

Bylaws of South Eastern Aquatics Inc.

ARTICLE I

Purpose of Organization

Section 1 **Name**

The name of the corporation shall be South Eastern Aquatics Inc. (SEA)

Section 2 **Objectives**

SEA is a not-for-profit, charitable, and educational organization devoted to the promotion of competitive swimming throughout the Southeastern Wisconsin communities. Banded together, members share equally in the benefits of competitive swimming with the intent that all swimmers receive equal instruction within their training group. To accomplish this, we will, within our financial means, procure the best coaching and facilities available.

ARTICLE II

Membership

Section 1 **General Membership**

Membership shall consist of the coaching staff, parents, or court appointed legal guardians, and swimmers who participate in the approved activities of SEA. Membership will be open to all residents of the Southeastern Wisconsin communities without regard to ethnicity, religion, gender, sexual orientation, disability, or any other legally protected status.

- a) Membership may be granted once the swimmer's minimum level of ability is confirmed by the coaching staff and the swimmer is accepted on the team. Membership may be limited based on the number of swimmers that can be safely accommodated in the pool.
- b) A person, upon submitting proper application for club membership, may become a member upon approval by the Board of Directors.
- c) Adult members shall be entitled to vote at the annual meeting of the general membership.
- d) Retraction of membership may be appealed to an Appeals Board consisting of three (3) board members selected by the President and three regular members selected by the defendant.
- e) Membership is maintained if the swimmer's swim tuition is current for the present swim season and the rules of conduct are followed.
- f) Members over 18 and regularly on deck may be required to have background checks for the protection of all athletes.

Section 2 **General Meetings of the Membership**

Meetings of the general membership shall be held at such times and for purposes as the Board of Directors shall deem proper. The President or Secretary shall give notice of the time and place of such general meeting two (2) weeks in advance to all members entitled to attend such a meeting.

The general membership may submit, in writing to the President, an item to be added to a general meeting agenda up to seven (7) days prior to the starting time of said meeting. All items brought to the general meeting must have final approval by the Board of Directors.

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Section 3 Annual Meeting

The purpose of the annual meeting shall be to elect successors to the Board of Directors. The annual meeting of the membership is typically held in the spring at the annual banquet in May.

- a) A quorum for conducting the annual meeting for board member elections is 25 adult members in attendance.
- b) Voting by proxy shall not be permitted.

ARTICLE III **Annual Membership Dues**

Section 1 Membership Dues

The Board of Directors shall establish membership tuition prior to the start of each season and develop a payment schedule.

- a) Tuition shall consist of swim fees, fundraising commitments, and worker obligations.

Section 2 Delinquent Membership Tuition

No member shall attend swim team functions if tuition is delinquent. Failure to pay tuition within thirty days, shall be grounds for termination.

ARTICLE IV **Governing Body**

Section 1 Board Membership

The organization is governed by the Board of Directors comprised of the President, Vice President Secretary, Treasurer, Registration Chair, Meet Director Chair, Fundraising Chair, Officials Chair, and Head Coach. Membership to the Board of Directors is open to current and former adult members of SEA.

- a) Board Members are elected to a two year term.
 - a. Terms are limited to two consecutive, two-year terms.
 - b. When term limits are reached, a one year leave of absence from board membership is needed before being eligible for board nomination.
- b) President, Vice President, Meet Director Chair, and Fundraising Chair are elected in even-numbered years.
- c) Secretary, Treasurer, Registration Chair, and Officials Chair are elected in odd-numbered years.
- d) There are no term limits for the Head Coach.
- e) Only one member from the same family may server on the board at a time.

Section 2 Nominating Committee

The Board of Directors shall appoint a nominating committee of at least three (3) people, two (2) of whom shall be current board members. Thirty (30) days prior to the annual meeting, this committee will secure a list of nominees for the open board positions to be voted on at the annual meeting.

Section 3 Meetings of the Board of Directors

Meetings of the Board of Directors shall be held monthly at a time, day, and location agreed to by board members and designated in the notice of meeting.

- a) Notice of said meeting is published in the weekly newsletter one week in advance.

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- b) The agenda for said meeting will be prepared by the President. Any board member may submit agenda items to the President in advance of the meeting. In addition, any board member may present agenda items for consideration by the board at any regular or special board meeting.
- c) The President shall preside at all meetings and shall be responsible for personnel matters.
- d) The Vice President shall preside in the absence of the President.
- e) The Secretary shall maintain the minutes and official records of the organization.
- f) The Treasurer shall keep all financial records of the organization.
- g) The Head Coach shall be a voting member of the Board of Directors.
- h) Meetings of the Board of Directors are open to the general membership for observation in a non-voting capacity.

Section 4 Special Meetings

Special meetings of the board shall be called upon the request of the President or one-third of the board. Notices of special meetings shall be sent out to each board member at least one week in advance.

Section 5 Quorum

A quorum for conducting of regular business at a Board of Director's meeting shall be a majority of the Board of Directors.

Section 6 Proxy Vote

Voting by proxy in any meeting shall not be permitted.

Section 7 Vacancies

A vacancy, due to the resignation, removal, or death of a director, shall be filled by the affirmative vote of a majority of the remaining directors. Such director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor, which term of office shall not disqualify the person from being elected to an immediate subsequent full Board of Directors term and does not count against term limits

Section 8 Fiscal Year

The fiscal year of South Eastern Aquatics Inc. shall be September 1 through August 31.

Section 9 Inurement

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth.

ARTICLE V **Organization**

Section 1 Non-Profit and Charitable Purposes

As stated in Article I, South Eastern Aquatics Inc. is organized exclusively for charitable and educational purposes and for the purpose of fostering amateur sports competition within the meaning of section 501(c)3 of the IRS Code. Notwithstanding any other provision of these Bylaws, South Eastern Aquatics Inc. shall not, except to an insubstantial degree, 1) engage in any

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activities or exercise any powers that are not in furtherance of the purposes and objections of South Eastern Aquatics Inc., 2) engage in any activities not permitted to be carried on by: A) a corporation exempt from federal income tax under such section 501(c)3 of the IRS Code or B) a corporation to which contributions, gifts, and bequests are deductible under sections 170(c)(2) of the IRS Code.

Section 2 Dedication of Assets

The revenues, properties, and assets of South Eastern Aquatics Inc. are irrevocably dedicated to the purposes set forth in these Bylaws. No part of the net earnings, properties, or assets of South Eastern Aquatics Inc. shall inure to the benefit of any private person or any member, officer, or director of South Eastern Aquatics Inc. The organization shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3 Dissolution

South Eastern Aquatics Inc. may be dissolved only upon a two-thirds majority vote of all voting membership. Upon dissolution, after paying or adequately providing for the debts and obligations of the organizations, the remaining assets of South Eastern Aquatics Inc. shall not inure to the benefit of any private individual, unincorporated organization or corporation including any member, officer, or director of South Eastern Aquatics Inc., but shall be distributed to the Jon Brenner Scholarship Fund. If the Jon Brenner Scholarship is not then in existence, or is not then a corporation which is exempt under section 501(c)3 of the IRS Code, the remaining assets shall be distributed to Wisconsin Swimming Inc. If Wisconsin Swimming Inc. is not then in existence, or is not then a corporation which is exempt under section 501(c)3 of the IRS Code, the remaining assets shall be distributed to one or more non-profit organizations which have established their tax exempt status under Section 501(c)3 of the IRS Code.

ARTICLE VI Parliamentary Authority

Section 1 Robert's Rules

The rules in the current edition of Robert's Rules of Order newly revised shall govern South Eastern Aquatics Inc. and any of its constituent or component parts committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order South Eastern Aquatics Inc. may adopt.

ARTICLE VII Amendments

Section 1 Amendments

The Bylaws of the organization may be amended by the directors and shall require a two-thirds vote of the entire board. Written notice of the proposed amendment must be given to the board members two (2) weeks in advance, along with the time and place of the meeting at which the board will consider such amendment.

Effective 1994
Amended June 1998
Amended September 2008
Amended September 2009
Amended August 2017