

BYLAWS FOR NONSTOCK CORPORATION

AMENDED AND RESTATED BYLAWS OF SOUTH WEST AQUATICS TEAM, Inc. A Wisconsin corporation

(Adopted November 28, 2012)

I. Name.

The name of the corporation shall be South West Aquatics Team, Inc. (SWAT or Team).

II. Purpose.

The purpose of the corporation shall be to raise funds for and manage the South West Aquatics Team swim club, and other purposes approved by the Board of Directors and authorized by chapter 181 of the Wisconsin Statutes.

III. Members.

The membership of the corporation shall consist of each parent, guardian, or custodian of a child under the age of 18 who (1) has applied to enrolled with the Team; (2) has met the Team's swimming proficiency standards. A member is ineligible to vote if that member is not current with all membership fees, dues, or other Team-related financial obligations. Each family with at least one parent, guardian or custodian as a member, is entitled to one vote for any item brought forth at a membership meeting. Each member shall provide the Team with current contact information, including email address.

IV. Directors.

A. Number. The management of the corporation shall be vested in a Board of Directors consisting of no more than nine persons.

B. Powers of directors. Directors shall be granted the authority to manage the corporation to the extent provided by Wisconsin law.

C. Term. The term of each director shall be three years. Terms of directors may be staggered as the Board of Directors shall determine.

D. Election. Election of directors shall take place at the annual meeting of members. Each eligible member, as defined for voting purposes in Article III (above), may cast one vote for each director position open for election at such meeting. The candidates receiving the most votes shall be elected. The members present at the annual meeting shall be considered a quorum. Electronic voting for the election of directors may, at the sole discretion of the Board, be permitted -- provided the Board communicates to members the availability of electronic voting at least ten days prior to the election. Communication to members of the availability of electronic voting may itself be accomplished electronically.

E. Vacancies. In the event of a vacancy on the Board due to death or resignation, the Board shall appoint a successor to fill the vacancy for the remainder of the term of that position.

F. Meetings of directors.

1. Annual meeting. There shall be an annual meeting of directors held within 30 days of the election of the Board of Directors. At the annual meeting the Board shall elect a Chairperson. The Chairperson shall preside over board meetings.

2. Regular meetings. At its annual meeting, the Board shall set a schedule of regular Board meetings for the period until the next annual meeting.

3. Special meetings. Special meetings of directors may be called by the president or at the request of at least 3 directors.

4. Place of meetings. All meetings of directors shall be held at the place designated by the president or, if such designation is challenged, by a majority vote of the Board.

5. Voting. Voting shall be by directors present at or participating in the meeting. Proxy voting and voting by electronic means shall be allowed. Board action may be taken provided a quorum of the board is participating. A quorum shall consist of a majority of directors then in office.

6. Procedure. Meetings shall be conducted pursuant to *Robert's Rules of Order* unless some other procedure is approved by a two-thirds vote of directors present and voting. The Chairperson shall make available to the Board and to members a meeting agenda at least 48 hours before a meeting takes place. The Board shall designate a time at the beginning of each meeting for members or current employees to address the board on any topic. . . . The Board may convene into closed session at any time for any reason.

7. Alternate voting procedures. Acting by unanimous consent or conducting meetings telephonically shall be permitted to the extent and under the conditions permitted by law.

G. Compensation. Directors shall receive no compensation but shall be entitled to reimbursement of out-of-pocket expenses as approved by the board of directors.

H. Indemnification. Directors shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin law.

I. Committees. The board of directors may establish any standing or special committees as it deems appropriate, provided that such committees may not exercise the powers of the board.

V. Officers.

A. In General. The officers of the corporation shall consist of a president, vice president, secretary, and treasurer.

B. Election and terms. The officers shall be elected by the board of directors. Each officer shall serve a term of three years. An officer may be removed by a two-thirds vote of the board at any time.

C. Duties. The duties of each office shall include, but not be limited to duties prescribed by law and those additional duties set forth below. The president may assign additional duties to any officer as the president deems appropriate.

1. President. The president shall generally manage the day-to-day operations of the corporation subject to the direction of the board of directors. The Board, generally, expects to appoint the Head Coach and Competitive Program Director as the President.

2. Vice president. The vice president shall exercise the duties of the president in the absence or in capacity of the president. If the president should die, resign, or be removed from office, the vice president shall succeed to the office of the president.

3. Secretary. The secretary shall maintain all records of the corporation and shall prepare minutes of all meetings of the board of directors.

4. Treasurer. The treasurer shall have custody of the funds of the corporation and shall maintain all financial records of the corporation. The treasurer shall report to the president and the board of directors on the financial status of the corporation.

D. Officers may, but are not required to be, members of the board of directors.

E. One person may hold not more than two of the above offices, except that the offices of president and vice president and president and secretary may not be combined.

F. All officers shall serve without compensation except that they may be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of their office. The person serving in the capacity of Competitive Program Director of the corporation is eligible to be compensated fairly for his or her services and shall be reimbursed for actual out-of-pocket expenses incurred in performance of the duties of this position.

VI. Miscellaneous.

A. Fiscal year. The fiscal year of the corporation shall end on December 31.

B. In addition to any other powers provided herein or by law, the board of directors may authorize one or more officers of the corporation to execute and deliver instruments, open bank accounts, execute checks and drafts in the name of the corporation, make or obtain loans, and sell, assign, or pledge securities.

C. Whenever these bylaws require written notice to directors, such notice shall be delivered to each director by regular mail or email as shown on the records of the corporation. In all cases, notice shall be deemed given on the date of mailing.

VII. Amendment.

These bylaws may be amended by a vote of two-thirds of the entire board of directors at a duly called regular or special meeting of the board, provided that written notice of the text of any proposed amendment must be given to each director at least 10 days prior to the date of the meeting.

VIII. Counterparts.

Corporate documents requiring the signature of more than one director, officer, or employee may be signed in counterparts.

IX. Conflict of Interest Policy.

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

X. Nondiscrimination Policy.

South West Aquatics Team, Inc. is a 501(c)(3) nonprofit organization. The Team is committed to providing an environment that is free from discrimination in employment and opportunity because of race, color, religion, creed, national origin, ancestry, disability, gender, sexual orientation, or age. It is our policy to:

- Strictly follow personnel procedures that will ensure equal opportunity for all people without regard to race, color, religion, creed, national origin, gender, sexual orientation, age, ancestry, marital status, disability, veteran or draft status;
- Make reasonable accommodations wherever necessary for all employees or applicants with disabilities, provided that the individual is otherwise qualified to safely perform the duties and assignments connected with the job and provided that any accommodations made do not require significant difficulty or expense.
- Thoroughly investigate instances of alleged discrimination and take corrective action if warranted;
- Be continually alert to identify and correct any practices by individuals that are at variance with the intent of this policy.

END OF BYLAWS