

BYLAWS OF
BLUFF CITY WATER POLO (BCWP)

Article I. NAME, AFFILIATION AND LOCATION

Section 1.01 Name. The name of this organization is Bluff City Water Polo (BCWP).

Article II. PURPOSE AND OBJECTIVE

Section 2.01 Purpose. BCWP shall develop a charitable, educational organization within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future U.S. internal revenue law as may be modified or amended from time to time).

Section 2.02 Objective. To foster growth and participation in the sport of Water Polo in Memphis, Tennessee and the surrounding region.

Section 2.03 Governing Instruments. BCWP is to be incorporated in Tennessee in accordance with its articles of incorporation and these bylaws.

Article III. MEMBERSHIP

Section 3.01 Members. To be a member of BCWP an individual must:

- (a) be current with his or her membership dues, and
- (b) have signed a legal and binding waiver stating they are fit to participate and they will hold the club and its officers harmless for any and all claims arising from participation in any BCWP event.

Section 3.02 Voting Eligibility. Each member must be a current, active member at the time of the vote to be eligible to vote.

Section 3.03 Annual Meeting. Members will be invited to an annual meeting to elect Board Directors.

Section 3.04 Suspension and Termination. Any member can be suspended or terminated by the Board by a three quarters vote for any reason.

Article IV. BOARD OF DIRECTORS

Section 4.01 Directors and Officers. The affairs of BCWP shall be governed by a Board of Directors (hereinafter referred to as the "Board"). The Board shall be comprised of at least three and no more than seven people. The Board shall elect Directors to the officer positions described in Section 4.05.

Section 4.02 Voting. All motions require a majority of a quorum of the Board to pass.

Section 4.03 Election of Directors.

- (a) Directors will be elected by the members at the annual meeting.
- (b) In order to be eligible for a Board position, one must be over the age of twenty-one.

Section 4.04 Powers and Duties of the Board. The duties of the Board include, but are not limited to:

- (a) Collecting membership dues;
- (b) Ensuring all members have signed all appropriate paperwork;
- (c) Adopting and enforcing BCWP rules and policies;
- (d) Establishing reasonable safeguards for entering into contractual obligations and spending of funds.

Section 4.05 Powers and Duties of Officers. Officer positions shall be served in one-year terms. There is no limit to the number of terms a Board member may serve in a particular position.

- (a) President. The President shall preside over all Board meetings as Chair. The President is responsible for ensuring that the decisions of the Board are fulfilled, and that the responsibilities of each Board member are properly discharged.
- (b) Vice-President. The Vice-President (VP) shall act as a substitute for the President whenever necessary.
- (c) Secretary/Treasurer. The Secretary/Treasurer is responsible for recording the minutes of all meetings of the Board and of the general membership and ensuring all necessary documentation is kept up to date.

Section 4.06 Removal of Directors. At a regular or special meeting duly called, any director may be removed for cause by the affirmative vote of three-quarters of a quorum the BCWP membership of record and a successor may then and there be elected to fill the vacancy thus created.

Section 4.07 Board Meetings. The Board shall meet from time to time as deemed necessary to discuss business relevant to BCWP. A quorum of Board members is required to conduct business.

Article V. LIABILITY AND INDEMNIFICATION OF DIRECTORS

Section 5.01 Liability and Indemnification. The officers and directors of BCWP shall not be liable to the members for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of BCWP shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of BCWP, and BCWP shall forever hold each officer and director free and harmless against any and all liability to others on account of any such contract or commitment.

Article VI. AMENDMENT

Section 6.01 Amendment. These Bylaws may be amended by the affirmative vote of no less than three quarters of a quorum of the membership present at a duly noticed meeting. All proposed amendments must be submitted to the Secretary and present on the agenda at least one week in advance of duly noticed meetings.

Article VII. COMPLIANCE - INTERPRETATION

Section 7.01 Compliance and Interpretation. Any disputes with regard to the interpretation of these Bylaws shall be resolved by a majority of the vote of the Board.

Article VIII. RATIFICATION OF BYLAWS

Section 8.01 Ratification. To be ratified, these Bylaws must be approved by a majority of members (as deemed by the current Board) who attend a meeting called by the Board.

These Bylaws are certified to have been adopted by a majority of the members on the 5th day of March, 2016.

Amended sections 4.01 (replaced “members” with “people”) and 4.03b (removed one year membership requirement) on October 22, 2016.

DEFINITIONS

A QUORUM OF THE MEMBERSHIP is defined as greater than half (50%) of the membership.

A QUORUM OF THE BOARD is defined as greater than half (50%) of the Board of Directors.

Secretary