

# Manchester Swim Club Board Meeting Minutes

*Meeting Date: February 6, 2014*

**Call to Order:** A regular board meeting of Manchester Swim Club was held at Manchester High School, 134 East Middle Turnpike, Manchester, Connecticut in the swim office on Thursday, February 6, 2014. The meeting convened at 5:10 p.m. Board members in attendance were President~Joe Guenther, Vice President~Beth O'Connor, Treasurer~Rochelle Cosman, and USA Liaison~Diane Smyth.

**Approval of Minutes From Prior Board Meeting:** The Minutes of the Board Meeting held on December 3, 2013 were approved, and posted to the Manchester Swim Club website.

## **Meeting Discussions:**

- Changes to the existing bylaws have been proposed. The changes proposed include restructuring the Board to denote "Officer" and "Director" positions. The "Officer" positions will consist of President, Vice President, Secretary and Treasurer. The "Director" positions will consist of meet manager, USA Liaison and any other position(s) as the Board sees fit. Members will elect the "Officer" positions and the Officers will appoint the "Director" positions. The term of office will change from a 1 year term to a 2 year term. Elections will take place within 30 days of the CCWSL championship meet. The annual meeting will take place in September/October of each swim season.
- Subsequent to this board meeting, a resolution was presented and unanimously approved to amend the bylaws. The original and updated versions of the bylaws have been attached to these meeting minutes.
- An update was provided on the issues surrounding ADP and the erroneous charges they have made to our account. This issue is still being addressed.
- There was a brief discussion related to the extra practice sessions that we will offer after the conclusion of the regular rec season. We will be offering the following: extra 4 week practice session, continued senior practice session, stroke clinic and pre long course session. We are waiting to hear back from the Board of Ed on adjusting our start time before finalizing these sessions.
- The end of season banquet was discussed. We are looking to hold the banquet towards to end of March. This is earlier than in prior years due to April vacation dates across the various school districts. We are tentatively looking to have a talent show theme.
- The Club was contacted by a former swimmer, Ashley Peterson, who is interested in coaching. We are going to have Ashley coach the stroke clinic with Ron as an evaluation. Ashley has stated that she would obtain USA Swimming coach credentials which would help with our USA program.

**Adjournment:** The meeting was adjourned at 5:55 p.m.

**BYLAWS  
OF  
MANCHESTER YOUTH AQUATICS, INC.**

ARTICLE ONE  
NAME

Section 1.1 The name of the corporation is Manchester Youth Aquatics, Inc. The corporation may do business under that name or under the name “Manchester Swim Club” or any other name that the board of directors approves. If the corporation does business under a name other than that set forth in its Articles of Incorporation, then the Company shall file a trade name certificate as required by law.

ARTICLE TWO  
CORPORATE SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Connecticut”.

ARTICLE THREE  
OFFICES

Section 2.1 Principal Office.

The principal office of this corporation in the State of Connecticut shall be the home address of the current Head Coach Ron Anderson, 228 Gilead Street, Hebron, CT 06248.

The following P.O. Box is an additional address - P.O. Box 354, Manchester, CT 06045.

Section 2.2 Other Offices.

The corporation may have such other offices, either within or without Hartford County, Connecticut, as the board of directors may from time to time determine.

ARTICLE FOUR  
PURPOSE

Manchester Youth Aquatics, Inc. (MYA) is a not-for-profit corporation and shall be operated exclusively for educational purposes to advance youth education in the area of aquatic sports. MYA serves the youth of the Town of Manchester, and surrounding towns by providing a competitive swimming program.

ARTICLE FIVE  
LEAGUE GOVERNING BODIES

MYA shall belong to the Central Connecticut Winter Swim League (CCWSL), and shall follow the league rules, and shall employ coaches familiar with the league rules and regulations and who shall abide by the CCWSL rules and regulations.

MYA shall also participate in Connecticut Swimming (USA Swimming). Individual swimmers may participate in USA swimming at their option and at their additional expense.

ARTICLE SIX  
MEMBERSHIP

Section 6.1 Classes of Membership.

The corporation shall have one class of members, and no more than one membership may be held by any one family. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Section 6.2 Qualifications.

Any family that pays the dues as provided below and that agrees to be bound by the certificate of incorporation of this corporation, by these bylaws, and by such rules and regulations as the board of directors may from time to time adopt, is eligible for membership in this corporation.

Section 6.3 Property Rights.

No member shall have any right, title, or interest in any of the assets, including any earnings or investment income of this corporation, nor shall any of such assets be distributed to any member on the corporation's dissolution.

Section 6.4 Liability of Members.

No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

Section 6.5 Transfer, Termination, and Reinstatement.

Membership in this corporation is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these bylaws within thirty (30) days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

Section 6.6 Roster of Members.

The Secretary shall maintain a roster of members of the corporation.

ARTICLE SEVEN  
MEMBERSHIP FEES AND DUES

Section 7.1 Initiation Fee and Annual Dues.

The board of directors shall determine from time to time the amount of the initiation fee, if any, and the amount of annual dues payable to the corporation by members.

- (a) The board of directors shall charge reduced fees for a family with more than one child registered. The board of directors will determine the reduced fee structure prior to the registration date of each swim season.
- (b) The board of directors shall set reduced fees for swimmers on high school swim teams who cannot participate in the complete annual swimming program.
- (c) The board of directors may also charge additional fees for nonresidents of the Town of Manchester.
- (d) The board of directors may also award full or partial scholarships based solely on financial need.

Section 7.2 Payment of Fees and Dues.

Dues shall be payable in advance on the day each swimmer is registered at the beginning of each swimming season. Dues of new swimmers shall be prorated from the first day of the month in which such new member is elected to membership for the remainder of the competitive year to the CCWSL championships, and shall be payable, together with any initiation fee at the time the new member is elected to membership.

Section 7.3 USA Swimming Fees.

Members may participate in USA swimming at their own expense, such expense being additional to the memberships due pursuant to section 7.1 of these bylaws.

Section 7.4 Default and Termination of Membership.

When any member shall be in default in the payment of fees or dues for a period of 30 days from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the board of directors.

ARTICLE EIGHT  
MEETINGS OF MEMBERS

Section 8.1 Annual Meeting.

An annual meeting of members shall be held not later than one month after the CCWSL championship meets for the purpose nominating and/or electing members to the board of directors and officers, and for the transaction of other business as may be submitted to the membership by the board of directors.

If the election shall not be held on the day designated herein for the annual meeting, the board of directors shall seek an alternate method of election of officers and shall conduct an election within sixty (60) days after the annual meeting date.

Section 8.2 Special Meetings.

Special meetings of members may be called by the President, the Board of Directors, or by a petition signed by not less than not less than ten percent (10%) of members as may be qualified to vote. Such a petition must be presented to the Secretary in a timely manner along with a proposed agenda. Special meetings must be held within ten business days of the call for such a meeting or, in the case of a petition, with ten days of the receipt of the petition by the Secretary.

Section 8.3 CCWSL and Connecticut Swimming (USA) meetings.

The President shall designate those persons who will attend and represent the corporation at the CCWSL and USA meetings.

Section 8.4 Place of Meeting.

The Board of Directors may designate any place, either within or without Connecticut, as the place of meeting for any annual or special meeting of members. However, if all members shall meet at any time and place, either within or without Connecticut, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 8.5 Notice of Meetings.

For all general membership meetings and any special meetings, a written or printed notice, including the purpose and the agenda, stating the place, day, and hour of any meeting of members shall be delivered personally or by U.S. mail, electronic mail, in hand, or by any other method customarily used to notice the membership.

Section 8.6 Informal Action by Members.

Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect to such action.

Section 8.7 Quorum.

Members holding twenty-five percent (25%) of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section 8.8 Proxies.

No member may vote by proxy.

Section 8.9 Voting by Mail.

Where the Board of Directors and/or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Section 8.10 Voting Rights.

Each member shall be entitled to one vote. Each family is one member. More than one family member may hold a position on the Board of Directors but that family would only be allowed to cast one vote when the Board votes.

ARTICLE NINE  
BOARD OF DIRECTORS AND OFFICERS

Section 9.1 General Powers.

The corporation shall operate under the management of its Board of Directors. Except as otherwise provided in the certificate of incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such officers and agents as the board may from time to time, by resolution, designate.

Section 9.2 Number.

The authorized number of directors of this corporation shall be seven (7).

Section 9.3 Designation of Officers.

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, a Meet Manager, a USA Swimming Liaison, the Head Coach, and such other officers as may be elected in accordance with the provisions of this article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 9.4 Qualifications of Directors and Officers.

The President and Vice President shall reside in the Town of Manchester. If there is more than one Vice President, only one Vice President needs to be a Manchester resident. All directors shall be members of the corporation and must adhere to its purposes as stated in its Articles of Incorporation.

Section 9.5 Term of Office.

The trustees named in the certificate of incorporation as the first Board of Directors shall hold office until October 25, 2004, when an election of directors and officers shall be held. Thereafter, the term of office of each director and officer shall continue until the first annual meeting as set forth in these bylaws, and thereafter, for one year until the next annual meeting. Each director and officer shall remain in office until a successor is chosen.

Section 9.6 Replacement of Directors and Officers.

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the President of the corporation, and if that power is not exercised within thirty (30) days after the President receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any director may be removed from office by the membership at a special meeting called for such purpose by a two-thirds vote of the members in attendance. Such vote will be by paper ballot.

(c) Any person appointed or elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

#### Section 9.7 Compensation.

(a) No member of the Board of Directors or an officer shall receive any compensation for their services as a director or officer.

(b) A director may be reimbursed for any expenses incurred in carrying out their responsibilities as a director or officer.

(c) Nothing in this section shall prohibit a director or officer, by a resolution of the board, from receiving a stipend for performance of duties or services to the corporation in addition to the duties of the office held by that individual officer or director.

### ARTICLE TEN BOARD MEETINGS

#### Section 10.1 Place of Meetings.

Board meetings shall be held at such place or places as the Board of Directors may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the corporation.

#### Section 10.2 Frequency of Meetings.

Regular meetings of the trustees shall be held at least once per month during the swimming season plus such additional meetings as the President shall deem necessary. Notice of the board meetings shall be given to board members by electronic mail, telephone, or in person, at least seven days prior to any board meeting, except that emergency meetings may be called by the President on not less than twenty-four hours notice. All executive board meetings may be attended by any member, except for executive sessions called to discuss salary negotiations, member disciplinary actions, or scholarships.

Section 10.3 Quorum. A majority of the Board of Directors or four (4) directors shall constitute a quorum for the transaction of business at any meeting of the board. However, if less than a majority of the directors is present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 10.4 Actions by Board.

Except as may otherwise be provided in these bylaws, or in the certificate of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10.5 Override by Members.

Except as may otherwise be provided in the certificate of incorporation of this corporation, or by law, actions taken by the Board of Directors may be overturned by the membership of the corporation at a special meeting called for such a purpose, by two-thirds vote of the membership in attendance at a meeting. Such special meeting shall be called in accordance with these bylaws and such vote will be by paper ballot.

Section 10.5 Rules of Meetings.

All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the certificate of incorporation of this corporation, or with applicable law.

Section 10.6 Action Without Meeting.

No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the Articles of Incorporation and Bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 10.7 Liability of Directors.

The directors and officers of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE ELEVEN  
DUTIES OF OFFICERS

Section 11.1 President.

The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall expressly delegated by these bylaws or the Board or by statute to some other officer or agent of the corporation; and in general he or she shall perform all the duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.



Section 11.2 Vice-President.

In the absence of the President or in the event of his or her inability or refusal to act, 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. If there is more than one Vice President, then the Vice President who resides in the town of Manchester would perform the duties of the President. If multiple Vice Presidents reside in Manchester, then the Board would vote to choose the Vice President to perform the duties of the President. The Vice President shall perform other duties as from time to time may be assigned to him or her by the President and/or the Board of Directors.

Section 11.3 Treasurer.

The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; prepare a season-end financial report to be distributed to all members; and assist the Board of Directors in preparing an annual budget; and perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the Treasurer by the President or by the Board of Directors.

Section 11.4 Secretary.

The Secretary shall keep the minutes of meetings of members and of the Board of Directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a membership book containing the names and addresses of all members and directors of the corporation; exhibit to any trustee of the corporation, or to a trustee's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the certificate of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation; and perform all duties generally incidental to the office of Secretary and such other duties as may from time to time be assigned to the treasurer by the President or by the Board of Directors.

Section 11.5 Meet Manager, USA Swimming Liaison, and Head Coach.

The aforementioned officers, in general, shall perform such duties as may be assigned to them by the Board of Directors, the President, the Treasurer, or the Secretary of the corporation. The Head Coach has voting rights for coaching, swimming, and other such pool related decisions pertaining to the running of the swim team, but does not have voting rights for administrative items such as salary, pool costs, and other expenses.

ARTICLE TWELVE  
COMMITTEES

Section 12.1 Executive Committees.

By majority vote of the directors in office, the Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that the designation of and delegation of authority to such committees shall not relieve the board of directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual directors by these bylaws, or by law.

Section 12.2 Chairperson.

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Section 12.3 Vacancies.

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

Section 12.4 Quorum.

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Section 12.5 Rules.

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

ARTICLE THIRTEEN  
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 13.1 Contracts.

The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section 13.2 Gifts and Contributions.

The Board of Directors or an executive committee may accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property (a "donation"), for the general and special charitable purposes of the corporation, on such terms as the Board or committee shall approve.

Section 13.3 Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 13.4 Checks, Drafts, Orders for Payment.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer or an assistant Treasurer, and countersigned by the President or a Vice President of the corporation.

ARTICLE FOURTEEN  
MISCELLANEOUS

Section 14.1 Books and Records.

The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any directors, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 14.2 Fiscal Year.

The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

Section 14.3 Waiver of Notice.

Whenever any notice is required to be given under the laws of the State of Connecticut or under the provisions of the certificate of incorporation or the bylaws of this corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE FIFTEEN  
AMENDMENTS

Section 15.1 Power of Members to Amend Bylaws.

The bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of two-thirds (2/3) of members present at any general meeting or at any special meeting called for that purpose, provided that at least one month prior to said meeting, the proposed amendments shall be given to the members by mail or electronic mail or by hand delivery.

Section 15.2 Power of Directors to Amend Bylaws.

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the laws of the State of Connecticut, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.

I CERTIFY that the above Bylaws are a revision to the bylaws of Manchester Youth Aquatics, Inc., and were approved by the Board of Directors at the 12-3-2013 Board meeting.

\_\_\_\_\_  
Joe Guenther - President

\_\_\_\_\_  
Beth O'Connor - Vice President

\_\_\_\_\_  
Rochelle Cosman - Treasurer

\_\_\_\_\_  
Suzanne Michaud - Secretary

\_\_\_\_\_  
Diane Smyth - USA Liaison

Signatures on file with the Secretary

**MANCHESTER YOUTH AQUATICS, INC.  
228 GILEAD STREET, HEBRON, CT 06248  
BYLAWS**

**AMENDED AND APPROVED 02/07/2014**

**THIS DOCUMENT SUPERSEDES BYLAWS DATED DECEMBER 4, 2013.**

**ARTICLE ONE  
NAME**

The name of the corporation is Manchester Youth Aquatics, Inc. (hereinafter the "Club"). The Club may also do business under the name "Manchester Swim Club" or any other name that the Board of Directors approves. If the Club does business under a name other than that set forth in its Articles of Incorporation, then the Club shall file a trade name certificate as required by law.

**ARTICLE TWO  
CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Connecticut".

**ARTICLE THREE  
OFFICES**

Section 3.1 Principal Office

The principal office of the Club in the State of Connecticut shall be the home address of the current Head Coach Ron Anderson, 228 Gilead Street, Hebron, CT 06248.

Section 3.2 Other Offices

The Club may have such other offices, either within or without Hartford County, Connecticut, as the Board of Directors may from time to time determine.

**ARTICLE FOUR  
PURPOSE**

The Club is a non-profit corporation and shall be operated exclusively for educational purposes to advance youth education in the area of aquatic sports. The Club serves the youth of the Town of Manchester, and surrounding towns by providing a competitive swimming program.

**ARTICLE FIVE**  
**LEAGUE GOVERNING BODIES**

The Club shall belong to the Central Connecticut Winter Swim League (CCWSL), and shall follow the league rules, and shall employ coaches familiar with the league rules and regulations and who shall abide by the CCWSL rules and regulations.

The Club shall also participate in Connecticut Swimming (USA Swimming). Individual swimmers may participate in USA swimming at their option and at their additional expense.

**ARTICLE SIX**  
**ORGANIZATION**

**Section 6.1 Club Management**

The management and control of the affairs, funds and property of the Club shall be the responsibility of its Board of Directors (“Board”) all of whom must be of legal voting age.

The Board shall be presided over by the Club President. The members of the Board shall exercise all of the powers that may be exercised or performed by the Club under relevant state statutes, the Club’s Certificate of Incorporation, and these Bylaws, but only in pursuance of the non-profit and recreational purposes of the Club.

**Section 6.2 Officers and Directors**

The Board shall consist of no fewer than five (5) and no more than eleven (11) authorized Officers and Directors.

**Section 6.3 Designation of Officers and Directors**

The Officers of the Club shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The Directors of the Club shall be a USA Swimming Liaison, the Head Coach, a Meet Manager and such other Directors as may be elected in accordance with the provisions of this article. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Board Officers are voted into office by the Voting Members (see Article 7). Board Directors are appointed by the current Board Officers.

**Section 6.4 Qualifications of Officers and Directors**

The President and Vice President shall reside in the Town of Manchester. If there is more than one Vice President, only one Vice President needs to be a Manchester resident. All Board members shall be members of the corporation and must adhere to its purposes as stated in its Articles of Incorporation.

**Section 6.5 Terms of Office**

The terms of office of each Officer and Director shall be for two years until the next election meeting. Each Officer and Director shall remain in office until a successor is chosen.

## Section 6.6 Replacement of Officers and Directors

- (a) Whenever a vacancy exists on the Board, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new Officer or Director by the President of the Club, and if that power is not exercised within thirty (30) days after the President receives notice of the vacancy, by appointment by a majority of the remaining Officers and Directors at a regular or special meeting of the Board. Any person appointed or elected to fill the vacancy of an Officer or Director shall have the same qualifications as were required of the Officer or Director whose office was vacated.
- (b) Any Officer or Director may be removed from office by the membership at a special meeting called for such purpose by a two-thirds vote of the members in attendance. Such vote will be by paper ballot.
- (c) Any person appointed or elected to fill a vacancy on the Board shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

## Section 6.7 Compensation

- (a) No member of the Board shall receive any compensation for their services as an Officer or Director.
- (b) An Officer or Director may be reimbursed for any expenses incurred in carrying out their responsibilities as an Officer or Director.
- (c) Nothing in this section shall prohibit an Officer or Director, by a resolution of the Board, from receiving a stipend for performance of duties or services to the Club in addition to the duties of the office held by that individual Officer or Director.

## Section 6.8 Duties of Officers and Directors

**President** - The President shall be the principal executive officer of the Club and shall in general supervise and control all of the business and affairs of the Club. He or she shall preside at all meetings of the members and of the Board. He or she may sign any contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall expressly delegated by these bylaws or the Board or by statute to some other officer or agent of the corporation; and in general he or she shall perform all the duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

**Vice President** - In the absence of the President or in the event of his or her inability or refusal to act, 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. If there is more than one Vice President, then the Vice President who resides in the town of Manchester would perform the duties of the President. If multiple Vice Presidents reside in Manchester, then the Board would vote to choose the Vice President to perform the duties of the President. The Vice President shall perform other duties as from time to time may be assigned to him or her by the President and/or the Board.

**Treasurer** - The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Club; receive and give receipts for moneys due and payable to the Club from any source and deposit all such moneys in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board; prepare a season-end financial report to be distributed to all members; and assist the Board in preparing an annual budget; and perform all duties generally incidental to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the President and/or the Board.

**Secretary** - The Secretary shall keep the minutes of meetings of members and of the Board, in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a membership book containing the names and addresses of all members and directors of the Club; exhibit to any trustee of the Club, or to a trustee's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the certificate of incorporation, the membership book, the minutes of any meeting, and the other records of the Club; and perform all duties generally incidental to the office of Secretary and such other duties as may from time to time be assigned to the treasurer by the President and/or the Board.

**Meet Manager, USA Swimming Liaison, Head Coach and other appointed Directors** - The aforementioned Directors, in general, shall perform such duties as may be assigned to them by the Officers of the Board. The Head Coach has voting rights for coaching, swimming, and other such pool related decisions pertaining to the running of the swim team, but does not have voting rights for administrative items such as salary, pool costs, and other expenses.

#### Section 6.9 Liability of Offices and Directors

The Officers and Directors of this Club shall not be personally liable for its debts, liabilities, or other obligations.

### **ARTICLE SEVEN** **MEMBERSHIP**

#### Section 7.1 Classes of Membership

The Club shall have one class of members, and no more than one membership may be held by any one family. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

#### Section 7.2 Qualifications

Any family that pays the dues as provided below and that agrees to be bound by the certificate of incorporation of this Club, by these bylaws, and by such rules and regulations as the Board may from time to time adopt, is eligible for membership in this Club.

#### Section 7.3 Property Rights

No member shall have any right, title, or interest in any of the assets, including any earnings or investment income of this Club, nor shall any of such assets be distributed to any member on the Club's dissolution.



#### Section 7.4 Liability of Members

No member of this Club shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

#### Section 7.5 Transfer, Termination, and Reinstatement

Membership in this Club is nontransferable. Membership shall terminate on the resignation or death of a member. Membership may also be terminated by the Board on a member's failure to pay the dues required in these bylaws within thirty (30) days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

#### Section 7.6 Roster of Members

The Secretary shall maintain a roster of members of the Club.

### **ARTICLE EIGHT** **MEMBERSHIP FEES AND DUES**

#### Section 8.1 Initiation Fee and Annual Dues

The Board shall determine from time to time the amount of the initiation fee, if any, and the amount of annual dues payable to the Club by members.

- (a) The Board shall charge reduced fees for a family with more than one child registered. The Board will determine the reduced fee structure prior to the registration date of each swim season.
- (b) The Board shall set reduced fees for swimmers on high school swim teams who cannot participate in the complete annual swimming program.
- (c) The Board may also charge additional fees for nonresidents of the Town of Manchester.
- (d) The Board may also award full or partial scholarships based solely on financial need.

#### Section 8.2 Payment of Fees and Dues

Dues shall be payable in accordance with the payment dates established by the Board. These dates will be communicated in advance of the registration deadline for each swimming season. Dues for registrations processed after 12/31 of the current season shall be prorated at the discretion of the Board.

#### Section 8.3 USA Swimming Fees

Members may participate in USA swimming at their own expense, such expense being additional to the memberships due pursuant to Section 8.1 of these bylaws.

**ARTICLE NINE**  
**MEETINGS OF MEMBERS**

**Section 9.1 Annual Meeting**

An annual meeting shall be held at the start of the winter swim team season. The purpose of such meeting will be to go over the rules of the Club and expectations of members throughout the swimming season.

**Section 9.2 Special Meetings / Elections**

During an election year, special meeting of members shall be held not later than one month after the CCWSL championship meets for the purpose electing Officers to the Board, and for the transaction of other business as may be submitted to the membership by the Board.

If the election shall not be held on the day designated above, the Board shall seek an alternate method of election of Officers and shall conduct an election within ninety (90) days after the CCWSL championship meets.

Special meetings of members may be called by the President, the Board or by a petition signed by not less than ten percent (10%) of members as may be qualified to vote. Such a petition must be presented to the Secretary in a timely manner along with a proposed agenda. Special meetings must be held within ten business days of the call for such a meeting or, in the case of a petition, within ten days of the receipt of the petition by the Secretary.

**Section 9.3 CCWSL and Connecticut Swimming (USA) meetings**

The President shall designate those persons who will attend and represent the Club at the CCWSL and USA meetings.

**Section 9.4 Place of Meeting**

The Board may designate any place, either within or without Connecticut, as the place of meeting for any annual or special meeting of members. However, if all members shall meet at any time and place, either within or without Connecticut, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

**Section 9.5 Notice of Meetings**

For all annual membership meetings and any special meetings, a written or printed notice, including the purpose and the agenda, stating the place, day, and hour of any meeting of members shall be delivered personally or by U.S. mail, electronic mail, in hand, or by any other method customarily used to notice the membership.

**Section 9.6 Informal Action by Members**

Any action required or permitted to be taken at any meeting of members, may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect to such action.

### Section 9.7 Quorum

Members holding twenty-five percent (25%) of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

### Section 9.8 Proxies

No member may vote by proxy.

### Section 9.9 Voting by Mail

Where the Officers of the Board are to be elected by members, such election may be conducted by mail in such manner as the Board shall determine.

### Section 9.10 Voting Rights

Each member shall be entitled to one vote. Each family is one member. More than one family member may hold a position on the Board but that family would only be allowed to cast one vote when the Board votes.

## **ARTICLE TEN** MEETINGS OF THE BOARD

### Section 10.1 Place of Meetings

Board meetings shall be held at such place or places as the Board may from time to time by resolution designate; or, in the absence of such designation, at the principal office of the Club.

### Section 10.2 Frequency of Meetings

Regular meetings of the Board shall be held at least once per month during the swimming season plus such additional meetings as the President shall deem necessary. Notice of the Board meetings shall be given to Board members by electronic mail, telephone, or in person, at least seven days prior to any Board meeting, except that emergency meetings may be called by the President on not less than twenty-four hour notice. All executive Board meetings may be attended by any member, except for executive sessions called to discuss salary negotiations, member disciplinary actions, or scholarships.

### Section 10.3 Quorum

A majority of the Board or four (4) Board members shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the directors is present at any meeting, a majority of the Board members present may adjourn the meeting from time to time without further notice.

### Section 10.4 Actions by Board

Except as may otherwise be provided in these bylaws, or in the certificate of incorporation of this corporation, or by law, the act of a majority of Board members present at any meeting at which a quorum is present shall be the act of the Board.

### Section 10.5 Override by Members

Except as may otherwise be provided in the certificate of incorporation of this Club, or by law, actions taken by the Board may be overturned by the membership of the Club at a special meeting called for such a purpose, by two-thirds vote of the membership in attendance at a meeting. Such special meeting shall be called in accordance with these bylaws and such vote will be by paper ballot.

### Section 10.6 Rules of Meetings

All meetings of the Board shall be governed by Robert's Rules of Order, including such revisions of those rules as may from time to time be published, and except as those rules are inconsistent with these bylaws, with the certificate of incorporation of this Club, or with applicable law.

### Section 10.7 Action Without Meeting

No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action, and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting, and that the Articles of Incorporation and Bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

## ARTICLE ELEVEN COMMITTEES

### Section 11.1 Executive Committees

By majority vote of the Board members in office, the Board may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board in the management of the Club; provided, however, that the designation of and delegation of authority to such committees shall not relieve the Board, or any director individually, of any responsibility imposed on the Board or any individual Board member by these bylaws, or by law.

### Section 11.2 Chairperson

One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members of the committee.

### Section 11.3 Vacancies

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his or her predecessor.

#### Section 11.4 Quorum

Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

#### Section 11.5 Rules

Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations shall be consistent with these bylaws, and provided further that regular minutes of all proceedings shall be kept.

### **ARTICLE TWELVE** **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

#### Section 12.1 Contracts

The Board may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Club, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Club. Such authority may be general, or confined to specific instances.

#### Section 12.2 Gifts and Contributions

The Board or an executive committee may accept on behalf of the Club any contribution, gift, bequest, or devise of any type of property (a "donation"), for the general and special charitable purposes of the Club, on such terms as the Board or committee shall approve.

#### Section 12.3 Deposits

All funds of the Club shall be deposited to the credit of the Club in such banks, trust companies, or other depositories as the Board may select.

#### Section 12.4 Checks, Drafts, Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as the Board shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer or an assistant Treasurer, and countersigned by the President or a Vice President of the Club.

**ARTICLE THIRTEEN**  
**MISCELLANEOUS**

Section 13.1 Books and Records

The Club shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board, and committees, and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Club may be inspected by any director, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section 13.2 Fiscal Year

The fiscal year of the Club shall begin on the first day of August and end on the last day of July in each year.

Section 13.2 Waiver of Notice

Whenever any notice is required to be given under the laws of the State of Connecticut or under the provisions of the certificate of incorporation or the bylaws of this corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

**ARTICLE FOURTEEN**  
**AMENDMENTS**

Section 14.1 Power of Members to Amend Bylaws

The bylaws of this Club may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of two-thirds (2/3) of members present at any general meeting or at any special meeting called for that purpose, provided that at least one month prior to said meeting, the proposed amendments shall be given to the members by mail or electronic mail or by hand delivery.

Section 14.2 Power of Directors to Amend Bylaws

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the laws of the State of Connecticut, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this Club may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board.

I CERTIFY that the above Bylaws are a revision to the bylaws of Manchester Youth Aquatics, Inc., and were approved by the Board of Directors on 2/7/2014.

\_\_\_\_\_  
Joe Guenther - President

\_\_\_\_\_  
Beth O'Connor - Vice President

\_\_\_\_\_  
Rochelle Cosman - Treasurer

\_\_\_\_\_  
Suzanne Michaud - Secretary

\_\_\_\_\_  
Diane Smyth - USA Liaison

Signatures on file with the Secretary