

BYLAWS OF THE WINDSOR WATER RATS EXPRESS SWIM TEAM, INC.

ARTICLE I NAME AND LOCATION

Section 1.1 Name

The name of this organization shall be known as the Windsor Water Rats Express Swim Team, Inc., a non-profit corporation organized under the laws of the State of Connecticut (“WWRX”).

Section 1.2 Location

WWRX shall have such offices in addition to the principal office set forth in these Bylaws. The Principal Office shall be PO Box 333, Windsor, CT 06095.

ARTICLE II PURPOSE

Section 2.1 Non-Profit Purpose

WWRX is organized exclusively for charitable and education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, provided, however, that any reference herein to any provision of the Internal Revenue Code of 1954 (hereinafter called the "Code") shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be. WWRX shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent WWRX from qualifying and continuing to qualify as a corporation described in Section 501 (c)(3) of the Code, contributions to which are deductible for Federal income tax purposes. WWRX shall have and exercise all rights, powers, and privileges which may now or hereafter be conferred under the laws of the State of Connecticut.

PROVIDED, FURTHER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

- A. This Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this Corporation from qualifying and continuing to qualify as a corporation described in Section 501 (c)(3) of the Code, contributions to which are deductible for Federal income tax purposes.
- B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or otherwise intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- C. This Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated, for the purposes that are nor exclusively charitable, scientific, literary, or educational within the meaning of Section 501 (c) (3) of the Code.

D. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the members, directors, officers, or other private persons, except that, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

E. In the event of termination, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, its remaining assets, if any shall be distributed to one or more organizations described in Section 501 (c)(3) of the Code.

Section 2.2 Specific Purpose

The purposes of WWRX shall be as follows:

To support and promote competitive swimming, good sportsmanship and to further the interest of swimming through the Connecticut Swimming, Inc. (“CSI”) and USA Swimming, Inc. (“USA Swim”). WWRX will provide facilities and instruction in the sport of swimming and related activities and recreation. WWRX seeks to:

- A.** Provide education, instruction and training of youth in the Windsor area to develop and improve their capabilities in the sport of swimming an opportunity for youth in the Windsor area, according to the established by-laws, rules, and regulations of WWRX;
- B.** Instill a sense of honesty, courage, and respect in our youth, as well as teach them the merits of good sportsmanship, thus providing the framework for the development of strong, healthy and happy youth, who will mature into good, respected, adult citizens; and
- C.** Protect the mutual interests of its members.

ARTICLE III MEMBERSHIP

Section 3.1 Membership

Membership is open to any person currently residing in the Town of Windsor or the Central Connecticut Area and actively participating in the swimming programs operated by WWRX. Registration and team placement of all swimmers will be determined in accordance with CT Swim and USA Swim rules and regulations.

Section 3.2 Classes of Membership

There may be various classes of membership in WWRX as shall be established from time to time by the Board of Directors. Each individually called a “Member” and collectively the “Members”.

A. Swimmer Membership

Swimmer Membership shall be open to any child ages five (5) to eighteen (18) and residing in the geographic areas as set forth in Section 3.1 above. Any exception to the residence requirement must be approved by the Board of Directors.

B. Parent/Guardian Membership

Parent/Guardian Membership shall be open to a parent, step-parent, guardian, or other person who has a registered child participating in the swim program operated by WWRX, or to any other adult actively participating in the program. The term of the membership shall be the fiscal year of WWRX.

Section 3.3 Rights and Privileges of Membership

Each Member in good standing with the program, at least 18 years of age and in attendance at the Annual Meeting shall be entitled to one (1) vote. Each member shall also be entitled to one (1) vote for any Special Meetings, as further defined below, that may be called from time to time. Each member in good standing and at least 18 years of age is also entitled to run for a position on the Board of Directors.

Section 3.4 Termination of Membership

Membership in WWRX shall terminate at the end of the fiscal year, provided however that Membership shall be automatically renewed for successive one (1) year terms thereafter until the Member ceases to be actively participating in the program or permanently reside in the Town of Windsor or Central Connecticut region.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.1 Annual Meeting

The annual meeting of the Members of WWRX shall be held every year on or before the 31st of March (or if that day falls on a legal holiday, on the next succeeding business day) at such place as the Board of Directors may determine. In the event that for any reason the Annual Meeting shall not be held as herein provided, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting. At the Annual Meeting, an estimated year-end financial report shall be presented to the members by the Treasurer of the Board.

Section 4.2 Special Meetings

Special meetings of Members may be called at any time by the Board of Directors. Such call shall state the date, time, place, and purpose of the meeting. All meetings shall be held in Windsor, Connecticut.

Section 4.3 Waiver and Notice

A written notice stating the place, date, time, and purpose of each meeting of the Members shall be posted to WWRX's website at least seven (7) days before the meeting. No notice of the time, place, or purposes of any annual or special meeting of Members shall be required if every Member or his authorized agent waives such notice by a writing which is filed with the records of the meeting.

Section 4.4 Quorum

At any meeting of the Members, attendance of two-thirds majority of the Members shall constitute a quorum, but a lesser number may adjourn any meeting, from time to time, and such meeting may be held as adjourned without further notice. At any Annual or Special Meeting at which a quorum is present, the members in attendance shall decide any matter brought before the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Title and Election of the Board of Directors

The Board of Directors shall be elected at each Annual Meeting. Any Member, who is or will be at least eighteen (18) years of age at the time of the Annual Meeting may make an application to be considered for a position on the Board of Directors. Each member shall complete an application for the position they are seeking on the Board of Directors no later than thirty (30) days in advance of the Annual Meeting. At the Annual Meeting all members who have made an application shall present their qualifications and answer any questions prior to a vote.

Directors shall be elected by a two-third (2/3) majority vote of the members in attendance. The vote shall be carried out via voice vote unless a ballot is requested by motion and is passed by at least fifty-one percent (51%) of the Members present. The Board of Directors shall be made up of individuals who have children actively participating in the program. The Board of Directors shall consist of the following positions:

A. President

The President shall be the chief executive officer of WWRX. The President shall preside over all board meetings, special meetings, Awards Night and the Annual Meeting and ensure they are being held in accordance with the by-laws of WWRX. The President shall act as a liaison between the Board of Directors and the Members of WWRX with the goal of keeping lines of communication open between parents, coaches and the Board. The President shall supervise the functions of the various committees. He/she shall have the power with the approval of the Board to replace any appointed position or committee chairperson at his/her discretion.

The President shall be responsible for working with appointed Board of Director Member(s) to develop the operating budget, coordinate fundraising efforts, and schedule WWRX's use of area swimming pools. The President shall be the spokesperson for WWRX and shall work with the proper parties in regard to any custodial/facility concerns. The President shall also serve as WWRX's representative in the employment of coaching personnel. The President shall develop all coaching schedules and report paid hours to the Treasurer.

The President shall set the agenda for any scheduled meetings and send to Board of Directors in advance of the meeting. The President shall hold accountable all members of the Board of Directors to exercise their position function(s) and recommend change if necessary. The President will chair committee meetings and is a voting Member.

B. Vice President

The Vice President of Operations shall assist the President in all capacities listed above and in the absence of the President or in the event of his or her inability to act, the Vice President of Operations shall perform the duties of the President. The Vice President shall be responsible for oversight and enforcement of the rules and by-laws of WWRX. They shall be responsible for the cultivation of officials as well as coordinate individual meet officials. This is a voting position.

C. Secretary

The Secretary shall keep the minutes of any Annual or special meetings and the Board of Directors meetings in accordance with Section 5.10 of these By-Laws. All minutes shall be maintained current in a book kept for this purpose. The minutes shall record all financial transactions approved by the Board of Directors and a finalized version shall be provided to the Board within 10 days after the close of each meeting. The Secretary shall also create and distribute team rosters and other information as required by

CSI rules and regulations. The Secretary shall be the custodian of WWRX's contracts, records, and other documents belonging to WWRX and shall act as corresponding Secretary when necessary. In the event the Secretary is not present at any meeting the President shall have the authority to appoint an interim Secretary to record the minutes.

D. Treasurer

The Treasurer manage all of the financial operations of WWRX, including but not limited to, developing and maintaining an annual budget, keeping full and accurate accounts of all receipts and disbursements, providing monthly reports at each board meeting, provide the appropriate tax documents to the appropriate party necessary to maintain WWRX's 501c3 status, and shall deposit all moneys in the name and to the credit of WWRX in such bank or banks as may be designated by the Board of Directors. The Treasurer shall also coordinate registration activities shall be responsible for the collection of registration fees and other moneys payable to WWRX at registration.

E. Varsity and Junior Varsity Representatives

Each Board authorized division is to be operated by a division representative and shall be responsible to implement policy as established by the Board of Directors. Each representative shall organize and supervise his/her division throughout the entire season acting as meet managers for any dual home meets, ensure that division meets are adequately staffed with timers, scorers, ribbon award writers and other necessary support personnel. Each representative shall also act as a liaison between parents, coaches and the Board of Directors.

F. CSI/USA Swim Representative

The CSI/USA Swim Representative shall attend all necessary meetings at the state level and report back to the Board all necessary league and scheduling requirements. If unable to attend an individual meeting the CSI/USA Swim Representative may designate a team parent(s) or other qualified Member to attend any CSI meetings, cast a vote on WWRX's behalf, and carry out any other necessary requirements for WWRX to remain a member in good standing with CSI and USA Swim.

G. Out-of-Town Representative

The Out-of-Town Representative shall be the liaison between all non-Windsor Members and the Board of Directors.

H. Concession Manager

The Concession Manager shall be responsible for providing concession stand refreshments at all league and USA meets sponsored by WWRX. The Concession Manager's duties shall include but not be limited to purchasing the necessary food and beverages, set up and take down the stand, recruiting necessary volunteers, have custody of the concession funds, maintain necessary accounting of sales and expenditures and make reports at the Organization and Board meetings.

I. Head Coach

The Head Coach (or designee) shall be the liaison between the Organization, the Central Connecticut Swim League and the Central Connecticut Winter Swim League and shall attend league meetings, and report paid staff hours to the Treasurer.

Section 5.2 Terms of Membership

The term of office for the Board of Directors shall be two-year terms, with no term limits subject to the child participation requirement set forth in section 5.1 of these Bylaws. Each Board of Director Member wishing to be re-elected shall re-apply for said position and be elected according to section 5.1 of these By-laws. Each Director must be a current USA Swim member and complete a background check before the USA.

Section 5.3 Powers of the Board

The Board of Directors shall have and may exercise all the powers of management of WWRX, except such as conferred upon the Members by Law, by the Articles of Organization, or by these By-Laws and, without express or implied limitation of the generality of the foregoing, shall have the following express powers:

The Board of Directors shall have the power to lease, purchase, or acquire any real estate or the property, rights, licenses, or privileges, necessary or convenient for the purpose of WWRX so far as is permitted by law and at such price and consideration and generally on such terms and conditions as they think fit; to abide by the codes of conduct and ethics, policies, procedures, rules, and regulations adopted by CSI and USA Swim; to borrow money on the credit of WWRX; to incur such indebtedness on the notes of WWRX or otherwise as they deem necessary to secure any indebtedness by pledge, mortgage, or other collateral; to engage and appoint all employees or agents of WWRX on terms they think advisable and to fix reasonable salaries of the same, and to remove same at any time; to make rules and regulations for the guidance of the officers, employees, and agents of WWRX; to designate in an emergency and otherwise what persons, officers, or agents may sign corporate checks in addition to or in substitution for any officer or officers empowered to do so by these By-Laws; to raise funds on behalf of WWRX whether by securing loans or by soliciting donations from private persons, corporations, or foundations or from whatever source whatsoever and by any method whatsoever.

Section 5.4 Meetings

Regular meetings of the Board of Directors shall be held on at the discretion of the Board at such places and at such times as the Board of Directors may determine from time to time. Special meetings may be held at any time and place when called by two or more Directors. The monthly Board of Directors meetings are open and may be attended by any Member of WWRX as a "guest". These "guests" may not make any comments or statements, unless expressly invited to do so by the presiding officer of the meeting. Members may submit any ideas and/or proposals in writing to the President, or any other Board Member, for consideration at the next regular Board meeting as an "invited guest". "Invited guests" will be recognized by the presiding officer at a designated time in the meeting to make comments related to the topic for which he or she was invited. Members will not be allowed to make, second, or vote on any motion.

Section 5.5 Quorum

Fifty percent (50%) of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice.

Section 5.6 Action of the Board of Directors

At any meeting of the Board of Directors at which a quorum is present, a two-thirds (2/3) vote of the majority of those present except as provided by these By-Laws, shall be sufficient to decide any issue

brought before the meeting. Any action set forth in the records of the Board of Directors which is approved in writing endorsed on the records of the meeting by all of the Directors then in office shall be the valid action of the Board of Directors whether or not a meeting was held in accordance with these By-Laws.

Section 5.7 Advisory Committees

The Board of Directors may from time to time appoint one or more Advisory Committees whose members need not be Directors. The function of such committees shall be to advise and assist the Board of Directors in carrying out the purposes of WWRX.

Section 5.8 Termination

Any Director or other officer may resign by delivering his written resignation to WWRX at any Board of Directors meeting or at the Annual Meeting. Such resignation shall be effective at the end of the season unless it is specified to be effective upon its acceptance by the Board of Directors. Any Board member absenting themselves from three (3) consecutive meetings, per term, without cause shall have their office declared vacant at the discretion of the Board of Directors. With or without assigning cause, the Board of Directors may by two-thirds (2/3) vote of the Directors present, remove from office other Directors or any officer, which vacancy to be filled as herein above provided.

Section 5.9 Vacancies

Any vacancy in the Board of Directors, whether caused by death, resignation, or the creation of new positions on the Board of Directors, may be filled by the existing Directors to serve until the next annual meeting of the Members or may be appointed the President until an election can be held at the next annual meeting to fill the remaining term. The Director(s) appointed to fill a vacancy shall hold office until the term expires at the next Annual Meeting.

Section 5.10 Parliamentary Procedure

All meetings shall be governed by rules of parliamentary procedure. Roberts Rules of Order shall govern questions of procedure, unless otherwise specified in these By-Laws.

Section 5.11 Limitations of Liability

No Director shall be liable in any manner for any debts or obligations of WWRX and shall not be subject to any manner of assessment by virtue of his membership.

Section 5.12 Other Powers and Duties

Each executive officer shall, subject to these By-laws, have in addition to the duties and powers specifically set forth in these By-laws such duties and powers as are customarily incident to their office, and such duties and powers as the Board of Directors may from time to time designate.

ARTICLE VI SELECTION OF TEAM COACHES

Section 6.1 Head Coaches

Selection of all Head Coaches shall be interviewed and selected by the President of WWRX in accordance with the requirements in Section 6.2 below.

Section 6.3 Requirements for Coaches

Coaches shall complete the following requirements prior to the start of the season:

- A. A current USA Swim Member;
- B. A current league background check; and
- C. Complete a CPR/AED course (courses not on the list will not be accepted).

Coaches shall obtain the following certifications prior to December 31st of the current season in order to remain an active coach:

- D. Completed Safety Training for Swim Coaches;
- E. Completed Foundations of Coaching 101; and
- F. Completed Athlete Protection Training course.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 Fiscal Year

The fiscal year of WWRX shall commence on the 1st of January and end on the 31st of December.

Section 7.2 Checks, Notes, Drafts, Etc.

All checks, notes, drafts or other orders for the payment of money of WWRX shall be signed, endorsed or accepted in the name of WWRX by an officer of the Board of Directors or by any other agent that may be authorized by the Board of Directors from time to time.

Section 7.3 Conflict with Applicable Law or Certificate of Incorporation

These By-Laws are adopted subject to any applicable laws in the State of Connecticut and the Certification of Incorporation on file with the Secretary of State. Whenever these By-Laws may conflict with any application law of the Certification of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

ARTICLE VIII AMENDMENTS

The Board of Directors may amend these by-laws by presenting the amendment at a regular or special meeting and voting on the amendment at a subsequent regular or special meeting. The approval of two-thirds (2/3) of the membership of the Board is required to pass any amendment. The By-Laws may also be amended at an Annual Meeting by including the amendment in the notice of the Annual Meeting and having all voting members vote on the amendment by paper ballot during the Annual Meeting. The approval of two-thirds (2/3) of the votes cast is required to pass any amendment proposed at an Annual Meeting.