

**BY-LAWS**  
**of**  
**The Greater New Orleans Country Club Swim League**

(For the purposes of this document, the term “*Director*” refers to members of the Greater New Orleans Country Club Swim League (GNOCCSL, Inc.) Board)

**ARTICLE I**  
**ARTICLES OF INCORPORATION**

The Greater New Orleans Country Club Swim League (GNOCCSL) is formed for the sportive purpose of developing competitive young swimmers and operating competitive Club level, and City Wide Swimming Meets in accordance with United States Swimming (USS) guidelines. The Limitations, Duration, and Board of Directors of GNOCCSL, Inc, sometimes hereinafter referred to as “the Corporation” are stated in its Articles of Incorporation.

**ARTICLE II**  
**PHYSICAL OFFICES**

**Section 1. Registered Office.** Greater New Orleans Country Club Swim League (GNOCCSL) shall be at a location to be determined by the Board of Directors. The registered office need not be identical with the principal office of the Corporation, and may be changed at any time by the Board of Directors.

**Section 2. Other Offices.** The Corporation may have such additional offices within the State of Louisiana as the Board of Directors may establish.

**ARTICLE III**  
**STRUCTURE**

**Section 1. Members.** The Corporation shall be a membership organization, and shall have members consisting of the designated representatives of participating Clubs. Clubs can be granted membership, or have their membership terminated, by a majority vote of the Board of Directors, upon the recommendation of either the Executive Committee or Competition Committee.

**Section 2. Stock.** The Corporation shall be organized on a non-stock basis.

**Section 3. Dissolution.** In the event that Greater New Orleans Country Club Swim League is dissolved, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal revenue code, or the corresponding section of any future federal tax code, or shall be distribute to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such

purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IV**

### **DIRECTORS**

**Section 1. General Powers.** Subject to the limitations contained within the provision of the Louisiana Non-Profit Corporation law (R.S. 12:201 et seq.), the Articles of Incorporation, these By Laws, and all policies established by the Corporation's Board of Directors, the Board of Directors shall set the policies of the Corporation, shall supervise, manage, and control the affairs and activities of the Corporation, and may adopt positions on issues of substance related to the purposes of the Corporation. All powers of this Corporation shall be exercised by, or under the authority of, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers, to wit:

- (1). To ratify the selection of and removal of the officers of the Corporation and to prescribe such powers and duties for them as may not be inconsistent with the Louisiana Non-profit Corporation law, the Articles of Incorporation, or these By Laws, and to employ, discharge, and fix the compensation of, other Corporation personnel.
- (2). To conduct, manage, control and establish policies concerning the affairs and business of the Corporation; to determine on an annual or other basis the substantive areas in which the Corporation's activities are to be concentrated; to establish on an annual or other basis the priorities of the Corporation; and to oversee generally the implementation of the Corporation's program.
- (3). To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefore, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Among the policies to be set by the Board shall be policies prescribing the obligations of Board members with respect to fundraising and financial contributions, attendance at Board meetings, and commitment of time and effort to the affairs of the Corporation.

**Section 2. Number and Qualification of Directors.** The authorized number of Directors, to be set by the Board of Directors, shall be no less than five (5), and no greater than eleven (11). The Corporation may also have one or more advisory Directors who shall have no voting power or authority but shall serve in an advisory capacity only.

**Section 3. Election and Term of Office.** The terms of the Board of Directors shall expire with the election and qualification of their successors, which shall occur during the league's annual meeting in April, with each member club, and each current Board Member being allowed to cast one vote. Directors may serve three consecutive terms.

**Section 4. Board Vacancies.** Any vacancies occurring in the Board of Directors shall be filled by the majority vote of the Directors then serving at an annual, regular, or special meeting called for that purpose. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. A Director elected to fill a vacancy resulting from an increase in the number of Directors shall serve until the next annual meeting of the Board of Directors.

**Section 5. Resignation and Removal.** Any Director may resign at any time by notifying the President or Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. After reasonable notice and an opportunity to respond, a Director may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving if in their judgment the best interests of the Corporation would be served.

**Section 6. Compensation.** Board Officers and Directors shall not receive any salaries or fees for their services as Directors, and shall be prohibited from serving the Corporation in any other capacity unless resignation from the Board occurs followed by a two-years lapse in service. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore or from being reimbursed for ordinary and necessary expenses that he or she may incur in transacting business on behalf of the Corporation.

**Section 7. Indemnification of Directors.** To the fullest extent permitted by law, the Corporation shall indemnify its Directors and Officers, or former Directors and Officers, against judgments and fines (whether civil, criminal, administrative, or investigative) and amounts paid in settlement, costs, and expenses (including reasonable attorneys' fees) actually and necessarily incurred by him or her in connection with the defense of any pending or threatened action, suit, or proceeding in which he or she is or may be made a party by reason of having been such Director or Officer, or acts or omissions committed within the scope of activity as a Director or Officer, provided that the Board of Directors determines that the person or persons to be indemnified reasonably believed that he or she was acting in the best interests of the Corporation, and did not act willfully, with gross negligence, or with fraudulent or criminal intent.

## **ARTICLE V**

### **OFFICERS OF THE BOARD**

**Section 1. Officers.** The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other Officers as may be appointed by the Board of Directors.

**Section 2. Election.** The league's membership shall elect the Officers bi-annually for a two (2) year term, with each club and current Director casting one vote. Each shall hold office until he or she resigns, is removed, or otherwise is disqualified to serve, or until his or her successor is elected. Officers may serve more than one term if re-nominated and re-elected. Vacancies (due to removal, resignation, disqualification, death, or otherwise) may be filled for

the unexpired portion of the term, or new offices created and filled, at any meeting of the Board of Directors, by majority vote of the Board of Directors.

**Section 3. Resignation and Removal.** Any Officer may resign his or her office at any time by notifying the Secretary in writing. Such resignation shall take effect on the date of receipt of such notice or at any other time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Officers may be removed at any time, for cause, by a vote of two-thirds (2/3) of the Board of Directors then serving if in their judgment the best interests of the Corporation would be served thereby.

**Section 4. President.** It shall be the duty of the President to preside over all meetings of the Board, and of the Executive Committee, and shall exercise and perform such other powers and duties as may be assigned to him or her from time to time by the Board or prescribed by these By-Laws.

**Section 5. Vice-President.** It shall be the duty of the Vice-President to, in the absence of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as required to conduct meetings and oversee the affairs of the Corporation.

**Section 6. Secretary.** The Secretary shall keep on behalf of the Corporation a Book of Minutes of all meetings of the Board of Directors, and the Executive Committee, and any committees having the authority of the Board of Directors. The Secretary may direct that a qualified member of the Board or staff of the Corporation carry out the secretary's responsibilities. The Secretary shall be the custodian of the corporate records of the Corporation, and, in general, shall perform all duties incident to the Office of Secretary, and the Board of Directors may from time to time assign such other duties as.

**Section 7. Treasurer.** The Treasurer shall ensure full and accurate accounts of receipts and disbursements, and shall serve as the agent of the Corporation for all designated bank accounts. The Treasurer shall be the custodian of the fiscal affairs of the Corporation, and in general, shall perform all duties incident to the Office of the Treasurer, and the Board of Directors may from time to time assign such other duties as.

## **ARTICLE VI**

### **COMMITTEES OF THE BOARD**

**Section 1. Executive Committee.** There may be an Executive Committee of the Board of Directors composed of all Officers, and one other Director as shall be elected (from the Board) to the Executive Committee by majority vote of the Executive Committee. Meetings of the Executive Committee may be called by the President, by any two members of the Executive Committee, or by the Board of Directors upon email notice or phone call to the members of the committee of the time, place and purpose of such meeting. Subject to any limitation imposed by law, the Articles of Incorporation or by resolution of the Board of Directors, the Executive Committee is empowered to authorize the initiation of any action or activity by the Corporation, or interpret and communicate the position of the Corporation on issues related to the Corporation's purposes and activities, where in its judgment an urgent situation exists which

requires prompt action on the part of the Corporation. The Executive Committee also may conduct other business of the Corporation requiring urgent attention, provided that it does not take any action contrary to any policy adopted by the Board.

**Section 2. Other Board Committees.** In addition to the Executive Committee that is established by these By Laws, the Board of Directors may create and organize itself into other Committees, and may include persons who are not Directors in order to better fulfill its responsibilities to the Corporation. Any such Committee shall not be authorized to act on behalf of the Corporation, but shall serve solely in an advisory capacity in making such recommendations to the Board of Directors as it concludes are desirable or expedient, *unless the Board decides to grant Decisive Power to any such committee*. All committees shall be chaired by an individual who is appointed by the President. Each Committee Chair shall have the privilege of selecting individuals to serve on his/her own Committee subject to the approval by the President. Should the President reject a Committee Chair's committee member nominee, it shall be for *reasonable cause* only.

2.a. Standing Committees. The following shall be standing committees:

i. Executive

a. As delineated in Article VI, Section 1

ii. Finance

a. To assist the Treasurer regarding any financial matter that may come before the Board

iii. Competition

a. *Determines the rules by which Competitions (Meets) shall be organized and run*

b. Determines the positions, duties, and roles of Competition (Meet) Officials

c. *In matters of dispute between member clubs, the Competition Committee shall serve as the arbitrator of record and has the right to make binding decisions and sanctions (inclusive of fines and/or disqualifications) based on the findings made, subject to approval by the President.*

i. *Should the Competition committee be deadlocked, then the League President shall be the final arbiter on the issue*

d. Hear Appeals to Meet Referee decisions made "on the deck".

i. The decision of the Competition Committee shall be final, subject to approval by the President

ii. Should the Competition committee be deadlocked, then the League President shall be the final arbiter of the issue

iv. Nominating and Governance

a. The Nominating and Governance Committee shall nominate Officers to the Board and from time to time

nominate individuals to replace members who have resigned from or been removed from Office or the Board

- b. Shall determine policy by which the Board governs itself and the League. Such policy determinations shall be referred to the Board for final approval and enactment

v. Legal

- a. The Legal Committee shall address pending or future legal actions that impact the Board or the League as a whole.

## **ARTICLE VII**

### **MEETINGS OF THE BOARD**

**Section 1. Annual, Regular, Special and Committee Meetings.** All annual, regular, special and committee meetings of the Board of Directors shall be held in accordance with *GNOCCSL Board established guidelines and policies*.

**Section 2. Regular Meetings.** The Board of Directors shall meet at least quarterly, and no more than six (6) times annually at a meeting location to be determined by the President of the Board, and within the greater New Orleans area.

**Section 3. Special Meetings.** Special meetings of the Board of Directors for any purpose may be called at any time by the President or by any three members of the Executive Committee, or by any group of Directors comprising at least one-third [1/3] of the Board of Directors then serving. The person or persons calling a meeting shall make contact either through email or telephone at least three (3) days before the desired meeting specifying the purpose of the meeting, the date, time and location of the meeting.

**Section 4. Committee Meetings.** Written notice of the date, time and place of all Committee meetings shall be sent to each Director, either personally, by mail or by email.

**Section 5. Quorum.** A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or any specified item of business. Except as otherwise provided by these Bylaws, the vote of a majority of the Board of Directors present at the time of the vote, if a quorum is present, shall be the final determination of the Board.

**Section 6. Manner of Acting.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, or of the Executive Committee, except where these By Laws require decisions by a majority or more of the Directors presently serving.

**Section 7. Rules of Order.** When not in conflict with any of the provisions of these Bylaws, Robert's Rules of Order (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board.

**Section 8. Order of Business.** The order of business for regular meetings of the Board may be conducted as follows:

- roll call
- approval of minutes

## **ARTICLE VII: MEETINGS OF THE BOARD: Section 8 (cont.)**

- old business
- reports and recommendations of committees
- reports and recommendations of the President
- new business and action items
- remarks from board members
- remarks from audience participants before an issue to be voted upon is resolved

**Section 9. Meetings.** The President of the Board shall prepare and forward to each Director of the Board a tentative Agenda for the meeting no less than *seven days* prior to any official Board meeting. At his or her discretion, the President of the Board may place a particular item or subject on the Agenda upon the request of any Director of the Board. Additionally, if 72 hours prior to a scheduled meeting, a majority of the Board concurs that a particular item or subject should be placed on the Board's Agenda, determined by the poll conducted by the President, the item or subject shall be placed on the Agenda. All matters requiring action by the Board, however, may be acted upon even though not carried on the agenda, if agreed upon by 2/3rds of the Directors present.

**Section 10. Public Comment.** Individuals or delegations who desire to speak on an Agenda item before that item is discussed and voted upon by the Board may do so by submitting a fully completed and signed "speaker's card" and submitting it to the President of the Board or Secretary of the meeting prior to the start of the Board meeting and up until the roll call. After roll call has begun, any further requests to address the Board may be denied at the Board's discretion. In the case of a delegation wishing to address the Board, each delegation shall select one of its members to be its speaker and identify the speaker on the submitted speaker's card. Comments by any speaker shall be strictly limited to the Agenda item before the Board. Scheduled and unscheduled comment periods shall be limited to a total of one half-hour (30) minutes with individual speakers limited to three (3) minutes at the discretion of the Board. Speakers shall refrain from making accusatory or defamatory comments about individuals by name. Speakers who violate this policy may be denied the opportunity to continue to address the Board during that meeting. Each speaker may address the Board only once per meeting.

**Section 12. Board Minutes:** The Minutes of the meetings of the Board shall record official action taken upon motions or resolutions that are voted upon by the Board, and may contain a summary or report of the pertinent discussion. In all cases when the action is not by a unanimous vote, the "ayes" and "nays" and abstentions of the individual Directors shall be recorded upon the request of any Director of the Board. The Minutes of the meeting become official only when completed by the Secretary of the Board and approved by the Board. A copy of the approved Board Minutes shall be posted on GNOCCSL's website for public consumption within 72 hours after each Board meeting.

## **ARTICLE VIII**

### **MISCELLANEOUS**

**Section 1. Tax Returns and Financial Statements.** The Corporation shall timely file its annual federal income tax as required by the tax regulations and instructions.

**Section 2. Execution of Documents.** The Board of Directors may authorize any Officer or Officers, Agent or Agents to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, Agent, or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**2.a. Financial Disbursements**

- i. Only the President and/or Treasurer may sign Bank Drafts to disburse funds
- ii. The President and Treasurer shall be notified of any disbursement.
- iii. The maximum amount of disbursement prior to Board Approval shall be \$ 500.00. Beyond that amount, a majority of the Board must approve any disbursement of League funds

**Section 3. Inspection of By-laws.** The Corporation shall keep in its principal office the original or a copy of these By Laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Board of Directors at all reasonable times during office hours.

**Section 4. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of May and end on the last day of April unless otherwise determined by the Board of Directors.

**Section 5. Accountant.** The Corporation shall have the right to have an accountant.

**Section 6. Policies and Procedures.** Any action by the Board of Directors establishing policy or methods of procedures, administrative, business, academic or otherwise not contained in these Bylaws shall be known as "Policies and Procedures of the GNOCCSL Board of Directors." Policies and procedures of the Board of Directors may be adopted by the Board or may be amended or repealed, in whole or in part, at any meeting of the Board in accordance with law.



**ARTICLE IX**  
**ARTICLES OF INCORPORATION AND BYLAWS**

**Section 1. Adoption.** The Articles of Incorporation or these By-laws shall be adopted by a majority vote by the initial Board of Directors.

**Section 2. Alteration, Amendment, or Repeal.** The Articles of Incorporation or these By-laws may be altered, amended, or repealed by the vote of a two-thirds majority of the Directors of the Corporation presently serving.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 2011. I certify that the foregoing By Laws of GNOCCSL, Inc. were approved and adopted by and on behalf of the Corporation by its Board of Directors on \_\_\_\_\_, 20\_\_\_\_, and are currently in effect.

Date: \_\_\_\_\_, 2011

\_\_\_\_\_  
Secretary