

BYLAWS

REDDING SWIM CLUB

A CALIFORNIA NONPROFIT CORPORATION

ARTICLE I – NAME AND LOCATION OF OFFICES

Section 1.1 Name. The name of this corporation is the Redding Swim Club, Inc., also known as the Redding Swim Team, Redding Aqua Ducks, or “RAD” (hereinafter “Redding Swim Club”).

Section 1.2 Location of Offices. The principal office for the transaction of the activities and affairs of the Redding Swim Club is located at 11555 Old Oregon Trail, Redding, Shasta County, California 96003- Shasta College’s Pool Equipment Storage Room in a locked cabinet with keys provided to the Executive Board. The Board of Directors of the Redding Swim Club shall have full power and authority to change the location of the principal office from one location to another within the County of Shasta. Any such change of location must be duly noted by the Secretary in its minutes, stating address and effective date thereof.

ARTICLE II – PURPOSE

Section 2.1. General Purposes. The Redding Swim Club is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law. The Redding Swim Club is organized exclusively for charitable and educational purposes, and to foster national or international amateur sports competition, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, the Redding Swim Club shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States internal revenue law, or (b) by an entity, contribution to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future United States internal revenue law.

Section 2.2. Specific Purposes. The purpose of the Redding Swim Club is to develop, foster, promote, and improve the sport of recreational and competitive swimming for individuals in the Shasta County area. It is the further objective of the Redding Swim Club to provide the opportunity, and encouragement to each swimmer to reach the highest level of competition desired.

ARTICLE III – MEMBERSHIP

Section 3.1. Members. There shall be four (4) classes of members of the Redding Swim Club

Section 3.1.1. Swimming Families. The parents and/or legal guardians whose children and wards participate in recreational or competitive swimming activities conducted by the Redding Swim Club, or are member Master Swimmers.

Section 3.1.2. Contributing Members. The parents and/or legal guardians of college swimmers, and parents, guardians, and/or swimmers who have “graduated” from the Redding Swim Club or Any person from the community-at-large dedicated to the purposes of the Redding Swim Team with approval of a membership application by the Board.

Section 3.1.3. Coaching Members. The Head Coach, and members of the coaching staff, including those coaches classified as assistant or site coaches.

Section 3.1.4. Swimming Members. All swimmers eighteen years of age or less, or those with approval of a membership application by the Board.

Section 3.2. Qualifications of membership. No person may hold more than one membership or a fractional membership.

Section 3.2.1. Swimming Families. To qualify, Swimming Families must maintain its good standing with the Redding Swim Club, have paid the required dues/fees, and must abide by the Policies and Procedures, Code of Conduct, and other requirements set forth in the Redding Swim Team-Parent Handbook.

Section 3.2.2. Contributing Members. To qualify, Contributing Members must abide by the Policies and Procedures, Code of Conduct, and other requirements set forth in the Redding Swim Team-Parent Handbook.

Section 3.2.3. Coaching Members. To qualify, Coaching Members must abide by the Policies and Procedures, Standards of Conduct, and other requirements set forth in the Redding Swim Team-Employee Handbook.

Section 3.2.4. Swimming Members. To qualify, Swimming Members must be eighteen years of age or less, or those with approval of a membership application by the Board and must abide by the Policies and Procedures, Code of Conduct, and other requirements set forth in the Redding Swim Team-Parent Handbook.

Section 3.3. Voting Rights. At least 50 percent plus 1 or more of the Voting members of the Redding Swim Club shall be Swimming Families.

Section 3.3.1. Swimming Families. Swimming Families shall be entitled to one (1) vote per household so long as its membership is in good standing, and said membership had been established a minimum of ninety (90) days before the vote. Such vote shall only be exercised by an adult. Unaccompanied minors, defined as individuals under the age of 18 who are not living in the same household as a legal guardian or parent are entitled to one (1) vote. A single qualified individual of a member Master Swimmer is entitled to one (1) vote as long as its membership is in good standing, and said membership had been established a minimum of ninety (90) days before the vote.

Section 3.3.2. Contributing Members. Contributing Members shall be entitled to one (1) vote.

Section 3.3.3. Coaching Members. Coaching Members shall be entitled to one (1) vote.

Section 3.3.4. Swimming Members. Swimming Members shall not be entitled to vote.

Section 3.4. Membership Suspension, Termination and Expulsion

Section 3.4.1. Suspension. A member may be suspended based on the good faith determination by the Board, or a committee of the Board (Executive Board and the Head Coach), that the member has failed in a material and serious degree to observe the Redding Swim Club's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Redding Swim Team's purposes and interests. A member may also be suspended based on the member's failure to pay dues, fees and/or assessments set by the Board for a period of sixty (60) days and thereafter fails to pay said dues, fees and/or assessments within ten (10) days of the date of a written demand from the Redding Swim Club to the member that the member cure said delinquency;

A person whose membership is suspended shall not be a member during the period of suspension.

Section 3.4.2. Termination or Expulsion. A membership shall terminate upon the occurrence of any of the following events:

(a) Resignation of the member;

(b) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(c) Termination of membership and expulsion of the member pursuant to Section 3.4.3 based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Redding Swim Club, or has engaged in conduct materially and seriously prejudicial to the Redding Swim Club's purposes and interests.

Section 3.4.3. Procedures for Suspension, Termination or Expulsion. If grounds appear to exist for suspending, or terminating and expelling a member under this Section 3.4, the following procedure shall be followed:

(1) The Board shall give the member at least fifteen (15) days' prior notice of the proposed suspension, termination or expulsion and the reasons for the proposed suspension, termination or expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the Redding Swim Club's records. During this time, the member shall not be permitted to participate in swim activities or be present on the swim deck.

(2) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered by the Board or by a committee of the Board (Executive Board and Head Coach), to determine whether the suspension, termination or expulsion should occur.

(3) The Board or Board authorized committee (Executive Board and Head Coach) shall decide whether the member should be suspended, terminated or expelled, or sanctioned in any way. The decision of the Board or Board authorized committee (Executive Board and Head Coach), shall be final.

(4) Any action challenging a suspension, termination or expulsion of a membership, including a claim alleging defective notice, must be commenced within one (1) year after the effective date of the suspension, termination or expulsion.

Section 3.4.4. Attorneys' Fee and Costs. The Redding Swim Club may collect all dues, fees and assessments, and any other indebtedness of a member to the Redding Swim Club, by filing an appropriate action at law at any time after any of the foregoing becomes due and payable. In any action by the Redding Swim Club to collect dues, fees, assessments or other indebtedness from a member, or in an action by the Redding Swim Club to recover losses or damages incurred or suffered by the Redding Swim Club as a result of a member's conduct, the prevailing party shall be entitled to recover an award of its reasonable attorneys' fees and costs incurred in such action.

Section 3.5. Membership Meetings

Section 3.5.1. Annual Membership Meeting. An annual meeting of the general membership of the Redding Swim Club shall be held by September 1st of each calendar year at such date, time, and place as shall be designated by the Board of Directors. At the meeting, Directors shall be nominated and other proper business may be transacted, subject to the provisions of these Bylaws.

Section 3.5.2. Special Membership Meeting. The Board or the President, or five percent (5%) or more of the membership in good standing, may call a special meeting of the members for any lawful purpose at any time. A special meeting called by any person entitled to call a meeting (other than the Board) shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or Secretary of the Redding Swim Team, delivered either personally, by first-class mail, or by electronic mail (e-mail). The officer receiving the request shall cause notice to be given promptly, within five (5) business days, to the members entitled to vote, pursuant to this Article, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least ten (10) but not more than thirty (30) days after receipt of the request. If notice is not given within five (5) business days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

Section 3.6. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be provided by the Secretary, given pursuant to this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date and time of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted. The notice of any meeting at which Directors are to be elected shall state the intention to conduct such an election.

Section 3.7. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notices states the general nature of the proposal(s) to

(a) remove a director with or without cause;

- (b) fill vacancies on the Board;
- (c) terminate the contract of the Head Coach;
- (d) amend the Redding Swim Club's Article of Incorporation; or
- (e) voluntarily dissolve the Redding Swim Club

Section 3.8. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but not more than ninety (90) days before the meeting date. The notice shall be provided by the Secretary and given either personally, by first-class mail, text message, or by electronic mail (e-mail).

Section 3.9. Quorum for Membership Meetings. No less than thirty-three and one-third percent of the voting members shall constitute a quorum for the transaction of business at any meeting of members. The voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, the meeting shall have no authority except to adjourn until such time as may be deemed proper but the members present.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1. Authorized Numbers. The authorized number of Directors of the Redding Swim Club shall consist of no less than five (5), nor more than nine (9). The number of Directors shall not be an even number for more than sixty (60) days, to ensure balanced decision-making. At least fifty percent plus 1 or more of the Directors of the Redding Swim Club shall be from Swimming Families as described in Article III.

Section 4.2. Qualifications. Members from Swim Families and Contributing Members are eligible to be elected as Director, and must be

- (a) Committed to serve for a minimum of one full term; and
- (b) Committed to regularly attend board meetings, actively serve on committees, and faithfully perform duties and responsibilities stated in Bylaws;

Section 4.3. Nominations. An annual meeting of the general membership of the Redding Swim Club shall be held by September 1st of each calendar year at such date, time, and place as shall be designated by the Board of Directors. At the meeting of the members, any member present at the meeting may place names in nomination. No member may be nominated for election to office unless he/she is present at any meeting at which he/she is nominated, or his/her written consent has been obtained prior to such meeting.

Section 4.4. Election. The election of Directors shall take place within ten (10) calendar days of the Annual Meeting of the Membership. The Secretary of the Redding Swim Club shall prepare and distribute an electronic ballot listing the nominated candidates who have consented to serve. No less than fourteen (14) calendar days from distribution of the electronic ballot, the votes shall be tallied by the Secretary. The Directors shall be considered elected upon receiving a majority of the vote of the votes casted by the voting members. The Secretary shall provide written notice of the results of the election of Directors to the members within two (2) days of tallying the votes either personally, by first-class mail, or by electronic mail (e-mail).

Section 4.5. Duties. The Directors of the Board shall have one (1) vote for the purpose of any vote or decision making action. The duties of the Board of Directors are encompass governance, fiduciary responsibility, strategic planning, oversight of executive leadership, policy development, fundraising, risk management, legal compliance, stakeholder relations, board development, and continuous improvement.

Section 4.6. Powers.

Section 4.6.1. General Powers of the Board. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws regarding actions that require approval of the members, the Redding Swim Club's activities and affairs shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 4.6.2. Specific Powers of the Board. Without prejudice to the general powers set forth in Section 4.6.1 of this Article, but subject to the same limitations, the Board shall have the power:

(a) To appoint and remove all officers, agents, and employees of the Redding Swim Club, prescribe the powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and determine their compensation;

(b) To review and approve employment contracts and financials for any and all committees;

(c) To borrow money and incur indebtedness for the purposes of the Redding Swim Club, and to cause to be executed and delivered therefore, in the Redding Swim Club name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities;

(c) To enter in such contracts and obligations as it shall in its discretion deem necessary to accomplish the purpose of the Redding Swim Club;

Section 4.7. Terms of Office. Directors shall serve for a two (2) year term. No person shall serve more than three consecutive two-year terms. No Director may serve in the same capacity as an officer for more than four (4) consecutive years. To ensure stability of the Board, elections of the Directors shall be staggered to fill a maximum of five (5) Director positions in odd years and four (4) in even years.

Section 4.8. Compensation. Directors shall not receive compensation for their services as Directors. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, as determined by resolution of the board of Directors.

Section 4.9. Vacancies. Any vacancy or vacancies on the Board of Directors shall occur in the event of:

(a) the death, resignation or removal of any Director;

(b) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony or declared of unsound mind by order of court;

(c) the vote of the members to remove any Director(s);

(d) an increase in the authorized number of Directors; or

(c) a failure of members, at any meetings of the members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at that meeting.

Section 4.10. Removal of Director for Cause. The Board of Directors may declare vacant the office of any Director who (a) has been declared of unsound mind by a final order of court, (b) has been convicted of a felony, (c) fails to attend three (3) consecutive Board meetings or (d) does not conduct the duties of their office (based on at least two thirds (2/3) of a quorum of the Board of Directors).

Section 4.11. Removal of Director Without Cause. Any and all Directors may be removed without cause if the removal is approved by a vote of at least two thirds (2/3) of the members in good standing, or at least two thirds (2/3) of a quorum of members at a membership meeting.

Section 4.12. Resignation of Directors. Any Director may resign by giving written notice to the Executive Board of Directors, or to the President, or to the Secretary of the Redding Swim Club. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Section 4.13. Vacancies Filled By the Board. Except for a vacancy created by the removal of a Director by the members, vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (a) the unanimous written consent of the Directors then in office, (b) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with section 7211 of the California Nonprofit Mutual Benefit Corporation Law, or (c) a sole remaining Director. Each person so appointed to fill a vacancy on the Board shall hold office until the expiration of the then current term.

Section 4.14. Vacancies Filled By the Members. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors by a vote of at least two thirds (2/3) of the members in good standing, or at least two thirds (2/3) of a quorum of members at a membership meeting. Each person so elected to fill a vacancy on the Board shall hold office until the expiration of the then current term.

Section 4.15. Obligations upon Expiration/Resignation/Removal. Each member of the Board of Directors, upon expiration of his/her term of office, or upon resignation or removal, shall transfer to his/her successor, without delay, all records, books, corporate funds, assets, equipment, and other materials in their possession pertaining to Redding Swim Club.

Section 4.16. Board Meetings

Section 4.16.1 Place of Meeting. Meetings of the Board of Directors shall be held at any location designated by resolution of the Board. The Board may choose to hold meetings virtually as deemed appropriate and convenient.

Section 4.16.2. Regular Meetings. The Board of Directors shall meet in regular intervals, not less than once a month during the swim year, unless otherwise directed by resolution of the Board.

Section 4.16.3. Special Meetings. Special meetings of the Board of Directors may be called for any purpose at any time by the President, Secretary, or any two members of the Board of Directors.

Section 4.16.4. Notice of Special Meetings. Notice of the time and place of special meetings shall be provided by the Secretary and given to each Director by personal delivery of written notice, by first-class mail, by text message, or by electronic mail (e-mail). Notices sent by first-class mail shall be deposited into the United States mail at least four (4) calendar days before the time set for the meeting. Notices given by personal delivery, text message, or by electronic mail (e-mail) shall be delivered at least 48 hours before the time set for the meeting. The notice shall state the time, place, and purpose of the meeting.

Section 4.16.5. Participation by Telephone or other Telecommunication. Any board meeting may be held by conference telephone call, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply: (a) each member participating in the meeting can communicate concurrently with all other members; (b) each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken; and (c) the Board has adopted and implemented a means of verifying both of the following: (i) a person participating in the meeting is a Director or other person entitled to participate in the Board meeting; and (ii) all actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 4.16.6. Quorum for Board Meetings. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.16.7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of members of the Board of Directors, individually or collectively, consent in writing to the action. Such action by consent shall have the same force and effect as a majority vote of the Board of Directors taken at a regular meeting. Such consent shall be recorded in the minutes of the proceedings of the Board of Directors.

Section 4.16.8. Closed Sessions. The Board of Directors may convene closed sessions as necessary to discuss confidential matters, including but not limited to personnel issues, conduct issues, or legal matters. Closed sessions shall be conducted in accordance with applicable laws and regulations, and only Board members and individuals invited by the Board shall attend.

Section 4.16.9. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty four (24) hours. If the original meeting is adjourned for more than twenty four (24) hours, notice of any adjournment to another time or place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

ARTICLE V – OFFICERS

Section 5.1. Officers. The officers of the Redding Swim Club shall consist of a President, Vice President, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Section 5.2. Nomination and Election of Officers. The nomination and election of officers shall take place once a year in October, after the Annual Membership Meeting. The elected Directors shall nominate one or more members for the offices of President, Vice President, Secretary, and Treasurer. The election for the offices of President, Vice President, Secretary, and Treasurer shall be conducted via anonymous ballot, which shall be tallied by the Secretary. Results of the election of officers shall be announced verbally at the conclusion of voting, and shall be recorded in the minutes of the meeting.

Section 5.2.1. Removal/Resignation of Officer(s). In the event of an officer's resignation or removal, the elected Directors shall nominate one or more members for the vacant office position(s). The election for the open office position(s) shall be conducted via anonymous ballot, which shall be tallied by the Secretary. Results of the election of officers, shall be announced verbally at the conclusion of the voting, and shall be recorded in the meeting minutes.

Section 5.3. Limitations of Terms. No person shall serve more than six (6) consecutive years as a Director; however, no Director may serve in the same capacity as an officer for more than four (4) consecutive years.

Section 5.4. Duties. The primary responsibility of each Officer is to serve on the Board and conduct the day-to-day activities of the Redding Swim Club. This includes but is not limited to regular attendance at Regular and Special Board meetings, actively serving on committees, and faithfully performing specific duties of elected position.

Section 5.4.1. President. The President shall attend to the following:

- (1) Preside at all meetings of the members and of the Board of Directors;
- (2) Work with Secretary and Head Coach to set the board meeting agendas;
- (3) Guide and supervise the work of the Redding Swim Team;
- (4) Serve as the liaison and/or arbitrator between members and the coaches;
- (5) Serve as the liaison and/or arbitrator between the Board and the coaches;
- (6) Ensure the orderly election of Officers;
- (7) Provide leadership in policy development and strategic planning;
- (8) Assist the Treasurer and Head Coach in preparation of annual budget;
- (9) Conduct the annual evaluation of the Head Coach;
- (10) Designated SuperUser on Team Unify, or any equivalent platform used by the Redding Swim Team;
- (11) Other such powers and duties as the Board may require, including, without limitation, the power to sign, on behalf of the Redding Swim Team, checks, contracts, and other instruments that have first been approved by the Board.

Section 5.4.2. Vice President. The Vice President shall attend to the following:

- (1) Preside at all meetings of members and of the Board of Directors in the absence of the President;
- (2) Assume the duties of the President in the absence of the President;
- (3) Serve on the Governance Committee in conjunction with the Secretary;
- (4) Perform other tasks as the President may delegate;

Section 5.4.3. Secretary. The Secretary shall attend to the following:

- (1) Serve as custodian of the Bylaws and other records and documents including, but not limited to, parent handbook, employee handbook, contracts, membership information, voting status, etc.;
- (2) Keep an accurate record of all meetings of the members and board meetings;
- (3) Create agendas for all board meetings;
- (4) Prepare and distribute and/or post all agendas, meeting notices, minutes and other communication as required in the Bylaws or by the Board;
- (5) Maintain a master calendar of meets, swimming and social events, members and board meetings, and other pertinent dates;
- (6) Update Redding Swim Club parent handbook annually in conjunction with the Vice President by the end of September, and to be ratified by the Board by the meeting in October;
- (7) Designated SuperUser on Team Unify, or any equivalent platform used by the Redding Swim Team;
- (8) Other such powers and duties as the Board may require, including, without limitation, the power to sign, on behalf of the Redding Swim Team, checks, contracts, and other instruments that have first been approved by the Board
- (9) Perform other tasks as the President may delegate;

Section 5.4.4. Treasurer. The Treasurer shall attend to the following:

- (1) Have charge and custody of, and be responsible for, all funds of the Redding Swim Team and deposit all such funds into the Redding Swim Team bank account except as otherwise stated in Bylaws;
 - (2) Maintain account(s) in the name of the Redding Swim Club for the purpose of depositing fund and paying expenses;
 - (3) Maintain adequate and correct financial records including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
 - (4) Work in conjunction with the Head Coach to develop the annual team budget and chair the Budget Committee responsible for reviewing and revising the budget.
 - (6) Present financial reports to the Board at all board meetings and as needed to the members upon request;
 - (7) Exhibit at all reasonable times the books of account and financial records to any Officer or member upon request;
- Manage a Petty Cash fund not to exceed \$500 including approving expenses and maintaining receipts;

ARTICLE VI – HEAD COACH

Section 6.1. Powers and Duties. The Head Coach shall be selected and shall serve at the pleasure of the Board of Directors. The Head Coach shall attend to the following:

- (1) Develop in conjunction with the Treasurer the annual team budget, to be developed by the end of August, and to be ratified by the Board by the first meeting in September;
- (2) Provide monthly reports on the status of the team, including compilations of information provided by other coaching staff;
- (3) The Head Coach shall select assistant coaches as needed, subject to Board approval;
- (4) Recommend hiring, firing, and compensation for assistant coaches to the Board;
- (5) Develop and provide training schedules for the team, in consultation with other coaching staff and the Board of Directors;

- (6) Develop and provide a schedule of team competitions (swim meets) in consultation with other coaching staff and the Board of Directors;
- (7) Establish member recruitment and retention programs;
- (8) Develop swim training program(s), oversee and coordinate other coaching and support staff, develop appropriate program continuity, and administer all programs as needed by Sierra Nevada Swimming and/or USA Swimming;
- (9) Communicate regularly with the members through lines established by the Board of Directors through a newsletter, team website, by electronic mail and/or postal services, as needed for team activities, announcements, requirements, deadlines, etc. These communicates originating from the Head Coach may be disseminated by committees, appointed member volunteer, the Board of Directors, or another appropriate intermediary;
- (10) Designated SuperUser on Team Unify, or any equivalent platform used by the Redding Swim Team;
- (11) Engage in discussions and advance requests regarding facility needs, as supported by the Board of Directors, and as may be directed by the Board of Directors, including but not limited to facilities operated by the City of Redding (Redding Aquatics Center), Shasta College, and local high schools, in support of team events and training;
- (12) Develop and propose Redding Swim Club hosted swim meets, team events, and promotions, in cooperation with the Board of Directors, with the recognition that the scope of an event must be considered as member volunteer support is critical to event success;
- (13) With the Board President and/or other authorized Board Member(s), the General Manager/Head Coach may sign any contracts or agreements authorized by the Board of Directors, in the name of and on behalf of the Redding Swim Club. The General Manager/Head Coach, subject to authority of the Board of Directors, may sign all receipts and vouchers and all checks of the Redding Swim Club.

ARTICLE VII – COMMITTEES

Section 7.1. Committees of the Board of Directors. The Redding Swim Team shall have standing committees to assist in the management and operation of team activities and affairs. The standing committees shall be (a) Administration, (b) Awards, (c) Budget Finance (d) Communications, (e) Fundraising, (f) Governance (g) Hospitality, (h) Logistics, (i) Meet Director, (j) Snack Bar, (k) Team Store, (l) Volunteer. Additionally committees shall be formed as deemed necessary by the Board of Directors to address specific areas of team operation. The composition of each committee shall be appointed by the Board of Directors and may include both Board members and individuals from the general membership. The purpose of each committee shall be clearly defined and aligned with the overall goals and objectives of the Redding Swim Team.

Section 7.2. Administration Committee. The Administration Committee shall be responsible for overseeing the operational tasks involved in organizing and executing swim meets for the Redding Swim Team. The Administration Committee's primary role involves coordinating the construction, production, and implementation of race day procedures and necessary paperwork to facilitate the smooth conduct of swim meets. The Administration Committee collaborates closely with the Meet Director, Meet Referee, Administration Referee, and/or other Administrative Officials to ensure the effective management of all meet-related activities. Additionally, the Administration Committee is authorized to develop forms and documents as required and to manage inventory within budgetary constraints.

Section 7.3. Awards Committee. The Awards Committee shall be responsible for procuring necessary awards for annual meets. The Chairperson of the Awards Committee and the Chairperson of the Administration Committee will work closely together to maximize the use of limited equipment and supplies. Additionally, the Awards Committee is authorized to design awards and maintain inventory within budgetary discretion.

Regarding special funding: Sierra Nevada Swimming will provide awards and banners for Junior Olympics. The arrangements with Sierra Nevada Swimming will have to be made ahead of schedule. North Valley Aquatic League (NVAL's) will provide up to \$4200 in funds to cover cost of awards. The receipt of these expenditures will have to be provided to the Treasurer of NVAL's in a timely manner to be reimbursed.

Section 7.4. Budget Finance Committee. The Budget Committee shall be responsible for preparing a prospective budget for the upcoming fiscal year. The budget committee shall consist of the Treasurer, at least one Director of the

Board, the General Manager/Head Coach, and at least one member not currently serving on the Board of Directors. The budget committee shall be appointed in July, and shall present its proposed budget to the Board of Directors for approval by the first meeting in September.

Section 7.4.1. Registrar. Maintains accurate records

- (1) Keep an accurate record of all registrants with the Redding Swim Club and determine eligibility of participants for the team participation and competition;
- (2) Develop and distribute registration applications and material including but not limited to information for roster, relevant league requirements, and member responsibility;
- (3) Coordinate with Board of Directors to verify amounts collected by the members of the Redding Swim Club;
- (4) Work with Treasurer to develop policies and procedures for the handling and processing of any funds collected and the payment of any expenditures;
- (5) Provide updated rosters as requested to head coach, members, and the Board;
- (6) Designated SuperUser on Team Unify, or any equivalent platform used by the Redding Swim Team.

Section 7.5. Communications Committee. The Communications Committee shall be responsible for managing internal and external communications for the Redding Swim Team. This includes but is not limited to website management, social media presence, email newsletters, and other forms of communication with team members, parents, sponsors, and the community. The Communications Committee shall ensure that all communications align with the team's goals and values. Additionally, the Communications Committee may be responsible for coordinating publicity efforts, promoting team events, and fostering positive relationships with the media. Additionally, the Communications Committee is authorized to develop advertisements as required and to manage advertisement funds within budgetary constraints.

Section 7.6. Fundraising Committee. The Fundraising Committee shall be responsible for planning, organizing, and executing fundraising activities and initiatives to support the financial needs of the Redding Swim Team. This committee shall identify fundraising opportunities, develop fundraising strategies, and ensure compliance with applicable laws and regulations. The committee shall provide regular updates on fundraising activities to the Board and shall maintain accurate records of all fundraising efforts. Additionally, the Fundraising Committee is authorized to implement fundraising strategies as required within budgetary constraints.

Section 7.7. Governance Committee. The committee shall be appointed annually for the purpose of reviewing/updating the Redding Swim Club documents including parent handbook, employee handbook, board handbook, bylaws, and any other documents that the Redding Swim Club intends to publish and/or distribute to the members. The governance committee shall consist of the Vice President, Secretary, and at least one member not currently serving on the Board of Directors. Redding Swim Club documents shall be reviewed/updated annually with revisions ratified by the Board no later than the meeting in October.

Section 7.8. Hospitality Committee. The Hospitality Committee shall be responsible for providing snacks, beverages, and meals during Redding Swim Team sponsored swim meets. The Hospitality Committee has a long history of being a great host to all the officials, volunteer timers, and coaches.

The Chairperson of the Hospitality Committee and the Chairperson of the Snack Bar Committee will work closely together to maximize the use of limited equipment and supplies. The Hospitality Committee is authorized to create menus, select volunteer groups to assist, arrange outside donation with local restaurants, and maintain inventory within budgetary constraints.

Each August, the Hospitality Committee will provide a comprehensive inventory report to the Board, along with updates to the Equipment and Supply list as necessary. The Hospitality Committee will supply the Logistic Committee and the Meet Director with the Equipment and Supply List at least two weeks before each swim meet to facilitate seamless coordination between committees.

Section 7.9. Logistics Committee. The Logistic Committee shall be responsible for the need of equipment and/or supplies at Redding Swim Team sponsored events. The Committee is responsible for procuring necessary items, as well as handling setup and takedown at each event.

The Chairman of the Logistic Committee is the direct liaison to the storage unit and if Chairman needs to adjust or change units, he/she has the authority within budgetary discretion.

Each August, the Logistics Committee will provide a comprehensive report of the equipment in storage to the Board, along with updates to the Equipment and Supply list as necessary.

For efficient planning, the Logistics Committee requires a two-week notice period for equipment and/or supply needs from the Meet Director and/or Committee Chairperson for their respective events.

Section 7.10. Meet Director Committee. The Meet Director is responsible for organizing meet committees and overseeing their functions, while refraining from direct involvement in any single committee or activity. Regular consultation with committee chairpersons ensures thorough and timely handling of assignments, aligning with the primary goal of hosting a well-organized and smoothly executed meet, always prioritizing the swimmers' interests.

The Meet Director shall prepare a checklist of all the tasks which must be performed prior to the meet, with a tentative timeline as to when each action must be completed and a notation as to which committee or individual has been delegated the responsibility for that action. This checklist should draw from information within this handbook, LSC procedures, and insights from experienced meet directors.

As USA Swimming members, meet directors are equipped with rulebooks and should acquaint themselves with pertinent articles of the technical rules and administrative regulations, keeping the rulebook accessible throughout the meet. Compliance with USA Swimming and LSC rules remains paramount in the Meet Director's responsibilities.

Section 7.11. Snack Bar Committee. The Snack Bar Committee is responsible for planning menus for Redding Swim Team sponsored events. It is imperative to prioritize variety by offering a diverse selection of snacks and beverages as well as consideration of the meet timeline, including provisions for breakfast and/or lunch. Adherence to local health regulations is paramount in obtaining necessary food health permits for event catering. Implementation of safety measures, including adherence to best practices for food handling and preparation, safeguards the health and well-being of event attendees.

The Chairperson of the Snack Bar Committee and the Chairperson of the Hospitality Committee will work closely together to maximize the use of limited equipment and supplies. The Snack Bar Committee is authorized to create menus, select volunteer groups to assist, arrange outside donation with local restaurants, and maintain inventory within budgetary constraints.

The Snack Bar Committee handles financial transactions involving the implementation of secure payment methods to protect against unauthorized access and fraud. Maintaining meticulous records of all transactions promotes transparency and accountability in financial management.

The Snack Bar Committee will supply the Logistic Committee and the Meet Director with the Equipment and Supply List at least two weeks before each swim meet, in addition to confirming any delivery schedules to facilitate seamless coordination between committees.

Section 7.12. Team Store Committee. The Team Store Committee shall be responsible for providing members with the opportunity to purchase team equipment and apparel while also generating profits. Additionally, at specific times of the year, special apparel is designed for qualified participants in select swim meets.

To ensure accessibility and timely notification, the schedule for on-deck sales will be posted on the website and communicated via email to the Communications Committee for dissemination among members. The Team Store Committee endeavors to host on-deck sales at least once a month and at local events if volunteers are available.

Furthermore, the Team Store Committee is responsible for website management, including updating, adding, editing, or removing inventory information as needed.

Key responsibilities of the committee include working with vendors to design various apparel items such as t-shirts, sweatshirts, and parkas. This encompasses creating designs for team shirts, including those for events like Distance Camp, sponsored events (Team Picture), and NVAL. The Team Store Committee shall place orders at least two weeks prior to events and swim cap orders delivered to the pool deck in a timely manner.

Moreover, the committee is tasked with inventory maintenance and event sales operations, including setting up booth displays and managing cash and electronic transactions during sales events.

Section 7.13. Volunteer Committee. The Volunteer Committee shall be responsible for overseeing the recruitment, organization, and recognition of volunteers for the Redding Swim Team. This committee is responsible for identifying volunteer needs for various team activities and events, including swim meets, fundraisers, and social gatherings.

ARTICLE VIII – RECORDS AND REPORTS

Section 8.1. Maintenance of Records. The Redding Swim Team shall maintain accurate and complete records at its principal office and electronically, including but not limited to:

- (a) Minutes of all meetings of directors, committees of the board and of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Members, indicating their names and addresses and, if applicable, the class of Membership held by each member and the termination date of any Membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the corporation at all reasonable times during office hours.

Section 8.2. Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 8.3. Members' Inspection Rights. Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary, a list of the names, addresses and voting rights of those Members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 8.4. Right to Copy and Make Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 8.5. Annual Report to Members. No later than sixty (60) days after the fiscal year, the Redding Swim Team shall cause an annual report to be provided to the Members and Directors. Such report shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Redding Swim Team as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Redding Swim Team, both unrestricted and restricted to particular purposes, for the fiscal year;

- (d) the expenses or disbursements of the Redding Swim Team, for both general and restricted purposes, during the fiscal year;
- (e) any transaction(s) in which the Redding Swim Team was a party, and in which either of the following had a direct or indirect financial interest:
- (i) any Director or Officer of the Redding Swim Team (a mere common directorship shall not be considered such an interest); or
 - (ii) any holder of more than 10% of the voting power of the Corporation if such transaction involved over \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, over \$50,000.
- (f) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Redding Swim Team pursuant to Article 10 hereof, unless such indemnification has already been approved by the Members pursuant to Section 12.5(b)(ii).

ARTICLE IX – DISSOLUTION

Section 9.1. Disposition of Assets. In the event of dissolution of the Redding Swim Team, the members of record at the time a certificate evidencing the Redding Swim Team's election to dissolve is filed with the Secretary of State or, if no such election is made, at the time an order for winding up and dissolution of the Redding Swim Team is entered, shall receive a pro rata distribution of the assets of the Corporation in accordance with the California Nonprofit Mutual Benefit Corporation which remain after: (a) return of those assets held upon a valid condition requiring return, transfer, or conveyance, which condition had occurred or will occur; (b) disposition of those assets held in a charitable trust in compliance with the provisions of any trust under which such assets are held; and (c) payment, or adequate provision for payment, of all taxes, penalties, debts, and liabilities of the Redding Swim Team or any other payment required under applicable law.

Section 9.2. Dissolution Procedures. Should the Redding Swim Team dispose of all its properties and assets, then the Redding Swim Team shall be dissolved under the applicable General Corporation Laws of the State of California.

ARTICLE X – INDEMNIFICATION OF AGENTS OF THE CORPORATION

Section 10.1. Definitions. For the purposes of this Article XVII, "agent" means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(c) of this Article XVII.

Section 10.2. Indemnification in Actions by Third Parties. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of Part 2 (commencing with Section 5110) of the California Nonprofit Public Benefit Corporation Law, made applicable pursuant to Section 7238, or brought by the Attorney General or a person granted relator status by the Attorney General, for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 10.3. Indemnification of Actions by or in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation, or brought under Section 5233 of Part 2 (commencing with

Section 5110) of the California Nonprofit Public Benefit Corporation Law, made applicable pursuant to Section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General, for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 11.3:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 10.4. Indemnification Against Expenses. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this Article XVII or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 10.5. Required Determinations. Except as provided in Section 4 of this Article XI, any indemnification under this Article XI shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article XI, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) Approval of the members (Section 5034) with the persons to be indemnified not being entitled to vote thereon; or
- (c) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

Section 10.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of any undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article XI. The provisions of subdivision (a) of Section 7235 do not apply to advances made pursuant to this Section.

Section 10.7. Other Indemnification. No provision made by the Corporation to indemnify its or its subsidiary's Directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Directors, an agreement, or otherwise, shall be valid unless consistent with this Article XVII. Nothing contained in this Article XI shall affect any right to indemnification to which persons other than such Directors and officers may be entitled by contract or otherwise.

Section 10.8. Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article XVII, except as provided in Section 4 or 5(b), in any circumstance where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or any agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10.9. Insurance. The Corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising from the officer's, Director's, employee's or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article XI.

ARTICLE XI – AMENDMENTS

Section 11.1. Amendments. All amendments, additions, or repeal of these Bylaws shall be approved by a vote of two-thirds (2/3) of the voting members. A motion for said amendment, addition, or repeal of these Bylaws may not be voted upon by the membership unless written notice of the proposed amendments is given by the Board to the membership at least twenty (20), but not more than ninety (90) days prior to when the vote is to occur. Proposed amendments or repeals of Bylaws may be put forth by any voting member of the Redding Swim Team and shall be submitted to the Secretary. The Secretary shall then call for a vote of the members. The amendment or repeal must then receive a two-thirds (2/3) vote of the voting members in affirmation of the amendment or repeal measure in order to amend the Bylaws.

Section 11.2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be stated in the Book.

Certification by the Secretary

I, Kathryn Krzywicki, hereby certify that the foregoing bylaws were adopted by the Redding Swim Team at a meeting of the Board of Directors duly held on [Date]. These bylaws constitute the official governing rules of the Redding Swim Team and were approved by a vote of majority vote of the voting members.

Dated this 18th day of June, 2024.



Kathryn Krzywicki

Secretary, Redding Swim Team