

# **MONTGOMERY ANCIENT MARINERS, INC. BY-LAWS**

**(As amended and approved 14 Feb 2024)**

## **ARTICLE I Office**

**SECTION 1. *Principal Office.*** The principal office of the Corporation shall be in the State of Maryland.

**SECTION 2. *Other Offices.*** The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

## **ARTICLE II**

### Members

**SECTION 1. *Annual Meeting.*** The annual meeting of the members of the Corporation shall be held no later than November 15th of each year for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

**SECTION 2. *Special Meetings.*** Special meetings of the members may be called at any time for any purpose or purposes by the President, or by a majority of the Board of Directors, and shall be called forthwith by the President, or any director of the Corporation upon the request in writing of a majority of all the members entitled to vote on the business to be transacted at such meeting, Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of the meeting.

**SECTION 3. *Place of Holding Meetings.*** All meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

**SECTION 4. *Notice of Meetings.*** Written notice of each meeting of the members shall be emailed, mailed, postage prepaid, or hand delivered by the Secretary or other designated officer of the Corporation, to each member of record entitled to vote thereat at least five (5) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

**SECTION 5. *Quorum.*** The presence in person or by proxy of at least ten members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

**SECTION 6. *Conduct of Meetings.*** Meetings of members shall be presided over by the President of the Corporation or, if the President is not present, by the Vice President, Secretary, or Treasurer, in that order, or, if none of said officers is present, by a chairman to be elected at the meeting. The presiding officer of the meeting may appoint a person to act as Secretary of the meeting.

**SECTION 7. *Voting.*** At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member, which shall not be dated more than three (3) months prior to said meeting. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

**SECTION 8. *Identity of Members.*** The members of the Corporation shall be composed of its Coach and those members who are registered with United States Masters Swimming, Inc. ("USMS") and have registered with and paid the annual membership dues to the Corporation. No other restrictions on membership shall be imposed by the Corporation.

**SECTION 9. *Directors as Members,*** The Board of Directors of the Corporation must be members of the Corporation.

### **ARTICLE III Board of Directors**

**SECTION 1. *General Powers.*** The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation, the officers and committee members appointed by the Directors and the Coach.

**SECTION 2. *Number and Term of Office.*** The number of directors shall be five (5) or such other number, but not less than three (3), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The directors shall serve for a period of one (1) year or until the next annual meeting. At each annual meeting, the successor directors shall be elected to hold office for a term of one (1) year.

**SECTION 3. *Nomination and Election of Directors.*** The Board of Directors, or Nominating Committee, if one is created, may decide upon and present a slate or slates of nominees to the members of the Corporation for the election of directors at the Annual Meeting. Any member who desires to be considered for election to the Board of Directors may be included in the slate of nominees presented at the Annual Meeting.

**SECTION 4. *Filling of Vacancies.*** In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of the director's successor, or until the director shall be removed, prior thereto, by an affirmative vote of a majority of the members.

Similarly and in the event of the number of directors being increased as provided in these By- Laws, the additional directors so provided for shall be elected by a majority of

the entire Board of Directors already in office, and shall hold office until the next annual meeting of members.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of the members regularly called for the purpose.

**SECTION 5. *Place of Meeting.*** The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the state of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone, video conference or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation law.

**SECTION 6. *Regular Meetings.*** Regular meetings of the Board of Directors may be held at such time and place, and upon such notice, as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

**SECTION 7. *Special Meetings.*** Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing or faxing the same at least three (3) days prior to the meeting to each director; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

**SECTION 8. *Quorum.*** A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these By-Laws.

**SECTION 9. *Attendance at Meetings and Voting.*** Meetings of the Board of Directors shall be open and any member may attend. Any member who attends a meeting of the Board of Directors shall be entitled to vote on all resolutions presented at the meeting except any resolution pertaining to the election of officers. The passage of any resolution presented at the meeting shall require an affirmative vote of a majority of all directors and other members that are present at the meeting.

**SECTION 10. *Compensation of Directors.*** Directors shall not receive any salary for their services as such, but each director shall be entitled to receive from the Corporation

reimbursement of the expenses incurred by each director in performing any of their services to the Corporation as a director.

**SECTION 11. *Nominating Committee.*** The Board of Directors may elect a Nominating committee.

**SECTION 12. *Committees.*** The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors.

#### **ARTICLE IV Officers**

**SECTION 1. *Election, Tenure and Compensation.*** The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The officers shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members, The President, Vice President, Secretary and Treasurer shall be directors and the other officers may, but need not be, directors. Officers shall not receive any salary for their services as such, but shall be entitled to receive reimbursement of any expenses incurred by them in performing their services to the Corporation.

In the event that any office other than an office required by law shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

All officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors or of the officers appointing them.

**SECTION 2. *Powers and Duties of the President*** . The Board of Directors may appoint a president. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. The President shall preside at all meeting of the members. In the event more than one President shall be appointed by the Directors, all Presidents shall share the power and duties of a Chief Executive Officer jointly.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be *ex officio* a member of all the standing committees. The President shall do and perform such other duties as may, from time to time, be assigned to The President by the Board of Directors.

**SECTION 3. *Powers and Duties of the Vice President.*** The Board of Directors may appoint a Vice President and may appoint more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such

other duties as may be assigned to the Vice President by the board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

**SECTION 4. *Secretary.*** The Board of Directors may appoint a Secretary. The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of the Secretary's absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings of the members and of the directors in books provided for that purpose, and the Secretary shall perform such other duties as may be assigned to the Secretary by the directors or the President. The Secretary shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

**SECTION 5. *Treasurer.*** The Board of Directors may appoint a Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and the Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors, whenever either of them so requests, an account of all transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of the office and for the restoration to the Corporation in case of the Secretary's death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in the Secretary's possession or under the Secretary's control belonging to the Corporation.

The Treasurer shall perform all duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

**SECTION 6. *Records Keeper.*** The Board of Directors may appoint a Records Keeper. The Records Keeper shall maintain the records of the times of the members from swimming meets attended by the members during the year. Once a year the Records Keeper shall distribute the records to the members.

**SECTION 7. *Liason to PVMS Committee.*** The Board of Directors may appoint a Liason to PPVMS Committee, who shall attend the meetings of the Potomac Valley Masters

Swimming Committee ('PVMS") as a representative of the Corporation. Within 30 days after each meeting of the PVMS Committee the Liason to PVMS Committee shall report to the Board of Directors on the matters addressed at the meeting.

## **ARTICLE V**

### **Coach**

**SECTION 1. Coach.** The Corporation shall have a Coach. The Coach, who shall be selected and hired by the Montgomery County Department of Recreation, shall provide coaching to the members of the Corporation at their regular swim practices.

## **ARTICLE VI Corporate Seal**

**SECTION 1. Seal.** The Corporation may obtain a corporate seal, which shall have inscribed thereon the name of the Corporation and the year of its organization.

## **ARTICLE VII**

### **Bank Accounts and Loans**

**SECTION 1. Bank Accounts.** Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies, as shall from time to time be designated by the Board of Directors, and to withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders of the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

**SECTION 2. Loans.** Such officers of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors shall, from time to time, designate, and to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof, as such officers or agents shall deem proper.

## **ARTICLE VIII**

### **Miscellaneous Provisions**

**SECTION 1 . *Fiscal Year.*** The fiscal year of the Corporation for accounting purposes shall end on the last day of August.

**SECTION 2. *Notices.*** Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member it shall not be construed to mean personal notice, but in the event personal notice is not actually received, the notice shall nevertheless be sufficient if given in writing, by email, mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer or director at such address as appears on the books of the Corporation. Any member, director or officer may waive any notice required to be given under these By-Laws.

**SECTION 3.** Notwithstanding anything contained in these By-Laws to the contrary, none of the officers or directors shall have any authority to take any action on behalf of the Corporation that constitutes a violation of the By-Laws of the Potomac Valley Masters Swim Committee or the rules and regulations of United States Masters Swimming, Inc.

## **ARTICLE IX Amendments**

**Amendment of By-Laws.** The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.

## **ARTICLE X**

### **indemnification**

**SECTION 1. *indemnification of Directors and Officers.*** The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by the laws of the State of Maryland.

**SECTION 2. *indemnification of Employees and Agents.*** With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the laws of the State of Maryland.