

**BYLAWS**  
**OF**  
**YPSILANTI OTTERS SWIM CLUB**

**I**  
**CORPORATION**

**1.1 NAME.** The name of the corporation is Ypsilanti Otters Swim Club.

**1.2 PLACES OF BUSINESS.** The corporation shall have its principal place of business in Ypsilanti, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

**1.3 PURPOSES.** The purposes for which the corporation is organized are as follows:

A. To operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code") and, without limiting the preceding purposes, (1) to develop and maintain a swimming program for youth in Ypsilanti and surrounding areas that will not only teach the skills specific to swimming, but will also foster respect for others, goal-setting, team-building, dedication and sportsmanship through participation in swimming competitions designated for children up to eighteen years of age; (2) to further the physical, mental and emotional development of children through participation in an organized sports program; (3) to provide healthy activities for youth in an effort to divert youth from activities which contribute to unhealthy lifestyles; and (4) to support and develop amateur athletes for local, state, or national competition in swimming and other aquatic sports.

B. In furtherance of its general purposes, to exercise all powers conferred upon nonprofit corporation by the laws of the State of Michigan that are not inconsistent with Section 501(c)(3) of the Code, including, without limitation, to own and dispose of real property and interests therein, to operate physical facilities, to make contracts, to employ personnel and to receive funds, grants, gifts and bequests for these corporate purposes;

**1.4 NONPROFIT OPERATION.** The corporation shall be operated as a nonprofit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, Members, or other private persons, except that the corporation 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 in the purpose clause in these Bylaws. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation will do such things and perform such acts to accomplish its purposes as the Board of Directors

may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, or by Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan, subject to the terms of these bylaws and the Articles of Incorporation.

## II

### **MEMBERSHIP**

**2.1 MEMBERSHIP.** Membership in the corporation shall be open to any individual adult, Family, group or business. Members who have paid yearly membership dues and registration fees and who are actively participating in and supporting the corporation as defined in the membership handbook of the corporation. For purposes of these Bylaws, the term “Family” shall include a Member’s spouse, children and anyone living in a Member’s home.

**2.2 DUES AND FEES.** The Board of Directors shall establish and may from time to time modify the schedules of dues and fees for Members of the corporation. Dues and fees shall be assessed on the basis of each individual swimmer undergoing training or otherwise participating in the programs of the corporation. To the extent possible, the corporation will financially support those Members who would otherwise be unable to participate.

**2.3 NUMBER; CONDITIONS OF AFFILIATION.** Any number of Members may be admitted at any time of year upon the payment of applicable membership dues and fees and compliance with such other terms and conditions as shall be required by the Board of Directors. Any Member of the corporation may resign at any time by written notice to the Board of Directors; provided, however, that resignation shall not affect the liability of any Member for dues or other obligation to the corporation incurred prior to resignation. A Member who has failed to pay dues or fees for one (1) year shall be conclusively presumed to have resigned from membership in the corporation. The Board of Directors may, from time to time, establish rules and procedures for the removal of Members who have acted in a manner inconsistent with the purposes or interests of the corporation.

**2.4 MEMBER VOTING.** Each Member of the corporation present at a meeting or represented by proxy shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Members. A Family shall be considered a Member and entitled to one (1) vote.

**2.5 GENERAL AND ANNUAL MEETINGS.** An annual meeting of the Members of the corporation shall take place once a year. The annual meeting of the Members of the corporation shall be held on such date and hour in the month of March as shall have been determined by the Members (or if the Members have not acted, by the Board of Directors or the President), and stated in the notice of the meeting. If for any reason the annual meeting is not held in March of any year, any business which could have been conducted at an annual meeting may be conducted at any subsequent special or annual meeting or by consent resolution.

**2.6 SPECIAL MEETINGS.** Special meetings of the Members of the corporation may be called by the Board of Directors or the President and shall be called by the President or the Secretary at the written request of any twenty-five (25%) percent of the Members of the corporation.

**2.7 PLACE OF MEETINGS.** Annual and special meetings of the Members shall be held at such places as shall be determined by the Members (or if the Members have not acted, by the Board of Directors or the President) and stated in the notice of meeting.

**2.8 NOTICE OF MEETINGS OF MEMBERS.** Except as otherwise provided by statute, written notice of the time, place and purposes of each meeting of the Members of the corporation shall be given to each not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member, either personally or by mailing (including regular mail or electronic mail) such notice to each Member at the address designated by the Member for such purpose or, if none is designated, at the Member's last known address. No notice need be given of an adjourned meeting of the Members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

**2.9 WAIVER OF NOTICE OF MEETINGS.** Notice of any annual or special meeting of the Members of the corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting.

**2.10 ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at an annual or special meeting of the Members or of any class of Members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote thereon. Such written consents shall be filed with the minutes of the proceedings of the Members and shall have the same effect as a vote of the Members for all purposes.

**2.11 QUORUM AND VOTING.** Not less than a majority of the Members of the corporation then serving, present in person or by proxy, shall constitute a quorum for the transaction of business at an annual or special meeting of the Members. A meeting may be adjourned without a quorum of Members being present. The vote of a majority of the Members present in person or by proxy at any meeting at which there is a quorum shall be the act of the membership, except as a larger vote may be required by law, under these bylaws or under the articles of incorporation, and except that directors shall be elected by a plurality of the votes cast at an election.

### III

#### **BOARD OF DIRECTORS**

**3.1 BOARD OF DIRECTORS.** The business and affairs of the corporation shall be managed by a Board of Directors which is the governing body of the corporation. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.

**3.2 NUMBER AND SELECTION OF DIRECTORS; QUALIFICATIONS.** The Board of Directors shall consist of not less than one (1) or more than ten (10) persons, as the Board of Directors shall from time to time determine. Directors shall be elected by the Members of the corporation at their annual meeting, and vacancies shall be filled in the manner specified

in Section 3.5 below. No person shall qualify for election to the Board of Directors unless such person is a fully paid Member of the corporation in good standing.

**3.3 TERMS OF DIRECTORS.** Directors shall serve for two (2) year terms, except initially one-half (1/2) shall be elected to serve for two (2) years and one-half (1/2) elected to serve for one (1) year. Directors' terms shall begin on the first June 1 following the annual meeting of Members, with director orientation occurring from the date of the annual meeting of Members through May 31. In the event of an increase in the number of directors serving, terms shall be established so that the terms of approximately one-half (1/2) of the directors expire each year. Directors shall be eligible for re-election to any number of terms. Directors shall be selected for their experience, skills, interest in and ability to serve the corporation.

**3.4 REMOVAL.** Any director may be removed from office with or without cause at any annual, regular or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the directors then in office.

**3.5 VACANCIES.** Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term.

**3.6 ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held as soon as reasonably practicable after the annual meeting of Members at such place, date and hour as the Board of Directors may determine from time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

**3.7 REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of a majority of the directors. Special meetings of the Board of Directors may be called by the President or by the Secretary, and shall be called by the President or the Secretary upon the written request of any two (2) directors.

**3.8 NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS.** Written notice of the time and place of all meetings of the Board of Directors shall be given to each director at least three (3) days before the date of the meeting, either personally or by sending such notice by regular or electronic mail to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board of Directors may be waived in writing before or after the meeting.

**3.9 ACTION WITHOUT A MEETING.** Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. Said written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

**3.10 QUORUM AND VOTING REQUIREMENTS.** A majority of the directors then in office and a majority of any committee appointed by the Board of Directors constitutes a quorum for the transaction of business, unless a greater quorum is required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the acts of the Board of Directors or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board of Directors or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

**3.11 POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon boards of directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Directors shall have the power to borrow money or raise funds for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

**3.12 COMPENSATION.** Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing insurance as provided in Section 5.1 nor shall it prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of his or her duties as director or from reimbursing any director for expenses actually and necessarily incurred in the performance of his or her duties as a director.

**3.13 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS.** The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President, Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

## **IV**

### **OFFICERS**

**4.1 OFFICERS.** The officers shall be a President, a Chief Operating Officer, Secretary and a Treasurer. There may also be one or more Vice Presidents and such assistant officers as the Board of Directors deems appropriate.

**4.2 ELECTION AND TERM OF OFFICE.** All officers shall be elected for a term of one (1) year (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

**4.3 REMOVAL.** Any officer may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors.

**4.4 VACANCIES.** In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

**4.5 PRESIDENT.** The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board of Directors.

**4.6 VICE PRESIDENTS.** There may be one or more Vice Presidents who shall have such duties as determined from time to time by the Board of Directors or the President. When Vice Presidents have been elected, one or more such Vice Presidents shall be designated who shall perform the duties of the President in the President's absence.

**4.7 SECRETARY.** The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall be responsible for the safekeeping of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

**4.8 TREASURER.** The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained that will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer or by any officer or other representative of the corporation shall immediately be deposited in a depository designated by the Board of Directors.

**V**  
**INDEMNIFICATION**

**5.1 INDEMNIFICATION.** Each person who is or was a director, officer or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a director, trustee, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time; provided, however, that the preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Code. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to employees or agents of the corporation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

**VI**  
**MISCELLANEOUS**

**6.1 COMMITTEES.**

**A.** The Board of Directors shall establish a Subsidized Memberships Committee in accordance with Section 6.1B and may establish such additional standing, special or executive committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees within the limits prescribed by law.

**B. Subsidized Membership Committee.** The Board of Directors shall elect a Subsidized Memberships Committee consisting of the President and at least two (2) additional directors. The Subsidized Memberships Committee shall have responsibility for reviewing applications for and awarding subsidized memberships on a periodic basis, to the extent funds are available.

**6.2 AMENDMENTS.** These bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of at least two-thirds of the members of the Board of Directors then in office and present at the meeting. No amendment of the bylaws that is inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.