

**BYLAWS OF El Paso SWAT, Inc.**  
**(dba SouthWest Aquatic Team)**

**ARTICLE I**  
**OFFICES**

**Section 1. Registered Office.** The Southwest Aquatic Team shall at all times maintain in the State of Texas a registered agent, whose business office shall be the registered office of the Southwest Aquatic Team.

**Section 2. Other Offices.** The Southwest Aquatic Team may also have such other offices within or without the State of Texas as the Board of Directors may, from time to time, designate, and as the business and affairs of the Southwest Aquatic Team may require.

**ARTICLE II**  
**PURPOSES**

**Section 1. Nature of Corporation.** The Southwest Aquatic Team is a nonprofit corporation which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes.** The Southwest Aquatic Team is organized for the purpose of teaching El Paso area youth sportsmanship, dedication, discipline and character through the participation in local and regional competitive swimming activities.

**ARTICLE III**  
**BOARD OF DIRECTORS/OFFICERS**

**Section 1. General Powers.** The Board of Directors shall consist of the officers of the Southwest Aquatic Team.

**Section 2. Number, Election, and Term of Office.** The Board of Directors (Officers) shall consist of seven (7) members, all of whom must be members of the organization. Election to the Board of Directors shall be by majority vote of the members of the organization, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of one (1) year and thereafter until his successor is elected and qualified. Term limits for directors shall be two (2) years. These terms shall be staggered so that no more than four (4) director's terms will expire at the same time. The board's membership will be made-up of officers including President, Vice-President, Secretary, Treasurer, Meet Entries Chair/Registrar, Parent Advocate/Safe Sport Coordinator, Team Events Coordinator, and such other officers as it may consider appropriate with such duties as it may prescribe. Coaches of the Southwest Aquatic Team will be non-voting members of the board of directors.

**Section 3. Officers.** See section 2 above.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term

shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

**Section 5. Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting within the end of Short Course Season and the end of Long Course Season or at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. Annual meetings will be open to the membership of the Southwest Aquatic Team.

**Section 6. Special Meetings.** Special meetings of the Board of Directors and/or general membership may be called by or at the request of the President, any two Directors, or five percent or more of the voting members. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by email, mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the Southwest Aquatic Team. If emailed, such notice shall be deemed to be delivered when sent via the Southwest Aquatic Team Unify website, which confirms delivery of emails. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum and Proxies.** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall be permitted, provided a Director is present at any meeting via conference call, Skype, WebEx, or other similar method of communication. Thirty-three and one third percent (33.3%) of the voting membership shall constitute a quorum for a meeting of the general membership. Proxies shall be permitted in meetings of the general membership.

**Section 9. Manner of Acting.** 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Compensation.** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Southwest Aquatic Team in any other capacity and receiving compensation therefor.

**Section 11. Informal Action.** Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**Section 12. Resignation; Removal.** (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the Southwest Aquatic Team or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by a two-thirds

vote of the Directors then in office. (c) A director may additionally be removed from office by a two-thirds majority vote of the members of the organization at a meeting called expressly for that purpose.

**Section 13. President.** The President shall be the chief executive officer of the Southwest Aquatic Team and, in general, shall supervise and control all of the business and affairs of the Southwest Aquatic Team. He may sign, with the Secretary or any other proper Officer of the Southwest Aquatic Team authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 14. Vice President.** In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 15. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 16. Treasurer.** The Treasurer shall be responsible for all funds and securities of the Southwest Aquatic Team; receive and give receipts for monies due and payable to the Southwest Aquatic Team and deposit all such monies in the name of the Southwest Aquatic Team in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 17. Meet Entries Chair/Registrar.** The Meet Entries Chair/Registrar will assure that all athletes, coaches, and the team are properly registered with Border Swimming, Inc. and USA Swimming, and ensure that swimmers are notified of meet information in a timely manner. The Meet Entries Chair/Registrar is also responsible for ensuring that all participating swimmers are signed-up for events as designated by coaching staff.

**Section 18. Parent Advocate/Safe Sport Coordinator.** The Parent Advocate/Safe Sport Coordinator will serve as the main liaison between the members of SWAT and the Board of Directors. This member of the board will identify, plan, and execute efforts to raise awareness for Safe Sport with team coaches, parents, and athletes, as well as seek out member feedback on all issues facing the organization and will at all times do their best to represent the opinions of the majority of members as well as to present concerns of those in the minority.

**Section 19. Team Events Coordinator.** The purpose of the Team Events Coordinator is control team events from conception to clean up. The event coordinator will work out event details and budget with the board of directors, plan with the their team, scout and book locations, food, entertainment, staff and cleanup. The team event coordinator oversees team hospitality, fundraising, social media, and/or other events.

## **ARTICLE IV REGULAR COMMITTEES**

**Section 1. Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2. Number, Election, and Term of Office.** The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Officers.** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4. Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE V DISSOLUTION OF THE ORGANIZATION AND DEDICATION OF ASSETS**

The organization can only be dissolved by a two-thirds majority vote of the members of the organization at a special meeting called specifically for that purpose. The properties and assets of the Southwest Aquatic Team are irrevocably dedicated to charitable purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code 501 C(3). That organization shall be Border Swimming, Inc. if it qualifies as a distributee under this article.

## **ARTICLE VI MEMBERSHIP**

**Section 1. Qualifications.** Membership of the organization shall consist of

A. the parents or legal guardians of minor children who participate in amateur swimming activities conducted by Southwest Aquatic Team

B. emancipated persons who participate in amateur competitive swimming activities conducted

by Southwest Aquatic Team.

C. minor children who participate in amateur competitive swimming activities conducted by Southwest Aquatic Team.

**Section 2: Dues.** Members shall pay such dues and fees as may from time to time be fixed by the board of directors.

**Section 3. Termination of Membership.** Membership in Southwest Aquatic Team may be terminated upon occurrence of any of the following:

1. the resignation of the member
2. failure to pay dues
3. failure to observe the rules of conduct of the Southwest Aquatic Team

Memberships may not be transferred. All rights of membership cease upon a member's death.

**Section 4. Meetings.** Meetings of the membership shall be held at any place within the State of Texas as designated by the Board of Directors.

**Section 5. Annual Meeting.** The annual meeting of the membership shall be held within the end of Short Course Season and the end of Long Course Season, unless the Board of Directors fixes another date and so notifies the members with 10 days' notice but not more than 90 days' notice.

**Section 6. Special Meeting.** A Special meeting can be called by the members as noted in Article III, Section 6. The request of such a meeting shall be submitted in writing, specifying the nature of the business proposed to be transacted and shall be sent to the members of the board via email. The board shall schedule such a meeting neither less 10 days nor more than 90 days following the meeting request.

**Section 7. Notice of Meetings.** All notices of meetings, including date, time, place, and business to be transacted will be sent via email not less than 10 days nor more than 90 days before the date of the meeting.

**Section 8. Quorum.** Thirty-three and one-third percent (33.3%) of the voting members shall constitute a quorum for the transaction of business as a meeting of the members.

**Section 9. Voting.** The members eligible to vote shall be those members defined in Article VI, Section 1, A. and B. Votes may be cast by voice or ballot. Members may request a ballot vote by requesting such manner of voting before the meeting begins.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Southwest Aquatic Team, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Southwest Aquatic Team, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Southwest Aquatic Team,

shall be signed by such Officer or Officers and/or agent or agents of the Southwest Aquatic Team and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the Southwest Aquatic Team shall be deposited from time to time to the credit of the Southwest Aquatic Team in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts and Contributions.** The Board of Directors may accept on behalf of the Southwest Aquatic Team any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Southwest Aquatic Team. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the State of Texas, and any other relevant jurisdiction.

## **ARTICLE VIII BOOKS AND RECORDS**

The Southwest Aquatic Team shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. Officers have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the organization. This inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts of documents. Members seeking information of the records of the organization shall utilize the parent advocate to answer any questions relating to the books and records of the organization.

The board of directors will present an annual budget at the annual meeting or the first general membership meeting following the end of the fiscal year.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of Southwest Aquatic Team shall begin on the first day of September and end on the last day of August of the following year.

## **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of Texas or under the provisions of the Articles of Incorporation or the Bylaws of the Southwest Aquatic Team, 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 to the giving of such notice.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of

the members present at any annual, regular or special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

A complete copy of the Bylaws shall be available for members for review.