

Forks Area Swim Team Bylaws

As Approved by a vote of Members 3-11-2014

Amended by vote of Members 11-19-2015

Article I

NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this Corporation shall be Forks Area Swim Team operating under the name Red River Valley (RRV) Wahoos, hereinafter referred to as the Corporation.

Section 2. Principal Office. The principal office of the Corporation shall be in North Dakota.

Article II

PURPOSE

The Corporation is organized exclusively for the following charitable purpose: the education, instruction, and training of amateur athletes to develop and improve their personal development and their capabilities in the sport of swimming as set forth in its Articles of Incorporation which are filed with the State of North Dakota. These activities shall be conducted in order that the Corporation qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article III

MEMBERS

Section 1. Classes. There shall be two (2) membership classes of the Corporation:

- (1) Swimmer Members: Competitive swimmers eligible for USA Swimming (particularly those 18 and under) and members in good standing of USA Swimming. Each Swimmer Member shall be subject to monthly fees and/or dues as described below.
- (2) Parent Members: parents or legal guardians of registered Swimmer Members in good standing with the Corporation.

Section 2. Voting. Each family shall be entitled to one (1) vote in the annual election of Directors occurring at the Corporation's Annual Meeting or in writing including by electronic communication using a method determined by the Nominating Committee and approved by the Board of Directors.

Section 3. Fees and/or Dues. Fees and/or dues shall be paid by each Swimmer Member as established by the Board of Directors.

Section 4. Duration and Removal. Membership will terminate when a Swimmer Member is no longer eligible for USA Swimming or when outstanding fees and/or dues are deemed excessive by the Board of Directors. Membership may also be terminated by majority vote of the board for serious breaches of these bylaws, the USA Swimming Code of Conduct or other policies of the Corporation, or by engaging in conduct not keeping in the spirit and purpose of this Corporation. All rights, privileges, and interest of a member in or to the Corporation shall cease upon termination of membership. Accounts in arrears will remain due and payable upon termination of membership.

Section 5. Meetings and Quorum. At least four regular meetings of the Membership shall be held each year, including the Corporation's annual meeting. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. Members present at any duly called meeting shall constitute a quorum.

Section 6. Notice. Notice of all meetings of the Members shall state the time, place and purpose, and shall be given to each Member at least ten (10) days before the meeting. Notice shall be delivered personally, mailed, first class, postage prepaid, or by the member, by facsimile communication, electronic mail, posted on an electronic network on which the member has consented to receive notice together with a separate notice to the member of the specific posting, or such other methods as are fair and reasonable as determined in the sole discretion of the Board of Directors. Any member may in writing, either before, at or after a meeting, waive notice thereof. A member by attendance at a meeting shall be deemed to have waived notice thereof unless the attendance is solely for the purpose of asserting the illegality of the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the The Corporation, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. The duties and responsibilities of the Board of Directors shall be as follows:

- a) Establish the Swimmer's Code of Conduct to be adhered to by Swimmer Members.
- b) Supervise, control, and direct the affairs of Corporation.
- c) Actively pursue the Corporation's goals.
- d) Have discretion in the disbursement of corporate funds.
- e) Adopt such rules and regulations necessary for the conduct of corporate business.
- f) Appoint such agents as it may consider necessary in the execution of its powers.
- g) Employ and set the annual salary of the Head Coach, Assistant Coach(s), or other employees; and enter into contracts for services.
- h) To do all things not inconsistent with these Bylaws, the articles of incorporation, or any law governing the Corporation.

Section 2. Number, and Eligibility. The Board of Directors shall consist of no fewer than five (5) and no more than seven (7) members. Directors need not be residents of the State of North Dakota. Directors must be a Parent Members of the Corporation in good standing. No more than one parent or guardian or other swimming family member of an eligible swimmer or sibling swimmers may serve on the Board concurrently. The members of the Board of Directors shall be members of USA Swimming and membership fees of Board Members, Coaches, and qualified Team Officials shall be paid by the Corporation.

Section 3. Election, and Term of Office. At the annual meeting directors shall be elected to three year terms to fill expiring terms by majority vote of Members in attendance at the annual meeting. Each director shall serve until the expiration of his or her term of office, and thereafter until a successor has been elected and qualified, or until the earlier death, resignation, removal, or disqualification of the director.

Section 4. Officers. The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with

such duties as it may prescribe.

Section 5. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by majority vote of the remaining members of the Board of Directors in office, or the Board of Directors may leave such position vacant so long as the number of directors does not fall below the minimum number of directors as set forth in Section 3.2. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 6. Meetings. At least six regular meetings of the Board shall be held each year, including the Corporation's annual meeting. The Board of Directors may by resolution prescribe the time and place of such other regular meetings. The President may call a meeting of the Board of Directors when he or she deems it advisable, and must call a meeting of the Board of Directors at the request in writing of two or more directors.

Section 7. Notice. Notice of all meetings of the board of directors shall state the time, place and purpose, and shall be given to each director at least five (5) days before the meeting. Notice shall be delivered personally, mailed, first class, postage prepaid, or if consented to by the director, by facsimile communication, electronic mail, posted on an electronic network on which the director has consented to receive notice together with a separate notice to the director of the specific posting, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation. Any director may in writing, either before, at or after a meeting, waive notice thereof. A director by attendance at a meeting shall be deemed to have waived notice thereof unless the attendance is solely for the purpose of asserting the illegality of the meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Participation in a meeting by remote communication as described below constitutes presence at a meeting. Proxies shall not be permitted.

Section 9. Manner of Acting. At any meeting of the Board of Directors, except as otherwise provided in the Articles or these Bylaws, each director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the directors present at any meeting, shall be sufficient to transact any business.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for expenses as deemed reasonable by the Board of Directors.

Section 11. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing addressed to the President or Secretary of the Corporation or by presenting his or her written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Directors shall be subject to removal from office by a majority vote of the Board of Directors, excluding the director proposed for removal. Such vote may only be taken at a meeting held following notice of the meeting's time and location and the intent to propose such removal from office.

Section 12. Action Without a Meeting. An action required or permitted to be taken at a Board

Meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. If any written action is taken by less than all of the directors entitled to vote, all directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Corporation can reasonably conclude that the communication was actually sent by the purported sender.

Section 13. Remote Communications for Board Meetings. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or, if authorized by the Board of Directors, by another means of remote communication, in each case through which that director, other directors so participating, and all directors present at the meeting may participate with each other during the meeting. Alternatively, if authorized by the Board of Directors, any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting. For these purposes, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

ARTICLE VI OFFICERS AND HEAD COACH

Section 1. Officers. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected from the current members of the Board of Directors by a majority vote of the members of the Board of Directors in office. Officer elections shall occur at an organizational meeting following each year's Annual Meeting of the Members, except that new offices may be created and filled at any meeting of the Board of Directors. Officers will hold office immediately upon election. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal and Vacancies. Any Officer may be removed upon an affirmative vote of a majority of the entire Board of Directors, whenever in its judgment the best interests of Corporation would be served thereby. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. President. The President shall preside at all meetings of the Board of Directors and the corporation, shall enforce the bylaws, and shall perform all the duties usually pertaining to such office or as prescribed by the Board of Directors. The President may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed. The President shall serve as a member ex-officio of all committees.

Section 5. Vice President. In the absence or disability of the President, the Vice-President shall have all the powers and duties of the President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The Vice President shall serve as a member ex-officio of all committees.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records; and perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation; and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 8. Head Coach. The Head Coach shall be an ex-officio member of the Board without vote. The Head Coach shall be appointed by a majority of the Board of Directors and shall serve at the pleasure of the Board. The appointment of the Head Coach may be terminated only by an affirmative vote of two-thirds of the Board of Directors. Unless provided otherwise by a resolution adopted by the Board of Directors, the Head Coach shall be the chief fully responsible for the management of the Corporation's normal swimming related activities and assistant coaches, and shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

ARTICLE VII COMMITTEES

Section 1 Committees: The Board of Directors may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the directors in office. Such committees shall terminate upon completion of all assignments unless a different term of existence is as set forth in a resolution of the Board of Directors. The Board of Directors may establish one or more committees as may be specified in resolutions approved by the affirmative vote of a majority of the directors in office. Such committees shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in resolutions approved by a majority of the directors currently holding office. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons.

Section 2 Committee Procedures: The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

Section 3 Nominating Committee: A nominating committee shall make nominations to the Board, for the expected yearly openings on the Board.

Section 4 Executive Committee: The Executive Committee shall consist of the Head Coach and officers of the Corporation and shall have such powers and duties as specified by the Board. The executive committee shall meet at the call of the President.

ARTICLE VIII BUDGET AND FINANCE

Section 1. FISCAL YEAR: The fiscal year of the Corporation shall be established by the Board of Directors.

Section 2. BUDGET: The Board of Directors shall, prior to the end of the fiscal year, adopt a budget for the ensuing fiscal year.

Section 3. APPROPRIATIONS: From the date of adopting the budget by the Board of Directors, the amounts stated therein as proposed expenditures shall be appropriated to the items set forth in the budget. Appropriations to new items will not be made unless unobligated funds are available and approval has been received from the Board of Directors.

Section 4. CONTRACTS: The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of the President or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

Section 5. FINANCIAL ACCOUNTS: The President, Treasurer, and Head Coach shall be signatories for the financial accounts of the Corporation. The signatures of at least two of these three individuals are required for the opening or closure of any such accounts.

Section 6. DEPOSITS: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or the Head Coach or Treasurer upon delegation by the Board of Directors may select.

Section 7. DISBURSEMENTS: All checks or demands for money and notes of the Corporation shall be signed by such officer or officers, or such agents as the Board of Directors may from time to time designate.

Section 8. FINANCIAL REPORT: Treasurer shall regularly present to the Board of Directors a written statement showing the financial activities of the Corporation for the current of the fiscal year. This report shall be accompanied by appropriate recommendations regarding budget amendments.

Section 9. Books and Records: The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of the Board of Directors, and committees having any of the authority of the Board of

Directors for the last six (6) years. All such other records shall be open to inspection upon the demand of any member of the Corporation.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended, repealed, or otherwise altered, by a majority vote of the Membership if at least ten (10) days written notice is given of the intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws at such meeting.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify its officers, Directors, committee members, and employees against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation. Indemnification of an individual under this Section shall not exceed the limits of the Corporation's insurance available at the time indemnification is paid. This Article shall be considered an express limitation on indemnification under North Dakota Century Code Section 10-33-84, as it may be amended or revised.