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|  | ***BYLAWS***  ***CHICO AREA SWIM ASSOCIATION, INC., A NON-PROFIT CORPORATION*** |

*ARTICLE 1*

NAME, OFFICE, SEAL

* 1. NAME:  The name of the corporation shall be the Chico Area Swim Association, Inc., a California corporation.
  2. OFFICE:  The principal office of the corporation for the transaction of Its business shall be located in the County of Butte, State of California, and may be changed only by amendment of the Articles of Incorporation.  The Board of Directors shall designate and may change from time to time, the address of the principal office from one location to another within the County of Butte by resolution, duly noted in its minutes, stating address (mailing address, if other than street address) and effective date thereof.
  3. SEAL:  The corporate seal of the corporation shall have inscribed thereon the name of the corporation and the year of its incorporation.

*ARTICLE II*

OBJECTIVES

2.1 It is the objective of the Chico Area Swim Association to promote and foster the sport of recreational and competitive swimming for the youth of the Chico area, and to provide the opportunity, and encouragement to each swimmer to reach the highest level of competition desired.  It is the further objective of the corporation to provide a rich educational and recreational experience for its members.

*ARTICLE III*

MEMBERSHIP

3.1 The corporation shall have one class of members only, and the rights, interests, and privileges of each member shall be equal.  No member shall hold more than one membership in the corporation.

3.2 Any person interested in the objectives of this corporation as stated in Article II above, and who shall comply with the Articles of Incorporation, and these by-laws shall be eligible for membership.  There shall be no requirement for membership relating to age, sex, religion, creed, color, social, political, or other consideration.  Provided, however, that each member must pay application fees, dues, and assessments as assessed, if any, by the Board of Directors.

3.3 A member shall be suspended or expelled if he shall fail to maintain qualifications for membership.

3.4 No member shall have an interest or property right in the assets of the corporation other than to exercise his right to vote in furtherance of the objectives of the corporation.

3.5 All members of the Chico Area Swim Association, at the date of adoption of these by-laws shall be members of this corporation, except only those who file their dissent with the Secretary of the corporation pursuant to Section 9604 of the Corporation Code.  New members shall be admitted upon making application in writing to the Secretary, or designated membership chairman, and payment of the application fee, if any, and dues, as prescribed by the Board of Directors.

3.6 The Board of Directors shall fix by resolution, from time to time, such application fee for new membership, or membership dues, or assessments, or one or all of such fees, dues, and assessments, as it shall deem necessary and advisable to carry out the purpose of the corporation, and such fees, dues and assessments, or any one or more of them, may be levied and assessed by family unit, instead of individually, in which case both parents in the family unit shall become members and each family unit is entitled to one vote.  A “family unit,” as that term is used herein, means parents and their children.  The Board of Directors shall have the authority, with regard to dues and assessments, in unusual circumstances, to further define the term “family unit.”  Application fees, dues, assessments, or any one or more of them may be dispensed with from time to time, by resolution of the Board.  Dues may be assessed upon an annual basis, fiscal year basis, or on a monthly basis, (all with or without pro ration), at the discretion of the Board.  Members shall be subject to assessments at any time, but there shall be no liability for enforcement thereof other than forfeiture of membership.  Forfeiture of membership shall be at the discretion of the Board of Directors as to any unpaid assessments, bus such forfeiture shall apply to all members so delinquent.

3.7 Membership shall terminate upon a member’s written request delivered to the Secretary personally, or addressed to the corporation and sent by email, or upon a member’s death.  The membership of any member who fails to pay his dues and/or his assessments, when due and payable, may be terminated by resolution of the Board of Directors; provided, however, that in the case of the delinquent assessments, the board may terminate a membership only if it terminates all membership then delinquent in payment of dues/assessments.

3.8 Any member whose membership is terminated by action of the Board of Directors under article 3.7 by reason of nonpayment of dues or assessments, or both, may be reinstated upon payment of the delinquent amount.

3.9 Any member may be suspended or expel led for reasons other than nonpayment of duties or assessments, or both, and his membership terminated only as herein provided.  The member must be given thirty (30) days written notice by personal service of the time and place designated by the Board of Directors for its hearing upon the ground of suspension or expulsion.  The member shall

be given the opportunity to be heard.  After hearing, the question shall be decided by majority vote of the Board of Directors.  Proceedings hereunder shall be initiated by a resolution of the Board of Directors.  The Secretary shall set the time and place of hearing not more than sixty (60) days after adoption of the resolution.  If a quorum of the Board of Directors fails to appear at the time and place set, the matter shall be deemed dismissed with prejudice to the rights of the Board of Directors to consider the matter further, except in regard to a subsequent proceeding based on conduct of the member occurring later than the conduct upon which the initial proceeding was instituted.

*ARTICLE IV*

MEETING OF MEMBERS

4.1 Meetings of members shall be held at the principal office of the Corporation or at such other place or places as may be designated by the Board of Directors.

4.2 There shall be two regular meetings of the members:

A: A summer orientation meeting, to be held at the beginning of the summer competitive swim season, at a time and place designated by the Board of Directors.

B: An annual membership meeting to be held at the close of the summer competitive swim season, at a time and place designated by the Board of Directors.

4.3 The annual membership meeting shall be for the purpose of electing members to the Board of Directors and hearing reports of the affairs of the corporation, and both regular meetings of members shall be for the purpose of transacting such business as may come before the meetings.

4.4 Special meetings of members may be called by the President, the Secretary, any three (3) members of the Board of Directors, or any ten (10) members of the corporation, and held at such time and place as may be designated by the convening authority.

4.5 Written notice of the time and place of a special meeting of the members shall be sent to each member via email and posted on corporation website, at least ten (10) days prior to such meeting.  Notice shall be given by the Secretary, by the President, or if they refuse or fail to do so, by any member of the corporation.  Such notice shall be specific as to the place, day and hour of the meeting, and general nature of the business to be transacted.

4.6 Notice of regular meetings shall be listed on corporation website and location posted by Secretary at least three (3) days prior to the date of the meeting.

4.7 A quorum shall consist of members present, in person, at the meeting.  Voting by proxy shall not be authorized.

4.8 Cumulative voting of members for the election of directors or other issues shall not be authorized.  The candidates receiving the highest number of votes for the offices of director, up to the number of directors to be elected, are elected.

*ARTICLES V*

DIRECTORS

5.1 The corporation shall have a maximum of twelve (12) directors, who shall serve a three (3) year term of office.  Four directors shall be elected each year for a three (3) year term.  The immediate past president of the corporation, if he is not a director, and the head swim coach, shall be ex-officio members of the Board of Directors, and shall be entitled to be present at all meetings of The Board of Directors, but shall not be entitled to vote.

5.2 The Board of Directors shall exercise the power of the corporation, control its property, conduct its affair, and perform all duties under the law, appoint, remove, employ, discharge, fix duties and compensation for, and supervise all officers, agents, and employees, meet as required, and call meetings of members as demanded or required.

5.3 Any member is eligible to be elected director with the following exception.  No individual or employee of any entity with which the Chico Area Swim Association has a written contractual agreement with shall be elected as a director.  No person shall be eligible to serve more than two consecutive terms as director.

5.4 Each director shall hold office until his successor is elected and qualifies.

5.5 Directors shall be elected at the regular annual meeting of members, and shall take office on the first day of January following their election, and shall serve without compensation for their duties as director.

5.6 Directors meetings shall be held at the principal office of the corporation unless otherwise specified by the board or the convening authority.  The Board of Directors shall meet regularly once per month, and on such other occasions as may be designated by the President, the Secretary, or any three members of the board.  The time and place of meetings hall be specified by the convening authority.

5.7 The Secretary, or other person designated by the convening authority, shall give written notice of the time and place of board meetings to each director, and to each ex-officio director, by email or by personal service at least four (4) days prior to the scheduled meeting.

5.8 In the absence of the President and the Vice President, the majority of directors present shall select a chairman to preside at meetings of the board.  If the Secretary is absent, the presiding officer shall designate a person to act as Secretary for the meeting.

5.9 A quorum of the Board of Directors shall consist of one-half current voting board members plus one.

5.10 Every action of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, is the act of the Board of Directors unless contrary to law, the Articles of Incorporation, or these Bylaws.

5.11 The Entire Board of Directors, or any individual director, may be removed from office at any time by the vote of a majority of members of the corporation.  Directors should attend all meetings of the board, and failure to attend three consecutive meetings may be cause for removal from office.  If any or all directors are so removed, each new director may be elected at the same meeting and shall hold office for the remainder of the term of the director for whom he was the replacement.  If new directors are, or a new director is, not elected at such meeting, the vacancy or vacancies created by the removal shall be filled as provided in article 5.12 hereunder.

5.12 (A) Vacancies in the Board of Directors shall exist on the death, resignation or removal of a director and on failure of members in any election to elect the full number of directors authorized.

(B) The Board of Directors may declare vacant the office of a director if he is declared incompetent by order of court, convicted of a felony, or if, within sixty (60) days of his election, he does not accept the office either in writing or by personal notification to the board.

(C) Vacancies on the Board of Directors shall be filled by a majority of remaining directors, if they constitute a quorum.  A majority of the members of the corporation may elect a director to fill any vacancy not filled by the Board of Directors.  Should the number of remaining directors be less than a quorum, the vacancies shall be filled by majority vote of the members present at a meeting of members called for that purpose.

(D) A person elected director to fill a vacancy shall hold office for the unexpired term of his predecessor or until his removal or resignation.

*ARTICLE VI*

OFFICERS

6.1 The officers of the corporation shall be a President, President-Elect, Vice President, Secretary, and a Treasurer.  At the discretion of the Board of Directors, the corporation may also have one or more additional Vice President, (Assistant Secretaries, or Assistant Treasurers, and such other officers as may be appointed by the board.)  One person may hold two or more offices except those of President and Secretary.

6.2 Any director is qualified to be an officer of the corporation.  Officers other than those appointed pursuant to Articles 6.2 or 6.5 shall be elected annually by the Board of Directors at its January meeting following the annual election of directors, and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever shall first occur.

6.3 The Board of Directors may appoint such other officers or agents as it may deem advisable and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

6.4     Any officer may be removed, with or without cause, by majority of the directors then in office at any meeting of the board and such officer shall be removed should he cease to be qualified for the office as herein required.  Any officer may resign by giving written notice to Board of Directors, the President, or the Secretary of the corporation, and such resignation shall take effect upon the receipt of such notice or at any later time specified therein.  Unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

6.5 Any vacancy caused by death, resignation, removal, disqualification, or otherwise of any officer, shall be filled by the Board of Directors for the unexpired portion of the term.  Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

6.6 PRESIDENT:  The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation.  He shall perform all duties incident to his office as provided in these Bylaws or as prescribed from time to time by the Board of Directors.

6.7 PRESIDENT-ELECT: The President–Elect shall perform all duties and exercise all power s of the President when the President is absent or otherwise unable to act and he shall perform such other duties as may be prescribed from time to time by the Board of Directors.  The President-Elect shall, upon the completion of the President’s term, or upon the President’s removal or resignation from office, assume the office of President, subject to confirmation of the Board of Directors.

6.8 VICE PRESIDENT:  The Vice President shall perform all duties and exercise all powers of the President when the President, and the President-Elect are absent or otherwise unable to act, and he shall perform such other duties as may be prescribed from time to time to the Board of Directors.

6.9 SECRETARY:  The Secretary shall keep minutes of all meetings of members, and the Board of Directors, shall be the custodian of the corporate records, and shall give all notices as are required by law, or these By-laws and generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these By-laws, or which may be assigned from time to time by the Board of Directors.

6.10 TREASURER:  The Treasurer shall have charge and custody of all funds of the corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, shall render reports accountings to the Board of Directors, and to the members, as required by the board or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, these by-laws, or which may be assigned from time to time 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 may prescribe.

6.11 Officers of the corporation shall serve without compensation.

ARTICLE VII

COMMITTEES

7.1 The corporation shall have standing committees and such other committees, as the Board of Directors may deem advisable.  The standing committee shall be (a) Membership/Registration, (b) Computer Operations, (c) Fundraising, (d) Non Swim Activities, (e) Advertising/Meet Programs,  (f) Liaison, (g) Supplies/Equipment, (h) Publicity, and (i) Meet Coordinator (home meets).

7.2 NOMINATING COMMITTEE:  A nominating committee shall be appointed by the President for the purpose of nominating members of the corporation for election to the Board of Directors.  The nominating committee shall consist of at least four (4) members, including the immediate past president, and at least two members who are not currently serving on the Board of Directors.  The nominating committee shall be appointed annually at least thirty (30) days prior to the annual meeting of the members.  The nominating committee shall present its slate of nominees at the annual meeting.   Additional nominations may be made from the floor.  No person shall serve on the nominating committee for more than two consecutive years.

7.3 BUDGET COMMITTEE:  A budget committee shall be appointed annually by the President for the purpose of preparing a prospective budget for the upcoming fiscal year.  The budget committee shall consist of the Treasurer, the Assistant Treasurer, the President-Elect, and at least one member not currently serving on the Board of Directors.  The budget committee shall be appointed at least thirty (30) days prior to the end of the current fiscal year, and shall present its proposed budget to the Board of Directors for approval as soon as practical.

7.4 CONTRACT COMMITTEE:  A contract committee shall be appointed annually, or as otherwise necessary, by the President, for the purpose of preparing and submitting for board approval, a proposed coach’s contract to include term, duties, and compensation.  This committee shall consist of the President, the President-Elect, the Treasurer, and at least two other board members.  The committee shall prepare its recommendations, and report to the board at a regular meeting of the Board of Directors designated by the President.

7.5 The Board of Directors may appoint members of the committees, or may delegate the authority to appoint committee members to the President.

7.6 Any committee member may be removed from the committee by the authority appointing him.  Unless removed, a committee person shall serve until the next annual election of the Board of Directors and until a successor is appointed or until the committee is sooner terminated or until his membership in the corporation terminates, or until he shall otherwise cease to qualify as a member, as the case may be, whichever occurs first.

7.7 Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as in the case of the original appointments.

7.8 A majority of the members of a committee shall constitute a quorum thereof and the act of the majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee, with the exception of the nominating committee which shall act only by unanimous vote of the members present at which quorum is present.

ARTICLE VIII

MISCELLANEOUS PROVISIONS

8.1 The fiscal year of the corporation shall begin on January 1 and end on December 31.

8.2 All funds of the corporation shall be deposited to the credit of the corporation in such federally insured banks or savings and loan associations as the Board of Directors may select.

8.3 The Board of Directors may accept on behalf of the corporation a contribution, gift, bequest, or devise for the purpose of the corporation.

8.4 The corporation shall keep at such place as the Board of Directors may from time to time designate a book of minutes of all meetings of the Board of Directors, and the members and fiscal records of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, which book of minutes and fiscal records shall at all reasonable times be open to inspection by the officers, directors, and members of the corporation and such governmental authorities as may under law be entitled thereto.

8.5 The Board of Directors may provide for the preparation and submission to the members of a written annual report, including a financial statement which shall consist of a balance sheet as of the close of the corporation’s fiscal year containing a summary of receipts and disbursements prepared in such manner and form as is sanctioned by sound accounting practices.  The Treasurer of the corporation shall make an oral report of the current financial condition of the corporation at the annual meeting of members.

8.6 These By-laws may be adopted, altered, amended, or repealed at any regular or special meeting of the Board of Directors by the vote of a two-thirds majority of the directors at such meeting, at which a quorum exists; provided notice of the proposed change shall have been personally provided or mailed to each director no less than seven days prior to such meeting.

The undersigned, Secretary of the Chico Area Swim Association, Inc., does hereby certify that at properly convened meeting of the Board of Directors held on the 27th of March in the year 2018 the foregoing by-laws were duly adopted by affirmative vote of the directors then in office that they constitute the official by-laws of said corporation.

ATTEST:

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SECRETARY, BOARD OF DIRECTORS

These By-laws were amended and approved at a special meeting of the Board of Directors on March 27, 2018.

Signed by:

Tom O’Connor, Treasurer

Danielle Anderson, Secretary

Todd Mino, Director

Kim Stelzriede, Director

Nikki Farris, Director