



BYLAWS OF PENN AQUATICS, INC.
A RECREATIONAL AND COMPETITIVE SWIM CLUB

REVISED AUGUST 2018

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1. Name

- 1.1. The name of this organization shall be Penn Aquatics, Inc., also referred to as PAC or PENN. It shall also be a not for profit entity.
- 1.2. The principle office of the corporation shall be located in Falls Township, Bucks County, Pennsylvania. The corporation may have other offices at such places as the Board from time to time may determine.

2. Purpose

- 2.1. The corporation is organized and shall be operated exclusively for such purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code. The Club is a non-profit corporation and is not organized for the private gain of any person. The corporation shall provide support for the recreational and competitive teams of Penn Aquatics, foster Suburban Aquatic League (SAL) SAL Swimming/Diving, Lower Bucks Swim League (LBSL) Swimming/Diving and USA Swimming/Diving and participate in the SAL and LBSL as well as USA Swimming.
- 2.2. The Club will:
 - 2.2.1. Provide all Club members an opportunity for personal growth as an individual and as a team.
 - 2.2.2. Foster participation, develop good sportsmanship, team spirit, a good self-image, and, above all, help swimmers improve both their skills and their times throughout the season.
 - 2.2.3. Help parents, swimmers, and divers appreciate the ideals of swimming and diving and promote a sense of community that will endure beyond the swim and dive season.
 - 2.2.4. Strive for the improvement and promotion of competitive swimming, the swimming program of United States Swimming (USS).
 - 2.2.5. Provide voluntary support for the competitive swimming program, including executive and administrative officers, meet officials, and other appointees for relevant tasks.
 - 2.2.6. Engage in fund raising activities for the purpose of providing the swim and dive team with necessary materials and instructions.
 - 2.2.7. Provide officials and other personnel necessary to conduct meets in a fair and impartial manner.

3. Membership

- 3.1. Membership shall consist of all:
 - 3.1.1. Parents and/or guardians of swimmers and divers who participate in the recreational and/or competitive swimming/diving activities conducted by the Club;
 - 3.1.2. Minor children who participate in recreational and/or competitive swimming/diving activities conducted by the Club;

BYLAWS OF PENN AQUATICS, INC.
REVISED AUGUST 2018

- 3.1.3. Emancipated persons who participate in amateur competitive swimming activities conducted by the Club;
- 3.1.4. The Coaching Staff.

3.2. Membership Year

- 3.2.1. The membership year for determining membership shall be from September 1 to August 31 of the following year. All swimmers who maintain their good standing and whose respective parents and/or guardians maintain their obligations to PENN including all monetary and volunteer time commitments, shall be eligible to participate in SAL, LBSL and USA programs under the PENN name.

3.3. Member Responsibility

- 3.3.1. Members must fulfill their membership responsibilities and pay the required fees to remain in good standing. Membership shall continue for so long as all dues, fees, and escrows are current. Membership in the Club is open to all individuals supporting its purpose.
- 3.3.2. Swimmers and/or divers who are not in good standing can have restrictions placed on their practices or competitions by the Head Coach or the Board. The Board is responsible for deciding whether a member is in good standing.
- 3.3.3. All team members who wish to participate in USA swimming shall be required to register with USA swimming.

3.4. No member may transfer a membership, or any right arising from such membership, to another.

3.5. Termination of Membership

- 3.5.1. Membership may be revoked by a vote of the Board for any reason including, but not limited to, non-payment, non-participation in volunteer activities, or uncooperative and inappropriate conduct towards anyone associated with the Penn Aquatics organization. Associated Penn Aquatics individuals may include, but, not limited to members, coaches, swimmers, parent, divers, officials and opposing teams' coaches and swimmers/divers.
- 3.5.2. It is the responsibility of the Board to notify the team member and their family of such termination.
- 3.5.3. The terminated person(s) has the right to request a special hearing in front of the Board to appeal the decision. The Board shall schedule said hearing within ten (10) business days for a time and place agreed upon by the Board, team member and family.

4. Board of Directors

4.1. Officers of the Board

- 4.1.1. The Club shall have a Board of Directors which shall consist of four Officers elected by the members, the head coach, and one trustee. Elected Officers shall consist of

BYLAWS OF PENN AQUATICS, INC.
REVISED AUGUST 2018

President, Vice-President, Secretary, and Treasurer. Only members in good standing shall be eligible for Board positions. The swimmers in the families of the elected Officers must be enrolled in the fall/winter or year-round program of the Club.

- 4.1.2. The term of office is two (2) year, commencing in the Spring. No elected officer may hold the same office for more than two (2) consecutive two-year terms. President and Secretary shall be elected in even years. Vice-President and Treasurer shall be elected in odd years.
- 4.1.3. The Board of Directors and Coaches are entitled to receive a discount of 10% for swimmer/diver registration fees.
- 4.1.4. Multiple Offices. No family shall simultaneously hold more than one elected office.
- 4.1.5. 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. Elections of Officers

- 4.2.1. The election of Officers will be held each Spring, in advance of the Spring Banquet, and shall be voted on by membership. Each member family in good standing is entitled to one (1) vote. The Officers shall be considered elected by a majority of voting members participating.
- 4.2.2. Not later than one month prior to the election, the Board of Directors will name a nominating committee to identify potential candidates for each of the elected positions to be filled. The slate of candidates shall be presented to the Board by the chairperson of the nominating committee.
- 4.2.3. In case any office of the Club becomes vacant by death, incapacity, resignation, retirement, removal, disqualification or any other cause, the Board may elect a person to fill such vacancy, and the person so elected shall hold office and serve until the earlier of the next annual meeting or the date on which a successor is elected and assumes office. 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.
- 4.2.4. All Officers shall, within ten (10) days of vacating office for any reason, return all Club documents, records, notes, property, etc. except the treasurer, who before relief from office shall submit his/her financial records for review by the president or other member of the Board. Upon satisfactory completion of this review, the treasurer shall immediately transfer all moneys to his/her successor. Failure to do so may result in the withholding of transfer for USA swim registration.

4.3. Termination of Board Members

- 4.3.1. Any officer of the Club may be removed from office with or without cause by the affirmative vote of a majority of the participating members, but any officer of the Club may be suspended with cause by the affirmative vote of a majority of the Board.

BYLAWS OF PENN AQUATICS, INC.
REVISED AUGUST 2018

4.4. Responsibilities of the Board

- 4.4.1. The President shall be the Chief Executive Officer of the Board and liaison between the parent members and the Officers of the Board as well as the coaching staff.
- 4.4.2. The Vice President shall serve as an advisor to the President act in his/her absence. Vice President shall also manage all committees.
- 4.4.3. The Secretary shall record the minutes of all Club and Executive Board meetings.
- 4.4.4. The Treasurer shall be responsible for all financial responsibilities of the Club.
- 4.4.5. Appointed Trustee shall represent the general membership and advise the Board as a whole. Trustee shall be a non-voting member of the Board.
- 4.4.6. The Head Coach shall be responsible for all activities of the program, keeping the Board apprised. The Head Coach shall hire and direct the team coaches and assistant coaches.

5. Meetings

- 5.1. Regular meetings of the Board shall be held monthly, unless otherwise scheduled by the Board, at such place, dates and times as the Board may determine. Meetings by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of Officers, as applicable, participates in any such conference call.
 - 5.1.1. A quorum of the Board shall be defined as a majority of the Officers serving at that time.
 - 5.1.2. The act of the majority of those Officers, as applicable, present at any meeting at which there is a quorum shall be the act of the Corporation except as otherwise may be provided specifically by law or by these bylaws.
 - 5.1.3. Any action required or permitted to be taken at any meeting of the Board, or committee thereof may be taken without a meeting, if prior or subsequent to such action, a written consent to such action is signed by all Officers or members of such committee, as the case may be, and if such written consent is filed with the minutes of proceedings of the Board or committee.
- 5.2. Special Board or general membership meetings may be called at any time by the President and must be called upon receipt of written/email request from any three (3) Board Members, and shall be held at such place as the President calling the meeting shall designate.
- 5.3. Notice of Meetings
 - 5.3.1. Notice of any regular or special meeting shall be given not less than five (5) or more than sixty (60) days prior to the date of the meeting. The time, place, manner and purpose shall be given by email or telephone.

BYLAWS OF PENN AQUATICS, INC.
REVISED AUGUST 2018

6. Committees

- 6.1. From time to time the Board may authorize by resolution such standing 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.
- 6.2. All committees shall be appointed by the President, with the advice and consent of the Officers, and shall further appoint the chairperson of each committee.
- 6.3. Committees budgets and spending must be preauthorized by the Board. Committees have no authority to enter into any contract that would bind the Club without the approval of the Board.

7. Finances

- 7.1. PENN shall have the capability of raising monies. The Board shall adopt an annual budget which shall serve as their guide in setting yearly membership fees. The disposition of funds, shall be at the discretion of the Board.
- 7.2. The Board shall designate the bank, or banks, in which funds of the Club and funds of related activities of the organization shall be deposited and determine the manner in which checks shall be executed. Funds shall be invested in accordance with policies agreed to by the Board. The books shall be audited annually by an auditor selected by the Officers, who shall be neither an officer nor a member of the Board. A report shall be made available to all members upon request.
- 7.3. The fiscal year of the Corporation shall be September 1 to August 31 of the following calendar year, unless otherwise determined by the resolution of the Board.
- 7.4. Dues, Fees and Income
 - 7.4.1. Each Team Member is obligated to pay dues/registration fees, as determined by and within the time and on the conditions set by the Board of directors, to the Club in order to remain a member in good standing.
 - 7.4.2. Dues once paid, will not be refunded, (except for the trial period noted below) for any reason including termination of a membership of a team member.
 - 7.4.3. New team members, are entitled to a two-week trial period. This trial period is defined as two consecutive calendar weeks beginning with the first week of the season. If a new member does not wish to continue with the Club after this period, registration fees paid will be reimbursed. After this two-week period, fees will not be refunded.
 - 7.4.4. Team member will pay his/her individual entry fees, and any relay or meet fee for each invitational or USA meet he/she enters. No refunds or cancellations will be accepted for non-participation, injury or any other reason from an invitational committed to.
 - 7.4.5. Team member who is participating in an outside activity that has not concluded before the beginning of the swim season (September 1), is required to pay the full team registration fee.

BYLAWS OF PENN AQUATICS, INC.
REVISED AUGUST 2018

7.5. Dissolution

- 7.5.1. No officer, employee, committee member or other person connected with the Corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the 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.

7.6. Liquidation

- 7.6.1. In the event of 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 to the local swim clubs that the majority of PENN swimmers participate with during the summer season or as determined by the Board.

8. Conflicts of Interest

8.1. Interested Party

- 8.1.1. An Interested Party shall be defined as any person who has a direct or indirect financial interest in a decision made by the Board or any relative thereof.

- 8.2. All Interested Parties must disclose the nature of the interest and withdraw themselves from discussion and voting on any matter involving such conflict of interest.

9. Amendments

- 9.1. The By-Laws may be altered or amended, or new By-Laws adopted, by two thirds majority vote of the present members in good standing at a General Membership meeting.
- 9.2. Changes to the By-Laws must be clearly published and made available to all Members at least thirty (30) days prior to the vote. If requested, the Board shall hold a special meeting for the discussion prior to the vote.

10. Operating Procedures

- 10.1. PENN shall adopt a set of rules and regulations to be titled operating procedures, that shall govern the club operations for the swimming and diving season(s). Changes to the operating procedures can be made by an affirmative vote of the majority of the Board members.

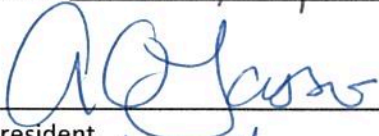
BYLAWS OF PENN AQUATICS, INC.
REVISED AUGUST 2018

11. Special Circumstances

11.1. Any circumstance not covered in the above by-laws shall be considered on its original merits by the Board of Directors.

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: 9/22/18



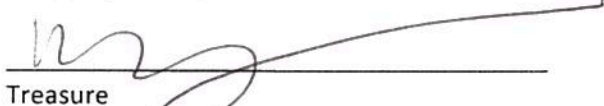
President



Vice President



Secretary



Treasurer



Head Coach



Trustee