

BYLAWS OF THE FM GATOR PARENTS ORGANIZATION

STATEMENT OF PURPOSE

Our purpose is to provide members and their children with an exceptional experience in the sport of competitive swimming through the use of available facilities, outstanding coaching, competitions that will challenge the abilities of our individual swimmers and social activities that will bring the swimmers and parents together as one community.

Our core values include:

1. To provide consistent, responsive and quality coaching to all levels of competitors.
2. To promote respect among our swimmers for themselves, their teammates and other competitors and promote long term relationships that will enhance our children's ability to be successful adults.
3. To promote the sport of swimming in the Fargo-Moorhead-West Fargo communities.
4. To provide fiscal responsibility, making participation in the program accessible to all.

Through our affiliation with the YMCA, we will embrace the vision of the YMCA in our community and administer the program, conforming to the YMCA's policies. Through our affiliation with USA Swimming, we will provide a vehicle for competition for all levels of ability.

ARTICLE I. OFFICES

The principal office of the organization shall be located in the City of Fargo, Cass County, North Dakota, at the location of the Fargo/Moorhead Family YMCA administrative offices. The organization may have such other offices, either within or without the State of North Dakota, as the Board of Directors may designate or as the business of the organization may require from time to time.

The registered office of the organization, if required by law, shall be maintained in North Dakota. The address of the registered and principal office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. Membership: The Corporation shall have as its members the parents or legal guardians of children who are duly registered USA swimmers participating in the YMCA competitive swim team known as the FM GATORS. There shall be no fee paid to become or maintain membership in the organization unless voted on at a meeting of the members duly called for that purpose. The payment of the fees charged to the swimmers shall be sufficient to maintain a member in good standing with the organization.

Section 2. Meeting of Members: Regular meetings will be held monthly in the months of October through March and May through July (“Year” shall mean the swimming season being September through August). The Board of Directors each year will have the authority to establish the regular day and time of the meeting (i.e. 2nd Tuesday of each month) based on availability of rooms, practice schedule and location and coach schedule.

The annual meeting of the members shall be held following Short Course Championship meet, prior to the start of the long course season, at which meeting the members will elect the Officers for the upcoming year and conduct such other business as may properly come before the members.

Special meetings of the members may be called by the President, a majority of the Executive Board or on petition of not less than fifteen (15) members delivered to the President. Special meetings shall be conducted on notice to all members and shall be called within seven (7) business days of the request for the meeting. The notice shall specifically detail the purpose of the meeting and the action sought, if any.

Section 3. Quorum: Fifteen members shall constitute a quorum for the transaction of business of a meeting of the members. If a quorum shall not be present, discussion may continue and the President or presiding officer may adjourn the meeting to another time without further notice to the members.

The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the members.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers of Directors: The business and the property of the organization shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the organization subject to the provisions of these Bylaws, and all applicable law. Directors shall receive no compensation for their services as Directors.

Section 2. Number, Tenure and Qualifications: The number of Directors of the organization shall be twelve (12) and shall consist of the following persons elected by the members at the annual meeting:

President
Officials Chairperson
Vice President
Secretary
Treasurer
LSC Representative
Social Chairperson
One (1) Member at Large
Head Coach
Registration Chair

Safety Chair
Youth Chair

Each Director shall hold office for the one (1) year term (April through March), unless removed or resigned earlier, or until the successor shall have been elected and has qualified. If re-elected to any office or elected to a new office, the term as a Director shall continue. If two persons are elected to fill an office (i.e. husband and wife as co-vice presidents), that position has only one vote on the Board of Directors.

Section 3. Annual Meeting: The annual meeting of the Directors shall be held immediately following the annual meeting of the members for the purpose of appointing other committee chairpersons and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as conveniently may be. Failure to hold the annual meeting of the members shall not work a forfeiture or dissolution of the organization.

Section 4. Vacancies: Any Director may resign at any time by giving written notice to the President or Secretary of the organization. Such resignation shall take effect at the time specified; and the acceptance of any resignation shall not be necessary to make it effective. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 5. Regular/Special Meetings: A Meetings of the Board of Directors may be called or at the request of the President or any two Directors. The President may establish a time, date and place for regular meetings that will require no notice other than the original scheduling. All meetings shall be held at a place in Fargo, North Dakota or Moorhead, Minnesota.

Section 6. Notice: Notice of any special meeting shall be given at least two (2) days previously thereto in writing, by telephone, E-mail with reply, or other verbal notice to each Director at their home address. Any Director may waive notice of any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 7. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time without further notice. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Removal of Directors: Any Director or Directors may be removed from office with or without cause at any special meeting of the members duly called for that purpose as provided in these Bylaws by a majority vote of the Members present at the meeting.

Section 9. Additional Committees: The Board of Directors may appoint such other committees and delegate to such committees such powers and responsibilities as it may from time to time deem appropriate. The Board of Directors shall appoint persons to fill the following standing committees: Housing, Warehouse and New-member or New-swimmer Orientation.

Section 10. Informal Action By Directors: any action required or permitted to be taken at a meeting of the Directors or Executive committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors, or by all of the members of such Executive Committee as the case may be. Such consent shall have the same force and effect as a unanimous vote of the Directors or Executive Committee.

ARTICLE IV. OFFICERS

Section 1. Number: The Officers of the Corporation shall be elected by the Members and shall include a President, one or more Vice Presidents, a Secretary, a Treasurer, an LSC Representative, an Officials Chairperson, and a Social Chairperson.

Section 2. Election and Term of Office: Officers shall be elected at each annual meeting of the Members. Each Officer shall hold office until his successor shall have been duly elected unless prior thereto he shall have resigned or been removed from office as hereinafter provided.

Section 3. Removal and Vacancies: Any position elected or appointed by the Board of Directors may be removed from office with or without cause at any time by the vote of a majority of the Board of Directors. Any vacancy in any office of the organization shall be filled by the Board of Directors until the next meeting of members.

Section 4. President: The President shall be the Chief Executive Officer of the organization, shall have general and active oversight of the organization and shall see that all directions and resolutions of the Board of Directors are carried into effect. The President shall have the general powers and duties usually vested in the office of the President of a corporation and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. The President, along with the executive committee approval, has the authority to approve non-budgeted expenses up to \$100 per occurrence.

Section 5. Officials Chairperson: The Officials Chairperson shall be responsible for the recruitment and training of parents or other interested persons as USA Swimming officials. Unless otherwise determined by the meet manager, the Officials Chairperson shall act as Referee for events hosted by the FM Gators and supervise other officials so assigned.

Section 6. Vice President(s): The Vice President shall have such powers and perform such duties as the President or the Board of Directors may from time to time prescribe. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The primary function of the Vice President will be to act as meet manager for the competitions hosted by the organization during his term as Vice-President.

In the capacity as meet manager, the Vice President shall have authority to appoint persons to chair committees or perform functions necessary for the operation of the competition, including but not limited to concessions, registrations, traffic control, awards, facility set-up etc.

Section 7. Secretary: The Secretary shall attend all meetings of the members, Board of Directors and the Executive Committee and shall have custody of all documents and records of the organization, except those connected with the office of the Treasurer. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. Youth Chair: The Youth Chair is a voting member to the Board. This swimmer must be a member of the club for a minimum of one fiscal year, both a short and long course season, and be a high school student, freshman or older. The Youth Chair would report swimmer concerns to the board and would be required to attend all regular monthly board meetings and is invited to attend all “extra” scheduled board meetings that occur from time to time.

Section 9. The Registration Chair: The Registration Chair would work with the Coach making sure that each swimmer’s parent completes a registration form each year and that all new swimmers added during the season complete the proper forms as requested by the NDLSC. Attending the fall state LSC meeting for registration updates is recommended.

Section 10. The Safety Chair: The Safety Chair is responsible for reporting all accidents occurring in the LSC and maintaining all accident reports.

Section 11. Treasurer: The Treasurer shall have the care and custody of the funds of the organization and shall disburse the funds of the organization as may be ordered from time to time by the Board of Directors. The Treasurer shall keep full and accurate account of all receipts and disbursements in books belonging to the organization and shall have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. The Treasurer shall maintain the Gage Burdick Fund. The Executive Committee (with input from the Head Coach) shall be the sole decision makers as to the disbursement of such funds to swimmers or families in need. The application process and the decision shall be maintained as confidential and neither the members nor the Board of Directors shall have authority to see such information. The members and the

Board of Directors shall be entitled to a financial report on a monthly basis. If a dispute arises with regard to such Fund, the Executive Director of the Fargo-Moorhead YMCA shall act as the arbitrator and determine whether or not information maintained by the Treasurer may be disclosed to the entire Board of Directors.

Section 12. LSC Representative: The LSC Representative shall attend the meetings of the NDLSC and note the interests of the FM Gators at such meetings. The LSC Representative shall provide a written report of the meetings for dissemination among the Board or Members. The LSC Representative, or the substitute Member if appointed, shall, at their option, be reimbursed mileage at the YMCA current rate for travel to and from the designated location of any required NDLSC meetings.

Section 13. Social Chairperson: The Social Chairperson shall be responsible for organizing events to enhance the community of the FM Gators organization, including picnics, parties and like events, including specifically the annual meeting picnic. The Social Chairperson shall have the responsibility to oversee the annual updating of the “FM Gators Swim Team Manual” and cause the distribution of the manual to all member families.

ARTICLE V. HEAD COACH

The Head Coach will be responsible for all levels of swimming in the FM Gators program, including but not limited to the teaching of sound fundamental technique within a framework of appropriate physical and mental conditioning to enhance each swimmer’s ability to improve and attain a high level of swimming proficiency. The Head Coach will report monthly to the Board of Directors regarding numbers of existing and new swimmers, meet results, upcoming meets and deadlines, and any other information asked for by the Board of Directors.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or conformed to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII. INDEMNIFICATION

The organization shall indemnify to the fullest extent authorized or permitted by law (as now or hereafter in effect), any officer or director made or threatened to be made a party to or witness in any threatened, pending or completed civil, criminal, administrative, arbitration or investigate proceeding, including a proceeding by or in the right of the organization by reason of the organization against all judgments, penalties, fines settlements and reasonable expenses, including attorney's fees and disbursements. The organization may, but shall not be required to indemnify agents of the organization other than directors and officers to the fullest extent permitted by law as determined by the Board of Directors from time to time.

The organization may purchase and maintain insurance on behalf of any person and such person's official capacity against any liability asserted against and incurred by such person in or arising from that capacity whether or not the organization would otherwise be required to indemnify the person against the liability.

ARTICLE VIII. MISCELLANEOUS

Section 1. Fiscal Year: The fiscal year of the organization shall begin on the 1st day of September and end on the 31st day of August in each year.

Section 2. Amendments: These Bylaws may be altered or amended by the members at any regular or special meeting of the members but on which the proposed bylaw change has been noticed to the members at least (7) business days prior to the scheduled meeting.

Adopted this 30th day of July, 2002
Modified March 11, 2008