

Bylaws of the Cornwall Sea Dragons Inc.

As approved, November 12, 2008
And as amended, August 19, 2009

Article 1 – Organization

SECTION 1. **INCORPORATION – Cornwall Sea Dragons, INC.**, herein called the CLUB, is incorporated in the State of New York under the New York Non-Profit Corporation Code to qualify as an exempt organization, and shall be managed at all times in such a manner as to qualify the Corporation for such exemption.

SECTION 2. **PURPOSE** – The object and purpose of the Corporation is to teach competitive swimming skills to children, and pursuant to such purpose to encourage physical fitness through swimming club competition in water sports among children. The Corporation is not organized and shall not be operated for pecuniary gain or profit, and shall have no capital stock and no stockholders.

SECTION 3. **MANAGEMENT** – The CLUB shall be managed by a Board of Directors, herein called the Board, acting in accordance with these Bylaws.

Article II – MEMBERSHIP

SECTION 1. **MEMBERSHIP** – The benefits and services of the CLUB shall be made available to any boy or girl who desires to participate in the program sponsored by the CLUB and who is physically able to do so.

- (a) A member shall be the parent, legal guardian, or person having custody of any child who is swimming with the CLUB.
- (b) The parent, legal guardian, or person having custody of any child who is swimming with the CLUB must provide a signed waiver of liability prior to entering the pool used by the club.
- (c) All children swimming with the club must demonstrate the capacity to meet minimum skill requirements to insure pool safety.

SECTION 2. **LIMITATION** – Membership shall not be limited in number except as required by the availability of coaching and facilities and shall be open to anyone who qualifies under ARTICLE II, SECTION 1 (a). In accord with this limitation, the number of members shall not exceed a number which shall be set by the Board of Directors.

SECTION 3. **VOTING** – Each member family in the CLUB shall be entitled to one vote in the affairs of the CLUB at the annual banquet. Voting shall be in person. There shall be no proxies.

SECTION 4. **TERMINATION** – Membership shall terminate automatically if the requirements of ARTICLE III. SECTION 2 are no longer met, or if dues are more than forty five (45) days in arrears.

ARTICLE III – DUES, FEES, ASSESSMENTS AND PARTICIPATION

SECTION 1. **FISCAL YEAR** – The fiscal year of the CLUB shall be from January 1 to the following December 31.

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SECTION 2. **DUES** – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the CLUB.

- (a) Member Dues – Dues for members shall be assessed on an annual basis, per fiscal year.
- (b) Amount – The amount of dues per family shall be computed on the basis of a schedule set by the Board, which shall take into account the number of family children swimming on the team.
- (c) Payment – The Board of Directors shall be responsible for establishing the annual payment schedule for dues and the appropriate policies governing payment of said dues prior to July 1st of the year preceding.
- (d) Coaching Waiver – The Board of Directors may by two-thirds (2/3) vote of the full Board, authorize the waiver of dues for a coach's family member in return for a coaching commitment to the team.
- (e) Refunds – There shall be no refund of dues or release of obligation to pay dues except that the Board

(1)

may by two-thirds (2/3) vote of the full Board, authorize the refund of dues on a pro rata basis.

SECTION 3. **FEES** –

- (a) The CLUB shall pay all normal meet entry fees as part of the team dues.
- (b) Special Fees – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.
- (c) Uniform Fees shall be paid directly by families rather than by the club.

SECTION 4. **PARTICIPATION** – A quality program as conducted by the CLUB requires the active participation of all members in the hosting and staffing of swim meets and in other activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all members. In addition, the Board of Directors shall establish specific commitments, to be required as component to membership in the club as follows;

(a) A volunteer commitment shall be part of the obligatory commitment of membership.

(b)

The volunteer commitment may be purchased from the team for a uniform fee which will be determined by the Board of Directors prior to July 1st of the preceding year.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1. **ANNUAL CLUB MEETING** –

- (a) Time and Place – The annual meeting of the CLUB shall be held during the Month of April or May, at such place and reasonable time as the Board may designate.
- (b) Purpose – The annual meeting shall be for the purpose of electing Directors to take office at the beginning of the next fiscal year, and transacting such other business as may be necessary.

SECTION 2. **Board of Director MEETINGS** –

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- (a) The Board of Directors shall meet a minimum of 4 times per year, on or about the following times; September, November, January, March
- (b) Call – Special meetings of the Board of Directors shall be held upon the call of President, the Vice-President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by 2 of the members

SECTION 5. **QUORUM** – Fifty percent of the members of the Board of Directors in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 6. **ORGANIZATION** –

- (a) Presiding Officer – The President shall preside at any meeting of members, and in his absence, the Vice President. If neither is present, the members present shall elect a presiding officer.
- (b) Secretary – the Secretary shall serve as secretary for the meeting, and in his/her absence, the presiding officer shall appoint an acting secretary.
- (c) Order of Business – The order of business at any meeting, if applicable, shall be:
 - (1) Call to Order;
 - (2) Approval of Previous Minutes;
 - (3) Reports of Officers;
 - (4) Reports of Committees and Task Groups;
 - (5) Old Business;
 - (6) New Business.

SECTION 7. **VOTING** –

- (a) Each member of the Board of Directors shall have one (1) vote. Members must be present in person and in good standing to vote.
- (b) Decision – All matters coming before the meeting for vote shall be decided by simple majority vote of those voting, except where different requirements are given elsewhere in these Bylaws.

SECTION 8. **MINUTES OF MEETING** – Minutes of each meeting shall be available for inspection by any member desiring to do so as soon as practicable but no later than with the notice of the next immediate annual or quarterly meeting of members.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. **BOARD COMPOSITION** – The Board shall be composed of seven (7) Directors, selected in accordance with ARTICLE V. SECTION 3

SECTION 2. **TERMS** – 2 Directors shall be elected at the Annual Meeting of Members each year for terms of three years each. No member whose term as Director has expired shall be eligible for election until a year has passed.

SECTION 3. **ELECTION OF DIRECTORS** –

- (a) Nomination – A nominating committee shall consist of a chairman and (4) members appointed by the president. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination. The candidates selected by the nominating committee shall be placed into nomination automatically.

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- (b) Election – Balloting, if nominations are contested, shall be by secret ballot at the annual meeting of the club, with each member voting for the same number of different nominees as there are vacancies on the one ballot. The Secretary shall act as teller.
- (c) Vacancies – Should a vacancy occur on the Board for reasons other than normal expiration of term, the President shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume temporarily the duties of Director until the next annual meeting.

SECTION 4. **POWERS OF THE BOARD** – The Board shall regulate and supervise the management and operation of the CLUB. It shall attend to all internal affairs of the CLUB, shall make such arrangements for carrying on the business as it deems best.

ARTICLE VI – OFFICERS

SECTION 1. **SELECTION** –

- (a) Officers – The Board shall elect a President, a Vice-President, a Secretary, a Treasurer, and such other officers as it may deem proper from time to time, all of whom shall be Directors or Directors Elect at the time of election.
- (b) Election – At the Board meeting held immediately after the annual meeting of members, the Board of Directors shall meet to elect officers. Officers elected at that meeting shall take office at the beginning of the fiscal year, but in the interim shall function in their respective capacities for the purpose of carrying out their duties.
- (c) Terms – The term of office of all officers shall be until their successors are elected and take office. Officers may succeed themselves provided their term, as Director has not expired.
- (d) Vacancies – Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board.

SECTION 2. **REMOVAL OF OFFICERS** – Any officer may be removed from office at any time, with or without cause, by a 2/3 majority vote of the full Board. Membership on the Board shall terminate automatically if membership in the club terminates.

SECTION 3. **POWERS AND DUTIES OF THE PRESIDENT** –The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of the CLUB, and see that all orders and resolutions of the Board are carried into effect.
- (b) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees except for the nominating committee.
- (c) Sign, with the Treasurer, all checks and other instruments of payment by the treasury in excess of \$1500.
- (d) Act as alternate representative to the Empire State Swim League (ESSL).
- (e) Shall insure that the requirements of the Cornwall Central School District Buildings and Grounds Department are met prior to the beginning of each season and that appropriate documentation is provided as required, including;
 - i. That life guards are present during all practices and all meets.
 - ii. That appropriate medical and liability insurance is secured for the team membership prior to start of the season.

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- iii. That the Teams meet and practice schedule is approved by the Buildings and Grounds Department.
- (f) Perform such other duties as the Board may direct.

SECTION 4. **POWERS AND DUTIES OF THE VICE-PRESIDENT** – The Vice-President shall:

- (a) In the absence of the President, or in case of his failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- (b) Insure proper incorporation and filing of all club official papers.
- (c) Provide due process for all complaints received by the Board.
- (d) Shall serve as Liaison to the Coaching Staff
- (e) Shall serve as Liaison to the general membership.
- (f) Shall serve as Liaison to the Cornwall School District (with the exception of Buildings and Grounds, which shall be the responsibility of the President as defined above).
- (g) Shall Serve as the Empire State Swim League Representative.
- (h) Perform such other duties as the Board may direct.

SECTION 5. **POWERS AND DUTIES OF THE SECRETARY** – The Secretary shall:

- (a) Have charge of the records and seal of the Club/Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- (b) Record the minutes of all meetings of members.
- (c) Record the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- (d) Keep a copy of the Charter of the Club, together with a dated copy of the current bylaws and amendments.
- (e) Maintain a current list of members with addresses.
- (f) Conduct the general correspondence of the CLUB.
- (g) Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

SECTION 6. **POWERS AND DUTIES OF THE TREASURER** – The Treasurer shall:

- (a) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the CLUB in such depositories as the Board may direct.
- (b) Disburse the funds of the CLUB as may be ordered by the Board, taking proper vouchers for such disbursements.
- (c) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of the CLUB, and at the annual meeting of members present a like report for the preceding year.
- (d) With the President, sign all check and instruments of payment by the treasurer in excess of \$1500. Shall insure that life guards are present during practice and all meets.
- (e) Appoint, with approval of the Board, one or more Assistant Treasurers, who may or may not be Directors, to whom from time to time, may be delegated, under the Treasurer's supervision, responsibility for specific operational "funds".

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- (f) Serve as ex-officio member of all standing and special committees that have control over any funds of the CLUB.
- (g) Prepare or have prepared any tax filings required by NYS law.
- (h) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.

SECTION 7. POWERS AND DUTIES OF THE MEET COORDINATOR

The Meet Coordinator shall

- (a) Be responsible for insuring efficient and timely preparation for all team meets.
- (b) Shall insure that the pool facilities meet ESSL standards
- (c) Shall insure that the pool area and locker rooms are cleared at the end of each meet.
- (d) Shall insure that team volunteers are provided for each meet.
- (e) Shall be responsible for appointing a volunteer coordinator who will manage team volunteer commitments.

SECTION 8. POWERS AND DUTIES OF THE COACH LIAISON

The Coach Liaison:

- (a) Shall communicate to the BOD any and all requests of the Head Coach or Assistant coaches for additional coaching resources or pool time.
- (b) Shall insure that the Head Coach properly carries out the functions appropriate to that position and other responsibilities as directed by the BOD, including
 - I) Organization of the coaching program
 - II) Supervision of all assistant and volunteer coaches of the team
 - III) Managing assignment of swimmers to events at all meets.
 - IV) Manage selection of swimmers for presentation of awards at the end of the competitive season.
- (c) Shall appoint or act as the Team Statistician
- (d) Shall insure that the Team Statistician provides the TEAM roster to the ESSL Statistician in a timely manner.
- (e) Shall insure that Meet Results are communicated to the ESSL Statistician in a timely manner following each meet, as required by the ESSL league.
- (f) Shall act as intermediary between coaches and parents.

SECTION 9. POWERS AND DUTIES OF THE ACTIVITIES COORDINATOR

The Activities Coordinator shall

- (a) Insure the planning and implementation of fund raising
- (b) Manage the acquisition of team swim suits.
- (c) Appoint a Concession Manager who will operate the concession under the supervision of the activities coordinator.
- (d) Appoint a Banquet Organizer who shall plan and organize the annual Banquet in accord with the wishes of the Board.

ARTICLE VII – ACCOUNTING, BUDGET FINANCE

SECTION 1. **AUDITS** – Annual Audits – the Books of the Corporation shall be closed on the last day of July of each year, will be audited if required by law by the co-treasurer or by a qualified individual other than the Treasurer and approved by the Board. The audit shall encompass all assets of the CLUB

SECTION 2. **BUDGET** – A budget for the next fiscal year shall be prepared by the Board of Directors Elect. The budget shall be approved by the Directors by a 2/3 majority vote.

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SECTION 3. **REIMBURSEMENT** – Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of the CLUB, but shall not otherwise be compensated.

SECTION 4. **INDEMNIFICATION** – The CLUB shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of the CLUB, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

SECTION 6. **DISSOLUTION** – In the event this CLUB dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of the CLUB, after all just debts have been discharged, shall be disbursed to the Cornwall School District.

ARTICLE VIII – BYLAWS AND RULES OF ORDER

SECTION 1. **BYLAWS** – These bylaws, duly adopted on 11/12/2008, succeed any and all previous bylaws and amendments thereto, which are declared null and void.

SECTION 2. **AMENDMENTS** – These bylaws may be amended by a majority of the parent members, who are in good standing, at any regular or special meeting of the club provided that the proposed amendment has been submitted to the Directorship not less than ten (10) days prior to such meeting.

SECTION 3. **INTERPRETATION** – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

SECTION 4. **RULES OF ORDER** – Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of Committees, but shall not take precedence over these bylaws.

ARTICLE IX - CONFLICT OF INTEREST POLICY

SECTION 1. **PURPOSE** - Cornwall Sea Dragons, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Cornwall Sea Dragons, Inc. as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. Consequently, there exists between Cornwall Sea Dragons, Inc. and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of Cornwall Sea Dragons, Inc honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Cornwall Sea Dragons, Inc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Cornwall Sea Dragons, Inc or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. **PERSONS CONCERNED** - This statement is directed not only to directors and officers, but to all employees who can influence the actions of Cornwall Sea Dragons, Inc.. For example, this would include all who make coaching decisions, all persons who might be described as "management personnel," and

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anyone who has proprietary information concerning Cornwall Sea Dragons, Inc.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE -Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Cornwall Sea Dragons, Inc
2. Persons and firms from whom Cornwall Sea Dragons, Inc leases property and equipment.
3. Persons and firms with whom Cornwall Sea Dragons, Inc is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting Cornwall Sea Dragons, Inc..
6. Agencies, organizations, and associations which affect the operations of Cornwall Sea Dragons, Inc.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST -A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Cornwall Sea Dragons, Inc..
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Cornwall Sea Dragons, Inc..
3. Receiving remuneration for services with respect to individual transactions involving Cornwall Sea Dragons, Inc..
4. Using Cornwall Sea Dragons, Inc's time, personnel, equipment, supplies, or good will for other than Cornwall Sea Dragons, Inc.- approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with Cornwall Sea Dragons, Inc.. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY - The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Cornwall Sea Dragons, Inc.. However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE - Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;

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2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization. Disclosure in the organization should be made to the President (or if she or he is the one with the conflict, then to the board Vice President), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof]. The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Cornwall Sea Dragons, Inc.. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of Cornwall Sea Dragons, Inc. and the advancement of its purpose.