

The Columbus Aquatic Club, Inc

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ARTICLE I NAME, PURPOSE AND POWERS

- 1.1 Name and Address: The name of this corporation shall be Columbus Aquatic Club, Inc., referred to as “the corporation” henceforth. The business of the corporation may be conducted as “Columbus Aquatic Club, Inc.”, or “Columbus Aquatic Club”. The address of the corporation is P.O. Box 7163, Columbus, Georgia, 31907, and the registered agent at this address is the current President of the corporation.
- 1.2 Purpose: The Columbus Aquatic Club was founded to promote the sport of competitive swimming in the Columbus, GA area. We believe that competitive swimming provides not just a lifelong fitness activity, but also teaches valuable life skills, such as discipline, determination, responsibility, leadership, teamwork, and sportsmanship. We seek to promote these skills and foster lifelong fitness through competitive swimming activities in the greater Columbus, Georgia area. The Columbus Aquatic Club is committed to providing a safe environment for all participants and maintains protection policies and guidelines to protect our swimmers.
- 1.3 Nonprofit Status: The Columbus Aquatic Club, Inc is a Georgia non-profit public benefit corporation. Columbus Aquatic Club, Inc. attained Federal Non Profit Status on August 1, 1980 as a 501(c)(3).
- 1.4 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.
- 1.5 Distribution Upon Dissolution: Upon termination or dissolution of Columbus Aquatic Club, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of Columbus Aquatic Club, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members

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cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Columbus Aquatic Club, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Columbus Aquatic Club, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

ARTICLE II MEMBERSHIP

- 2.1 General One Class of Membership: Membership shall consist of one class to be designated as regular and shall be open to any and all interested adult person. Person seeking membership agrees to share responsibility for the effective functioning of the Columbus Aquatic Club.
- 2.2 Approval of Members: Members shall be considered approved after all initial registrations have been paid and received. The Board of Directors reserves the right to decline an individual's membership with an affirmative vote of two-thirds of the Directors.
- 2.3 Voting Rights: Membership shall be singular, and when family units or other interested parties apply for membership in the corporation, and upon meeting the requirements set forth in paragraph 2.2, such membership shall entitle said family or dues paying unit to one (1) vote on each matter submitted to a vote of the members. Each family shall have one vote per family, not per swimmer.
- 2.4 Termination of Membership: Members may resign by submitting written correspondence to the CEO. The CEO may terminate membership for cause and must inform the Board of Directors of all terminations. Resignation, suspension or termination shall not relieve the member so identified of the obligation to pay any dues, assessments or other charges theretofore approved by the Columbus Aquatic Club and unpaid.
- 2.5 Temporary Withdrawal: Members in good standing may temporarily withdraw from active participation in Columbus Aquatic Club activities for selected periods of time at the discretion of the CEO. During this time, a withdrawn member may not attend meets, practices or other Columbus Aquatic Club events. Reinstatement will be permitted based

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on policies set forth by the CEO. Reinstated members may be subject to dues, re-registration fees or administrative fees depending on the circumstances.

- 2.6 Transfer of Membership: Membership in this corporation is neither transferable nor assignable.

ARTICLE III MEMBERSHIP MEETINGS

- 3.1 Annual Meeting: The annual meeting of the membership of the Columbus Aquatic Club, Inc., shall be conducted during October of each year, within or without the State of Georgia at such place as may from time to time be fixed by the Board of Directors. Notice of the annual meeting shall be required. This provision may be satisfied utilizing an in-person meeting or a virtual meeting.
- 3.2 Special Meetings: Special meeting of the membership of the Columbus Aquatic Club, Inc., may be called at any time by the President or at the request of any five members of the Columbus Aquatic Club, Inc., upon not less than ten (10) nor more than fifty (50) days notice, either mailed or e-mailed to the last known address (or e-mail address) of, or personally given to each member. Notice of a special meeting may be waived by instrument in writing. Attendance at such meetings in person or by proxy shall constitute a waiver of notice thereof. Notice of any special meeting of the membership shall state the purpose for which the meeting is called.
- 3.3 Quorum and Majority Rule: At all meetings of the membership, quorum shall be defined as the number of members present at the meeting. No resolution or business shall be transacted without the favorable vote of the majority of the members present at the meeting and entitled to vote.
- 3.4 Rules of Order: The conduct of business at each and every meeting of the membership of the corporation shall be in accordance with Robert's Rules of Order, revised edition.
- 3.5 Consents: Any action to be taken at a meeting of the membership of the corporation, or any action that may be taken at a meeting of the membership, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the members entitled to vote with respect to the matter.
- 3.6 Proxies: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in proxy.

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- 3.7 Voting by Mail: Where directors or officers are to be elected by members, such election may be conducted by in-person votes or electronic votes in such a manner as the Board of Directors shall determine.

ARTICLE IV BOARD OF DIRECTORS

- 4.1 General: The Board is responsible for overall vision and direction of the Columbus Aquatic Club and delegates responsibility for day-to-day operations and procedures to the CEO. Directors shall work to further the mission and goals of the Columbus Aquatic Club and its members. Directors will attend all Board meetings and membership meetings. The Directors shall assume additional duties, when needed, as determined by the President.
- 4.2 Composition of the Board of Directors: Election Thereto. The Board of Directors shall consist of no fewer than four and no more than seven members who shall be elected by the plurality vote at the annual meeting of the corporation; and shall have staggered terms as outlined in Article III
- 4.3 Same: Nomination Process: All nominations for the board positions that will be open in October will be emailed to the Board President. The President will verify that all persons nominated are interested in the position. The President will then prepare a ballot for the October general membership meeting. All positions will be elected in accordance with the Team By-Laws. Nominations may also be made from the floor at any meeting held for election of Directors. Nominations so made must be “seconded” after which the President shall determine the availability of the nominee before discussion is allowed and the vote taken.
- 4.4 Same: Plurality Vote: In the election of directors, a plurality vote shall constitute election.
- 4.5 Staggered Term: To ensure administrative continuity, terms of the Directors shall be staggered, with half being elected each year. In even numbered years, three (3) directorships will take office as follows: President and up to two Directors. In odd numbered years, the remaining directorships will assume office. Newly elected directors assume their duties at the Board of Directors meeting following their election at the annual meeting. They serve in a non-voting capacity after election, working with the outgoing Director, until that date.
- 4.6 Reelection of Directors: Any member of the Board of Directors may be reelected to the Board following expiration of his/her term of office.

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- 4.7 Meeting of the Board of Directors: The Directors shall hold an annual meeting without other notice than this By-Law immediately following the annual meeting of the membership of the corporation. Further, the Board of Directors shall hold regular quarterly meetings at a time and place to be agreed upon by the members of the Board of Directors. Special meetings of the Directors may be called at any time by the President or by any three (3) Directors, on five (5) days notice, either mailed to the last known address of, sent electronically to the e- mail address of, or personally given to each member. Attendance in person at any such meeting shall constitute a waiver of notice thereof. The signature of any Director approving the minutes of any meeting of the Board of Directors entered thereon shall be effective to the same extent as if such Director had been present at the meeting. If the capability exists, the Board may conduct meetings electronically.
- 4.8 Quorum and Transaction of Business: A majority of said Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of the majority of the Directors present at the meeting.
- 4.9 Termination of Directors: In the event that a member of the Board of Directors has (2) two consecutive absences from the regular meeting of the Board of Directors without due cause, as the same shall be determined by the Board of Directors, such member of the Board of Directors must terminate his/her position on the Board. A member of the Board of Directors may be removed from the Board upon a two-thirds (2/3) vote by all remaining members of the Board of Directors for actions that may cause harm to the corporation and the membership.
- 4.10 Vacant Directorship: In the event a vacancy occurs on the Board of Directors and said vacancy is for a term remaining of one year or less, then and in that event the President may appoint an eligible member to fill the place of such vacancy on the Board of Directors, such appointment is to be approved by the Board of Directors. Such approved appointment by the President and the Directors will continue until the expiration of the term of the Director whose place has become vacant.
- 4.11 Same: In the event of a vacancy of the Board of Directors, which said vacancy has a term of more than one year remaining, the President shall call a special meeting of the general membership of the corporation for the election of a member to fill said vacancy on the Board of Directors. Such election shall be conducted as is provided for by paragraphs 4.2 and 4.4 above.
- 4.12 Same: The person appointed by the President and approved by the Board of Directors or elected by the general membership, as the case may be, shall take office immediately upon such approved appointment or election as the case may be.

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- 4.13 Same: Persons appointed or elected to a vacant Directorship shall be eligible for election to the Board of Directors at the expiration of his/her term.
- 4.14 Consents: Any action to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such written consents include the use of electronic mail systems (e-mail).

ARTICLE V

OFFICERS

- 5.1 General: The officers of the corporation shall consist of a President, and such other officers as the Board of Directors may from time to time determine. No officers shall be eligible to serve more than two (2) consecutive terms in any office, and the Board of Directors may leave any office or offices, except the offices of the President, vacant.
- 5.2 The President: The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board of Directors to be present at each meeting. The President shall have the following specific duties (but he/she shall not in any way be limited thereby from the general duties provided herein above):
1. Preside at all membership and Board meetings.
 2. Appoint all standing committee chairmen.
 3. Appoint special committees, which, at his/her discretion or at the discretion of the Board of Directors, appear appropriate.
 4. Be an ex-officio member of all committees.
 5. Have the authority to appoint all members to fill unexpired terms on the Board of Directors, as is more fully set forth in Article IV, paragraph 4.10, above.
 6. Provide guidance to and supervision of the CEO.
 7. Ensure the desires of the Board of Directors are communicated to the staff.
 8. Delegate essential board-related tasks to Directors as needed.
- 5.3 Directors: Directors shall be considered Officers and work to further the mission and goals of the Columbus Aquatic Club and its members. Directors will attend all Board meetings and membership meetings as set forth in Article IV. The Directors shall assume additional duties, when needed, as determined by the President.

ARTICLE VI

COMMITTEES

- 6.1 General: Committees shall be established by the Board of Directors as from time to time they determine the same to be necessary. The President of the corporation shall appoint the chairperson to serve on each committee. The Chairpersons shall be ex-officio members of the Board of Directors.

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- 6.2 Standing Committees: To further the work of the Board, the President may establish certain permanent functional committees. The president will identify and define the primary functions of such committees as well as their Directorate placement follows. Specific duties and responsibilities are developed in supplementary documentation.
- 6.3 Special Committees: Designed to meet specific short term or one time requirements. Such committees may be formed to study, organize, and support new program initiatives, study of rules and by-laws of the Columbus Aquatic Club, and recommended revisions, dues and membership revisions to name a few.

ARTICLE VII CHIEF EXECUTIVE OFFICER AND STAFF

- 7.1 Chief Executive Officer: The Chief Executive Officer is hired by the Board. The CEO serves as Head Coach and has day-to-day responsibility for the Columbus Aquatic Club, including carrying out the Columbus Aquatic Club's goals and the Board policy. The CEO will attend all Board meetings, report on the progress of the Columbus Aquatic Club, answer questions of Board members and carry out all duties related to the operation of the Corporation. The CEO will be responsible for submitting an annual budget for review and approval one week prior to the start of registration for the upcoming swim year. The CEO will also submit monthly financial reports to the Board for review. The Board of Directors retains the authority to review, approve or set limits with regards to financial decisions for the Columbus Aquatic Club. Contracts incurring financial obligation to the Columbus Aquatic Club must contain both the President and CEO's signature.
- 7.2 Selection: The CEO will be selected by a search committee consisting of the President of the Board and no less than two additional Directors.
- 7.3 Coaching Staff: The CEO will possess authority for hiring, firing, performance reviews, promotions, and salary increases for all Columbus Aquatic Club staff.
- 7.4 Contract: The CEO is employed subject to the contract and job descriptions agreed upon between the CEO and the Corporation. The contract will be negotiated by a committee consisting of the President, and no less than two additional Directors. Other members of the coaching staff may be offered contracts at the recommendation of the CEO, if it is beneficial to the Corporation.
- 7.5 Removal: Any member of the coaching staff may be removed for cause by the CEO.

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ARTICLE VIII

DUES AND FEE ASSESSMENTS

- 8.1 Dues Requisite to Membership: The dues and fee assessments which shall be determined from time to time by the Board of Directors of the corporation shall be promptly paid when due as a continuing prerequisite to membership in the corporation.
- 8.2 Dues Payment Schedule: All monthly dues, which shall be established by the Board of Directors, must be paid promptly by the 1st of the month for the current month. Failure to pay dues timely will result in a late fee being assessed. The late fee shall be set by the CEO.
- 8.3 Delinquent Accounts: Delinquent accounts shall be suspended by the CEO and Columbus Aquatic Club membership may be terminated for continued delinquency, according to policies established by the CEO. Reinstatement may be granted upon payment of all the delinquent dues and fee assessments. The CEO shall have the authority to grant relief from the payment of the dues and fee assessments and the authority to set up partial payment schedules at his/her discretion, as necessary and appropriate. These relief actions shall be presented to the Board of Directors at the next regular meeting. The dues are not pro-rated except by CEO decision. Members are not eligible to attend swim meets if dues are not current. Attendance on any day, or attendance at any swim meet attended by the team constitutes participation for that month and dues are required. Any swimmer who “re-enters” the program, for non-payment of dues or other reason, may be subject to re-registration fees or administrative fees according to policies established by the CEO.
- 8.4 Fee Assessments: Each member will be contacted concerning any fee assessment, other than dues, for which the members may be liable. Once a member has agreed to the fee assessment the respective members must make prompt payment to the corporation for the same. The Board of Directors shall have the authority to grant relief from this provision from time to time as in its discretion appears appropriate and necessary.
- 8.5 Legal Judgment or Suits: No director, officer, coach, member, or authorized agent, or representative to of the Columbus Aquatic Club shall be liable or responsible for any debts or liabilities of the Columbus Aquatic Club, or liable to the Columbus Aquatic Club except to the extent of their unpaid portion of membership dues and entry fees.

ARTICLE IX

MISCELLANEOUS

- 9.1 Books and Records: The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall

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keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

- 9.2 Conflict of Interest: The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board-delegated powers.
- 9.3 Fiscal Year: The fiscal year of the corporation shall be from August 1 to July 31 of each year.
- 9.4 Nondiscrimination Policy: The Officers, Directors, committee members, employees, volunteers and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Columbus Aquatic Club, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE X SEAL

- 10.1 General: The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the corporation by the word seal enclosed in parentheses or scroll, shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him on such papers as may be directed by law, by the By-Laws, or by the Board of Directors.

ARTICLE XI AMENDMENTS

- 11.1 General: These By-Laws may be amended at any meeting of the membership of the corporation, by a vote of two thirds of the members present and/or represented at such meeting. Notice of such proposed amendment(s) shall be mailed or e-mailed to the last known address of the members at least ten (10) days in advance of said meeting.

ARTICLE XII CERTIFICATION OF ADOPTION OF BYLAWS

- 12.1 I do hereby certify that the above stated Bylaws of Columbus Aquatic Club, Inc. were approved by the Columbus Aquatic Club, Inc's Board of Directors on September 16, 021, and constitute a complete copy of the Bylaws of the corporation.

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