

BYLAWS OF
ROCKFORD WATER POLO CLUB, INC.
A Michigan Non-Profit Corporation

ARTICLE I
PURPOSE, MEMBERSHIP AND DISSOLUTION

Section 1. *Purpose.* Rockford Water Polo Club, Inc. (hereafter "RWPC") is organized for educational, literary and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, to support the educational, literary and scientific activities (including extra-curricular activities) of the Rockford Public Schools.

RWPC shall only carry on activities permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code, by an organization permitted to receive tax-deductible contributions under section 170(c)(2) of the Code, and by a nonprofit corporation organized under the Michigan Nonprofit Corporation Act, as amended.

RWPC shall not carry on any activities involving propaganda or attempts to influence legislation; and shall not participate or intervene in any political campaign of any candidate for public office.

None of RWPC's assets shall inure to the benefit of the its directors, officers, or other private individuals. However, this provision shall not limit RWPC's ability to distribute assets in furtherance of its purposes, to pay reasonable compensation for services rendered to it or to reimburse expenses incurred on its behalf.

Section 2. *Membership.* The membership of RWPC shall consist of, and be limited to, the parents of minor children who, in the next academic year following the RWPC annual meeting, will be (1) 9th through 12th grade students in the Rockford Public Schools, and (2) members of the Rockford Public Schools men's interscholastic water polo teams.

Section 3. *Dissolution.* If and when RWPC is dissolved, and after paying or making provision for payment of all its liabilities, any remaining assets shall be distributed to the Rockford Public Schools (or one or more of the individual schools which are part of the Rockford Public School District) in such amounts as the members, in their discretion, may determine. If at the time of the distribution, the Rockford Public Schools is no longer a governmental organization and is not an exempt organization under section 501(c)(3) of the

Code, or to the extent that, for any reason, the members in their discretion determine that a distribution of assets to any of the schools is not appropriate, the remaining assets shall be distributed to one or more organizations organized and operated exclusively for one or more educational, literary or scientific purposes under section 501(c)(3) of the Code in such amounts as the members, in their discretion, may determine.

ARTICLE II AFFILIATION WITH RPBO

Section 1. *Affiliation.* RWPC shall be an affiliate of Rockford Parent & Booster Organizations (hereafter "RPBO"), a Michigan non-profit corporation. An ~~officer~~ A member of the RWPC Board of Directors shall serve as a director of RPBO for as long as the ~~officer~~ RWPC board member holds that ~~officer~~ position in RWPC.

Section 2. *General Supervision.* RWPC shall be subject to the general supervision of RPBO.

Section 3. *Group Exemption Letter.* RWPC shall authorize RPBO to include it in an application to the Internal Revenue Service for a group exemption letter. The authorization shall be a written authorization, signed by the president of RWPC and submitted to RPBO.

Section 4. *Federal Employer Identification Number.* RWPC shall obtain its own Federal employer identification number ("EIN"), and shall use this number for all bank accounts and other financial matters.

Section 5. *Notice Of Information Change.* RWPC shall provide RPBO with a written statement of RWPC's name, street / mailing address and EIN, and written notice of any changes.

ARTICLE III DIRECTORS

Section 1. *Number, Qualification And Term Of Office.* RWPC's business, property and affairs shall be managed and controlled by a Board of Directors ("the Board") comprised of ~~eight (8)~~ eleven (11) members, as follows

- a. two (2) parents of minor children who in the next academic year following the RWPC annual meeting will be 9th grade students in the Rockford Public Schools and members of the Rockford Public Schools men's interscholastic water polo teams;

- b. ~~two (2~~ three (3) parents of minor children who in the next academic year following the RWPC annual meeting will be 10th grade students in the Rockford Public Schools and members of the Rockford Public Schools men's interscholastic water polo teams;
- c. ~~two (2~~ three (3) parents of minor children who in the next academic year following the RWPC annual meeting will be 11th grade students in the Rockford Public Schools and members of the Rockford Public Schools men's interscholastic water polo teams; and,
- d. ~~two (2~~ three (3) parents of minor children who in the next academic year following the RWPC annual meeting will be 12th grade students in the Rockford Public Schools and members of the Rockford Public Schools men's interscholastic water polo teams.

Only one (1) parent from the same family unit may serve as a director at the same time. Directors shall be elected at each annual meeting and shall hold office for the term for which elected and until each successor is elected.

Section 2. *Vacancies*. In the event of a vacancy, the Board shall appoint a current qualified member to fill such vacancy for the balance of the unexpired term and until his or her successor is elected.

Section 3. *Action By Written Consent*. If all of the directors severally or collectively consent in writing to any action, such action shall be as valid an action as though it had been authorized at a meeting of the Board.

Section 4. *Power To Make By-Laws*. The Board shall have power to make and alter these By-laws only as provided in Article IX hereafter.

Section 5. *Compensation*. No compensation shall be paid to any director without approval of the membership at the annual meeting.

ARTICLE IV OFFICERS

Section 1. *Election Of Officers*. At a meeting held immediately after the RWPC annual meeting, the Board shall elect a President, a Vice President, a Secretary and a Treasurer from its members.

Section 2. *Term Of Office.* An officer's term shall begin ~~May~~ June 1 following the Board meeting at which he or she is elected and shall continue until the next annual meeting and until his or her successor is elected and takes office. All outgoing officers must transfer all RWPC documents and records in their possession to their successors not later than ~~May~~ June 1 following the annual meeting.

Section 3. *President.* The President shall be the chief executive officer, shall (i) have the general duty and authority to manage the affairs of RWPC in accordance with the directives of the members, (ii) preside over and conduct all meetings of RWPC, and, (iii) see that all orders and resolutions of the Board are carried into effect. He or she shall be an *ex officio* member of all committees and shall have the powers and duties of supervision and management usually vested in the office of President of a corporation. The President shall also have such other duties and authority as the Board may delegate to him or her.

Section 4. *Vice-President.* The Vice-President shall perform the duties and exercise the authority and powers of the President in the absence or disability of the President. The Vice-President shall also have such other duties and authority as the Board may delegate to him or her.

Section 5. *Treasurer.* The Treasurer shall be the chief financial officer of RWPC and shall have the duty and authority to manage its finances in accordance with the directives of the Board. The Treasurer shall (i) have custody of all RWPC funds, depositing them in RWPC's name in such depositories or accounts designated by the Board, (ii) shall disburse RWPC funds as necessary, with proper invoices or vouchers for such disbursements, (iii) keep full and accurate books and records belonging to RWPC of all RWPC financial transactions, (iv) prepare an annual budget and present it for approval at the annual meeting, (v) prepare periodic financial statements as requested by the Board or as otherwise required by these Bylaws, and (vi) present a complete fiscal year financial report at each annual meeting. The Treasurer shall also have such other duties and authority as the Board may delegate to him or her.

If required by the Board, the Treasurer shall deliver to the President and keep in force a bond, in form, amount and with a surety or sureties satisfactory to the Board, conditioned upon faithful performance of his or her duties and restoration to RWPC in case of his or her death, resignation, retirement or removal from office, of all RWPC books, papers, records and funds in his or her possession or under his or her control.

Section 6. *Secretary.* The Secretary shall (i) keep minutes of the proceedings at all RWPC meetings and records of all other significant actions taken by the members, (ii) prepare and retain a current register of the names, mailing addresses, e-mail addresses and telephone numbers of all RWPC members, and (iii) give notice of all meetings of RWPC. The Secretary shall also have such other duties and authorities as the Board may delegate to him or her.

Section 7. *Compensation.* No compensation shall be paid to any officer without approval of the membership at the annual meeting.

Section 8. *Removal Of Officers.* Any officer may be removed by the Board whenever in the judgment of the Board said officer has acted in conflict with or violation of purposes of RWPC or its By-Laws, rules or regulations.

Section 9. *Executive committee.* The President, Vice-President, Treasurer and Secretary constitute the ~~GWPC~~ RWPC Executive Committee, which shall have all of the authority of the Board between meetings, including but not limited to filling a vacancy in any office for the remainder of the unexpired term of office prior to election at the next Board meeting. However, the Executive Committee may not:

- (a) adopt, amend or repeal the Articles of Incorporation or Bylaws;
- (b) elect or remove any elected officer;
- (c) amend or repeal any resolution or other action of the Board;
- (d) authorize non-budgeted expenditures in excess of \$1,000.

ARTICLE V MEETINGS OF MEMBERS

Section 1. *Annual Meeting.* RWPC shall hold an annual meeting of its members during ~~April~~ May each year for the election of directors, review of financial reports, approval of budgets and transaction of any other business properly presented at the meeting. Notice of the annual meeting shall be given in writing to RWPC's members at least seven (7) days before the meeting. If for any reason the annual meeting is not be held on the day designated, such meeting may be called and held as a special meeting, and the same proceedings may be had as at an annual meeting, provided that the notice of such meeting shall be the same as herein required for the annual meeting.

Section 2. *Regular Meetings.* RWPC may hold regular meetings of its members from time to time during the academic year (September-May) as determined by the Board. Notice of regular meetings shall be given in writing to RWPC's members at least seven (7) days before the meeting.

Section 3. *Special Meetings.* The President or any two officers may call a special meeting of RWPC members at any time. Notice of special meetings shall be given in writing or by telephone to the RWPC members at least three (3) days before the meeting.

Section 4. *Location Of Meetings.* All meetings of RWPC members shall be held at the Rockford High School unless a different location is specified in the notice of meeting. The President may specify a different location within the Rockford Public Schools District.

Section 5. *Content Of Notice.* The notice of a meeting must specify the day, date, time and location of the meeting. The notice of a special meeting must also state the purpose of the meeting. The notice of an annual or regular meeting need not state the purpose of the meeting, unless amendment of the bylaws is an agenda item.

Section 6. *Waiver Of Notice.* A meeting of RWPC members may be held at any time or place, without notice, if all members waive notice of the meeting. Attendance at a meeting shall be deemed to be a waiver of notice unless attendance is merely for the purpose of objecting to the lack of notice.

Section 7. *Quorum.* A majority of the members, or a minimum of 20 members, whichever is less, shall constitute a quorum for transacting business at any RWPC meeting. If less than a quorum is present, a majority of those present may adjourn the meeting from time to time without further notice until a quorum is present.

Section 8. *Required Vote.* Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all action by RWPC members requires the affirmative vote of a majority of the members who are present and voting.

Section 9. *Proxies.* A member may vote only in person and not by proxy.

ARTICLE VI MEETINGS OF THE BOARD

Section 1. *Regular Meetings.* Regular meetings of the Board shall be held as deemed necessary by the President or a majority of the Board; provided, however, that at least two meetings shall be held in each year. Unless otherwise determined by the Board, one meeting shall be held immediately following the annual meeting of RWPC members, and another meeting shall be held prior to November 1, on or before date determined by the last week of August of each year Board. Notice of the time and place of such meetings shall be delivered to all directors at least seven (7) days before the meeting.

Section 2. *Special Meetings.* Special meetings of the Board may be held at any time upon call by the President or a majority of the Board. The Board may hold a meeting at any time and for any purpose without notice when all directors are present. Notice of the time and place of such meetings shall be delivered to all directors at least three (3) days before the meeting. Any director may waive such notice in writing and shall be deemed to have waived notice by attendance at any meeting.

Section 3. *Place Of Meeting.* The directors may hold their meetings in such places within the Rockford Public Schools district as the President or a majority of the Board may from time to time determine.

Section 4. *Quorum.* A majority of the Directors shall constitute a quorum.

ARTICLE VII FINANCIAL MATTER

Section 1. *Fiscal Year.* The RWPC fiscal year, for tax and financial accounting purposes, shall be the same as the fiscal year of RPBO. If RPBO changes its fiscal year, RWPC shall change its fiscal year to correspond.

Section 2. *Compensation And Expenses Of officers.* All officers and directors shall serve without compensation other than reimbursement of actual, reasonable and necessary expenses incurred on behalf of RWPC or otherwise in their capacities as officers or directors. However, expenses in excess of \$1,000 incurred on behalf RWPC, or otherwise incurred by an officer or director in his or her capacity as an officer or director, may be reimbursed only after they have been approved by the affirmative vote of a majority of members entitled to vote, not including the officer or director to be reimbursed, at the annual meeting, a regular meeting or a special meeting

called for that purpose; and if the vote is taken after the expenses have been incurred, the members may, in their discretion, vote to deny reimbursement.

Section 3. *Budgets And Grant Proposals.* The annual budget must be approved by the affirmative vote of a majority of the members entitled to vote at the annual meeting.

Section 4. *Checks.* All checks, drafts and orders for payment of money shall be signed in the name of RWPC and shall be countersigned by such officers as the Board shall from time to time designate for that purpose.

Section 5. *Contracts And Instruments.* When the execution of any contract or other instrument has been authorized without specification of the executing officers, the Board shall have the power to designate which officers have authority to execute any contract or instrument on behalf of RWPC.

Section 5. *Periodic Financial Reports And Other Information.* RWPC shall provide periodic reports of fund-raising activities, receipts and disbursements, and assets and liabilities, to RPBO. The reports shall be provided monthly, as requested by RPBO, and shall be provided in a format established by RPBO for this purpose. RWPC shall also provide all other information about its affairs at the request of RPBO for any appropriate purpose, and shall provide the information in the form requested by RPBO.

Section 6. *Tax Liabilities And Other Expenses.* RWPC shall provide RPBO with funds for the payment of sales, use, and other tax liabilities attributable to RWPC at least three (3) days before the tax liabilities are due and payable. RWPC shall indemnify RPBO for all loss and expense (including legal and accounting expenses) resulting from tax liabilities attributable to RWPC. RWPC shall also reimburse RPBO for a fair share of RPBO's operating expenses, if any, as determined by the RPBO board of directors.

ARTICLE VIII AMENDMENT OF BYLAWS

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the RWPC members entitled to vote at the annual meeting or any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the Board if the amendment, alteration, change, addition or repeal is proposed at a regular or special meeting of the Board and adopted at a

subsequent regular meeting; provided, that any By-Laws made by the affirmative vote of a majority of the Board as provided herein may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the RWPC members present at the annual meeting or any regular or special meeting of the members.

ARTICLE IX
NOTICE

All written notices required or permitted to be given to a member may be given by regular mail, posting, e-mail, publication or in any other manner intended to ensure receipt under the circumstances.

These by-laws were adopted by the RWPC Board of Directors effective _____, 2018, subject to approval at the annual members' meeting in April 2019.

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