

Bylaws of the St. Helena Swim Club
Adopted: September 2009

ARTICLE I
NAME

- SECTION 1. The name of the organization shall be the "St. Helena Swim Club", hereinafter referred to as the "Club".
- SECTION 2. The office address of the Club shall be:
P.O. Box 373
St. Helena, California 94574
- SECTION 3. The calendar year of the Club shall commence on the first day of January each year and terminate on the last day of December.

ARTICLE II
MEMBERSHIP

- SECTION 1. There shall be two classes of membership in the Club: (1) Regular members and (2) Competitor members. Regular members shall be defined as the parents or legal guardians of Competitor members. Competitor members shall be those swimmers who are members of the Club teams from time to time.
- SECTION 2. The membership shall be open to any resident of the State of California; provided, however, at all times a majority of Competitor members must be residents of St. Helena, Napa County, California.
- SECTION 3. The Membership shall also be contingent upon payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine.

ARTICLE III
PURPOSES AND POWERS

- SECTION 1. The purpose of the Club shall include the following:
- A. To provide an opportunity for all children eligible for membership to engage in a whole-some, lifesaving, lifetime sport, and recreational activity
 - B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
 - C. To provide opportunities for social, emotional, and educational development, sportsmanship and to encourage peer and family participation; and,
 - D. To promote the involvement in age-group programs and provide an opportunity for members to compete in organized swimming competitions.
- SECTION 2. The powers of the Club shall include the following:
- A. The participation in and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the Club;

- B. The publication and distribution of programs, emails, newsletters and other publications designed to promote the activities and affairs of the Club;
- C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the Club;
- E. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
- F. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- G. The operation of food concessions and the sale of swimming equipment and paraphernalia to its' members and other persons; and The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its' affairs.

ARTICLE IV
RIGHTS AND
LIABILITIES
OF MEMBERS

SECTION 1. No director, officer, member, coach, or authorized agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the club except to the extent of their unpaid portion of membership dues and entry fees.

SECTION 2. Regular members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both parents or legal guardian of a Competitor member are Regular members, then such parents or guardians shall only have one (1) vote between them. Competitor members and coaches shall have no voting rights.

ARTICLE V
MEETINGS OF
MEMBERS

SECTION 1. The Club shall hold a meeting of the membership annually at any time within six (6) months after the close of the calendar year for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before the meeting. A person acting as coach or representing the coaching position is mandatory for every board meeting held. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Board of Directors, or by majority vote of the Board of Directors, or upon the written request of at least ten percent (10%) of the Regular members.

ARTICLE VI
BOARD OF
DIRECTORS

SECTION 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (5) days before said meeting.

SECTION 3. At any meeting of membership attendance in person of at least fifteen percent (15%) of the Regular Members shall constitute a quorum. Only Regular members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the By-Laws, the decision of a majority of the members voting shall be the decision of the Club.

SECTION 1. A board of five (5) Directors shall be elected by and from the Regular members of the Club. The term of each Director shall be one (1) year, or until his successor is elected and qualified, with two (2) Directors being elected in each year. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the next annual meeting. Candidates for the board must be members in good standing and shall exclude employees or their spouses of St. Helena Swim Club. Each family shall be limited to one adult member on the board at any time.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. However, the Board of Directors may not exercise any powers relating to either of the following:

- A. termination or discharge of coaches or other person providing special services;
- B. entering into a contract or agreement for the purchase or sale of real estate.

Such matters may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these By-Laws.

SECTION 3. The Board of Directors shall annually elect from among the Directors a President, Vice-President, Secretary, Treasurer, and Meet Coordinator. A majority vote of the Board shall be

necessary for the election of officers. No Director shall hold more than one (1) office at any time, excepting the offices of Secretary and Treasurer, which may be held by the same person in the discretion of the Board of Directors.

SECTION 4. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular members.

SECTION 5. The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

SECTION 6. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President. The Vice President shall be responsible for Certifications of Coaches and Parent Officials, Facilities, Safety Programs and perform such other duties as may be prescribed by the Board of Directors.

SECTION 7. The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board of Directors.

SECTION 8. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe.

SECTION 9. Meet Director shall promote all swim meets with team parents and swimmers, coordinate all swim meet registrations, and arrange meet logistics. The Meet Director will maintain all team swim records and shall perform such other duties as the Board of Directors may prescribe.

SECTION 10. In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

SECTION 11. The presence of at least three (3) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these By-Laws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

SECTION 12. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

ARTICLE VII
INDEMNIFICATION OF
DIRECTORS
& OFFICERS

SECTION 1. The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these By-Laws.

ARTICLE VII
CONTRACTS, CHECKS,
NOTES, ETC...

SECTION 1. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, must be signed by either the President, Treasurer, or Entry Chairperson of the Club. All checks and drafts issued by the Club shall be signed by the President, Treasurer, or such other person as may be from time to time so authorized by the Board of Directors.

ARTICLE IX
NON-PROFIT
ORGANIZATION

SECTION 1. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall insure to

the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501-C of the Internal Revenue Code.

ARTICLE X
TERMINATION &
DISSOLUTION

SECTION 1. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club.

ARTICLE XI
AMENDMENT OF
BY-LAWS

SECTION 1. The power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws.

Adopted this 23rd day of June, 2009, by the Board of Directors.

St. Helena Swim Club

By: _____
President

Attest: _____
Secretary