



BYLAWS OF
AQUADUCKS, INC.
A COMPETITIVE SWIM TEAM

*A California Nonprofit Corporation
Devoted to Swimming Excellence*

157 Webster Street
Petaluma, California 94952

April 1, 2009

**BYLAWS OF
AQUADUCKS, INC.
A NONPROFIT CORPORATION**

ARTICLE I: NAME AND APPLICATION

The name of the incorporated association, hereinafter referred to as the Swim Team, shall be:

Aquaducks, Inc.

The Swim Team shall, at all times, maintain itself as an active member in good standing as prescribed by the bylaws and regulations of Pacific Swimming, Inc., and United States Swimming, Inc., hereinafter referred to as Pacific Swimming and US Swimming, or as the Swim Team's parent organizations.

ARTICLE II: PURPOSES AND OBJECTIVES

Section One: Purposes

The Swim Team is a Nonprofit Public Benefit Corporation under the California Public Benefit Corporation Law. The purpose of the Swim Team is to engage in any lawful act of activity for which the Swim Team is organized under such law. Specifically, the Swim Team shall promote the sport of competitive swimming and provide each swimmer, commensurate with his/her ability, the opportunity to develop swimming skills and become a well-rounded athlete. The Swim Team's purpose shall be fulfilled in accordance with the bylaws, rules and regulations of Zone 3, Pacific Swimming, US Swimming and the Federation Internationale de Natation Amateur.

The primary purposes of the Swim Team are:

- 1) To teach competitive swimming, teamwork, comradeship and sportsmanship;
- 2) To receive, hold and disburse gifts, bequests, devises and other funds for these purposes;
- 3) To own, lease or otherwise maintain suitable facilities, equipment or any other personal property which is deemed necessary for its purposes;
- 4) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount; and
- 5) To conduct fundraising activities and programs for the purpose of establishing a capital base upon which to rely for uninterrupted funding of its activities and for any emergency expenses.

Section Two: Long-Term Goals and Objectives

The primary goals and objectives of the Swim Team are:

- 1) To help each swimmer reach his/her potential within the team framework;
- 2) To encourage and promote good sportsmanship and good health habits;
- 3) To meet the competitive needs of each age-group and senior swimmer;
- 4) To provide all swimmers the opportunity to become successful senior swimmers;
- 5) To recognize the achievements of each individual swimmer; and
- 6) To encourage swimmers to make friends and have fun swimming.

Section Three: Short-Term Goals

The Board of Directors, hereinafter referred to as the Board, and the principal coach of the Swim Team, hereinafter referred to as the Head Coach, by January 1 of each year, shall establish short-term goals for the Swim Team commensurate with the status of the Swim Team.

ARTICLE III: OFFICE

The principal office of the Swim Team shall be located in the city of Petaluma, County of Sonoma, State of California. The Swim Team may have such other offices, either within or without the County of Sonoma, State of California, as the Board may determine or as the affairs of the Swim Team may require.

The properties and assets of the Swim Team are irrevocably dedicated to its tax-exempt purposes. No part of the net earnings, properties or assets of the Swim Team, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer or director of the Swim Team. In the event of liquidation and dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the sport of competitive swimming, provided that the recipient organization is dedicated to the exempt purpose as specified in the Internal Revenue Code, Section 501 (c) (3).

ARTICLE IV: MEMBERS

Section One: Definitions

Definitions of terms used in this article and elsewhere in these Bylaws are as follows:

- A. Member: A family group of individuals consisting of one or more swimmers and the swimmers' parent(s) or guardians(s).
- B. Swimmer: A swimming member of the family group who is an athlete, registered in US Swimming, and engaged in competitive swimming or in the act of learning competitive swimming.
- C. Regular Member: The parent(s) or guardian(s), within the family group containing swimmer(s), who is/are 18 years of age or older; or any member of the Swim Team's coaching staff who has been assigned a valid and enforceable coaching contract and during the period the contract is in force.
- D. Honorary Member: A person who is granted honorary membership by the Board may be any citizen of the community who, in the opinion of the Board, has rendered distinguished service to the Swim Team.

Section Two: Voting Rights

Each member (family group) shall be entitled to one (1) vote on each matter submitted to a vote of the general membership.

An honorary member may be entitled to one (1) vote on each matter submitted to a vote of the general membership if such voting rights are reserved to the member when the Board grants honorary membership.

Section Three: Duties of Membership

Each regular member of the Swim Team shall make a diligent effort to attend and actively participate in all swim meets hosted by the Swim Team, and in all fundraisers. Each regular member shall serve on a standing committee as needed. Each member shall be aware of Swim Team activities and functions (swim meets, fundraisers, community activities and special meetings).

Section Four: Resignation

Any member may resign by filing a written resignation with any officer of the organization. Such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid.

Section Five: Termination of Membership

The Board, by affirmative vote of two-thirds majority of a quorum of the Board, may suspend or expel a member for cause, after an appropriate hearing. The Board may terminate the membership of any member who becomes ineligible for membership, resigns, defaults in the payment of dues or other obligations for the period fixed in Article XII of these Bylaws, or based on a determination by the Board that the member failed to a material and serious degree to observe the rules of conduct governing the Swim Team or the rules and regulations of the Swim Team's parent organization.

Section Six: Reinstatement

Upon written request signed by the former member and filed with the Vice President, the Board may reinstate such former member to general membership of such terms as the Board may deem appropriate.

ARTICLE V: MEETINGS OF MEMBERS

Section One: Annual Meeting

An annual meeting of the general membership shall be held each March at a place and time designated by the Board for the purposes of electing directors and for the transaction of such other business as may come before the meeting. Written notice of the annual meeting shall be delivered to each member, stating the place, day and hour of such meeting, either personally, via the team folder available at the pool, by e-mail, or by mail, not less than ten (10) or more than thirty (30) days prior to such meeting. In the case of a special meeting, or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting called shall be deemed to be delivered when deposited in the United States mail with postage prepaid, addressed to the member at the member's address as it appears on the records of the Swim Team.

Section Two: Special Meetings

Special meetings of the general membership may be called by the President, a majority of the Board, or not less than one third (33 percent) of the members whose dues and other fee assessments are current.

Section Three: Emergency Action

If, because of emergency, or a situation arises in which action must be taken without sufficient time to call a special meeting of the membership, or action must be taken before the next annual meeting of the membership, and such action is required by law or by these Bylaws to be taken at a meeting of the general membership, such action may be taken without a meeting if the majority of the membership consents to such action. A poll of the membership shall be conducted by the President or his/her authorized representative.

Section Four: Quorum

Members of the Swim Team holding fifty percent (50 percent) of the votes that may be cast at any meeting on which notice was given in accordance with these Bylaws shall constitute a quorum of the general membership. In the absence of a quorum of the general membership, fifty percent (50 percent) of the directors present at a meeting of the general membership shall constitute a quorum. If a quorum is not present at any said meeting, a majority of the membership present may adjourn the meeting without further notice.

ARTICLE VI: DIRECTORS

Section One: General Purpose

The affairs of the Swim Team shall be managed by directors who are elected from the general membership, and all honorary members, and the Head Coach. Directors shall collectively be referred to as the Board of Directors (or Board).

Section Two: Number and Tenure

Swim Team directors shall number seven (7) and, following a nomination process which shall be communicated in writing to the general membership, shall be elected by and from the general membership at each annual meeting by a majority of the quorum. The number of members may be changed by amendment of these Bylaws. Commencing in March 2009, directors shall be elected for two-year terms. No more than four of the directors shall be elected in odd-numbered years, and no more than four in even-numbered years. Elections, as appropriate, shall occur at each annual meeting of the membership by a majority of the quorum, and the directors shall hold office until their successors have been elected.

The Board may appoint any regular members as assistants to any elected officers as it deems desirable, such assistants to have the authority and perform the duties prescribed by the Board.

If, for any reason, the election of directors is not held at the annual membership meeting, such election shall be held as soon afterwards as is convenient and in accordance with provisions in these Bylaws.

The Head Coach shall be a Director of the Swim Team and shall have all the voting rights and privileges thereof so long as his/her employment contract is in force.

Section Three: Limitation of Terms

The directors of the Swim Team shall be limited to no more than two consecutive terms.

Section Four: Removal of Directors

Any director elected by the general membership may be removed by (1) a two-thirds (2/3) majority of the remaining Board which is not a party to the action whenever, in its judgment, the best interests of the Swim Team would be served thereby; or (2) a two-thirds (2/3) majority of a quorum of the general membership at any regular or special membership meeting.

Any director removed by the Board may appeal to the general membership at the first regular or special meeting of the membership and may be sustained by a majority of a quorum present at the meeting.

Section Five: Vacancies

A vacancy in any directorship, because of death, resignation, removal, disqualification or otherwise, shall be filled through appointment by the Board. A director appointed to fill a vacancy shall be appointed for the un-expired term of his/her predecessor in office.

Section Six: Reimbursement

No director shall be entitled to any compensation for services rendered as a director, but each of said persons may be reimbursed for any expenses incurred on behalf of the Swim Team if said reimbursement is approved by the Board. Unless an annual review of the Team finances deems otherwise, directors may be entitled to a reduction in membership fees, this reduction to be evaluated annually and voted on by the Board.

Section Seven: Non-Liability of Directors

The directors shall not be personally liable for the debts, obligations or liabilities of the organization.

Section Eight: Disinterested Persons

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any relative, either by blood or through marriage, of any such person.

Section Nine: Duties and Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to ensure that their duties are performed properly;

- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their current addresses, including e-mail addresses, with the Secretary of the corporation.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section One: General Purpose

The Board of Directors shall be responsible for holding regular and annual meetings to manage the affairs of the Swim Team.

Section Two: Regular Meetings

The Board shall hold regular monthly meetings, at a place and time to be designated by the Board, and these meetings may be held by telephone via a conference call. Such regular meetings shall be held without other notice than this Bylaw. When the scheduled meeting date falls on a holiday designated by law, or a meeting place cannot be secured on said date, or if a quorum is unable to attend on said date, the President may reschedule the meeting within seven (7) days. The annual membership meeting may serve in lieu of monthly Board meetings when the month in which the meetings occur coincide.

Section Three: Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two directors of the Swim Team. The directors calling a special meeting may fix the place and time for the special meeting.

Notice of a special meeting of the Board shall be given, at least seven (7) days before the scheduled date of the meeting, to all directors of the Swim Team, in person or at his/her street address, e-mail address or telephone number. Any director may waive notice of any special meeting. The attendance of any director at a special meeting constitutes a waiver of notice of each meeting. The business to be transacted at the meeting need not be specified on the notice of such meeting, unless specifically required by these Bylaws.

Section Four: Annual Meeting

An annual meeting of the Board shall be held at a place and time designated by the Board for the purposes of electing officers and for the transaction of such other business as may come before the meeting. Notice of the annual meeting shall be delivered to each director, stating the place, day and hour of such meeting, not less than ten (10) or more than thirty (30) days prior to such meeting.

Section Five: Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, but if fewer than a majority of the directors are present, a majority of those directors present may adjourn the meeting without further notice.

Section Six: Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section Seven: Open and Closed Meetings

All meetings of the Board shall be open to the general membership except those meetings which, in the sole discretion of the Board, involve discussions of personal, personnel or other matters inappropriate to open discussions.

Section Eight: Opportunity to Address the Board at Open Board Meetings

Members may address the Board, on subjects not listed on the agenda, during open sessions of regular monthly Board meetings. Members shall first contact the President at least seven (7) days prior to the scheduled meeting, and the President shall notify the directors of said request. The Board is not obligated to take action on any matter not part of the agenda and may limit discussion in the interest of time.

ARTICLE VIII: COACHES

Section One: Coaching Positions

The Swim Team shall at all times employ a Head Coach, who is properly qualified in accordance with the laws of the State of California and the bylaws and regulations of the Swim Team's parent organizations, to administer the Swim Team's swimming programs.

The Swim Team, depending on the characteristics and size of the general membership, shall have a Senior Swimming Program and/or and Age Group Swimming Program. The Board shall therefore authorize from time to time, consistent with the needs of the general membership, a Head Age Group Coach, who will be responsible, under the supervision of the Head Coach, for the instruction and practices of swimmers in the Age Group Swimming Program. The Board, as it deems appropriate, may also authorize assistant coaches for either the Senior Swimming Program or the Age Group Swimming Program.

Section Two: Board of Director Responsibilities

The Board is responsible for hiring a Head Coach and, if deemed necessary, a Head Age Group Coach and/or assistant coaches, approving employment contracts for all coaches, prepared on behalf of the Board by the President, and providing an annual evaluation to the Head Coach regarding his/her performance. The Board shall terminate any member of the coaching staff by a vote of three quarters (3/4) of the quorum of the Board whenever, in its judgment, the best interests of the Swim Team would be served thereby. The Board shall give the Head Coach authority to interview and select a Head Age Group Coach or assistant coaches, when authorized by the Board, but shall reserve the right of final approval over the salary, terms of employment, and identity of any coaching staff.

Section Three: Head Coach Duties and Responsibilities

The Head Coach shall act as a director of the Swim Team and shall be awarded all the rights and duties commensurate with the directorship, work actively with the Board to maintain the financial stability of the Swim Team and participate in establishing the annual Swim Team budget, and assist the Board to formulate short-term Swim Team goals and objectives.

The Head Coach, consistent with the laws of the State of California and the rules and regulations of United States Swimming and Pacific Swimming, shall ensure that he/she and all other members of the coaching staff meet all current certification requirements of the State of California, and of Pacific Swimming and US Swimming.

The Head Coach shall direct the entire Competitive Swimming Program; if appropriate and if authorized to do so, concentrate his/her activities on the Senior Swimming Program, while overseeing an Age Group Swimming Program for which he/she will hire, with Board approval, a Head Age Group Coach; hire, with Board approval, assistant coaches consistent with the Swim Team's goals and membership characteristics; maintain each swimmer's competitive group status; develop and implement Swim Team workout schedules and practice hours; ensure that swimming practices and all other training activities are properly supervised; recommend to the Board any workout-related facility, supply and equipment requirements; establish, with final Board approval, an annual schedule of meets; designate and attend monthly team meets; recruit, train and annually evaluate assistant coaches; report monthly on the progress and status of the Swim Team's Competitive Swimming Program and the membership status of swimmers that come to his/her attention.

The Head Coach shall, if deemed appropriate by the Board, arrange elections each October, to be voted upon by all swimmers, for at least one and no more than two Team Captains each from among Senior Program swimmers and among Age Group Program swimmers.

The Head Coach, or his/her duly appointed representatives, shall make all reasonable efforts to remain at the pool complex after scheduled practices until all swimmers less than 14 years of age have left the pool complex or

are under the supervision of an adult known to the Head Coach. This requirement shall be waived if lifeguards or other employees of the pool complex are scheduled to be present at the pool complex for at least 30 minutes after the scheduled end of the Swim Team practice.

The Head Coach shall, from time to time, make and adopt rules and regulations regarding the conduct of swimmers and regular members at practices and at meets, and the participation of swimmers in meets. Adoption of said rules and regulations or any amendments thereto shall be communicated to the Board and the general membership prior to any attempt to enforce said rules and regulations, and amendments to said rules and regulations.

The Head Coach shall, from time to time, handle discipline problems concerning swimmers and assistant coaches. The Head Coach shall, from time to time, receive and carry out other responsibilities assigned by the Board.

Section Four: Head Age Group Coach Duties and Responsibilities

The Head Age Group Coach, under the direction of the Head Coach, shall assist the Head Coach in all of the areas determined by the Head Coach and shall develop the Age Group Swimming Program philosophy, training program, meet schedules and short-term goals. The Head Age Group Coach shall also conduct regular workouts; supervise swimmers competing in swim meets as directed by the Head Coach; and in general perform such other duties as may be prescribed by the Head Coach or the Board.

Section Five: Assistant Coach Duties and Responsibilities

Assistant coaches, under the direction of the Head Coach, shall conduct regular workouts; supervise swimmers competing in swim meets as directed by the Head Coach; and in general perform such other duties as may be prescribed by the Head Coach or the Board.

Section Six: Other Coaching Duties and Responsibilities

All members of the coaching staff shall maintain an atmosphere on the pool deck that is conducive to the goals of the Swim Team; keep the Head Coach informed of discipline problems occurring on deck or problems with individual swimmers or parents; and attend, with Board approval, such educational training programs as deemed necessary by the Head Coach or the Board to improve their coaching skills and abilities, and to maintain appropriate certifications as applicable to the position of swimming coach.

ARTICLE IX: COMMITTEES

Section One: Standing Committees

Standing Committees may be established by these Bylaws or by the Board, and the Board may invest in such committees the powers that it deems necessary to accomplish the purpose of each committee, subject to the conditions as may be prescribed by the Board. All committees so established shall keep regular minutes of the business of their meetings and shall cause these to be permanently recorded for that purpose, and shall report the same to the Board at its next regularly scheduled meeting.

ARTICLE X: OFFICERS

Section One: Number of Officers

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer, who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

Section Two: Qualification, Election and Term of Office

Any person may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section Three: Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section Four: Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

Section Five: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section Six: Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation of this corporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section Seven: Duties of the Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section Eight: Duties of the Secretary

The Secretary shall:

- 1) Certify and keep at the principal office of the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
- 2) Keep at the residence of the sitting Secretary of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof.
- 3) See that all notices are duly given in accordance with the provisions of these Bylaws or as authorized by law or by these Bylaws.
- 4) Be custodian of the records and of the seal of this corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

- 5) Commencing in March 2009, keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date in which such membership ceased.
- 6) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book and the minutes of the proceedings of the directors of the corporation.

Section Nine: Duties of the Treasurer

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- 1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- 2) Receive and give receipt for monies due and payable to the corporation from any source whatsoever.
- 3) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- 4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- 5) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- 6) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- 7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section Ten: Billing Coordinator

The Billing Coordinator shall:

- 1) Maintain a current accounting of all membership fees owed to the Swim Team, and report said accounting to the Board on the request of any Board member.
- 2) Generate and deliver, either via e-mail or the U.S. Postal Service, monthly billing statements to each member of the Swim Team.
- 3) Collect and deposit all payments made by Swim Team members.
- 4) Respond to questions and concerns of Swim Team members regarding their individual accounts with the Swim Team.
- 5) Prepare monthly billing reports to be delivered at regular meetings of the Board.

Section Eleven: Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of this corporation. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

ARTICLE XI: CONTRACTS, CHECKS, DEPOSITS, FUNDS AND AUDITS

Section One: Contracts

The Board may authorize any director or directors, agent or agents of the Swim Team, in addition to directors so authorized by these Bylaws, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Swim Team, and such authority may be general or confined to specific instances.

Section Two: Checks, Drafts, Orders for Payment

All checks, drafts or orders for payment of any money, notes or other evidence of indebtedness issued in the name of the Swim Team shall be signed by the Treasurer and may be countersigned by the President, Vice President, Recording Secretary or Head Coach of the Swim Team.

Section Three: Deposits

All funds of the Swim Team shall be deposited in a timely manner, to the credit of the Swim Team in such banks, trust companies or other depositories as the Board may select.

Section Four: Gifts and Bequests

The Board may accept on behalf of the Swim Team any contribution, gift, bequest or devise for general purposes or for any special purpose of the Swim Team.

Section Five: Audits

The Board may authorize each year an audit of the financial records and authorized payments of expenditures. A majority of a quorum of the general membership at any regular or special membership meeting may require an audit of these same records and payments of expenditures.

ARTICLE XII: MEMBERSHIP REQUIREMENTS, DUES AND PARTICIPATION FEES

Section One: Membership in United States Swimming, Inc.

All swimming members of the Swim Team must also be current registered athletes of US Swimming.

Section Two: Competitive Groups

The Swim Team shall establish and maintain competitive groups as recommended by the Head Coach. The Head Coach shall have authority, with Board approval, to increase the number of competitive groups if doing so would improve the opportunity for individual growth as well as team success. The Head Coach shall have authority to name or rename each competitive group consistent with short-term Swim Team goals and objective. The Head Coach will further be responsible for assigning each swimmer to a competitive group, based on each swimmer's competitive abilities, and reassigning swimmers to new competitive groups when those abilities change.

Section Three: Monthly Dues

Monthly dues shall be due and payable on the first day of each month. Dues rates shall be established and may, from time to time, be changed by a majority vote of the Board of Directors. Dues rates may vary among competitive groups, as established by the Head Coach and as approved by the Board, and dues rates may vary for the second and subsequent swimmers within member families when those families have two or more swimmers actively participating on the Swim Team.

The swimmer in the highest training group will be designated as the "first swimmer." The subsequent swimmers will follow in the descending order of their training groups, for the purposes of establishing each member's dues. Dues of a member may be capped by a majority of a quorum of the general membership.

Section Four: Temporary Withdrawal to Inactive Status

- 1) **Applicability.** Provisions of this Section shall apply to all members participating on the Swim Team.
- 2) **Withdrawal to Inactive Status.** Swimmers may temporarily withdraw from the Swim Team at any time for a period not to exceed 12 months, but they are responsible for all dues during the month of withdrawal and month of reinstatement, except as noted below, in this Paragraph and the subsequent Paragraph. If a family group has more than one swimmer and at least one remains active, incremental dues for inactive swimmers will be forgiven. Family groups with all swimmers on Inactive Status will have no dues obligations for the period beginning the first day of the month following temporary withdrawal.

Section Five: Scholarship Program

By a vote of a majority of the sitting Board members, and depending on available funds, the Board shall have the right to grant up to four (4) scholarships per year. Each scholarship shall relieve one swimmer of up to 75 percent (75%) of his or her monthly dues for a period of up to six months. Applicants in good standing are eligible to apply to the Board of Directors. "In good standing" shall be determined by the current status of the swimmer's account, his or her regular attendance at practices, and the family's active involvement in Swim Team activities. Instructions for application shall be made available on the Swim Team website. An application will be brought before the Board for consideration at the monthly meeting following receipt of said application. A director will contact the applicant the following day with notice of acceptance or denial. At the end of the scholarship period, the recipient must wait an additional six (6) months before reapplying for a scholarship. Scholarships may be awarded to only one swimmer per family at any time. Meet expenses, annual membership fees and equipment expenses are not covered by the scholarship and are the responsibility of the swimmer's family. An awarded scholarship may be rescinded if a swimmer misses more than ten (10) consecutive practices without the coach's prior approval, and/or if the swimmer displays inappropriate or unsportsmanlike behavior at practices or at swim meets.

Section Six: Yearly Participation Fees

The Board may establish yearly participation fees. The purpose of participation fees shall be (1) to encourage active involvement in managing the Swim Team and (2) to help ensure the continuing financial solvency of the Swim Team. Participation fees cannot exceed the maximum monthly dues balance instituted by the Board, and they shall be due and payable by each family group on April 1 each year. A separate date shall be announced for the collection of the annual US Swimming registration fee, to allow for the timely annual registration of each Swim Team swimmer.

Accounting for participation fees shall be the responsibility of the Treasurer or his/her designated representative. He/she shall maintain records which show the initial balance paid by each member and credit amounts earned against that balance. He/she is also responsible for informing each family member of the participation fee balance due each year.

Coaches employed by the Swim Team are exempt from participation fee requirements.

The children of coaches employed by the Swim Team are exempt from participation fee requirements.

Upon a member's announced resignation from the Swim Team, no refund of participation fees will be given.

Section Seven: Volunteer Hours/Family Commitment Hours and Monetary Equivalents

The Board may establish yearly requirements of volunteer service from each family group, in the interest of meeting the Swim Team's long-term and short-term goals and objectives. The Board may establish a monetary equivalent to hours of volunteer service. Family groups may elect to perform volunteer service according to the requirements established by the Board, or they may elect to pay the monetary equivalent. Family groups' decisions shall be indicated in January of each year by the signing of a written contract indicating that decision. In December of each year, those family groups with outstanding volunteer hours shall be billed for the monetary equivalent of those outstanding hours, and the family group's account shall be due and payable, along with their regular dues, on January 1 of the following year.

Section Eight: Amendment of Dues or Fees or Volunteer Hours/Family Commitment Hours

The Board may recommend to the general membership a change in monthly dues or fees payable by members of any class or competitive group, or a change in the number of volunteer hours required annually by members of any class or competitive group. No amendment or change in the monthly dues or fees or number of volunteer hours shall be effective unless approved by a majority vote of the members attending the meeting at which the recommendation has been announced.

Section Nine: Default and Termination of Membership

When any active member shall be in default in the payment of dues, for a period of three months from the period in which such dues became payable, the member may no longer participate in daily practices with the Swim Team until the member's dues are paid and the account is no longer in default. Without such approval, the member

shall thereupon be terminated by the Board in the manner provided for in Article IV of these Bylaws. Upon a member's announced termination from the Swim Team, no refund of participation fees will be given.

ARTICLE XIII: INDEMNIFICATION

To the fullest extent permitted by law, this organization shall indemnify any person who is, or was, a director, trustee, officer, employee or other agent of this organization, against all expenses, costs, judgments, fines, settlements, attorney fees, other professional fees, and other amounts actually and reasonably incurred by them in connection with any civil, criminal or administrative proceeding, by reason of the fact that the person is, or was, a director, trustee, officer, employee or other agent of this organization, provided that such person acted in good faith and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances, and in a manner such person believed to be in the best interests of the organization, and in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful.

On written request to the Board by any person seeking indemnification, the Board shall promptly consult with legal counsel and decide, after such consultation, whether the applicable standard of conduct has been met. If the applicable standard of conduct has been met, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, threatened or reasonably expected expenses likely to be incurred by a person seeking indemnification under this section of the Bylaws shall be advanced by the organization before final disposition of the proceeding, on receipt by the organization of an undertaking, or other reasonable security, by or on behalf of that person, that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XIV: MISCELLANEOUS

Section One: Books and Records

The Swim Team shall keep correct and complete books and records of its accounts and shall also keep minutes of the proceedings of its members, the Board, and committees having any authority of the Board. The Swim Team shall also keep at the principal office a record giving the name and address of each member entitled to vote. Any member or his/her agent may inspect all books and records of the Swim Team, for any proper purpose at any reasonable time.

Section Two: Notices

Any notice required by these Bylaws shall be delivered personally or delivered by first-class regular mail or via e-mail to the recipient's address as found in the records of the corporation.

Section Three: Current Address

It is the duty of every member, officer and director of this corporation to keep the Secretary updated with that person's current address, including e-mail address.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____

Secretary