



## **By-Laws of the South Hadley Swimming Club, Inc.** **Revised 3/15/2020**

### **Article I: Name and Status**

**Section 1. Name** The name of this corporation is "South Hadley Swimming Club, Inc." also referred to herein as the Corporation.

**Section 2. Status** The Corporation is neither organized, nor shall it be operated for financial profit.

### **Article II: Members**

**Section 1. Members** Any head of family or spouse may become a voting and participating member of this corporation upon acceptance of a written application for membership by the Board of Directors. Continuation of voting and participating privileges shall be conditioned upon the prompt payment of the fees determined as provided in Section 2 of this Article ii. Membership in the corporation shall not be transferable except in the case of death of a member when membership privileges shall go to the deceased member's spouse. Membership may not be denied based on race, color, age, national origin, religion, gender, sexual orientation, gender identity or marital status.

**Section 2. Fees** Application, initiation, annual and other fees of members shall be fixed from time to time by the Board of Directors.

**Section 3. Annual Meeting** The annual meeting of the members shall be held at 6 p.m. on the third Wednesday in October beginning with the year 2015 for the purpose of electing a President, Vice President, Treasurer, Clerk, Assistant Clerk and nine members of the Board of Directors at large, and for the transaction of such other **business as may be brought before the meeting.**

**Section 4. Special Meeting** Special meetings of members may be called at any time by the President, by the Board of Directors, or by one-sixth in number of the voting and participating members. At a special meeting, no business shall be transacted other than that stated in the notice of the meeting.

**Section 5. Place of Meeting** Every meeting of members shall be held within the Town of South Hadley at such place as shall be determined by the Board of Directors and stated in the notice of meeting.

**Section 6. Notice of Meetings** Notice of each meeting of members shall be given by the Clerk via phone call or email at least ten days before the meeting to each voting and participating member to his/her phone number or email address as it appears on the membership list.

## **Article III: Directors**

**Section 1. Number and Term of Office** The activities and the property of the Corporation shall be managed and controlled by a Board of Directors. The President, Vice-President, Treasurer, Clerk and Assistant Clerk shall be Directors by virtue of their office and nine Directors shall be chosen from the voting and participating members at large. Except as provided for filling vacancies, Directors-at-large shall be elected by ballot at the annual meeting. Directors-at-Large shall serve a two-year term. Directors-at-Large may serve no more than two consecutive terms.

**Section 2. Vacancies** Vacancies occurring amongst Directors-at-Large by reason of death, resignation, or incapacity to serve shall be filled by the affirmative vote of a majority of the Directors in office at the time such vote is taken.

**Section 3. Regular Meetings** The Board of Directors shall meet at least once every three months at such place and time as may be selected by the President. Notice of each meeting shall be made by phone or email to every Director by the Clerk at least five days before the meeting. Special meetings shall be held whenever called by not less than one-third of the Directors for the time being in office or by the President.

**Section 4. Quorum** A majority of the members of the Board of Directors shall constitute a quorum, and the act of a majority of the Directors present at any meeting of the Board at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board there be less than a quorum present a majority of those present may adjourn the meeting from time to time and no notice need be given of such adjourned session of the meeting.

**Section 5. Compensation** Directors shall serve without compensation.

**Section 6. Conduct of Meetings** The President, or in his/her absence, the Vice President, shall preside at all meetings of the Board of Directors and act as Chairman of the meeting, but in the absence of the President and the Vice President, a Chairman of the meeting shall be elected from the Directors present. The Clerk of the Corporation shall act as a Clerk of all meetings of the Directors, but in the absence of the Clerk or Assistant Clerk, the Chairman of the meeting may appoint any person to act as Clerk of the meeting.

## **Article IV: Committees**

The Board of Directors may designate one or more committees, each to be composed of two or more Directors and such other voting and participating members as may be appointed from time to time by the Board of Directors, to consider and make recommendations to the Board on matters affecting the Corporation and to perform any other function delegated to it by the Board of Directors. Such committee or committees shall have such name or names as may be determined by the Board of Directors. Members of any committee shall serve at the pleasure of the Board of Directors. Vacancies in such committees shall be filled by the Board of Directors. The Board of Directors may discontinue any such committee or committees.

## **Article V: Officers**

**Section 1. Officers** The officers of the Corporation shall be the President, Vice President, Treasurer, Clerk and Assistant Clerk, who shall be elected by ballot annually at the annual meeting of the Corporation. A vacancy in any office shall be filled by an affirmative vote of a majority of the Board of Directors in office at the time such vote is taken.

**Section 2. Powers and Duties of the President** The President shall be the principal officer of the Corporation and shall have general charge and supervision of the affairs and activities of the Corporation within the scope of policies determined by the Board of Directors. S/He shall preside at all meetings of the members and of the Directors at which s/he is present. S/He shall make a report to the members at the annual meeting. The President shall sign, with the Treasurer, any contract in the name of the Corporation when authorized to do so generally or in special instances by the Board of Directors.

**Section 3. Powers and Duties of the Vice President** The Vice President shall have and may exercise such powers of the President as may, from time to time, be assigned to him/her by the President and shall have such other powers and perform such other duties as shall, from time to time, be assigned to him/her by the By-Laws of the Board of Directors.

**Section 4. Powers and Duties of the Treasurer** The Treasurer shall have custody of all funds of the Corporation and shall deposit the same with such bank or banks as the Board of Directors shall, from time to time, determine; s/he may endorse for collection, on behalf of the Corporation, checks and other obligations and shall deposit the same as provided above; s/he shall cause to be entered regularly in books kept for the purpose, full and accurate accounts of all monies received and paid on account of the Corporation and, whenever required by the Board of Directors, shall render statements of such accounts; s/he shall exhibit the accounts and books to any director upon request; s/he shall sign with the President any contracts in the name of the Corporation when authorized to do so generally or in special instances by the Board of Directors; and s/he shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors.

**Section 5. Powers and Duties of the Clerks** The Clerks shall keep in books provided for that purpose the minutes of all meetings of members and of the Board of Directors; s/he shall receive and retain copies of minutes of all committee meetings; s/he shall give or serve all notices of the Corporation; s/he shall have custody of the seal of the Corporation; s/he shall have charge of the record book of members; and s/he shall perform all duties incident to the office of the Clerk, subject to the control of the Board of Directors.

**Section 6. Compensation of Officers** In lieu of compensation, officers will be exempt from paying annual dues during their term of service.

## **Article VI: Miscellaneous Provisions**

**Section 1. Regulations** The Board of Directors shall have power and authority to make such rules and regulations as it may deem expedient concerning and governing the activities of the Corporation and the care, custody, and use of its properties.

**Section 2. Checks Notes, etc.** All checks, drafts, notes or other obligations and orders for payment of money shall be signed by the Treasurer or President. Checks, drafts, notes or other obligations and orders for payment of money to the Corporation may be endorsed for deposit to the credit of the Corporation with a duly authorized bank by the Treasurer.

**Section 3. Waivers of Notice** Whenever any notice whatever is required to be given under these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

**Section 4. Capital Expenditures** Capital expenditures of \$1,000 or more must be approved by a majority vote of the Board of Directors.

## **Article VII: Amendments**

These By-Laws and any amendments thereof, other than those adopted by the members, which shall provide otherwise for their alteration, amendment, or repeal, may be altered, amended, or repealed or new By-Laws may be adopted by the Board of Directors at any meeting by the affirmative vote of all members of the Board; or at any meeting of the Board the notice of which shall have stated the amendment of the By-Laws as one of the purposes of the meeting, by the affirmative vote of all the members of said Board; but these By-Laws and any amendments thereof, including By-Laws adopted by the Board of Directors, may be altered, amended or repealed, and other By-Laws may be enacted by the proposed alteration, amendment, repeal or enactment as one of the purposes of the meeting.