

**BYLAWS
ALEXANDRIA MASTERS SWIMMING INC.**

Article 1 - Purpose

1. The purpose of the organization is to promote and develop competitive and fitness swimming programs for the benefit of adult swimmers of all abilities, in accordance with the standards and under the rules prescribed by United States Masters Swimming, Inc.

Article 2 - Membership

1. A Member is one individual.
2. Membership consists of individuals who are registered with United States Masters Swimming as a club Member of Alexandria Masters Swimming.
3. Membership will expire when an individual USMS Membership expires.

Article 3 - Prohibited Activities

1. The Corporation may not carry on activities not permitted by a corporation exempt from federal tax under Section 501(c)(7) of the Internal Revenue Code.

Article 4 - Offices

1. The address of the principal office of the Corporation will be at an address in the Commonwealth of Virginia.

Article 5 - Finance

1. No part of income or earnings of the Corporation will be distributed or cause to benefit any Members or private persons, except that the Corporation is authorized to pay reasonable compensation for services rendered and to make reimbursement payments for services rendered.
2. The activities of the Corporation will be maintained by income derived from funds paid by Members, and by other fund raising events approved by the Board.
3. No Member, Director, or Officer may make any financial agreement or obligation relating to operations conducted by the Corporation, unless the fact of such be known to the Board and unless such agreement or obligation is authorized by the Board.

Article 6 - Administration

1. The establishment, operation, and dissolution of the Corporation are the responsibility of the Board of Directors.
2. Control of the Corporation and custody of funds and property are the responsibility of the Board of Directors, which will perform such duties as listed in the Bylaws.

Article 7 - Meetings

1. A Membership meeting will be held annually and will be open to all Members.
2. Special Membership meetings may be called by a majority of the Board, or by 25 percent of the Membership. Twenty (20) percent of the Membership will constitute a quorum sufficient to conduct business.

Article 8 - Board of Directors

1. The Board of Directors will be comprised of five Directors elected by the Membership. Coaches and other Members receiving compensation from the corporation for services rendered are not eligible to serve as a Director.
2. Directors will serve a term of two years, or until successors are qualified. Elections of at least two Directors will take place annually.
3. Directors may be removed from office at any time at a special Membership meeting by the majority vote of a quorum of Members.
4. Vacancies in elective positions will be filled at the discretion of the Directors. Terms of appointed Directors will expire at the time the original Director's term is to expire.

5. Meetings of the Board of Directors will be held three times a year. To conduct Board business, a quorum consisting of a majority of Directors must be present.
6. No Director may vote by proxy at any Board of Directors meeting.
7. No Member or Director can appoint or transfer Membership, duties, benefits, or obligations without the approval of the Board.
8. Directors must appear on the seasonal team roster at least once during their two-year term.

Article 9 - Officers

1. The Offices of the Corporation will be Chairman, Vice Chairman, Secretary, and Treasurer, and will be elected by the Board of Directors from the current Board. All officers must be Members. No Member can concurrently hold two offices.
2. Officers of the Corporation will be elected annually following the annual Membership Meeting.

Article 10 - Amendments

1. Bylaws may be amended by a majority vote of 30 percent of the membership.
2. No amendments can be voted upon unless 30 days written notice of such meeting has been posted to the Membership.

Article 11 - Operating Rules

1. Operating Rules may be amended by a majority vote of the Board of Directors. Written notice of amendments of the Operating Rules must be given to the Members prior to taking effect.
2. Operating Rules may be amended by a majority vote of the Members present at the Membership meeting.

Adopted: ca. 2006

Amended: 2009

Amended: August 2018

**OPERATING RULES
ALEXANDRIA MASTERS SWIMMING INC.**

Section 1 - Accounts

1. Accounts will be closed at the end of each seasonal session and balance statements prepared.
2. The Board will prepare a budget of expenditures and income for each seasonal session prior to the commencement of the seasonal session.
3. Expenditures will be made by the Treasurer in accordance with the seasonal session budget, or by affirmation of a majority of the Board of Directors.

Section 2 - Authority

1. No Member or Director can contract for or incur debt or enter into any agreement or otherwise obligate the Corporation except by authority of the Board of Directors or majority vote of the Membership.

Section 3 - Duties of Directors

1. CHAIRMAN
 - a. Preside at Board meetings and Membership meetings.
 - b. Coordinate and represent the Corporation at functions outside the Corporation.
 - c. Appoint Committee chairmen.
 - d. Call meetings of the Board of Directors.
 - e. Ensure that there is a team representative to the Potomac Valley LMSC.
 - f. Ensure that at least one member of the team attends no fewer than one Potomac Valley LMSC meeting per year.
2. VICE CHAIRMAN
 - a. The vice chairman has duties as assigned to him/her by the chairman and has all the powers and performs the duties of chairman if he/she is unable or incapable of performing such duties.
3. SECRETARY
 - a. Record minutes of proceedings at Board and Membership meetings.
 - b. Maintain membership and registration records.
 - c. Serve as a member of the Membership committee.
4. TREASURER
 - a. Maintain the checking account and financial records of the Corporation.
 - b. Prepare a balance sheet at the end of each seasonal session.
 - c. Collect fees paid by the Membership and maintain payment records.
 - d. Disburse funds for expenses.
 - e. Serve as a member of the Finance Committee.
5. DIRECTORS AT LARGE
 - a. Render advice and counsel to the Board.
 - b. Perform duties as assigned by the Chairman.

Section 4 - Duties of Committees

1. SOCIAL
 - a. Arrange and plan social activities available to all Members.
2. COACHES
 - a. Recommend coaches for staffing.
 - b. Prepare coaches schedule for staffing workouts and clinics.
 - c. Prepare program plan of coaching activities and clinics.
3. MEMBERSHIP
 - a. Develop and manage recruiting of new Members.
 - b. Welcome new Members.

4. COMMUNICATIONS
 - a. Manage and maintain the team web site.
 - b. Issue communications and news bulletins to Members.
 - c. Coordinate announcements and publicity to local media, outside organizations.
5. Other special committees may be established by the Chairman on a temporary or permanent basis. All committees will conduct business under the direction of the Board of Directors.

Section 5 - Elections

1. Nominations for Board of Directors will be received at the annual Membership Meeting, to be held no later than 1 September of each year. Voting will be by secret ballot of the Membership via electronic means, unless special accommodations have been arranged. Election will be by majority of the votes cast.
2. Election ballots will be counted by an election committee appointed by the Directors. Nominees may request a copy of the ballots cast.

Section 6 - Dissolution

1. Upon dissolution of the Corporation, the Board of Directors will have authority to disburse the assets of the Corporation.