

# DEARBORN DOLPHINS

## BYLAWS

AS ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS HELD ON  
AUGUST 10, 2006

### ARTICLE 1- NAME AND PRINCIPAL OFFICE

**SECTION 1.1** The name of this Michigan nonprofit corporation is Dearborn Dolphins. The corporation also uses the assumed names DRD Swim Club, Dearborn Recreation Dolphins Swim Club and Dearborn/Dearborn Heights Recreation Dolphins Swim Club. In these Bylaws, the corporation is referred to as "DRD".

**SECTION 1.2** The principal office of DRD shall be located in the City of Dearborn, State of Michigan, or at such other location as the Board of Directors may from time to time designate.

### ARTICLE 2 - PURPOSE

**SECTION 2.1** The exclusive purpose of DRD is to foster national or international amateur sports competition through a program of aquatics development for those individuals interested in aquatic training and amateur competitive swimming.

**SECTION 2.2** The program offered by DRD will be in accordance and approved by Michigan Swimming, Inc. and United States Swimming, Inc., or their respective successors.

**SECTION 2.3** DRD is organized exclusively for the purpose set forth in Section 501(c)(3) of the Internal Revenue Code. DRD will not carry on any activities not permitted to be carried on by an organization exempt for federal income taxation pursuant to Section 501(c) of the Internal Revenue Code or corresponding section of any future federal tax code. None of DRD's activities shall involve providing athletic facilities or equipment.

**SECTION 2.4** DRD will absolutely refrain from participating in the political campaigns of candidates for local, state or national office. No substantial part of the activities of DRD shall be attempting to influence legislation.

**SECTION 2.5** No part of the assets or net earnings of DRD shall inure to the benefit of or be distributable to the directors or officers of DRD or other private persons, except that DRD shall be authorized and empowered to pay reasonable compensation to any such person for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and Bylaws.

### ARTICLE 3 - MEMBERSHIP

**SECTION 3.1** DRD has been organized on a directorship basis as permitted under the Michigan Nonprofit Corporation Act. DRD therefore has no members, as defined by MCL Section 450.2108(1). DRD, however, will have DRD Swim Club Members.

**SECTION 3.2** DRD Swim Club Members shall:

- (a) meet the requirements of basic aquatic skills established by the Head Coach;
- (b) register with and thereafter maintain a current membership with Michigan Swimming, Inc.;

(c) comply with the policies and procedures, including payment of all fees and assessments, as adopted by the Board of Directors; and

(d) be residents of the State of Michigan.

All such persons are eligible, without regard to race, color, religion, age, gender, disability or national origin.

**SECTION 3.3** The goal of every swimmer practicing with DRD is to swim representing DRD as a DRD Swim Club Member and therefore such swimmer must attach him/herself to DRD immediately upon eligibility to do so.

**SECTION 3.4** Membership may be revoked by vote of the Executive Board upon consultation with the Head Coach if conduct of the swimmer or family is detrimental to the purpose of DRD or in violation of these Bylaws or the policies and procedures adopted by the Board of Directors, or for failure to pay fees or assessments.

#### **ARTICLE 4 - BOARD OF DIRECTORS**

**SECTION 4.1** The business, affairs and operations of DRD shall be under the management of a Board of Directors. Individuals who are members of the Board of Directors shall constitute directors, as defined in MCL Section 450.2106(2), and are referred to in these Bylaws as Directors.

**SECTION 4.2** The Board of Directors shall consist of at least nine (9) and no more than nineteen (19) in number. Persons eligible to serve as Directors are: parents or legal guardians of DRD Swim Club Members; DRD Swim Club Members at least 18 years of age; coaches; and persons wishing to be serve as Directors who have no child of swimming age, or are non-swimmers, but belong to Michigan Swimming, Inc.

**SECTION 4.3** Each Director shall serve for one year, from August 1 to July 31, except for those Directors who also serve as Officers, as specified in Article 5, who shall serve two-year terms commencing on August 1 of even-numbered years.

**SECTION 4.4** Those Directors who serve as Officers shall be elected in accordance with the procedure specified in Section 5.2. Not later than July 31 of each year, the Board of Directors shall elect the other Directors who are not Officers to serve for the term beginning August 1 of such year.

The Head Coach and the Assistant Head Coach shall serve as Directors during the period of their employment in such positions, that is, *ex officio*.

Any Director or Officer may be re-elected to multiple terms.

**SECTION 4.5** Notwithstanding the foregoing Sections 4.2 - 4.4 and Section 5.2, an initial Board of Directors consisting of two persons shall be appointed by the incorporator; the Board of Directors shall appoint Officers to serve a two-year term ending July 31, 2008; and such initial Board of Directors may appoint additional Directors to serve until July 31, 2007.

**SECTION 4.6** A Director may resign by written notice to DRD. Such resignation will be effective upon its receipt by DRD or a subsequent time as set forth in the notice of resignation. A Director may be removed as a Director by 2/3rds vote of the Board of Directors. A motion to remove a Director must be made at a previous meeting of the Board. The previous meeting must have been held at least seven days prior to the vote for removal.

The vote to remove the Director must be held within 14 days unless all Directors, including the affected Director, agree to a different date. Any such agreement must be done in writing. A simple majority vote will suspend the Director from all rights and responsibilities as a Director.

Upon any such resignation or removal, or if a vacancy occurs for any other reason, the Board of Directors may appoint another person to fill the remaining term and/or office of such Director.

**SECTION 4.7** The Board of Directors may amend the Articles of Incorporation, or repeal or adopt new Bylaws, by majority vote of the members of the Board then in office. Any amendment or revision must have been presented at the prior Board meeting. However, the Board of Directors shall not be empowered to amend the Articles of Incorporation or Bylaws or to adopt new Bylaws which would permit DRD to engage in any activities which would cause DRD to fail to qualify or to continue to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code) or as a nonprofit corporation under the laws of the State of Michigan.

**SECTION 4.8** The Board of Directors shall make and amend rules and policies for the regulation of DRD.

**SECTION 4.9** The Board of Directors may employ or appoint such coaches, employees and agents as the Board may deem necessary for carrying out the purposes of DRD. All coaches, employees and agents of DRD shall have such authority and perform such duties in the management of the property and affairs of DRD as may be delegated to them from time to time by the Board of Directors.

**SECTION 4.10** The Board of Directors will insure cooperation of DRD with the City of Dearborn Recreation Department, the Dearborn Public Schools and other local governmental and educational units supporting the purposes of DRD.

**SECTION 4.11** The fiscal year of DRD shall commence on September 1 and end on August 31. Monthly and annual financial reports of DRD shall be available on request to all Directors, DRD Swim Club Members and their families. The Board of Directors shall cause the financial records of DRD to be reviewed annually, either internally or by an external accountant.

## **ARTICLE 5 - OFFICERS, EXECUTIVE BOARD AND COMMITTEES**

**SECTION 5.1** The Officers shall consist of the President, Vice-President, Secretary, Treasurer and the USS Representative. The Officers shall constitute the Executive Board.

**SECTION 5.2** The Officers shall be elected by majority vote held between May 1 and July 31 of the year in which the terms of current Officers expires. The family of each DRD Swim Club Member shall have one vote in such election (that is, families with several DRD Swim Club Members may cast only one vote). In order to vote in such election, the family of each DRD Swim Club Member must be current with all financial obligations to DRD. The Board of Directors shall determine the election procedure and any questions as to voting eligibility. For the avoidance of doubt, elections may be done at a general meeting of the families of DRD Swim Club Members or through a ballot distributed to such families. Prior to such election, the President shall appoint a Nominating Committee by the end of the month of March; this committee shall be responsible for developing a slate of candidates for the Officers to be elected that year. Candidates who are not nominated may nevertheless run and be elected. Notice of the results of elections, or of the filling of any vacancies in the Board of Directors, shall be communicated on DRD's website.

**SECTION 5.3** The President shall have principal authority for management of DRD's affairs. The President shall work closely with the Head Coach and other coaches to ensure that the coaching staff is able to fulfill its duties and responsibilities. The President shall preside over all meetings of the Board of Directors and families of DRD Swim Club Members, shall be a member ex-officio of all committees, and shall perform all such incidental duties as are properly incident to the office of President. The office of President shall be held by a person who has a family member who has been a DRD Swim Club Member for at least two years prior to his or her election as President. The President shall also serve on the Board of Directors for one additional year as Past President in an advisory, nonvoting role (unless elected as a Director).

**SECTION 5.4** The Vice-President shall exercise all the duties of the President in the absence of the President and shall have other duties as are assigned by the President from time to time.

**SECTION 5.5** The Secretary shall give notice of and attend all meetings of the Board of Directors, Executive Board and DRD Swim Club Members and their families, and shall make provision for the keeping of a record of all proceedings. The Secretary shall have custody of the principal records of the Club, shall conduct all correspondence requested by the President, and carry into execution all resolutions or directions of the Board of Directors not otherwise provided for. The Secretary shall work with the coaches to maintain a calendar that will reflect session practice schedules, meets and meet sign-up deadlines, facility closings and coach availability and coverage of practice sessions and meets.

**SECTION 5.6** The Treasurer shall keep an account of all monies received and expended for the use and benefit of DRD and shall make disbursements as authorized by the Board of Directors. All sums received by the Treasurer shall be promptly deposited in such bank account as approved by the Board of Directors. The Treasurer shall maintain the financial records of the Club and shall make monthly report of all receipts and disbursements at the monthly meetings of the Board of Directors.

**SECTION 5.7** The USS Representative shall keep records of the membership in Michigan Swimming, Inc. of all DRD Swim Club Members, shall liaise with Michigan Swimming, Inc. and USA Swimming, Inc. on all relevant matters, and shall represent DRD at meetings of Michigan Swimming, Inc.

**SECTION 5.8** Contracts should be executed by an Officer. The following expenditures shall require prior approval by the Executive Board:

- (a) Any contract for professional services;
- (b) Any expenditure exceeding \$200; and
- (c) Any travel exceeding the reimbursement guidelines approved by the Board of Directors.

Notwithstanding the foregoing, the Executive Board may refer any expenditure for approval by the full Board of Directors and the full Board of Directors may adopt a resolution requiring that any expenditure obtain the approval of the Board of Directors.

**SECTION 5.9** The Board of Directors may establish Standing Committees and Ad Hoc Committees. Directors or Non-Directors may serve as Chairpersons of such Committees. Standing Committees may include: Novice Liaison, Intermediate Liaison, Junior Liaison, and

Senior Liaison, Meet Director, Meet Entries, Membership, Team Apparel, Volunteer and Webmaster.

## **ARTICLE 6 - MEETINGS**

**SECTION 6.1** The Board of Directors shall meet at least six times a year, in or proximate to Dearborn, Michigan, at such times and intervals as they deem appropriate to transact DRD business.

**SECTION 6.2** A simple majority of the Board of Directors shall constitute a quorum for the conduct of any business properly brought before any regular or special meeting of the Board of Directors.

**SECTION 6.3** All monthly business meetings of the Board of Directors shall be open to the families of DRD Swim Club Members. Reasonable prior notice of the time and place of such meetings shall be published on DRD's website.

New business to be brought up at any meeting of the Board of Directors should be in writing or communicated by email and in the hands of the President no less than five (5) days prior to the meeting so that it may be included in the agenda for that meeting.

**SECTION 6.4** A special meeting of the Board of Directors or Executive Board may be called at any time by the President or by any two (2) Directors, by email or phone notice, or other written notice, to all Directors or Executive Board members, as the case may be. The purpose of such a special meeting shall be specified in the notice of the meeting.

**SECTION 6.5** Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, a regular or special meeting need be specified in the notice or waiver of notice of the meeting.

**SECTION 6.6** A Director may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

**SECTION 6.7** Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors or by the Executive Board may be taken without a meeting if, before or after the action, all members of the Board or the Executive Committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board or the Executive Board for all purposes.

**SECTION 6.8** When ordered by the President, a mail or electronic vote on any action that might lawfully be taken at any regular meeting of either the Board or the Executive Board may be taken. If and when a mail or electronic vote is taken, the President shall:

- (a) Mail or contact electronically each member of the Board or the Executive Board (whichever is involved) a clear statement of the question to be decided;
- (b) Close the vote and set a deadline for the vote to be returned;
- (c) Immediately notify all members of the Board or the Executive Board (whichever is involved) of the results; and

(d) File the results and upon request make available to any Director a copy of the mail or electronic vote.

## **ARTICLE 7 - CONFLICTS OF INTEREST**

Officers, Directors and employees shall scrupulously avoid any conflict between their own respective individual, professional or business interests and the interests of DRD in any and all actions taken by them on behalf of DRD in their respective capacities.

In the event that any Officer, Director or employee of DRD shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with DRD, including but not limited to:

- the sale, lease or rental of any property or asset;
- employment or providing services for compensation;
- the award of any contract or grant; or
- the investment or deposit of any funds;

such person shall give notice of such interest or relationship to the Board of Directors and shall thereafter refrain from discussing or voting on the particular transaction in which he or she has an interest, or otherwise attempting to influence DRD on the decision to participate or not in such transaction.

## **ARTICLE 8 - INDEMNIFICATION**

**SECTION 8.1** DRD assumes the liability for all acts or omissions of a volunteer Director, volunteer Officer, or other volunteer if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- (b) The volunteer was acting in good faith;
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- (d) The volunteer's conduct was not an intentional tort; and
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, MCL 500.3135.

**SECTION 8.2** A volunteer Director or volunteer Officer to DRD shall not be liable for monetary damages for a breach of the Director's or Officer's fiduciary duty. This provision does not eliminate or limit the liability of a Director or Officer for any of the following:

- (a) A breach of the Director's or Officer's duty of loyalty to DRD;
- (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (c) Voting by a Director for, or concurring in, any:

- (i) Distribution of assets contrary to the Nonprofit Corporation Act or contrary to any restriction in the Articles of Incorporation or Bylaws;
- (ii) Distribution of assets during or after dissolution of DRD without paying, or adequately providing for, all known debts, obligations, and liabilities of DRD; or
- (iii) Making of a loan to an Officer, Director, or employee of DRD or of a subsidiary thereof contrary to the Nonprofit Corporation Act;

provided, that a Director is not liable under this subsection (c) if the Director has discharged the duties of that position in good faith and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position; and provided further that such liability is limited to the extent of any legally recoverable injury suffered by DRD's creditors or other Directors as a result of the action but not to exceed the amount unlawfully paid or distributed;

- (d) A transaction from which the Director or Officer derived an improper personal benefit;
- (e) An act or omission occurring before the effective date of the provision granting limited liability; or
- (f) An act or omission that is grossly negligent.

#### **ARTICLE 9 - DISSOLUTION**

Upon the dissolution of DRD, assets shall be distributed for one or more exempt purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose.