

BYLAWS
of
RIO SALADO SWIM CLUB, INC

ARTICLE I NAME

SECTION 1.

The name of the organization shall be the "RIO SALADO SWIM CLUB, INC", hereinafter referred to as the "Club".

SECTION 2.

The office address of the Club shall be:

6401 West Chandler Blvd., Suite #D
Chandler, Arizona 85226

SECTION 3.

The fiscal year of the Club shall correspond with the calendar year, commencing on the first day of January each year and terminating on the 31st day of December of that year.

ARTICLE II MEMBERSHIP

SECTION 1.

There shall be two classes of membership in the Club: (1) Regular members and (2) Athlete members. Regular members shall be defined as the parents or legal guardians of Athlete members. Athlete members shall be those swimmers who train and swim with the Club and abide by its rules. Masters swimmers are considered to be members of both classes.

SECTION 2.

The membership shall be open to residents of Arizona willing to support and participate in competitive swimming.

SECTION 3.

The Membership shall also be contingent upon payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine.

SECTION 4.

If the conduct of any member shall appear to be in violation of the Bylaws of the corporation or detrimental to the Club or to the sport of swimming, the Board of Directors may, by a two-thirds (2/3) vote, suspend or expel such member.

ARTICLE III PURPOSES & POWERS

SECTION 1.

1. The purpose of the Club shall include the following:

- To provide an opportunity for children to engage in a wholesome, lifesaving, lifetime sport, and recreational activity;
- To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and
- To promote the involvement in age-group programs and provide opportunity for members to compete in organized swimming competitions.

SECTION 2.

The powers of the Club shall include the following:

- The retaining on long term contract a head coach and general manager and on regular terms such coaching staff as practical and necessary to properly supervise and educate the competitor members of the club;
- The participation in and conducting such swim-meets and competitions as the Board of Directors and Coaches determine to be in the best interests of the Club;
- The publication and distribution of programs, newsletters and other print or electronic media designed to promote the activities and affairs of the Club;
- The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- The contribution of money or other things of value for scholarships, programs or other causes to further the affairs and interests of the Club;
- The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
- The purchase, sale, and conveyance or real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- The operation of food concessions and the sale of swimming equipment and paraphernalia to its members; and
- The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE IV RIGHTS & LIABILITIES OF MEMBERS

SECTION 1.

No director, officer, member, or authorized agent, or representative of the Club shall be liable or responsible for any debts or liabilities of the Club, or liable to the Club except to the extent of their unpaid portion of membership dues, travel expenses, entry fees and/or any applicable registration/renewal fees.

SECTION 2.

Only Regular Members as defined in Article II – Section 1 of these bylaws, shall have the right to vote at any membership meeting. On all matters brought before a vote of the membership Regular members shall have one (1) vote per Athlete member within their family. If both parents or legal guardians of an Athlete member are Regular members, then such parents or guardians shall only have one (1) vote between them per Athlete member within their family.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1.

The Club shall hold an Annual Membership Meeting at any time within the fiscal year for the purpose of receiving a report of the activities and financial affairs of the Club and to consider actions authorized under Article VI. The Club may also hold other special meetings of the membership as may be necessary. Such special meetings may be called by the President of the Board of Directors, the Head Coach/General Manager, by majority vote of the Board of Directors, or upon the written request of at least ten-percent (10%) of the Regular members.

SECTION 2.

All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) days before said meeting.

SECTION 3.

Unless otherwise established by the Articles of Incorporation or the bylaws, the decision of a two-thirds (2/3) majority vote of the membership shall be the decision of the Club.

SECTION 4.

A membership vote is required to ratify any actions authorized under Article VI – Section 1 and/or Article XI – Section 1. These actions will require approval of 51% (majority) of the votes cast during the respective approval process. Votes will be allowed via mail, or email which must be postmarked or time/date stamped respectively, no later than 10 days after the vote is called. At least 25% of the voting Regular Membership must participate in the vote for it to be considered a valid vote. There shall be no voting by proxy.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1.

A Board of Directors shall be established consisting of at least five (5) and no more than seven (7) directors. A minimum of 3 directors must be active Regular Members of the Club.

One-third (1/3) of the Board of Directors will be elected every year to staggered terms of 3 years each at annual meetings of the Board. Candidates for a Board of Directors position will be selected by a nominating committee appointed by the Board of

Directors. The nominating committee will consist of at least 3 Regular members and not more than 5 Regular members including a maximum of one member of the Board of Directors who shall chair the committee. Such candidates for the board shall be members in good standing or persons experienced in non-profit organizations but not employees or their spouses of the RIO Salado Swim Club. All candidates recommended by the nominating committee must be approved by a majority vote of the Board of Directors.

Any vacancy in the Board of Directors caused by death, resignation or disqualification of a Director shall be filled by a majority vote of the remaining Directors. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

SECTION 2.

The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club, including, but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. The Directors shall exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these bylaws.

SECTION 3.

The role of the members does not include management of the club.

SECTION 4.

The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular members. The Board may also appoint officers of the corporation which shall include the following:

President,
Head Coach/General Manager,
Vice-President,
Secretary,
Treasurer-

4.1.

The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

4.2.

The Head Coach/General Manager shall be responsible for managing the club, including the power to hire and fire members of the coaching and administrative staff consistent with legal employment guidelines, and set policy as it pertains to the discipline and training of athletes. His contract with the Club shall be for no less than three (3) years and no more than six (6) years as the Board may determine

4.3

The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors.

4.4

The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members at the Club's principal office, and shall perform such duties as may be prescribed by the Board of Directors.

4.5

The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe.

4.6

In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

SECTION 5.

It is incumbent upon the President to insure that regular meetings of the Board are held, at a minimum of one meeting every three months throughout the year. A regularly scheduled Board meeting may be cancelled by majority vote of the Board of Directors. Under no circumstances will a board meeting be cancelled for more than two consecutive meetings.

SECTION 6.

The presence of at least a majority of the directors of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these bylaws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

SECTION 7.

Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

SECTION 8.

If any Director fails to attend three (3) consecutive meetings of the board, the President, with the approval of a majority of the Board, may declare that Director's seat vacant.

ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1.

The Club shall indemnify any person made a party to any action, suit, or proceeding, by reason of the fact that such person or his successor or assignee, is or was a Director, officer, or employee of the Club, against the reasonable expenses, including attorney fees, actually incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular Members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these bylaws.

ARTICLE VIII CONTRACTS, CHECKS, NOTES, ETC

SECTION 1.

All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, must be signed either by the President, Treasurer, or Entry Chairperson of the Club. All checks and drafts issued by the Club shall be signed by the President, Treasurer, or Secretary or such other person as may be from time to time so authorized by the Board of Directors.

SECTION 2.

All payments made and income received on behalf of the Club will be processed by the Treasurer, or such other person as may be from time to time so authorized by the Board of Directors.

SECTION 3.

No Club assets may be acquired or disposed of without the consent of the Board of Directors. Exceptions may be made in the case of consumable items with the approvals of the Board of Directors.

ARTICLE IX NON-PROFIT ORGANIZATION

SECTION 1.

The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. The Club shall pay no dividends or other interests in the assets of the Club to its members. No part of the earnings of the club shall insure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2.

No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE X TERMINATION AND DISSOLUTION

SECTION 1.

The Club may be terminated and dissolved and/or the head coach terminated upon the affirmative vote of at least two-thirds (2/3) majority of the Regular Members. In the event of such termination and dissolution, the Board of Directors shall pay or make provision for the payment of all liabilities of the Club, to the extent that Club assets are available. Any assets of the Club remaining after all liabilities have been discharged shall be liquidated and/or distributed to Arizona Swimming, Inc., USA Swimming, Inc., and/or Arizona schools and municipalities that the club is directly affiliated with, provided such distribution of assets are in accordance with all laws and tax regulations consistent with the Club's non-profit and tax-exempt status.

ARTICLE XI AMENDMENT OF BYLAWS

SECTION 1.

These bylaws may be amended at the Annual Board of Directors Meeting of the Club where a quorum is present (a majority of directors) only by a two-thirds (2/3) majority vote of those present provided previous notice of the proposed amendments have been made available to all members of the Board of Directors prior to the vote.

RIO SALADO SWIM CLUB, INC.

By: _____
President

Attest: _____
Secretary