

**LANCASTER AQUATIC CLUB, INCORPORATED
BYLAWS**

As Amended, April 25, 2006

Article I – Organization

SECTION 1. **INCORPORATION – LANCASTER AQUATIC CLUB, INC.**, herein called LAC, is incorporated in the State of Pennsylvania under the Pennsylvania Non-Profit Corporation Code to qualify as an exempt organization, and shall be managed at all times in such a manner as to qualify the Corporation for such exemption.

SECTION 2. **PURPOSE** – The object and purpose of the Corporation is educational, namely to teach swimming skills to children, and pursuant to such educational purpose to encourage physical fitness through swimming club competition in water sports among children. The Corporation is not organized and shall not be operated for pecuniary gain or profit, and shall have no capital stock and no stockholders.

SECTION 3. **MANAGEMENT** – LAC shall be managed by a Board of Directors, comprised of a President, a Secretary and a Treasurer, herein called the Board, acting in accordance with these Bylaws.

Article II – MEMBERSHIP

SECTION 1. **MEMBERSHIP** – The benefits and services of LAC shall be made available to any boy or girl who desires to participate in the program sponsored by LAC and who is physically able to do so.

There shall be two classes of membership:

- (a) Member - A member shall be the parent, legal guardian, or person having custody of any child who is swimming on any swim team sponsored by LAC.
- (b) Guest Member – A guest member shall be the parent, legal guardian, or person having custody of any child who is swimming on any swim team sponsored by LAC, who requests such membership for a stated, limited period not to exceed three months. Guest memberships may be authorized by the Board, with the concurrence of the head coach, at its discretion, at specific periods, for defined groups, and under uniformly administered policies. Guest members shall have all the rights and privileges of regular membership except for (1) voting, (2) serving as Directors of LAC, or (3) participating in the disbursement at dissolution in accordance with ARTICLE VIII, SECTION 6.

SECTION 2. **LIMITATION** – Membership shall not be limited in number except as required by the availability of coaching and facilities.

SECTION 3. **VOTING** – Each member family in LAC, except for guest members, shall be entitled to one vote on the affairs of LAC. Voting shall be in person.

SECTION 4. **PROXIES** – There shall be no proxies.

SECTION 5. **RIGHTS** –

- (a) A member in good standing shall be entitled to participate in any activity sponsored by LAC unless restricted by the Head Coach and/or the Board of Directors.
- (b) The property rights and interests of all members shall be equal on a per family basis.

SECTION 6. **TERMINATION** –

- (a) Membership shall terminate automatically for failure of the member to pay dues or assessments within the time set forth by the Board of Directors.
- (b) Membership shall be terminated by the Board of Directors for a member engaging in conduct materially and seriously prejudicial to the interest and purposes of LAC.
- (c) A member may resign his membership at any time by giving notice in writing to the Secretary, provided all obligations to LAC have been met in full.

ARTICLE III – DUES, FEES, ASSESSMENTS AND PARTICIPATION

SECTION 1. **FISCAL YEAR** – The fiscal year of LAC shall be from September 1 to the following August 31.

SECTION 2. **DUES** – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of LAC.

- (a) Member Dues – Dues for the Winter session shall be assessed on an annual basis, per fiscal year. Spring and Summer sessions may be assessed based on interest in the program and participation for each session.
- (b) Guest Member Dues – Dues for guest members shall be for the period authorized.
- (c) Amount – The amount of dues per family shall be computed on the basis of a schedule set by the Board which shall take into account both the number of family children swimming on sponsored teams, and the team's classification.
- (d) Changes in Dues Schedule - The dues schedule may be changed retroactively.
- (e) Payment – The Board of Directors shall be responsible for establishing the annual payment schedule for dues and the appropriate policies governing payment of said dues.
- (f) Change in Swimmer's Team Status – In the event that team assignment of a member's child is changed during the year, the resulting change in dues shall be computed on a pro rata basis per month. Extra dues shall be payable immediately or may be paid in installments. Excess dues paid shall be refunded.
- (g) Part Year Dues – Dues for members joining after September 1, shall be for the remaining of the fiscal year and shall be computed on a pro rata, twelve month basis, with the first month if partial, rounded off to the nearest whole month. Payment shall be in accordance with paragraph (d) of this SECTION.
- (h) Refunds – There shall be no refund of dues or release of obligation to pay dues except as follows:
 - (1) Change in Swimmer's Team Status – In accordance with ARTICLE III, SECTION 2(f).
 - (2) Swimmer Quitting Team – In the event a swimmer quits the team for any reason, upon giving thirty days notice, the

member shall be entitled to a refund of any dues installments paid in advance of the end of such notice period.

- (3) Resignation on Increase of Dues – If dues are increased during the fiscal year in accordance with ARTICLE III, SECTION 2(d), a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis.
- (4) Resignation on Passage of Assessment – If a new assessment is passed during the fiscal year in accordance with ARTICLE III. SECTION 5, a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis as of the effective date of the assessment.
- (5) Special Situations – The Board, in the event of special situations may, by two-thirds (2/3) vote of the full Board, authorize the refund of dues on a pro rata basis.

SECTION 3. FUNDRAISING COMMITMENT – The Board of Directors may establish a fundraising requirement as part of the financial commitment of membership. The members of the LAC Board of Directors shall be exempt from this commitment, in as much as their service to the Board and to the Club fulfill this membership requirement. A Director whose membership is terminated in accordance with Article V. Section 3 shall not receive this exemption.

SECTION 4. FEES –

- (a) Entry Fees – LAC shall post meet entry forms including all associated entry fees to be paid by the swimmer in order to swim in a meet.
 - (1) Deficiencies – No swimmer shall be entered by LAC in any event in any swim meet if sufficient funds are not paid to cover such entry, unless the deficiency is occasioned by bookkeeping or billing delays.
 - (2) Relays – Entry funds for relays shall be charged to individual entry fee accounts after the event.
 - (3) Delinquent Dues – No swimmer shall be entered in any meet by LAC if dues are more than thirty (30) days in arrears.
- (b) Special Fees – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.

SECTION 5. ASSESSMENTS – The Board may recommend any assessment deemed necessary by sending such recommendation in writing to each member family not less than ten (10) days prior to any annual, regular or special meeting of LAC. Passage shall require a majority affirmative vote of the members present. Assessments may be made effective as of a certain date, but shall not be made retroactive.

SECTION 6. PARTICIPATION – A quality program as conducted by LAC requires the active participation of all members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, and in other activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all members.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1. **ANNUAL MEETING** –

- (a) Time and Place – The annual meeting of LAC shall be held at the Annual Banquet.
- (b) Purpose – The annual meeting shall be for the purpose of electing Directors to take office at the beginning of the next fiscal year, receiving committee reports, and transacting such other business as may be necessary.

SECTION 2. **SPECIAL MEETINGS** –

- (a) Call – Special meetings of LAC shall be held upon the call of President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by fifteen (15) percent of the members
- (b) Time and Place – Special meetings of LAC shall be held, preferably on a Monday evening, at such reasonable time and place as the Board may designate.
- (c) Purpose – The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

SECTION 3. **NOTICE OF MEETING** – Written notice of any meeting of members shall be given to each member not less than 10 days nor more than 45 days prior to such meeting.

- (a) Delivery – Delivery of notice to each family shall be by mail or by hand delivery or to the “mail box” of the member’s child swimming on a sponsored team.
- (b) Posting – Notice of meetings shall be posted on the team bulletin boards at each facility at which sponsored teams are practicing.
- (c) Waiver of Notice – Required notice of meetings may be waived by a written consent signed by three-fourths (3/4) of the voting members of the LAC polls. Attendance at a meeting in person shall constitute waiver of notice.

SECTION 4. **QUORUM** – Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 5. **ORGANIZATION** –

- (a) Presiding Officer – The President shall preside at any meeting of members.
- (b) Secretary – the Secretary shall serve as secretary for the meeting, and in his absence, the President shall appoint an acting secretary.
- (c) Order of Business – The order of business at any meeting, if applicable, shall be:
 - (1) Call to Order;
 - (2) Proof of Notice of Meeting;
 - (3) Approval of Previous Minutes;
 - (4) Reports of Officers;
 - (5) Election of Directors;
 - (6) Reports of Committees and Task Groups;
 - (7) Old Business;
 - (8) New Business.

SECTION 6. **VOTING** –

- (a) Method – Voting may be viva voca, but ten (10) members shall have the right to demand voting by roll call.

- (b) Decision – All matters coming before the meeting for vote shall be decided by majority vote of those voting, except where different requirements are given elsewhere in these Bylaws.

SECTION 7. **MINUTES OF MEETING** – Minutes of each meeting shall be available for inspection by any member desiring to do so as soon as practicable, but no later than with the notice of the next immediate annual meeting of members.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. **BOARD COMPOSITION** – The Board shall be composed of nine (9) Directors, selected in accordance with ARTICLE V. SECTION 2, plus the most recent past president not currently a Director, who shall be a non-voting member of the Board, and whose service shall not be considered as service as a Director.

SECTION 2. **ELECTION OF DIRECTORS** –

- (a) Nomination – The President of the Board of Directors shall nominate candidates for election as vacancies occur.
- (b) Election – Nominations will be uncontested and voting may be viva voca, but ten (10) members shall have the right to demand voting by roll call.

SECTION 3. **REMOVAL OF DIRECTORS FROM OFFICE** –

- (a) Recall by Membership – Any Director may be removed from office, with or without cause, at any annual, quarterly or special meeting of members, which stated in its notice that such action was contemplated, by majority vote of the members present.
- (b) Removal by Board Action – A Director missing three (3) consecutive meetings of the Board may be removed from office by majority vote of all the other Board members.
- (c) Automatic Removal – A Director whose membership is terminated in accordance with ARTICLE II, SECTION 6, shall automatically be removed from the office.

SECTION 4. **MEETING OF THE BOARD**

- (a) Time of Meeting – Meetings of the Board shall be held at the discretion of the President.
- (b) Notice – Seven (7) days’ notice, in person or by mail or e-mail, shall be given all Directors of meetings called by the President or by the majority of Directors.
- (c) Waiver of Notice – Required notice shall be waived if all absent Directors sign the minutes of the meeting or a separate waiver of notice which shall become part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.
- (d) Open Meetings – All meetings of the Board shall be open to any member, and notice of meetings shall be distributed at each location where sponsored teams are practicing if time permits, except that executive sessions shall be permitted for the purpose of contract negotiations and for administering the financial assistance fund.
- (e) Quorum – A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until such quorum shall have been attained.

SECTION 5. **POWERS OF THE BOARD** – The Board shall regulate and supervise the management and operation of LAC. It shall attend to all internal affairs of LAC, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Corporation and to all such lawful acts and things as are not by statute or by the charter or by these bylaws required to be done or exercised by the members. The control of the Board over these affairs of LAC shall be subject to any action from time to time taken by vote of the members of LAC.

SECTION 6. **POWERS AND DUTIES OF DIRECTORS ELECT** – In the interim between the annual meeting and the beginning of the next fiscal year, Directors who will be in office during the coming fiscal year shall have the following powers and duties as a “BOARD OF DIRECTORS ELECT”:

- (a) Election of Officers – to serve in the coming year.
- (b) Preparation of a budget – for presentation to the membership at the first quarterly meeting.
- (c) Organization and Planning of Committees – as deemed necessary.
- (d) Participation – with voice but not vote unless already a Director at any meeting of the current Board.

ARTICLE VI – OFFICERS

SECTION 1. **SELECTION** –

- (a) Officers – The Board shall elect a President, a Secretary, a Treasurer, and such other officers as it may deem proper from time to time, all of whom shall be Directors or Directors Elect at the time of election.
- (b) Terms – The term of office of all officers shall be until their successors are elected and take office. Officers may succeed themselves provided their term, as Director has not expired.
- (c) Vacancies – Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board.

SECTION 2. **REMOVAL OF OFFICERS** – Any officer may be removed from office at any time, with or without cause, by majority vote of the full Board.

SECTION 3. **POWERS AND DUTIES OF THE PRESIDENT** – The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of the Club, and see that all orders and resolutions of the Board are carried into effect.
- (b) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees.
- (c) Sign, with the Treasurer, all checks and other instruments of payment by the treasury in excess of \$3,000.00.
- (d) Perform such other duties as the Board may direct.

SECTION 4. **POWERS AND DUTIES OF THE SECRETARY** – The Secretary shall:

- (a) Have charge of the records and seal of the Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- (b) Record and keep in a separate book, the minutes of all meetings of members.
- (c) Record and keep in a separate book, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.

- (d) Keep a separate book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.
- (e) Maintain a current list of members with addresses, and prior to any meeting of members, with the assistance of the treasurer update this list in accordance with ARTICLE II, SECTION 6.
- (f) Conduct the general correspondence of LAC.
- (g) Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

SECTION 5. POWERS AND DUTIES OF THE TREASURER – The Treasurer shall:

- (a) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of LAC in such depositories as the Board may direct.
- (b) Disburse the funds of LAC as may be ordered by the Board, taking proper vouchers for such disbursements.
- (c) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of LAC, and at the annual meeting of members present a like report for the preceding year.
- (d) With the President, sign all check and instruments of payment by the treasurer in excess of \$3,000.00; and by his or her self all checks of \$3,000.00 or less.
- (e) Appoint, with approval of the Board, one or more Assistant Treasurers, who may or may not be Directors, to whom from time to time, may be delegated, under the Treasurer’s supervision, responsibility for specific operational “funds”.
- (f) Serve as ex-officio member of all standing and special committees that have control over any funds of LAC.
- (g) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.

ARTICLE VII – COMMITTEES

SECTION 1. CLASSES OF COMMITTEES – There shall be three (3) classes of committees:

- (a) Standing Committees – Standing Committees are committees established by these bylaws with duties and responsibilities as enumerated herein. All powers assigned to standing committees are subject to the authority to the Board. The Standing Committees shall be as follows:
 - (i) Executive Committee – The Executive Committee shall consist of the officers of LAC and shall conduct such business as is deemed necessary by the President or the officers.
 - (ii) Fundraising Committee – The Fundraising Committee shall be responsible for proposing and administering fundraising projects for participation by LAC membership.
 - (iii) Apparel Committee – The Apparel Committee shall be responsible for all functions related to the selection, acquisition and distribution of team apparel and related items.
 - (iv) Special Events Committee – The Special Events Committee shall be responsible for making recommendations for and implementing all special events to be conducted by LAC and for hospitality at all LAC functions.

- (b) Special Committees – Special Committees are committees established from time to time by the President or by the Board with their duties and powers subject to the authority of the Board.
- (c) Select Committees – A Select Committee shall be a committee not subject to the authority of the Board, which shall have been established by vote of the members with the Committee’s powers, duties and composition stated in the resolution.

ARTICLE VIII – ACCOUNTING, BUDGET FINANCE

SECTION 1. **AUDITS** –

- (a) Annual Audits – the Books of the Corporation shall be closed on the last day of August of each year to be audited by a qualified individual or individual other than the Treasurer and approved by the Board. The audit shall encompass all assets of LAC or under its control, with property valued at cost, depreciated value, or replacement cost, whichever is least. Separate “funds” shall have a separate accounting with the net gain or loss shown in the consolidated statement. The written report of the audit shall be prepared in time to be presented to the members at the annual meeting.
- (b) Special Audits – An audit similar to the annual audit shall be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2. **BUDGET** – A budget for the next fiscal year shall be prepared by the Board of Directors Elect with the assistance of the current Executive Committee.

SECTION 3. **CONTRACTS** – Contracts for personal services shall require approval of two-thirds (2/3) of the full Board of Directors.

SECTION 4. **REIMBURSEMENT** – Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of LAC.

SECTION 5. **INDEMNIFICATION** – LAC shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of LAC, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

SECTION 6. **DISSOLUTION** – In the event LAC dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of LAC after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations. These other organizations shall be determined by the individual members; and their pro rata share of the assets shall be sent to that non-profit organization.

ARTICLE IX – BYLAWS AND RULES OF ORDER

SECTION 1. **BYLAWS** – These bylaws, duly adopted on March 21, 2006 succeed any and all previous bylaws and amendments thereto, which are declared null and void.

SECTION 2. **AMENDMENTS** – These bylaws may be amended by a majority of the members present in person at any regular or special meeting provided that the proposed

amendment has been submitted to the membership not less than ten (10) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board of Directors, or shall be signed by not less than four (4) members.

SECTION 3. **INTERPRETATION** – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

SECTION 4. **RULES OF ORDER** – Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of Committees, but shall not take precedence over these bylaws.