

By-Laws

Oakland Live Y'ers, Inc.

Article I Name

Section 1. This non-profit corporation qualified under 26 USC 501(c)(3), previously known as the Oakland Youth Swim Team Association, Inc., now known as the Oakland Live Y'ers, Inc. (hereinafter referred to as "OLY" or the "Club") shall be managed at all times in such a manner as to qualify OLY for the 501(c)(3) exemption.

Section 2. The office address of OLY shall be 3128 Walton #123, Rochester Hills, Michigan 48309

Section 3. The fiscal year of OLY shall commence on the first day of September each year and terminate on the 31st day of August of the following year.

Section 4. OLY shall be managed by a Board of Directors, herein called the "Board", acting in accordance with these Bylaws.

Article II Purpose

Section 1. To uphold the standards of "USA Swimming, Inc."(USA Swimming) and "Michigan Swimming, Inc."(Michigan Swimming) as they relate to competitive swimming.

Section 2. To promote organized age group competitive swimming at all levels of competition.

Section 3. To provide all levels of swimming activity through competitive swimming programs geared to each swimmer's ability. The emphasis will be on providing the maximum opportunity for competition for the optimum numbers of swimmers.

Section 4. To aid in the development of good character in young men and women who participate in competitive swimming activities.

Section 5. To develop physical fitness through regular planned programs of vigorous physical activity.

Article III Membership

Section 1. The benefits and services of OLY shall be made available to any boy or girl who desires to participate in the program sponsored by the club and who is physically able to do so, regardless of race, color, religion, sex, or national origin.

Section 2. There shall be two classes of membership in OLY: 1) Regular Members and Competitor Members. Regular Members shall be defined as the parents or legal guardians of Competitor Members. Competitor Members shall be those swimmers who are athletes of OLY.

Section 3. No Member shall be a Member of OLY unless that Member has submitted the applicable dues and fees and remains current. Each Competitive member must also be a member of "USA Swimming", and will not be released to another USA Swimming swim team until all outstanding debts are paid to OLY.

Section 4. Membership shall not be limited in number except as required by the availability of coaching and facilities and Membership shall be available to anyone who qualifies under Article III.

Section 5. Each Member Family in OLY shall be entitled to 1 vote in the affairs of the Club whenever Club business is undertaken at any General or Special meetings. Voting shall be in person with no proxies allowed. For the purposes of these bylaws, a Member Family is defined as the Regular Members and the Competitive Members that comprise a "family" as that term is defined by law.

Section 6. Membership shall terminate automatically if the requirements of Article III, are not met. A Member may resign their membership at any time by written notice to the Secretary, but the resignation will not be effective until all obligations to OLY have been paid in full.

Article IV Dues, Fees, and Participation

Section 1. Dues and fees shall be established by the Board in such a manner to be sufficient to provide for the anticipated expenses of the Club. The dues and fees schedules may be changed retroactively if reasonably necessary as deemed fit by the Board.

Section 2. The Board of Directors shall be responsible for establishing the annual payment schedule and the appropriate policies governing payment of said dues and fees.

Section 3. Dues and fees shall be collected at Registration at the beginning of the Fall Short Course and Summer Long Course seasons respectively.

Section 4. If membership dues and fees remain unpaid for 15 days after they are due, a written notice will be sent out to the member in default. If the debt remains unpaid 10 days after the date of the letter or email, the Member automatically shall be suspended as a Member of OLY, and shall be liable for all such debts. Reinstatement or resignation can only occur upon full payment of all debts owed to OLY.

Section 5. Change in Swimmers Team Status – In the event that a team assignment of a member’s child is changed during the year, the resulting change in dues or fees shall be computed on a pro rata basis per month. Extra dues or fees shall be payable immediately or may be paid in installments as determined in Article IV, Section 2. Excess dues or fees paid shall be promptly refunded. Short Course or Long Course seasons shall be for the remainder of that season and shall be computed on a pro rata basis. Payment shall be in accordance with this Article.

Section 6. Refunds - There shall be no refund of dues or release of obligation to pay dues except as follows:

(a) Change in Competitive Members Team Status – In accordance with Article IV, Section 5.

(b) Competitive Member Quitting the Team – In the event a Competitive Member quits the team for any reason, the member shall be entitled to a refund of any dues or fee installments paid in advance computed from the end of the applicable notice period.

(c) Special Situations – The Board, in the event of special situations, may authorize the refund of dues on a pro rata basis, by 2/3 majority vote of the full Board.

Section 7. Entry Fees - OLY will maintain a separate Entry Fee account for swim meet entry fees. This account will be jointly managed by a business manager and the Head Coach.

Section 8. Participation – A quality program as conducted by the Club requires the active participation of all Members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, and in other Club activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all Members.

Article V Board of Directors

Section 1. The Board of Directors shall consist of 10 Directors: a President, Vice-President, Secretary, Treasurer, Head Coach, Past-President and 4 Members-at-Large. Each Director shall have one vote except for the Past-President. The Past-President shall not have a vote.

Section 2. The term of each Director shall be 2 years. President and Treasurer-elects will be elected one year before their respective terms begin. The President-Elect will attend Board meetings for one year as a non-voting member and then become the President. The Treasurer-Elect will “shadow” the Treasurer for one year and then become the Treasurer. The maximum period an individual may serve on the Board (other than Head Coach), will not exceed 8 consecutive years. Only one member from the same family can be on the Board at any one time. Candidates for the Board must be Members in good standing and shall exclude employees of OLY or their spouses. The Head Coach may serve on the Board without any limitation as to the number of years.

Section 3. Election of Directors

(a) Nominating Committee – The current President will appoint a Nominating Committee and its Chair consisting of all retiring officers of the Board and 2 other members of the Board of Directors. It shall be the duty of the committee to prepare a slate of candidates to fill vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the Nominating Committee shall not disqualify a Member from nomination. Consideration shall be given to maintaining a reasonably balanced representation of all OLY sponsored age groups on the Board.

(b) Nominations – The Board of Directors shall approve the nominees prior to distribution of the proposed slate to the OLY membership. The report of the Nominating Committee shall be distributed to all OLY members at least 2 weeks prior to the election meeting. Additional nominations from the floor will be accepted at the time of the election with the consent of the nominee.

(c) Elections – Election of new Directors will be held at the spring annual Membership meeting which shall be conducted immediately before the OLY Awards Banquet meeting at the conclusion of the Short Course season. This general Membership meeting will elect Directors and conduct any other Club business that is necessary. Voting will be conducted after the nominations are closed. Nominees receiving the greatest number of votes will take office immediately following the close of the meeting. If nominations are contested or the verbal balloting is very close, a subsequent secret written ballot will be conducted with each Membership family having one member vote. The Secretary and 3 other Board members, as designated by

the President, shall tally the votes. The Nominating Committee will have prepared appropriate ballots for this meeting.

(d) Vacancies – Should vacancies occur on the Board for any reasons other than normal term expiration, the President shall invite a Club Member to serve out the remainder of the term subject to the approval of the majority of the Board of Directors. If the Presidency becomes vacant, the Board shall elect a President from the existing Board members to complete the President's term, by majority vote.

Section 4. Removal of Directors from Office – Any Director may be removed from office with or without cause, by 2/3rd majority vote of all other Board members. Missing more than 4 Board meetings may constitute cause for removal. The Members of the Club, by resolution passed by 2/3rd majority of the Membership, at a General or Special meeting with notice specifying the intention to present such resolution for a vote, may remove any Director.

Section 5. Meeting of the Board – Meetings of the Board of Directors may be held no less frequently than ten(10) times per year and shall be open to the Membership. A minimum of five members of the Board of Directors shall constitute a quorum. Except as otherwise provided in these bylaws or in the Articles of Incorporation as amended, the act of the majority of the Board members present at which a quorum is present shall be the act of the Board of Directors. Three days notice will be given all Directors of special meetings called by the President or by the majority of Directors.

Section 6. Powers of the Board – The Board shall regulate and supervise the management and operations of the Club. It shall attend to all internal affairs of the Club, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Club and to all such lawful acts and things as are not by statute or by the Articles of Incorporation, required to be done or exercised by the Members. The control of the Board over these affairs of the Club shall be subject to any action from time to time taken by a 2/3rds vote of the Members of the Club.

(a) These powers shall include budget preparation and approval, adoption of rules and regulations pertaining to Club operations, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club.

(b) The Board has the authority to establish committees as it may affect and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular Members.

Article VI Officers – Powers and Duties

Section 1. The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of the Club, and see that all orders and resolutions of the Board are carried into effect.**
- (b) Chair any Regular or Special meetings of the Membership.**
- (c) Appoint any committees, special or standing, subject to approval of the Board, to undertake specific projects or otherwise to further the interests of the Club.**
- (d) Perform such other duties as the Board may direct.**
- (e) Break all voting ties at Board or Membership meetings.**

Section 2. The Vice-President shall:

- (a) In the absence of the President, or in case of the President's inability to perform the duties of the President, in conjunction with the Secretary, will have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.**
- (b) Shall be responsible for the development and maintenance of a volunteer base within the Club. This will include 2 Group Representatives from each swim group.**
- (c) Shall work in conjunction with the President and the Board to perform any duties as each may direct.**

Section 3. The Secretary shall:

- (a) Record and keep in a separate book, the minutes of all meetings of the Board of Directors or Members or both, which shall be presented before the next applicable meeting for approval.**
- (b) Have charge and care of the corporate records of OLY together with the bylaws and any amendments to the bylaws.**
- (c) Be responsible for the timely sending of notices of meetings and for keeping Members informed of actions by the Board or of issues that the Board or other Members may bring before the Membership.**
- (d) Conduct the general correspondence of the Club and perform such duties as are appropriate for the office of Secretary or as the Board directs.**

Section 4. The Treasurer shall:

- (a) Keep correct and complete records showing accurately at all times the financial condition of the Club.**
- (b) Collect and deposit all monies and other properties in the name of and to the credit of the Club in such depositories as the Board may direct.**

- (c) Disburse the funds of the Club as ordered by the Board, keeping proper records of such disbursements.**
- (d) Serve as ex-officio member of all standing and special committees concerning Membership, Budget, Grants, and Finance.**
- (e) Perform any other duties as are appropriate for the office of Treasurer or as the Board may direct.**
- (f) Be able to be bonded as provided in Article VII, Section 5.**

Section 5. The Past-President shall:

- (a) Be a non-voting member of the Board and act in an advisory manner to the Board of Directors for 1 year.**
- (b) Perform any other duties of the office as the Board may direct.**

Section 6. Members-at-Large shall:

- (a) Each have a 2 year term and each shall have one vote on the Board of Directors. They may or may not head a Club committee. The Meet Director and Fundraising/Sponsorship chairpersons shall be 2 of the 4 Members-at-Large.**

Section 7. Indemnification of Directors of the Board – The personal liability is eliminated concerning a volunteer Director or volunteer officer to the Corporation, its shareholders, or its Members for monetary damages for a breach of the Director's or officer's fiduciary duty. The provision does not eliminate or limit the liability of a Director or officer for any of the following:

- (a) A breach of the Director's or officer's duty of loyalty to the Corporation, its share-holders, or its members.**
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law.**
- (c) A violation of MCLA, Section 450.2551(1).**
- (d) A transaction from which the Director or officer derived an improper personal benefit.**
- (e) A act or omission occurring before the effective date of the provision granting limited liability.**
- (f) An act or omission that is grossly negligent.**

The Club assumes all liability to any person other than the Club, or its Members for all acts or omissions of a volunteer Director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer Director's duties. The Club holds harmless and assumes the liability for all acts or omissions of a volunteer Director, volunteer officer, or other volunteer occurring on or after the effective date of these bylaws granting limited liability if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.**
- (b) The volunteer was acting in good faith.**
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.**

(d) The volunteer's conduct was not an intentional tort.

(e) The volunteer's conduct was not a tort out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

Article VII Accounting, Budget, and Finance

Section 1. Audits and Taxes

(a) The Head Coach, Treasurer, and President shall meet 2 times each year to review the financial books of the Club.

(b) An independent Certified Public Accountant ("CPA") shall prepare the tax returns for the Club each year and the CPA shall be chosen and approved by the Board of Directors.

Section 2. Budget – A budget for the next fiscal year shall be prepared by the Treasurer, Head Coach, and President of OLY. The budget must be approved by a 2/3rds majority of the Board of Directors.

Section 3. Contracts - Contracts for personal services shall require a 2/3rds majority of the Board of Directors. Contracts involving loans, employees, leases or other obligations of more than 24 months duration shall have to be approved or ratified by a majority of the Members of the Club.

Section 4. Reimbursement – Officers, Directors, or Members may be reimbursed for reasonable out of pocket expenses made on behalf of the Club, but who shall otherwise not be compensated monetarily.

Section 5. Bonding – All Directors or employees who are responsible for any of the funds of the Club shall be bonded by an insurance company. (for example, Treasurer, business manager, etc.)

Article VIII Committees

Section 1. Classes of Committees

Standing Committees – These committees are established by these bylaws with duties and responsibilities as described herein. All powers assigned to standing committees are subject to the authority of the Board.

(a) Executive Committee – The Executive Committee shall be chaired by the President and shall consist of the officers of the Club and shall conduct such business as is deemed necessary by the President or the Board of Directors

(b) Finance Committee – Chaired by the Treasurer, this committee shall be responsible for budget preparation,

management of expenses, recording of dues and entry fees, incentive programs, fee structure, and any other financial matters pertinent to Club operations.

(c) Fundraising/Development Committee – This committee shall concern itself with fundraising options for the Club and development thereof. It shall be chaired by a Member-at-Large from the Board of Directors.

(d) Swim Meet Committee – This committee shall be co-chaired by the Meet Director and Meet Manager and shall be involved in all activities concerned with running OLY sponsored swim meets.

(e) Apparel Committee – The Apparel Committee shall be responsible for all functions related to the selection, acquisition, and distribution of team apparel and related items and shall be chaired by a Club Member, designated by the Vice-President.

(g) Activities Committee – Shall involve Club sponsored activities which benefit the swimmers and shall be chaired by a Club Member, and designated by the Vice-President.

(h) Special Events Committee – Shall be responsible for making recommendations and implementing all special events to be conducted by the Club. A chairperson shall be designated by the President.

(i) Special Committees – These committees shall be established by the President or the Board with their duties and powers subject to the authority of the Board. A chairperson shall be designated by the President.

Section 2. Committee Reporting

a. Appropriate committees as determined by the Board, may be called to give a report of their activities to the Board at regularly scheduled monthly Board meetings.

Article IX Bylaws and Rules of Order

Section 1. Bylaws – These bylaws, duly adopted on March 26, 2003, succeed and take the place of any and all bylaws and amendments thereto, which are declared null and void.

Section 2. Amendments – Amendments to the bylaws can be made by the Board of Directors or the Membership. A 2/3rds majority vote is required by the appropriate entity. 10 Regular Members must sign a petition to initiate an amendment and the petition with the proposed amendment shall be submitted to the Board 30 days prior to voting on the amendment by the Membership. The amendment in question should be distributed to all Members no less than 2 weeks before a vote is to be held.

Section 3. Interpretation – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

Section 4. In the event that important Club business must be voted on between regular Club meetings, a vote by each individual Board member may be taken by telephone or electronically and tallied by the President and Secretary. That result shall be the will of the Board as long as a quorum is satisfied.

Section 5. Rules of Order – Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the Members, Board of Directors, or of committees but shall not take precedence over these bylaws.

Maury A. Matter
Oly Board President
3/5/09