LAWRENCE AQUAHAWKS SWIMMING, INC.

BYLAWS

# ARTICLE I

Offices

Section 1. Principal Office. The principal office for the Corporation shall be as designated by the Board of Directors and published on the team’s website.

Section 2. Registered Office. The Corporation, by resolution of its Board of Directors, may change the location of its registered office as designated in the Articles of Incorporation to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another).

# ARTICLE II

Membership

Section 1. Membership. The parents or guardians of any child who is enrolled in the competitive swimming program are eligible to be members of the Corporation. Each family shall be entitled to one vote. An adult person may join the Corporation as a nonvoting associate member, if that person is enrolled in the competitive swimming program. Memberships shall not be transferable.

Section 2. Membership Dues. There shall be monthly membership dues. Payment of such dues and good standing with respect thereto shall be prerequisite to the exercise of any voting rights.

Each swimmer must have a current USA Swimming membership or be in the process of obtaining such a membership before they may practice or compete as a member of the Lawrence Aquahawks.

Dues shall be paid by each swimmer based upon their swimming level as determined by the coaches. The dues structure will be published by the Board of Directors and re-evaluated periodically as needed.

Swimmers shall pay entry fees as assessed for each meet for which they have signed up, and said fees are due and payable regardless of whether the swimmer actually competes in the meet. Other fees will be assessed as determined by the Board of Directors.

Section 3. Members’ Responsibilities. The conduct and behavior of individual swimmers is the responsibility of their parents or guardians. Behavior which is deemed disruptive or unsafe shall be handled by the coach (on-deck) or the parent or guardian.

Any swimmer under the age of sixteen (16) attending an out-of-town meet must be accompanied by a parent or guardian or their designated adult chaperone (usually the individual providing transportation). The designated chaperone shall act in the place of the parent or guardian in matters of conduct (discipline).

Members who do not meet their financial responsibilities or who do not make necessary arrangements with the treasurer will be considered not in good standing and appropriate action will be taken as deemed necessary by the Board. This can mean the removal of the swimmer from the team.

Members are expected to share in the work of the Club. This includes, but is not limited to, working at meets, serving on committees, assisting in fundraising, and assuring that the Club maintains a healthy program, as detailed by the Board in information provided to the members.

Section 4. Termination or Suspension. Members shall maintain good standing with respect to the payment of dues required by the Corporation. Dues shall be billed periodically and are to be paid upon receipt. If dues are not paid timely, the membership may be suspended or terminated. Additionally, if any member of the Corporation shall commit any act prejudicial to the conduct or the affairs of the Corporation or the purposes for which it is formed, such member shall be notified in writing to appear personally before the Board of Directors at a designated time not less than thirty (30) days after such notification and at such time be given a hearing. By a three-fifths (3/5ths) vote of all of the Board of Directors present and constituting a quorum at the meeting, the membership of such member may be terminated, or suspended subject to reinstatement upon such conditions as may be prescribe by the Board.

Section 5. Resignation from Membership. Resignations from membership shall be presented any such person designated by the Board, but shall not relieve any member from any liability for any dues, assessments or other obligations to the Corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

Section 6. Place of Meetings. All annual meetings of the members and all other meetings of the members shall be held at the place designated either by the Board of Directors pursuant to authority hereinafter granted to said Board, or by the written consent of all members entitled to vote thereat, given either before or after the meeting and filed with the secretary of the Corporation.

Section 7. Meetings of Members. The annual meeting of the members shall be held on the second Tuesday in September each year at 7:30 p.m., unless the notice or consent specifies a different time. At such meeting, directors shall be elected, reports of the affairs of the Corporation shall be considered, and any other business may be transacted within the power of the members.

Notice of each annual meeting shall be given to each member entitled to vote, either personally or by mail or other means of written communication, charges prepaid, addressed to such member at their address appearing on the books of the Corporation or given by them to the Corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the Corporation is situated, or if published at least once in some newspaper of general circulation in the county in which said office is located. All such notices shall be sent to each member entitled thereto not less than ten (10) days nor more than fifty (50) days before each annual meeting, and shall specify the place, the day and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute. If this bylaw as to the time and place of election of directors is changed, such notice shall be given to members at least twenty (20) days prior to such meeting.

Section 8. Special Meetings. Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the president or by the Board of Directors, or by one or more members holding not less than one- fifth (1/5th) of the voting power of the Corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given in the same manner as for annual meetings of members. Notices of any special meeting shall specify the place, day and hour of such meeting, and the general nature of the business to be transacted.

Section 9. Voting. Unless the Board of Directors has fixed in advance by resolution a record date for purposes of determining entitlement to vote at the meeting, the record date for such determination shall be as of the close of business on the day next preceding the date on which the meeting shall be held. Such vote may be viva voce or by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at any election and before the voting begins. Each voting member shall have one (1) vote for directors and all other matters which may properly come before the members at any annual or special meeting. No more than one vote shall be cast per each family unit membership.

Section 10. Quorum. The presence in person or by proxy of tenpercent (10%) of eligible voting members shall constitute a quorum for the transaction of business. The voting members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum.

Section 11. Consent of Absentees. The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each of the members entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Corporation records or made a part of the minutes of the meeting.

Section 13. Proxies. Every person entitled to vote or execute consent shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or their duly authorized agent and filed with the secretary of the Corporation; provided that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless such person executing it specified therein the length of time for which such proxy is to continue in force.

Section 14. Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of standing committees shall be open to inspection upon the written demand of any member within five (5) days of such demand during ordinary business hours if for a purpose reasonably related to their interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Demand for inspection other than at a members’ meeting shall be made in writing to the Secretary.

Section 15. Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

# ARTICLE III

Directors

Section I. Powers. Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the Kansas Corporate Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the conduct and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to-wit:

1. To alter, amend or repeal the Bylaws of the Corporation AFTER GIVING THE MEMBERSHIP no less than 15 days notice given prior to the board meeting where the amendment to the bylaws will be voted upon. Any such action shall require a majority vote of all currently elected members of the board.
2. To select and remove all the other agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with the law, or with the Articles of Incorporation or the Bylaws, fix their compensation, if any, and require from them security for faithful service, if deemed necessary or desirable. To conduct, manage, and control the affairs and conduct of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem best.
3. To change the principal office and registered office for the transaction of the conduct of the Corporation from one location to another as provided in Article I hereof; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of Kansas, as provided in Article I, Section 2 hereof; to designate any place within or without the State of Kansas for the holding of any member’s meeting or meetings except annual meetings; to adopt, make and use a corporate seal, to prescribe the forms of certificates of membership, and to alter the forms of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificate shall at all times comply with the provisions of law.
4. To borrow money and incur indebtedness for purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.
5. To appoint an executive committee and other committees, and to delegate to such committees any of the powers and authority of the board in the management of the conduct and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws. Any such committee shall be composed of two or more directors.
6. The Board of Directors shall have exclusive authority to make rules relative to the management of the Club, the use of the

Club’s equipment and the personal acts and conducts of its members and children and enforce such rules by appropriate action. The Board of Directors shall have the exclusive authority to hire, fire and decide matters of personnel policies and benefits with regard to the coaching staff and the overall management of the swimming program.

Section 2. Number and Qualification of Directors. The Officers of the Corporation as designated in Article IV of these Bylaws shall be the Directors. Directors must be members of the corporation, with the exception of the head swimming coach. Each Director shall have one vote.

Directorships shall not be denied to any person on the basis of race, does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Section 3. Election and Term of Office. The Board of Directors shall annually appoint a Nominating Committee of three members. The Nominating Committee shall consider all available candidates for the directorships and offices to be filled at the next annual meeting of the members, and shall certify nomination of such candidates to the Secretary, who shall include same in the notice given pursuant to Section 8 of Article II of these Bylaws. The committee may recommend one or more than one candidate for each vacancy to be filled. At the annual meeting of the members, nominations may be made by members from the floor.

Each elected director shall serve a term of two (2) years. The directors shall be elected at each annual meeting of the members.

Those persons selected for the position of President, Vice- President of Fundraising, Vice President-Membership, and Secretary shall have their terms expire in even-numbered years. Those persons selected for the position of Vice-President-Operations, Vice President-Liaison, Treasurer and At-large member shall have their terms expire in odd-numbered years.

Section 4. Removal. Removal of a director shall be the same as is hereafter set forth in these Bylaws for removal of an officer.

Section 5. Vacancies. Vacancies on the Board of Directors may be filled by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. In the event of a vacancy, a replacement director shall be selected by the remaining board of directors and shall serve the remaining unexpired term. If at any time, by reason of death, resignation, or other cause, the Corporation should have no directors in office, then any member may apply to the District Court for a decree summarily ordering election as provided for by the Kansas Corporation Code. Each director so elected shall hold office until the successor is elected at an annual or a special meeting of the members.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of voting members at which any director or directors are elected to elect the full authorized number of directors to be voted for at the meeting, or if any director or directors elected shall refuse to serve.

One or more members holding at least twenty percent (20%) of the voting power of the Corporation may call a meeting at any time to fill any vacancy or vacancies not filled by the directors, or if the Board of Directors filling a vacancy constitutes less than a majority of the whole board, as constituted immediately prior to any increase in the number of directors. If the Board of Directors accepts the resignation of a director intended to take effect at a future time, the Board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of their term of office.

Section 6. Regular meetings. The Board shall meet once per quarter and at any other time upon notice given by the President or any four members of the Board. Meetings shall be at such dates, times and places as the Board shall determine. The Board shall transact business only at regular or special meetings at which at least a minimum number of Directors sufficient to constitute a quorum is present.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two Directors. Notice of such special meeting, unless waived by attendance thereat or by written consent to the holding of the meeting, shall be given by written notice electronically delivered or hand-delivered at least three (3) days before the date of such meeting. If emailed, such notice shall be deemed to be delivered if the recipient replies or a return receipt is requested and received.

Section 8. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 9. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum. A majority of the total number of authorized directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation. (Example: see Section V). The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

Section 11. Meetings by Telephone. Members of the Board of Directors of the Corporation or any committee designated by such Board, may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Adjournment. A majority of the directors present may adjourn any directors’ meeting to meet again at a slated day and hour or until the time fixed for the next regular meeting of the Board.

Section 13. Ex-Officio Members. The head swimming coach shall serve as an ex-officio voting member of the Board of Directors.

# ARTICLE IV

Officers

Section I. Officers. The Officers of the Lawrence Aquahawks Swimming, Inc. shall be as follows:

1. President
2. Treasurer
3. Secretary
4. Vice President - Fundraising
5. Vice President - Operations
6. Vice President - Membership Liaison
7. Vice President - Membership/Social
8. At-large Member

Section 2. President. The president shall preside at all meetings of the Lawrence Aquahawks Swimming, Inc., shall be the general manager of the Lawrence Aquahawks Swimming, Inc.. The president shall appoint the members of all committees except the nominating committee. The president shall be ex-officio a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

Section 3. Vice President - Fundraising. The Vice President - Fundraisingshall perform such duties as may be assigned to the Vice President from time to time by the Board of Directors. The Vice President Fundraising shall be responsible for the annual sponsorship drive, and other fundraising activities. This VP shall serve as chair of the Fundraising committee.

Section 4. Secretary. The secretary shall keep the records and minutes of all meetings of the Lawrence Aquahawks Swimming, Inc., shall give notice of meetings, and shall have general custody of the records of Lawrence Aquahawks Swimming, Inc. The Secretary shall be responsible for the newsletter, *Parent Handbook*, and shall serve as chair of the newsletter/communication committee.

Section 5. Treasurer. The treasurer shall act in the absence of the president with the same power and authority. The treasurer shall receive, disburse and account for all of the funds of Lawrence Aquahawks Swimming, Inc., which shall be kept in a bank or banks designated by the Board of Directors. The treasurer shall prepare annually for presentation an accounting of the receipts and disbursements of the Lawrence Aquahawks Swimming, Inc. during the preceding year.

The treasurer shall maintain and cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and membership. The books of accounts shall at all reasonable times be open to inspection by any director. The treasurer shall be bonded if required by the Board of Directors and shall perform such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Treasurer shall prepare a budget each year and be chairman of the budget committee.

The treasurer shall prepare and file all reports and returns required by State and Federal law; shall pay all bills as approved by the Board; shall ensure the billing of dues to all members; shall invest excess funds as appropriate; and shall provide information to allow the Board to establish dues for the summer and winter programs.

Section 6. Vice President, Operations. This VP shall be responsible for negotiating for the use of pool facilities and seeing that any related work for the facilities is accomplished. Additionally, this VP will be responsible to either be the director or find a director for all meets hosted by the club.

Section 7. Vice President, Membership. This VP shall be responsible for membership recruitment; social events; awards and recognition; and shall be chair of the social committee.

Section 8. Vice President, Membership Liaison. This VP shall be responsible for communications between the Board and parents; informing parents of club policies and other swimming information; and responding to issues with club members as they arise.

Section 9. Member, At-large. The At-large board member shall have duties as needed by the club and as designated by the President or the Board.

Section 10. Election and Term of Office. All officers shall be elected by the membership at the annual meeting and shall serve until the expiration of their term or until their successors are elected and qualified. No person shall hold more than one office at a time.

Section 11. Removal. Removal of any officer may be considered at any special meeting called for that purpose as provided at Section 8 of Article II of these Bylaws. At a meeting at which a quorum of the membership is present, amajority vote of the membership shall be sufficient to remove an officer for cause; a two-thirds vote shall be sufficient to remove an officer without cause. If, prior to the vote, the officer subject to removal shall demand a hearing, then the highest ranking officer from among the remaining directors shall appoint a committee to consist of three members in good standing of the Corporation. No director shall be a member of the committee. The meeting shall then be adjourned to a date certain, and the committee shall conduct an investigation. The officer subject to removal shall be entitled to appear before the committee and be heard on the issue of removal. At the adjourned meeting, the committee shall make a report of its findings and recommendations, if any, and the matter of removal shall then be submitted to a vote of the membership.

Section 12. Resignation. Any officer may resign at any time by giving written notice of resignation to the president or secretary of the Corporation. If the offices of president and secretary are both vacated, the resignation may be submitted to any other director.

Section 13. Vacancies. A vacancy in any officer because of death, resignation, removal, disqualification, or otherwise shall be filled in the same manner as is provided at Section 5 of Article III of these Bylaws, and the director so appointed shall succeed to the office so vacated.

# ARTICLE V

Coaches

Section 1. Head Coach. The head swimming coach is responsible for coordination and supervision of the swimming program. Any action taken regarding the head coach must be approved by a majority of the total Board unless otherwise stated.

Section 2. Selection. A search committee comprised of three (3) members of the Board, and, if possible, two members-at-large selected by a majority vote of the board, will initiate a search for a head coach when a vacancy occurs. At-large members will be selected from a list of volunteers and nominations solicited from the membership at large. The call for search committee volunteers will be initiated by the Club’s secretary at least ten (10) days prior to the Board meeting scheduled to form the search committee.

Section 3. Assistant Coach(es). Assistant coach or coaches will be selected by the Head Coach. The number of assistant coaches hired will be dependent on the number of swimmers enrolled and must be approved by the Board in accordance with budgetary restrictions.

Section 4. Responsibilities. The head coach will have responsibility for “on-the-deck” discipline, practice sessions, and meets. Individual events and competitive levels for individual swimmers will be the responsibility of the Head Coach in accordance with existing rules. The head coach shall assure that a coach will be in attendance at all practices and meets unless otherwise approved by the Board.

Section 5. Scheduling. The head coach will coordinate with the Board to establish a schedule of specific meets and duals throughout the year. This schedule should be equitably divided to provide a balanced program for all age group and senior swimmers.

Section 6. Appeals of Coaching Decisions. Any appeal of a coaching decision must be presented to the Board at any regular or special meeting. After review of the facts from both parties (coach and member), the Board may reverse the decision by a majority vote of the total board.

# Article VI

Miscellaneous

Section 1. Execution of Contracts, Deeds, Etc. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Corporation by the president or vice-president fundraising, if there be one, or by any agent or attorney so authorized under power of attorney or other written power which was executed on behalf of the Corporation by the president or vice-president, or as authorized for that purpose by resolution of the Board of Directors.

Section 2. Checks, Drafts, Deposits, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Designation of Depository Bank. The Board of Directors shall by resolution designate a depository bank, savings and loan, or other financial institution, whether one or more, for the deposit of all monies and funds of the Corporation.

Section 4. Indemnification of Directors and Officers. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit of proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney’s fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding or in connection with any appearance therein. This indemnification shall not apply in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors or administrators) may be entitled apart from this Article. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its director..

Section 5. Annual Report. No annual report to members shall be required, but the Board of Directors may cause to be sent to the members reports in such form and at such times as may be deemed appropriate.

Section 6. Committees. The Board of Directors may from time to time by resolution designate one or more committees. A committee may consist of one or more directors, or one or more members of the Corporation, provided there shall be at least one director a member thereof. Such committee so designated may have and exercise the authority of the Board of Directors in the management of the Corporation and to the extent authorized by such resolution; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or them by law.

Section 7. Use of Robert’s Rules of Order. The most current revision of Robert’s Rules of Order shall be used for the conduct of all members’ and directors’ meetings, except as otherwise provided by the Board.

Section 7. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board of Directors, however, the fiscal year of the Corporation shall be from September 1st of any year to August 31st of the next year.

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