



**In association with
University Swim Club, LLC**

**University Swim Club, Inc.
Bylaws**

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University Swim Club, Inc. Bylaws

ARTICLE I – NAME, SEAL, AND OFFICES/LOCATION

- 1.1 **Name.** The official name of this organization is "University Swim Club, Inc." also referred to as USC, Inc. and USC Boosters Club.
- 1.2 **Seal.** The Board of Directors (the "Board") will NOT have a unique organizational seal, emblem or logo. It shall however; leverage the USC logo attributed with University Swim Club, LLC. (USC). The Board may not alter, use or distribute the usage of the USC logo outside the affiliation of USC, LLC without written consent from USC, LLC. Failure to affix the seal to any organizational instrument, however, shall not affect the validity of that instrument.
- 1.3 **Offices.** The principal office of the organization shall be located in Northeast Ohio. The primary mailing address shall be the home address of the Executive Head Coach of University Swim Club, LLC which is currently 18707 Lomond Blvd; Shaker Heights, OH 44122. The organization may move the location of its principal office and have other offices at such other places as the Board from time to time may designate and as the business and affairs of USC, Inc. may require.

ARTICLE II – PURPOSE, CONDUCT, MISSION

- 2.1 **Purpose.** The organization shall be operated exclusively for such purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations there under as they now exist or as they may hereafter be amended ("the Code"). The organization shall:
 - (a) Provide support for competitive swimmers and their families affiliated with USC, LLC (the USC Nation);
 - (b) Facilitate fundraising, team-building, social and organizational activities that enhances the swimmer and family experience;
 - (c) Foster participation in USA Swimming and participate in Lake Erie Swimming through the development of local, regional, and national caliber swimmers;
 - (d) Foster sportsmanlike conduct and competition
 - (e) Support University Swim Club LLC to ensure the viability and affordability of the program for swimmers and their families; and
 - (f) Be an active member of LESI community through participation in LESI sponsored events and hosting LESI sponsored swim meets based on facility and volunteer commitment.
- 2.2 **Conduct.** The organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Ohio and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the organization. At no time shall the organization participate in any activities which have not been permitted to be carried on by an organization exempt under Section 501(c) of the Internal Revenue Code of 1986.
- 2.3 **Mission.** Fundraise and support University Swim Club in its mission to teach a love of swimming and the self-discipline and hard work that comes with it.

ARTICLE III – MEMBERSHIP

- 3.1 Membership into USC Boosters Club is open to any individual wishing to participate/volunteer in supporting USC, LLC who has fulfilled the following criteria:
- (a) Parent or guardian of a currently registered swimmer in good standing with USC, LLC.
 - (b) Supports and abides by the Code of Conduct established by USC, LLC.
- 3.2 Membership in USC Boosters Club affords one vote per family at all USC Boosters Club annual membership meetings, Board of Director / Officer elections or any other general meeting which is called by the Board.

ARTICLE IV – BOARD OF DIRECTORS

- 4.1 **General Powers.** The Board of Directors (the “Board”) shall have the general power to manage and control the affairs and property of USC, Inc. and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The Board may appoint additional agents and representatives of the corporation to perform such acts or duties on behalf of the corporation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.
- 4.2 **Duties and Responsibilities.**
- (a) Directors shall attend Board meetings regularly, serve without remuneration for their services, and shall advise the Board of any conflict of interest that might affect their ability to serve in an unprejudiced manner.
 - (b) The Board shall designate the bank, or banks, in which funds of USC Boosters and funds of related activities of the organization shall be deposited, and determine the manner in which checks shall be executed. Funds shall be used in accordance with policies agreed to by the Board. The books will be reviewed at all regular board meetings by the Board and shall be audited annually as part of the yearly election of the Board of Directors. A report shall be presented at the annual meeting and shall be available to all USC Boosters Members at all times.
- 4.3 **Number & Automatic Appointment.**
- (a) **Number.** The number of Directors of USC, Inc. shall consist of no less than three (3) members and no more than eight (8). The number of Board members may increase beyond eight (8) by the affirmative vote of a majority of the then serving Board of Directors but shall not be decreased to less than three (3). The maximum number of board members may not be greater than five (5) more than the minimum.
 - (b) **Automatic Appointment.** The Executive Head Coach of University Swim Club, LLC, or his/her designee, shall automatically be appointed as Chairman of the Board.

- 4.4 **Officers.** The Officers of the organization shall consist of the Chairman of the Board, a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. Each Officer shall be a member of the Board of Directors. Other assistant Officers may be authorized by the Board as it considers appropriate. New offices may be created and filled at any meeting of the Board of Directors. Assistant officers and other officers shall have such duties and powers as are determined by the Board, provided that such powers and duties are not inconsistent with these Bylaws. The majority of Directors shall serve as an officer, co-officer or assistant officer.
- 4.5 **Election.** With the exception of the Chairman of the Board, the new and renewing Board members shall be elected by the voting Members present and voting at the Annual Meeting. Only persons nominated as candidates shall be eligible for election as directors. The current Board shall present nominations for new and renewing Officers at the Annual Meeting. An opportunity shall then be given for nominations from the floor, after which elections shall be conducted by the Chairman of the Board or his/her designee. Only those persons who have consented to serve shall be eligible for nomination either by the Board, Nominating Committee or from the floor. At all elections of directors, the candidates receiving the greatest number of votes shall be elected. Based on availability of volunteers and open positions, the departing board will make every attempt to have representations from each pool location on the proposed Board of Directors. The same person may hold any number of offices.
- 4.6 **Term.** With the exception of the Chairman of the Board, Directors / Officers shall hold office for a term of up to one (1) year and thereafter until his/her successor is elected. The new Board of Directors shall assume office on the first day of the month following the Annual Meeting, or June 1st – whichever is later. Officers may be elected up to three (3) consecutive times for the same office with a majority vote of the Board and Voting Members and then an additional two (2) years in the same office with a 2/3rds majority approval of the board and Voting Members. An additional three (3) terms may be served in the same Office with unanimous board approval and ¾ majority approval of voting members. Officers may not serve more than eight (8) consecutive years in the same position.
- 4.7 **Qualifications.** Directors must be at least eighteen (18) years of age and meet one of the following criteria:
- (a) A Parent or guardian of a swimmer currently in good standing and registered with USC LLC for a Short Course swim season (September – March) that ends in the calendar year of the beginning of their term
 - (b) A Parent or guardian of a swimmer formerly registered with University Swim Club who participated on the team for a minimum of 5 short course seasons
 - (c) A Current or Former swimmer of University Swim Club
 - (d) Available and willing to serve the organization and support the mission of University Swim Club, LLC.
- 4.8 **Vacancies.** In case any office of the organization becomes vacant by death, incapacity, resignation, retirement, removal, disqualification or any other cause, the Board may elect a person to fill such vacancy, even if they lack a quorum to decide other matters. In the event that any Officer cannot conduct the duties of their office for a period exceeding sixty (60) days, the Board has the authority to determine the position to be vacant. The person so elected shall hold office for the duration of the term and thereafter until his/her successor is elected. Directors may fulfill multiple offices on the Board until a suitable replacement is secured as to avoid a gap in operational service.

- 4.9 **Resignation; Removal.** A Director may resign from the Board of Directors at any time by giving notice of his/her resignation in writing addressed to the President, Secretary or Executive Head Coach of University Swim Club, LLC. Any Officer may be removed, with or without cause, upon affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of USC, Inc. or USC, LLC would be served thereby.

ARTICLE V – DUTIES OF OFFICERS

- 5.1 **Chairman of the Board.** It shall be the responsibility of the chairperson of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The chairperson is authorized to execute, in the name of the organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the organization, except when required by law that the president's signature must be provided.

As Chairman of the Board, the Executive Head Coach, or his/her designee, shall provide at each Board meeting a report of the number of registered swimmers of USC, LLC including a breakdown by pool. He/She shall also provide any material information or provide notice of changes of significance regarding University Swim Club LLC.

- 5.2 **President.** It shall be the responsibility of the president, in general, to supervise and conduct all activities and operations of the USC Boosters Club and ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer.

The president is authorized to execute, in the name of the organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the organization.

The president, when present, shall preside over all meetings of the Board of Directors and Executive Committee. The president shall, with input from the Board, develop the agenda for Board meetings and shall call all Board of Directors meetings, Membership meetings and general meetings.

The President of the Board shall appoint the members and chairpersons of all standing and ad hoc committees, with the advice and consent of the Board, and shall do and perform such other duties as may be assigned by the Board.

- 5.3 **Vice President(s).** At the request of the President, or in the event of the President's absence or incapacity, the Vice President, or Vice Presidents in the order of their seniority, if any, shall perform the duties and possess and exercise the powers of the President until the Board of Directors elects a successor to the President.

To the extent authorized by law, the Vice-President shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned by the Board.

The Vice President shall preside over meetings in the absence of the President and shall otherwise carry out the normal duties of President in the absence of the President.

The Vice President will facilitate all Committee meetings that do not have a Committee Chair to delegate the responsibility to. Vice Presidents will perform such other duties as may be assigned from time to time by the Board of Directors and

may be designated with specific responsibilities, such as, but not limited to Fundraising, Social, Communication and Nominating.

- (a) VP of Fundraising – responsible for, in conjunction with the Directors and Officers, setting a goal and identifying and executing fundraising opportunities
- (b) VP of Social – responsible for, in conjunction with the Directors and Officers, identifying and planning events that enrich the USC family experience
- (c) VP of Communication – responsible for, in conjunction with the Directors and Officers, identifying ways to conduct and improve our communication with our members
- (d) VP of Nominating – responsible for, in conjunction with the Directors and Officers, identifying and nominating individuals to fill the Officer positions for future terms

- 5.4 **Secretary.** The Secretary shall keep and distribute the minutes of the meetings of the Board of directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform other such duties as from time to time may be assigned by the President or by the Board of Directors.

With the President or Vice-President, the Secretary may sign any contracts or agreements authorized by the Board, in the name and on behalf of the corporation.

- 5.5 **Treasurer.** It shall be the responsibility of the treasurer keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the organization. The Treasurer shall have custody of and be responsible for all funds and securities of the corporation, subject to such regulations as may be imposed by the Board and, upon request by any Director, shall exhibit such books to such Director at a reasonable time and location.

The Treasurer shall prepare an annual budget, receive all funds to be deposited to the bank account and present all relevant monthly financial statements at all meetings of the Board of Directors.

When necessary or proper the Treasurer may endorse for collection on behalf of the corporation checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such banks, trust companies or depositories as the Board may designate. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the corporation.

The Treasurer shall sign all receipts and vouchers and, together with the other officer or officers, if any, designated by the Board, the Treasurer shall sign all checks of the corporation, except in cases where the authority to sign or execute checks has been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the corporation.

The Treasurer shall invite and maintain record of all donations to USC Inc. and, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.

ARTICLE VI – MEETINGS

- 6.1 **Annual Meetings.** The Board of Directors shall hold an annual meeting of the Membership of USC, Inc. at such time and place as the Board of Directors shall by resolution prescribe. Unless otherwise agreed upon, the annual meeting shall take place on or before May 31st.

The Annual Meeting of the Membership shall provide for the election of Directors/Officers, other than the Chairman of the Board, and for the transaction of such other business as may properly come before the meeting.

- 6.2 **Regular Meetings.** The Board of Directors will hold regular meetings at the times and places designated by resolution of the Board of Directors. Meetings may be called by the Chairperson of the Board, the President, any Vice President, or any two (2) Directors.

- 6.3 **Special Meetings.** Special meetings of the Directors may be called at any time by the Chairperson of the Board, President, any Vice President and must be called by the President upon receipt of a request from any two (2) Directors. Special meetings may also be called by active Directors/Officers for the purpose of facilitating special events, such as fundraising, team building, social or marketing campaigns.

- 6.4 **Notice of Meetings.**

- (a) Timing – Notice of each meeting must be delivered by, or at the direction of the Secretary, to each Director at least five (5) days before the day on which the meeting is to be held.
- (b) Delivery – Notice may be given via email, text, or other electronic delivery methods permitted by law
- (c) Waiver – Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) Description of Meeting - The business to be transacted at, and the purpose of, any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting except as provided for in these Bylaws.

- 6.5 **Quorum.** At any meeting of the Directors, the presence of a majority of the Directors in office shall constitute a quorum for all purposes except as otherwise provided by law or by these Bylaws. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. A Board member shall be considered present at any meeting if during the meeting all persons participating in the meeting can communicate with each other concurrently.

- 6.6 **Proxies.** A Board member who is unable to attend a meeting may vote by written proxy given to any other voting member of the Board. A vote by proxy shall not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

- 6.7 **Voting.** If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the organization, or these Bylaws. At every meeting, every Board Member is entitled to one (1) vote in person or by proxy.
- 6.8 **Minutes.** The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chairperson shall appoint an individual to act as Secretary at the meeting. The Secretary, or individual appointed to act as secretary, shall prepare the minutes of the meetings which shall be delivered to the Organization to be placed in the minute books of the organization and a copy of which is to be delivered to each Board member via regular mail, hand delivered, emailed or faxed within a mutually agreed upon timeframe after the close of each Board Meeting.
- 6.9 **Informal Action.** Informal Action – Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all the Directors.
- 6.10 **Board Member Attendance.** An elected Board member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chairman of the Board his/her commitment to the organization. The Board may deem a Board member who has missed 4 consecutive meetings without such a reevaluation with the Chair to have resigned from the board.

ARTICLE VII – COMMITTEES OF THE BOARD

- 7.1 **Committees.** From time to time the Board may authorize by resolution such standing committees and ad hoc committees as the Board shall deem necessary. The Officers shall also have the authority to authorize, subject to the approval of the Board, special committees from time to time as needed.
- 7.2 **Appointment.** All committees shall be appointed by the Chairperson or President, with the advice and consent of the Officers, and the President shall further appoint the chairperson of each committee. Non-Directors shall be eligible for appointment as members of committees, but may not serve as the chairperson of any committee in the absence of specific authorization by the Board. In addition, non-Director or non-Officer committee members may not vote in connection with any action that may bind the corporation.
- 7.3 **Executive Committee.** The Board may appoint an Executive Committee composed of at least 3 directors, one of whom shall be the Chairperson of the Board, to serve as the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the organization between meetings of the Board. The Secretary of the organization shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

ARTICLE VIII – STANDARDS OF CARE

- 8.1 **General.** A director shall perform all duties in a manner as the director deems to be in the best interest of USC, Inc. and with such care as an ordinary prudent and reasonable person in a similar situation may exercise under similar circumstances.

- 8.2 **Books and Records.** USC, Inc. shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The organization shall be able to produce the following documents within a reasonable timeframe to any requesting Director or Member:
- (a) Accurate and complete books and records of account
 - (b) The original copy of its Bylaws including all amendments and alterations and any other
 - (c) The minutes of the proceedings of the Board of Directors
 - (d) All documents relating to the Corporation's Tax Status.
- 8.3 **Conflict of Interest.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.
- (a) If a transaction is fair to the Corporation at the time it is authorized, approved, or ratified, the fact that any Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
 - (b) After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while establishing a conflict of interest is discussed and voted upon. The remaining Board members shall decide whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - (c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable and shall proceed accordingly.
- 8.4 **No Private Inurement.** No Director, Officer, employee, committee member, or other person connected with the corporation, or any other private individual or corporation, shall receive any of the net earnings or pecuniary profit from the operations of the USC Boosters corporation at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board, for services rendered to or for the corporation and/or for reimbursement of reasonable expenses incurred in connection with such services.
- 8.5 **Indemnification by corporation.** Each present and future Director of the corporation, each present and future Officer of the corporation and each present and future member of any committee of the Board, and the legal representatives of such persons, shall be indemnified by the corporation to the fullest extent permitted by the Ohio Nonprofit Corporation Act, as may be amended from time to time.

- 8.6 **Indemnification Not in Restriction of Other Privileges.** The organization shall execute an agreement with USC, LLC that shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, or duly authorized agent of USC, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.
- (a) The organization permits USC, LLC to use the Name USC, LLC for all legal purposes; and
 - (b) The organization grants USC, LLC full rights to use the name and trademark USC for all legal purposes.
- 8.7 **Procedure upon Dissolution.** In the event of a liquidation, dissolution, termination, or winding up of the corporation, whether voluntary, involuntary or by operation of law, the Board shall, after provision for all liabilities, distribute any remaining assets or property of the corporation for one or more exempt purposes within the meaning of Code section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government for a public purpose, as the Board shall deem appropriate.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 9.1 **Contracts and Administration of Funds.** The Board, except as these Bylaws otherwise provide, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance.
- 9.2 **Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University Swim Club, Inc. shall be signed by such Officer or Officers and/or agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 9.3 **Deposits.** All funds of USC, Inc. shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.
- 9.4 **Gifts and Contributions.** The Board may accept on behalf of USC, Inc. any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the organization. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Ohio, and any other relevant jurisdiction.
- 9.5 **Funds.** USC Boosters shall have the capability of raising monies. The Officers shall adopt an annual budget which shall serve as their guide in setting yearly fundraising goals. The disposition of funds, unless specifically stated within these established bylaws shall be at the discretion of the Board.

ARTICLE X – FISCAL YEAR

- 10.1 **Fiscal Year.** The fiscal year of the corporation shall be September 1 to August 31, unless otherwise determined by resolution of the Board.

ARTICLE XI – EXEMPT ACTIVITIES

- 11.1 Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on by an organization exempt from federal income tax under Code section 501(c)(3).
- 11.2 Prohibition on Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.
- 11.3 Public Inspection of Annual Returns. The corporation shall make available for public inspection a copy of its three most recent annual returns, such returns containing all required information representing direct and indirect transaction relationships between itself and other tax-exempt organizations not described in Code section 501(c)(3), e.g., lobbying groups or political organizations, and upon request shall provide copies of such returns and any other documents, all as may be required by law.

ARTICLE XII – AMENDMENTS

- 12.1 **Amendments to Bylaws and Certificate of Incorporation.** Proposed amendments to these Bylaws shall be stated in such a language, that if adopted, it may be incorporated directly into the Bylaws. The Board shall have the power to make, alter, amend, and repeal the Bylaws and/or the 501(c)(3) status of the organization by majority vote of those elected Directors present at any duly-convened meeting (except where a greater majority is required by law), or by unanimous consent of all Directors without a meeting.