

ST. PETE MASTERS BY-LAWS

Adopted: January 28, 2018

ARTICLE I – MEMBERSHIP

Section 1: Membership in the corporation shall be open to swimmers 18 years of age and over upon the payment of the annual Florida LMSC/USMS fees and registering as a St. Pete Master. Those who workout with the team have to pay the USMS fee as well as a coaching fee (payable on Club Assistant) and pool fees (payable to the City of St Pete).

Section 2: USMS dues for membership shall be assessed on a yearly basis from January 1st through December 31st. St Pete Masters' coaching fees shall be assessed on a yearly basis from January 1st through December 31st at a rate determined by the Board of Directors.

Section 3: All members are expected to participate in the competitive aspects of St. Pete Masters and USMS. This includes volunteering to assist running our 3 events per year, timing at meets, officiating at meets and/or swimming competitively for the team.

ARTICLE II – MEETINGS

Section 1: The Annual Meeting of the corporation shall be held once a year on a date within the first 3 months of the calendar year as determined by the Executive Committee.

Section 2: Special meetings of the corporation may be called at the discretion of the President, Executive Committee or upon written request of any three (3) directors or fifteen (15) members of the corporation.

Section 3: At all meetings of the corporation, except as may be provided elsewhere in the By-Laws or in the Articles of Incorporation, it shall be necessary to have at least ten percent (10%), but no fewer than 15 members to constitute a quorum.

Section 4: At all meetings of the corporation the method of voting shall be by voice vote except on the election of officers, directors or on the demand of a voting member, in which case the vote shall be by ballot. The presiding officer may, at his or her discretion, or at the request of a voting member, call for a show of hands or a division of the house in the event of a reasonable determination by voice vote is rendered impossible.

Section 5: A majority of the votes cast at any meeting of the corporation at which a quorum is present shall be sufficient to take or authorize action upon any matter, question or proposal which is properly presented before the meeting.

Section 6: Notice of the annual meeting and other regular meetings of the corporation shall be given no less than fifteen (15) days prior to said meeting. Notice of Special Meetings shall be given no less than fifteen (15) days before the date of such meeting and said notice of special meeting shall include a statement of the specific purpose or purposes for which the meeting is called.

ARTICLE III – DIRECTORS

Section 1: The Board of Directors shall consist of the four (4) officers and a minimum of three (3)/maximum of five (5) additional elected members. This number may be modified upon the vote of the Board of Directors and approval by the members of the corporation.

Section 2: The Board of Directors shall have and exercise all necessary powers to control the work and policy of the association. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors, except for actions by the Executive Committee in amounts authorized herein or by the Board of Directors.

Section 3: The Board of Directors shall meet at least three (3) times per year. In addition, the Board shall hold meetings upon the call of the President or at the request of at least three (3) Board members made to the President. Notice of such meetings by the Board shall require five (5) days notice. Said notice may be given via telephone or e-mail.

Section 4: At all meetings of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business. The consent of a majority of those members present at any meeting at which a quorum is present shall be sufficient to take or authorize action unless the concurrence of a greater proportion is required by applicable law, these By-Laws or the Articles of Incorporation. If at any meeting there are not a sufficient number of directors present to constitute a quorum, then those directors present may, by a majority vote, adjourn the meeting until such time as a quorum is present.

Section 5: The Board of Directors shall have the power to fill for the unexpired terms all vacancies occurring in their number between annual elections. Such vacancies shall be filled by first recommending names to the Executive Committee, who shall act as a nominating committee for screening and recommendation to the Board of Directors.

Section 6: The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when, in their judgment, such a relationship is desirable toward achieving the association's objectives in the area concerned. If the Board enters into Articles of Agreement setting forth the rules of such cooperative association, said agreement shall contain provisions for severing relationships at any time when, in the judgment of the Board of Directors, it is in the best interest of the association to do so. The Board may delegate this power to the Executive Committee.

ARTICLE IV – OFFICERS

Section 1: The Officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2: The President shall: (a) preside at all meetings of the corporation; (b) preside as chairperson of the Board of Directors; (c) with the recording secretary, execute all legal papers, documents and instruments ordered to be executed by the Board of Directors; (d) be an ex-officio member of the Executive Committee; (e) be head captain of the team; and (f) perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 3: The Vice President: may be appointed to act in the absence or disability of the President at the discretion of the Board of Directors.

Section 4: The Secretary shall: (a) together with the President or a Vice President, execute such legal documents, papers or instruments as authorized by the Board of Directors; (b) keep the minutes of all meetings of the association, the Board of Directors, and the Executive Committee; (c) convene Board of Directors to elect an acting President in the event the elected President is unable to carry out the duties of the office.

Section 5: The Treasurer shall: (a) have charge of the funds and securities of the association and cause them to be deposited into depositories approved by the Board of Directors; (b) see that an accurate accounting is kept of the funds and provide periodic reports to the Board of Directors; (c) sign all checks upon bank accounts of the association as directed by the Board of Directors; (d) disburse funds of the corporation for all expenses authorized by the Board of Directors or the Executive Committee. Any officer of this corporation may sign checks authorized by the Board of Directors.

Section 6: All Officers of the corporation shall be elected at the annual meeting of the corporation. Elected officers shall hold office for two (2) years unless resignation or removal occurs prior thereto and no term limits in office.

Section 7: Three (3) Directors shall be elected at each annual meeting of the corporation and those shall take office upon their election for a two year term unless resignation or removal occurs prior thereto and no term limits in office.

Section 8: The immediate Past President may serve as an advisor to the Board, but shall not have a vote.

ARTICLE V – EXECUTIVE COMMITTEE

Section 1: The Executive Committee shall be charged with the day-to-day affairs of the corporation and shall consist of the following ex-officio members: The President of the corporation the Vice President of the corporation.

Section 2: The Executive Committee shall have meetings as from time to time determined by the members of the committee. The Secretary of the corporation shall attend said meetings and take minutes of the same. The Secretary shall not be entitled to a vote on the Executive Committee.

Section 3: The Executive Committee shall be charged with expending monies to further the purposes of the corporation, authorizing actions which do not exceed the authority set forth in the Articles or these By-Laws.

Section 4: The Executive Committee shall report to the Board of Directors at each regular Board of Directors meeting.

Section 5: The Executive Committee shall select a nominating committee for the nomination of persons as officers of the corporation as well as for members of the Board of Directors for the annual meeting.

ARTICLE VI – ELECTIONS

Section 1: In the case of the annual elections, there shall be a nominating committee consisting of three (3) members. The nominating committee shall present a slate of candidates for each office and candidates for the Board of Directors. These candidates shall be presented to the members of the corporation at least fifteen (15) days prior to the annual meeting of the corporation. The slate of candidates shall be contained in the notice of such meeting. No member may be considered as a candidate unless he or she is a member in good standing and unless their consent is obtained. Nominations of other members in good standing may be made from the floor at the annual meeting.

Section 2: In the case of an election conducted to fill a vacancy, nominations and elections shall be held by the Board of Directors.

Section 3: The annual election shall be held at the Annual Meeting of the Corporation.

ARTICLE VII – GENERAL PROVISIONS

Section 1: The fiscal year of the corporation shall begin on the first day of November and end on the last day of October.

Section 2: All checks, notes, drafts, orders for payment of money or other evidence of indebtedness issued in the name of the corporation and all such instruments shall be signed by the authorized signatures. The authorized signatures shall be of the President, Secretary, Vice Presidents or Treasurer.

Section 3: Any director or officer may be removed for cause by a majority of those members present at a properly called meeting where a quorum is present. Removal or resignation of an officer shall automatically remove him from membership on the Board and Executive Committee. Suspension or revocation of membership in the corporation, or the absence from two (2) meetings of the corporation or the Board without sufficient cause, shall be cause for automatic removal from office or membership on the Board. Requests to be excused from a meeting of the corporation or the Board must be received by the President or the Secretary prior to the call-to-order of any such meeting.

Section 4: Any member of the corporation may be removed from the team at a properly called meeting of the corporation when a motion is made to dismiss a person for cause and two-thirds (2/3) of the team present at said meeting vote for dismissal. Upon a two-thirds (2/3) vote or more, such person(s) shall be deprived of all rights of membership in the corporation. Any person(s) so removed may appeal this action once a year at the annual corporation meeting and may be re-admitted when a majority of those members present vote for re-admittance of said individual(s).

ARTICLE VII – AMENDMENTS

Section 1: These By-Laws may be amended by a majority vote of those members present at any meeting of the corporation properly called where a quorum is present. Provided that no fewer than fifteen (15) nor more than thirty (30) days notice of such meeting is given and that said notice shall contain advisory that an amendment or amendments shall be included in the order of business and provided further, that a copy of the text of such proposed amendment or amendments shall be included in the notice.