

STAR SWIMMING BY-LAWS

ARTICLE I

Government

Section 1 The Chief Executive Officer (CEO) and the STAR Board of Directors shall manage the Club. There shall be eleven Board Directors all of whom must be at least eighteen (18) years of age and, except for the ECC appointed member, be a Club member in good standing at least twelve months before their election. The Nomination committee may also nominate a max of two (2) members outside of the club to serve on the Board. These nominations must be approved by the membership. Members of the Club coaching staff shall not be permitted as a Board Director.

Section 2 **Election and Terms of Directors**

The Club members shall elect Directors to hold office for a period of two years. Each Director shall hold office until the expiration of the Director's two-year term and until the Director's successor has been elected and qualified or until proper resignation or removal. ECC will appoint a representative to one of the Board seats. This representative shall be a permanent voting member of the Board and not subject to election. ECC's right to appoint a representative to the Board will expire if the Club and ECC terminate their agreement governing use of ECC facilities and the term of ECC's representative will end as the date of the agreement's termination.

ARTICLE II

Board of Directors

Section 1 Consistent with these By-Laws, the Board of Directors shall have power:

- (a) To transact Club business; to make and amend rules for the regulation of the Club's operation and the use of Club property; to appoint and remove such officers, clerks, Club operators and agents, servants, or employees as it may deem necessary and approve their duties and compensations;
- (b) To fix, impose, and remit penalties for violations of these By-Laws and rules of the Club;
- (c) To elect from the Board of Directors a president, a vice president, a secretary, and a treasurer, all of whom shall serve without compensation;
- (d) To appoint and define the roles of various committees;
- (e) To fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting.

Section 2 The Board of Directors shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Club shall be executed.

- Section 3 The Board of Directors shall cause the books of the Club to be closed August 31, and to be inspected before the Annual Meeting by an audit committee, who shall not be Directors or officers of the Club. The Club's financial statements will be audited and certified as required by applicable law. The Audit Committee reports and any available audited financial statements will be presented at the Annual Meeting and available to the members at all times.
- Section 4 The Board of Directors shall meet at least once a month and at such other times and intervals as it may deem necessary.
- Section 5 Six directors shall constitute a quorum.
- Section 6 Nothing in these By-Laws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Club without the specific approval of the membership at a duly held meeting.
- Section 7 Any Director may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual Meeting or Special Meeting of the membership called in accordance with these By-Laws.
- Section 8 A Director may resign at any time by giving written notice to the Board, the President, or the Board Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 9 Special Meetings of the Board may be called by the president, or at the request of the three Board members. Notice of regular and special Board meetings will be given a reasonable time in advance.

ARTICLE III

Officers

Section 1 The officers of this Club shall be president, vice-president, secretary, and treasurer. The president, vice-president, secretary, and treasurer shall be elected annually by the Board of Directors from among the directors and shall hold office until the end of the first meeting of the Board of Directors following the Annual Meeting of the Club.

Section 2 The president shall preside at the meetings of the Club and the Board of Directors. The President shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the chairman thereof, and all special committees as may be directed. The president shall be, ex-officio, a member of all committees.

Section 3 The vice-president, in the absence or disability of the president, shall act in the president's stead. The vice-president shall perform such other duties as the Board shall prescribe.

Section 4 The secretary, or the secretary's designee, shall send out notices of the meetings of the Club and the Board of Directors, keep the minutes of all such meetings, and attend to the correspondence pertaining to that office. The secretary shall perform such other duties pertaining to that office as the Board of Directors may request.

Section 5 The treasurer or treasurer's designee shall have custody of the corporate funds, keep full and accurate accounts of receipts and disbursements, deposit all money and other valuables in such financial institutions as the Board designates, disburse the funds of the corporation as the Board may order or authorize and preserve vouchers for such disbursements; render to the president and Board at the regular meetings of the Board or whenever otherwise required, an account of all funds of the Corporation and perform such other duties as the Board may prescribe. The treasurer shall be bonded.

ARTICLE IV

Members

Section 1 There shall be one class of voting membership and reference throughout these By-Laws to "Members," unless otherwise specifically indicated, refers to parents or guardians of participating swimmers.

Section 2 The Board of Directors may, at its discretion, create classes of non-voting membership.

Section 3 STAR Swimming will follow SafeSport (USA Swimming) requirements and recommendations. Any swimmer in violation may, for cause, be suspended or expelled by the CEO, a STAR coach, or the Board of Directors. Any swimmer who is either suspended or expelled may request a hearing before a hearing committee appointed by the Board of Directors. However, the swimmer shall remain suspended or expelled until the hearing. The Board of Directors may, for cause, suspend or expel a Club member or participating swimmer at any meeting thereof by a majority vote. Cause for suspension, or expulsion shall, in general, consist of a violation of these By-Laws or the rules of the Club, or conduct prejudicial to the Club's interest.

Section 4 Any property of the Club broken or damaged by a member, by his guest, or by a participating swimmer shall be promptly paid for by such member. No person shall take any article belonging to the Club.

Section 5 The Club assumes no responsibility, and no member, or guest of a member can have a claim against the Club, for the property of members, or guest of members which may be brought into or left in the Club buildings or on the grounds.

Section 6 The Club assumes no responsibility, and no member, or guest of a member can have a claim against the Club, for any accident or injury to any person or property.

ARTICLE V

Dues and Fees

- Section 1 The Board of Directors not later than September 1 of each year, shall establish dues and dues policy for the ensuing year. A Board created dues policy may not conflict with the sections of this Article.
- Section 2 Dues shall be at a minimum sufficient to provide for the necessary expenses of the Club, funds for its depreciation and the proper maintenance and improvement of Club property.
- Section 3 No dues, or any part thereof, shall be refunded in the event a member is suspended or expelled.
- Section 4 Except as the Board may decide, no dues, or any part thereof, shall be refunded if a member resigns after fourteen days from the first practice. A member's resignation must be post-marked or received within such fourteen day period to receive a full refund. Requests for such refund must be in writing and made to the Treasurer.
- Section 5 Subject to the Board's discretion, dues may be refunded on a pro-rata basis to any member whose swimmer is unable to participate for the season due to illness or injury. Requests for such refund must be in writing and made to the Treasurer.

Section 6 Dues will be invoiced on days and months as designated by the Board of Directors and are due within thirty days. Those delinquent after 90 days will be subject to suspension by the Board of Directors. A member so suspended shall be advised of the suspension and shall be given 15 days to pay any arrears. At the conclusion of this 15 day grace period, the member shall cease to be a member. The Board of Directors may, in cases of hardship and written application of the member, extend the grace period.

Section 7 Each member is required to participate in the STAR Support Team. The Board of Directors shall develop guidelines for the STAR Support Team. Such guidelines may be modified by the Board of Directors as the need arises.

Section 8 The Board of Directors shall have authority to assess the membership such amounts as necessary to meet the operational expenses of the Club for the ensuing year. This assessment will be made in the same manner as the annual dues. As soon as possible, not later than September of each year, the Board shall determine any final assessment which may be necessary to meet the actual operational expenses of the Club for that year.

ARTICLE VI

Meetings

- Section 1 The annual meeting of the Club shall be held as early as possible each year at such place and time as the Board of Directors may determine. An election meeting to elect new directors will be held in May, but the elected members will not commence service on the Board until the next annual meeting.
- Section 2 The annual meeting shall be for the purpose of presenting committee reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it.
- Section 3 Upon the written request of 25% of the membership to the secretary, stating the purpose therefore, a special meeting shall be called by the secretary within thirty days.
- Section 4 Notice of the annual and election meetings shall be given by mail, email or website posting to the members at least five days prior thereto. The notice of the election meeting shall include the names of candidates nominated by the nominating committee. Special meetings of the Club may be held on five days' notice by mail, email, or website posting to all members. The notice shall state the purposes for which the special meeting is called, and no other business shall be transacted thereat.

- Section 5 Only members shall be entitled to vote at meetings of the Club. Any member shall be entitled to vote by written proxy. A member may only vote five proxy votes. The secretary shall receive and record all proxy votes.
- Section 6 Twenty percent of the membership shall constitute a quorum of all Club meetings.
- Section 7 Whenever in these By-Laws notice to members is required, the mailing of such notices to the last known addresses of the members shall constitute notice. Sufficient notice under these by-laws may also be given through the Club's website (www.starswimming.org) or electronic mail.
- Section 8 Directors shall be elected by a majority of the votes cast at a meeting of members entitled to vote in the election.
- Section 9 Each family shall constitute one member and be entitled to one vote.

ARTICLE VII

Nominations

- Section 1 There shall be a nominating committee to be composed of three members of the Club. These three members shall be elected by the Board of Directors from the Club membership.
- Section 2 The nominating committee shall nominate the candidates for the vacancies in the Board of Directors and shall report such nominations to the secretary as soon as practicable before the election meeting.

Section 3 Independent nominations may be made from the floor at the election meeting to fill vacancies.

ARTICLE VIII

Miscellaneous

Section 1 Expenditures in excess of \$1,000 must have prior approval of a majority of the Board of Directors.

Section 2 Capital expenditures in excess of \$10,000 require approval of two-thirds vote of the members present in person or represented by proxy at any meeting of the Club provided at least five days' notice has been given to each member.

Section 3 Any question as to the meaning or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Directors.

Section 4 Wherever mention is made herein to the age of members, it shall be the age attained as of January 1st of the current year.

Section 5 These By-Laws may be amended by a two-thirds vote of the members present in person or represented by proxy at any meeting of the Club provided at least five days' notice of such amendment shall be given to each such member.

Section 6 In the event of dissolution of the Club in any manner or for any cause, the directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the organization organized and operated exclusively for

charitable, education, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as they shall determine. Any assets not so disposed of shall be disposed of by the Supreme Court of New York, Erie County, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such aforesaid purposes.

All assets disposed of upon dissolution of the corporation shall be used for public purposes only by any governmental entity to which said assets are disposed to.

Adopted: