

VISION SWIM

BYLAWS

ARTICLE I PURPOSES OF THE CORPORATION

As stated in the Articles of Incorporation, the purpose of the corporation is to form a competitive swim team accessible to the broadest possible segment of the community, to promote and foster the highest ideals in amateur aquatics. The corporation intends to provide a quality educational swimming program based upon the rules and regulations set forth by United States Swimming, Inc. The corporation has the specific objectives of encouraging development of the individual through goal setting, disciplined participation and performance improvement in a supportive environment.

ARTICLE II OFFICES AND SEAL

Section 1. Offices

The principal office for the transaction of the business of the corporation shall be located in the County of Los Angeles, State of California, as shall be determined, from time to time, by the Board of Directors. The Board of Directors may change the principal office from one location to another. The Board of Directors may at any time establish branch or subordinate offices where the corporation is authorized to do business.

Section 2. Seal

The corporation may have a corporate seal, and the same shall have inscribed thereon the name of the corporation and the date of its incorporation.

ARTICLE III MEMBERSHIP

Section 1. Number

The Corporation shall have one class of Members consisting of the Initial Incorporator and such other persons as the Initial Incorporater admits to membership and board of Directors.

Section 1.2 Requirements for Membership

Upon approval of the head coach any swimmer of the age 5 and up may become a member of Vision Swim with the approval of the head coach. Upon approval any person of the age 18 and over, that's a current or past member of Vision Swim and is committed to advancing the Mission and Vision of Vision Swim may serve on the Board. The Board of Directors may establish any additional criteria for. Approval

may be denied for any reason deemed sufficient by the Board of Directors even though the applicant may meet the stated criteria for Membership.

Section 1.3 Dues

Dues, if any, shall be determined for the public members by the Board of Directors. The Board of Directors shall determine and set forth in a separate document the qualifications, dues, terms and other conditions of membership. The Board may establish different levels of dues for different levels of Swimmers.

Section 4. Board of Directors rights

Members in good standing shall have the right to vote on the following matters only: changes to any amendments to the Bylaws that may be proposed to increase or decrease the number of Directors, to amend members' voting rights, to cancel or add a class of membership, and on such other issues as the Board may choose to bring before the members. Voting on all other matters is expressly reserved for the Board and Initial Incorporator. A member is in good standing if dues and all fees are current at the time of the vote. Each member of the corporation that is entitled to vote shall have not more than one vote.

Section 5. Membership Meetings

(a) There shall be an annual meeting of the members upon such date, time and place as the Board shall determine. Members shall receive not less than 10 days prior and not more than 90 days prior written notice of the annual meeting. The annual meeting may be conducted by electronic transmission, teleconference or electronic video screen communication as long as the reasonable opportunity to participate including an opportunity to read or hear the proceedings of the meeting are substantially concurrent with those proceedings.

(b) Special meetings of the members may be called by the Board of Directors, by at least two Officers, upon the request of 10 percent of the voting members, or the Initial Incorporator. Members shall

receive not less than 10 days prior written notice of special meetings. The special meeting may be conducted by electronic transmission, teleconference or electronic video screen communication as long as the reasonable opportunity to participate including an opportunity to read or hear the proceedings of the meeting are substantially concurrent with those proceedings.

(c) Notice of any meeting of members shall be given by the secretary in writing by e-mail or

by depositing the notice in the United States Mail, first class postage pre-paid, addressed to each member at the last address (e-mail or United States Postal address, as appropriate) as appears on the records of the corporation, and notice shall state the purpose of the meeting. The notice of any meeting at which Directors are to be chosen shall include the names of all those who are nominees at the time the notice is given to members.

Section 6. Quorum and Voting

Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 33 percent of the total members eligible to vote. A majority of votes cast at a meeting at which a quorum is present shall constitute the action of the members. Voting by proxy shall not be permitted. For the purposes of this Article, a member shall be considered "present" at any regular or special meeting when the member is physically present, is telephonically present, or is present in a manner which has otherwise been determined by the Board of Directors.

Section 7. Action Without a Meeting

Any action which may be taken at any regular or special meeting of members may be taken without a meeting. Voting members shall receive a written ballot not less than 10 days prior and not more than 30 days prior to the ballot return date. Ballots may be sent by electronic transmission by the corporation and responses may be returned to the corporation by electronic transmission. Each voting member shall have one vote.

Section 8. Liability of Members

No member shall be liable for any obligation incurred by the corporation except the payment of dues, if applicable. Termination of a member's membership shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees levied, arising from contract, or otherwise, before the date of termination.

Section 9. Removal

Any Member may be expelled from membership and any board member with a 2/3 vote by the remaining board except an Initial Incorporator who may not be expelled, with or without the assignment of any cause, upon a

majority vote of all Members present at a duly convened meeting of the Members, provided that
written
notice of the intention to expel and reasons therefor have been provided in the notice of the meeting.
No
Member shall be expelled without having the opportunity to be heard at such meeting, but no formal
hearing procedure need be followed.

Section 10. Resignation

A member may resign upon written notice to the secretary of the corporation. A resigning member shall not be entitled to any return of any dues or other paid contributions.

ARTICLE IV DIRECTORS

Section 1. Powers

Except as otherwise provided by the Articles of Incorporation or by these Bylaws, the powers of the corporation shall be exercised, its property controlled Initial Incorporator and its affairs conducted by the Board of Directors. The initial Incorporator shall serve as the chairperson for the board. The term “Board of Directors” or “Board” shall have the same meaning as the term “board of directors” as defined under the Nonprofit Public Benefit Corporation Law, and a Director shall have the same rights, powers, responsibilities and obligations as a director of a nonprofit public benefit corporation under the Nonprofit Public Benefit Corporation Law.

Section 2. Number and Term of Office

(a) Number of Directors. The Board of Directors shall have not less than five nor more than 11 members, at least 60% of which shall be members. The balance of the Directors shall be individuals who by way of illustration and not of limitation are alumni of the program, coaches, athletes at other clubs or institutions, business persons and community leaders.

The initial number of Directors shall be seven voting members, which shall remain until changed by a the Board. In addition to the voting members of the Board. The Initial Incorporator shall serve as the head Director of the Board the chairperson until such power is relinquished to the board or other member to serve as the chairperson.

(b) Term of Office. The business of complying with all Federal, State and local laws as it pertains to adhering to the rule set for operating a non-profit shall be managed and controlled by the Board of Directors, who shall be elected for a term of two years beginning on the first [month]August, except the

initially elected Directors shall serve as set forth below. Three of the Directors service from the date of their appointment to December, 2013, and four of the Directors serve from the date of their appointment to July, 2014.

(c) Election of Directors. Directors shall be selected by the Chairperson. Each Director so elected shall serve until a successor has been elected and qualified.

(d) Nomination Procedures. Nominations of the Board of Directors shall be made by a nominating committee of five members in good standing, no more than three of which may be current Board members, appointed by the chairperson at least 45 days prior to the election of Directors. Names of nominees for the Board of Directors shall be sent to the members at least 15 days prior to the meeting. The consent of each candidate must be obtained before it is placed in nomination.

Section 3. Vacancies

In the case of any vacancy in the Board of Directors, through death, resignation, disqualification or other cause, the Initial Incorporator may elect a member in good standing to fill the vacancy. The remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and/or until the election of successor.

Section 4. Place of Meeting

The Directors may hold their meetings and may have an office and keep the books of this corporation, except as otherwise may be provided by law, in such place or places in the State of California as the Board from time to time may determine. The Directors may hold meetings telephonically or as otherwise determined by the Board of Directors.

Section 5. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly or at such other time or times as the Board of Directors may determine. Regular meetings may be held telephonically or as otherwise determined by the Board of Directors.

Section 6. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the direction of the

Initial Incorporator or by the request of two members of the board. The secretary shall give notice of each special meeting by e-mail or by depositing notices thereof in the mail, addressed to each Director at the

last e-mail or postal service address as appears on the records of the corporation, at least twenty four hours prior to any meeting, but all notice may be waived by any Director. Special meetings

may be held telephonically or as otherwise determined by the Board of Directors

Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting and at any meeting at which every Director shall be present, even without any notice, any business may be transacted.

Section 7. Quorum at Meetings of Board of Directors

Required Vote of Directors

A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the board there may be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until members of said board requisite to constitute a quorum shall be present. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called. Every act or 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. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 8. Directors Present

For the purposes of this Article, a Director shall be considered "present" at any regular or special meeting when the Director is physically present, is telephonically present, or is present in a manner which has otherwise been determined by the Board of Directors.

Section 9. Order of Business

At the meeting of the Board of Directors, business shall be transacted in such order as from time to time the board may determine by resolution. At all meetings of the Board of Directors, the chairperson, or in his or her absence a vice president if one is appointed, otherwise the treasurer,

shall preside.

Section 10. Election of Officers and Committees

At the first meeting of the Board of Directors in each term at which a quorum shall be present, the Board of Directors shall proceed to the election of executive officers of the corporation, and the membership of such committees as may be constituted from time to time. The first meeting of the term shall be chaired by the chairperson of the prior term until the new chairperson has been elected, at which time the newly elected chair will preside. Officers may be elected to consecutive terms.

Section 11. Written Consent of Directors

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 12. Compensation of Directors

No Director shall receive any salary for his or her services as a Director or committee member.

Nothing herein contained shall be construed to preclude any Director from serving the corporation as agent, counsel, or in any capacity other than as a Director, and receiving compensation therefore, nor from being reimbursed for expenses incurred in the corporation's business. Such reimbursement shall be in an amount as may be determined by resolution of the Board to be just and reasonable. Such compensation shall be paid only if approved by a vote of a majority of the Directors.

ARTICLE V OFFICERS

Section 1. Officers

The executive officers of the corporation shall be a chairperson, a president, and a secretary. The corporation may also have, at the discretion of the Board of Directors, one or more vice presidents, one or more assistant secretaries, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Any number of offices may be held

by the same person.

Section 2. Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article, shall be selected by the Board of Directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Subordinate Officers

The Board of Directors may appoint, and may authorize the chair or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

Section 4. Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or by the chairperson or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 5. Responsibilities of Officers

(a) The President shall preside at all meetings of the Directors and Executive Committee; shall generally supervise the business of the Corporation; and shall execute documents on behalf

of the Corporation. The President shall be an ex-officio member of every Corporation committee.

(b) A Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the

Board and Members; and shall perform such other duties as may be prescribed by the Board or by the President or Chairperson.

(d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the Members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board, president or Chairperson.

(e) Assistant Secretaries. The Board of Directors may appoint one assistant secretary or more. Each assistant secretary shall have such powers and shall perform such duties as may be assigned by the Board of Directors or the chairperson.

SECTION 6. EXECUTION OF INSTRUMENTS

(a) Any and all instruments executed in the name of the corporation, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports shall be executed by any one or more officers, employees or agents of the corporation as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances.

(b) The respective offices and duties thereof as established and defined in Section 5 of this Article and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the corporation when the execution of the instrument is incident to carrying out the duties of the office.

ARTICLE VI COMMITTEES AND ADVISORY BOARD

Section 1. Committees

There shall be such standing committees created by the Board as may be required to carry on the work of the corporation. Action of such committees shall be subject to approval of the Board.

The President or Chairperson shall appoint the chairperson of these standing committees. If any person who is not a Director is appointed to any committee, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

Section 2. Executive Committee

The Board of Directors may designate two or more of the officers or members of the Board of Directors to constitute an executive committee. The appointment of the members of the

executive committee requires the vote of a majority of the Directors then in office. The executive committee shall be charged with oversight of the day to day operations of the corporation. The executive committee shall also have and exercise the powers of the Board of Directors in the management of the business and affairs of the corporation in the absence of the Board of Directors, except with respect to:

- (a) the filling of vacancies on the Board of Directors or on any committee;
- (b) the amendment or repeal of the bylaws or the adoption of new bylaws;
- (c) the amendment or repeal of any resolution of the Board of Directors which by its express term is not amendable or repealable;
- (d) the establishment of other committees of the Board of Directors or the appointment of the members thereof.

ARTICLE VII INDEBTEDNESS

Section 1. Indebtedness

Without prejudice to its general corporate powers, the Board of Directors shall have the power to borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporation name, promissory notes, bonds, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

ARTICLE VIII INDEMNIFICATION

Unless otherwise prohibited by law, the corporation may indemnify any Director or officer or any former Director or officer, and may by resolution of the Board indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the corporation for damages or other relief arising out of his or her own gross negligence in the performance of a duty to the corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties

against, and amounts paid in settlement by, such Director, officer, or employee. The corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board may also authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a Director, officer, employee, or agent, whether or not the corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX AMENDMENT TO BYLAWS

Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by a majority of all Members at a duly convened meeting of Members after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no such amendment shall be effective without the approval of the Initial Incorporator so long as the Initial Incorporator is a Member of the Corporation. The Bylaws may be amended by a majority of all Members at any duly convened meeting of Members or, to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of Directors, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby, provided that no such amendment shall be effective without the approval of the Initial Incorporator so long as the Initial Incorporator is a Member of the Corporation.

ARTICLE X RECORDS

SECTION 1. MINUTE BOOK

The corporation shall keep or cause to be kept a minute book which shall contain:

- (a) The record of all meetings of the Board of Directors including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of the meeting, written consents to hold the meeting, written approvals of minutes of meetings, and unanimous written consents to action of the Board of Directors without a meeting, and similarly as to meetings of committees of the Board of Directors established pursuant to these bylaws and as to meetings or written consents of the incorporator or incorporators of the corporation prior to the appointment of the

initial Board of Directors.

(b) A copy of the articles of incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.

(c) A copy of the Bylaws as amended, duly certified by the secretary.

SECTION 2. ANNUAL REPORT

(a) Financial statements shall be prepared not later than 120 days after the end of the fiscal year. The financial statements shall contain in appropriate detail a balance sheet as of the end of the fiscal year, an income statement for the fiscal year and a statement of changes in financial position for the fiscal year.

(b) Any report furnished to the Directors of the corporation which includes the financial statements prescribed by paragraph (a) shall be accompanied by a report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

(c) A report including the financial statements prescribed by paragraph (a) shall be furnished annually to all Directors of the corporation.

ARTICLE XI CODE OF CONDUCT

SECTION 1. GENERAL BEHAVIOR

The Board of Directors shall establish a code of conduct and rules and regulations shall distribute the same to the members.

SECTION 2. VIOLATIONS

Anyone violating the code of conduct or any of the rules or regulations or intentionally disregarding any rules established for the team shall be subject to immediate expulsion from the team and from membership by a two-thirds vote of the Board. If any Board member is being considered for expulsion, such individual shall not participate in such vote.

SECTION 3. GRIEVANCES

Any grievance concerning the team or any reason associated with the team shall be directed to the chairperson.

CERTIFICATION OF SECRETARY

The undersigned secretary of Vision Swim, a California nonprofit public benefit corporation, hereby certifies that the foregoing bylaws, consisting of 13 pages, are the true and correct, duly adopted bylaws of the corporation, that such bylaws were first adopted on December, 2010, and that such bylaws include all amendments to the date of this certification.

Dated: _____, 2019

By:

Secretary for Vision Swim, a California
nonprofit public benefit corporation