

**BY-LAWS OF
SEACOAST SWIM CLUB**

ARTICLE I

Name, Office, Seal and Section Headings

Section 1. **Name.** The name of this Corporation is **Seacoast Swim Club**.

Section 2. **Office.** The registered office shall be the place of business of the Clerk except as the Board of Directors may otherwise specify from time to time, in accordance with law. The location and principal office and place of business of this Corporation shall be at 290 Tuttle Road, Cumberland, Maine, and the Corporation may have such other offices and places of business both within and without the State of Maine as the Board of Directors may from time to time fix, or as the business of the Corporation may from time to time require.

Section 3. **Seal.** In the event that the Board of Directors determines that the Corporation shall have a corporate seal, the Secretary shall obtain and be responsible for the seal. In such event, the seal of this Corporation shall be circular in form with the name of the Corporation, the word "Maine," and the year of its incorporation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Directors may adopt a wafer seal in any form in respect of any particular document or instrument, in which case such wafer seal affixed to such document or instrument shall be the corporate seal of this Corporation thereon for all purposes provided by law.

Section 4. **Section Headings.** The headings of Articles and Sections in these

Bylaws are for convenience only and shall not be taken into account in construing these Bylaws.

ARTICLE II
Philosophy and Charitable Purposes

Section 1. **Philosophy.** Seacoast Swim Club exists to develop a positive attitude toward competitive swimming. A competitive swimming program should be based upon the gradual, yet systematic, development of each swimmer. The program is designed for gradual development of physical factors, such as strength, endurance and skills, as well as gradual development of psychological factors, such as coping with stress, self-discipline, competitive spirit, and identification of one's role as a contributing member of a team.

It is the goal of Seacoast Swim Club to encourage each swimmer to strive to reach his or her fullest potential by guiding him or her through progressively difficult challenges. We hope to develop in each swimmer those values which are necessary for successful adulthood. Additional goals of Seacoast Swim Club are to.

- Enhance a healthy and responsible attitude toward competition and sportsmanship.
- Develop proper stroke mechanics and race strategy.
- Provide an opportunity for social, emotional, and physical growth and development.
- Enhance swimmers' sense of personal worth (self-image).
- Elevate swimmers' level of personal responsibility to self and others.

- Encourage sound health habits.

Section 2. **Charitable Purposes.** The purposes for which the Corporation is organized are scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”).

The Corporation shall have all of the powers provided by 13-B M.R.S.A. Section 202, and otherwise provided by law, including, without limitation, the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation of the Corporation, these Bylaws or applicable law.

No part of the income of the Corporation shall inure to the benefit of any incorporator, director or officer of the Corporation, or any creator of or any contributor or donor to the Corporation, or any private individual or private interest, or any persons controlled directly or indirectly by such private individuals or private interest (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no incorporator, director or officer of the Corporation, or any creator of or contributor or donor to the Corporation, or any private

individual or private interest, or any person controlled directly or indirectly by such private individual or interest shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not:

- (i) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (ii) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iii) Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (iv) Make any taxable expenditures as defined in Section 4945(d) of the Code.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participation in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses of dissolution, be transferred or conveyed only to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to the activities of this Corporation and which qualify under Section 501(c)(3) of the Code.

No incorporator, director or officer of the Corporation, or any creator of or any contributor or donor to the Corporation, or any private individual or private interest, or

any persons controlled directly or indirectly by such private individual or private interest, shall by virtue of such termination and liquidation ever receive or be entitled to any of the assets of the Corporation.

ARTICLE III *Members*

Section 1. **Qualifications.** The Members of the Corporation shall be determined as follows: One parent or guardian of each swimmer who (i) participates in practice on a regular basis, (ii) accepts and supports the philosophy, purposes, bylaws and rules of Seacoast Swim Club, and (iii) is registered with and has paid all necessary dues or fees to the Town of Cumberland Recreation Department and United States Swimming (USS) for the applicable period.

Section 2. **Voting.** Each member shall have the right to one vote at all meetings of members. Any parent or guardian who has more than one swimmer who satisfies the qualifications set forth above shall be entitled to one vote for each such swimmer.

Section 3. **Regular Meetings.** Regular meetings of the Members shall be held at least biannually on the Second Wednesday in October and on the second Wednesday in April or at such other dates, time and place (but not less than twice each year) as the Board of Directors shall determine. Notice of the regular biannual meeting shall be provided to the Members by the Secretary in accordance with these Bylaws.

Section 4. **Special Meetings.** Special meetings of the Members may be called by (i) the Directors, (ii) the President, (iii) ten or more Members who submit a request for a special meeting to the President in writing or (iv) any other person or persons authorized by law to call such meetings.

Section 5. **Quorum and Vote Required.** The presence in person or by proxy of thirty percent (30%) of the Members recorded on the Membership records of the corporation on the date which is thirty (30) days prior to the meeting of the Members shall constitute a quorum for the transaction of business unless a greater number is required by law or these Bylaws. The vote of a majority of the Members present and voting at any meeting at which a quorum is present shall constitute the act of the Members, unless the act of a greater number is required by law of these Bylaws.

Section 6. **Notice of Meetings.** It shall be the duty of the Secretary to give Notice of each annual or special meeting including: (a) the time and place of the meeting; (b) the items on the agenda for that meeting; (c) a brief description of the reasons for any proposal to remove a member of the Board or any Officer. The Notice shall be mailed to the Registered Address of each Member at such Member's last known address or shall be hand delivered to him or her, at least ten (10) days, but no more than sixty (60) days, prior to the meeting. If the Secretary fails or neglects to give Notice, then any other officer may do so.

Section 7. **Proxies.** A vote may be cast in person or by written proxy filed with the Secretary before the time of the meeting. A proxy may be revoked only by giving the person presiding over the meeting a written notice of revocation from the person signing

the proxy. No proxy shall be valid for more than six (6) months. A proxy is void if it is not dated.

Section 8. **Order of Business.** The order of business at all meetings of the members shall be as stated in the Notice of such meeting.

Section 9. **Rules.** At all meetings of the Members the most recent edition of Robert's Rules of Order shall be followed, except in the event of a conflict with the Bylaws, in which event the Bylaws shall govern.

Section 10. **Action by Consent.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if all of the Members sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such an action. Such consents shall be filed with the Secretary, and shall have, and may be stated by any officer of the Corporation to have, the same effect as a unanimous vote or resolution of the Members at a meeting duly called for that purpose. Any such action taken by unanimous written consent may, but need not be, set forth in such consents in the form of resolutions or votes.

ARTICLE IV *Board of Directors*

Section 1. **Number, Qualification and Terms.** The Board of Directors of the Corporation shall consist of not less than ten (10) and not more than twenty (20) directors. Directors shall be elected by the Members at the April Regular Meeting for a term of one year (except with regard to Members of the Board who are Directors by

virtue of their role as Officers whose terms as Directors shall be co-terminus with their two year terms as Officers). The Director's terms in office shall commence on May 1 and shall expire on April 30, or at such later date as their successors are duly elected and qualified.

The Board of Directors, unless and until altered as provided herein, shall be composed of the following:

- The President
- The Vice President
- The Treasurer
- The Secretary
- The Head Coach
- The Meet Director (if a person who is not otherwise a Board Member)
- The Immediate Past President
- Two individuals elected annually by all the Members as representatives of the Blue Swim group
- Two individuals elected annually by all the Members as representatives of the Bronze Swim group
- Two individuals elected annually by all the Members as representatives of the Silver Swim group
- Two individuals elected annually by all the Members as representatives of the Gold Swim group

The number of Directors may be altered or amended by vote of two thirds of the Board of Directors present at a meeting called for that purpose at which a quorum is present.

Section 2. **Removal.** Directors may be removed from office for cause by the vote of three quarters of the Board of Directors present at a meeting called at least in part for the purpose of considering removal. The determination of the existence of cause shall be determined by the Board. Removal may be effected only after reasonable notice to each Director proposed to be removed and the opportunity for such Director to be heard by the Board.

Section 3. **Vacancies and Resignation.** Any Director may resign his office by delivering a written resignation to the President or Secretary. Any vacancy in the Board of Directors, including newly created Directorships created by increases in the number of Directors, may be filled by a majority of the remaining Directors present at a meeting called for that purpose. Each replacement Director so appointed shall serve only the remainder of that term.

Section 4. **Powers.** The Directors shall determine policy regarding the management and control of the property and affairs of the Corporation (but solely in furtherance of the purposes and philosophy of the Corporation). The Directors are hereby vested with all of the powers and authority of the Corporation itself, so far as not inconsistent with law, the Articles of Incorporation, or these Bylaws.

Section 5. **Compensation of Directors.** The Directors of the Corporation shall serve without compensation, except as provided in Article VI, Section 5.

ARTICLE V

Meetings of the Board of Directors

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at least monthly upon such notice, or without notice, and at such time and place as shall from time to time be fixed by the Board of Directors. Unless otherwise specified by the Board of Directors, no notice of such regular meetings shall be necessary.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by the Directors, the Clerk, or the Secretary or any other person or persons authorized by law to call such meetings, upon three (3) days written notice to all Directors, unless notice is waived.

Section 3. **Quorum and Vote Required.** A majority of the Directors then in office shall constitute a quorum for the transaction of business unless a greater number is required by law or these Bylaws. The act of a majority of the Directors present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law of these Bylaws.

Section 4. **Action by Consent.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all of the Directors agree to such action in writing, at any time before or after the intended effective date of such an action. Such consents shall be filed with the minutes of Board of Directors' meetings and shall have, and may be stated by any officer of the Corporation to have, the same effect as a unanimous vote or resolution of the Board of Directors. Any such action taken by unanimous written consent may, but need not be, set forth in such consents in

the form of resolutions or votes. For purposes of this section, the consents of a Director may be provided by facsimile transmission or by electronic mail.

ARTICLE VI *Officers*

Section 1. **Number.** The officers of the Corporation shall be the President, the Vice President, the Secretary and the Treasurer. The Officers shall be elected by the Members at the April regular meeting of the Members every second year. A person may not hold more than one office. In the event of a tie in the vote for any office, the vote for such office shall be repeated until one candidate receives a majority of the vote. If necessary, the Board shall call a special meeting of the Members for the purpose of such revote. The re-voting for any office if necessary under this section shall not effect or alter the completed voting for all other Officers.

Section 2. **Term in Office.** Subject to the limiting provisions contained in this section, each office shall be elected for terms of two (2) years. The terms of the Officers shall be staggered such that the terms of the President and Secretary and the terms of the Vice President and Treasurer, shall expire in alternate years. In order to initially accomplish such staggered terms, the term of the President and Secretary, in the first year following the adoption of these bylaws, shall be for one year. The term of each office shall commence on May 1, and expire on April 30, or at such later date as their

successors are duly elected and qualified. No officer shall serve more than two (2) consecutive terms in any one office.

Section 3. **Removal.** Officers may be removed from office for cause by the vote of three quarters of the Members present at a meeting called at least in part for the purpose of considering removal. The determination of the existence of cause shall be determined by the Members. Removal may be effected only after reasonable notice to each Officer proposed to be removed and the opportunity for such Officer to be heard by the Members.

Section 4. **Vacancies and Resignation.** Any Officer may resign his or her office by delivering a written resignation to the President or Secretary. In the event of a vacancy in any Office, whether by resignation or removal, the Board shall, within forty five (45) days of such vacancy, call a special meeting of the Members for the purpose of electing a replacement. The Officer so elected shall be elected to complete the term of the departing Officer at the expiration of which, the Members shall again hold an election for such Office.

Section 5. **Compensation of Officers and Directors.** All Officers and Directors may be reimbursed for expenses that are reasonable and necessary to enable the Corporation to carry out its purpose and are approved by the President or the Board. No Officer or Director shall otherwise be compensated for serving in that capacity.

ARTICLE VII Duties of Officers

Section 1. **President.** The President shall be the chief executive officer of the

Corporation, shall preside at all meetings of the Corporation and of the Board, and shall have all of the general powers and duties which are incident to the office of president of a nonprofit corporation organized under the Act. In addition to and without limiting the foregoing, the President shall be an *ex-officio* member of all committees, shall present the annual report to the Members at the October regular meeting of the Members and shall act as the liason between the Cumberland Recreation Department and the Corporation.

Section 2. **Vice President.** The Vice-President shall take the place of the President, and perform the duties of the President, whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board shall appoint some other member of the Board to act in the place of the President, on an interim basis. The Vice-President shall also perform such other duties as may be given to him or her by the Board or by the President. In addition to and without limiting the foregoing, the Vice President shall serve as the chair of the fundraising committee.

Section 3. **Secretary.** The Secretary shall keep the minutes of all meetings of the Corporation, minutes of all meetings of the Board, maintain a register setting forth the address of all Members and, in general, perform all the duties incident to the office of secretary of a nonprofit corporation organized under the Act. In addition to and without limiting the foregoing, the Secretary shall maintain a roster of all current Members including their full name, address, telephone number and related swimmer and a roster of all current swimmers including their full name, date of birth, address and telephone number.

Section 4. **Treasurer.** The Treasurer shall be responsible for the safekeeping of Corporation funds, for keeping full and accurate financial records showing all receipts and disbursements, and, in general, shall perform all the duties incident to the office of treasurer of a nonprofit corporation organized under the Act. In addition to and without limiting the foregoing, the Treasurer shall make disbursements for and keep records related to the corporation's activities including but not limited to (i) individual meet accounts, (ii) meet entry fees, and (iii) U.S. Swim Registration for coaches swimmers and the corporation and shall prepare financial data for and present to the Members at the regular meeting of the Members, a report of the finances of the corporation.

Section 5. **Meet Director.** The Meet Director shall (i) maintain an up to date list of all swimmers' times, (ii) fill out entry cards and appropriate entry forms for all meets entered by Seacoast swimmers, (iii) chair meetings of the Meet Committee for all home meets and (iv) attend, with the coach, all Maine Swim Association meetings and other appropriate meetings.

Section 6. **Immediate Past President.** The Immediate Past President shall chair the Nominating Committee.

ARTICLE VIII *Committees*

The Standing Committees of the Corporation shall be the Meet Committee, Fundraising Committee, Communications Committee, Nominating Committee, Clothing and Equipment Committee, Activities Committee and Budget Committee. The President

shall appoint all committee members and all committee chairs (except the Meet Committee and the Nominating Committee whose chairs are otherwise established in these Bylaws). The Committees shall advise the Board on their respective areas of focus.

ARTICLE IX
Fiscal Year

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X
Execution of Documents

Unless the Board of Directors shall otherwise generally or in any specific instance provide: (a) any bill, note, check or negotiable instrument may be executed or endorsed in the name and on behalf of the Corporation by the President or Treasurer, acting singly, and (b) any other instruments, documents, deeds, bills of sale or other writings of whatever nature shall be executed in the name and on behalf of the Corporation by the President, acting singly.

ARTICLE XI
Indemnification

Section 1. **General Indemnification.** The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes of 1964, as amended, and laws supplemental thereto or amendatory thereof, indemnify any person who was or is a Director, officer, employee

or agent of the Corporation or is or was serving at the request of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him.

Section 2. **Special Indemnification.** Nothing contained in Section 1 of this Article VIII shall prevent the Corporation by action of disinterested Directors, from indemnifying any person, including without limitation a Director, an officer, an employee or an agent of this Corporation, in any particular case, if in the judgment of the Corporation, such indemnification should be made.

ARTICLE XII *Amendments*

The Board of Directors shall have the power to alter, amend or repeal these Bylaws, and to adopt new or additional Bylaws.

Adopted: date