

GREATER PENSACOLA AQUATIC CLUB, Inc.

Bylaws



ARTICLE I: NAME

The name of the organization shall be the **Greater Pensacola Aquatic Club, Inc.**, hereafter known as **GPAC**, a non-profit corporation, located in Pensacola, Escambia County, Florida. Address correspondence to: Greater Pensacola Aquatic Club, Inc., PO Box 30318, Pensacola, Florida 32503.

ARTICLE II: RESIDENT AGENT

The Resident Agent of GPAC shall be the legal counsel appointed by the Board of Directors, in compliance with rules and regulations as mandated by the Secretary of State, the State of Florida. Duties of the Resident Agent shall be to receive any correspondence or legal notice sent to or served upon the corporation and to forward such information to the Secretary for action.

ARTICLE III: PURPOSE

GPAC endeavors to teach, train, and motivate swimmers to achieve their ultimate potential in swimming in the belief that this experience will prove valuable as they grow and develop. We believe that we can instill an appreciation of swimming as a sport that can be enjoyed throughout life and that the accomplishment of significant goals requires intensive effort, self-sacrifice, and commitment.

ARTICLE IV: OBJECTIVES

The objectives of this corporation shall be:

- A. Promote, coordinate and market the organization to the community.
- B. Establish policies for the GPAC swimming program.
- C. Obtain funds as necessary for the efficient operation of GPAC.
- D. Manage the operation of GPAC.

ARTICLE V: MEMBERSHIP

SECTION 1: MEMBERSHIP CATEGORIES, ELIGIBILITY AND PRIVILEGES OF MEMBERSHIP

A. Athlete Membership

1. Membership in United States Swimming, Inc. or United States Masters Swimming, Inc. is required of all athlete members of GPAC.
2. Athlete membership in GPAC is not based upon race, color, religion, national origin, sex, physical or mental handicap, or age.
3. Athlete membership is contingent upon payment of all training fees and other charges assessed to the swimmer such as meet fees, equipment purchases, etc.
4. Athlete members are entitled to attend all team practices and functions for which they are eligible and to represent GPAC in open competition as determined appropriate by the Head Coach, provided their family is in good standing.
5. Athlete membership is separate and distinct from the general membership of the corporation defined in Article V, Section 1, Part B and shall not have voting privileges.

B. Corporation Membership

1. Corporation Membership is limited to families of athlete members who have been in good standing continuously for the full 12 months immediately prior to any meeting of the general membership of the corporation.
2. The status of corporation membership may be exercised either by one parent or guardian of any youth athlete member of GPAC or a registered Master swimmer in the family meeting the foregoing criteria.
3. There shall be a limit of one (1) vote per family, even if there is more than one (1) athlete member in the family. The parent or guardian of a youth athlete member who is responsible for the payment of the required fees for his/her youth athlete member shall be the individual entitled to exercise the family's voting privileges unless the family agrees on an alternative designated family member in advance.

SECTION 2: GOOD STANDING MEMBERSHIP STATUS POLICY

- A. All athlete members and their families shall abide by the bylaws of the organization and the policies and standing rules as established by the Board of Directors and coaching staff.
- B. Athlete members must meet all financial obligations as set forth in GPAC's Financial Policies in a timely manner.
- C. Parents of all athlete members must be in compliance with GPAC's Parent Code of Conduct.
- D. Athlete members and their families must meet all volunteer obligations as set forth by the Board of Directors.

SECTION 3: SANCTIONS

- A. A letter will be sent by the Board of Directors to any member who is not a member in good standing. The letter will include how to re-establish good standing with GPAC.
- B. The Board of Directors has the authority to determine appropriate sanctions.
- C. Other than suspension of privileges for non-payment of financial obligations, sanctions cannot be imposed until the swimmer or family has been afforded an opportunity to present themselves before the Board of Directors.
- D. Upon a 2/3-approval vote of the Board of Directors, the proposed sanctions shall be implemented. The Board will provide in writing the sanctions imposed as well as the terms required for returning as a swimmer or family in good standing.
- E. Once the terms have been met, the swimmer or family may submit a written petition to the Board of Directors requesting removal of imposed sanctions.
- F. The swimmer or family will be afforded an opportunity to present themselves before the Board of Directors for reinstatement as a swimmer or family in good standing.

SECTION 4: FEES

- A. Fees shall be established by the Finance Committee and approved by the Board of Directors. These fees will be presented to the families of athlete members at the regular meeting in August of each year. Any change in the fees that take effect at any time other than the beginning of the fiscal year shall be presented to the families of athlete members through written communication.
- B. Fees are due according to GPAC's Financial Policies.

ARTICLE VI: MEETINGS

SECTION 1: CONDUCT OF MEETINGS

Robert's Rules of Order shall govern the regular and special meetings of the general membership of the corporation and meetings of the Board of Directors.

SECTION 2: GENERAL MEMBERSHIP

A. Regular Meetings

- 1. A meeting of the general membership of the corporation shall be held during the Spring of each year for purposes of electing the Board of Directors and such other items of business approved for the agenda by the Board of Directors. The President shall set the date, place and time of the meeting with a majority vote approval by the Board of Directors.
- 2. A meeting of all families shall be held in August of each year for purposes of presentation of the budget, announcement of any changes in GPAC's Financial Policy including fees, and such other items of business approved for the agenda by the Board of Directors.

B. Special Meetings

Special Meetings of the general membership of the corporation may be called by a majority vote of the Board of Directors or upon written request by twenty-five percent (25%) of the voting membership of the corporation.

C. Notice and Other Matters

- 1. The Secretary shall send a written notice to each eligible swimmer or family two (2) weeks prior to any regular or special meeting of the general membership of the corporation. The slate of candidates for the Board of Directors will be included with the meeting notice for the regular meeting held during the Spring.
- 2. Any action submitted to a vote by the general membership of the corporation shall require a majority vote of eligible voting families present at the meeting for approval.

SECTION 3: BOARD OF DIRECTORS' MEETINGS

- A. Notices of regularly scheduled meetings, including date, time, and location shall be posted on the GPAC website.
- B. Items requested by families of athlete members to be considered for the agenda must be submitted in writing to the Secretary, ten (10) days before the Board of Directors' meeting.
- C. The incoming Board of Directors shall assume office at the last scheduled Board of Directors' meeting of the fiscal year. Newly elected officers are expected to attend all Board of Directors' meetings after their election.
- D. Conduct of Business
 - 1. A quorum for conducting the business of the Board of Directors shall not be less than five (5) members of the Board of Directors empowered to vote.
 - 2. Action can be taken with a majority of the voting members of the Board of Directors.
 - 3. If the business of the Board of Directors pertains to an individual member of the Board, or to his or her immediate family or business interests, such member shall excuse themselves from the discussion and vote on the matter shall be carried out by the remaining members of the Board.
- E. Members in good standing or invited guests of the Board of Directors are entitled to attend open meetings of the Board of Directors. Only members of the Board of Directors and invited guests shall be entitled to attend meetings of the Board of Directors held in executive session.

ARTICLE VII: BOARD OF DIRECTORS

SECTION 1: MEMBERSHIP

The Board of Directors shall consist of nine members, eight of whom are elected by the general membership of the corporation with the ninth being the Head Coach. The persons elected by the general membership of the corporation to the offices of President, Vice President of Swim Operations and Vice President-Finance shall be three of the eight elected members of the board.

SECTION 2: ELIGIBILITY

- A. Parents or legal guardians of a family in good standing or, Masters Swimmers in good standing and members of the community nominated by a majority vote of the Board of Directors shall be eligible for any office to be elected by the general membership of the corporation.
- B. In order to fill any office elected by the general membership of the corporation, a person must be in good standing for a period of at least one year immediately prior to taking office unless nominated by a majority vote of the Board of Directors.
- C. A member of the Board whose athlete member ceases active membership during his or her term may continue to serve the remainder of his or her elected term with the consent of the remaining members of the Board.

SECTION 3: TERM OF OFFICE

- A. Board Members elected by the general membership of the corporation shall be elected to serve a one (1) year term.
- B. No Board Member shall hold more than two (2) consecutive terms as President.
- C. No swim family shall hold more than one (1) office on the Board of Directors at any given time.

SECTION 4: ELECTIONS

- A. Each year at the March Board of Directors' meeting, a slate of candidates for each office shall be presented by the Nominating Committee at least two weeks prior to the scheduled election. The general membership will have an opportunity to make additional nominations for seven days after presentation of the nominating committee's slate. Candidates so nominated shall give their consent prior to placing their name on the ballot.
- B. Voting shall be by written ballot with election by majority. The vote may be by acclamation when there is only one (1) nominee for an office.

SECTION 5: BOARD VACANCIES

- A. Board members subject to election by the general membership who resign or are absent from three (3) consecutive Board of Directors' meetings, without an excuse acceptable to a majority of the Board, shall be replaced. The Nominating Committee shall present to the Board of Directors, at their next meeting, candidates to be considered for filling vacancies. A majority vote of approval by the Board of Directors is required.
- B. Should the President's position become vacant, the position shall be filled by the following means unless a special meeting is called for purposes of electing a new President:
 - 1) Vice President of Swim Operations
 - 2) Vice President of Finance
- C. Removal of a member of the Board of Directors, subject to election by the general membership other than as provided in paragraph A of this section, shall not occur except on three quarter (3/4) vote of the remaining members of the Board of Directors after the board member has been allowed a reasonable opportunity to present his or her case to the Board.

ARTICLE VIII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS AND THE OFFICERS

SECTION 1: GENERAL

The members of the Board of Directors shall:

- A. Pursue the purpose and the objectives of the organization.
- B. Be empowered to establish standing rules and policies and to conduct the ongoing business of GPAC.
- C. Notify all families of athlete members of the following matters:
 - 1. Termination or resignation of an employee.
 - 2. Hiring of the Head Coach.
 - 3. Hiring of a new employee other than swim school instructors.
- D. Notify all families of athlete members at the regular meeting held during August, concerning the following items:
 - 1. Annual Budget
 - 2. Fee Structure/Financial Policy
- E. Have the authority to transfer funds between line items.
- F. Have the authority to make emergency administrative decisions.
- G. Have the ability to establish and set goals as well as suggest direction to accomplish such goals.
- H. Provide liaison for legal proceedings.
- I. Have the authority to accept donations to GPAC and to authorize disbursement of monetary donations.
- J. Be responsible for reviewing sanctions.
- K. Be responsible for reviewing candidates for membership that have been referred to the Board of Directors.
- L. Determine with majority approval vote to establish any other Special Committee and the duties required of that committee.
- M. Individually serve as a member or chair of any committees as designated by the Board.
- N. Levy special assessments in accordance with GPAC's Financial Policy.
- O. Meet in executive session on all personnel matters and such other matters as requested by any two executive officers (i.e. the Head Coach, the President or any Vice President).

SECTION 2: PRESIDENT

The President shall:

- A. Act as or appoint an official representative of GPAC whenever necessary.
- B. Preside at meetings of the organization and at meetings of the Board of Directors.
- C. Coordinate all programs of the organization through the different committees and various officers.
- D. Serve on all assigned committees.

SECTION 3: VICE PRESIDENT OF SWIM OPERATIONS

The Vice President of Swim Operations shall:

- A. Be responsible for the coordination of recruiting and training of swim meet personnel to include the following:

DECK OFFICIALS – to include but not limited to; Referees, Starters & Stroke and Turn
OTHER OFFICIALS – Clerk of Course, Bullpen, Awards, Timing System Operators,
Computer Operators, Head Timers, Timers

- B. Be responsible for coordinating with the Board of Directors to ensure the appointment of appropriate committee officials and functions to properly prepare for swim meets. Such key swim meet duties include, but are not limited to:

Clean-up	Set-up and break-down	Concessions
T-shirt sales	Hospitality	Heat Sheet Sales

- C. Submit a financial report to the Board of Directors about each swim meet.
- D. Coordinate with the Treasurer the necessary financial reports from all swim meet personnel.
- E. Appoint the Meet Director(s) and shall coordinate all functions in preparing for and in staging swim meets sponsored by GPAC.

- F. Appoint the club's Safety Coordinator.
- G. Establish liaison with Southeastern Swimming.
- H. Shall be GPAC's representative at SES House of Delegates if a member of the coaching staff is unable to attend. In the event that the Vice President cannot attend, the Vice President, Swim Operations may appoint a representative that meets SES criteria for Delegate.
- I. Be responsible for swim meet property management.
- J. Present to the Finance Committee proposed revenue and expenditures for the following year's budget.
- K. Assume the duties of the President in his/her absence or resignation unless the position is filled by a Special Meeting as defined in Article VII, Section 5.
- L. Serve on all assigned committees.

SECTION 4: VICE PRESIDENT OF FINANCE

The Vice President of Finance shall:

- A. Serve as chairperson of the Finance Committee.
- B. Select the club Treasurer with Board approval.
- C. Be responsible for all club funds in conjunction with the treasurer.
- D. Over-see all fundraising projects by:
 - 1. Securing a corporate sponsorship for major GPAC swim meets.
 - 2. Recommending fundraising projects to the Board of Directors.
 - 3. Submitting budget reports for fundraising to the Board of Directors.
- E. Be responsible for the preparation of Annual Budget in conjunction with the Finance Committee.
- F. Serve as liaison between GPAC and vendors.
- G. Serve on all assigned committees.

SECTION 5: SECRETARY

The Secretary shall:

- A. Be appointed by the voting members of the Board of Directors. While the Secretary may also be a member of the Board, it is not a requirement.
- B. Record the minutes of general membership meetings and Board of Directors' meetings.
- C. Prepare all notices, agendas, and minutes of meetings in a timely manner for distribution to the membership upon request.
- D. Be responsible, in conjunction with the Head Coach for public relations and marketing of the club to the community.
- E. Compile and record all standing rules, policies, and procedures.
- F. Be chairperson of the Nominating Committee.
- G. Serve on all assigned committees.

SECTION 6: TREASURER

The Treasurer shall:

- A. Be appointed by the voting members of the Board of Directors. While the Treasurer may also be a member of the Board, it is not a requirement.
- B. Be, with the Vice-President of Finance, responsible for all funds.
- C. Oversee disbursement of monies in order to accurately keep accounting records.
- D. Submit financial reports monthly to the Board of Directors and at the Annual Meeting.
- E. Assist the Vice-President of Finance and Finance Committee, in preparation of the annual budget.
- F. Make available the necessary forms and information needed to complete an audit and annual tax reports.

SECTION 7: HEAD COACH

The Head Coach shall:

- A. Be involved in the coaching of all GPAC members.
- B. Be responsible for the day to day management of all employees.
- C. Recruit and fill budgeted coaching positions.
- D. Review the performance of all members of the coaching staff and the office administrator with the Personnel Committee at least annually.

- E. Prepare the annual travel budget for the coaching staff and additional authorized travel and present to the Finance Committee in time for the preparation of the Annual Budget.
- F. Help to prepare the annual budget.
- G. Prepare a calendar of swim meets seasonally which shall be published to the general membership on the GPAC website.
- H. Be the official liaison between any and all facilities used by GPAC.
- I. Be the official liaison between GPAC and United States Swimming, Inc. (USS).
- J. Be GPAC's representative at Southeastern Swimming House of Delegates.
- K. Be an active participant in Southeastern Swimming, Inc.
- L. Be responsible, in conjunction with the Secretary, for public relations and marketing of the club to the community.
- M. Be responsible for liaison with news media concerning publication of meet results and other items of interest.
- N. Be responsible for updating and maintaining the orientation fact sheet and the Parent Handbook.
- O. Be responsible for all GPAC property, with the assistance of the Vice President of Swim Operations.
- P. Serve as an ex officio member of all committees.

ARTICLE IX: ADMINISTRATION

SECTION 1: BUSINESS OFFICE ADMINISTRATOR

The Business Office Administrator shall:

- A. Be responsible to the Board of Directors and under the day-to-day supervision of the Head Coach.
- B. Efficiently carry out the responsibilities and duties as outlined in the job description(s) of the business office as defined by the Personnel Committee and approved by a majority vote of the Board of Directors.
- C. Be accountable for all monies and checks collected.
- D. Be accountable for all disbursements made by the business office.

ARTICLE XI: COMMITTEES

SECTION 1: GENERAL

- A. Definition: Standing Committee is a permanent committee that is established annually. Special committees are temporary committees established periodically, as needed.
- B. If the business of a committee pertains to an individual member of this committee, to an individual member's family or to business interest, that member shall excuse themselves from the discussion directly involving him/her.
- C. The chairperson of each committee, for the purpose of filling a vacancy, shall recommend members for the committee to the Board of Directors for approval vote. Any member of the corporation shall be eligible for membership on a committee. Upon 2/3 approval vote of the Board of Directors, a non corporation member may be elected to any committee.
- D. Each Standing Committee has the authority to set policy that will be submitted for 2/3 approval vote of the Board of Directors.

SECTION 2: STANDING COMMITTEES:

- A. The organizations Standing Committees shall meet as needed but at least once every six months:
- B. Finance Committee
 - The Finance Committee Shall:
 - 1. Be composed of the Vice President of Finance, Treasurer, Head Coach, Office Administrator and one additional member elected by the four designated members of the committee.
 - 2. Be responsible for presenting the financial policy to the Board of Directors and fee collection activities.
 - 3. Be responsible for the preparation of the annual budget that shall be presented at the July Board of Directors' meeting prior to presentation to the general membership at its regular August meeting. Amendments to the proposed budget shall require an approval vote by the Board of Directors.
 - 4. Assist the Treasurer in monitoring GPAC expenditures and safeguarding of funds in approved budget.

5. Be responsible for recommending and carrying out all fundraising projects as approved by the Board of Directors.
 6. Provide timely financial reports to the Treasurer on all fundraising activities.
- C. Personnel Committee
The Personnel Committee Shall:
1. Be composed of the President (chairperson), Head Coach, Vice-President of Finance, and two additional members. The two additional members will be elected by the three (3) designated members of the committee.
 2. Establish and review job descriptions.
 3. Negotiate employment contracts, as necessary.
 4. Negotiate salary and benefit packages for all full time employees within budgetary guidelines.
 5. Develop an instrument for the written evaluation of all GPAC employees.
 6. Monitor performance progress of staff and prepare a written annual evaluation of Head Coach.
 7. May appoint Search Committee as needed.
- D. Communications Committee
The Communications Committee Shall:
1. Include all members of the Board of Directors not serving as an executive officer and any other individuals selected by majority vote of the Board. The committee shall select its chairperson.
 2. Be communication link for their group members and other components of GPAC.
 3. Be responsible for welcoming new members each quarter, as well as providing orientation to the new members.
- E. Planning Committee
The Planning Committee Shall:
1. Include the President or his/her designee, Head Coach or his/her designee (chairperson), and two additional members. The President shall appoint one member and the Head Coach shall appoint one member.
 2. Formulate, establish, and review short and long-term plans for GPAC.
 3. Make progress reports to the Board of Directors regarding defined short and long-term plans. A report shall also be given at the regular meeting of the general membership held during the Spring.
 4. Be responsible for recommending marketing or special public relations projects.
- F. Marketing Committee
The Marketing Committee Shall:
1. Include the Head Coach, the Vice President of Finance, the Secretary, and up to two (2) additional members. The two additional members will be selected by the three (3) designated members of the committee.
 2. Establish and set forth a marketing plan for GPAC.
 3. Assist with fundraising efforts.
- G. Executive Committee
An executive committee comprised of the President, the Vice Presidents and the Head Coach may meet, as needed, between regular or special meetings of the full Board. The Executive Committee by unanimous vote may take any action that may otherwise be taken by the full Board.

SECTION 3: SPECIAL COMMITTEES

- A. These following special committees shall be established by the Board of Directors when the need arises
- B. Bylaws Committee
The Bylaws Committee Shall:
1. Be appointed by the Board of Directors and shall consist of the President (chairperson), a Vice President (Finance or Swim Operations) and the Head Coach or his/her designee from the coaching staff and may include up to two additional members.
 2. Review the Bylaws as needed, but at least once every two years, and review any proposed amendments to the Bylaws. Any recommendations will be presented to the Board of Directors.
 3. Submit Revisions of or amendments to the Bylaws for 2/3 vote approval by the Board of Directors.

C. Nominating Committee

The Nominating Committee Shall:

1. Be composed of the Head Coach, the Secretary and three additional members selected by the Board. This committee shall be chaired by the secretary. In developing the slate of candidates for the annual election to the Board of Directors (or in filling vacancies occurring during the year), the nominating committee (or the Board of Directors) shall use reasonable efforts to achieve diversity of voting membership, such that as many of the active training locations and active swim training groups as possible are represented among the voting members of the Board and shall include on the slate any members of the community nominated by a majority vote of the current Board.
2. Be responsible for recruiting candidates for each Board of Directors position by the March meeting of the Board of Directors. These candidates will be presented to the general membership for election at the meeting of the general membership held during the Spring.
3. Be responsible for recruiting candidates for any vacancies occurring on the Board of Directors throughout the fiscal year.

D. Social Committee

The Social Committee Shall:

1. Be chaired by a Board Member and comprised of interested members of GPAC.
2. Be responsible for the planning, preparing, and hosting of the Annual Banquet and other social activities.

E. Hall of Fame Committee

The Hall of Fame Committee Shall:

1. Consist of the Head Coach and two (2) other members who may be members of the Board of Directors.
2. Except nominations for the Hall of Fame from any GPAC member.
3. Review nominations and recommend a Hall of Fame class to the Board of Directors. The members of the class will become official with a 75% vote of the Board of Directors.
4. Coordinate notification of the inductees and coordinate awards.

ARTICLE XIII: FISCAL YEAR

The fiscal year of GPAC shall begin on September 1 and end on the following August 31, inclusive.

ARTICLE XIV: CLUB GOVERNANCE

SECTION 1: BYLAWS, ARTICLES OF INCORPORATION

- A. Any proposed amendment of the bylaws from the general membership must be submitted in writing to the Bylaws Committee for consideration. A proposed amendment may be supported, amended, or rejected by the Bylaws Committee and so indicated in any announcement.
- B. If a proposed amendment to the Bylaws is rejected by the Bylaws Committee, the proposed amendment still may be brought to a vote by the Board of Directors if twenty five percent (25%) of the membership submits a written request to the Bylaws Committee.
- C. A proposed amendment shall be submitted in written form to the membership as an attachment to the agenda of the regular meeting of the general membership held during the Spring or any Special Meeting giving notice of discussion of the amendment.
- D. An amendment to the Articles of Incorporation shall be declared adopted and immediately set forth upon 2/3 approval vote of those present at the Spring meeting of the general membership or any Special Meeting that has said amendments listed on the agenda unless provisions are made.
- E. An amendment to the Bylaws shall be declared adopted and immediately set forth upon a majority approval vote of those present at the regular or special meeting of the general membership at which it is considered unless separate provisions are made.

SECTION 2: STANDING RULES

- A. Definition: Permanent resolutions that are adopted and are binding until they are rescinded or modified.
- B. Adoption:
 - 1. Can be at any Board of Directors' meeting by a majority vote of the Board of Directors.
 - 2. No Standing Rule can be adopted which conflicts with the Bylaws or Rules of Order.
- C. Clarification
 - 1. The Standing Rules may be amended by a majority vote of the Board of Directors for the sake of clarity if there is no change in intent.
- D. Suspended, Modified, or Rescinded
 - 1. Standing Rules can have above action taken by a majority vote of the Board of Directors.
 - 2. A Standing Rule that has been adopted cannot have further action taken on it at that meeting.
- E. Notification of Change
 - 1. Changes in Standing Rules require notification of affected parties.
- F. The Secretary shall compile and record all standing rules.

SECTION 3: POLICIES AND PROCEDURES

- A. Definition: Guidelines for the day-to-day operation of GPAC.
- B. Adoption and Modification
 - 1. Committee chairs with a majority vote of committee members may adopt or modify a policy or procedure for their committee.
 - 2. The Head Coach may adopt or modify a policy or procedure that concerns the staff duties.
 - 3. No policy or procedure can be adopted or modified which conflicts with the Bylaws, Rules of Order or Standing Rules.
- C. Ratification
 - 1. Any policy or procedure that has been adopted or modified is to be presented to the Board of Directors for final ratification by majority vote approval. Note: Action of a policy or procedure can take place prior to final ratification by the Board of Directors.
 - 2. Majority vote of the Board of Directors is required to terminate a policy or procedure.
- D. The Secretary shall compile and record all policies and procedures.

ARTICLE XV: INDEMNIFICATION

GPAC shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of GPAC, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to GPAC specified in ARTICLE VII and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. GPAC may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

A. Exclusion

The indemnification provided by this Article, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA SWIMMING Code, of the USA SWIMMING Code of Ethics, Southeastern Swimming Bylaws, these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

B. Indemnified Persons

As used in this Article, "Indemnified Person" shall mean any person who is or was a Board Member, officer, official, coach, committee Chair or member, coordinator, volunteer, employee or agent of GPAC, or is or was serving at the direct request of GPAC as a director, officer, meet director, official, coach, committee volunteer, employee or agent of another person or entity involved with the sport of swimming.

C. Extent Of Indemnity

To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by GPAC in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to GPAC's obligation to indemnify, GPAC may require an undertaking from the Indemnified Person obliging him to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if GPAC determines that there is reasonable doubt as to such person's ability to make any repayment, GPAC shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of GPAC to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

D. Successors, Etc...

The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

ARTICLE XVI: DISSOLUTION

SECTION 1: DISSOLUTION

Resolution recommending that the corporation be dissolved may only be adopted by 3/4 vote of the Board of Directors, and directing that the question of dissolution be submitted to a vote of all swim families. Such vote may be at a regular or special meeting of the general membership. Notice of the forthcoming vote regarding dissolution shall be given to the members of the corporation twenty one (21) days prior to the meeting. Dissolution shall be adopted upon receipt of an affirmative vote by 2/3 of the members present who are in good standing. Upon adoption of a resolution to dissolve, the officers of the corporation shall execute a statement of intent to dissolve the corporation.

SECTION 2: DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization any assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that have qualified for exemption under Section 501(c) (3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this corporation.

Adopted: June 20, 1995 (General Membership Meeting)

Revised: October 20, 1998 (General Membership Meeting)

Revised: May 12, 2009 (General Membership Meeting)

Revised: February 15, 2011 (General Membership Meeting)

