

Constitution and Bylaws of Genesee Valley Swim League

ARTICLE I: NAME

The name of the organization shall be the Genesee Valley Swim League (the "League").

ARTICLE II: PURPOSE

The League is formed and shall be operated exclusively for charitable and educational purposes of encouraging and developing age-group competitive swimming in the Greater Rochester area by organizing and regulating a league to provide meaningful competition for its members.

ARTICLE III: TAX-EXEMPT STATUS

- (a) No part of the net earnings of the League shall inure to the benefit of any member, trustee, director, or officer of the League or any private individual, except that reasonable compensation may be paid for services rendered to or for the League. No member, trustee, director, or officer of the League or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the League.
- (b) No substantial part of the activities of the League shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986 (as now in effect or may hereafter be amended) (the "Code"). The League shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of these articles, the League is organized exclusively for educational purposes, as specified in Section 501(c)(3) of the Code. The League shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) by a League contributions to which are deductible under Section 170(c)(2) of the Code.
- (d) In the event of the liquidation, dissolution, or winding up of the League, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the League shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code to be used in such manner as will best accomplish the general purposes for which the League was formed.

ARTICLE IV: MEMBERS

Section 1. Members.

The League shall have one class of members. Membership is open to clubs only, no individual memberships will be accepted. Member clubs must meet the following criteria:

- A. Facilities and acceptance of responsibility to host League events.
- B. Membership compatible with other League members such that meaningful competition may be realized.

- C. Club and individual swimmer membership in USA Swimming.
- D. USA Swimming qualified coaching staff.
- E. Acceptance of responsibility to provide support and assistance, including officials and other volunteers, as needed to ensure success of League events.
- F. Acceptance of responsibility to provide a minimum of volunteer to work on at least one GVSL committee.
- G. Acceptance of responsibility to host at least one league meet per swimming year.
- H. Payment of dues as set by the Executive Board and announced at the beginning of each swimming year. Said fee shall cover League expenses which may include USA Swimming sanction(s), correspondence, trophies, and awards. If the League expenses exceed its income, teams will be equally assessed.
- I. Willingness to work in a cooperative manner with other league teams.

At the first Fall meeting of the season, each club will submit to the Commissioner the name of the head coach and contact person. Each club will designate an official club contact person and provide required contact information.

Section 2. New Members.

New member clubs will be admitted by a majority vote at a regularly scheduled House of Delegates meeting. Applications for clubs to enter the League must be sent to the Commissioner no later than 60 days prior to the vote.

Section 3. Annual Meetings.

A meeting of the members (“House of Delegates”) entitled to vote shall be held for the election of Executive Board members and the transaction of other business in April of each year on any day in that month as determined by the Executive Board.

Section 4. Special Meetings.

Special meetings of the House of Delegates may be called at any time by the Commissioner, by the Executive Board, or by a minimum of ten percent of the voting members of the House of Delegates.

Section 5. Action by Members Without a Meeting.

Whenever under New York law members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 6. Place of Meetings.

Meetings of the House of Delegates shall be held at the principal office of the League or at such other place, within or without the State of New York, as may be fixed by the Executive Board.

Section 7. Notice of Meetings.

- (a) Written notice shall be given of each meeting of the House of Delegates. The notice shall state the place, date, and hour of the meeting and, unless it is an Annual Meeting, shall also indicate

that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called.

- (b) A copy of the notice of any meeting shall be given personally, by first class mail or by email not less than ten nor more than fifty days before the date of the meeting, to each member entitled to vote at such meeting.
- (c) Notice of meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 8. Qualification of Voters.

- (a) Each member of record, in good standing, shall send at least one representative and shall be entitled to one vote at every House of Delegates meeting. This representative need not be the contact person, but will represent the member in receiving information, providing input on issues, and voting for the member.
- (b) The Executive Board may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of the House of Delegates or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty nor less than 10 days before the date of the meeting.

Section 9. Quorum and Adjourned Meetings.

- (a) Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of members shall constitute a quorum for the transaction of any business. When a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any members.
- (b) Despite the absence of a quorum, the members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Executive Board fixes a new record date for determining the members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each member then entitled to notice.

Section 10. Organization.

At every meeting of the members, the Commissioner, or in the absence of the Commissioner, an Assistant Commissioner, or in the absence of such officers, a person selected by the meeting, shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, any Assistant Secretary, shall act as secretary of the meeting, and in the absence of both the Secretary and any Assistant Secretary, a person selected by the meeting shall act as secretary of the meeting.

Section 11. Voting.

Whenever any corporate action, other than the election of the Executive Board, is to be taken by vote of the members, it shall, except as otherwise required by law be authorized by a majority of the votes cast at such meeting.

ARTICLE V: EXECUTIVE BOARD

Section 1. Power of Board and Qualification of Executive Board Members.

The League shall be managed by its Executive Board. Each Board member shall be at least eighteen (18) years of age.

Section 2. Number.

- (a) The Executive Board of the League shall consist of a Commissioner, Assistant Commissioner, Past Commissioner, Treasurer, Secretary, Officials Coordinator, Meet Planning Coordinator and GVSL Championship Meet Director.
- (b) The Executive Board shall consist of not less than three (3) members. As used in this Article, "entire Executive Board" means the total number of Board members entitled to vote which the League would have if there were no vacancies.
- (c) Each Executive Board member shall have one vote.

Section 3. Organization.

At each meeting of the Executive Board, the Commissioner or, in the absence of the Commissioner, an Assistant Commissioner, shall preside, or in the absence of either of such officers, a chairman chosen by a majority of the Board members present shall preside. The Secretary shall act as secretary of the Executive Board. In the event the Secretary shall be absent from any meeting of the Executive Board, the meeting shall select its secretary.

Section 4. Resignations and Removal of Executive Board Members.

- (a) Any Board member may resign at any time by giving written notice to the Commissioner, or to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time be specified, then on delivery.
- (b) Any or all of the Board members may be removed for cause by vote of the members of the House of Delegates, or by vote of the Executive Board, provided there is a quorum of not less than a majority of the entire Executive Board present at the meeting of the Board at which such action is taken. Any or all of the Board members may be removed without cause by vote of the members of the House of Delegates.

Section 5. Vacancies.

Vacancies occurring in the Executive Board for any reason shall be filled by vote of a majority of Board members then in office, regardless of their number.. Board members elected to fill vacancies shall serve

until the next annual meeting at which the election of Board members is in the regular order of business, and until their successors are elected and have qualified.

Section 6. Action by the Executive Board.

- (a) Except as otherwise provided by law or in the By-laws, the act of the Executive Board means action at a meeting of the Board by vote of a majority of the Board members present at the time of the vote, if a quorum is present at such time. Each Executive Board member is entitled one vote regardless of the number of Executive Board positions held.
- (b) Any action required or permitted to be taken by the Executive Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- (c) Any one or more members of the Executive Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Place of Meeting.

The Executive Board may hold its meetings at such place or places within or without the State of New York as the Executive Board may from time to time by resolution determine.

Section 8. Annual Meetings.

As soon as practical after each annual election of Board Members, the Executive Board shall meet for the purpose of organization, selection of appointed officers and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Executive Board.

Section 9. Regular Meetings.

Regular meetings of the Executive Board may be held without notice at such times as may be fixed from time to time by resolution of the Executive Board.

Section 10. Special Meetings.

Special meetings of the Executive Board shall be held whenever called by the Commissioner, or by any two Board members. Notice shall be given orally, by email, by telefax, or by mail, and shall state the purposes, time and place of the meeting. If notice is given orally, in person, by email or by telephone, it shall be given not less than one (1) day before the meeting; if it is given by telefax or by mail, it shall be given not less than three (3) days before the meeting.

Section 11. Waivers of Notice.

Notice of a meeting need not be given to any Board member who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 12. Quorum.

- (a) A majority of the entire Executive Board shall constitute a quorum for the transaction of business.
- (b) A majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Board member.

Section 13. Compensation.

Board members shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 14. Annual Report.

The Executive Board shall present at the Annual Meeting of members a report verified by the Commissioner and Treasurer or by a majority of the Board members, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the League as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue or receipts of the League, both unrestricted and restricted to particular purposes during said fiscal period.
- (d) The expenses or disbursements of the League for both general and restricted purposes, during said fiscal period.
- (e) The number of members of the League as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found.

The report shall be filed with the records of this League and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of members.

ARTICLE VI: COMMITTEES

Section 1. Nominating Committee.

There shall be a Nominating Committee of at least three (3) member delegates, with not more than one current Board members serving, who shall be appointed by the Executive Board. The Nominating Committee shall present a slate of nominees for the Executive Board at the Executive Board meeting immediately preceding the Annual Meeting of members. Nominations from the floor will also be

accepted at this meeting. If the candidate is not in attendance, written agreement to serve on the Board must be submitted with the nomination.

Section 2. Executive Committee and Other Standing Committees.

The Executive Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three (3) or more Board members. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The submission to members of any action requiring members' approval under the law.
- (b) The filling of vacancies in the Board or in any committee.
- (c) The fixing of compensation of the Board members for serving on the Board or on any committee.
- (d) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (e) The amendment or repeal of any resolution of the Board which by its terms shall not be so amenable or repealable.

Any reference in these By-laws to the Executive Board shall include the Executive Committee unless the context or express provision otherwise provide.

Section 3. Special Committees.

The Executive Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article.

Section 4. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Commissioner of the League or the chairman of the committee or by vote of a majority of all of the members of the committee.

Section 5. Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Executive Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Executive Board.

Section 6. Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 7. Alternate Members.

The Executive Board may designate one (1) or more Board members as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

ARTICLE VII: OFFICERS

Section 1. Number.

The officers of the League shall be a Commissioner, Assistant Commissioner, Past Commissioner, a Treasurer, Secretary, Officials Coordinator, Meet Planning Coordinator and GVSL Championship Meet Director. Any two (2) or more offices may be held by the same person, except the offices of Commissioner and Secretary.

Section 2. Term of Office and Qualifications.

The Commissioner, Assistant Commissioner, Secretary and Treasurer shall be elected by the House of Delegates at its Annual Meeting and shall serve for a term of two (2) years. The positions of Commissioner and Secretary shall be elected at the Annual Meeting of the House of Delegates in even numbered years while the positions of Assistant Commissioner and Treasurer shall be elected in odd numbered years. The positions of Officials Coordinator, Meet Planning Coordinator and GVSL Championship Meet Director shall be appointed by decision of a majority of the elected members of the Executive board for a one year term. Unless a shorter term is provided in the resolution of the Board electing or appointing such officer, the term of office of each officer shall extend from May 1st of the year they were elected or appointed until April 30th of the year in which the officer's successor is elected or appointed and qualified. The Commissioner shall be elected from among the Executive Board.

Section 3. Office Held by Two Persons.

Any office other than Commissioner and Treasurer, may be held jointly by two individual members. The co-elected or co-appointed individuals will have joint responsibility for all of the functions of the position. The roles and responsibilities may be divided between them as they see fit. In the event that one person becomes incapacitated it does not relieve the other from the roles that were assigned to the other person. Only one person may vote on behalf of the position. That person shall be announced at the start of any meeting and maintained throughout. Both shall have voice regardless of who has the vote. Only one shall be required to represent the position at a meeting of the Executive Board, House of Delegates, or any committee meeting.

Section 4. Removal of Officers.

Any officer may be removed by the Executive Board with or without cause at any time.

Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Executive Board, or to the Commissioner, or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies.

A vacancy in any office shall be filled by the Executive Board.

Section 7. Commissioner.

The Commissioner shall preside at all meetings of the members and of the Executive Board at which the Commissioner is present. The Commissioner shall act as the chief executive officer of the League and shall supervise generally the management of the affairs of the League subject only to the supervision of the Board. The Commissioner shall also perform such other duties as may be assigned from time to time by the Board.

Section 8. Assistant Commissioner.

In the absence of, or in the case of incapacity to act of the Commissioner, or if the office of Commissioner be vacant, the Assistant Commissioner, shall preside at all meetings of the members, and shall perform the duties and exercise the powers of the Commissioner, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Assistant Commissioner shall have such powers and shall perform such other duties as may be assigned by the Executive Board or the Commissioner.

Section 9. Treasurer.

The Treasurer shall, if required by the Executive Board, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Executive Board shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the League, and deposit all such funds in the name of and to the credit of the League in such banks, trust companies, or other depositories as shall be selected by the Executive Board. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Executive Board.

Section 10. Secretary.

It shall be the duty of the Secretary to act as secretary of all meetings of the Executive Board, and to keep the minutes of all such meetings in a proper book or electronic archive to be provided for that purpose; the Secretary shall see that all notices required to be given by the League are duly given and served; the Secretary shall prepare, or cause to be prepared, for use at meetings of the members the list or record of members referred to in these By-laws and shall certify such list; the Secretary shall keep a current list of the League's Executive Board members and officers and their contact information; the Secretary shall be custodian of the seal of the League and shall affix the seal, or cause it to be affixed, to all agreements, documents, and other papers requiring the same. The Secretary shall have custody of the minute book or electronic archive containing the minutes of all meetings of members, Executive Board, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the League, or in the custody of some other person authorized by the Executive Board to have such custody.

Section 12. Meet Planning Coordinator.

The Meet Planning Coordinator shall advise the league on matters relating to meet planning procedures; inform the league of upcoming meet director training events; inform the league of Niagara Swimming meet planning changes; organize the schedule and format for league meets using a meet planning committee where necessary and shall present proposed meet schedule and formats to the Executive Board and House of Delegates for approval; develop necessary files for member clubs to use in planning league meets; coordinate sanction requests for league meets across individual hosts; and ensure that member clubs have properly submitted required sanctions for league meets.

Section 13. Officials Coordinator.

The Officials Coordinator shall advise the Executive Board on matters related to the USA Swimming Rules and Regulations; maintain a list of officiating contacts with each of the member clubs; advise the league of upcoming officials training sessions; coordinate officiating coverage for major GVSL meets; and serve as a resource for coordinating officiating coverage for GVSL meets for club meet directors.

Section 14. GVSL Championship Meet Director.

The GVSL Championship Meet Director shall serve as Meet Director for the annual Championship Meet and will perform duties for the GVSL Championship meet that are typical of meet directors to include overseeing development of meet materials required to execute the meet and presenting those materials to the Executive Board and House of Delegates for approval; coordinating approval of a finalized meet packet with Niagara Swimming; coordinating volunteers for the Championship Meet across member clubs; submitting any required post-meet paperwork to Niagara Swimming; and coordinating ordering of awards for league meets.

Section 15. Appointed Officers.

The Executive Board may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent, or employee.

Section 16. Assignment and Transfer of Stocks, Bonds, and Securities.

The Commissioner, the Assistant Commissioner, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the League.

ARTICLE VIII: CONTRACTS, CHECKS, DRAFTS, AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Executive Board, except as in these By-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the League to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Executive Board, or expressly authorized by these By-laws, no officers,

agent or employee shall have any power or authority to bind the League by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the League unless specifically authorized by the Executive Board.

Section 3. Checks, Drafts, Etc.

All checks, drafts, and other orders for the payment of money out of the funds of the League, and all notes or other evidence of indebtedness of the League, shall be signed on behalf of the League in such banks, trust companies, or other depositories as the Executive Board may select.

ARTICLE IX: INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification.

Unless clearly prohibited by law or Section 2 of this Article, the League shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including any action by or in the right of the League, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a Board member or officer of the League, or (b) in addition is serving or served, in any capacity, at the request of the League, as a Board member or officer of any other League, or any partnership, joint venture, trust, employee benefit plan, or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the League shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

Section 2. Prohibited Indemnification.

The League shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Executive Board in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses.

The League shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the League, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the League, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article. An

Indemnified Person shall cooperate in good faith with any request by the League that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others.

Unless clearly prohibited by law or Section 2 of this Article, the Executive Board may approve League indemnification as set forth in Section 1 of this Article or advancement of expenses as set forth in Section 3 of this Article, to a person (or to the testator or intestate of a person) who is or was employed by the League or who is or was a volunteer for the League, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the League in any capacity for any other League, partnership, joint venture, trust, employee benefit plan, or other enterprise.

Section 5. Determination of Indemnification.

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Executive Board shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-laws. Before indemnification can occur, the Executive Board must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article. No Board member with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Board members is not obtainable, the Executive Board shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-laws.

Section 6. Binding Effect.

Any person entitled to indemnification under these By-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-laws with respect to any event, action, or omission occurring prior to the date of such amendment.

Section 7. Insurance.

The League is not required to purchase directors' and officers' liability insurance, but the League may purchase such insurance if authorized and approved by the Executive Board. To the extent permitted by law, such insurance may insure the League for any obligation it incurs as a result of this Article or operation of law and it may insure directly the trustees, officers, employees, or volunteers of the League for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the League.

Section 8. Nonexclusive Rights.

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Executive Board is authorized to enter into agreements on behalf of the League with any Board member, officer, employee, or volunteer providing them rights to

indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

ARTICLE X: CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence League policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, officer, member, partner, or more than 10% shareholder. Service on the board of another not-for-profit League does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest.

A Board member or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Board member or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the League shall distribute annually to all Board members and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the League and whether the process for approval set forth in Section 3 of this Article was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.

A Board member or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the League the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the League. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the League and the arrangements are consistent with the best interests of the League. Fairness includes, but is not limited to, the concepts that the League should pay no more than fair market value for any goods or services which the League receives and that the League should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of

interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the League.

Section 4. Validity of Actions.

No contract or other transaction between the League and one or more of its Board members or officers, or between the League and any other corporation, firm, association, or other entity in which one or more of its officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Board member or officer or officers are present at the meeting of the Executive Board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Board member's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Board member or officers. Common or interested Board members may be counted in determining the presence of a quorum at a meeting of the Executive Board or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Board member or officer should not be present at the meeting.

Section 5. Employee Conflict of Interest.

An employee of the League with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the League decisions which are the subject of the conflict will be determined. The Commissioner shall be responsible for determining the proper way for the League to handle League decisions which involve unresolved employee conflicts of interest. In making such determinations, the Commissioner may consult with legal counsel.

The Commissioner shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairman has approved.

ARTICLE XI: COMPENSATION

Section 1. Reasonable Compensation.

It is the policy of the League to pay no more than reasonable compensation for personal services rendered to the League by officers and employees. The Board members of the League shall not receive compensation for fulfilling their duties as trustees, although Board members may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Board members. Expenses of third parties or non-board members will not be reimbursed by the League unless the expenses are necessary to achieve a League purpose.

Section 2. Approval of Compensation.

The Executive Board must approve in advance the amount of all compensation for officers of the League.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the League to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the League, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the League to the individual in payment for services. At the time of the discussion and decisions concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decision with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE XII: GENERAL

Section 1. Office.

The office of the League shall be at such place in the County of Monroe, State of New York, as the Executive Board may determine.

Section 2. Books and Records.

There shall be kept (1) correct and complete books and records of account; (2) minutes of the proceedings of the members, the Executive Board, and the Executive Committee; (3) a current list of the Board members and officers of the League and their residence addresses; (4) a list of record containing the names and addresses of all members; (5) a copy of these By-laws; (6) a copy of the League's application for recognition of exemption with the Internal Revenue Service; and (7) copies of the past three (3) years information returns to the Internal Revenue Service.

Section 3. Loans to Trustees and Officers.

No loans other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the League to its Board members or officers, or to any other League, firm, association, or other entity in which one or more of its Trustees or officers are Board members or officers or hold a substantial financial interest except as allowed by law.

Section 4. Fiscal Year.

The fiscal year of the League shall commence September 1 in each calendar year and end on August 31.

ARTICLE XIII: AMENDMENTS

Proposed amendments must be typed and a copy sent to each member of the executive board and the contact person for each club belonging to the House of Delegates one month in advance of the meeting when the vote will take place. The proposed amendment will be discussed and voted on and must pass by a two thirds (2/3) majority vote of the members present.

ARTICLE XIV: POLICIES AND PROCEDURES

The Executive Board, or any committee charged by the Executive Board with this responsibility, may institute by resolution, and from time to time revise by resolution, Policies and Procedures governing League swim competitions and other matters pertinent to the implementation and operation of League business. The Policies and Procedures are incorporated by reference into these By-laws.