

BYLAWS OF
RIDGEFIELD REGIONAL AQUATIC CLUB, INC.

ARTICLE I

Offices

The principal office of the Ridgefield Regional Aquatic Club, Inc. (“RAC” or the “Club”) shall be located at P.O. Box 256, Ridgefield, CT. 06877. The Club may have offices at such other places, in addition to, or in lieu of, the above, as the Board of Directors may from time to time determine.

ARTICLE II

Purpose

The purpose of the Club is to develop the finest possible organization of swimmers, individually and collectively, by building skills, sportsmanship, self-discipline and character.

- a. RAC will maintain membership with Connecticut Swimming and USA Swimming.
- b. RAC is a non-profit, incorporated organization and is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.
- c. The affairs of this organization shall be managed by the Board of Directors within the limits of these Bylaws.

Article III

Members

Section1: Members:

Members shall be all participating swimmers, their parents or guardians, and coaches.

Section 2: Classes:

Classes of membership shall be:

- a. Team Members – the swimmers
- b. Voting members – Each family of Team Members is entitled to have one (1) vote. In the case of swimmers over the age of eighteen, whoever pays the Club fees, either the swimmer or the parents, but not both, is entitled to be the voting member.
- c. Coaches – Coaches shall be non-voting members of the Club.

Section 3: Qualifications:

Qualifications for membership are established by the Board of Directors, in accordance with the rules and regulations of USA swimming and Connecticut Swimming, and the Team Handbook. The Board reserves the right to refuse membership to persons who have not paid past fees or for such other reason as may be determined by the Board. If previously expelled or suspended from the Club, approval of the Board is required for membership to be reinstated.

Section 4: Duties of Members:

- a. Team Members shall strive at all times to improve their skills, compete in a sportsmanlike manner and do their utmost to represent the Club to the best of their ability.
- b. Voting Members shall strive to support the Club, its philosophies and activities.
- c. Members shall be required to meet all financial and fundraising obligations and support other team commitments, as specified by the Board.

Section 5: Members Meetings:

- a. **Annual Meeting:** The annual meeting of the Voting members shall be held in July for the purpose of electing the Board of Directors

- whose term begins in September and to vote on the budget for the upcoming fiscal year. The existing Board shall determine the time and place of the Annual Meeting. Notice of said meeting shall be given no fewer than ten nor more than sixty days prior to meeting.
- b. **Second General Meeting** of Voting Members shall take place at the start of Short Course season at a time and place determined by the Board. This may be conducted on a squad-by-squad basis. This meeting shall be for informational purposes to cover any and all items regarding the team and the upcoming season.
 - c. **Special Meetings** may be called by the Head Coach or the President or upon the written request of at least fifteen (15) voting members in good standing, by submitting a written request for a special meeting, including the purpose of the meeting, to the Secretary of the Board who shall then be obligated to call a Members Meeting in accordance with the Notice provisions of these Bylaws.

Section 6: Member Voting:

- a. **Members in good standing:** Only Voting Members, as defined in Article III, Section 2(b), in good standing, shall be entitled to vote.
- b. Directors shall be elected by the affirmative vote of a majority of the Voting Members present at the Annual Meeting as described in Article III, Section 5(a) of these Bylaws, at which a quorum exists.
- c. Unless specifically stated otherwise in the Bylaws, any action requiring the vote of, or being submitted to the members at a Members' Meeting shall require the affirmative vote of a majority of the members present at such a meeting at which a quorum exists.
- d. A quorum at a Members Meeting shall be the equivalent of not less than 11 Voting Members. Voting Members can vote in person, or by submitting a proxy in writing or via email to the Secretary, not more than one week or less than three days before the Meeting. A proxy constitutes attendance at the Meeting for purposes of establishing a quorum.

Section 7: Membership Suspension and Expulsion:

- a. A Member may be suspended or expelled by a 2/3 vote of the Board. A seven (7) day written notice of such proposed vote shall be given to the affected member, affording him or her the opportunity to be heard before the Board.

- b. A Member may be expelled or suspended for:
 - (1) Failure to meet all financial obligations;
 - (2) Failure to adhere to the Club's Certificate of Incorporation or Bylaws;
 - (3) Exploiting the Team or Club's name, or any member of the Team for personal gain;
 - (4) Blatant interference with the Coaching staff;
 - (5) Poor sportsmanship or behavior;
 - (6) Damage to the Team or Club's property or reputation; or
 - (7) Behavior in conflict with the Team Handbook or such other rules of the Club as adopted by the Board;
 - (8) Any other behavior which may be determined by the Board to be detrimental to the Club.
- c. The Head Coach may suspend a Team Member for a period not of exceed seven (7) consecutive days. A suspension in excess of seven (7) days or expulsion requires the majority vote of those Board members present at a meeting at which a quorum exists.
- d. Notwithstanding anything set forth above, membership in the Club will automatically terminate by virtue of resignation under Section 8 of the Article set forth below, or if the Team Member does not enroll in the next immediately succeeding season.

Section 8: Resignation of Member:

A member may resign from the Club at any time by submitting a written notice to the Head Coach or the President. Voting Member(s) who fail(s) to have a Team Member enroll in the next immediately succeeding season will be deemed to have automatically resigned both the Team and Voting Membership in the Club.

Article IV

Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of the Club shall take any action or carry on any activity by or on behalf of the Club not permitted to be taken on by an organization described in Section 501(c)(3) of the Internal Revenue Code of

1986, as amended, (the “Code”) and corresponding Treasury Regulations (the “Regulations”) as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

Article V

Board of Directors

Section 1: Board of Directors:

The Board of Directors (the “Board”) shall have control and supervision of all the affairs and property of the Club (including but not limited to, final jurisdiction over finances, investments, fundraising, and all other authority) to the extent provided or permitted under the Club’s Certificate of Incorporation, the Connecticut Non-stock Club Act and these Bylaws.

Section 2: Voting by Board:

Except as otherwise provided in these Bylaws the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present at the time of the vote shall be an “act of the Board”. Each Director is entitled to one vote. Votes can be in person or by submitting a proxy in writing or via email to the secretary.

Section 3: Quorum:

Two thirds (2/3) of the Directors shall constitute a quorum for the transaction of business. Directors may vote by proxy.

Section 4: Meeting of Directors:

- a. Regular Meetings of the Board shall be held monthly at such dates, times and places determined by the Board. There shall be no regular August meeting, unless the Board deems it necessary.
- b. All meetings of the Board are open to the membership. Anyone outside of the Board speak to any issue at such meetings provided they have notified the Secretary seven days in advance of published Board Meeting, and secured a place on the meeting’s agenda. At the

- discretion of the Board, personnel issues, an individual's financial matters, contractual matters, actual or potential litigation and any matter deemed by the Board to be of a confidential or sensitive nature may be discussed in closed session.
- c. Special Meetings of the Board may be called by the President, Head Coach, or three of the Directors giving five (5) days notice thereof.
 - d. Unless waived by every Director, notice of the time, place and purpose of any meeting of the Board shall be delivered to each Director not less than five (5) days but not more than thirty (30) days prior to the meeting. Notice shall be given by phone, via email, in person or by mail, by direction of the Secretary, President or by the Directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as appears in the records of the Club, with postage thereon prepaid. The Board may, by resolution, designate a time and place for the holding of the meetings of the Board in which case notice of such meetings need not be given.
 - e. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, adopting a resolution authorizing the action, shall be signed by all the Directors of the Board. Any Director may participate in a meeting of the Board by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 5: Qualification and Number of Directors:

- a. Only Voting members in good standing and the Head Coach are eligible to serve on the Board. They must be nominated by the Nominating Committee, described below in Article V, Section 13(b), prior to the Annual Meeting at which elections will take place; or be appointed in accordance with Article V, Section 9 of these Bylaws.
- b. The Board shall consist of not less than five(5) or more than fifteen (15) Directors. Except as otherwise provided, directors shall serve for a term of two (2) years. Squad representatives shall serve for one year. A director may not serve more than two consecutive terms in the same position. The Head Coach shall be an ex-officio, non-voting director for the period he remains head coach.

Section 6: No Successor:

In the event that the term of any Director shall expire without his or her being elected for another term and no successor to such Director shall have been elected; and, such Director shall continue to hold office until his/her successor shall be elected.

Section 7: Resignation:

- a. A Director may resign at any time by written notice to the Secretary. Resignation shall be effective immediately upon receipt by the Secretary, if no time is specified, or at such later time as may be specified in the notice.
- b. The Vice President shall assume the duties of the President should that office become vacant. In the event that the Vice President is unable to assume the duties of the President or both the President and Vice President's office become vacant simultaneously, the Treasurer shall assume the duties of President until a successor can be installed.

Section 8: Removal:

The Board, by a majority vote of the entire Board, may remove any Director from office.

Section 9: Vacancy:

Except as specified in Section 7(b) above, the Board may fill any vacancy, by majority voted, due to an increase in Board membership, resignation, removal, disability or death of any Director.

Section 10: Board Positions:

The Board shall consist of at least the following positions:

- a. President, Vice President, Secretary, Treasurer, Director of Communications and representatives for the squads (Squad Representatives) elected by the Voting Members.
- b. The Immediate Past President shall also be a voting member of the Board.
- c. The Head Coach shall be an ex-officio, non-voting member of the Board.

Section 11: Duties:

- a. President – Conducts meetings of the Board. Maintains/oversees documents pertaining to incorporation, Connecticut business filings and tax-exempt status. Directs employment searches for the Head Coach position and directs negotiation of the Head Coach’s contract, as required, and serves as the primary contact point for the Head Coach. The President or his designee shall attend all meetings and functions required by Connecticut Swimming. The President may appoint such special committee chairmen as deemed necessary for the purposes of the Club. The President shall be a member of all committees, ex-officio.
- b. Vice President - Fills all duties and roles of President if the President is unable to fulfill those responsibilities. Responsible for the execution of all fundraising activities, including approved by the Board and in the annual budget. The Vice President shall consult with the Head Coach in the development of the overall fundraising and corporate sponsorship strategy of the club.
- c. Secretary – Maintain the team’s files, including the Bylaws and the minutes of Board meetings. Handle the Club’s correspondence, send out notifications of all meetings and arrange meeting places. Prepare and distribute the agenda for all Board meetings at least five (5) days in advance. In the event that the Secretary cannot or fails to give such notices, any person directed by the President may do so.
- d. Treasurer – Responsible for the finances of the Club including but not limited to:
 - i) Oversee the monthly invoicing and collection of all monies due the club
 - ii) Prepare monthly bank reconciliation and review disbursements from the Club’s general account in accordance with the approved budget. Any expenditure \$500.00 or over must bear the signature of the Head Coach and President or Treasurer.
 - iii) Analyze registration and expenses and report, at each Board meeting, all revenues and expenditures that have taken place since the prior board meeting.
 - iv) Prepare Annual Financial Statements for Income tax filings.
 - v) Prepare a proposed budget for the next fiscal year, in consultation with the Head Coach;
- e. Past President – Acts as an advisor to the President to assist with matters of transition and all other business at the discretion of the President.

- f. Head Coach – Shall direct the overall swim program. Such duties and responsibilities shall be outlined specifically in the employment agreement between the Head Coach and the Club.
- g. Squad Representatives – Shall work directly with the coaches and be the primary liaison between the parents, coaches and Board.
- h. Director of Communications – shall work with the Head Coach and the Board to develop an annual Marketing and Communication Plan for the club. The Director of Communications shall be also responsible for coordinating and/or writing and submitting articles and advertisements to the local newspapers aimed to popularize the club program, achievements and activities.

Section 12: Term of Directors:

Election of directors shall be held annually. The President, Secretary and Director of Communications shall be elected in even numbered years. The Squad representatives shall be elected annually.

Section 13: Committees:

The President can establish any committee deemed necessary to fulfill the purpose(s) of the Club. Any member of the Board may request the President to appoint such a committee to assist in carrying out his/her responsibilities. An alternative committee member may replace any absent or disqualified member at any meeting of the committee. Members of such standing Committees shall serve during the fiscal year in which appointed and at the pleasure of the Board.

- a. The Board shall have the Club's financial records reviewed annually by an independent financial professional.
- b. The President shall chair the Nominating Committee which shall consist of all Board Members not standing election that year and the Head Coach. If the president is running for election, the Vice President shall chair said committee. The Nominating Committee shall bring forth nominations as needed by Article V, Section 5(a) of these Bylaws.

Section 14: Annual Budget and Fiscal Responsibility:

On or before the June Board meeting, the Treasurer shall submit a proposed

budget for the next fiscal year to the Board for its approval and recommendation to the Club. The Board shall recommend the annual budget of the Club to the membership at the July Member Meeting at which time it will be voted upon. The Board shall specify the terms and conditions upon which the principal funds, income and other property of the Club shall be invested or used, subject to and in accordance with these Bylaws and the provisions of the Certificate of Incorporation.

Section 15: Liabilities:

The Directors shall not be personally liable for the debts, liabilities or obligations of the Club. The Club, at its expense, shall purchase and maintain in full force and effect, a Directors and Officers liability insurance policy which covers all Directors and Officers of the Club. Such insurance shall be for not less than \$500,000, nor carry a deductible greater than \$1,000.

Article VI

Officers

Section 1: Officers:

The Officers of the Club shall be a President, Vice President, Secretary and Treasurer and shall be the same individuals who hold the corresponding Director positions. There may also be a Chief Executive Officer, who also serves as an officer of the Club. Any two or more offices may be held by the same person, except the offices of Secretary and President. No officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by laws, the Bylaws or by resolution of the Board, to be executed, acknowledged or verified by two or more officers.

Section 2: Removal/Vacancy:

Any Officer may be removed by a majority vote of the entire Board. Any Officer may resign at any time by giving written notice to the Board, President or Secretary of the Club. Any resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A

vacancy in any office because of death, removal, resignation or for any other cause shall be filled for the unexpired portion of the term by the Board.

Section 3: Duties:

Notwithstanding any of the above, each officer shall have such authority and shall perform such duties as may be assigned by the Board, President or Vice President or as shall be conferred or required by law or the Bylaws or as shall be incidental to the office.

Article VII

Waivers of Notice

Whenever a notice of time, place purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Certificate of Incorporation or the Bylaws of the Club, or of a resolution of the Board, a written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The Secretary of the Club shall cause any such waiver to be filed with or entered upon the records of the Club or, in the case of a waiver of a notice of meeting, the records of the meeting. The attendance of any person at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him/her of notice of such meeting.

Article VIII

Compensation

The Board shall fix compensation for employees, provided such compensation is “reasonable” in compliance with Section 501(c)(b)(2) or, if applicable, Section 4941(d)(2)(E) of the Code and corresponding Regulations as they now exist or as they may hereafter be amended.

Article IX

Personal Liability of Directors

Section 1:

Pursuant to Section 33-455 of the Connecticut Non Stock Club Act, a Director shall not be personally liable for monetary damages for any action taken or any failure to take action provided he/she has complied with the standards for the performance of the duties of Directors as provided for in the Bylaws, the Club's Certificate of Incorporation and the Connecticut Non Stock Club Act.

Section 2:

In performing his/her duties, a Director may rely in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Club whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if he/she has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

Section 3:

Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken or failed to be taken by a Director shall be presumed to be in the best interests of the Club.

Article X

Indemnification of Director, Officers and Employees

The Club shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she was a Director, officer or employee of the

Club against expenses paid in defense or settlement (other than taxes, penalties or expense of correction as those terms are used under Chapter 42 of the Internal Revenue Code of 1986, as amended), including attorney's fees, if (i) such expenses are reasonably incurred by or charged to him in connection with such proceeding, and (ii) he/she is successful in such defense, or such proceeding is terminated by settlement, and he/she has not acted willfully and without reasonable cause with respect to the act or failure to act which lead to the threatened, pending or completed action.

Article XI

Execution of Instruments

Section 1:

All checks, notes, drafts, acceptances, contracts or other instruments or writings of any nature may be signed, executed, verified or acknowledged and delivered by such officers of the Club as are granted such authority by the Bylaws or such officers, agents or employees of the Club, or any of them, and in such manner as from time to time may be determined by the Board.

Section 2:

All funds of the Club shall be deposited from time to time to the credit of the Club in such banks as the Board may select.

Section 3:

The Club shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board and my utilize such investment advisors and agents as the Board shall deem advisable; provided, however, that no action shall be taken, by or on behalf of the Club, if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) of the Code and corresponding Regulations as they now exist or as they may hereafter be amended.

Article XII

Fiscal Year

The Fiscal year of the Club shall be September 1st to August 31st of each year, unless otherwise determined by resolution of the Board.

Article XIII

Charitable Nature of the Club

The purposes of this Club are strictly athletic, charitable, scientific, literary or educational. The Club shall at all times be operated on a not-for-profit basis. In no event shall the property or income of the Club inure to the personal financial benefit of any Director, officer or other private individual whatever, other than reasonable compensation to private individuals for services rendered, but shall be devoted exclusively to the purposes set forth in the Certificate of Incorporation. In the event of dissolution of the Club, all of the remaining assets and property of the Club shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Code, or to another organization to be used in such a manner in the judgment of the applicable Court will best accomplish the general purpose for which this Club was formed, in accordance with the Certificate of Incorporation of the Club.

Article XIV

Miscellaneous

Section 1:

The Board shall cause to be established and maintained, in accordance with generally accepted principles of accounting, and appropriate accounting system.

Section 2:

The Club's book of account may be audited for any fiscal year by an independent certified public accountant, at the discretion of the Board.

Article XV

Amendments

These Bylaws may be amended by an act of the Board at any regular or special meeting of the Board; provided however, that the substance of the proposed amendment shall be set forth in a notice of the meeting. Notwithstanding the foregoing, however, ARTICLE IV of these Bylaws entitled "EXEMPT ACTIVITIES" may not be altered, amended or repealed.

Dated as of May 7, 2003

Adopted by Vote of the Board at a Meeting on May 7, 2003, and notice of which was given on May 1, 2003.

Amendments:

November 3, 2003

April 4, 2007

January 11, 2010

November 14, 2013