

Rock Island Orca Swim Team

BY-LAWS

ARTICLE I - The Name of the corporation:
Rock Island Orca Swim Team Corp (A non-profit corporation) (“ORCA”)

ARTICLE II - Principal Office
The principal office for the transaction of the activities and affairs of the corporation is located at Rock Island High School, 1400 25th Avenue, Rock Island, Illinois 61201, Rock Island County, Illinois. The mailing address is in c/o President. The President’s contact information can be found on the team website.

ARTICLE III - Purposes and Objectives
The Club shall, at all times, be operated on a non-profit basis in furtherance of the goals and objectives of the Club and its underlying programs. Members shall receive no dividends or other interests in the assets of the Club. No part of the earnings of the Club shall inure to the benefit of, or be distributable to, its members, officers, directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred.

Tax Exempt Purpose:

- (a) To provide an opportunity for all eligible children for membership to engage in a wholesome, lifesaving, lifetime sport.
- (b) To promote physical fitness and good patterns of physical development and to encourage proper conditioning.
- (c) To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and
- (d) To serve as the Athlete feeder program for the Rock Island High School Swim Team.
- (e) To promote the involvement in age-group programs, and provide an opportunity for members to compete in organized swimming competitions.

ARTICLE IV - Nonpartisan Activities
This corporation has been registered as a charitable organization under both the Charitable Trust Act and the Solicitation for Charity Act with the Illinois Attorney General’s Charitable Trust Bureau. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V - Dedication of Assets
The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or

otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes.

ARTICLE VI - Membership

Section 6.1 Qualifications

Individuals residing in the greater Quad City area may be eligible for membership in the club. Members in the club must be a member in good standing with USA Swimming. Non-athlete members of USA Swimming and Masters USA Swimming are also eligible.

Section 6.2 Fees and Dues

The Head Coach and Board of Directors may determine from time to time the amount and the terms relating to the registration fee to be paid by persons applying for Membership. The amount of the seasonal dues for a Club Membership shall be fixed by the Board of Directors each season.

Section 6.3 Termination of Membership

Causes of termination.

The membership of a member shall terminate upon occurrence of any of the following events:

- (a) the resignation of the member,
- (b) the failure of the member to pay dues or assessments, if required, within the times set forth by the Board of Directors,
- (c) the determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation and/or any member of the club.

Section 6.4 Transfer of Membership

No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

ARTICLE VII - Meetings of Members

7.1 Place of Meeting

Meetings of the membership shall be held at any place within the proximity of Rock Island County, Illinois as designated by the Board of Directors.

7.2 Annual Meeting

The annual meeting of members shall be held in April each year, unless the Board of Directors fixes another date and so notifies the members with the Board shall provide at least a two week notice.

7.3 Special Meeting

Authorized persons who may call a special meeting of the members, for any lawful purpose, may be called at any time by any of the following: a simple majority of the Board of Directors or the president.

7.4 Notice of Members' Meetings

All notices of meetings of members shall be sent by email. The notice shall specify the place, date and hour of the meeting and notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (a) removing a director without cause;
- (b) filling vacancies on the Board of Directors by the members;
- (c) terminating the contract of the head coach;
- (d) amending the Articles of Incorporation; or
- (e) voluntarily dissolving the corporation.

7.5 Quorum

At any duly called regular or special meeting, a quorum for the transaction of business shall be the number of members present in good standing and the affirmative vote of majority of the members present or by proxy shall constitute the vote.

7.6 Adjourned Meeting

Any meeting may be adjourned to reconvene without further notice at a time and place agreed upon by the members present at said meeting.

7.7 Voting

Voting by the Club Membership will be determined by the Head Coach and Board of Directors on a case by case basis. In the event of a membership vote, each club member family shall be entitled to one vote, regardless of the number of members in each family. In the event of a membership vote, Club Memberships entitled to vote at such meeting may be voted in person or by proxy executed in writing by the members holding such Club Memberships.

7.8 Waiver of Notice or Consent by Absent Voting Members

Whenever any notice waiver is required to be given, a waiver thereof in writing signed by the person or person entitled to such notice shall be deemed equivalent to the giving of such notice.

7.9 Action by Written Consent without a Meeting

Any action which may be taken at a meeting of directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

7.10 Record Date for Member Notice, Voting, Giving Consents and Other Actions

All such records shall be kept by the Secretary.

7.11 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member.

ARTICLE VIII - Number and Composition of Board of Directors

8.1 The number of Directors shall be fixed at 7 and may, from time to time, be increased or decreased by the Board of Directors or by the members, but in no event shall the number of Directors be less than five or greater than 9. The board shall maintain an odd number of directors.

8.2 The Board shall be composed of the four offices as described in Art. 12.1 and three at large members. Of the 3 at large members each will be responsible for 1 of the following assignment of duties:

- a. Sponsorship/Fundraising
- b. Activities/ Social/ Awards
- c. Publicity/Marketing

ARTICLE IX - Election of the Board of Directors

9.1 Nominations and Solicitations for Votes

Nominating committee: The president shall appoint a chairman and/or committee from the voting members to select qualified candidates for election to the board of directors at least two months before the date of any election of directors. The secretary shall forward to each member the notice of meeting required by Section 7.4 and a list of candidates nominated. The nominating committee shall not include any persons who are then serving as officers or directors of the corporation. Any member interested in being a Director may submit their name to the Nominations Chairman or Committee Members. The Nominating Committee Chairman shall submit the list of candidates to the Secretary 14 days prior to the election.

9.2 Votes Required to Elect Director

The seven candidates receiving the highest number of votes shall be elected as directors. In the event of a tie the candidates involved will have a run off election.

ARTICLE X - Directors

Section 10.1 Powers

The affairs of Club shall be managed by the Board of Directors under the advisement of the head coach of the Rock Island High School swim team.

Section 10.2 Election and Term of Office of Directors

The Board of Directors shall be duly elected by the membership for a two (2) year term. Any director may serve two (2) consecutive terms, following re-election by the membership for the second term. Following the minimum of one (1) year after the expiration of their second term, a past Board member may seek reelection to the Board for a new two (2) year term. The elected members of the Board must be Club Members and must maintain their registration in good standing with the team.

Section 10.2a If there are not enough qualified candidates then a director may run for an additional term.

Section 10.3 Vacancies

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. Any member interested in the position should inform the President or Secretary of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, in a position as designated by the existing Board of Directors. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of their term.

Section 10.4 Place of Meetings

The Board of Directors may designate any place within proximity of Rock Island County, Illinois, as the place of meeting for any meeting of members called by the Board of Directors.

Section 10.5 Annual Meeting

An annual meeting of the members shall be held in April of each year, at such time and at such place as the Board may determine, for the purpose of electing Directors, for approving a budget for the coming year and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members called as soon thereafter as may be practical but must occur within 30 days.

Section 10.6 Other Regular Meetings of the Board

The Board of Directors may hold such additional regular meetings once monthly at such times and places, and without notice, as it from time to time deems appropriate.

10.6a General meetings of the membership shall be held once monthly during active season.

Section 10.7 Special Meetings

Special meetings of the membership may be called by the President or two or more members of the Board of Directors.

Section 10.8 Quorum

Any action by the Board shall require a quorum. A simple majority of the Board entitled to vote shall constitute a quorum for the transaction of business.

Section 10.10 Adjournment

Any meeting may be adjourned to reconvene without further notice at a time and place agreed upon by the members present at said meeting.

Section 10.11 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 10.12 Action without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 10.13 Fees and Compensation

Directors shall not receive any compensation for their services as a member of the Board. The Treasurer may receive compensation fees or other compensation deemed appropriate by the Board.

Section 10.14 Additional Requirement

No two members of the same household/family shall serve concurrently on the Board.

Section 10.15 Head Coach

The Head Coach shall be a non-voting ex officio member of the Board and kept apprised of all aspects of the operation of the Club. He/she may attend all meetings of the Board and advise the Board on all aspects of the Club operations.

Section 10.16 Past President

The immediate Past President shall be a non-voting ex-officio member of the Board. He/she may attend Board meetings for one term.

ARTICLE XI - Committees

Section 11.1 Committees of Directors

The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which may consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Club.

Section 11.2 Meetings and Action of Committees

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article 10 of these bylaws concerning meetings of directors.

ARTICLE XII - Officers

12.1 Officers

The officers of the Board of Directors shall be a president, vice president, secretary and treasurer.

12.2 Appointment of Officers

The officers of the corporation shall be chosen elected by closed ballot by the board of directors at their first meeting.

12.3 Subordinate Officers

The Board of Directors may appoint, and may authorize the president or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

12.4 Removal of Officers

Any officer or agent elected or appointed by the Board of Directors, by majority vote, may be removed by the Board of Directors whenever in its judgment the best interests of the Club would be served thereby.

12.5 Resignation of Officers

Any member of the Board of Directors may resign at any time by giving written notice to the remaining members of the Board of Directors and the head coach. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

12.6 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of their term.

12.7 Responsibilities of Officers

(a) President.

The President shall be a Director with at least one year of service on the Board, and the principal executive officer of the Club and shall, in general, supervise and control all of the business and affairs of the Club. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other officer authorized by the Board of Directors, any and all deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors authorized to be executed except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of The Club. In general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice president.

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) Secretary.

The secretary shall attend to the following:

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Law; be custodian of The Club records; unless otherwise delegated by the Board of Directors, keep a register of the post office address of each Club Membership which address shall

have been furnished to the Secretary by such member; and in general perform all duties incident to the office of the Secretary and other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) Treasurer.

(1) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(2) Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

(3) Bond. If required by the Board of Directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for the faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

12.8 Fees and Compensation

Officers shall receive:

(a) No compensation for their services except as noted for Treasurer in Article 10 and

(b) Such reimbursement of expenses as may be determined by resolution of the

Board of Directors shall be just and reasonable.

ARTICLE XIII - Indemnification of Directors, Officers, Employees and Other Agents

The members of the Board of Directors, the Head Coach and the head coach of the Rock Island High School swim team shall not be liable for any good faith act or omission to act on the exercise of their judgment under the provision of duties and obligations set forth in these By-Laws. The Club hereby agrees to indemnify the Officers, Directors and Coaches against any personal loss, expense or liability incurred by them by reason of any act performed by them in good faith on behalf of the Club.

ARTICLE XIV - Records and Reports

Maintenance of Corporate Records

The Club shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at the registered or

principal office a record giving the names and addresses of the members entitled to vote. All books and records of The Club may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XV - Construction and Definitions

On all questions as to the construction of the By-Laws, the decision of the Board of Directors shall be final.

ARTICLE XVI - Amendments

16.1 Amendment by Members

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the voting members. Further, where any provision of these bylaws requires the vote of a larger proportion of the voting members than otherwise required by law, such provision may not be altered, amended or repealed except by the vote of such larger number of voting members.

16.1a No amendment may extend the terms of a director beyond that for which such director was elected.

16.2 Amendment by Directors

Subject to the rights of members under Section 16.1 and the limitations set forth below, the Board of Directors may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(1) The limitation set forth in Section 1 on the members' power to adopt, amend or repeal bylaws shall apply to actions by the Board of Directors.

(2) The Board of Directors may not amend a bylaw provision fixing the authorized number of directors or the minimum and maximum number of directors. However, if the articles or bylaws provide for a variable number of directors within specified limits, the directors may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact number of directors within those limits.

(3) If any provision of these bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

(4) The Board of Directors may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

(a) any provision increasing the terms of directors;

(b) any provision allowing one or more directors to hold office by designation or selection rather than election by the members;

(c) any provision giving the Board of Directors power to fill vacancies on the board created by removal of directors;

(d) any provision increasing the quorum for members' meetings; and

(e) any provision repealing or restricting proxy rights or expanding proxy rights created by law.

ARTICLE XVII - Code of Conduct

All parents, swimmers, coaches and swimmer families shall adhere to a code of conduct as determined by the Board of Directors and/or Head Coach and USA Swimming.

ARTICLE XVIII - Performance Review

Annual or as needed review of all paid and volunteer coaching positions shall performed by the Head Coach and Board of Directors.

Certificate of Secretary

I, the undersigned, certify that I am the presently elected and acting secretary of Rock Island Orca Swim Team Corp, an Illinois non-profit charitable organization, and the above bylaws, consisting of ___ pages, are the bylaws of this corporation as adopted by unanimous written consent of the board of directors on _____, _____.

Date: _____, _____ Secretary: _____