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**BYLAWS OF THE
DAYTON RAIDERS SWIM CLUB, INC.
ADOPTED MONTH DAY, 202X**

ARTICLE I, NAME

The name of this corporation shall be Dayton Raiders Swim Club, Inc. The business of the corporation may be conducted as Dayton Raiders Swim Club, Dayton Raiders, DRSC, DR, or DR-OH.

ARTICLE II, PURPOSE, POWERS AND LIMITATIONS

2.01 Purpose

The purpose of the corporation is as set forth in the Amended and Restated Articles of Incorporation. The corporation is organized and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future Federal tax laws).

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Dayton Raiders Swim Club is an Ohio non-profit public benefit corporation, recognized as tax exempt under section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no Director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, officer, member, or other private person, 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 in the Articles of Incorporation and these bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Dayton Raiders Swim Club, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent Federal tax laws) which organization

41 or organizations have a charitable purpose which, at least generally, includes a purpose similar to
42 the terminating or dissolving corporation.

43 The organization to receive the assets of the Dayton Raiders Swim Club hereunder shall be
44 selected in the discretion of a majority of the Board of Directors of the Dayton Raiders Swim
45 Club (the "Board"), and if its members (the "Directors") cannot so agree, then the recipient
46 organization shall be selected pursuant to a verified petition in equity filed in a court of proper
47 jurisdiction against the Dayton Raiders Swim Club, by one (1) or more of its Directors which
48 verified petition shall contain such statements as reasonably indicate the applicability of this
49 section. The court, upon a finding that this section is applicable, shall select the qualifying
50 organization or organizations to receive the assets to be distributed, giving preference if
51 practicable to organizations located within the State of Ohio.

52 In the event that the court shall find that this section is applicable but that there is no qualifying
53 organization known to it which has a charitable purpose, which, at least generally, includes a
54 purpose similar to the Dayton Raiders Swim Club, then the court shall direct the distribution of
55 its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to
56 the general fund.

57

58 **ARTICLE III, MEMBERSHIP**

59 **3.01 Eligibility**

60 The corporation shall have two (2) classes of members. The Board may specify procedures
61 governing applications for membership and action thereon, and for termination of membership
62 for non-payment of fees or other good cause.

63 (a) "Adult Member" shall be defined as any adult participating as a Team Member, as later
64 defined, or any parent, legal guardian or other persons having custody of a Dayton Raiders Swim
65 Club Team Member, or those persons responsible for a Team Member's assigned fees and
66 compliance with the limitations as set forth in these bylaws and other governing documents of
67 the corporation.

68 (b) "Team Member" or "Athlete" shall be defined as any Dayton Raiders Swim Club
69 competitive swimming participant, upon payment of appropriate fees and compliance with the
70 limitations as set forth in these bylaws and other governing documents of the corporation.

71 **3.02 Standing**

72 Membership in good standing is maintained so long as assigned fees and registrations are paid in
73 full on or before the 15th day of the month, and provided that the member abides by these
74 bylaws, the Disciplinary Code and Procedures, and any such rules and policies established by the
75 Board. Failure to comply with the aforementioned will result in termination of membership
76 following the procedures prescribed in the membership Termination Policy.

77 **3.03 Voting Rights**

78 (a) Adult Members in good standing of the corporation shall be eligible to serve on the Board
79 and entitled vote on matters in accordance with these bylaws or on matters submitted by the
80 Board to a vote of the membership.

81 However, Adult Members are only entitled to one (1) vote per household where a Team
82 Member, or Team Members (regardless of the number of Team Members) reside. For example,
83 if a family has two (2) parents and three (3) Team Members living in a single household, that
84 household will only be entitled to one (1) vote. Should Sibling Team Members primarily reside
85 in two (2) different residences with different Adult Members, each Adult Member shall be
86 entitled to one (1) vote each. Under no circumstance shall the number of Adult Member votes
87 exceed the number of their respective Team Members.

88 (b) Notwithstanding the forgoing, at any time, should a petition to vote on any Dayton Raiders
89 Swim Club issue be signed by a number of Adult Members equal to or greater than ten percent
90 (10%) of the number of Team Members, the Board shall be required to call a special meeting of
91 the Adult Members (a "Special Membership Meeting") which shall take place not later than
92 thirty (30) calendar days from the date the petition was submitted to the Board. Should the
93 petition pass by a majority of the Quorum of Adult Members that vote, the Board shall be
94 required to implement the requirements of the petition within thirty (30) days of the vote. Should
95 any portion of the petition conflict with any laws which bind the Dayton Raiders Swim Club, the
96 Board shall implement the terms of the petition to the extent that does not conflict with such
97 laws.

98 **3.04 Meetings**

99 (a) Annual Meeting. A meeting of Adult Members for the election of Directors (as applicable for
100 any given year) and for the transaction of such other business as may be brought before the
101 meeting shall be held annually ("Annual Meeting") on a date to be fixed by the Board at the
102 time, place and of manner to be fixed by the Board and stated in the notice of the meeting.

103 (b) Regular Meeting. At regular intervals, but not less frequently than quarterly, the Board shall
104 hold a meeting for the conduct of the affairs of the Dayton Raider Swim Club (a "Regular
105 Meeting") in accordance with these bylaws.

106 (c) Special Meetings. A meeting of the Adult Members may be called at any time by the Board,
107 for any purpose or purposes (a "Special Meeting") prescribed in the notice of the meeting and
108 shall be held at such place or manner, on such date and at such time as the Board may fix.
109 Business transacted at any Special Meeting of the Adult Members shall be confined to the
110 purpose of purposes stated in the notice of the meeting.

111 (d) Special Membership Meeting. A Special Membership Meeting shall have the meaning as
112 described in voting rights, section 3.03 of these bylaws, and shall be called by the Board in
113 accordance with that same section of these bylaws, should it become necessary.

114 (e) Notice of Meetings. Notice of the time, place or manner of any aforementioned meeting, and
115 in the case of a Special Meeting or a Special Membership Meeting, the purpose or purposes for
116 which the meeting is called, shall be given to each Adult Member via their email of record at the
117 Dayton Raider Swim Club, not less than seven (7) calendar days and no more than sixty (60)
118 calendar days before such meeting. Additionally, notice of an Annual Meeting, Regular Meeting,
119 Special Meeting, or Special Membership Meeting shall be published on the Dayton Raider Swim
120 Club website to serve as a secondary notice of the meeting to the membership.

121 (f) Quorum. Adult Members who attend Annual Meetings and Special Meetings shall constitute
122 a quorum capable of transacting all business properly brought before the meeting. In the case of
123 a Special Membership Meeting, a number of Adult Members equal to or greater than twenty-five

124 percent (25%) of the number of Team Members shall constitute a quorum capable of transacting
125 all business properly brought before the Special Membership Meeting.

126 (g) Telephone and Remote Meetings. Members may participate in and hold a meeting by means
127 of conference telephone or similar communications equipment by means of which all persons
128 participating in the meeting can hear each other. Meetings of the members do not need to be held
129 at a geographic location if the meeting is held by means of the Internet or other electronic
130 communication technology in a fashion pursuant to which the members have the opportunity to
131 read or hear the proceedings substantially concurrently with their occurrence, vote on matters
132 submitted, pose questions, and make comments.

133 (h) Action by Ballot. Adult Members may take action by casting a vote by ballot. A ballot shall
134 be in paper or electronic format and shall comply with any requirements under Ohio law. A
135 majority of the Adult Members having cast a ballot shall determine any matter, unless a different
136 vote is required by Ohio law, by the Amended and Restated Articles of Incorporations, or by
137 these bylaws.

138

139 **ARTICLE IV, BOARD OF DIRECTORS**

140 **4.01 Status and Powers**

141 The Board shall be the governing body of the corporation and is solely responsible for its
142 financial affairs and membership growth. The Board is responsible for hiring employees and for
143 the appointment, conduct and performance of all committees. The Board is responsible for the
144 generation, sustainment and application of revenue, investments, real property oversight, and
145 donations. The Board shall provide broad policy direction for the corporation. The Board may
146 exercise all such powers of the corporation and do all such lawful acts and things as are not
147 prohibited by Ohio law, the Amended and Restated Articles of Incorporation, or these bylaws.
148 The Board may delegate to a committee consisting of the President, Vice President, and
149 Treasurer (the "Executive Committee") responsibility for management of limited and specific
150 affairs of the corporation consistent with any policies established by the Board.

151 **4.02 Composition**

152 (a) Board Composition. The Board shall consist of at least three (3) and not more than nine (9)
153 Directors elected by the Adult Members.

154 (b) Ex Officio Members. The Head Coach, Chief Executive, Executive Director, General
155 Manager, or other such employees designated by the Board will serve as ex officio, non-voting
156 members of the Board.

157 **4.03 Quorum**

158 A majority of the voting Directors in office shall constitute a quorum of the Board.

159 **4.04 Voting**

160 A majority vote of those present and voting shall constitute a decision by the Board unless
161 otherwise provided by Ohio law, the Amended and Restated Articles of Incorporation, or these
162 bylaws.

163 **4.05 Terms of Office**

164 (a) Directors shall be elected to serve for a term of three (3) years, and shall be eligible for
165 reelection or reappointment, subject to the provisions of these bylaws. An elected Director may
166 also be removed with or without cause by a simple majority vote of the voting Adult Members.

167 (b) Director terms shall be staggered so that approximately one-third of the Directors will end
168 their terms in any given year.

169 (c) Directors may serve not more than two (2) full terms in succession. Any partial term that
170 exceeds eighteen (18) months shall be considered a full term.

171 (d) The term of office shall be considered to begin August 1 and end July 31 of the third year in
172 office. A Director position may be nominated to serve a term less than three (3) years should the
173 Board deem it necessary to realign the Director terms to achieve approximately one-third
174 staggering of Director terms. A Director term may be extended up to six (6) months by a vote of
175 the Directors, after which a successor must be elected in accordance with these bylaws, or the
176 position shall remain vacant until such time as a successor has been duly elected.

177 (e) Upon adoption of these bylaws, the Board shall determine terms for the currently sitting
178 Directors consistent with Section 4.05 (a), (b), (c), and (d).

179 **4.06 Vacancies**

180 Any vacancy occurring on the Board may be filled by an Adult Member selected by the Board
181 who will serve as a Director until the soonest of any Annual, Special, or Special Membership
182 Meeting whereupon the unelected Director must be elected by the Adult Members for the
183 unexpired term subject to these bylaws. Any other Adult Member may self-nominate for the
184 same vacancy being held by the unelected Director, or for any other Director vacancy, and the
185 Board shall conduct a vote of the Adult Members for the Director nominees in accordance with
186 these bylaws not later than the next Annual Meeting.

187 **4.07 Meetings**

188 The Board must hold an Annual Meeting once per calendar year. The Board must hold Regular,
189 Special or Special Membership Meetings at the call of the Board President or any two Directors,
190 or as otherwise required by these bylaws. Notice of the date, time, place, or method of the
191 meeting shall be given to each Director and the Adult Members in accordance with section 3.04
192 of these bylaws.

193 **4.08 Manner of Acting**

194 (a) Unless otherwise provided by the bylaws and policies, Robert's Rules of Order, Revised
195 Edition may guide the transaction of business.

196 (b) Members of the Board (and Adult Members and Team Members when appropriate) may
197 participate in any meeting of the Board by means of conference telephone or any means of
198 communication by which all Directors participating in the meeting can simultaneously hear each
199 other. Participation in a meeting pursuant to this section shall constitute presence in person at
200 such meeting.

201 (c) Any action required by law, or any action that may be taken at a meeting of Directors, may be
202 taken without a meeting if each Director signs a consent in the form of a record describing the
203 action to be taken and delivers it to the Board President. Unanimous consent has the effect of

204 action taken at a meeting of the Board and may be described as such in any document. Consents
205 may be transmitted electronically.

206 **(d) Informal Action By The Board.** Any action required or permitted to be taken by the Board at
207 a meeting may be taken without a meeting if consent in writing, setting forth the action so taken,
208 shall be agreed by the consensus of a quorum. For purposes of this section, an e-mail
209 transmission from an e-mail address on record constitutes a valid writing. The intent of this
210 provision is to allow the Board to use email to approve actions, as long as a quorum of Board
211 members gives consent.

212 **(e)** Any action or informal action taken by the Board via consent, as described in sections (c) and
213 (d) above, shall be published or otherwise promulgated to the membership within seven (7)
214 calendar days of the action or informal action by consent.

215 **4.09 Compensation for Board Members Services**

216 Directors shall receive no compensation for carrying out their duties as Directors. The Board
217 may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in
218 conjunction with carrying out Board responsibilities, such as travel expenses to attend Board
219 meetings.

220 **4.10 Compensation for Professional Services by Directors**

221 Directors are not restricted from being remunerated for professional services provided to the
222 corporation. Such remuneration shall be reasonable and fair to the corporation and must be
223 reviewed and approved in accordance with the Board Conflict of Interest policy and Ohio law.

224

225 **ARTICLE V, OFFICERS**

226 **5.01 Board Officers**

227 The officers of the corporation shall be a Board president, vice-president, secretary, and
228 treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board. Each Board
229 officer shall have the authority and shall perform the duties set forth in these bylaws or by
230 resolution of the Board or by direction of an officer authorized by the Board to prescribe the
231 duties and authority of other officers. The Board may also appoint additional vice-presidents and
232 such other officers as it deems expedient for the proper conduct of the business of the
233 corporation, each of whom shall have such authority and shall perform such duties as the Board
234 may determine. One person may hold two or more Board offices, but no Board officer may act in
235 more than one capacity where action of two or more officers is required.

236 **5.02 Term of Office**

237 Each officer shall serve a three-year term of office and may not serve more than two (2)
238 consecutive terms of office. Unless unanimously elected by the Board to an additional term at the
239 end of his/her two (2) three-year terms, each Board officer's term of office shall begin upon the
240 adjournment of the Board meeting at which elected and shall end upon the adjournment of the
241 Board meeting during which a successor is elected.

242 **5.03 Removal and Resignation**

243 The Board may remove an officer at any time, via simple majority vote, with or without cause.
244 Any officer may resign at any time by giving written notice to the corporation without prejudice
245 to the rights, if any, of the corporation under any contract to which the officer is a party. Any
246 resignation shall take effect at the date of the receipt of the notice or at any later time specified in
247 the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be
248 necessary to make it effective. The Adult Members may remove any officer or Director, via
249 simple majority vote, during a Special Membership Meeting, in accordance with these bylaws.
250 Additionally, Adult Members petitioning for removal of an officer or Director are encouraged to
251 propose an Adult Member to the Board for consideration as replacement for the Director
252 petitioned for removal.

253 **5.04 Board President**

254 The Board president shall be the chief volunteer officer of the corporation. The Board president
255 shall lead the Board in performing its duties and responsibilities, including, if present, presiding
256 at all meetings of the Board, and shall perform all other duties incident to the office or properly
257 required by the Board.

258 **5.05 Vice President**

259 In the absence or disability of the Board president, the ranking vice-president or vice-president
260 designated by the Board shall perform the duties of the Board president. When so acting, the
261 vice-president shall have all the powers of and be subject to all the restrictions upon the Board
262 president. The vice-president shall have such other powers and perform such other duties
263 prescribed for them by the Board or the Board president. The vice-president shall normally
264 accede to the office of Board president upon the completion of the Board president's term of
265 office.

266 **5.06 Secretary**

267 The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of
268 Directors and committees of Directors, and such minutes shall be published on the Dayton
269 Raiders Swim Club website or otherwise promulgated to the membership. The minutes of each
270 meeting shall state the time and place that it was held and such other information as shall be
271 necessary to determine the actions taken and whether the meeting was held in accordance with
272 the law and these bylaws. The secretary shall cause notice to be given of all meetings of
273 Directors and committees as required by the bylaws. The secretary shall have such other powers
274 and perform such other duties as may be prescribed by the Board or the Board president. The
275 secretary may appoint, with approval of the Board, a Director or Adult Member to assist in
276 performance of all or part of the duties of the secretary.

277 **5.07 Treasurer**

278 The treasurer shall be the lead Director for oversight of the financial condition and affairs of the
279 corporation. The treasurer shall oversee and keep the Board informed of the financial condition
280 of the corporation and of audit or financial review results. In conjunction with other Directors or
281 officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial
282 reports, including an account of major transactions and the financial condition of the corporation,
283 are made available to the Board on a timely basis or as may be required by the Board. The
284 treasurer shall perform all duties properly required by the Board or the Board president. The

285 treasurer may appoint, with approval of the Board, a qualified fiscal agent or Adult Member to
286 assist in performance of all or part of the duties of the treasurer.

287 **5.08 Non-Director Officers**

288 The Board may designate additional officer positions of the corporation and may appoint and
289 assign duties to other non-Director officers of the corporation, such as the Head Coach, Chief
290 Executive, Executive Director, or General Manager.

291

292 **ARTICLE VI, COMMITTEES**

293 **6.01 Committees**

294 The Board may, by the resolution adopted by a majority of the Directors then in office, designate
295 one or more committees, each consisting of one or more Directors, to serve at the pleasure of the
296 Board. Any committee, to the extent provided in the resolution of the Board, shall have all the
297 authority of the Board, except that no committee, regardless of Board resolution, may:

298 (a) take any final action on matters which also requires Board members' approval or approval of
299 a majority of the Adult Members;

300 (b) fill vacancies on the Board of in any committee which has the authority of the Board;

301 (c) amend or repeal bylaws or adopt new bylaws;

302 (d) amend or repeal any resolution of the Board which by its express terms is not so amendable
303 or repealable;

304 (e) appoint any other committees of the Board or the members of these committees;

305 (f) expend corporate funds to support a nominee for Director; or

306 (g) approve any transaction (1) to which the corporation is a party and one or more Directors
307 have a material financial interest, or (2) between the corporation and one or more of its Directors
308 or between the corporation or any person in which one or more of its Directors have a material
309 financial interest.

310 **6.02 Meetings and Action of Committees.** Each committee shall meet at such times and places
311 as may be specified after due notice to its members by the appointing authority. Unless otherwise
312 provided in the resolution of the Board designating a committee or its charter, a majority of the
313 whole committee shall constitute a quorum and the act of a majority of the members present at a
314 meeting at which a quorum is present shall be the act of the committee. Each committee may
315 adopt rules for its own governance not inconsistent with these bylaws or with policies adopted by
316 the Board.

317

318 **ARTICLE VII, CONTRACTS, CHECKS, LOANS, AND RELATED MATTERS**

319 **7.01 Contracts and other Writings**

320 Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds,
321 leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf
322 by the treasurer or other persons to whom the corporation has delegated authority in writing to
323 execute such documents in accordance with policies approved by the Board.

324 **7.02 Checks, Drafts**

325 All checks, drafts, or other orders for payment of money, notes, or other evidence of
326 indebtedness issued in the name of the corporation, shall be signed by such officer or officers,
327 agent or agents, of the corporation and in such manner as shall from time to time be determined
328 by resolution of the Board.

329 **7.03 Deposits**

330 All funds of the corporation not otherwise employed shall be deposited from time to time to the
331 credit of the corporation in such banks, trust companies, or other depository as the Board or a
332 designated committee of the Board may select.

333 **7.04 Loans**

334 No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall
335 be issued in its name unless authorized by resolution of the Board. Such authority may be
336 general or confined to specific instances.

337

338 **ARTICLE VIII, MISCELLANEOUS**

339 **8.01 Books and Records**

340 The corporation shall keep correct and complete books and records of account and shall keep
341 minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board
342 without a meeting, and a record of all actions taken by committees of the Board. In addition, the
343 corporation shall keep a copy of the corporation's Articles of Incorporation and bylaws as
344 amended to date.

345 **8.02 Fiscal Year**

346 The fiscal year of the corporation shall be from September 1 to August 30 of the following year.

347 **8.03 Conflict of Interest**

348 The Board shall adopt and periodically review a conflict of interest policy to protect the
349 corporation's interest when it is contemplating any transaction or arrangement which may benefit
350 any Director, officer, employee, affiliate, or member of a committee with Board-delegated
351 powers.

352 **8.04 Bylaw Amendment**

353 These bylaws may be amended, altered, repealed, or restated, in accordance with section 4.08 of
354 these bylaws, by a vote of the majority of the Directors then in office at a meeting of the Board,
355 provided, however,

356 (a) that no amendment shall be made to these bylaws which would cause the corporation to cease
357 to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of
358 1986, or the corresponding section of any future Federal tax code; and,

359 (b) that an amendment does not affect the voting rights of Directors. An amendment that does
360 affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum
361 of Directors at a Board meeting.

362 (c) that all amendments be consistent with the Articles of Incorporation.

363 (d) that an amendment does not affect the voting rights of Adult Members, nor their right to
364 petition for a Special Membership Meeting with a vote on any issue. An amendment that does
365 affect the voting rights of Adult Members requires ratification by a two-thirds vote of a quorum
366 of the Adult Members at an Annual Meeting or a Special Meeting.

367

368 **ARTICLE IX, AMENDMENTS OF ARTICLES OF INCORPORATION**

369 **9.01 Amendment**

370 Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3)
371 of the Board.

372

373 **CERTIFICATE OF ADOPTION OF BYLAWS**

374 I do hereby certify that the above stated bylaws of the Dayton Raiders Swim Club were approved
375 by the Dayton Raiders Swim Club Board of Directors on **Month Day, 202X**, and constitute a
376 complete copy of the bylaws of the corporation.

377

378 _____

379 **[Secretary's Name]**, Secretary

380

Date: _____