

By-Laws of the Half Hollow Hills Swim Club
Adopted December 2002, Amended September 2007

ARTICLE I: NAME

SECTION 1. The name of the organization shall be the "Half Hollow Hills Swim Club, Inc.", hereinafter referred to as the "Club".

SECTION 2. The office address of the Club shall be: Executive Board member street, Dix Hills, NY 11746

SECTION 3. The fiscal year of the Club shall commence on the first day of September each year and terminate on the 31st day of August of the following year.

ARTICLE II: MEMBERSHIP

SECTION 1. There shall be two classes of membership in the Club:

(1) Regular members, and (2) Competitor members

Regular members shall be defined as the parents or legal guardians of Competitor members.

Competitor members shall be those swimmers who are members of the Club team from time to time.

SECTION 2. The membership shall be open to any resident of the State of New York between the ages of 5 and 18 years of age. Post-High School swimmers will be considered for membership at Head Coach's discretion and must be current in their U.S. Swimming dues.

SECTION 3. The Membership shall also be contingent upon payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine.

ARTICLE III: PURPOSES AND POWERS

SECTION 1. The purpose of the Club shall include the following:

A. To provide an opportunity for all children eligible for membership to engage in a wholesome, competitive, lifetime sport;

B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;

C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and

D. To promote the involvement in age-group programs and provide an opportunity for members to compete in organized swimming competitions.

SECTION 2. The powers of the Club shall include the following:

A. The participation in and conduction of such meets and competitions as the Head Coach(es) shall determine (in concert with the established meet budget) from time to time to be in the best interests of the Club;

B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the Club;

C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;

- D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the Club;
- E. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
- F. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- G. The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons; and The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE IV: RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. No director, officer, member, or authorized agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the club except to the extent of their unpaid portion of membership dues and entry fees.

SECTION 2. Regular members shall have one (1) vote on all matters brought before a vote of the membership; However, if both parents or legal guardian of a Competitor member are Regular members, then such parents or guardians shall only have one (1) vote between them. Competitor members shall have no voting rights.

ARTICLE V: MEETINGS OF MEMBERS

SECTION 1. The Club shall hold a meeting of the membership annually at any time within six (6) months after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Board of Directors, or by majority vote of the Board of Directors, or upon the written request of at least Fifty One percent (51%) of the Regular members.

SECTION 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) days before said meeting. At the first parent meeting of the swim year, a hand out will be distributed that formalizes club expectations of swimmers and parents and coaching philosophies. These may evolve from time to time and it is suggested that ALL parents attend to ensure all expectations are fully understood and to offer a questions and answers segment for clarification.

SECTION 3. At any meeting of membership attendance in person of at least Thirty percent (30%) of the Regular Members shall constitute a quorum. Only Regular members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the By-Laws, the decision of a 2/3 of the members voting shall be the decision of the Club.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. A board of Directors shall be invited by and from the current Board of the Club. The term of each Director shall be two (2-) years, and renewable as per a board vote. There will be a minimum of 7 board members

and a maximum number to be determined by the Board from time to time. The Head Coach(es) will have one official board vote. If there is more than one Head Coach, then the one vote will represent the combined input of the Head Coaches. If there is a parent coach also sitting on the board, that board member will have full voting rights as any other board member exclusive of the head coach vote. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the next annual meeting. Candidates for the Board must be members in good standing of the Half Hollow Hills Swim Club. Each family shall be limited to one adult member on the board at any time.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and non-coaching activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. The Board of Directors may exercise any powers relating to termination or discharge of the Head Coach(es) or other person providing special services.

This is to be determined by the Board President and 75% of the parent board (exclusive of coach board members). The hiring and termination of assistant coaches is determined by the Head Coach(es), however if the majority of the parent board registers significant concerns over an assistant coach, then a plan must be presented to the Board of how the concerns will be addressed in a timely manner.

The Directors shall exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these By-Laws.

In addition, it is the culture and desire of this Club to have all ON DECK decisions be made by the Head Coach(es). This includes practice times, practice workouts, meets to enter and events to swim. Any concerns over on deck decisions should be brought to the attention of the swimmer's direct coach. Should a satisfactory resolution not be worked out, then the issue should be addressed to the Head Coach(es). If a sufficient amount of time passes without satisfactory resolution, only then should the problem be brought to a board member. This process can and should be elevated much quicker should there be a concern over ethical, moral or safety issues.

SECTION 3. The Board of Directors shall bi-annually elect from among the Directors a President, Vice-President, Secretary, and Treasurer. A majority vote of the Board shall be necessary for the election of officers. No Director shall hold more than one (1) office at any time, excepting the offices of Secretary and Treasurer, which may be held by the same person in the discretion of the Board of Directors.

SECTION 4. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular members.

SECTION 5. The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

SECTION 6. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors.

SECTION 7. The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings

of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board of Directors.

SECTION 8. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe. It is suggested that the check writing responsibility and keeping of the books be kept separate when possible or that if the same person is in charge of both duties, then the financial statement be presented to members of the executive board at each board meeting.

SECTION 9. In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

SECTION 10. The presence of at least five (5) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these By-Laws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

SECTION 11. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. The Club shall indemnify to the fullest extent authorized by law any person made or threatened to be made a party to any action, suit, or proceeding whether criminal, civil, administrative or investigative by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of the Club. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these By-Laws.

ARTICLE VIII: CONTRACTS, CHECKS, NOTES, ETC.

SECTION 1. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, must be signed by either the President, Treasurer, or Entry Chairperson of the Club. All checks and drafts issued by the Club shall be signed by the President, Treasurer, or Entry Chairperson, or such other person as may be from time to time so authorized by the Board of Directors.

ARTICLE IX: NON-PROFIT ORGANIZATION

SECTION 1. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the

earnings of the Club shall insure to the benefit of, or be distributed 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 and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE X: TERMINATION AND DISSOLUTION

SECTION 1. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club.

ARTICLE XI: DUES, ASSESSMENTS AND FINANCIAL ASSISTANCE TO TEAM MEMBERS

SECTION 1. Setting of Dues will be determined by the Board of Directors. Dues are outlined in the annual swimmer information sheet which is to be signed by a swim parent/guardian as acknowledgement of their financial obligation. A dues schedule is also outlined on the information sheet and must be adhered to or the affected swimmer will be held out of practice and meets until which time the financial obligation is current. From time to time, there may be a need to require a minimum fund raising requirement for a given year. This is not to be confused with other fund raising initiatives that may take place on a voluntary basis. The financial requirement and remedies for required fund raising are identical to those of the dues outlined above. Dues/required fund raising are not refundable, except in the case of extreme circumstances as determined solely by the board of directors. For a member to be considered for an exception, they must be a member in good standing for a minimum of one year.

SECTION 2. Meet event fees will be assessed should a swimmer not attend a meet/event for any reason. These fees will need to be paid prior to a swimmer being allowed to participate in any subsequent meets. Should a swimmer not be able to attend a meet, then a 60-day advance written notice must be submitted in person to the Head Coach. Exceptions will be made only under extreme circumstances. I.E. Sickneses other than hospitalization will not be considered.

SECTION 3. Financial assistance or a non-standard payment schedule will be considered only in extraordinary circumstances. Any exception requests should be discussed in confidence with an Executive Board member. Exceptions are normally due to inability (not lack of desire) to meet scheduled payments. Should any alternative payment schedule be approved by the Board, the new program must be adhered to or the remedies outlined in Section 1 will be put into full effect. Financial assistance for Sectional and National meets will be afforded the swimmer(s) who achieves the qualifying times to be entered into these meets. The amount will be determined by the Board of Directors.

ARTICLE XII: DISMISSAL OR SUSPENSION

SECTION 1. Team members may be suspended or dismissed from the club by reason of:

- A. Non-payment of dues.
- B. Inactive member of the team.
- C. Continuous absence from club practice.
- D. Conduct unbecoming of/or embarrassing to the Club.
- E. Violation of U.S. Swimming rules of conduct.
- F. Deemed by the coaches to be non-supportive of the team.
- G. The commencement of any action, suit or proceeding against the Club or its Board of Directors whether criminal, civil, administrative or investigative.

SECTION 2. Dismissal or suspension of more than two weeks of any swimmer must be approved and administered by the board upon recommendation, for whatever reason or purpose, concerning swimmers. However, the final disposition of any case rests fully with the coaches and the Board President.

ARTICLE XIII: EXPENDITURE OF FUNDS

SECTION 1. Monies may be approved or expended as follows:

Executive Board member and Head Coaches - \$200 per item for miscellaneous items

Majority vote of Board of Directors - A maximum of \$5,000 for any one item

Board member and coaches - \$100 per item for miscellaneous items

Membership vote - Any item above \$5,000

SECTION 2. All expenditures must be consistent with the annual budget and represent a benefit to the club. (Receipts must be submitted for any and ALL reimbursements.)

ARTICLE XIV: AMENDMENT OF BY-LAWS

SECTION 1. The power to make, alter, amend, or repeal these By-Laws is vested in the membership. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws.

Adopted this 20th day of December 2002, amended September 2007 by the Board of Directors, Half Hollow Hills Swim Club, Inc.

By: _____

President

Attest: _____

Secretary