

## Forsyth County Tide Swimming ByLaws

### **FORSYTH COUNTY TIDE SWIMMING, INC. BYLAWS**

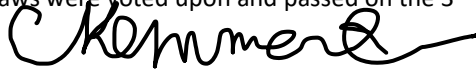
MAY 28, 2021

**SUWANEE, GEORGIA**

**Forsyth County**

These bylaws were voted upon and passed on the 3<sup>rd</sup> of JUNE, 2021.

Signed: \_\_\_\_\_



#### **ARTICLE I: NAME AND DESCRIPTION**

**NAME**—the name of the organization/corporation is Forsyth County Tide Swimming, INC., hereinafter referred to as “the Tide” or “FoCo Tide”.

The Tide is a summer swim program offering swimmers who make a select cut in times at the end of the regular season of summer swim an opportunity to move on to compete at the State level representing the county of Forsyth.

**Registered Office and Agent:** The Organization shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Non- Profit Corporation Code.

#### **ARTICLE II: SANCTION AND RULES**

The FoCo Tide is managed by Officers of the Forsyth County Tide Swimming, Inc. working with the Forsyth County Parks Recreation and Georgia Recreation and Parks Association (GRPA).

All rules and regulations set forth in these By-laws or as may be passed from time to time by the Tide shall not conflict with any rule or regulation of GRPA.

#### **ARTICLE III: PURPOSE**

The purpose of FoCo Tide is to provide summer recreational neighborhood swimmers the opportunity to compete at the state level in an enjoyable atmosphere of sportsmanship and cooperation representing their county of residence, Forsyth County, Georgia.

The Tide shall provide an administrative structure whereby the Forsyth County summer swim programs (mainly neighborhood run programs) with representative membership on the FoCo Tide, may participate in a competitive swim situation of equal opportunity.

The Corporation is created solely as an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect. The Corporation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, Executive Board Member or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE IV: MEMBERSHIP AND VOTING RIGHTS**

### **SECTION I: MEMBERSHIP ELIGIBILITY**

Each swim team residing in Forsyth County and recognized by ASA shall be entitled to annual membership in the Forsyth County Tide Swimming Organization *dependent* on participation (yearly-term for summer season) on the FoCo Tide Executive Council. Annual membership will follow the calendar year and is renewed based on required participation.

### **SECTION II: PARTICIPATION**

Participation on the FoCo Tide Executive Council is required whether serving as a volunteer or as part of the executive board. Each summer league team is required to provide a volunteer who will serve as a representative on either the Executive Board or Council. The list of Executive Board positions includes:

- a. President
- b. Treasurer
- c. Secretary
- d. Vice President
- e. Technology Coordinator
- f. Public Relations/Communications Director

And also includes the following Council Positions:

- g. Head Coach\* – chosen by the Executive Council by vote
- h. Record Verifications Coordinator
- i. Merchandise Coordinator
- j. Volunteer Coordinator
- K. Meet/Event Site Coordinator 1
- l. Meet/Event Site Coordinator 2
- m. Ribbons/Medals Coordinator
- n. Sound mixer/Emcee for bullpens
- o. Forsyth Tide Scholarship

### **SECTION III: VOTING RIGHTS**

Each swim team shall be entitled one designated voting member to the FoCo Tide as designated in Section II (A-O) of Article IV., above, shall be known as the swim team representative and exercise voting rights thereof.

### **SECTION IV: ANNUAL MEETING**

The annual meeting date shall be held before March 1 each year.

### **SECTION V: QUORUM**

Eight (8) members of the Council present to vote shall constitute quorum for the purpose of voting.

## **ARTICLE V: EXECUTIVE BOARD AND EXECUTIVE COUNCIL – AUTHORITY AND DUTIES**

### **SECTION I: OFFICERS – EXECUTIVE BOARD**

The President, Treasurer, Vice President, Public Relations/Communications Director, Secretary, and Technology Coordinator shall make up the Executive Board (the “Board”) of FoCo Tide and shall be elected by the swim team representatives at the Annual Meeting. The Tide Executive Council is comprised of the Executive Board members and the additional representatives (Article IV, Section 2, G-O) that serve for FoCo Tide Swimming participation/privilege who help by volunteering with duties to fulfill the “state competition season”. The “Board” shall serve a maximum of two (2) consecutive terms unless approved by the Executive Council to serve an additional term. The Executive Board shall call on three members of the Executive Council to be a nominating committee to fill vacant Board positions until the next General Meeting.

**President:** The President shall be the principal executive officer of Forsyth County Tide Swimming. The President shall preside at all meetings of the Executive Council, execute any contracts or other instruments which the Executive Council have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Council or by these bylaws or by statute to some other officer or agent of the Tide; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Council from time to time. The President shall be an active or ex-officio member of all committees. The President shall advise the Secretary of business items to be included on the agenda for the meetings of the Executive Council. The President shall exercise the power to vote, or assign proxy to vote, in the name of and on behalf of the Tide.

**Secretary:** (a) The secretary shall attend all meetings of the Board and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book (or digitally in a shared drive) to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required.  
(b) He or she shall give, or cause to be given, notice of all meetings of the Board.  
(c) He or she shall be under the supervision of the president. He or she shall perform such other duties and have such other authority and powers as the Board may from time-to-time prescribe or as the president may from time-to-time delegate.

**Treasurer:** (a) The treasurer shall have the custody of FoCo Tide funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Tide and shall deposit all monies and other valuables in the name and to the credit of the Tide into depositories designated by the Board.  
(b) He or she shall disburse the funds of FoCo Tide as ordered by the Board and prepare financial statements each month or at such other intervals as the Board shall direct.  
(c) Serve as custodian of the Council's finances and prepare year-end financial report as well as facilitate an annual audit.  
(d) He or she shall assist the president in coordinating the preparation and filing of state and federal tax returns.  
(e) He or she shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time-to-time delegate.

**Vice President:** The Vice President shall oversee the system of the Council, assist the President and chair meetings in the absence of the President. He or she will serve as back up to the President, should that position fall vacant. The VP will also step up to help those At-Large members in need of assistance/guidance in the roles they are supporting.

**Technology Coordinator:** The Tech Coordinator will assist with meet set up in the online platform as required by GRPA. (HyTek/Meet Manager access is helpful). He or she may also help with a website set-up and maintenance.

**Communications/Public Relations Director:** The role of Communications is to ensure all parties involved with the Tide are on the same page at all times. Any messaging sent on behalf of the Tide, be it to swimmers or swimmer's parents should be run through this position (pending approval from the Exec board or President). All communications or social media posts would be managed in this role.

## SECTION II: EXECUTIVE COUNCIL

Each Forsyth County Swim Team, recognized by both ASA and GRPA shall elect one Representative each year in advance of the Annual Meeting. These representatives will comprise the Executive Council – each serving a one-year term, up to two years, in a position as listed in Article IV, Section II (G-O). Representatives must be a current and active coordinator in good standing with the ASA and hold a particular volunteer job from the list of roles needed each year.

**REGARDING STATE COACHES:** The Head coach (Article IV, Section 2, G) will be selected by the Forsyth County Tide Executive Council and approved by majority vote. The Head coach will then select additional coaches as needed based on the number of swimmers. Coaches must have coached a team in Forsyth County during the current year of becoming a state team coach. It is strongly encouraged that the team that has the largest number of qualified swimmers be considered first.

## SECTION III: TERM OF OFFICE

The term of office for all officers is one year, beginning immediately upon election, and ending upon officer election

the following school year. **Term runs concurrent to the calendar, January 1-December 31.** The Board shall serve a two-year term beginning from the Annual Meeting. A three (3) member nominating committee shall be appointed by the Board and written nominations from either the nominating committee or member representatives will be accepted by the Board 30 days prior to the Annual Meeting.

#### SECTION IV: MEETINGS

The Executive Council shall meet at least 2 times a year, or at the discretion of the President.

#### SECTION IV: REMOVAL

Any Executive Council member may be removed from the Executive Council, with or without cause, by a majority vote of the members of the Executive Council.

#### SECTION V: VACANCY

In the event of death, resignation, or removal of a Board Member, their successor(s) shall be appointed (by majority vote) by the remaining Board members and the Executive Council and shall serve for the remainder of the season and new Board Member(s) voted on at the next Annual Meeting.

#### SECTION IX: NO COMPENSATION

No Executive Council member shall receive compensation for any service he/she may render to FoCo Tide. The Board has the authority to Contract individual(s) to assist with day-to-day administrative activities as long as it is in accordance with the approved Tide budget.

#### SECTION X: GRPA ATHLETIC MANUAL

The Executive Council shall perform duties as outlined in the GRPA Athletic Manual – See Attachment A – (the “GRPA Manual”) and in accordance with these By-Laws.

#### SECTION XI: ARTICLES OF INCORPORATION

Relation to Articles of Incorporation: These Bylaws are subject to, and governed by, the Articles of Incorporation.

### **ARTICLE VII: FINANCIAL POLICIES**

#### SECTION I: FISCAL YEAR

The fiscal year of the Tide begins January 1 and ends December 31 of the same year.

#### SECTION II: BANKING

All funds shall be kept in a checking account in the name of Forsyth County Tide Swimming, INC, and held at a local financial institution.

**Checks. Drafts. Notes. Etc:** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Tide shall be signed by the TREASURER. There must be an accompanied check request signed by the PRESIDENT. However, any check, draft or other order for payment of money, note or other evidence of indebtedness issued in the name of Forsyth Tide Swimming in the amount of One Thousand Dollars (\$1,000.00) or more shall be signed by the TREASURER and PRESIDENT.

**Deposits:** All funds of the Tide shall be deposited within 10 business days to the credit of the Tide in such banks the Tide has elected.

#### SECTION III: REPORTING

All financial activity shall be recorded in a manual or computer-based accounting system. The Treasurer shall reconcile the account(s) monthly and report all financial activity monthly. The Council shall arrange an independent review or audit of its financial records each year.

#### SECTION IV: CONTRACTS

The Board may authorize any one officer or agent, in addition to the President so authorized by these Bylaws, to

enter into any contract or execute and deliver any instrument in the name and on behalf of the Tide. Such authority must be in writing and may be general or confined to specific instances.

## **SECTION V: GIFTS**

The Board may not accept gifts; however, donations and other deposits in kind may be applied to the Forsyth Tide Swimming Scholarship.

## **ARTICLE VIII: INDEMNIFICATION AND INSURANCE**

### **SECTION I: INDEMNIFICATION**

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Tide against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the Tide, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was an Executive Board Member, officer, employee, or agent of the Tide, or is or was serving at the request of the Tide as a President, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Tide shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

**Indemnification Not Exclusive of Other Rights:** The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of members or disinterested Executive Board Members, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Executive Board Member, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### **SECTION II: INSURANCE**

To the extent permitted by Georgia law, the Tide may purchase and maintain insurance on behalf of any person who is or was an Executive Board Member, officer, employee, or agent of the Tide, or is or was serving at the request of the Tide as an Executive Board Member, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

## **ARTICLE IX: MISCELLANEOUS**

**Books and Records:** The Tide shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board, and committees having any of the authority of the Board. The Tide shall keep at its registered or principal office a record giving the names and addresses of the Executive Board Members.

**Corporation Logo:** The Tide logo (of which there may be one or more versions) shall be in such form as the Executive Board may choose or alter from time to time. It must be at a majority vote to make any alterations.

**Fiscal Year:** The Executive Board is authorized to fix the fiscal year of the Tide and to change the same from time to time as it deems appropriate.

**Internal Revenue Code:** All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and

## **ARTICLE X: AMENDMENTS**

**Power to Amend Bylaws:** The Executive Council shall have the power to alter, amend, or repeal these Bylaws or adopt new bylaws.

**Conditions:** Action by the Executive Board with respect to bylaws shall be taken by the affirmative vote of a majority of all Executive Board Members then holding office.

## **ARTICLE XI: DISSOLUTION**

Upon dissolution of the Forsyth County Tide Swimming, INC, any funds remaining shall be donated to Forsyth County summer swim programs who last participated in the TIDE, or funds could be used for the FORSYTH TIDE Scholarship. The funds shall be exclusively used for charitable, educational, or scientific purposes which qualify for exemption under section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XII: CONFLICT OF INTEREST POLICY**

### **SECTION I: PURPOSE**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION II: DEFINITIONS**

a. Interested Person. Any Director, Principal, Officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: i. An ownership or investment interest in any entity with which the organization has a transaction or arrangement; ii. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **SECTION III: PROCEDURES**

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers who are considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflict of Interest Policy.

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## SECTION IV: RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest; the nature of the financial interest; any action taken to determine whether a conflict of interest was present; and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of the discussion; including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

## SECTION V: COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## SECTION VI: ANNUAL STATEMENTS

Each Director, Principal, Officer, and Member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the conflict of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy; and
- Understands that the organization is charitable and that in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## SECTION VII: PERIODIC REVIEWS

To ensure that the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

## SECTION VIII: USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the organization may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are