

BYLAWS OF THE
PENN TRAFFORD AQUA CLUB
A NON-PROFIT ORGANIZATION

ARTICLE I: NAME AND APPLICATION

The name of the Corporation shall be the Penn Trafford Aqua Club, Inc., hereinafter referred to as "PTAC" or "the Corporation"

The Corporation shall, at all times, maintain itself as an active member in good standing as prescribed by the bylaws, rules, and regulations of Allegheny Mountain Swimming ("AMS") and USA Swimming ("USA Swimming").

ARTICLE II: PURPOSES & OBJECTIVES

Section 1: Purposes

The Corporation is a Non-profit Pennsylvania Corporation incorporated under the provisions of 15 Pa. C.S. § 5306. The purpose of the Corporation is to engage in any lawful act or activity for which the Corporation is organized under such law. Specifically, the Corporation 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 Corporation's purpose shall be fulfilled in accordance with the bylaws, rules, and regulations of AMS, USA Swimming, and FINA.

The primary purposes of the Corporation are to:

- Promote and develop competitive swimming, teamwork, and sportsmanship.
- Provide suitable facilities, equipment, or any other personal property that is deemed necessary for its purposes.
- Enter into, make, perform, and carry out contracts of every kind for any lawful purpose, without limit as to amount in order to support these purposes.
- 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 2: Short-Term & Long-Term Goals

The Board of Directors, hereinafter referred to as the Board, and the principal coach of the Corporation, hereinafter referred to as the Head Coach, by September 1st of each year, shall establish goals for the Corporation commensurate with the status of the Corporation.

ARTICLE III: OFFICE

The principal office of the Corporation shall be located within the Penn Trafford School District, Westmoreland County, Commonwealth of Pennsylvania. The Corporation may have such other offices, either within or outside the County of Westmoreland, Commonwealth of Pennsylvania, as the Board may determine or as the affairs of the Corporation may require.

The properties and assets of the Corporation are irrevocably dedicated to its tax-exempt purposes. No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the

benefit of any private person or individual, or any member, officer, or director of the Corporation. In the event of liquidation or 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 Internal Revenue Code, Section 501[c](3).

ARTICLE IV: MEMBERS

Section 1: 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 guardian(s)
- b. **SWIMMER:** A swimming member of the family group who is an athlete and engaged in competitive swimming or in the act of learning competitive swimming skills.
- c. **REGULAR MEMBER:** The parent(s) or guardian(s), within the family group containing swimmers meeting the requirements of (b), who is/are 18 years of age or older, or any member of the Corporation's coaching staff who has signed 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 can be any citizen of the community who, in the opinion of the Board, has rendered distinguished service to the Corporation.

Section 2: Voting Rights

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

An honorary member is not entitled to vote, but such member may act only in an advisory role.

Section 3: Responsibilities of Membership

Regular members of the Corporation shall at all times meet their financial obligations to the Corporation. Such obligations consist of registration fees, seasonal or monthly dues or fees, swim meet entry fees, and participation in Corporation fundraisers. Failure to contribute to the fundraisers shall result in an added assessment to the Regular Member as determined by the Board. Each member shall be aware of team activities and functions (swim meets, fund-raisers, community activities, and special meetings) and shall attend and actively support such functions. Each regular member shall serve on a standing committee as needed. Regular members shall meet the obligations and responsibilities as set forth in these bylaws and shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by AMS and USA Swimming.

Section 4: Qualifications for Membership

The Head Coach in conjunction with the Board will establish swimmer qualifications or requirements at the beginning of the swim season. Swimmers continuing from the previous year will automatically qualify for membership provided that their fees are paid and other membership obligations to the Corporation are fulfilled. Special consideration will be given to siblings of current members. Membership from outside the Penn Trafford

School District shall be approved by the Board on a case-by-case basis. Such membership shall require approval by a two-thirds majority of a quorum of the Board and shall be in accordance with Penn Trafford School District guidelines.

Section 5: Termination of Membership

The Board, by affirmative vote of a two-thirds majority of a quorum of the Board, may suspend or terminate 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 XI 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 Corporation or the rules and regulations of the Corporation's affiliated organizations. Any member suspended or terminated 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. Any suspension shall remain in force until overturned by the general membership. Any denial of membership resulting for a member's failure to satisfy membership criteria and/or compliance with the individual's responsibilities under the bylaws, rules, regulations, policies, procedures, and code of conduct and ethics of AMS and USA Swimming may be appealed to the AMS Board of Review or the USA Swimming National Board of Review. Petitions of readmission to PTAC by a terminated member will be considered in due course.

Section 6: Transfer of Membership

Membership in the Corporation is not assignable or transferable.

ARTICLE V: MEETINGS OF MEMBERS

Section 1: Annual Meeting

An annual meeting of the general membership, not to be held in conjunction with any other social functions of the Corporation, shall be held each March at a place and time designated by the Board for the purposes of electing directors and officers and for the transaction of such other business as may come before the meeting.

Section 2: Quarterly Meetings

Quarterly meetings of the general membership shall be scheduled by end of June, September, and December of each year at a place and time designated by the Board. The purpose of the meeting shall be for the Board to seek the advice, counsel, and direction of the general membership in the establishment of corporate policy and for the transaction of any business as may come before the meeting. The annual meeting shall serve as the fourth quarterly meeting of the year.

Section 3: Special Meetings

Special meetings of the general membership may be called by the President, a majority of the Board, or not less than one-tenth (10 percent) of the regular members whose dues and other fee assessments are current. If a special meeting is called by members other than the Board, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted and shall be delivered electronically to the President, Vice President, or the Secretary of the Corporation. The officer receiving the request shall cause such notice to be promptly given to the members entitled to vote, in accordance with the

provisions of Article V, Section 5. If the notice is not given within 20 days after receipt of the request, the persons requesting the meeting may give the notice.

Section 4: Emergency Action

If an 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 quarterly 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 5: Notice of Members' Meetings

Notice of members' meetings shall be delivered to each member, stating the place, day and hour of such meeting not less than seven (7) days prior to such meeting via (a) sent email; (b) posted to the Corporation's teamunify website calendar; and (c) posted to the Corporation's teamunify website News page. In the case of the annual meeting, special meetings, or when required by the bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. The notice of a meeting called shall be deemed to be delivered when sent from the Corporation's teamunify email administrator to the member's address as it appears on his account.

Section 6: Quorum

Members of the Corporation holding twenty percent (20%) 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. If twenty percent of the members are not in attendance, then a quorum shall be established as long as a majority of the Board of Directors in office are present. If a quorum is established in this manner, all members present at such meeting shall count in the quorum and retain the right to vote. If a quorum is not present at any said meeting, a majority of the members present may adjourn the meeting without further notice.

Section 7: Proxies

No member is entitled to vote by proxy.

Section 8: Record Date for Member Notice, Voting, and Other Actions

For the purposes of determining which members are entitled to vote or to take any other action, the Board may fix in advance a record date, which shall not be more than 60 nor fewer than 7 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, or to take other action, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the Article of Incorporation, by agreement, or in Pennsylvania Non-profit Corporations Law.

Unless fixed by the Board, the record date for determining those members entitled to receive notice of a meeting of members shall be the next business day on which the notice is given, or if notice is waived, the next business day preceding the date on which the meeting is held.

Record date means as of close of business.

ARTICLE VI: OFFICERS AND DIRECTORS

Section 1: General Purpose

The affairs of the Corporation shall be managed by officers and directors who are elected from the general membership, and the Head Coach. Officers and directors shall collectively be referred to as the Board of Directors.

Section 2: Number and Tenure

Corporation officers shall number four (4) and shall include the President, Vice President/Registrar, Secretary, and Treasurer. Officers shall be elected by and from the general membership at each annual meeting by a majority of the quorum. Officers shall hold office until the next annual meeting of the membership or until their successors have been elected.

Corporation Directors shall number three (3) and shall include the Meet Director and two (2) Concession Directors. Corporation Directors shall be elected at large by the general membership. Corporation Directors shall be elected for a two-year term. For the purpose of implementing the staggered expiration of the Concessions Directors, one (1) Concession Director will be elected in an odd year with the other being elected in an even year. 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 are elected.

If, for any reason, the election of officers and 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 an additional member of the Board and shall have all voting rights and privileges thereof so long as his/her employment contract is in force. The Head Coach shall not vote on matters related to his or her employment or salary.

Not more than one member of a family group may serve on the Board of Directors at the same time.

Section 3: Limitation of Terms

The officers of the Corporation shall be limited to no more than three consecutive terms in any one office.

Section 4: Removal of Officers and Directors

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

Any officer or 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 5: Vacancies

A vacancy in any office or directorship, because of death, resignation, removal, disqualification, or otherwise, may be filled through appointment by the President and confirmed by a majority vote of the Board. An officer or director appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor.

Section 6: Compensation

No officer or director shall be entitled to any compensation for services rendered as an officer or director, but each of said persons may be reimbursed for any expenses incurred on behalf of the Corporation if said reimbursement is approved by the Board. Board members are eligible for a 50% dues reduction or as determined by the general membership.

Section 7: President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation; preside at all meetings of the members, of the Board, and all committees for which a chairperson has not been appointed; chair the Budget Committee, standing committee established in Article IX of these bylaws, and present the new annual Corporation budget at the August Board meeting and the September general membership meeting. The President shall make no motions or amendments and shall not have a vote except to break ties in votes requiring a two-thirds or three-fourths majority.

The President shall annually prepare personnel contracts for the Head Coach, and if appropriate, other coaching staff and present the contracts to the Board for approval no later than the last meeting of the Board before an existing Head Coach or other coaching contract expires. The President may sign, with the Vice President or the Secretary or any other proper officer of the Corporation authorized by the Board or these bylaws, any contracts or other instruments that the Board has authorized to be executed. The President shall also perform all other duties as may be prescribed by the Board.

Section 8: Vice President/Registrar

In the absence of the President or in the event of his/her refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for soliciting nomination of regular members for officer and directorship positions, such solicitations to be essentially completed by the monthly Board meeting scheduled for the 1st week of January, announced at the January regular meeting of the Board, and announced again at the February regular meeting of the Board. The Vice President shall ensure annual nominations and elections are properly carried out. The Vice President shall maintain current membership rosters with contact information of members and honorary members as well as all medical history forms and emergency treatment forms. Responsibilities shall include collection of annual registration fees and seasonal/monthly dues; compilation of a club roster; and in general shall perform such other duties as may be prescribed by the President of the Board.

Section 9: Treasurer

The Treasurer shall have custody of the corporate funds and securities of the Corporation and shall keep full and accurate records of all receipts and disbursements in books belonging to the Corporation. The Treasurer shall keep the moneys of the Corporation in separate accounts to the credit of the Corporation and shall disburse such funds as may be ordered by the Board, taking proper vouchers for such disbursements. He/she shall provide a comprehensive monthly accounting of all transactions and of the financial condition of the Corporation. The Treasurer shall give a bond if required for the faithful discharge of his or her duties in such and with such surety as the Board shall determine.

Section 10: Secretary

The Secretary shall be the custodian of all permanent records of the Corporation except those pertaining to the Corporation finances and membership; keep the minutes of the meetings of the membership at large and of the Board electronically, call to the attention of the President all unfinished business; record all votes of the Board and the general membership; and in general perform all duties incident to the Office of Secretary including such other duties as may be prescribed by the President or the Board. The Secretary will organize any social activities planned through the Corporation. The Secretary shall also be responsible for preparing and submitting articles for publication in local news outlet. The Secretary, in conjunction with the Head Coach, and consistent with the laws of the Commonwealth of Pennsylvania and the rules and regulation of AMS and USA Swimming, shall ensure that all members of the coaching staff meet all current certification requirements of the Commonwealth of Pennsylvania and of AMS and USA Swimming.

Section 11: Meet Director/AMS Entry Chair Representative

The Corporation shall be represented at AMS meetings and meetings of other swim leagues in which the Corporation may participate. Representation shall be by a member of the Board who shall be the primary representative and shall have full authority to represent the Corporation and shall be authorized to vote on behalf of the Corporation on all matters requiring a vote. The representative shall give a report of each meeting at the next regularly scheduled Board meeting. The Board shall also approve alternates or, in the case of multiple representation, additional representatives who shall have full authority to represent the Corporation at meetings they are authorized to attend. The primary representative shall be responsible for arranging for an alternate to represent the Corporation at meetings the primary representative is unable to attend. The Meet Director/AMS Entry Chair Representative shall be responsible for the submittal of USA Swimming registration forms to the AMS Registrar and for the posting and submittal of AMS and dual meets. The Meet Director/AMS Entry Chair Representative shall be responsible for coordinating meet entry for AMS meets. The Meet Director/AMS Entry Chair, in conjunction with the Head Coach, shall maintain Corporation records of best times by Age Group and frequently publish and post such records electronically.

Section 12: Concession Directors

The Concession Directors shall organize and perform all duties involved with running a concession stand, including, but not limited to, purchasing food and supplies, preparing food and collecting monies. The Concession Directors shall adhere to controls and procedures established by the Treasurer to provide for the proper accountability of funds. Concession Directors shall oversee and coordinate with regular members all extra functions such as Winter Party and Banquets.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: General Purpose

The Board of Directors shall be responsible for holding monthly meetings to manage affairs of the Corporation. The Board of Directors shall determine the policies, prepare an annual budget, supervise the work of all committees, hire all necessary personnel, and in general, conduct the affairs of the Corporation. In addition to the powers and authorities by the Bylaws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the law of the Commonwealth of Pennsylvania to directors of Pennsylvania non-profit corporations acting as a Board.

Section 2: Regular Meetings

The Board shall hold regular monthly meetings, at a place and time to be designated by the Board, according to a posted schedule adopted by the Board. Notice of regular meetings shall be posted to the Corporation's teamunify website calendar.

Section 2: Special Meetings

Special meetings of the Board may be called by or at the request of the President or any two officers or directors of the Corporation. The officers or 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 three (3) days before the scheduled date of the meeting to all officers and directors of the Corporation in person by telephone. Any officer or director may waive notice of any special meeting. The attendance of any officer or director at a special meeting constitutes a waiver of notice of such meeting. The business to be transacted at the meeting need not be specified on the notice of such meeting, unless specifically required by the bylaws.

Section 3: Regular Meetings and General Membership Meetings

Policy for General Membership wishing to attend a meeting of the Board of Directors: The meetings of the board of Directors for PTAC are designed for the board and often the Head Coach to discuss and plan for the club. They are different from Parent/General Membership meetings which are designed for the general membership to attend. If a non-board member wishes to address the board with a question, suggestion, or concern, he/she may send an email to the board president stating the item to be discussed. This needs to be received 24 hours in advance to the meeting date. The point of discussion can then be added to the agenda for the meeting under new business. That member may then attend the meeting at the time when new business is discussed (usually 1 hour after the meeting start) and participate in this portion of the meeting. All board meetings, as well as parent meetings, will be posted to the Corporation's teamunify website calendar with the time and location

Section 5: Quorum

A majority of members of the Board of Directors in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board, but if less than a majority of the directors are present, a majority of those directors present may adjourn the meeting without further notice. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6: Manner of Acting

The majority of the officers and directors present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or these bylaws. In the absence of the President, or the Vice President, a chairperson for any regular or special meeting of the Board may be elected by a quorum of the Board.

Section 7: Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing, including electronic written

communication, to that action. Such action by written or electronic consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VIII: COACHES

Section 1: Coaching Positions

The corporation shall at all times employ a Head Coach, who is properly qualified in accordance with the laws of the Commonwealth of Pennsylvania and the bylaw and regulations of the Corporation's affiliated organizations, to administer the Corporation's swimming programs.

The Board, consistent with the needs of the general membership, may also authorize hiring of assistant coaches who shall be responsible for various practice groups under the supervision and direction of the Head Coach.

All coaches employed by the Corporation shall be required to obtain clearances as defined by USA Swimming and the Penn Trafford Aqua Club.

Section 2: Board of Director Responsibilities

The Board is responsible for hiring a Head Coach, and if deemed necessary, 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 vote of three-quarters of the quorum of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby. The Board shall give the Head Coach authority to interview and select 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 3: Head Coach Duties and Responsibilities

The Head Coach shall act as a director of the Corporation 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 Corporation and participate in establishing the annual Corporation budget, and assist the Board to formulate short-term and long-term Corporation goals and objectives. The Head Coach shall not be paid for his time and services as a director.

The Head Coach, in conjunction with the Secretary of the Corporation, and consistent with the laws of the Commonwealth of Pennsylvania and the rules and regulations of AMS and USA Swimming, shall ensure that all members of the coaching staff meet all current requirements of the Commonwealth of Pennsylvania and of AMS and USA Swimming.

The Head Coach shall direct the entire competitive swimming program; hire, with Board approval, assistant coaches consistent with the Corporation's goals and membership characteristics; maintain each swimmer's competitive group status; develop and implement swimmer workout schedules and practice hours; ensure that swimming practices and all other training activities are properly supervised; recommend to the Board workout-related facility, supplies, and equipment requirements; establish, with final Board approval, an annual schedule of dual and AMS meets; designate and attend monthly team meets; recruit, train, and annually

evaluate assistant coaches; report monthly on the progress and status of the Corporation's competitive swimming program; and report on any disciplinary matter concerning swimmers that come to his/her attention.

The Head Coach, or Coach's designated representative, shall remain at the pool complex after scheduled practices until all swimmers less than 16 years of age have left the pool complex.

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 regulation or any amendments thereto shall be approved by the Board and communicated to the general membership and swimmers prior to any attempt to enforce said rules and regulation, and amendments to said rules and regulation.

The Head Coach shall from time-to-time handle disciplinary problems concerning swimmers and assistant coaches. The Head Coach shall have authority to dismiss any swimmer temporarily for disciplinary reasons. The Head Coach shall discuss any disciplinary problems with swimmers at the time they occur. The Head Coach shall discuss any dismissal with individual swimmers and with swimmer's parent(s) as soon as practicable. Dismissals longer than one practice shall be approved by the Board. The Head Coach shall report for adjudication to the Grievance Committee as set forth in Article XII of these bylaws in the event of a dispute or disagreement between the coaching staff and a member of the Corporation.

The Head Coach shall from time-to-time receive and carry out other responsibilities assigned by the Board.

Section 4: Assistant Coach Duties and Responsibilities

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

Section 5: 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 Corporation; keep the Head Coach or the Board informed of disciplinary 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.

Section 6: Corporation Membership

There shall be no prohibition against any of the coaching staff that would keep them from participating as swimmers of the Corporation, concurrently with their positions on the coaching staff, except that no coach may hold an elected office of the Corporation.

ARTICLE IX; COMMITTEES

Section 1: 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 the 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.

There shall be standing committees designated as follows for the purpose of carrying out Corporation business:

- **Budget:** Under the direction of the President, the Budget Committee shall establish the new annual budget to be presented for approval to the Board at the August Board meeting and to the membership at the September quarterly membership meeting. The Budget Committee will recommend appropriate funds available for all activities. The Budget Committee shall be composed of the President, Treasurer, Head Coach and shall include one (1) non-Board member of the Corporation.
- **Fundraising:** Under the direction of the Fundraising Chairperson, the Fundraising Committee shall coordinate and arrange for all fundraising activities of the Corporation. The Fundraising Committee shall be composed of those regular members who agree to conduct fundraising activities. The Fundraising Committee shall adhere to controls and procedures established by the Treasurer to ensure for proper accountability of the Corporation funds.
- **Stroke and Turn Judge:** The committee shall recruit and coordinate training for potential stroke judges for both the dual and AMS leagues. The committee shall also plan and conduct and stroke judge training request made by the PTAC coaches or other league representatives.

Section 2: Other Committees

The Board shall, as changes in circumstance or other causes may occur, and as it may deem necessary, terminate or consolidate any of the standing committees, create new standing committees, and create ad hoc committees.

Section 3: Chairpersons

Each committee shall have a chairperson appointed by the President, unless otherwise specified in these bylaws. The chairperson of each committee shall appoint as many members to his/her committee as he/she deems necessary to fulfill the responsibilities of the committee.

Section 4: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members and until the chairperson's successor is appointed, unless the committee shall be sooner terminated or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5: Vacancies

Vacancies in the membership of any committee shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 6: Quorum

Unless otherwise provided by the Board, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the action of the committee.

Section 7: Rules

Each committee may adopt rules for its government. The rules shall be consistent with rules adopted by the Board, these bylaws, or the bylaws of the Corporation's affiliated organization.

ARTICLE X: CONTRACTS, CHECKS, DEPOSITS, FUND, AND AUDITS***Section 1: Contracts***

The Board may authorize any officer or officers, agent, or agents of the Corporation, in addition to officers 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 Corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Order for Payment

All checks, drafts, or order for payment of money, notes, or other evidence 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 3: Deposits

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

Section 4: Gifts and Bequests

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

Section 5: 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 and expenditures.

ARTICLE XI: DUES***Section 1: Dues***

The Board in accordance with the financial obligations of the Corporation shall establish seasonal or annual dues. The Board may establish a multi-tiered dues structure based on swimmer's competitive group and may offer discounts based on multiple swimmers per family. The Board may also establish a special dues structure to recognize Corporation members' participation on high school swim team. All Board members and coaches shall be entitled to a discount on dues amounts for any and all of their participating swimmers as determined by the general membership. Coaches shall be eligible for a tuition discount for their children determined by the Board after a one- year tenure. The Board shall establish when dues amounts are payable; swimmers shall not be permitted to participate until all dues have been paid. The Board can authorize reduction of dues to members who fill a role (i.e. USA Swimming stroke official).

Section 2: Additional Fees

The Board may establish additional fees as it deems necessary. Such fees may be required to cover participation in additional programs the Corporation may choose to offer or may be assessed to all members or individual members to compensate for shortfalls in Corporation fund raising activities.

Section 3: Default and Termination of Membership

Failure to comply with Article XI, Sections 1 & 2, will result in suspension of active membership until all financial obligations are satisfied.

Section 4: Hardship

The Board shall have the right to waive any or all dues for any member or set up a payment schedule that for reasons of hardship is unable to meet the dues obligation.

ARTICLE XII: GRIEVANCES

Section 1: Settlement of Grievances

In the event of a dispute or disagreement between members of the Corporation or between a member of the Corporation and the coaching staff of an individual coach and regarding the discipline or ethics used by the coaching staff in the conduct of practice or other team activity, the following grievance procedure shall be used:

- a. One of the parties involved in the grievance, either the member or the coach, shall notify the President in writing that he or she desired a hearing before the Grievance Committee.
- b. The Board of Directors shall appoint a Grievance Committee consisting of three members of the Corporation, with at least one having a swimmer in the same practice group as the member involved in the grievance. One of the appointed members shall be designated Grievance Committee Chairman by the Board.
- c. The Grievance Committee Chairman shall call for a closed hearing of the Grievance Committee to be held within 30 days of receipt of the written request for hearing. Each party to the grievance shall be notified of the time and place of the hearing and each shall be entitled to attend to present his or her side of the grievance.
- d. At the hearing the Grievance Committee shall hear both sides of the grievance and shall make every effort to conciliate and arbitrate any apparent misunderstanding that gave rise to the grievance. Detailed notes shall be kept of the proceedings.
- e. After due deliberation, the Grievance committee shall make a recommendation to the Board as to whether or not the grievance was well-founded, and what action should be taken if the grievance was not settled by conciliation and arbitration.
- f. The Board shall consider the grievance at the next Regular Meeting, in a closed Board session, and decide whether to sustain or overrule the grievance in the event that conciliation and arbitration were not successful. The decision of the Board shall be final except for cases that result in the suspension or termination of a member, which shall have the right of appeal as specified in Article IV, Section 5.

ARTICLE XII: CONFLICT OF INTEREST

- a. Each Director and/or Officer shall disclose to the Board of Directors any conflict of Interest or possible conflict of interest whenever the conflict pertains to a special matter being considered by the Board of Directors.
- b. Any Director and/or Officer having a conflict of interest on any matter shall not be present during the discussion or vote on the matter and shall abstain from voting on the matter but may be counted in determining the quorum for the vote on the matter, but may briefly state his or her position on the matter and may answer pertinent question from other members of the Board of Directors since his or her knowledge may be of great assistance.

- c. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- d. If the Director and/or Officer is uncertain as to whether he or she has a conflict of interest which requires abstention, or if a Director and/or Officer asserts that another member of the Board of Directors has such a conflict, the Board of Directors, by majority vote of those present other than the Director/Officer having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Director/Officer shall leave the meeting during the discussion and vote on the matter and shall abstain from voting on the matter.

Article XIV : LIMITED LIABILITY OF DIRECTORS

Section 1: Personal Liability of Directors

A Director shall not be personally liable for monetary damages for any action taken, or failure to take action, unless:

- a. The Director has breached or failed to perform duties of his or her office set forth in Sections 5711-5717 of the Pennsylvania Non-profit Corporation Law of 1988, as it may be amended; and
- b. The breach of failure to perform constitutes self-dealing, willful misconduct, or recklessness.

The above shall not apply to:

- a. The responsibility or liability of a Director pursuant to any criminal statutes, or
- b. The liability of a Director for the payment of taxes pursuant to Federal, State, or local law.

ARTICLE XV: INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

Section 1: Scope of Indemnification

The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

- a. Where the indemnification is expressly prohibited by applicable law;
- b. Where the conduct of the indemnified representative has been finally determined:
 - 1. To constitute willful misconduct or recklessness within the meaning of 15Pa.C.S. 5746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or
 - 2. To be based upon or attributable to the receipt by the indemnified representative from the Corporation of a personal benefit to which the indemnified representative is not legally entitled.

If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify the indemnified representative to the maximum extent for such portion of the liabilities.

The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not itself create a presumption that the indemnified representative is not entitled to indemnification.

Definitions of terms used in this article are as follows:

- a. Indemnified Capacity: Any and all past, present, and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary, or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or any other entity or enterprise;
- b. Indemnified Representative: Any and all directors and officers of the Corporation and any other person designated as an indemnified representative by the board of directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary, or trustee of another corporation, partnership joint venture, trust, employee benefit plan or any other entity or enterprise);
- c. Liability: Any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost of expense, of any nature (including, without limitation, attorneys' fees and disbursements);
- d. Proceeding: Any threatened, pending or completed action, suit, appeal, or other proceeding of any nature, whether civil, criminal, administrative, or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

ARTICLE XV: RECORDS

Section 1: Books and Records

The corporation shall keep correct and complete book and records of its account and shall also keep minutes of the proceedings of its members, the Boards, and committees having any authority of the Board. The Corporation shall also keep at the principal office a record giving the name and address of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent, for any proper purpose at any reasonable time.

Section 2: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August each year.

ARTICLE XVI: AMENDMENTS

Section 1: Powers of Members to Amend Bylaws

The bylaws of the Corporation may be amended, repealed, or added to, or new bylaws may be adopted by a two-thirds majority vote of a quorum of the general membership of the Corporation at a meeting duly called for that purpose according to the articles of incorporation or bylaws.

CERTIFICATION OF BYLAWS

I, the undersigned, do hereby certify:

1. That I am the duly elected President of the Penn Trafford Aqua Club, Inc., a Pennsylvania Non-profit corporation.
2. That the foregoing bylaws, comprising sixteen (16) pages, constitute a copy of the bylaws as approved at the meeting of the general membership held on_____.

In witness whereof, I have hereunto subscribed by name as President of said corporation this 19th day of November in 2017.

Kelli Yant
President
Penn Trafford Aqua Club, Inc.

Retyped in order to vote on revisions by the general membership.