of Directors

1. The Board of Directors shall hold a board meeting once (1) a month throughout the year. The annual calendar of the meetings showing dates, times and location shall be set and broadcast by the Secretary of the Board following the Annual Parent/Guardian member Meeting.
2. All meetings of the Board of Directors shall be open to the entire membership, except for executive sessions, which may be of/for sensitive personal and/or employment issues.
3. A majority of the Board of Directors shall constitute a quorum, to hold meetings as well as voting issues.
4. The dates, times and location of all meetings shall be warned via broadcast e-mail to all Parent/Guardian Members by the Secretary and/or his/her designee at least seven (7) days in advance, except in cases of emergency. In such instances, at least 24 hour notice via broadcast e-mail must be given.
5. No major (greater than \$500) financial policy decision or changes can be made at any meeting, not warned as prescribed at least seven (7) days in advance.
6. The Secretary and/or his/her designee shall broadcast the agenda for all meetings via e-mail no less than forty eight (48) hours prior to the meeting.
7. Special/Emergency meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.
8. The Board of Directors may request a General Parent/Guardian Meeting at any time, to transact any business that the Board of Directors is not entitled to enact upon. Said meeting must be announced at least five (7) days in advanced via e-mail, with the agenda of the meeting as presented in the formal request.

Section B: Annual Parent/Guardian Member Meetings

1. The Annual Parent/Guardian Member Meeting will be held in October of each year for the purpose of electing Parent/Guardian members to the Board of Directors, approving the annual budget and enacting on any business that may be properly presented to the membership.
2. At the formal written request of ten (10) or more Parent/Guardian

Members, the Board of Directors shall call a General Parent/Guardian Member Meeting to attend to or to act upon business that was presented in the request. Said meeting must be announced at least seven (7) days in advance, with the agenda of the meeting as presented in the formal request and broadcasted to all members via e-mail.

3. All General Parent/Guardian Member Meetings shall be noticed at least seven (7) days in advance via broadcast e-mail, which will include the meeting date, location and time, in addition to the agenda for the meeting.

ARTICLE X: COMMITTEES

Section A: General Duties and Terms of Committees

1. All Committee Members shall be a Parent/Guardian Member.
2. Each Committee shall be formed as necessary by the Board of Directors for a specific task/agenda to be accomplished. The term for any such committee shall be set by the Board of Directors.
3. The two types of committees which may be formed are "Standing" and "Special." Standing Committees are of a reoccurring nature, and may be renewed year-to-year. Special Committees are of a limited scope with a limited term necessary to accomplish its goals and directives.
4. Standing Committees may include but not limited as set forth in Section B of this Article.
5. The formation and existence of any committees shall be at the sole discretion of the Board of Directors.

Section B: Standing Committees (Examples)

1. Meets & Records - This committee should be of volunteers; however, may be selected by the Board of Directors to meet the requirements of USA Swimming and these By-Laws. The committee shall be responsible for the planning and organization of home meets and to be responsible for recruitment and training of Parent/Guardian Members to be USA Swimming certified officials.
2. Recognition & Awards - Shall provide award incentives to swimmers and others members for achievement and service to the Marauders. This committee shall also be responsible for the basic arrangements for the end of the season award banquet(s). This committee shall also be responsible for the selection and purchase of team apparel and accessories.
3. Fundraising - Shall be responsible for activities to raise funds for the operation of the Marauders. This committee may be divided into subcommittees at the discretion of the chairperson for each event.
4. Membership & Orientation - Shall be responsible for the recruitment of prospective members, informing new and prospective members of the activities of the Marauders. Work closely new members, informing them of the swim meet process (i.e. the ins & outs of a meet) and the benefits of being a Marauder. Encourage the retention of current members.

5. Team Spirit - Shall develop activities of a recreational nature for members. Promote teamwork, water safety, education and training, health and fitness, development to all swimmers as a team member of the Marauders. This committee shall also be responsible for team banners at swim meets and decorations at the end of season awards banquet(s).
6. Equipment & Supplies - Shall maintain an inventory record of all equipment and supplies, including loaned/borrowed equipment to/from individual and/or organization. A complete sight inventory shall be accomplished at any time as directed by the Board of Directors.

ARTICLE XI: PARLIAMENTARY AUTHORITY

Section A: Governing Rules

1. The governing rules for the Board of Directors' Meetings, Committee Meetings, the Annual Parent/Guardian Member Meetings, Special Meetings and/or General Parent/Guardian Meetings shall observe and be conducted under Robert's Rules of Order.

ARTICLE XII: BASIC POLICIES

Section A: Payment of Fees

1. It shall be the policy of the Board of Directors to approve any and all expenditures within the general confines of the Marauders' annual budgets.

Section B: Quorum

1. A quorum shall be in attendance for all Board or Committee meetings and shall be a majority of its members. For the Annual Parent/Guardian Member Meeting, General Parent/Guardian Meeting and/or any Special Meeting, a quorum shall be at least fifteen (15) Parent/Guardian Members, including Board Members.

Section C: Equal Opportunity

1. The Bennington Marauders Swim Club Inc., is an Equal Opportunity organization and shall not discriminate based on sex, race, religion, place of origin or physical handicap.

Section D: Income

1. In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRS 4942, and the organization shall not (a) engage in any act of self dealing as defined in IRS 4941(d), (b) retain an excess business holdings as defined in Section 4943(c), make any investments in such a manner as to subject

the organization to tax under 4944, or (d) make any taxable expenditures as defined in IRS 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Section E: Political

1. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRS 501(h)) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to any candidate for public office.

Section F: Benefit

1. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

ARTICLE XIII: DISSOLUTION

Section A: Property

1. In the event of dissolution, all of the remaining assets of property of the organization shall, after payment of all necessary expenses thereof, be distributed to the organization that qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal, State or local governments for a public purpose, subject to the approval of a justice of the Supreme Court of the State of Vermont.
2. In the event the Parent/Guardian members dissolve the BENNINGTON MARAUDERS SWIM CLUB, INC., the financial assets and all equipment and supplies will be turned over to and become the property of the Town of Bennington's Recreation Center.

ARTICLE XIV: AMENDMENTS

These By-Laws may be amended or changed any Parent/Guardian meeting by a two-thirds vote of the members present, providing it is not in conflict with the Adirondack Local Swim Club (LSC) or United States Swimming Association, or the requirements of Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any Federal tax laws, or to the Federal, State or local governments for a public purpose, subject to the approval of a Justice of the Superior Court of the State of Vermont.

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