

**Mission Statement:**

**Ripple Inc. is a non-profit USA Swimming registered organization that is coach directed. Ripple Inc. is a competitive swim team which seeks to develop the fullest potential of the swimmer while fostering character development such as ambition, good sportsmanship, enjoyment, integrity, respect, self-discipline and team play.**

**ARTICLE I: NAME**

The name of this corporation shall be Ripple Inc., hereinafter referred to as "Team".

**ARTICLE II: PHILOSOPHY**

The purpose of the Team shall be:

- A. To promote the physical and mental preparation of swimmers who desire to participate in competitive swimming events sponsored or supported by the LOCAL SWIM COMMITTEE (LSC) and USA Swimming organizations;
- B. To operate a community-based swim team and to develop the good character of its members through competitive swimming;
- C. To foster and maintain the spirit of fellowship, sportsmanship and physical fitness that will enhance the mental, social and moral development of each swimmer;
- D. To provide a setting in which personal character including integrity, respect, responsibility and fairness are built so that sports can earn and maintain a positive contribution to our community;
- E. To be organized exclusively for educational, competitive and recreational purposes and to exercise all other legal powers permitted a not-for-profit, tax-exempt corporation according to Section 501 (c) 3 of the Internal Revenue Code;
- F. To serve the respective needs of all swimmer members and their parents irrespective of their race, creed, national origin, or economic status.

**ARTICLE III: ORGANIZATION**

The Team is an affiliate of USA Swimming and will comply with the policies of USA Swimming and the respective LSC.

**ARTICLE IV: MEMBERSHIP**

- A. Team membership shall be open to all individuals (K-12 and beyond) interested in swimming that agree to be bound by the terms and conditions of the Bylaws, and applicable regulations governing the operation of the Team as the same may be amended from time to time;

B. Voting Membership shall consist of:

Each Family Unit, or swimmer participant who has attained the age of eighteen (18) years (and whose parent or guardian is not a voting member) shall be entitled to have one vote at all meetings of the membership of the Team. The Team shall offer Family Unit or individual memberships only, with voting privileges of a Family Unit restricted to one parent or guardian of a swimmer participant. Only members' parents/guardians in good standing are entitled to vote. A member is in good standing if they are current with all financial obligations owed to the Team; Exceptions to this definition shall be determined by the Board of Directors.

C. Termination of Membership

1. Voluntary Termination:

- a. A minor or adult member shall have their parent or guardian terminate their membership by notifying the Registrar, Treasurer or Program Director of the Team, in writing;
- b. Upon notice of termination, the member shall still be responsible for the current season's dues and return all team provided equipment in good condition. If equipment/uniforms are not in good condition, swimmers will be charged.

2. A member's membership may be terminated if the member is in arrears for 3 or more months of their Team dues. Notification may come from the Registrar, Treasurer or Program Director. The following actions shall be implemented when a member's dues are delinquent.

- a. One (1) Month Late Member notified with written reminder;
- b. Two (2) Months Late Swimmer is suspended from practice and attendance from swim meets. Letter of termination is submitted to member upon approval of the Board;
- c. Three (3) Months Late Swimmer is terminated from the Team;

3. A member's membership may be terminated in the event that the member does not participate in all mandatory swim team activities that contribute to the well-being of the Team, if any;

4. Upon recommendation of the Program Director for failure of a swimmer participant to abide by the terms and conditions of the Bylaws or any applicable Rules and Regulations applicable to competition under the auspices of USA Swimming;

5. A member's membership may be terminated if the member, or his/her parents, violates the purpose of the Team or standards of conduct as set forth in the Bylaws;

6. In the event a member's membership is terminated under subparagraphs 2, 3, 4 or 5 above, then such termination shall be given to the terminated member in writing by the Program Director of the Team under specific instructions from the Team's Board of Directors;

7. Within one month of being formally terminated under subparagraphs 2, 3, 4 or 5 above, the member may appeal the Board of Directors termination action by submitting a written request that includes a justification of why the termination should be reconsidered;

8. Within one month of receipt of the written appeal, Board of Directors shall make a final determination on the termination. The member will be notified of the final determination in writing by the President of the Team under the specific instructions from the Board of Directors.

**D. Reinstatement of Membership:**

Any individual whose membership is terminated as heretofore provided may appeal such termination by filing written notice of such appeal with the Secretary of the Team and thereafter personally appearing at the next succeeding meeting of the members and requesting reinstatement. The affirmative vote of two-thirds (2/3) of the members present and voting at such a meeting is required for reinstatement and may be conditioned upon such terms and considerations as may be established by the voting majority.

**E. General Membership Meetings:**

1. In addition to the semi-annual meetings herein provided for, there may be such special meetings of the Board of Directors or the members as are necessary to the proper management of the affairs of the Team;
2. All voting members of the Team shall be eligible to become a director, make motions before general meetings of the membership and participate in discussions at general meetings of the membership;
3. Except as herein provided to the contrary, any action by the majority of the members present at a meeting of the membership at which a quorum is present, shall be taken as the action of the general membership. A quorum shall be defined as 20% of the enrolled members;
4. Annual vote of the members of this Team shall be held in October of each year, of which ten (10) days' notice shall be given to each current member;
5. A notice identifying the issues to be addressed and voted upon by the General Membership will be communicated to all members prior to, but no less than 48 hours, start of the meeting.

**ARTICLE V: DUES AND FEES**

- A. All dues and fees shall be approved by the Board of Directors;
- B. The Board of Directors shall at least once annually, review the Team's dues and fee structure and make adjustments as necessary;
- C. All requests for dues exemptions shall be reviewed by the Board of Directors.

**ARTICLE VI: OPERATIONAL LIMITATIONS**

Notwithstanding any other provision of these Bylaws, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions of which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE VII: LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

**ARTICLE VIII: INUREMENT OF INCOME**

The corporation shall not afford pecuniary gain, incidentally or otherwise, to any of its members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, 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 Article II hereof.

**ARTICLE IX: Board of Directors**

- A. The Board of Directors (hereinafter the "Board") shall consist of seven (7)no more than ten (10) voting member Directors. Each Director must have an active swimmer for at least 50% of the year.

In addition, there will be elected one (1) President and one (1) Treasurer. The President and Treasurer must have at least one swimmer who is actively participating on the team. Directors will be elected by the active members of the team as a whole at the time of the election. Each member family has one vote for each position to be filled.

Each member family may only cast one vote for the President and Treasurer. The Board will consist of the following:

1. President;
2. Treasurer; and
3. At-large = Up to 8 Directors

- B. The terms of the Directors listed above in Article IX(A)(1-3) are defined as follows:
1. The President will be elected by the membership on even numbered years;
  2. The Treasurer will be elected from the membership on odd numbered years;
  3. Elected Directors shall serve one term of two (2) years. The President and Treasurer shall not serve in such capacity for more than two (2) consecutive terms. If a Director position cannot be filled, the outgoing Director may be asked to serve an additional term(s) as determined by the Board. A Director in an Officer position on the Board may maintain that Officer position for the additional term(s) if approved by a majority vote of the Board;
  4. An open Director position on the Board that is unfilled at the time of election may be filled by a member appointed by the Board; and
  5. Directors elected by the membership shall be replaced by a special election of the members if vacancies open. The President and Treasurer positions will be filled by a special election of the members currently active with the team. Any member filling an open position once the position has commenced will prorate the term in accordance with the time elapsed. Only members, as defined in Article IV, who will be members throughout the term of the office, are eligible to be nominated and elected as a Director.
- C. The meetings of the Board shall be as follows:
1. The Directors may hold Board meetings either within or outside the State of Minnesota. Regular meetings of the Board shall be held at such times and places as shall from time to time be determined by the Board. Notice of not less than five (5) business days shall be directed to each Director by a method agreed upon by all Directors. All meetings of the Board shall be open to the members of the Team.

2. Special meetings of the Board may be called by any Director on notice of not less than two (2) business days directed at each Director, in accordance with the method agreed upon by all Directors. Activities transacted at any special meeting of the Board shall be limited to the purpose stated in the notice. All special meetings of the Board shall be open to the members of the Team. If all Directors agree, this time requirement may be reduced as necessary in the case of an emergency situation.
  3. Provided that all Directors are notified of the text of the proposed written action prior to the signing by any of the Directors, any action may be taken by the Directors without a meeting, by written action of the Directors signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. Such action shall be effective upon the date the last signature of the required number of Directors is placed on such writing or writings, or such earlier or later date as set forth therein. Any action of a committee of the Board may be taken in the same manner and in accordance with the same procedures as provided in this section for the Board.
  4. Directors of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or any committee, by means of conference telephone, computer, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation at a meeting shall constitute presence in person at the meeting. Signatures may be done electronically and/or in person.
  5. A quorum shall exist when sixty percent (60%) of the Board of Directors are present and must include the President, to be able to approve or ratify any of the Board of Directors' actions.
- D. The function of the Board of Directors shall be:
1. To establish and maintain the Club as a non-profit corporation, and to meet the requirements necessary for qualifying for federal and state tax exemption;
  2. To make all decisions based on the maintenance of the mission and vision of the Hurricanes Swim Team and that of a competitive swim team;
  3. To select a Head Coach and support as necessary to maintain team operations;
  4. To approve a fiscal budget;
    - a. To execute the appropriations of funds for the Team;
    - b. To execute all contracts for the use of facilities and the purchasing of equipment not already approved by the budget; and
    - c. To approve the Team dues and fees.
  5. To amend Bylaws including making changes as necessary for the operation of the Team;
  6. To establish and amend committees to assist in accomplishing Team's activities; and
  7. To manage all human resource requirements of the Team.
- E. An Officer of the Board is an elected Director who carries out the daily management of the Team via duties that are outlined in Section F.
- F. The Officer's duties of the elected Board of Directors are:
1. President:

- a. Responsible for the management, supervision, and coordination of the Team and ensure that all actions approved by the Board are carried out, as well as review bylaws as necessary;
  - b. Preside over the Team's general membership meetings;
  - c. Preside and create agendas for the monthly Board meetings and Special Meetings;
  - d. Representative and ambassador for the Team at various business and social functions;
  - e. Promote all the Team activities in a professional manner;
  - f. Serve as the LSC team contact;
  - g. Work with the Treasurer to complete the annual budget prior to the end of the fiscal year and review with the Head Coach;
  - h. Attend committee meetings as is necessary for the operation of the team;
  - i. Maintain all employment records for the team; and
  - j. Write checks, along with the Treasurer, Registrar and Head Coach, against the team.
2. Secretary:
- a. Notify the Team members and Board of Directors of any scheduled meetings (general or special) via email at least one week prior to the date of the meeting;
  - b. Contact the webmaster to put notice of the board meeting on the website for members at least five (5) days prior to the scheduled meeting;
  - c. Schedule meeting space for Board meetings and Special meetings;
  - d. Maintain all historical records of the team including documents of incorporation;
  - e. Work with the Registrar to register the Team annually with the local LSC;
  - f. Keep the records of the Team's activities, minutes of meetings, records of attendance, and take care of the Team's correspondence; and
  - g. Provide all minutes to the webmaster to post on team website within one week of the date of the Board meeting.
3. Treasurer:
- a. Responsible for the day to day care and safekeeping of all of the funds and securities of the Team, together with such other duties as may be required by the Board of Directors;
  - b. Make written monthly financial statements available to the Board of Directors and Officers of the Team as needed, and compile an annual written statement regarding the financial status of the Team, for distribution to the membership at the annual business meeting;
  - c. Reconcile the bank accounts including the checking account and all other accounts held by the Team to ensure that the Treasurer's balances agree with the bank's balances;
  - d. Authorize and make payments, make deposits, oversee the debit card(s) and checks linked to the checking account and collect and file all documentation for expenses and deposits on a weekly basis;
  - e. Make available to the President(s) access to all financial accounts;
  - f. Responsible for mailing a tax receipt, when requested, to those who made a cash donation to the Team;
  - g. Preparation of annual tax returns and other forms that may be required under the 501(c)3 federal, state or local ordinances to maintain non-profit status including

- collection of signatures needed and mail/file them to the state of Minnesota and the IRS;
- h. Work with the Registrar to submit statements to members showing the condition of their account with the Team, and report any delinquencies to the Board of Directors for its prompt consideration and action; and
  - i. The office of the Secretary and the office of the Treasurer may be held by the same person.
- G. Any Director may at any time resign. Such resignation shall be made in writing and shall take effect at the time specified therein or if no time is specified at the time of the receipt of the resignation by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. Resignation of a Director shall be mandatory upon the events designated in Article IX(I) of these Bylaws. If a Director resigns, Article IX(B)(5) will apply above, for the remainder of the term of office.
- H. Officers and/or Directors can be removed from the Board of Directors with or without cause by a sixty percent (60%) vote of those Directors present (assuming a quorum) at a regular meeting where previous notice has been given.
- I. Family members cannot serve simultaneously as Directors at any time.
- J. Each Director has one (1) Board vote in Board meetings and one (1) family member vote during general meetings.
- K. Head Coach shall not serve as a voting Director of the Board but will attend Board Meetings. The Head Coach is responsible for the Wet Side Rules that outline the operations of the pool side of the Team. The Wet Side Rules will be voted on annually or when there has been a change by the Board.
- L. The Board of Directors may elect to have the Head Coach and/or any Member or individual attend entire Board meetings as is necessary in the operation of the Team.

## **ARTICLE X: FINANCE**

- A. The financial support of the Team shall be derived through its members' dues, donations and fundraising activities initiated during the fiscal year;
- B. The fiscal year of this Team shall commence September 1st.

## **ARTICLE XI: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order" shall govern the Team in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order adopted by the Team.

**ARTICLE XII: AMENDMENT**

- A. Amendments by Members: These Bylaws may be amended, modified, or repealed, in whole or in part, upon the majority vote of members present at any meeting of the Team after a quorum has been established, provided that notice of the proposed amendments and meeting date shall have been given to each member at least two (2) weeks prior to the date of such meeting;
- B. Amendments by Directors: These Bylaws may be amended, modified or repealed, upon the affirmative vote of two-thirds (2/3) of the Directors present at any meeting of the Board, provided that the Directors shall have received at least two (2) weeks prior notice of the proposed amendment, preceding the date of any Board meeting, and provided further, that the proposed amendments shall have been read once at a previous Board meeting. However, any action of the Board in the amendment, modification or repeal of these Bylaws shall be subject to the power of the members by the affirmative vote of 75% of those members present and voting at the next meeting of the members to rescind the action of the Directors. The Board of Directors shall not make or alter any Bylaws fixing their number, qualifications, classifications, or term of office.

**ARTICLE XIII: DISSOLUTION**

The duration of this corporation shall be perpetual. Should the dissolution of the corporation occur, by operation of law or in any other manner, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation as set forth above, or to such organization or organizations organized and operating exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIV: COMPLIANCE WITH ALL USA SWIMMING AND LSC RULES**

These Bylaws and the corporation itself shall not be in conflict with USA Swimming and LSC rules, laws, Bylaws or charters and in event of conflict the USA Swimming and LSC rules shall govern. All rules, requirements, Bylaws and standards that govern the USA Swimming, LSC and swim clubs governed by said USA Swimming and LSC shall be incorporated hereto into these Bylaws unless in conflict of Minnesota Statute for Non-Profits - Chapter 317a.