

**AMENDED AND RESTATED BY-LAWS
OF THE
BLUE SPRINGS SWIM PARENTS CLUB**

PREAMBLE

The Blue Springs Swim Parents Club, (the “Association”), is incorporated under the laws of the State of Missouri and is a non-profit organization under the Internal Revenue Code, formed to operate a competitive swim program. The Association seeks to develop and educate athletes focusing on character, dedication, teamwork, perseverance, work ethic, and other lifelong lessons and skills through a strong, competitive swim team for novice through elite swimmers. The activities of the Association are managed by its Board of Directors (the “Board”), and the Association is responsible for all agreements entered into by the Board in its name. The Association shall provide the Board with ongoing Directors and Officers insurance coverage.

**ARTICLE I.
OFFICES AND REGISTERED AGENT**

The principal office of the Association shall be located in Jackson County, Missouri. The Association may have such other offices, either within or without the State of Missouri, as the Board may determine or as the affairs of the Association may require from time to time. The Association shall have and continuously maintain in the State of Missouri a registered office and registered agent whose office shall be identical with such registered office. The registered office may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by the Board.

ARTICLE II. ASSOCIATION MEMBERSHIP

SECTION 1. MEMBERS

A. Participating Members:

A participating membership in the Association shall be granted to the parent(s) of any family with a child holding a USA Swimming membership affiliated with the swim club operated by the Association (the “Swim Team”) who have paid to the Association such membership dues determined by the Board and in effect from time to time, subject, however, to the provisions of Article XII, Section 3, hereof.

B. Non-Participating Members:

A non-participating membership shall be granted to individuals and businesses interested in promoting swimming who have paid the nonparticipating membership dues determined by the Board and in effect from time to time.

SECTION 2. VOTING

Voting rights shall be limited to participating memberships, provided that each family shall have only one vote. Voting rights shall be limited to those participating members present and in good

standing at meetings. Voting by proxy shall be prohibited unless approved by the Board for special circumstances.

SECTION 3. TERMINATION OF MEMBERSHIP

The full body of the Board, by a two-thirds affirmative vote, may suspend or expel a member for cause after an appropriate hearing.

SECTION 4. RESIGNATION

Any member may resign by filing a written resignation with the Board President, Treasurer, or Head Coach, but such resignation shall not relieve the member so resigned of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 5. RENEWAL OF MEMBERSHIP

Membership by a Swim Team member's parents and payment of the applicable membership dues shall be required by the Association, and such dues shall be paid on or before October 1 of each year or in such other manner and at such other time or times as the Board shall deem appropriate.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. MEETINGS

Regularly scheduled meetings of the members shall be held once yearly in the fall. Special meetings of the members may be called by the Chairperson of the Board or by written request to the Board by at least 30% of the members of the Association who are in good standing.

SECTION 2. NOTICE OF MEETINGS

Written notice stating the location, date and hour of any meeting of the members shall be delivered, either personally by hand or delivered to their folder at their respective pool location, or by mail, or by e-mail to each member entitled to vote at such meeting, or by posting on the Swim Team's website. The purpose for calling such meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail, postage prepaid, and addressed to the member at such address as appears on the records of the Association.

SECTION 3. QUORUM

A quorum shall consist of the Chairperson or the Vice-Chairperson of the Board and those members present and in good standing at a meeting.

SECTION 4. ORDER OF BUSINESS

At meetings of the Association, the order of business shall be as follows or as otherwise determined by the Chairperson or the Vice-Chairperson:

- A. Call meeting to order
- B. Treasurer's Report
- C. Coaches Report
- D. Old Business
- E. New Business
- F. Adjournment

ARTICLE IV. BOARD OF DIRECTORS

SECTION 1. ASSOCIATION MANAGEMENT

The affairs of the Association shall be managed by the Board.

SECTION 2. BOARD MEMBERS

- A. Number: The Board shall consist of eight members. No family shall have more than one voting family member serving on the Board.
- B. Tenure: Each Board member shall serve a two-year term, with no more than one-half of the Board members elected each year except to fill vacancies, as hereinafter provided. Any Board member may be nominated and elected to serve more than one term.
- C. Duties: Each Board member has the obligation to perform the following general duties on behalf of the Board: Duty of Care, Duty of Loyalty, and Duty of Obedience. Duty of Care requires that Board members must carry out their duties in good faith, using a degree of diligence and skill that an ordinary prudent person in similar circumstances would use. Duty of Loyalty requires that Board members must exercise their powers to advance the Association's interests, not their own. Duty of Obedience requires that Board members manage the Association within the boundaries of the non-profit mission, and ensure that the Board acts within its corporate powers and within the law. Because full attendance and participation at scheduled Board meetings is critical to a well functioning Board, any Board member who misses three consecutive meetings or more than 30% of total scheduled meetings within a calendar year, may be subject to removal from the Board by a 2/3 majority vote.
- D. Selective Process. The Chairperson shall be replaced by an existing Board member in good standing with at least one year of experience when possible. The following Board members shall be elected in the Fall in years ending in even numbers: Chairperson, Secretary, Meet Director, and Director of Officials. The following Board members shall be elected in the Fall in years ending in odd numbers: Vice-Chairperson, Treasurer, Fundraising Director, and At-Large Representative. All nominated Board members shall be present and 'sit in' or 'apprentice'

with the current Board member during Long Course season. They shall take office full time after the official vote at the Fall meeting of the Association.

E. Vacancies: Vacancies on the Board shall be filled by recommendation of the Chairperson and approved by the Board. The tenure of the succeeding Board member shall be for the unexpired term of the former Board member.

SECTION 3. MEETINGS

The Board shall attempt to hold monthly meetings but at least 9 meetings shall be held in a year. Special meetings of the Board may be called by the Chairperson or by request to the Board by at least three members of the Board.

SECTION 4. NOTICE OF MEETINGS

Written notice of meetings of the Board shall be delivered, e-mailed, or mailed to the Board members in the form and manner provided in Article III, Section 2, hereof.

SECTION 5. QUORUM

A quorum shall consist of the Chairperson or the Vice-Chairperson and 50% of the current remaining Board members.

SECTION 6. MANNER OF ACTING

The act of a majority of the Board members present at a meeting shall be the act of the Board, unless the act of a greater number is required by the By-Laws.

SECTION 7. MEMBERS' ATTENDANCE AT MEETINGS

Members of the Association may attend Board meetings. Any additions to the agenda must be presented seven days prior to the Board meeting to the Chairperson. Association members attending Board meetings have no voting power.

ARTICLE V. ADDITIONAL DUTIES AND POWERS OF THE BOARD

In addition to the duties and powers elsewhere conferred on the Board pursuant to the By-Laws, the Board shall: enforce the Articles of Incorporation and By-Laws of the Association; remove from office by two-thirds vote of the Board any Board member who neglects to fulfill his/her duties; collect the dues and disburse the funds of the Association; assist in the location and conduct of all swim meets falling under the jurisdiction of the Association; explain, define, and interpret any provision of the Articles of Incorporation, the By-Laws, and the rules and regulations of the Association on request by a member; and assist in the operation of the Swim Team program.

ARTICLE VI. OFFICERS

SECTION 1. DESIGNATION

The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, a Meet Director, a Fundraising Director, Director of Officials, and At-Large Representative.

SECTION 2. CHAIRPERSON

The Chairperson shall be the principal officer of the Board; preside at all meetings of the Association members and the Board, but shall have no voting powers except in the case of a tie vote or the removal of another Board member from office; sign with any other officer of the Board any contract or other instrument which the Board has authorized to be executed; and act as the liaison between the Board and the Head Coach. The Chairperson shall be responsible for oversight of the Nominating/Employee Evaluating Committee and, if constituted, oversee the Audit and Budget Committee and participate on the Financial Review Committee.

SECTION 3. VICE-CHAIRPERSON

The Vice-Chairperson shall fulfill the duties of the Chairperson in his or her absence. The Vice-Chairperson shall also cooperate with the Chairperson to complete the audit, budget, Board nominations, and employee evaluations annually, and other duties as assigned.

SECTION 4. SECRETARY

The Secretary shall be responsible for the notices and minutes of the Board Meetings and of the meetings of members. The Secretary shall keep a historical record of Board minutes and activities, and prepare and send team correspondence.

SECTION 5. TREASURER

The Treasurer shall maintain proper books of account, historical financial records, deposit income received by the team and report paid swimmer fees, issue checks for budgeted and other expenses authorized by the Board; prepare and file all Federal and State tax forms and returns, if any; and prepare a monthly Treasurer's Report for the Board's review and a consolidated Treasurer's Report for the regularly-scheduled meetings of members.

SECTION 6. MEET DIRECTOR

There shall be a Meet Director who is responsible for planning and directing USA Swimming swim meets, and instructional competitive swim meets. The Meet Director shall also act as a USA Swimming liaison with other swim Associations. The Meet Director shall have oversight responsibility for the Concessions/Hospitality Committee, Volunteer Committee and for the coordination of meet heat sheets and other meet related activities. The Meet Director shall be responsible for creating and maintaining a team archive of financial reports for each meet for the Board.

SECTION 7. AT-LARGE REPRESENTATIVE

There shall be one at-large representative whose responsibilities include, but are not limited to, new parent training, communicating with parents at the pool site(s) on a regular basis, acting as a liaison between the Head Coach, the parents and the Board, addressing any special needs from their community with the Board, and any special pool related activities as determined by the Board from time to time.

SECTION 8. FUNDRAISING DIRECTOR

There shall be a Fundraising Director who is responsible for developing a corporate sponsorship plan and coordinating fundraisers. The Fundraising Director shall coordinate support of these fundraising activities with volunteers and committee heads. The Fundraising Director shall annually assess profitability and feasibility of existing fundraisers, and explore and develop new fundraising opportunities. All fundraisers shall be added, changed or eliminated with Board approval. The Fundraising Director shall supervise solicitation of heat sheet advertising. The Fundraising Director shall collaborate with the Treasurer to provide monthly fundraising reports to the Board.

SECTION 9. DIRECTOR OF OFFICIALS

There shall be a Director of Officials who is responsible for recruiting, retaining, developing and promoting certified swim officials within the Association. He or she shall also be a liaison to USA Swimming to the extent it relates to officials, and in any other matter designated by the Board.

SECTION 10. DELEGATION OF AUTHORITY

Subject to Board approval, any officer may delegate to any other officer, or Board member any responsibility conferred on such officer by provisions of this Article VI.

ARTICLE VII. COMMITTEES

SECTION 1. DESIGNATION

SECTION 1. The Board shall designate and appoint the Nominating/Employee Evaluating Committee as hereinafter provided and may designate and appoint the other Standing Committees as hereinafter provided and such other Special Committees as the Board shall from time to time deem appropriate. If designated, such Committees shall act as working bodies only and shall be responsible to the Board. Committee representatives are encouraged to attend Board meetings at times that immediately precede or follow their activities.

SECTION 2. TERM OF OFFICE

Each Committee member shall serve until the beginning of the next fiscal year, unless the Committee shall be terminated, or unless such Committee member shall resign or be removed from such Committee by the Board, or cease to qualify as a member of the Association. Any

vacancy in a Committee shall be filled by recommendation by the Chairperson and approved by the Board.

ARTICLE VIII. STANDING COMMITTEES

SECTION 1. NOMINATING/EMPLOYEE EVALUATING COMMITTEE

A Nominating/Employee Evaluation Committee shall consist of the following; three Board members: Chairperson, Vice Chairperson, and Treasurer. In addition, two Association members shall be invited to participate by the Chairperson. The Head Coach shall serve the Committee in an advisory capacity. The Committee members shall be selected after the Division I Short Course meet. No family shall have more than one family member serving on the Committee. The Committee shall select a slate of candidates to fill the vacancies on the Board for the upcoming term. The slate of candidates shall be presented for election during the fall each year.

The committee shall begin to prepare a formal evaluation of Head Coach by July 15th annually, as directed by the Chairperson, and report its results to the Board and the Head Coach. The Evaluation shall include input from parents and swim team members on the performance, attitude, knowledge, and communication of the Head Coach. This Evaluation shall be used in determining any adjustments to the Head Coach's compensation and/or employment agreement.

SECTION 2. AUDIT COMMITTEE

An Audit Committee consisting of the Chairperson and the Vice-Chairperson and one other invited Association member may audit (or oversee the audit of) the Treasurer's and Business Manager's records at the end of the fiscal year. The findings of the Committee shall be presented at the Fall members' meeting for review and acceptance by the members.

SECTION 3. BUDGET COMMITTEE

The Budget Committee consisting of the Treasurer, the Chairperson, and the Vice-Chairperson shall work with the Head Coach to prepare the budget for presentation and approval at each July or August Board meeting. The Head Coach shall submit an operating budget to the Committee. The Committee shall meet from time to time to review the annual budget and the actual income and expenses occurring for the respective year.

SECTION 4. CONCESSIONS/HOSPITALITY COMMITTEE

The Concessions/Hospitality Committee shall be responsible for providing concessions and hospitality at swim meets and at any function the Board deems appropriate which are hosted by the Association. The committee shall keep ongoing records of purchases and sales for future planning. In addition the committee shall maintain a current inventory list of all equipment, supplies, and non perishable concessions foods held for future meets.

SECTION 5. SWIM-A-THON COMMITTEE

The Swim-A-Thon committee shall be responsible for organizing the Swim-A-Thon fundraiser and for reporting results to the Board.

SECTION 6. SPECIAL EVENTS COMMITTEE

The Special Events Committee shall be responsible for organizing specific functions after consulting with the Head Coach, Business Manager, and Board, including but not limited to, banquets and parties, and shall solicit donations for the team.

SECTION 7. ADVERTISING SPONSORSHIP COMMITTEE

The Advertising Sponsorship Committee shall be responsible for coordinating fundraising activities with the Fundraising Director.

SECTION 8. VOLUNTEER COMMITTEE

The Volunteer Tracking Committee shall be responsible for coordinating volunteer assignments for all meets and fund-raising activities. This committee shall also be responsible for keeping an annual record of each family's volunteer hours and reporting those hours to the Business Manager.

SECTION 9. FINANCIAL ASSISTANCE REVIEW COMMITTEE

The Financial Assistance Review Committee shall be responsible for collection and evaluation of information from any Association member requesting financial hardship assistance from the Board. The committee shall be comprised of the Head Coach, Chairperson of the Board, Treasurer, and Business Manager and shall make recommendation for financial assistance to the Board for final approval.

ARTICLE IX.. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

SECTION 1. CONTRACTS

In addition to the authority conferred on certain Board members by the By-Laws, the Board may authorize any member to enter into any contract or to execute and deliver any instruments in the name of the Association or on behalf of the Association, and such authority may be general or limited.

SECTION 2. CHECKS

All expenditures for the payment of budgeted and otherwise approved indebtedness in the name of the Association shall be signed by such officers and agents in such manner as the Board shall determine from time to time.

SECTION 3. DEPOSITS

All funds of the Association shall be deposited on a timely basis to the credit of the Association in such financial institutions, as the Board shall determine from time to time.

SECTION 4. GIFTS

The Board may accept on behalf of the Association any contributions, donations, gifts, or bequests.

ARTICLE X. LIST OF MEMBERS AND RECORDS

SECTION 1. LIST OF MEMBERS

The Treasurer or the Head Coach shall maintain and regularly update a current list of members and make it available at each meeting of the Board.

SECTION 2. RECORDS

The Association shall keep accurate records and complete books and records of account and shall also keep minutes of the proceedings of meetings of members, the Board, and committees. All such records of the Association may be inspected by any member at any reasonable time on notice to the Board.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall begin on September 1 and end on August 31.

ARTICLE XII. DUES

SECTION 1. ANNUAL DUES.

The Board shall determine from time to time Association membership dues and swim team dues. Association membership dues shall include family membership fees and the minimum established fund raising commitment (Swim-A-Thon). Such dues shall be payable in such manner as the Board shall determine from time to time.

A. Swim team dues shall consist of the Board approved dues structure for an annual period. Dues may be paid monthly or in lump-sum amounts. All annual dues for a fiscal year must be paid by August 31 of the respective year. Failure to meet payment of established dues will result in default and termination of membership in accordance with Section 2 of Article XII. A swimmer found in default may be reported to Missouri Valley Swimming and, unless otherwise determined by the Board, will not be released from attachment to the Swim Team until the account is satisfied.

B. Annual fund raising pledges shall include a minimum pledge per swimmer, as established by the Board. Receipt of pledges raised during any fundraiser shall be paid by the deadline established by the Special Events Chairperson, Swim-A-Thon Chairperson, and the Board. The responsibility of swimmers joining the team after the conclusion of a fundraiser maybe prorated as determined by the Board. Swimmers joining after March 31 will not be held responsible for the current season's pledge.

C. Annual Family membership fee shall be paid within 30 days of the swimmer's initial membership date for the respective year.

D. The Board may levee an assessment on Association members to cover emergent, unexpected needs. The Budget committee shall evaluate and define the emergent financial need and make proposal for a team wide assessment to the Board. Such assessment must be approved by 100% Board vote. The Budget committee shall be responsible for oversight of administration of the assessed funds and for making report of their assigned usage to the Board. Failure to satisfy such a levee will result in default and termination of membership in accordance with Section 2 of Article XII.

SECTION 2. DEFAULT AND TERMINATION OF MEMBERSHIP

When any member or swim team member, as the case may be, shall be in default in the payment, as defined by the Board, of Association membership dues or swim team dues, such person's membership in the Association or such swim team member's rights to swim, as the case may be, shall be terminated as defined by Board Policy. Such former member or swim team member, as the case may be, shall be reinstated upon payment of all current dues and dues in default. Former swim team members shall not be given financial release to join another team until all fees due are paid in full or other arrangements have been approved by the Board.

SECTION 3. HARDSHIPS

The Board may, at its discretion, reduce any or all fees and/or dues of any participating members of the Association based upon hardship need. Request for hardship consideration must be in writing to the Board. Parent and/or swimmer will be expected to sign an agreement with regard to the amount, duration and terms of the waiver as approved by the Board. Failure to make payments in accordance with a signed hardship agreement or to meet the specific outlined terms approved by the Board will result in default and termination of membership in accordance with Section 2 of Article XII. This Notice of Financial Assistance shall serve as notice to the Association.

ARTICLE XIII. WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or the By-Laws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed notice.

ARTICLE XIV. AMENDMENT TO THE BY-LAWS

The By-Laws may be amended at any meeting of the Board by a two-thirds (2/3) vote. Each proposed amendment shall be submitted to the secretary after having been reviewed at a previous Board meeting. The By-Laws will be circulated to the parents before the next regularly scheduled Board meeting.

ARTICLE XV. DISSOLUTION

The Association may be dissolved and assets distributed at any meeting of the members by a two-thirds vote of all participating members. On dissolution of the Association, or if the Association shall reorganize, consolidate or merge with another organization, all assets of the

Association shall be distributed to another non-profit organization in good standing in accordance with applicable regulations as per the two-thirds member vote.

ARTICLE XVI. RULES TO GOVERN AT ASSOCIATION MEETINGS

Roberts Rules of Order Revised shall govern meetings of the Association, except to the extent such rules conflict with the Articles of Incorporation or the By-Laws.

Amended and Restated April 14, 2015