

BY-LAWS
OF
VERMONT SWIM ASSOCIATION (VSA)

As of; May 11, 2021

Article 101

NAME

The organization shall be called the Vermont Swim Association (VSA).

Article 102

Mission Statement - The main mission of the Vermont Swim Association, as the governing agency in summer recreational swimming in Vermont, shall supervise and run the Vermont State Championship Meet. In addition, the Vermont Swim Association shall be for the promotion and educational purposes in the sport of swimming, as well as fostering a community statewide of good sportsmanship and team building.

102.1

The purpose of the "said" shall be for charitable and educational purposes and for the purpose of fostering amateur sports competition within the meaning of Section (501c3, etc..) of the Internal Revenue Code of 1986 as may be amended. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

- a) A corporation exempt from federal income tax under section 501c3 of the Internal Revenue Code of 1986 as amended, or.
- b) A corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 as amended.

Article 103

MEMBERSHIP

The following are definitions of membership:

The membership of the Association shall consist of teams of individual swimmers, and possibly include but not limited to, member teams and/or probationary status of 18 and under. For special circumstances there is the exception of the Competition Committee decision. Membership shall also include team membered coaches, officials and sustaining members.

103.2

Any youth swim organization which is interested in competitive swimming in the state of Vermont may join the Vermont Swim Association, with the exceptions of the majority of the Competition Committee decision.

103.3

Any individual 18 and under, with exceptions of a Competition Committee decision, who is interested in swimming competitively or participates in the conduct of swimming meets may join the VSA.

103.4

Sustaining members are those individuals who make a contribution to the Association for the furtherance of competitive swimming in Vermont.

103.5

Quorum of swim team members and voting rights apply only to VSA member swim teams and each team is entitled to one vote. The voting swim team members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, if any action

taken (other than adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

103.6

Termination of Membership (Code of Conduct from the Competition Committee)

1. Causes of Termination - The membership of a swim team/individual shall terminate upon occurrences of any of the following events:
 - a. Resignation of a swim team.
 - b. The failure of the swim team to pay dues or assessments, if required, within the times set forth by the Board of Directors.
 - c. The determination by the Board of Directors or a committee designated to make such determination that the swim team has failed in material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.

2. Procedure for expulsion - Following the determination that a swim team member should be expelled under subparagraph (c) above, the corporation shall follow the expulsion procedure set forth in Code of Conduct from the Competition Committee.

103.7

Transfer of Membership: No member may transfer for the value of a membership or any right arising from such membership.

103.8

Each class of membership is for a calendar year period. Non-members applying for membership on or after September 1 will be considered members until December 31 of the following year.

103.9

Fees for membership will be set annually by the Executive Committee and shall be announced at the Spring meeting, and due at the completion of the summer season.

Article 104

OFFICERS

104.1

All officers of the Association shall be elected yearly at the Fall annual meeting, to be held on the second Wednesday of September.

104.2

Titles - The elected officers composing the Executive Committee are President, Vice-President, Secretary, and Treasurer.

104.3

Nomination - The slate of officers to stand for election will be prepared and distributed to the membership at least 14 days prior to the Fall annual meeting by the Secretary. Nominations will also be accepted from the floor, but no qualification statements will be allowed.

104.4

Duties - The duties of the officers and committee chairpersons are herein set forth.

1. President - The President calls meetings when and where deemed necessary, presides at all meetings, and appoints all committee chairpersons. The President shall: prepare meeting agendas; administer all activities of the association in consultation with the Executive Committee; shall coordinate and plan inter-committee relations, public relations, and communications. In the event of vacancy of the office of the President, the position will automatically go to the Vice-President of Operations.

2. Vice-President - The Vice-President shall conduct all meetings in the absence of the President. In the event of vacancy in the office of the President, the position will automatically go to the Vice-President. The Vice-President, under the direction of the President, for the coordination of

all competition held under the Association's authority and shall chair the Competition Committee.

3. Secretary - The Secretary shall attend all meetings of the Board of Directors and Executive committee, and shall record votes and keep Minutes of such meetings in one or more books provided for that purpose. If the Secretary is absent from any meeting, the Board of Directors or Executive Committee may elect any of their number, or any Assistant Secretary, to act as temporary Secretary. The Secretary is responsible for keeping a record of all meetings, issuing meeting notices, issuing copies of the minutes to all members within thirty (30) days of such meetings, overseeing the officer nomination process, and all webmaster duties.

In addition, all team rosters are to be submitted by the League representatives to the VSA Secretary on or before the first (1st) Tuesday after July 4. The roster must include each swimmer's team, name, age, date of birth, sex, and, for recent high school graduates, the year of their graduation.

4. Treasurer - The Treasurer shall have control and custody of the funds and securities of the Vermont Swim Association by direction of the Executive Board. With Google Documentation, back up drive and with 2 signatures, he/she shall keep and maintain the books, Corporate Book and records of the Organization accurate accounts of receipts and disbursements, and he/she shall deposit all monies and valuable effects of the VSA in the name of the Organization in such depositories as the Board of Directors or Executive Committee may designate. The VSA Bank Account should not be a personal account. He/She shall make disbursements of the funds and securities of the Organization upon order of the Board of Directors or Executive Committee and obtain proper vouchers therefor. He/She shall report to the Board of Directors and Executive Committee, at all meetings therefore, concerning the financial condition of the Organization and the performance of his/her duties as Treasurer. In general, he/she shall perform all duties incident to the office of Treasurer. He/She shall, upon request of the Board of Directors or Executive Committee, furnish a bond for the faithful performance of his/her duties in such amount and with such surety as either of them may require.

5. Assistant Officers - Any Assistant Secretaries or Assistant Treasurers elected by the Board of Directors shall have such authority and perform such duties as the Board of Directors may authorize.

6. Subordinate Officers - The Board of Directors may elect such subordinate officers as it deems necessary to serve for such a period and have such authority and perform such duties as the Board of Directors may authorize.

104.5

Terms and Continuation of Roles

1. The expectation is that each officer completes two years in their elected role.
 - a. Staggered elections will continue yearly in the order of the President and Secretary one year, and alternating with Vice President and Treasurer the following year.
 - b. The Vice-President is encouraged to run for the role of President after their two years as Vice-President is completed.

104.6

Vacancies – Should an officer need to step down, the President will appoint a replacement to serve for the remainder of the unexpired term.

Board of Directors

Section 1. General Powers - The business, property and affairs of the VSA shall be controlled and managed by its Board of Directors.

Section 2. Number, Duration and Vacancies - The number of Directors of the VSA shall be three (3) or five (5), with representation of different teams and different leagues, unless the Articles of Organization are amended. Each Director shall hold office for the term for 2 years or until removed or such Director's successor shall have been elected and qualified. In case of death or resignation or disqualification of one or more of the Directors, a majority of the survivors or remaining Directors may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting. A Director elected to fill a vacancy shall serve as such until the next annual meeting.

Section 3. Quorum - The majority of the Board of Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, and the act of the majority of the Directors at any such meeting shall be the act of the Board of Directors.

Section 4. Meetings - meetings should be held in the State of Vermont as designated. Annual Spring meeting will be held the second Tuesday of May, and the Annual Fall meeting is the second Wednesday of September. Special meetings of the Board of Directors may be held at any time upon call of the President, Vice President, or other officers of the Organization.

Section 5. Compensation - Directors , as such, shall not receive a stated salary for their services.

***It is the goal of the VSA that the Board cannot hold two positions with representation of different teams and different leagues. In addition when deemed necessary, offices may be held by the same person except the offices of the President and Secretary.

***Removal of officers may be removed at any time by a vote of a majority of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of such officers. Term limits, except extenuating circumstances, will be enforced and change in Board positions will not be the position for years, rather changing Board positions at elections.

Article 105

COMMITTEES

105.1

Unless otherwise specified in these bylaws, the President shall appoint all members of all committees and their respective chairpersons and shall notify the general membership of the committee appointments.

Standing Committees

- Executive Committee
- Competition Committee -- Coordinates operations and activities of championship meets under the direction of the Vice-President. Studies and evaluates performances and statistics to determine championship qualifying time standards. They are responsible for making changes to cut times for the State

Championship meet, breaking the teams into the competitive brackets at the State Championship meet and handling and contested swimmer applications.

- Scholarship committee
- By-law review committee every 3 years
- Emergency Action Committee (ie. COVID-19 - 2020)

Article 106

EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the officers of the Association as put forth in Article 104.

106.1

The Executive Committee shall have the authority to act for the general membership between the Fall and Spring annual meetings, except that it cannot amend the bylaws.

106.2

Meetings of the Executive Committee shall be held at any time or place, or online platform upon the call of the President or any three members of the majority committee, and upon no less than ten (10) days' written notice.

106.3

Notice to special committees will require written confirmation from all committee members. Special matters may be voted on by the committee by mail, email, facsimile (FAX), or by telephone (confirmed in writing within forty-eight (48) hours), but no action can be taken without the concurrence of all members of the committee.

Article 107

MEETINGS

107.1

The Vermont Swim Association shall meet twice per year with one meeting being held in the spring and one meeting being held in the fall.

1. The Spring Annual meeting shall be held on the second Tuesday in May. During this meeting the Association shall vote on any changes to bylaws or action items for the year.
2. The Fall Annual meeting shall be held on the second Wednesday in September. During this meeting the Association shall elect when terms commence or as needed to replace members who have left the Association in the previous year.

107.2

Meeting - Should the President fail to call regular meetings or should special meetings be required, meetings may be called by the majority of officers.

107.3 Notices

1. Time -- Not less than fourteen (14) days written notice must be given by the Secretary for any special meeting. The spring and fall annual meetings shall be considered warned by the above 107.1.1 and 107.1.2 with a reminder notice and notification of location being given by the Secretary fourteen (14) days in advance.
2. Information -- The notice of such a meeting shall contain the time, date, and site. For special meetings, the purpose of the meeting will also be given.
3. Address -- The notice shall be posted on the VSA website and sent to the email address of each member as last given to the Secretary.

107.4

Order of Business - At all meetings the following order of business and the current Robert's Rules of Order will be followed:

1. Roll call
2. Reading, correction, and adoption of minutes
3. Officer reports
4. Committee reports
5. Unfinished business
6. Elections where appropriate
7. New business

Article 108

CALENDAR YEAR

The calendar year of the Vermont Swim Association shall be for such a period of twelve (12) months, starting the 1st of January through the 31st of December.

Article 109

AMENDMENTS

The By-Laws of the Organization may be amended or repealed and new By-Laws may be adopted by a vote of a majority of the members represented in person or virtual meeting are entitled to vote, at any annual meeting or special meeting of members with notice setting forth the terms of the proposed By-laws, amendment or repeal or by a majority vote of members entitled to vote at any regular or special meeting. The members shall also have the power to make, alter, amend or repeal the By-laws of the Organization to the extent that such power may be vested in the Board of Directors by these Bylaws or the laws of the State of Vermont.

The undersigned certify the foregoing By-Laws have been adopted as the first By-Laws of the Organization, in accordance with the requirements of the Vermont Law.

109.1

Any provision of these bylaws may be amended or repealed at the annual Spring meeting by a two-thirds vote of all eligible members present.

109.2

All proposed amendments shall be in such form as to show the entire section as it would read if adopted, with any changes in language underlined if new and lined out if deleted.

109.3

At least thirty (30) days written notice must be given to every member of any proposed amendment.

109.4

Any amendment proposal not submitted in time to give thirty (30) days written notice may be adopted only by nine-tenths of members present and voting.

109.5

If needed a bylaw review committee can be convened by a 9/10 vote. Bylaw review is encouraged every 3-5 years to ensure the bylaws are in line with changing culture and technology.

Article 10

AUTHORITY TO DISSOLVE ORGANIZATION - No part of the net earnings of this organization shall insure to the benefit of any individual or other entity. Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)3 of the Internal Revenue

Code of 1986, as amended. As the Board of Directors shall determine provided, first preference shall be to a swim club or clubs within the State of Vermont and its counties.

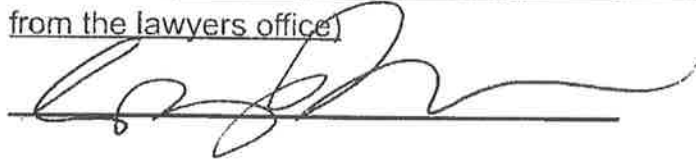
Article 11

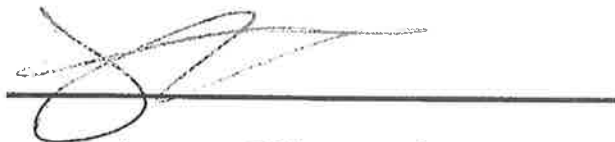
ACTIVITIES - This organization admits members of any race, sex, gender identity, creed, color, religion or national origin to all the rights, privileges, programs, and activities generally accorded or made available to all members, and the organization does not discriminate on the basis or race, sex, gender identity, creed, color, religion or national origin.

The organization is organized exclusively for charitable and educational purposes within the meaning of Section 501c3 of the Internal Revenue Code.


DATED: _____

WITH 3 SIGNATURES AND APPROVE BY A LAWYER (the 4TH signature should be from the lawyers office)







 _____ Witnessed