

**Bylaws of the Long Reach Marlins, Inc.**  
Approved at March 20, 2025 Founding meeting

The Long Reach Marlins, Incorporated (“LRM”) is a non-profit corporation established to support the youth swim team that is based at the Kendall Ridge Pool (KRP) in Columbia, Maryland (the “Marlins”) and their families. LRM is administered by the Long Reach Marlins Board of Directors (the “Board”). [The Columbia Association (“CA”) administers the swim team at KRP as part of the Columbia Neighborhood Swim League (“CNSL”) program, providing pool facilities and management, lifeguards and coaching staff for the team. CNSL is a summer activity generally occurring between May and July each year.] LRM and CA collaborate in many activities. LRM, Inc. is a corporate entity, separate and distinct from CA.

**I. NAME**

This organization shall be known as Long Reach Marlins, Inc. (“LRM”).

**II. MISSION & OBJECTIVES**

The Long Reach Marlins, Inc. provides support in the form of events, organization, teambuilding, fundraising and volunteer labor to promote the sport of competitive youth swimming to help swimmers grow in the sport, to learn life skills, promote and strengthen a sense of friendship, comradery and community, and to encourage swimming as a lifetime activity.

The objectives of LRM are to:

- A. Encourage and support youth swimmers, parent, family and community participation in LRM activities and CNSL swim meets.
- B. Organize, execute and promote fundraisers and events in support of the continued operation of LRM.
- C. Organize, execute and promote social and recreational gatherings for LRM members, their families and friends to facilitate good fellowship and social cooperative spirit in swimming and the LRM.
- D. LRM focuses the efforts listed herein on the swimmers, coaches, families and community associated with the CNSL swim team based at KRP.

**III. MEMBERSHIP & RESPONSIBILITIES**

- A. **Membership** – Members of LRM (“LRM members”) shall include any swimmer registered on the CNSL team based at the Kendall Ridge Pool, their parent(s), grandparent(s), immediate family members and legal guardian(s) of such swimmer.
- B. **Responsibilities** - Members must have volunteered or be scheduled to volunteer in at least one (1) swim team activity per calendar year to maintain membership in good standing.
- C. **Rights and Privileges** - Each adult (18 years of age or older) member in good standing shall have the right to vote for Board positions and to hold office.
- D. **General Right to Vote for Board Positions** - In annual elections for Board members, each adult member in good standing is entitled to cast one vote for each position to be elected. These votes are non-cumulative; that is, each member can cast at most one vote per Board position up for election.
- E. **LRM is an inclusive and welcoming community.** We do not discriminate against any person on the basis of race, color, sex, gender, gender identity, sexual orientation, religion, age, marital status,

national origin, veteran status, physical or mental disability or perceived disability, or other criteria protected by law.

#### **IV. THE BOARD**

**A. Function of the Board** - The business and affairs of LRM shall be managed under the direction and authority of the Board. The Board shall have full power and authority to direct the affairs and business of LRM as provided in the Articles of Incorporation and these Bylaws, consistent with Maryland and Federal law. The duties of the Board shall be to implement the mission of LRM by establishing goals and objectives and obtaining and spending funds to carry out these objectives.

**B. Fiscal Year** - The fiscal year of LRM shall begin on January 1 and end on December 31. Most LRM activities occur between March and August, which encompasses the CNSL season.

**C. Number of Board Members** – LRM shall have at least three Board members, and shall always have an odd number of voting members. One individual may hold more than one Board position, though the Board shall have at least three individual members. The Board has full and unlimited power to alter the number of positions through a majority vote of the current Board.

**D. Board Positions** - The Board is comprised of the following positions:

1. Chair of the Board (“Chair”)
2. Vice Chair
3. Treasurer
4. Secretary
5. Concessions Manager
6. Spirit Wear Manager
7. Pep Rally Manager
8. Team Representative
9. Team Manager

**E. Board Member Qualifications** - Candidates for the LRM Board shall be at least 18 years of age at the beginning of the fiscal year. The Team Representative position is an exception to this rule, as discussed below.

**F. Duties** – The Board shall have full power and authority to execute their duties in accordance with the following position descriptions to carry out the mission and objectives of LRM.

1. **Terms** – Board positions are typically two-year terms, and are preferably staggered in selection to avoid majority turnover of the Board in any one year. This facilitates organizational continuity. Preferably, new positions are voted in during the initial Board meeting of the fiscal year, in the Spring of the calendar year.

2. The **Chair** of the Board shall preside at all meetings of the membership and the Board except as provided in paragraph (3) below. They shall perform all the duties incidental to this office, including:

- a. Supervise the business affairs and operations of LRM and serve as an official representative of LRM;

- b. Sign and execute, in the name of the LRM, all board-authorized deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and execution thereof has been expressly delegated to some other officer or agent of the LRM;
- c. Perform and/or delegate to the Board and/or committees, any other specific duties as needed to carry out the mission and objectives of the LRM;
- d. Review and update the Chair position responsibilities description annually; and
- e. It is recommended and preferred that any candidate for the position of Chair will have previously served at least one year in another Board position, and ideally have served as a Team Manager.

3. The **Vice Chair** shall in the absence, incapacity, or by direction of the Chair, perform the duties of the Chair and in so acting shall have the powers of the Chair. They shall perform all the duties incidental to this office, including:

- a. Chair the LRM Board Nominating Committee;
- b. Serve in the acting capacity for any LRM Board positions at the request of the Chair;
- c. Serve as the custodian of LRM records, except financial records as noted in 4 below, including Articles of Incorporation, Corporate Bylaws, approved minutes and executed contracts. Documents shall be stored in password-protected, cloud-based electronic form to afford access by all Board members;
- d. Review and update the Vice Chair position responsibilities description annually, and
- e. Perform other duties as assigned by the Chair.

4. The **Treasurer** shall be authorized and charged with receipt, disbursement, care and custody of the funds and securities of LRM, and deposit those in LRM's name in a FDIC-insured bank. Pursuant to LRM's mission and objectives the Treasurer is authorized to issue and sign checks, use credit and debit cards, and suitable electronic transaction methods (i.e., PayPal, Venmo, Zelle) to receive and pay out the same under the direction of the President. The Treasurer is authorized to open, close and manage financial accounts pursuant to LRM's mission, including but not limited to checking, savings, debit card, credit card, electronic transaction (i.e., PayPal), and cloud-based accounting accounts. They shall once a year exhibit their books and accounts to members of the Board. The Treasurer shall also make team books and accounts available to a duly appointed auditor, per the Chair's direction. The Treasurer shall ensure that all financial records are maintained in a secure, password-protected manner. For the purposes of checks and other instruments the Treasurer is authorized to sign, the President or another Board Member(s) shall act as the alternate signor. The Treasurer is to establish a suitable means to provide visibility to money management, similar to a 2-signature check, for transactions. The Treasurer is appointed by a majority vote of the Board after vetting and can be removed for malfeasance by a majority vote of the Board. In addition, the Treasurer shall:

- a. Be custodian of the financial and tax records of LRM;
- b. Create the annual budget;
- c. Execute an annual audit of financial records;
- d. File an annual IRS Form 990 and other required tax related returns by May 15th of each year (15th of the fifth month after the end of the fiscal year);
- e. File the annual property report each April with the Maryland Department of Assessments and Taxation (SDAT).
- f. File documents as needed with Maryland Secretary of State to obtain and maintain exemption from paying and collecting Maryland State Sales Tax.;
- g. Review and update the Treasurer position responsibilities description annually, and

h. Perform other duties as assigned by the Chair.

5. The **Secretary** shall:

- a. Be custodian of the nonfinancial records of LRM, including recording and maintaining documented minutes of each Board meeting.
- b. See to it that notices to the Board and to the membership are duly given in accordance with these Bylaws, or as required by Maryland or Federal law;
- c. Issue team-wide (swimmers, parents/guardians, coaches) communications and publicity;
- d. Administer the election of Board officers annually, typically in September or as directed by the Board;
- e. Annually review and update the Secretary position responsibilities; and
- f. Perform other duties as assigned by the Chair.

6. The **Concessions Manager** shall:

- a. Manage and implement the operation of the Concessions stand during the Time Trials and each home meet. This includes soliciting and managing volunteers for these functions;
- b. Coordinate and implement the planning, selection, purchase and pricing of Concession items (food, drinks and snacks) for sale during Time Trials and Home swim meets. This provides refreshment to swimmers, parents/guardians, families and friends, and guests attending the meets, and is a primary fundraiser for LRM;
- c. Coordinate financial aspects of Concessions, including purchases of supplies, cash box and other payment methods, exemption from collecting and paying Maryland state sales tax, with the Treasurer;
- d. Along with the Spirit Wear Manager and Pep Rally Manager, be jointly responsible for the storage unit and its contents;
- e. Annually review and update the Concessions Manager position responsibilities; and
- f. Perform other duties as assigned by the Chair.

7. The **Spirit Wear Manager** shall:

- a. Coordinate, in cooperation with the Team Managers, selection of team swim suit, typically to be used for two consecutive seasons before changing styles;
- b. Manage and implement the operation of the Spirit Wear stand during the Time Trials and each home meet. This includes soliciting and managing volunteers for these functions;
- c. Coordinate and implement the planning, selection, purchase and pricing of spirit wear for the Long Reach Marlins. Spirit wear serves to build a sense of team unity and camaraderie among the swimmers, and support by and among the parents, guardians and family. Spirit wear sales also produce some income for LRM, but pricing is to be affordable, as well, to make it accessible to all swimmers and families. Collaborate with the Treasurer in terms of financial transactions and purchases;
- d. Coordinate financial aspects of Spirit Wear, including purchases of supplies, cash box and other payment methods, exemption from collecting and paying Maryland state sales tax, with the Treasurer;
- e. Along with the Concessions Manager and Pep Rally Manager, be jointly responsible for the storage unit and its contents;
- f. Annually review and update the Spirit Wear Manager position responsibilities; and
- g. Perform other duties as assigned by the Chair.

8. The **Pep Rally Manager** shall:

- a. Manage and implement a pep rally the evening before each home meet. This includes soliciting and managing volunteers for these events;
- b. Coordinate and implement the planning, selection, purchase of items (i.e., food, drinks, decorations) for these events to build team spirit and morale ahead of swim meets. This is aimed at swimmers, parents/guardians, and families;
- c. Coordinate financial aspects of Spirit Rallies, including purchases of supplies, with the Treasurer;
- d. Along with the Spirit Wear Manager and Concessions Manager, be jointly responsible for the storage unit and its contents;
- e. Annually review and update the Pep Rally Manager position responsibilities; and
- f. Perform other duties as assigned by the Chair.

9. The **Team Representative** shall:

- a. Serve as a voice for and convey the perspective of the swimmers on the team;
- b. This position is open to candidates who are parents of swimmers as well as swimmers 14 years of age or older by May 1 of the year. Exceptions for younger swimmers can be made by a majority vote of the Board, in or out of meeting or by email.
- b. Actively solicit the perspective of the LRM members, primarily the swimmers, and convey this to the Board. This can be accomplished by soliciting input from the swimmers and coaches by various methods, including simply conversing with this constituency;
- c. Annually review and update the Team Representative position responsibilities.

10. The **Team Manager** shall:

- a. Having volunteered, and been selected, for this role by CA, the Team Manager(s) will be a member of the LRM Board as a result of having taken on this role. In other words, Team Manager is not an elected position;
- b. Since CA typically selects two Team Managers this position can be filled by either one, or be a shared role if those people so elect. In any case, the position shall only have one Board vote.
- c. Coordinate with the Board to accomplish mutually agreed to objectives for the benefit of the LRM members, primarily the swimmers;
- d. Due to the burden associated with being a Team Manager, the Board does not levy further responsibilities on the Team Manager(s); rather, cooperation and collaboration are sought and supported;
- e. Annually review and update the Team Manager position responsibilities.

## **F. Meetings**

1. **Annual Elections** – During October of each year the Board shall hold a meeting where all adult LRM members (18 years and older) may vote on Board positions up for election, as defined in Section III.D. Candidates for Board positions must be at least 18 years of age at the time of election. At other times during the year, a vacancy can be filled by a majority vote of the remaining Board members.

2. **Board Meetings** - Based on the seasonality of its work, Board Meetings shall be held at least twice per year, typically one before and one after the typical CNSL season, with others per the Chair's discretion. **Regular Board meetings are typically in April and October**, per the Chair's direction, and shall be open to attendance by LRM Members. Meeting times, locations and online connection options, if available, shall be announced by email or similar broadcast method to Members. All LRM

members may comment at Board meetings; however, only Board members may vote on regular Board business at a Board meeting.

3. **Place and Format of Meetings** – Board meetings, if held in person, shall be held at a place in Howard County that is generally accessible to the membership. Virtual/online format is equally acceptable to meeting in person.

4. **Notice of Meetings** - The Secretary shall give reasonable advance notice of the meeting to members. The notice shall state the time and place of the meeting and, if the meeting is a special meeting, the purpose of the meeting. Notice is given to a member when it is electronically mailed to the member email address as it appears on the LRM records and/or posted on the LRM website.

5. **Informal Action by Board Members** – Any action required or permitted to be taken at a meeting of the Board Members may be taken without a meeting (such as by email or ad hoc discussion) if the action is filed with the minutes of the informal meeting and unanimous consent of the participating Board members to take the action without a formal meeting.

## **G. Quorum and Voting**

1. **Regular Board Business** - For the purposes of executing regular Board business, a majority of the Board Members represent a quorum. Each board member is entitled to one vote on each order of business, unless special circumstances cause a Board member to recuse themselves from voting on a particular order of business, in which case their presence shall still count for the purposes of quorum.

2. **Voting** on regular Board business shall be decided by a simple majority of the eligible voting Board members.

3. **In the absence of a quorum**, the Board members present may adjourn the meeting until a quorum can attend.

4. **Board Position Elections** – For electing Board members in the annual (or special) Board elections, a majority of all Board members present at the meeting shall constitute quorum. **Voting by Members to elect Board members nominally occurs at the October Board meeting with those elected taking their position on January 1 of the next calendar year.** All members in good standing shall be entitled to cast one vote for each available position. **Votes are noncumulative**; that is, a member can cast a single vote in favor of each of the four positions; not four votes in favor of one candidate for a single position.

5. At each regular Board meeting and at each election for Board positions, the Secretary shall make or cause to be made a full and complete list of the members in attendance and include the list in the minutes.

## **V. ELECTIONS, VACANCIES, REMOVAL**

A. **Term of Office** – Adult (18+ years of age) members in good standing shall be eligible to be elected to the Board. Each Board member shall serve a two-year term in the position to which s/he is elected with the exception that the Chair of the Board serves a three-year term. The Board position terms are staggered so in any given year only three or four of the Board positions come up for election. Each Board member shall take office beginning January 1 of the year after which s/he is elected, and remain in office for the noted term (2 years; 3 years for Chair), ending on December 31, 2 (3 for the Chair) years after being elected, and until his/her successor has been elected and qualified, or until his/her resignation, removal from office, or death.

B. **Removal of Board Member** – A Board member may be removed for cause by the affirmative vote of a majority of the eligible voting Board members in good standing at a meeting where removal of a Board member(s) is an agenda item and the Board member is informed of the reason for removal.

C. **Vacancies** - If the office of any member of the Board becomes vacant, the remaining members of the Board, by a majority vote, shall elect a successor who shall serve out the term of the Board member being replaced.

D. **Nominating Committee** – For Board position elections, the Board, in its discretion, may appoint a nominating committee at least one month prior to the elections, to invite, review and put forward candidates for the open Board positions. In the event a nominating committee is convened, the Vice-Chair shall preside over the committee and shall select at least two (2) members in good standing to act as committee members.

E. **Board Election Communication** – The Communications Chair shall make a good faith effort to inform the members (as defined in Paragraph III above) reasonably in advance of the Board position elections, providing relevant information regarding the available Board positions, including but not limited to I) the **position descriptions**, II) the **method for submitting a nomination** for an open position, III) **names/contact information of nominating committee members**, IV) **details regarding the time and place of the election** and V) the **requirements for members to be in good standing** in order to participate in voting. Suitable communication methods include email, text, distribution of written information at swim practices.

## VI. COMMITTEES

The Board has the right to form committees to assist LRM with promoting activities, and fulfilling engagements and obligations, including but not limited to:

- Bylaws – Responsible for revisions and review of Bylaws, for approval by the Board.
- Budget – Plan and maintain the present and long-range financial management of LRM.
- Publicity –Prepare and distribute press releases to promote LRM activities and fundraisers, and to report team accomplishments to local publications.

**Committees shall be overseen** by a Board member and may be composed of other Board members and general members as deemed appropriate by the Chair. Any action recommended by a committee on behalf of LRM must be agreed to by a majority of the committee as then constituted.

## VII. BOOKS AND RECORDS

LRM shall keep correct and complete records of financial transactions and minutes of the Board meetings, Committee meetings, as well as actions of the Board and committees when exercising any of the powers of the Board. The books and records of LRM may be in written form (electronic or paper) or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form (electronic or paper) or and may be maintained in electronic storage or paper. Electronic copies of paper originals are equivalent to the paper originals. Similarly, signatures may be electronic, wet, or scans of wet signatures. The original or a certified copy of the Bylaws shall be maintained by the Secretary of LRM, and shall be in at least electronic form with reasonable back up to prevent loss in the event of the loss of failure of a single device (i.e., laptop, tablet, phone).

## VIII. FINANCE

A. **Checks, electronic payments, accounts, etc.** - LRM accounts, credit/debit cards, checks and other forms of payment by the Corporation will be managed by the Treasurer and made available for inspection by the Chair at any time upon request. The Treasurer is authorized to acquire and use payment systems to accept credit cards, debit cards and other forms of electronic payment on behalf

of LRM to accept donations and payments for fundraising and other activities. Due to the seasonal nature of LRM's charter and work, such transactions and inspections are anticipated to be mainly between April and August of each year, but may occur at other times of year.

**B. Financial Statements** – The Treasurer shall prepare an annual budget for presentation and approval by majority vote of the Board no later than May 1<sup>st</sup> of each year, and preferably by April 1<sup>st</sup>.

Statements showing the current income and expenses and the cumulative income and expenses compared to the annual Budget shall be prepared for each Executive Board Meeting.

#### **IX. PARLIAMENTARY AUTHORITY**

The rules contained in "Robert's Rules of Order, Revised Edition" shall govern in all cases, to which they are applicable, provided they are not inconsistent with the Articles of Incorporation and the Bylaws of LRM. At the Chair's reasonable discretion, the rules of order may be suspended when conducting regular board business or invoked at such time as deemed necessary.

#### **X. AMENDMENTS OF BYLAWS**

The Board shall have the power, at any regular or special meeting thereof, to make and adopt new Bylaws, or to amend, alter, or repeal any of the Bylaws of the Corporation. Such changes shall require a majority vote of the Board members.

#### **XI. PURPOSE OF LONG REACH MARLINS, INCORPORATED**

LRM is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

#### **XII. INUREMENT OF INCOME**

No part of the net earnings of LRM shall inure to the benefit of, or be distributable to, its general members, Board members, or other private persons except that LRM shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse purchases made on behalf of LRM.

#### **XIII. PROHIBITION OF LEGISLATIVE OR POLITICAL ACTIVITIES**

No substantial part of the activities of LRM shall be the carrying out of propaganda or otherwise attempting to influence legislation, and LRM shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

#### **XIV. OPERATIONAL LIMITATIONS**

Notwithstanding any other provisions of these articles, LRM shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (as amended) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (as amended).

#### **XV. DISSOLUTION**

Upon the dissolution of LRM, LRM shall, after paying or making provisions for the payment of all the liabilities of LRM, dispose of all the assets of LRM exclusively for the purposes of LRM in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under



Section 501(c)(3) of the Internal Revenue Code (as amended), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of LRM is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.