

**BYLAWS
OF
PRESCOTT SWIM TEAM, INC**

ARTICLE I NAME

SECTION 1.

The name of the organization shall be the “Prescott Swim Team, Inc” hereinafter referred to as the “Club”.

SECTION 2.

The office address of the Club shall be:

P.O. Box 2886
Prescott, AZ 86302

SECTION 3.

The fiscal year of the Club shall correspond with the calendar year, commencing on the first day of January each year and terminating on the 31st day of December of that year.

ARTICLE II OBJECTIVES

The objective shall be to promote and develop swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards of United States Swimming, Inc. (USS) and Arizona Swimming, Inc.

ARTICLE III MEMBERSHIP

SECTION 1.

There shall be two classes of membership in the Club: (1) Regular members and (2) Athlete members. Regular members shall be defined as the parents or legal guardians of Athlete members. Athlete members shall be those swimmers who train and swim with the Club and abide by its rules. Masters swimmers are considered to be members of both classes.

SECTION 2.

The membership shall be open to residents of Arizona willing to support and participate in competitive swimming.

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.

SECTION 4.

If the conduct of any member shall appear to be in violation of the Bylaws or the Policies of the corporation or detrimental to the Club or to the sport of swimming, the Board of Directors and/or the Head Coach, may, by a majority vote, suspend or expel such member. (See Policies section in PST Handbook)

SECTION 5.

The Board shall have the right to limit the number of athlete members that participate on PST. The Board shall also have the right to accept or deny new memberships to those who have previously been PST members but have chosen at some point to terminate their membership with PST or have been terminated by the PST Board. If a previous PST member submits an application/registration to join PST again, then the approval or denial of such an applicant's membership shall require a vote of the 7 Board Officers and committee members. A majority vote will carry. The Board shall not discriminate against any athlete member based on race, gender, creed or sexual orientation according to EEO regulations. However, the Board reserves the right to take into consideration, an applicant's behavior history, account history & participation history, when deciding on accepting or denying said applicant. The Board shall not have the right to deny new memberships to those who have never been a PST member, so long as there is space availability, or to those who are renewing their membership, so long as the renewal applicant has not had a lapse in membership during the year.

ARTICLE IV PURPOSES & POWERS

SECTION 1.

The purpose of the Club shall include the following:

- To provide an opportunity for children to engage in a wholesome, lifesaving, lifetime sport, and recreational activity;
- To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and
- To promote the involvement in age-group programs and provide opportunity for members to compete in organized swimming competitions.

SECTION 2.

The powers of the Club shall include the following:

- The retaining on term contract, a Head Coach and on regular terms such coaching staff as practical and necessary to properly supervise and educate the competitor members of the Club;
- The participation in and conducting such swim-meets and competitions as the Board of Directors and Coaches determine to be in the best interests of the Club;
- The publication and distribution of programs, newsletters and other print or electronic media designed to promote the activities and affairs of the Club;

- The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions & publications;
- The contribution of money or other things of value for scholarships, programs or other causes to further the affairs and interests of the Club;
- The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
- The purchase, sale, and conveyance or 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;
- The operation of food concessions and the sale of swimming equipment and paraphernalia to its members; 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 V RIGHTS & LIABILITIES OF MEMBERS

SECTION 1.

Members are liable for adhering to the policies & rules set forth by the PST Board of Directors as are stated in the PST handbook. It is each Members responsibility to read and go over policies with Athlete members so as a general understanding is obtained & followed.

SECTION 2.

Members are liable for keeping their accounts current.

No director, officer, member, 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, travel expenses, entry fees and/or any applicable registration/renewal fees.

SECTION 3.

Regular members shall have the right to vote when called upon by the Board.

One (1) parent/guardian member from each family shall have the right to participate in membership decisions regarding the Club, and shall have one (1) vote per family, when it is determined by the majority of the Board of Directors that a parental vote is necessary. In such a parent vote, a majority of 51% will carry, clarifying that said votes must be from parents in attendance at the parent meeting. No votes will be accepted by proxy. PST parents will be notified electronically at least 10 days prior to such a voting meeting.

ARTICLE VI MEETINGS OF MEMBERS

SECTION 1.

The Club shall hold an Annual Membership Meeting at any time within the fiscal year for the purpose of receiving a report of the activities and financial affairs of the Club and to consider actions authorized under Article VI, and shall be held no later than December 31 of each year.

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 (10) days before said meeting.

ARTICLE VII BOARD OF DIRECTORS/MANAGEMENT

SECTION 1.

A Board of Directors shall be established and maintained, consisting of at least five(5) and no more than seven (7) directors. A minimum of 3 directors must be active Regular Members of the Club. Board members will be asked to serve for a 1 or 2 year term and must be members in good standing or persons experienced in non-profit organizations but not employees or their spouses of the Prescott Swim Team, Inc.

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. Each Director so selected shall hold office until the expiration of the term of the replaced Director.

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. The Directors shall exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these bylaws. The Board shall maintain a coaching staff and facility contracts. The Board shall review and approve expenditures. The Board will establish program and policy and lend direction thereto.

SECTION 3.

The board may also appoint officers of the corporation which shall include the following:

- President
- Vice-President
- Secretary
- Treasurer
- Club/Meet Registrar

Eligibility: A parent or guardian of an active swimmer in good standing.

Elections: Elections will be held by secret ballot at the Annual Membership meeting.

3.1

The Board of Directors shall have the right to appoint committees and chairpersons such as but not limited to: publicity, ways & means, website, social, awards, team apparel etc. These are volunteer positions of Regular members and can include officers of the Board of Directors if necessary. The Publicity chairperson & Ways & means chairpersons shall have voting rights equal to that of the 5 officers of the Board, which would constitute a maximum of 7 votes on any given motion.

3.2

The President shall preside at all meetings of the membership and of the Board of Directors, calls meetings when and where deemed necessary, resides at all meetings and appoints standing committee chairpersons and such special committees as may be necessary to fill the duties and responsibilities of the Board-with advice and consent of the entire Board.

Eligibility: Previous position has been held on the Board of Directors.

3.3

The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors. He/She acts with the advice and consent of the Board.

3.4

The Secretary is responsible for keeping record of all meetings, conducting official correspondence, issuing meeting notices and maintaining Robert's Rules of Order at all meetings.

3.5

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.

3.6

The Club/Meet Registrar shall be responsible for the registration to USS of all swimmers, coaches and members of the Board of Directors annually. The Registrar shall also be responsible for the registration of the team with Arizona Swimming, Inc. The Registrar shall also handle meet entries.

3.7

The Head Coach shall be recognized as an ex officio member of the Board.

3.8

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 another Director, for the time being, provided a majority of the Board

of Directors concurs therein.

SECTION 4

It is incumbent upon the President to insure that regular meetings of the Board are held, at a minimum of one meeting every three months throughout the year. A regularly scheduled Board meeting may be cancelled by majority vote of the Board of Directors. A Board meeting may not be cancelled more than 2 consecutive times.

SECTION 5.

The presence of at least a majority of the officers (3) 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. The majority of the votes at any meeting shall carry and be the decision of the Club.

SECTION 6.

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 give at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

SECTION 7

If any Director fails to attend three (3) consecutive meeting of the board, the President with the approval of a majority of the Board, may declare that Director's seat vacant.

SECTION 8

Suggested Order of business of Board of Directors Meeting

- Roll call
- Reading, correcting and adoption of minutes
- Reports of officers
- Reports of committees
- Unfinished business
- Elections where appropriate
- New business
- Resolutions and orders
- adjournment

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND 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 assignee, is or was a Director,

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 bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE XI TERMINATION AND DISSOLUTION

SECTION 1.

The Club may be terminated and dissolved and/or the Head Coach terminated upon the affirmative vote of at least two-thirds (2/3) majority of the Regular Members. In the event of such termination and dissolution, the Board of Directors shall pay or make provision for the payment of liabilities of the Club, to the extent that Club assets are available. Any assets of the Club remaining after all liabilities have been discharged shall be liquidated and/or distributed to Arizona Swimming, Inc., USA Swimming, Inc., and/or Arizona schools and municipalities that the club is directly affiliated with, provided such distribution of assets are in accordance with all laws and tax regulations consistent with the Club’s non-profit and tax-exempt status.

ARTICLE XII AMENDMENT OF BYLAWS

SECTION 1.

These bylaws may be amended at the Annual Board of Directors Meeting of the Club where a quorum is present (a majority of directors) only by a two-thirds (2/3) majority vote of those present provided previous notice of the proposed amendments have been made available to all members of the Board of Directors prior to the vote.

PRESCOTT SWIM TEAM, INC.

By: _____ Date _____
President

Attest: _____ Date _____
Secretary