

**BY-LAWS**  
**NON-PROFIT CORPORATION**

**By-Laws of FSM Swimming Association.**

Article I- Meeting of Members

Section 1. The annual meeting of the members of Federated States of Micronesia Swimming Association (FSMSA) shall be held at such time and place annually as the President/ chairman of the board of advisors shall designate.

Section 2. At least 60 days before the date of any annual or special meeting of the members, the secretary shall cause a written notice thereof to be delivered to each member at his/her current address.

Section 3. A special meeting of the members may be called at any time by the President, or in his absence, the Vice-President, or by resolution of the Board of Advisors, or by request of the majority of the members of the organization.

Section 4. A simple majority of the members shall constitute a quorum at any annual or special meeting. Every member shall be entitled to vote in person and shall have one vote.

Article II- Board of Advisors

Section 1. All powers of the organization, except as otherwise provided by the By Laws of the Federated States of Micronesia (FSMSA) shall be vested in the board of advisors, whose members shall be elected by the members of the organization in its first meeting. Each member of the board shall serve for a term of 2 year(s), unless earlier removed pursuant to section 4 of this article. Subsequent elections shall be held every 2 year(s).

Section 2. A regular meeting of the board shall be held each year at a time and place fixed by a resolution of the board. The chairman, or in his absence the vice chairman may call a special meeting of the board at any time. Notice of all meetings of the board of advisors shall be given in writing and shall be given 14 days in advance.

Section 3. A simple majority of the board of advisors shall constitute a quorum for the transactions of business at any meeting thereof, and fewer than a quorum may adjourn from time to time until a quorum is in attendance.

Section 4. Any board of advisor may be removed from office for cause by simple majority of the members present at a meeting called for that purpose. The notice of such a meeting must specify the purpose for which it is being called. If a board member fails to attend regular meetings of the board for 2 consecutive meetings or otherwise fails to perform his duties, his office may be declared vacant by the board. The board may remove any executive officer from office for failure to perform the duties thereof, after according him/her an opportunity to be heard. If a board member is removed, the members shall fill the vacancy at the meeting.

Section 5. Any vacancy on the board, except that created by removal from office for board of

advisors by members, shall be filled by the majority of the members of the Federated States of Micronesia, Swimming Association (FSMSA)\_Board so appointed shall hold office only until the next annual meeting, and until the qualification of their successors. Any unexpected terms shall be filled by a vote of the members of the organization at its annual meeting.

Article III – Officers, Duties and Powers

Section 1. Officers – The principal officers of the Federated States of Micronesia, Swimming Association (FSMSA) shall be the president, vice-president, secretary and treasurer, all of whom shall be elected by the simple majority of the organization.

Section 2. President. The president shall preside over all meetings of the organization. He shall have the power to carry out the objectives of the organization.

Section 3. Vice-President. The vice-president shall have and exercise the powers, authority, and duties of the president during the absence of the president in his inability to act, unless disqualified through suspension. He may have special functions assigned to him by the president and or the board of advisors.

Section 4. Secretary. The secretary shall prepare and maintain full and correct records of meetings of the organization. The records or meeting proceedings shall be read at the next meetings by the secretary and be adopted by the organization members.

Section 5. Treasurer. The treasurer shall be custodian of all monies and financial records of the organization. Unless provided by resolution of the board of advisors, he may make disbursements from the accounts of the organization upon his signature.

Section 6. Notwithstanding any other provision in this by-laws, principal officer of this organization may be removed from office or position by affirmative vote of two thirds of the members present at a special meeting called for this purpose, but only after an opportunity has been given to him to be heard.

Article IV. Dissolution

Section 1. Dissolution of the organization shall be affected in accordance with XI of Articles of Incorporation.

Certification of Adoption by members

This is to certify: That I am the duly elected Secretary of the above-named organization and that the above and foregoing By-Laws was submitted to the members at their first meeting, held on the date set forth in the By-Laws and recorded in minutes thereof were satisfied by the vote of the members entitled to exercise the majority of the voting power of the organization.

IN WITNESS WHEREOF, I have set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20.

\_\_\_\_\_ (Secretary)

Subscribed and sworn before me this \_\_\_\_\_ day of \_\_\_\_\_, 20.