

**By-Laws of
Bainbridge Aquatic Masters Booster Club
Version 2, 2010-04-10**

Article 1. Name

This organization shall be called BAM Booster Club. BAM Booster Club is a local masters swim club.

Article 2. Duration

The duration of BAM Booster Club shall be perpetual.

Article 3. Non-Profit Purpose

BAM Booster Club is organized for non-profit purposes and exists exclusively to accomplish its exempt purpose.

Article 4. Members

General membership shall consist of adults aged 18 and over who are actively participating in the Bainbridge Aquatic Masters (BAM). Active status is defined by being current on all association dues and fees. BAM is a swim team program associated with the Pacific Northwest Association of Masters Swimmers (PNA), and through PNA, it's members belong to the United States Masters Swimming (USMS). BAM is a program offered through the Bainbridge Island Metro Park and Recreation District (BIMPRD).

No Person shall be excluded from BAM activities by reason of race, creed or gender.

Adults actively engaged in BAM shall constitute the general membership and that membership group shall provide the financial support and shall elect officers, as set forth in these by-laws, to govern the activities of BAM Booster Club. It is the responsibility of BAM Booster Club is to raise and manage funds to support the program.

It shall be the purpose and duty of the membership to act as an advisor to BIMPRD in the following:

1. In furthering the stated goals of the US Masters Swimming Organization (USMS), which are "to provide organized workouts, competitions, clinics and workshops for adults aged 18 and over. Programs

will be open to all adult swimmers (fitness, tri-athlete, competitive, non-competitive) who are dedicated to improving their fitness through swimming.”

2. In the development of an annual swim program budget and to select a new head coach whenever necessary.

3. In owning and operating special swim meet equipment necessary to conduct home swim meets, to conduct home swim meets one or more times a year, to assist head coach in record keeping, preparation of meet entries.

4. In recruiting new swimmers.

Article 5. Officers

The officers shall be the President, Vice President (President Elect), Secretary, Treasurer, Communications Director, Meet Director and Member at Large.

All officers shall be elected by secret ballot and serve for a 2 year term. The exception is the office of Vice President/President Elect-President-Member at Large which is essentially a 3-year commitment with election held every year.

Officers can run for reelection after completion of a term.

The term of office shall begin on May 1st of the election year or the 1st day of the month following elections. All officers shall remain voting members of the board for an additional 3 months after the termination of their office to facilitate a transition period for the board. Vice President/President Elect will be elected annually. After a year, the Vice President/President elect becomes the President, and the President becomes the Member At Large. The Communications Director and Secretary will be elected on even years; the Treasurer will be elected on odd years. New officers will be elected annually by ballot of the general membership on or before May 1st.

LIMITING LIABILITY OF BOARD OF DIRECTORS: To the full extent of the Washington Non-Profit Corporations Act (RCW 23A.08.025), as it exists on the date hereof or may hereafter be amended, permits the limitations or elimination of the liability of Trustees or Directors, a member of the Board of Directors of this Corporation shall not be liable to this

Corporation or its members for monetary damages for his or her acts or omissions as a Director. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such Amendment or repeal. This shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of the law, for illegal distributions or loans, or for any transaction, conflict of interest, or act from which a Director will directly receive benefit in money, property or services to which a Director is not legally entitled.

5.1 President

Duties of the President shall be as follows:

- * Schedule and conduct board and general club meetings;
- * Act as sole representative of the Club during such times when immediate action must be taken and time constraints make it impossible to call a board meeting;
- * Appoint standing committees as necessary and designate a chair person of such committees and serve on committees as appropriate;
- * Appoint persons to replace vacancies in board positions to be effective until the next election by the general membership;
- * Work with Treasurer and Vice President to prepare annual budget in June and get board approval.

5.2 Vice-President (President Elect)

Duties of the Vice-President shall be as follows:

- * In the absence of the President, conduct board and general club meetings.
- * Act as President until the next May election if necessary.
- * Participate in the preparation of the annual budget, with President and Treasurer in June.
- * Prepare ballots for new Board member elections to be sent out in early April.
- * Perform other duties as directed by the President.

5.3 Secretary

Duties of Secretary shall be as follows:

- * Take minutes of all Board meetings and general membership meetings.

- * Maintain a file of all Board meeting minutes, general membership meeting minutes, Club By-Laws and Articles of Incorporation.

- * Maintain a contemporaneously maintained record of active dues paying members including their current addresses and phone numbers and a record of their dues payments.

- * Check the PO Box on a regular basis.

- * Make a copy of the bank statement to be provided to every officer.

5.4 Treasurer

Duties of the Treasurer shall be as follows:

- * Collect all receipts and disburse funds as requested by written itemized receipts for items that are Board approved.

- * Provide quarterly financial reports to the Board.

- * Prepare annual budget with President and Vice President in June.

- * Manage funding and disbursements from BAM Booster Club bank account. If disbursement is in excess of \$100, this shall require two approved signatures (President, Vice President and/or Treasurer).

- * Maintain financial records indicating withdrawals, receipts, expenses, claims for payment.

- * Maintain a relationship with bank where accounts are held and update signatories as officers change.

- * Prepare a Non Profit Corporation Annual Report to the Secretary of State.

5.5 Communications Director

Duties of the Communications Director shall be as follows:

- * Maintain the BAM website.

- * Communicate to BAM members via e-mail.

5.6 Meet Director

Duties of the Meet Director shall be as follows:

- * Direct the setup and running of the BAMfest swim meet each year.

- * Maintain communications with PNA to advertise the meet and to communicate swimmers' results from the meet.

5.7 Member at Large

The Member at Large is the position held by the outgoing president to provide continuity and support to the president and vice president.

Duties of the Member at Large shall be as follows:

- * Vote as a member of the board.

* Support the Meet Director in preparing for the annual BAMfest swim meet.

Article 6. Meetings

General membership meetings can be called by the President by giving at least two weeks written notice to the general members of BAM, which notice shall also include an agenda of items to be discussed at the meeting. Any member may bring up any other agenda items at the meeting for discussion. However no officer may be elected, no by-laws changes may be voted upon and no special assessments may be levied unless those items are included in the written agenda sent out to the general membership.

No proxy votes will be authorized for any BAM meetings. Only active BAM members may be allowed to vote in any meeting.

Article 7. Parliamentary Rule

BAM Booster Club shall follow Robert's Rule of Order to conduct all board and general membership meetings. The simple majority of members present at a meeting with two-week notice shall be necessary to pass a motion.

Article 8. Amendment of By-Laws

These By-Laws can be amended by Board approval by a sixty percent (60%) majority vote of the BAM Booster Club Board of Directors.

Article 9. Fiscal Year

The fiscal year of the Club shall be from September 1st to August 30th.

Article 10. Dissolution

Upon the dissolution of BAM Booster Club, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of BAM Booster Club, dispose of all the assets of BAM Booster Club exclusively for the purposes of BAM Booster Club or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as it may be amended.