

**AMENDED AND RESTATED
BYLAWS OF
MEMPHIS STATE SWIMMING, INC.**

(Adopted as of September 2, 2014)

**ARTICLE I.
NAME AND OFFICE**

Section 1. Name. The name of this organization is MEMPHIS STATE SWIMMING, INC., (the "Corporation"). The Corporation is a public benefit corporation chartered under the Tennessee Nonprofit Corporation Act (the "Act"). The Corporation may adopt such assumed names as determined by the Board.

Section 2. Principal Office. The principal offices of the Corporation shall be at such place as the Board designates.

**ARTICLE II.
MEMBERS**

Section 1. Membership. There shall be two classes of membership:

(a) Regular Member – Regular Members shall be defined as the parents or legal guardians of Competitor Members.

(b) Competitor Member – Competitor Members shall be those swimmers who train or compete for Memphis Tiger Swimming, the swim team sponsored by the Corporation (the "Swim Club"). Competitor Members must be athlete members of USA Swimming.

Membership shall be open to the public and shall be available regardless of race, creed, nationality, or gender. Members are required to remain in good standing, behave in accordance with the Swim Club's Code of Conduct (hereinafter defined), and constructively contribute to the welfare, best interests, and public image of the Corporation.

To remain in good standing, Members must pay such periodic registration fees and membership dues as the Board may from time to time determine. The membership year begins on September 1st and ends August 31st.

Notwithstanding the use of the term "Member" in these bylaws, the Corporation was chartered without "members" as such term is defined in the Act, and therefore neither the Regular Members nor the Competitive Members have any voting rights in regards to the election of the Board.

**ARTICLE III.
BOARD OF DIRECTORS**

Section 1. Number, Tenure and Qualifications. The Board of Directors (the "Board") shall consist of at least seven (7) but no more than nine (9) persons, such number to be determined by the Board. The directors shall be individuals who are either a Regular Members of the Corporation or members of USA Swimming.

Each director shall serve until a successor is duly elected and qualified except as otherwise provided herein. Directors shall be natural persons of majority age. Each director will be required to

undergo a background check as determined by the Board and may include a criminal and financial background check.

Section 2. Election and Term of Office. The Board will solicit nominations for positions on the Board from a Board appointed committee or from the Members. The Board will then review all nominations and elect new directors by majority vote. Directors shall serve terms of four (4) years but will be eligible for reappointment at the end of their term.

Section 3. Powers of Directors. The Board shall have full management control of the Corporation. In the management and control of the property and affairs of the Corporation, the Board is hereby vested with all the powers possessed by the Corporation itself to the extent not inconsistent with the laws of the State of Tennessee, the Corporation's charter, or these bylaws.

In furtherance of the foregoing, the functions of the Board shall include, but not be limited to, the following:

- (a) maintaining the legal status of the Corporation;
- (b) maintaining the Corporation's nonprofit status with the federal and state authorities;
- (c) establishing the philosophy of the Swim Club and promulgating such rules and regulations for the operation of the Swim Club, including specifically the dues structure of the Swim Club and the operations of swim meets hosted by the Swim Club, as may be necessary or appropriate;
- (d) establishing the Corporation's budgeting procedures and the appropriation of funds;
- (e) ensuring the operation of the Swim Club in accordance with all University of Memphis (the "University") policies and procedures applicable to the Swim Club, including the policies related to the use of the University's facilities;
- (f) establishing communication between parents and coaches, accepting suggestions for solving problems or improving the Swim Club, and assisting in resolving all grievances on behalf of the Swim Club; and
- (g) monitoring the operation of the Swim Club and the Corporation in accordance with the Act, the charter and these bylaws.

Section 4. Annual Meeting of the Board. An annual meeting of the directors shall be held in the principal office of the Corporation in May of each year for the purpose of electing new directors (as required), electing the officers and transacting such other business as the Board may determine. Notice of such Annual Meeting shall be given no less than seven (7) days prior to such meeting. Other regular meetings of the Board shall be held at such times and places as the Board by resolution may determine, and if so determined, no notice thereof need be given.

Section 5. Special Meetings. Special meetings of the Board may be held at any time or place whenever called by the written request of at least one (1) director, notice thereof being given to each director. Alternatively, special meetings may be held at any time without notice provided all of the directors are present or those not present have waived notice thereof.

Section 6. Notice. Notice of special meetings shall be given no less than seven (7) days prior to such meeting by written notice delivered in hard-copy or electronically to each director. If notice is given by e-mail, such notice shall be deemed delivered when the e-mail is delivered to the recipient's internet service provider.

Section 7. Quorum. A majority of the then sitting directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. When a quorum is present at any meeting, a majority of the directors present shall decide any question brought before such meeting, except as otherwise provided by law, the Corporation's charter or these bylaws.

Section 8. Vacancies. Any vacancy on the Board may be filled by the vote of a majority of the remaining directors.

Section 9. Compensation. No director shall receive financial compensation for service as a director, and no director may profit directly or indirectly from the operations of the Corporation during his or her term of directorship.

Section 10. Removal. A director may be removed with or without cause by a majority of the entire Board.

Section 11. Committees. The Board may appoint such committees as it may deem advisable, and may delegate authority to such committees as is consistent with the Act. The members of such committee shall serve at the pleasure of the Board.

Section 12. Presumption of Assent. A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action. The written dissent must be filed with the presiding officer of such meeting before the adjournment thereof or shall be forwarded to the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Informal Action by Directors. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by all of the directors entitled to vote with respect to the subject matter thereof. The written action and the approval thereof may take place electronically, including the use of e-mail correspondence.

Section 14. Non-Voting Board Observers. The Head Coach, the Chairperson of the Parent Operating Committee and such other committee heads as the Board may determine shall be given notice of and allowed to attend and participate (but not vote) in each regular and special Board meeting. Upon the request of the Board, the Head Coach shall excuse himself from those portions of Board meetings centered around discussions of his or her compensation, benefits or performance.

ARTICLE IV. WAIVER OF NOTICE

Whenever notice is required to be given under these bylaws, the charter, or the laws of the State of Tennessee, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Where the person entitled to such notice signs the minutes of any Board meeting which contains the statement that the person has waived notice of the meeting, then such person is deemed to have waived notice in writing.

ARTICLE V. COACHES

Section 1. Designation of Coaches. The Swim Club shall have a head coach (the “Head Coach”) employed by the Corporation. All other coaches shall also be employees of the Corporation. All employment decisions shall be made solely by the Board. The Board shall also designate coaches of record for purposes of recognition by USA Swimming, Inc. Each coach will be required to undergo a criminal and financial background check.

Section 2. Duties. The Head Coach’s duties shall be established by the Board, subject at all times, to the applicable policies and procedures of the University, and shall include, but not be limited to, the following:

- (a) establishing and implementing a competitive swimming program for all ages and abilities which meets the philosophy of the Swim Club and the nonprofit purposes of the Corporation;
- (b) selecting the assistant coaches with the approval of the Board and negotiating the terms of their employment within the guidelines set by the Board;
- (c) serving as the Corporation’s Chief Operating Officer;
- (d) serving as the Swim Club representative at all meets or appointing someone to serve, if necessary;
- (e) establishing and implementing appropriate standards of behavior for swimmers during meets and at practices; and
- (f) serving as the team representatives at the USA Swimming LSC Meetings.

Section 3. Compensation. The Head Coach, assistant coaches, and other employees shall be paid and have such benefits as determined by the Board.

Section 4. Rules Enforcement and Equipment. The coaches will be responsible, along with the Regular Members, for enforcing all rules and regulations of the Swim Club. Furthermore, the coaches shall be responsible for all Swim Club equipment and will provide the Board an inventory at the end of each season along with any requests for new or replacement equipment.

ARTICLE VI. OFFICERS

Section 1. Number. The number of officers of the Corporation shall be determined by the Board and each officer shall be elected by the Board. The President, the Secretary, and the Treasurer must be directors but any other officers are not required to be directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of (i) President and (ii) either Treasurer or Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board. Each officer shall hold office until a successor has been duly elected and qualified except as otherwise provided herein.

Section 3. Removal. Any officer of the Corporation may be removed by the Board with or without cause.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall, when present, preside at all meetings of the Board. He or she shall also be an ex-officio member of any committee formed by the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deed, mortgages, checks, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an authorized signatory on all bank accounts, shall receive all bills and team correspondence not otherwise directed to the coaches or another officer.

Section 6. The Secretary. The Secretary shall: (a) keep the minutes of the Board's meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly give in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records (other than meet results) and correspondence; and (d) in general, perform all duties as from time to time may be assigned to the Secretary by the President or by the Board. The Secretary shall preside at all meetings in the absence of the President.

Section 7. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Corporation; (b) collect all dues and give receipts for moneys due and payable to the Corporation, and deposit all such moneys in the Corporation's name in such financial institutions selected in accordance with the provisions of Article VIII hereof; (c) keep proper accounts of all receipts and disbursements and give an accounting of same to the Board; and (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The financial records shall be reviewed each year by the Board, and audited at the discretion of the Board.

Section 8. Registered Agent. The Board shall appoint a registered agent for the Corporation in accordance with the Act .

ARTICLE VII. COMMITTEES

Section 1. Committees. The Board may authorize by resolution such standing committees and ad hoc committees as the Board deems necessary. The officers shall also have the authority to authorize, subject to the approval of the Board, special committees from time to time as needed.

Section 2. Appointment. The Board shall appoint all committees and committee chairs. Appointment shall be for the membership year unless the duties of the committee are completed within the membership year. If duties are completed, the committee can be dissolved by the vote of the Board. Each committee will include a director as an ex-officio member. This director will act as the liaison between the committee and the Board.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX. FISCAL YEAR

The Corporation's fiscal year end shall be June 30th.

ARTICLE X. CODE OF CONDUCT

The Corporation will adhere to USA Swimming's code of conduct, found in the USA Swimming rules and regulation handbook article 304. The Swim Club will also maintain a specific codes of behavior for the Members (the "Code of Conduct"). A Member's violation of the Code of Conduct may result in penalties and/or suspension from the Swim Club, at the Board's discretion.

Any complaints concerning the Code of Conduct or team operational issues must be submitted in writing to the Board. Any complaints not first submitted to the Board for their consideration before proceeding to other parties, including the University, may result in suspension from the Swim Club.

ARTICLE XI. AMENDMENTS

The bylaws of the Corporation may be altered, amended or replaced at any meeting of the Board by a majority vote of the directors present at the meeting.

ARTICLE XII. INDEMNIFICATION

Pursuant to the Act, the Corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding so long as the requirements of the Act are met. Further, the Corporation shall indemnify a director or officer, who is wholly successful on the merits or otherwise, or who is immune from suit under the provisions of the Act, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceeding. The Corporation is further authorized to purchase and maintain insurance on behalf of the individuals, who are or were directors, officers, employees or agents of the Corporation, against liability asserted against or incurred by them in that capacity or arising

from their status as a director, officer, employee or agent, whether or not the Corporation would have the power to indemnify them against the same liability pursuant to the Act. The Corporation may also advance expenses involving such proceedings pursuant to the Act.

**ARTICLE XIII.
DISSOLUTION**

In the event the Corporation dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, make a determination for the further disposition of the assets of the Corporation in accordance with the Act.

THESE BYLAWS WERE ADOPTED BY THE BOARD OF DIRECTORS AS OF
SEPTEMBER 2, 2014.



Edward Autry, Secretary