



The Bylaws of Blue Tide Aquatics, Inc.

Article I: Structure1

Article II: Offices2

Article III: Membership2

Article IV: Board of Directors2

Article V: Membership Meetings5

Article VI: Officers6

Article VII: Committees7

Article VIII: Head Coach’s Responsibilities8

Article IX: Finances8

Article X: Miscellaneous Provisions9

Article XI: Suspension and Expulsion 10

Article XII: Indemnification of Officers, Directors and Committee Members 10

Article XIII: Parliamentary Authority 11

Article XIV: Amendments 11

Article I: Structure

Section 1. Structure. Blue Tide Aquatics, Inc. (the “Corporation”, “Team”, or “BTA”) is a non-profit corporation organized under the laws of the State of Texas within the meaning of the Texas Non-Profit Corporation Act.

Section 2. Purposes. Corporation is organized and is to be operated to foster national amateur sports competition within the meaning of section 501(c) (3) of the Internal Revenue Code (the “Code”). The objectives and purpose of BTA shall be as follows:

- a) To provide access to facilities, training, and encouragement for increased proficiency in amateur swimming;
- b) To encourage and develop good sportsmanship, individual integrity, and team play in swimming;
- c) To develop a nationally ranked aquatic team that furthers the interests, education, and participation in all levels of swimming in the Kingwood, Humble, Lake Houston area and adjoining communities; and
- d) To maintain membership with USA Swimming, abiding by its rules and regulations for competitive swimming.

Article II: Offices

Section 1. Principal Place of Business. The principal place of business of the Corporation shall be a location approved by the Board of Directors.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent. The registered office may, but need not be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

Article III: Membership

Section 1. Membership Acceptance. Membership in the Corporation is open to all individuals interested in participation in aquatic sports and to all other persons who may qualify as a Member as defined in Article III Section 2. Membership is granted upon registration and acceptance of payment of any assigned fees and dues from a Team Member or an Adult Team Member, as defined in Article III Section 2. However, the Board of Directors may deny membership or reinstatement to any individual or group of individuals for any reason not prohibited under state or federal law.

Section 2. Membership Categories. Membership in BTA shall consist of a single class of members, but which class shall be divided in the following categories:

Member - Any parent, legal guardian or other person having legal custody of a Team Member, or those persons responsible for a Team Member's assigned fees, monthly dues, and fundraising obligation (the "Member"). The rights of a member include, but are not limited to, voting and holding office.

Team Member - Any BTA aquatic participant whose assigned fees and monthly dues are paid by a Member (the "Team Member").

Adult Team Member - Any BTA aquatic participant 18 years or older who is personally responsible for all BTA assigned fees and monthly dues (the "Adult Team Member"). The Adult Team Member shall be entitled to all rights granted a Member. Adult Team Members hereinafter in these Bylaws shall be considered a Member.

Section 3. Membership in "Good Standing". Membership in good standing is maintained so long as assigned monthly dues and all assessed fees are paid in accordance with the terms and conditions set forth in the financial agreement at the time of registration (the "Financial Agreement"), and provided that the Member abides by these bylaws and such rules as may be established by the Board of Directors.

Section 4. Extension of Status as a Member. A Director who no longer qualifies as a Member, as defined in Section 2 of this Article, , may have his or her status as a Member extended no more than forty-five (45) days at the sole discretion of the Board of Directors; provided, however, that any such extension may not extend beyond the end of a fiscal year.

Article IV: Board of Directors

Section 1. Powers and Duties of the Board of Directors. The property, business and affairs of the Corporation shall be managed and controlled by the Board of Directors, hereinafter referred to as the "Board", and subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation. Such powers and Duties include, but are not limited to:

- a) The overall administration and financial management of the Corporation and its assets;
- b) The hiring of and termination of coaches and for establishing coaching compensation levels;
- c) The consideration of Members' input about the overall aquatic program;
- d) The approval of the loan, sale or disposition of physical assets, which individually have a value of more than \$100.00, or which, in the aggregate, have a value of more than \$250.00 in any month;
- e) The development of an annual budget in the first quarter of the fiscal year;
- f) The annual review the objectives of BTA and publication, in the first quarter of the fiscal year, the specific objectives for the year;
- g) Establishing, and amending, as necessary, policies that clearly define the dues structure, the fund raising or financial obligations, and the service, Obligations of all members. Penalties, including revocation of membership, shall be established and imposed for noncompliance with these policies;
- h) Conducting a formal, annual evaluation of the Head Coach, and causing the Head Coach to conduct similar annual evaluations of his/her coaching staff. To that end, the Head Coach shall submit, at the September meeting of the Board, his/her goals for the coming year;
- i) Conferring with the Head Coach concerning the hiring, firing and promotion of staff or assistant coaches; and
- j) Identifying, attracting and retaining volunteer coordinators to ensure the continuity of certain functions central to the operation of BTA.

Section 2. Number. The Board of Directors shall consist of not more than eleven (11) Directors and shall never be less than seven (7) (not including the Head Coach). The Head Coach shall serve as an ex- officio member with no voting rights while retaining the right to make motions and participate in discussions and debate. No more than one (1) Director from any Family, as defined in Article IV Section 4, shall serve concurrently on the Board. The Board shall consist of at least the following members:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary
- e) Board Member Representing the 10 & Under Age Group
- f) Board Member Representing the 11 to 14 Age Group
- g) Board Member Representing the 15 & Over Age Group

The number of Directors may be increased or decreased by majority vote of the Board at the end of each year's term (provided such decrease does not have the effect of shortening the term of any incumbent Director). Subject to the effect of the incremental decrease in the number of Directors as described above, the number of Directors (not including the Head Coach) shall always be an odd number. If the Board votes to reduce the total number of Directors by two or more Directors, such reduction shall be made over a two-year period with each class of directors being reduced by an equal number of Directors in the year in which such class is scheduled for reelection. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by the Board to be selected from a slate of candidates provided by the Nominating Committee.

Section 3. Election and Term. The term of office for a member of the Board shall be two (2) years. Directors shall be classified, with respect to the time for which they severally hold office, into two (2) classes. The two classes shall serve staggered terms. Directors shall be elected at the Annual Meetings with the President, Treasurer, and the Board Member representing the 10 & Under Age Group shall be elected in odd years. The Vice President, Secretary, and the Board Members representing the 11 to 14 Age Group, and the 15 and over Age Group shall be elected in even years. All other Board positions should be split as evenly as possible to be elected each year. Each year the Nominating Committee, as defined in Article VII, shall serve to deliver a slate of candidates for the positions to be elected, as set by the Board pursuant to Article IV Sections 2 and 3. Nothing in these Bylaws should preclude a nomination of a Member in Good Standing from being made, by a Member in Good Standing, in addition to the slate of candidates provided by the Nominating Committee. A Director shall not serve on the Board for more than two consecutive terms without allowing a year to pass before seeking election again (if said former Director were re-elected after not serving on the Board for a year, the Director would be eligible to again serve two consecutive terms before being required again to leave the Board for a year).

The candidates for each position receiving the majority of the votes of the Families present and voting at the Annual Membership Meeting, as defined in Article V Section 2, shall be elected to the Board. This election shall be by secret ballot. The Elected Directors shall take office at the next Board Meeting, as defined in Article IV Section 7, following their election. Directors of each class shall hold office until their successors have been elected and take office, or until their earlier death, resignation, or removal.

Section 4. Family. A "Family or Families" shall consist of one or more Team Member(s) and their parent(s), legal guardian(s), legal custodian(s), or person(s) responsible for the Team Member's assigned fees and monthly dues, each of who are collectively or individually Members in Good Standing, as defined in Article III Section 3. Further, an Adult Team Member shall also be considered a Family.

Section 5. Compensation of Directors; Expenses. Directors shall not receive any salary or compensation for their services as Directors. A Director shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as a Director.

Section 6. Removal. Any Director who fails to attend three (3) consecutive Board of Directors Meetings, as defined in Article IV Section 7, or whose membership is suspended pursuant to Article XI, may have his or her office declared vacant by a majority vote of the Board constituting a quorum at any meeting at which such matter is voted upon. In any other case, removal of any Director will require a two-thirds (2/3) majority vote of all Families, as defined in Article IV Section 4, present at the Annual Membership Meeting, as defined in Article V Section 2 or a Special Membership Meeting, as defined in Article V Section 3. Any Director can be removed by 2/3 majority vote of the then serving Board.

Section 7. Vacancies. Any vacancy occurring in the office of a Director, for any reason shall be filled by an affirmative vote of a majority of the Board constituting a quorum at any meeting at which such matter is voted upon. A Director elected to fill a vacancy arising other than as a result of the completion of the term of a Director shall be elected for the unexpired term of, and shall be a member of, the same class as his or her predecessor in office. In the event the number of directors is reduced to less than seven (7), the remaining Directors shall first appoint the minimum number of Directors required to bring the total to seven (7). The seven (7) then appoint any remaining unfilled Director positions in accordance with these Bylaws. All Director vacancies shall be filled from a slate of candidates provided by the Nominating Committee. Resignations from the Board shall be tendered in writing to the President and Secretary. If the Nominating Committee fails to submit a candidate within thirty (30) days, the Board may fill any vacancy by a majority vote of the Board in accordance with these Bylaws.

Section 8. Board of Directors Meetings. The Board shall meet regularly at least ten (10) times a year. The Board of Directors meetings shall be at such times and places as shall be designated by resolution of the Board. Additional meetings of the Board may be called by the President or at the request of three (3) or more members of the Board. All Board of Directors meetings, except Closed Board of Directors Meetings, shall be opened to the Membership. All Members in Good Standing, as defined in Article III Section 3, shall have the right to speak, but not make motions, at Board of Directors Meeting, provided that notice of intent to speak and the topic to be discussed is provided to the Secretary at least three (3) days prior to the meeting so that such matters may be placed on the agenda. Notice to the Membership of Board of Directors Meetings shall be required in accordance with Article IV Section 10.

Section 9. Executive Session. Any meeting of the Board may be held in executive session, open only to the members of the Board and those staff or visitors invited to remain. Executive sessions may be declared by the President or upon motion of the Board. Matters relating to personnel and matters relating to litigation or obtaining legal advice shall normally be discussed in executive session.

When the Board meets in executive session, it is empowered to make all decisions that it can make in regular session. The only difference between executive session and regular session shall be the restriction on those who can be present and participate in the discussion, the purpose being to protect the confidentiality of such discussions. Actions taken and decisions made in executive session do not have to be acted on in a regular session in order to have full force and effect but will be recorded in the minutes of the regular session of the meeting, provided that

the Board can decide that specific matters that should remain confidential will not be recorded in the minutes of the regular session. Examples of such matters include matters subject to attorney-client privilege, personnel matters, and matters involving contract negotiations.

Section 10. Closed Board of Directors Meetings. The President shall have the right to call Closed Board of Directors Meetings for sensitive matters including, but not limited to, matters relating to discipline, employee performance evaluation, employee salary negotiations and employee/independent agent contract negotiations. Closed Board of Directors Meetings shall be held at such times and places as shall be designated by the President or, on the written request of any two (2) Directors, by the Secretary.

Section 11. Notice of Board of Directors Meetings. The Secretary shall give notice of the time and place of each Board of Directors Meeting to each Director at least five (5) days before such meeting. Notice of each Board of Directors meeting, excluding Closed Board of Directors meetings, also shall be provided to the Membership at least five (5) days prior to such meeting by announcement on the Corporation's website. Any changes to the Notice during such five (5) day window shall be provided to the Membership as soon as practicable.

Section 12. Quorum. A majority of the Board shall constitute a quorum for the transaction of business. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one (1) or more Directors. In the absence of a quorum at the beginning of the meeting, the President or a majority of Directors present may recess the meeting without notice until a quorum has been obtained, or the President may adjourn the meeting. In the event the number of serving Directors is less than seven (7), the remaining Directors shall first fill the vacancies as per Article IV Section 6 before conducting any other business except emergencies. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 13. Voting. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after one (1) month from the date of its execution. Each proxy shall be revocable unless otherwise made irrevocable by law. Each Director shall have one (1) vote. All decisions of the Board are subject to majority rule unless otherwise required by these Bylaws or applicable laws of the State of Texas. A vote of the Board that results in a tie, for any reason, does not constitute a majority and any matter on which a vote is taken resulting in a tie shall not be adopted. After two consecutive votes on the exact same matter have occurred and both resulted in a tie, the tie shall be broken by eliminating the votes of the following in order until the tie is broken: President, Vice President, Secretary, and then Treasurer.

Section 14. Conduct of Business. At all meetings of the Board, the President shall preside. In the absence of the Vice President and Secretary, the President, as the case may be, may appoint any other Director to act as secretary of the meeting. The President or chairman of any meeting of the Board shall determine the order of business and the procedure at the meeting, including, without limitation, conduct of the discussion and the order of business. Board meetings need not be conducted pursuant to Roberts Rules of Orders Newly Revised unless the President or a majority of Directors present at any board meeting vote to operate that meeting in accordance with Roberts Rules.

Article V: Membership Meetings

Section 1. The various membership meetings outlined in Sections 2-4 of this Article V shall:

- a) Have a Notice of the meeting provided to all Members, not less than ten (10) nor more than thirty (30) days before the date of the meeting, stating the specific nature of the business to be addressed at such meeting;
- b) Allow the Membership in Good Standing to request items to be added to the agendas of the Annual Membership Meeting & any Special Membership Meetings provided any requests are received by

- the Secretary four (4) days prior to the meeting date and the specific nature of business to be discussed is included in the request;
- c) Have a Final Agenda provided to all Members, not less than three (3) days before the meeting; and
 - d) Be held at a convenient location.

Notices of a meeting shall be deemed to be provided in accordance with these Bylaws when notice of such meeting is (I) emailed to the Member at his or her email address as it appears in the Corporation's records, or (II) set forth in an announcement on the Homepage of the Corporation's website.

Section 2. Annual Membership Meeting. The "Annual Membership Meeting" shall be held at such time and place as designated by resolution of the Board of Directors, for the purpose of (I) electing Directors for the ensuing year, and (II) transacting any other business as may be properly brought before the Membership Meeting.

Section 3. Special Membership Meeting. A Special Membership Meeting may be called by the President or the Board at their discretion. Upon written request (a "Written Request") of at least 25 percent of the Members in Good Standing, delivered to the Secretary and stating the purpose for such meeting, the President or the Board shall call a Special Membership Meeting. The Special Membership Meeting shall be called no later than fourteen (14) days after the receipt of such Written Request.

Section 4. Informational Membership Meeting. An Informational Membership Meeting may be called by the President or the Board to provide the Membership with information only, and not for the transaction of the Corporation's business.

Section 5. Membership Voting. At all Special Membership Meetings and Annual Membership Meetings, each Family, as defined in Article IV Section 4, shall have one (1) vote. All decisions of the voting Membership are subject to majority rule, except for amendments to the Bylaws, as provided in Article XIV, and removal of Directors, as provided in Article IV Section 5. There shall be no voting by proxy at any Special Membership Meeting or Annual Membership Meeting.

Section 6. Right to Make Motions and Place Matters on Agenda. At any Special Membership Meeting or Annual Membership Meeting, a Member or Team Member may have a matter placed on the agenda if the Secretary is notified of such desire of the Member or Team Member at least four (4) days prior to such meeting and, provided, the Member or Team Members are in Good Standing, as defined in Article III Section 3. Further, only Members or Team Members in Good Standing, as defined in Article III Section 3, may make motions and have these motions voted on at any Special Membership Meeting or Annual Membership Meeting. Motions made shall be limited to the topics listed on the Final Agenda provided three (3) days prior to such meeting.

Section 7. Conduct of Business. At all meetings of the Membership, the President shall preside and determine the order of business, and in the absence of the President, the Vice President shall preside.

Article VI: Officers

Section 1. Number, Titles, and Term of Office. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers of the Corporation shall be elected by the Membership at the Annual Membership Meeting from a slate of candidates provided by the Nominating Committee. As defined in Article V Section 2, each year and shall take office at the next Board Meeting after the Annual Membership Meeting. Only those individuals who have completed a one (1) year term as a Director, or who qualify by other previous experience, shall be eligible for election to the office of President. Each officer shall serve until the next Board of Directors Meeting succeeding the Annual Membership Meeting at which time new officers are elected.

Section 2. Removal. Any Officer of the Board may be removed from the Board in accordance with Article IV Section 5. Such removal shall be without prejudice to the contracts rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation shall be filled in accordance with Article IV Section 6.

Section 4. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board, the President shall have general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities. The President shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such Officer from time to time by the Board, including the power to appoint the chairman of various committees, except the Nominating Committee. The President shall ensure representation of the Corporation at appropriate swimming organizations such as GULF Swimming, USA Swimming, Texas Swimming Association meetings.

Section 5. Powers and Duties of the Vice President. The Vice President shall have such powers and duties as may be assigned by the Board or the President, including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office.

Section 6. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the Corporation's funds. The Treasurer may endorse or cause to be endorsed, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board; shall provide a financial statement monthly and annually to the Board; shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate account of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board; and shall prepare a yearly budget to be presented to the Board. Such budget shall be presented to the Board one month prior to the Board of Directors Meeting at which such budget will be discussed.

Section 7. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board; shall attend to the giving and serving of all notices; shall receive or be copied on all of the Corporation's correspondence; and shall, in general, perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary shall keep minutes of the proceedings of all meetings of the Board and all meetings of the Members. The Secretary shall have the care, custody, and control of all the general corporate records of BTA included by way of illustration but not limitation: contracts, policies, HR documents, financial reports, etc. The Secretary shall grant the entire Board access to all general corporate records.

Article VII: Committees

Section 1. Standing Committees. Standing committees shall be established by the Board. Members of these committees (except the Nominating Committee) shall be selected by the President. Committee Members are to be advised of their committee responsibilities within seven (7) days after their selection. Non-Team members may be appointed to a committee (except the Nominating Committee) to provide needed expertise.

Nominating Committee

- a) The Board shall not fail to solicit to the entire membership, via email and announcement on the Homepage of the Corporation, volunteers for the Nominating Committee. The Nominating committee shall be appointed by the Board from Members in Good Standing, with approval of the majority of the Board.
- b) The Nominating Committee shall be comprised of at least five (5) but no more than seven (7) members. The Board will appoint replacements to the committee shall an opening exist. The Board shall not appoint a family member of any Board Member to fill an opening on the Nominating Committee. No two Family members can serve on the Nominating Committee concurrently. The

- President shall not serve as a member of this committee but shall appoint a Board Member to serve ex officio with no voting rights.
- c) The Nominating Committee members shall serve a term of one (1) year. No person shall serve more than two (2) consecutive years on the nominating committee.
 - d) The nominating committee shall nominate at least one Member in Good Standing for each Board position to be filled and report its nominees to the Board to be added to the ballot for the Annual Membership Meeting or when requested by the board to fill other open positions. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such position.
 - e) While the Nominating Committee is only for the Board, Committee members can hold other volunteer positions and can be a resource to help find coordinators and volunteers positions
 - f) Should a Nominating Committee Member seek an position as a Director, they shall first resign from the committee

Section 2. Special Committees. Special committees shall be appointed by the President when necessary to complete a special task and shall cease to exist when the task is complete. Non-Team members may be appointed to a committee to provide needed expertise. Each Committee shall be given a Charter outlining the purpose, the goal, deliverable expected and anticipated time needed for completion.

Section 3. Procedures; Meetings; Quorum. Any committee created by the President, Board, or these Bylaws, unless otherwise expressly provided herein, shall (a) establish its own rules or procedures, (b) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or the Board, and (c) record all recommendations to the Board for entry into the minutes of the meeting at which such recommendations are presented to the Board. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, or recommendation unless otherwise expressly provided in the committee's rules or procedures or these Bylaws or by the Board.

The Board may designate one or more Directors as alternate members of any committee (except the Nominating Committee), who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member or a committee, the member or members present at any meeting of such committee and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint the designated alternate Director to act at that meeting in the place of the absent or disqualified member”.

Article VIII: Head Coach’s Responsibilities

Section 1. Selection. A head coach shall be selected as required and be responsible for the direction of the aquatic program (the “Head Coach”). This overall aquatic program shall be presented to the Board for approval no later than the August Board of Directors Meeting. The Head Coach shall not affect material changes to the aquatic program prior to gaining the Board of Director’s approval.

Section 2. Duties. The Head Coach’s duties include, but are not limited to, the following: Management the day-to-day aquatic operations of BTA; implementation and maintenance of a strong swimming program at all levels; establishment of minimum qualifications for acceptance to aquatic team programs; recommendations for selection, promotion, and termination of coaching staff; preparation of meet schedule in accordance with the Gulf Swimming and the high school team’s schedule; acting as coordinator of pool scheduling matters; and serving as the representative for the Corporation at the appropriate GULF Association USA committee meetings. The Head Coach shall train, supervise, annually review and encourage professional development of coaching staff.

Article IX: Finances

Section 1. Fiscal Year. The Corporation’s fiscal year shall be from September 1 to August 31 of each year.

Section 2. Dues. Dues shall be payable in an amount and manner established by the Board. Any changes in dues or other assessments deemed necessary, including refunds, may be made only by the Board.

Section 3. Bank Funds. The funds of the Corporation shall be deposited only in an institution(s), approved by the Board, whose deposits are insured by an agency of the Federal Government and shall be so deposited within a reasonable time after their receipt. Bills and obligations shall be paid by the Treasurer using the method determined to be most expeditious (i.e. handwritten check, online bill pay, credit card, etc.). All handwritten checks must be signed by the Treasurer. In his or her extended absence or under unusual circumstances, the President or Vice President shall be authorized to sign.

Section 4. Fiscal Accountability.

- a) A financial review shall be performed: 1) at the end of each fiscal year, 2) when any authorized check signer is added or deleted on any bank account; or 3) at any time deemed necessary by the president or three (3) or more Board Members.
- b) The president shall appoint, a Financial Review committee consisting of not less than three (3) Team Members, who are not authorized signers. Members of the financial review committee shall not be related by blood or marriage and shall not reside in the same household as the authorized signers.
- c) For the Financial Review to be performed at the end of the fiscal year, the president shall appoint the financial review committee at least thirty (30) days before the last meeting of the fiscal year.
- d) The Financial Review Committee report shall be adopted by a majority vote of the membership at the first meeting of the membership following the Financial Review.
- e) At the end of each Treasurer's term, the Board shall appoint a certified public accountant to audit the books of the Corporation and submit a general statement covering the finding of the audit to the Board; provided, however, that the Board may accept the Corporation's books, as submitted by the retiring Treasurer, without such an audit if a two-thirds (2/3) majority of the then-serving Directors vote to forego such an audit.

Section 5. Signers. Signers of the bank account shall not be related by blood or marriage and shall not reside in the same household.

Article X: Miscellaneous Provisions

Section 1. Resignations. Any Director or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary.

Section 2. Action Without a Meeting by Directors, or Committees. Any action required by law or these Bylaws to be taken at a meeting of the Board or any committee, or any action which may be taken at a meeting of the Board or of any committee, may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors or members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State, subject to the requirements of law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws.

Section 3. Telephone Meetings or Electronic (email) votes. Directors or members of any committee may participate in and hold a meeting of such Board or committee, as the case may be, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Article XI: Suspension and Expulsion

Section 1. Member Suspension. A Member may be suspended by a two-thirds (2/3) majority vote of the Board. Within seven (7) days after such vote to suspend, written notice shall be sent certified mail to the suspended Member affording him or her the opportunity of being heard before the Board at any agreed upon date on or prior to the thirtieth (30th) day following the date on which such notice is postmarked. A Member may be suspended for: interference with the Team, Head Coach or coaching techniques; exploiting any Member of the Corporation or using the Corporation for personal gain; failure to pay fees or assessments; any overt or deliberate action, communication, misrepresentation or interference with the Team, its Members or any outside third parties which would bring discredit to, or reflect negatively upon, the Corporation; any failure in a material and serious degree to observe the rules of conduct of the Corporation, the Team or USA Swimming, or for engaging in conduct materially and seriously prejudicial to the interests and purposes of the Corporation.

Section 2. Team Member Suspension. A Team Member may be suspended by the coaching staff for a period not to exceed seven (7) days. Any extension of such seven (7) day suspension period must relate to, and be assessed as a result of, the same grounds which formed the basis for the original suspension. Notification of all suspensions must be given to the Board by the Head Coach as soon as practicable.

Section 3. Member or Team Member Expulsion. A Member or Team Member may be expelled by a two-thirds (2/3) majority vote of the Board. Reinstatement in the same swim year or membership in a subsequent swim year of any expelled Members or Team Members is subject to approval by the Board.

Article XII: Indemnification of Officers, Directors and Committee Members

Section 1. Right to Indemnification. Subject to any limitations and conditions in these Bylaws, including, without limitation, this Article XII, each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (a "Proceeding"), or any appeal of such a Proceeding or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or a person of whom he is a legal representative, is or was a Director or officer of the Corporation as a director, officer, partner, venture, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, or other enterprise, shall be indemnified by the Corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a Proceeding, but if the Proceeding was brought by or in behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith, and indemnification under these Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall the Corporation indemnify any person, or the legal representatives of any person, with respect any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person is found liable to the Corporation. Any person entitled to indemnification pursuant to this Article XII is sometimes referred to herein as an "Indemnified Person".

Section 2. Advance Payment. An Indemnified Person's right to indemnification conferred in this Article XII shall include the right to be paid or reimbursed by the Corporation the reasonable expenses incurred by a Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of a written affirmation by such Indemnified Person of his good faith belief that he has met the standard

of conduct necessary for indemnification under this Article XII and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article XII or otherwise.

Section 3. Appearance as a Witness. Notwithstanding any other provision of this Article XII, the Corporation may pay or reimburse expenses incurred by an Indemnified Person in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not a named defendant or respondent in the Proceeding.

Section 4. Nonexclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article XII shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law (common or statutory), the Article of Incorporation, the Bylaws, agreement, vote of disinterested Trustees or otherwise.

Section 5. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article XII.

Section 6. Saving Clause. If this Article XII or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorney's fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article XII that shall not have been invalidated and to the fullest extent permitted by applicable law.

Article XIII: Parliamentary Authority

Section 1. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Corporation in all cases in which they are applicable and in which they are not in conflict with these bylaws.

Section 2. The President may appoint a Parliamentarian to serve during a meeting at his/her pleasure.

Article XIV: Amendments

These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) vote of a majority of the Members present at any Special Membership Meeting or Annual Membership Meeting, provided that notice of the proposed amendment(s) is contained in the notice of such Special Membership Meeting or Annual Membership Meeting as required under Article V Sections 2 and 3.