

BYLAWS
OF THE
McFarland Spartan Sharks

ARTICLE I
OFFICE AND REGISTERED AGENT

Section 1. Name: The name of the corporation is the McFarland Spartan Sharks (hereinafter referred to as the “club” or “corporation”).

Principal Office. The principal office of the club shall be in the State of Wisconsin.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Wisconsin, as required by the State of Wisconsin Nonprofit Corporation Act.

Section 3: Affiliations: The club is a year round registered USA Swimming Club and will adhere to the rules and regulations of that body governing the conduct of aquatic competitions and related matters.

ARTICLE II
PURPOSES

Section 1. Nonprofit Purpose: This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these Bylaws, no director, officer employee, member, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by the organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 2. Specific Purpose: The McFarland Spartan Sharks were established and Articles of Incorporation filed in 1982. The mission of the club is to: provide a family based competitive swim team that consists of both novice and experienced swimmers and to promote the sport of competitive swimming and the values of: hard work, discipline, physical fitness, and goal setting/attaining. We also value our members and continue to promote a healthy environment for our MSS athletes, coaches and parent volunteers.

ARTICLE III

Membership and Conditions:

Section 1. Membership

- A. Description: Active members are families or individual adult members who have paid their current USA Swimming Athlete dues for their swimmer(s), and are financially reconciled to date with the club. An active membership entitles each parent or individual adult member to attend all parent meetings as voting members with one vote per family.
- B. Coach: Coaching staff is hired by the Head Coach with approval of the President. Any contracted coach is considered a member of the club.
- C. The Board of Directors shall have the authority to confer, by resolution duly passed at the meeting of the said Board of Directors, Honorary Membership in the Club who will have the same standing in the Club as any other member. Affiliates: Affiliate membership status may be granted to adults who do not meet the conditions or requirements of individual or adult membership, but who wish to participate in activities, by a simple majority vote on the Board of Directors.

Section 2. Qualifications:

- A. Basic skills: All participants in the swimming program must be able to demonstrate an adequate level of proficiency as determined by the coaches.

Section 3. Responsibilities:

- A. It shall be the responsibility of each member to complete the necessary waiver(s) and registration forms.
- B. Members shall be expected to participate in those activities necessary for the support of the team.
- C. It shall be the responsibility of each member to notify the membership of changes in address.
- D. Members will be required to pay all fees upon registration.

Section 4. Termination:

- A. The Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any member for:
 - 1. Failure to meet financial obligations to the Club.
 - 2. Violating the Rules, Regulations, Code of Ethics, or Policies of the Club or USA Swimming.
- B. The Coach of a particular team may suspend or revoke membership to the Club with the approval of the Head Coach and President for Gross Negative Impact: Any athlete consistently creating a negative or unsafe environment during team events or consistent negative attitude towards coaches or other athletes is considered to have a gross negative impact.

C. Members may withdraw at any time by giving written notification to the Board of Directors. Such notification of withdrawal is required to remove future fee obligations.

D. Full refunds of fees will not be made.

Article IV

Meetings of the Membership:

Section 1. General Meetings: General meetings shall be held in the fall and spring of each year. The fall meeting will be designated as the coach's meeting, to be held before the first scheduled swim meet. The spring meeting, which will include the election of Directors, will be held during the Spring Awards Banquet. During the annual spring meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors and officers, approval of the annual budget proposed by the Board, approval of any amendments to the bylaws that may be proposed by the Board. Voting on all other matters is expressly reserved for the Board of Directors.

Section 2. Special Meetings: Special meetings may be held upon written demand of a majority of the Board of Directors, or a written petition signed by twenty percent of the membership. The Board shall set the date, time and place of the special meeting. Meetings called by the written demand or petition must be held within twenty days of the receipt of the written demand or petition.

Section 3. Notice of Meetings: The Secretary shall provide written notice of any meeting a minimum of seven days in advance of the meeting. Written notice shall be emailed to all members setting forth the date, time and place and agenda. Notice shall be sent to the current e-mail address on file. (*email is a requirement of membership)

Section 4. Place of Meeting: All membership meetings shall be held at a public place designated by the Board of Directors.

Section 5. Quorum and Voting: Each individual member, as defined in Article III Section I, is entitled to one vote on any question put to the annual or special meetings. Ten percent of the membership shall constitute a quorum at any meeting. A majority of the members present and voting shall decide any question except for the election of Directors; a plurality shall elect. For the purpose of determining a quorum, the number of members shall be determined at the time the Secretary puts the notice to members in the email.

Section 6. Conduct of Meeting: The President, or in his/her absence, the Vice President, or other officer designated by the President, shall preside at the meetings of the membership. The Secretary shall keep the minutes.

Article V

Board of Directors:

Section 1. Powers and Responsibility. The powers of the corporation shall be vested in the Board of Directors, which shall have charge, control, and management of the property and affairs of this corporation.

Section 2. Number and Qualifications. The Board of Directors of the Corporation shall be composed of no less than 5 nor more than 11 individuals. As a condition of taking and remaining in office, every candidate must be a member in good standing (as defined by our financial policy), shall comply with the membership and fee requirements of the Bylaws, and have agreed to accept the responsibilities of a directorship.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the voting members at the annual meeting of the members. Directors on the Board of Directors shall serve for a term of 3 years. A director may be re-elected to membership on the board.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a two-thirds vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such time, day and place as designated by the Board of Directors. Regular meetings should occur no less than quarterly. No notice need be given if a regular meeting place and time is established.

Section 8. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 9: Manner of Acting: Each director shall be entitled to 1 vote on all matters coming before the Board. Voting by proxy shall not be permitted. No director shall vote on, or participate in the discussion of any matter in which he or she has a financial or employment interest.

Section 10. Conflicts of Interest:

(a) In the event any director has a conflict of interest which might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. "Conflict of interest," as referred to herein, shall include, but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict-of-interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict-of-interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict-of-interest and the recusal of the interested director.

Section 11: Confidentiality: Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Article VI

Officers

Section 1: Officers: the Board must include a President, Vice President, Secretary and Treasurer.

Section 2. President. The President shall give active direction and have control of the business and affairs of the Corporation. He/she shall have the authority to supervise agents and employees of the Corporation as he/she deems necessary and

to delegate authority to them. The President shall have the authority to appoint and determine compensation for Club employees subject to the approval of the Board of Directors. He/she shall assist the Board of Directors in the formulation of policies of the Corporation and preside over Board of Director meetings. He or she may sign contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors including representing the McFarland Spartan Sharks with USA Swimming.

Section 2: Vice President: In the absence of the President, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties and have such authority as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 3. 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 these Bylaws and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 4. Treasurer. The Treasurer shall be responsible for all funds of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 3. Selection and Election of Directors:

- A. Nominating Committee: There shall be a nominating committee that will be tasked with making recommendations to the Board of Directors for potential candidates. This committee shall be chaired by the President. The nominating committee shall present a slate of candidates to the Board to fill the seats of the Directors whose terms are expiring or who are vacating their positions.
- B. Election of Directors: Candidates will be voted on at the annual Spring General Meeting.

Article VII Indemnification

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities

incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Article VI

Whistleblower Policy

The McFarland Spartan Sharks requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the McFarland Spartan Sharks, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Section 1. Reporting Responsibility: This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the Club can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of the McFarland Spartan Sharks' code of ethics, USA Swimming Code of Conduct, or suspected violations of law or regulations that govern the Club's operations.

Section 2. No Retaliation: It is contrary to the values of the McFarland Spartan Sharks for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, suspected fraud, or suspected violation of any regulation governing the operations of the Club. An employee who retaliates

against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Section 3. Reporting Procedure: The McFarland Spartan Sharks have an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with the Club. If you are not comfortable speaking with the Head Coach or you are not satisfied with your supervisor's response, you are encouraged to speak with the Club President. The Head and Assistant Coaches are required to report complaints or concerns about suspected ethical and legal violations in writing to the Club President, who has the responsibility to investigate all reported complaints. The Club will follow all laws related to mandatory reporting in regards to suspected abuse of a child or athlete member. USA Swimming Safe Sport guidelines are to be used for all issues involving athlete member welfare concerns.

Section 4. Acting in Good Faith: Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 5. Confidentiality: Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 5. Handling of Reported Violations: The Club President will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Article VII

Finance

Section 1. Fiscal Year: The fiscal year shall be the year commencing on the 1st of August and ending the 31st of July.

Section 2. Audit: There shall be an annual audit of the Club by an independent certified public accountant and this audit shall be submitted to the Board of Directors.

Section 3. Budget: The Board of Directors shall adopt a budget for each fiscal year, and the Club shall function within the total of such budget. Any expenditure in excess of the associated approved budgeted amount must be authorized by the Board of Directors.

Section 4. Deposits:Dues and other monies collected by the Club shall be placed in a depository selected by the Board of Directors.

Section 5. Checks: The following persons shall individually have authority to sign all checks on behalf of the Club: President, Treasurer

Section 6. Execution of Contracts:The Board of Directors may authorize any officer or officers to enter into any contract in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. All contracts shall be submitted to the Board.

Section 7. Dissolution:Upon termination or dissolution of the McFarland Spartan Sharks, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Article VII Amendments

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a 2/3 majority of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.