

PLEASANTON SEAHAWKS, INC.
BY-LAWS
September 17, 2012

ARTICLE I - Name and Address

The name of this non-profit corporation is Pleasanton Seahawks, Inc.
The address is P. O. Box 1675, Pleasanton, CA 94566.

ARTICLE II - Objectives

To maintain a competitive swim program principally for the benefit of the youth of the City of Pleasanton and its surrounding communities. The objectives shall be to promote and develop swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards and under the rules prescribed by the USA Swimming, Inc. swim program.

ARTICLE III - Membership

Section 1 - Membership shall consist of:

- a. Member Family
- b. All parents or guardians of swimmers on the Pleasanton Seahawks team. These members shall be referred to as "member family."
- c. Honorary Member
- d. Other adults including benefactors, local dignitaries. etc., who are interested in the objectives for which the club is organized, and who are willing to uphold and subscribe to these by-laws. These members shall be referred to as "individual members" and acceptance shall be by majority vote of the Board of Directors.

Section 2 - To become a Member, each new prospective Member Family shall review and sign the Membership Agreement and any supplemental forms as required by the Board of Directors; the Membership Agreement shall incorporate, by reference or attachment, Team Policies and Procedures, Parent/Guardian Code of Conduct, Swimmer's Code of Conduct, and any other regulation the Board may adopt. Each new prospective Member Family shall pay all registration fees, dues, or deposits as required by the Membership Agreement, as determined by and in amounts to be fixed from time to time by the Board of Directors.

Section 3 - All members must be aware of and abide by the rules of USA Swimming, Inc. All swimmers must be members of USA Swimming, Inc.

Section 4 - Membership shall not be restricted because of race, creed or religion. The team has the right to refuse Membership for any reason not prohibited by law.

Section 5- A member shall cease to be in "good standing" upon the occurrence of any of the following:

- a. Failure to abide by these By-Laws, Policies and Procedures, Code of Conduct, or the contractual terms of the membership agreement, including but not limited to failure to pay any dues, fees, or other amounts owing to the team or fulfillment of member's volunteer obligation;
- b. Failure to abide by the USA Swimming, Inc. rules and regulations;
- c. Commission of a felony, act of violence, or sexual harassment;
- d. Attending any Seahawks function under the influence of alcohol or an illegal substance;
- e. Commission of any other act which the Board of Directors determines to be detrimental to or likely to endanger the welfare, safety, harmony or good reputation of the Seahawk organization or my member.

Section 6 – If the Board of Directors, by a majority vote, determines that any member is no longer in good standing, it may impose such sanctions as it deems appropriate. Such sanctions may include, but need not be limited to reprimand, temporary suspension of membership privileges, probationary membership, or expulsion and termination of membership. Any temporary suspension of membership privileges or probationary membership shall be for such period as the Board of Directors deems appropriate. A suspended or probationary member shall remain fully liable for all dues, fees, and other charges accruing during any period of suspension or probation. Administration of the provisions of this section shall be consistent with the requirements of Section 5341 of the California Corporations Code, provided that temporary suspension of membership rights may be imposed without the requirement of a fifteen (15) day notice period when sufficient cause exists as determined by the Board of Directors.

Section 7 - The Head Coach has the right to exclude any swimmer or family member from any Seahawks practice, meet or other event for cause. The Head Coach may, at his discretion, exclude a swimmer or member immediately and without fifteen (15) day notice in the case of serious misconduct when such misconduct is likely to endanger the welfare, safety, harmony or good reputation of the Seahawks organization or any member. Upon exclusion of a swimmer or member, the Head Coach shall immediately notify the Chairman of the Board. The Head Coach may convene a meeting of the Board of Directors to review the action.

Section 8 - Resignation - To resign from Pleasanton Seahawks, Inc., a member must inform the Advisors and Boosters Council in writing or inform the Membership Chairperson directly in writing.

ARTICLE IV - Dues, Assessments and Fees

Section 1 - Dues, assessment and fee structure and payment schedule shall be regulated and determined by the Board of Directors.

Section 2 - Dues, assessments and fees are necessary for the financial operation of the team and are as such an annual obligation payable per the dues structure. No member family shall be excused from this obligation except in the case of a swimmer's serious illness or injury which has been reported to the Membership/Dues Chairperson and the sufficiency of which to warrant excuse has been duly approved by the Board of Directors.

Section 3 - If a member leaves and rejoins the team within a twelve month period, he/she will be assessed a renewal fee upon rejoining the team. The renewal fee may include any debts owed the team prior to the member leaving the team.

Section 4 - Dues for hardship cases will be reviewed by the Board of Directors for approval.

ARTICLE V – Board of Directors

Section 1 - The Board of Directors is vested with the ultimate authority ordinarily provided to a Board of Directors of a corporation to determine the policies and direct the operations of the Pleasanton Seahawks, Inc. in all respects. Without limiting said authority, it is within the authority of the Board of Directors to establish and determine the competitive direction of the Seahawks team and insure that the Seahawks provide the strongest team possible. All program decisions, competitive and administrative, shall be approved by the Board of Directors. Board members shall be elected by a majority vote of the existing Board Members. The Board shall appoint members to the Advisors and Boosters Council on an as-needed basis. The Board may dismiss a member from the Advisors and Boosters Council by majority vote.

Commencing on September 17, 2012 and continuing until said composition of the Board is altered by a majority vote of the Board, the Board shall consist of the following directors, who shall additionally have the indicated status as corporate officers:

Chairman/CEO: Steve Morsilli
Executive Vice President: Todd Tucker
Executive Vice President: Joe Loftus

Section 2 - All directors shall vote on any matter before the Board of Directors. In the event of an equal vote (1-1), the Board of Directors shall attempt to arrive at a consensus position and, in the absence of a resolution by consensus and a continuing deadlock, the Chairman shall provide the "tie-breaker" vote.

ARTICLE VI – Advisors and Boosters Council

Section 1 - The Advisors and Boosters Council (ABC) shall consist of the following appointed officers, who will be appointed or re-appointed to serve by the Board at its September meeting, service to be from October 1 to September 30 of the following year:

1. President
2. Vice President
3. Treasurer
4. Head Coach
5. Secretary
6. Membership-Chairperson
7. Safety Officer
8. Fund Raising Chairperson

Section 2 – The ABC members shall provide advice and recommendations to the Board as appropriate on an informal basis and engage in such other business as may be appropriate under the Charter of the Advisors and Boosters Council.

Section 3 – The ABC shall function pursuant to these Bylaws and to a Charter to be adopted and amended by the Board. Each Member of the ABC shall agree to accept the terms of said Charter and these Bylaws as a condition of serving on the ABC.

ARTICLE VII - Officers, managers and their duties.

Section 1 - Officers shall hold office for a term of one year beginning July 1 and ending June 30 of the following year. Officers will be appointed by the Board and may serve multiple terms in the same position. Officers may resign from their positions or be released from their appointment by the Board.

Section 2 - The officers of this club shall be President, Vice President, Secretary, Treasurer, Head Coach, Membership chairperson, Safety Officer, and Fundraising chairperson. With the exception of the Head Coach, these shall be appointed positions as defined in Section 1. The Head Coach position shall be contractual as defined in the Duties of serving officers Section 2 (e) of this Article. The past President may advise ex-officio for the first six months of each new term.

Duties of serving officers on the Advisors and Boosters Council:

a. Duties of the President.

The President shall preside at bi-monthly ABC meetings, at the Annual General Membership Informational Meeting in May, and at any meetings of the full membership. The President shall be an ex-officio member of all appointed committees. The President shall appoint all committee Chairpersons except Membership Chairperson and Fund Raising Chairperson. The President shall sign all warrants with the Treasurer. The President shall act as liaison between parents and the coaching staff.

b. Duties of the Vice-President.

The Vice-President shall preside at bi-monthly ABC meetings in the absence of the President. The Vice President shall supervise all additional income programs that generate funds in excess of \$1,000.00 per year from non-member Sources. The Vice President does not necessarily succeed the President if that office is vacant (refer to Article V). The Vice-President may sign warrants jointly with the Treasurer when necessary. The Vice-President shall receive monthly written reports from the Meet Director and present said written reports to the ABC.

c. Duties of the Secretary.

The Secretary shall keep a permanent written record of each meeting. The Secretary shall provide the appointed officers of the ABC copies, of the minutes of each monthly meeting within seven days of the conclusion of each meeting. The Secretary shall receive written monthly reports from the Publicity lead manager and present said reports to the ABC. The Secretary shall also be responsible for compiling items of correspondence required by the ABC. The Secretary may sign warrants jointly with the Treasurer when necessary.

d. Duties of the Treasurer.

The Treasurer shall supervise and maintain the financial records of the club; the payment of all bills and payroll as controlled by the Pleasanton Seahawks club book keeper or assigned accountant. The Treasurer shall present a statement of account at every board meeting, make a full report at the Annual General Membership Informational meeting and cosign any warrants with the President, Vice-President or Secretary as issued by the club bookkeeper. The Treasurer shall present for Board approval all expenditures in excess of \$500.00 outside of the approved budget except those for emergency facility repair.

e. Duties of the Head Coach

Objective: Educate and train senior elite group swimmers to prepare them for national competition; Oversee coaching activities and management of age group coaches.

Position Responsibilities: Perform as set forth and specified in the Head Coach Contract.

f. Duties of the Membership Chairperson(s).

The Membership Chairperson shall answer inquiries concerning the club, provide orientation material and registration forms, maintain a membership list and keep dues payment records. The Membership Chair person shall receive monthly written reports from the Volunteer, Coordinator, Recruiting Lead Manager, and Lead Group Parent and present said reports to the ABC. Volume of work dictates that this position is shared between two active Jclub members. The combined position holds only one vote.

g. Duties of the Safety Officer.

The Safety Officer shall supervise and maintain current safety standards as adopted by USA Swimming, Inc. The Safety Officer shall maintain individual members Emergency Medical forms/records. The Safety Officer shall act as Head Marshall at all Pleasanton Seahawk hosted swim meets.

h. Duties of the Fundraising Chairperson.

The Fundraising chairperson shall be responsible for the collection of annual fundraising dues and maintaining fundraising records. Additionally the Fundraising Chairperson shall be responsible for providing fundraising information and orientation materials for activities within the confines of the membership. The Fundraising Chairperson shall serve as the Nominating Chairperson of the Nominating Committee.

ARTICLE VIII - Meetings

Section 1 - All meetings shall be held under Roberts Rules of Order.

Section 2 - ABC meetings shall be held bi-monthly unless deemed unnecessary by the President.

Section 3 - The Annual General Membership Informational Meeting will be held in May. Annual reports will be provided together with a full Treasurer's report. No less than twenty (20) days advance notice of this meeting shall be given to all members.

Section 4 - Special meetings of the ABC may be called for any purpose by the President or at the request of four (4) ABC members, or at the request of 20% of the member families. Forty-eight hours notice of any special meeting shall be given to all Members of the ABC.

Section 5 - The presence at any general membership meeting of twenty (20%) percent of the member families shall constitute a quorum.

Section 6 - The presence at any ABC meeting of fifty-one (51%) percent of the ABC members constitutes a quorum. All items of business are deemed approved by majority vote provided a quorum is present.

ARTICLE IX - By-laws Amendment Rules

These by-laws may be amended by a two-thirds (2/3) vote the Board of Directors. Amendments may take place at any Board meeting.

ARTICLE X -Miscellaneous

No part of the net earnings: or profit of this corporation shall at any time inure to the benefit of any member. Upon liquidation or dissolution this corporation, none of the funds, assets or profits of the same shall inure to the benefit of any person or group except as designated below. The Board of Directors of Pleasanton Seahawks, Inc. shall designate a fund, foundation or corporation to receive any and all assets to use and dispose of the same for the same purposes for which this corporation has been organized.

I certify this to be a true copy of the Pleasanton Seahawks, Inc. By-laws adopted by the required vote of the general membership in September 2012.


Marie Thorn,
President Pleasanton Seahawks