

**AMENDED AND RESTATED
BYLAWS OF
JACKSON SWIM TEAM ASSOCIATION**

(As of August 5, 2021 – Approved by Quorum at the Banquet/Parent Business Meeting)

**ARTICLE I.
NAME AND OFFICE**

Section 1. Name. The name of this organization is JACKSON SWIM TEAM ASSOCIATION, (the “Corporation”). The Corporation is a public benefit corporation chartered under the Tennessee Nonprofit Corporation Act (the “Act”). The Corporation may adopt such assumed names as determined by the Board.

Section 2. Principal Office. The principal offices of the Corporation shall be at such place as the Board designates.

Section 3. Purpose. The purpose of the Corporation (the “Swim Club”) is to provide financial assistance to the Jackson Swim Team, of Jackson, Tennessee and its programs. No part of the net earnings of the Swim Club shall enure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Swim Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Swim Club’s purposes set forth herein. The property of the Swim Club is irrevocably dedicated to the purposes of the Swim Club and no part of the net income or assets of the Swim Club shall ever enure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Section 4. Other. No substantial part of the activities of the Swim Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Swim Club shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE II.
MEMBERS**

Section 1. Membership. There shall be two classes of membership:

(a) Regular Member - Regular Members shall be defined as the parents or legal guardians of Competitor Members.

(b) Competitor Member – Competitor Members shall be those swimmers who train or compete for the Jackson Swim Team.

Membership shall be open to the public and shall be available regardless of race, creed, nationality, or gender. Members are required to remain in good standing, behave in accordance with the Swim Club's Code of Conduct (hereinafter defined), and constructively contribute to the welfare, best interests, and public image of the Swim Club.

To remain in good standing, Members must pay such periodic registration fees and membership dues as the Board may from time to time determine. The membership year begins on September 1st and ends August 31st.

Section 2. Meeting of Members.

(a) There shall be an annual meeting of the membership. The purpose of this annual meeting will be (i) to elect new directors to replace any directors whose terms have expired or who have been removed or have resigned, (ii) to present a budget for the Swim Club's next fiscal year for discussion, and (iii) to review the activities and financial affairs of the Swim Club.

(b) A quorum for the annual meeting shall be ten percent (10%) of the Regular Members of the Swim Club; however, for voting purposes, each family represented at the annual meeting is entitled to only one (1) vote.

**ARTICLE III.
BOARD OF DIRECTORS**

Section 1. Number, Tenure and Qualifications. The Board of Directors (the "Board") shall consist of at least five (5) but no more than eleven (11) persons, such number to be determined by the Board. The directors shall be individuals who are either Regular Members of the Swim Club or members of USA Swimming.

Each director shall serve until a successor is duly elected and qualified except as otherwise provided herein. Directors shall be natural persons of majority age. Each director may be required to undergo a background check as determined by the Board and may include a criminal and financial background check.

Section 2. Election and Term of Office. The Board will solicit nominations for positions on the Board from the Regular Members at the annual meeting. At such annual meeting, the membership will elect new directors by majority vote. Directors shall serve terms of two (2) years but will be eligible for reappointment at the end of their term.

Section 3. Powers of Directors. The Board shall have full management control of the Swim Club. In the management and control of the property and affairs of the Swim Club, the Board is hereby vested with all the powers possessed by the Swim Club itself to the extent not inconsistent with the laws of the State of Tennessee, the Swim Club's charter, or these bylaws.

In furtherance of the foregoing, the functions of the Board shall include, but not be limited to, the following:

- (a) maintaining the legal status of the Swim Club;
- (b) maintaining the Swim Club's nonprofit status with the federal and state authorities;
- (c) establishing the philosophy of the Swim Club and promulgating such rules and regulations for the operation of the Swim Club, including specifically the dues structure of the Swim Club and the operations of swim meets hosted by the Swim Club as may be necessary or appropriate;
- (d) establishing the Swim Club's budgeting procedures and the appropriation of funds;
- (e) ensuring the operation of the Swim Club in accordance with all University of Memphis (the "University") policies and procedures applicable to the Swim Club, including the policies related to the use of the University's facilities;
- (f) establishing communication between parents and coaches, accepting suggestions for solving problems or improving the Swim Club, and assisting in resolving all grievances on behalf of the Swim Club; and
- (g) monitoring the operation of the Swim Club and the Corporation in accordance with the Act, the charter and these bylaws.

Section 4. Regular Meetings. Regular meetings of the Board shall be held without further notice at such dates, times and places as are announced at a prior meeting of the Board or resolved by the Board.

Section 5. Special Meetings. Special meetings of the Board may be held at any time or place upon request of at least one (1) director, notice thereof being given to each director. Alternatively, special meetings may be held at any time without notice provided all of the directors are present or those not present have waived notice thereof.

Section 6. Notice. Notice of special meetings shall be given no less than three (3) days prior to such meeting by written notice delivered in hard-copy or electronically to each director. If notice is given by e-mail, such notice shall be deemed delivered when the e-mail is delivered to the recipient's internet service provider.

Section 7. Quorum. A majority of the then sitting directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting. When a quorum is

present at any meeting, a majority of the directors present shall decide any question brought before such meeting, except as otherwise provided by law, the Swim Club's charter or these bylaws.

Section 8. Vacancies. A vacancy on the Board because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term by vote of a majority of the remaining directors.

Section 9. Compensation. No director shall receive financial compensation for service as a director, and no director may profit directly or indirectly from the operations of the Swim Club during his or her term of directorship.

Section 10. Removal. A director may be removed with or without cause by a majority of the entire Board.

Section 11. Committees. The Board may appoint such committees as it may deem advisable, and may delegate authority to such committees as is consistent with the Act. The members of such committee shall serve at the pleasure of the Board.

Section 12. Presumption of Assent. A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to such action. The written dissent must be filed with the presiding officer of such meeting before the adjournment thereof or shall be forwarded to the Swim Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Informal Action by Directors. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by all of the directors entitled to vote with respect to the subject matter thereof. The written action and the approval thereof may take place electronically, including the use of email correspondence.

Section 14. Telephone Attendance at Meetings Permitted. Directors may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment with which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this bylaw shall be deemed the same as being present in person at that meeting.

Section 15. Non-Voting Board Observers. The Head Coach and any others as the Board may determine shall be given notice of and allowed to attend and participate (but not vote) in each regular and special Board meeting. Upon the request of the Board, the Head Coach shall be excused from those portions of Board meetings centered on discussions of his or her compensation, benefits or performance.

**ARTICLE IV.
WAIVER OF NOTICE**

Whenever notice is required to be given under these bylaws, the charter, or the laws of the State of Tennessee, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance by a director at a meeting is a waiver of notice of such meeting, except if the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not otherwise vote for or assent to any action at the meeting.

**ARTICLE V.
COACHES**

Section 1. Designation of Coaches. The Swim Club shall have a head coach (the “Head Coach”). All decisions regarding engagement of coaches shall be made solely by the Board. The Board shall also designate coaches of record for purposes of recognition by USA Swimming, Inc. Each coach may be required to undergo a criminal background check and may be required to undergo a financial background check.

Section 2. Duties. The Head Coach’s duties shall be established by the Board, subject at all times, to the applicable policies and procedures of the University, and shall include, but not be limited to, the following:

- (a) establishing and implementing a competitive swimming program for all ages and abilities which meets the philosophy of the Swim Club and the nonprofit purposes of the Swim Club;
- (b) selecting the assistant coaches with the approval of the Board and negotiating the terms of their employment within the guidelines set by the Board;
- (c) serving as the Swim Club representative at all meets or appointing someone to serve, if necessary;
- (d) establishing and implementing appropriate standards of behavior for swimmers during meets and at practices; and
- (e) serving as the team representatives at the USA Swimming LSC Meetings.
- (f) other such duties as the Board, upon consultation with the Head Coach, shall deem appropriate.

Section 3. Payment. The Head Coach and assistant coaches shall be paid as determined by the Board.”

Section 4. Rules Enforcement and Equipment. The coaches will be responsible, along with the Regular Members, for enforcing all rules and regulations of the Swim Club. Furthermore, the coaches shall be responsible for all Swim Club equipment and will provide the Board an inventory at the end of each season along with any requests for new or replacement equipment.

ARTICLE VI. OFFICERS

Section 1. Number. The number of officers of the Swim Club shall be determined by the Board and each officer shall be elected by the Board. The President, the Secretary, and the Treasurer must be directors but any other officers are not required to be directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of (i) President and (ii) either Treasurer or Secretary.

Section 2. Election and Term of Office. The officers of the Swim Club shall be elected annually by the Board. Each officer shall hold office until a successor has been duly elected and qualified except as otherwise provided herein.

Section 3. Removal. Any officer of the Swim Club may be removed by the Board with or without cause.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall, when present, preside at all meetings of the Board. He or she shall also be an ex-officio member of any committee formed by the Board. The President may sign, with the Secretary or any other proper officer of the Swim Club authorized by the Board, any deed, mortgages, checks, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Swim Club, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an authorized signatory on all bank accounts, shall receive all bills and team correspondence not otherwise directed to the coaches or another officer.

Section 6. The Secretary. The Secretary shall: (a) keep the minutes of the Board's meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records (other than meet results) and correspondence; and (d) in general, perform all

duties as from time to time may be assigned to the Secretary by the President or by the Board. The Secretary shall preside at all meetings in the absence of the President.

Section 7. The Treasurer. The Treasurer; or (i) the Head Coach, at the direction and control of the Treasurer; or (ii) a Regular Member, at the direction and control of the Treasurer, shall: (a) have charge and custody of and be responsible for the funds of the Swim Club; (b) collect dues and give receipts for moneys due and payable to the Swim Club, and deposit such moneys in the Swim Club's name in such financial institutions selected in accordance with the provisions of Article VIII hereof; (c) keep proper accounts of receipts and disbursements and give an accounting of same to the Board; and (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The financial records shall be reviewed each year by the Board, and audited at the discretion of the Board.

Section 8. Registered Agent. The Board shall appoint a registered agent for the Swim Club in accordance with the Act.

ARTICLE VII. COMMITTEES

Section 1. Committees. The Board may authorize by resolution such standing committees and ad hoc committees as the Board deems necessary. The officers shall also have the authority to authorize, subject to the approval of the Board, special committees from time to time as needed.

Section 2. Appointment. The Board shall appoint all committees and committee chairs. Appointment shall be for the membership year unless the duties of the committee are completed within the membership year. If duties are completed, the committee can be dissolved by the vote of the Board. Each committee will include a director as an ex-officio member. This director will act as the liaison between the committee and the Board.

ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board may authorize any 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 Swim Club, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Swim Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Swim Club, shall be

signed by such officer or officers, agent or agents of the Swim Club and in such manner as shall from time to time be determined by resolution of the Board.

Section 4. Deposits. All funds of the Swim Club not otherwise employed shall be deposited from time to time to the credit of the Swim Club in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX. FISCAL YEAR

The Swim Club's fiscal year end shall be Dec 31.

ARTICLE X. CODE OF CONDUCT

The Swim Club will adhere to USA Swimming's code of conduct, found in the USA Swimming rules and regulation handbook article 304. The Swim Club will also maintain a specific code of behavior for the Members (the "Code of Conduct"). A Member's violation of the Code of Conduct may result in penalties and/or suspension from the Swim Club, at the Board's discretion.

Any complaints concerning the Code of Conduct or team operational issues must be submitted in writing to the Board. Any complaints not first submitted to the Board for their consideration before proceeding to other parties, including the University, may result in suspension from the Swim Club.

ARTICLE XI. AMENDMENTS

The bylaws of the Swim Club may be altered, amended or replaced at any annual meeting by a majority vote of the Regular Members present at the meeting, as set out in Section 2(b).

ARTICLE XII. INDEMNIFICATION

Pursuant to the Act, the Swim Club shall indemnify any individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding so long as the requirements of the Act are met. Further, the Swim Club shall indemnify a director or officer, who is wholly successful on the merits or otherwise, or who is immune from suit under the provisions of the Act, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Swim Club against reasonable expenses incurred by the director or officer in connection with the proceeding. The Swim Club is further authorized to purchase and maintain insurance on behalf of the individuals, who are or were directors, officers, or agents of the Swim Club, against liability asserted against or incurred by them in that capacity or arising from their status as a director, officer, or agent, whether

or not the Swim Club would have the power to indemnify them against the same liability pursuant to the Act. The Swim Club may also advance expenses involving such proceedings pursuant to the Act.

ARTICLE XIII. DISSOLUTION

Section 1. Upon dissolution, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Swim Club (including the costs and expenses of such dissolution), dispose of all assets of the Swim Club exclusively for the exempt purposes of the Swim Club or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986, or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of in accordance with the Act.