

**BYLAWS**  
Of  
**OAKDALE SWIM TEAM**  
A CALIFORNIA PUBLIC BENEFIT CORPORATION

**ARTICLE I**  
**NAME**

The name of the organization shall be “Oakdale Swim Team”, hereinafter referred to as “OST”.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located at the Oakdale High School Pool, Oakdale, California. Mailing address is P. O. Box 1008, Oakdale, CA 95361.

**ARTICLE III**  
**FISCAL YEAR**

The fiscal year of OST shall commence on the first day of January each year and terminate on the 31<sup>st</sup> of December of the same year.

**ARTICLE IV**  
**PURPOSE**

OST will strive to build and maintain a superior community based and community supported swim program that provides a sound competitive environment. Our goal is for all swimmers, regardless of ability, to reach their highest personal potential, gain a thorough knowledge of the sport and develop the spirit of sportsmanship.

**SECTION 1: NUMBER**

**ARTICLE V BOARD OF DIRECTORS**

The corporation shall have nine directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, as provided herein.

**SECTION 2: POWERS AND DUTIES**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The specific powers and duties of the OST Board of Directors shall be:

- To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

- Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these Bylaws;
- Register their addresses, e-mail and telephone number with the Secretary of the corporation, so that the Secretary may notice Board members of meetings. Notices to such addresses, e-mail or telephone answering machine shall be deemed valid notices of meetings.
- The participation in and administration of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of OST.
- The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the OST;
- The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the OST;
- The retaining of such person, firms or corporations as may be necessary in order to provide special services to OST;
- 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 OST;
- 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.
- Each Board Member shall serve on at least one Committee and shall indicate their Committee preference to the Board through the President prior to their election to the Board.

### SECTION 3: COMPOSITION OF BOARD

The Board of Directors shall consist of the six (6) Directors (President, Vice- President, Secretary/Treasurer, Fundraising Operations, Registrar, and Head Coach).

### SECTION 4: TERMS OF OFFICE

The Board of Directors shall be elected to two-year terms. The term of office is defined as the period between the Annual Membership Meetings, effective March 1 thru Feb 28. The positions of President, Vice President, Secretary/Treasurer, Fundraising Operations, and Registrar, to two consecutive terms, unless approved by unanimous vote of remaining board members. Head Coach term will operate under Head Coach contract (see appendix). President, Fundraising Operations, will begin on even numbered years. Vice President, Secretary/Treasurer, and Registrar terms will begin on odd numbered years.

### SECTION 5: ELECTION OF THE BOARD

Any member from the existing Board of Directors may submit a nomination of candidate for the following year's Board of Directors to the Board of Directors 30 days prior to the Annual Membership Meeting. The Board of Directors must approve all candidates by majority vote. The slate of approved candidates will be presented to all Regular Members in attendance at the Annual Membership Meeting in February of each year, and will be elected by majority vote.

### SECTION 6: BOARD VACANCIES

If a Board member resigns his/her one year term before the term has ended, the unexpired term shall be filled by appointment by the a Board Member with the approval of the Board. Persons filling a vacant term will serve the remainder of the term left by the previous Board Member. Partial terms do not count toward the two-term limit outlined in Section 4.

#### **SECTION 7: REMOVAL OF A BOARD MEMBER**

Removal of a Board Member may occur if a Board Member has been determined to fail in a material and serious degree to observe the Code of Ethics, (see Section VII, section 7, and Appendix 1), or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation. Termination may occur upon the occurrence of any absence without prior notice to a board meeting, or attendance rate less than 75% of all board meetings held. Termination shall be determined by a 2/3 majority vote of the entire Board of Directors.

#### **SECTION 8: MEETINGS**

Meetings of the Board shall be held monthly, as determined by the President or requested by a majority of the Board members. The Secretary is responsible for giving at least one week's notice to each Board member before a meeting is held. Notification of a meeting may be via email, fax, telephone, telephone message or mail and shall include the place, date and hour of the meeting. The Board will meet year round, with no less than ten meetings per year.

#### **SECTION 9: VOTING**

Each member of the Board of Directors except the president shall have one vote, with the exception of one vote per family. In the event of a tie, the president will cast a vote to break the tie.

#### **SECTION 10: QUORUM**

A quorum for a Board of Directors meeting shall be 50% of the Board plus one. Except as may otherwise be provided in the Articles of Incorporation or these Bylaws, a decision of a majority of the Board Members present at any Board meeting shall be a decision of OST.

#### **SECTION 11: PROXY VOTING**

If a meeting is called as stated under Section 8 of this Article and a Board member is unable to attend, a Board member may submit a proxy vote in writing that is recorded and retained by the Secretary.

### **ARTICLE VI DUTIES OF DIRECTORS**

#### **SECTION 1: DUTIES BY POSITION**

Duties of the President: Organize the slate of candidates for new Board positions; preside at Board meetings; participate on Budget Committee; call any unscheduled meetings; arrange a year end review of OST financial records by someone other than the Treasurer.

Duties of the Vice-President: Assists President in all Presidential duties; assumes duties in President's absence; responsible for developing and coordinating all fundraising activities as

necessary for OST.

Duties of the Secretary/Treasurer: Takes minutes at all Board and General Meetings; preserves records of Board meetings; carries on all official correspondence of OST; is responsible for notifying all Board Members about upcoming meetings; shall provide all new Board Members with a copy of the Bylaws and any materials pertaining to their position on the Board. Responsible for cash counting and possession of funds at all fund raising events, check writing/signing, sits on budget committee, coordinates and gathers necessary information for bookkeeper/accountant.

Duties of the Registrar: Prepares all materials and announcements necessary for the Registration of competitive and regular members for all seasons, collects all fees and dues from members; maintains Computers and Website.

Duties of the Fundraising Operations: Organizes volunteers, awards, concessions, hospitality, and any other fundraising event in conjunction with President, Vice President, and/or Committee Chairs.

Head Coach: Responsible for hiring and training of all assistant coaches. Determines training philosophy, required equipment needs, and establishes structure in the pool and out of the water, referred to as dry-land training.

## **SECTION 2: POWERS AND AUTHORITY**

The Board of Directors will have the powers and authority in the management of the business and affairs of the corporation, except as stated below:

- The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Members or a majority of all of the members.
- The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law

## **SECTION 3: COMMITTEES**

The Board of Directors may create Committees designated by resolution. Such other Committees may consist of persons who are not also Members of the Board. These additional Committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” Committees.

**ARTICLE VII  
MEMBERSHIP  
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**SECTION 1: TYPES OF MEMBERSHIP**

There shall be two classes of membership in OST: 1) Competitor Members and 2) Regular Members who are the parents or legal guardians of Competitor Members.

**SECTION 2: CALENDAR OF MEMBERSHIP**

Membership shall be determined as beginning January 1 of each year and ending December 31<sup>st</sup> of the same year.

**SECTION 3: RESIDENCY**

There are no residency requirements to be a member of the OST.

**SECTION 4: COMPETITOR SKILL LEVEL**

Competitor membership shall be contingent upon the prospective Competitor Member's ability to demonstrate the needed, basic swimming skills as deemed necessary by the Board of Directors.

**SECTION 5: FEES**

Competitor membership shall be contingent upon payment of such periodic registration fees and/or membership dues as the Board of Directors may from time to time determine. A percentage of the Competitor memberships may have their fees waived or lowered and be recognized as a Scholarship as determined by Scholarship Committee. The percentage of these scholarships and the criteria for their approval will be determined by the Board of Directors each year.

**SECTION 6: TRANSFER OF MEMBERSHIP**

No member may transfer the value of a membership or any rights arising from such membership.

**SECTION 7: CODE OF CONDUCT**

It is the duty of all Board Members to adhere to the Board Member Code of Conduct, and all Regular or Competitor Members to adhere to the Swimmer/Family Code of Conduct (see Appendix 2). Failure to do so may result in termination. See Appendices.

**SECTION 8: TERMINATION**

Termination of the membership of a Board, Regular, or Competitor Member may occur if a Member has been determined to fail in a material and serious degree to observe the Board Member Code of Conduct, or Swimmer/Family Code of Conduct, or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation. Termination shall be voted by a 2/3 majority of the entire Board of Directors.

**SECTION 9: VOTING**

Regular Members shall have one (1) vote on all matters brought before a vote of the membership. Competitor Members shall have no voting rights.

**SECTION 10: LIABILITY**

No Regular member, director, officer or authorized agent, or representative of OST 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.

## **ARTICLE VIII MEETINGS OF MEMBERS**

### **SECTION 1: MEETINGS**

OST shall hold an Annual Meeting of the Regular Membership for the purpose of electing a Board of Directors, and conducting such other business as may properly come before the meeting. OST may also hold other special meetings of the Membership as may be necessary from time to time to properly conduct the affairs of OST. 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.

### **SECTION 2: VOTING AT MEETINGS**

Only Regular Members present at Regular Members' meeting shall have a right to vote, as there shall be no voting by proxy. A quorum for this meeting shall be a majority of the Regular Members present. Voting may be by voice or ballot, provided that any election of the Board of Directors may be by ballot if demanded by any voting Member before voting begins. The decision of the majority of the Members voting shall be the decision of the club.

## **ARTICLE IX COACHES**

### **SECTION 1: PAID POSITIONS**

The positions of Head Coach, Assistant Coaches and Junior Coaches shall be paid positions.

### **SECTION 2: COACHES CONSIDERED BY THE BOARD**

- The Head Coach is hired by Contract which is presented to and approved by the Board of Directors (see Appendix 3).
- The Head Coach hires all Assistant Coaches and Gator Coaches according to the Head Coach Contract.
- Assistant Coaches must be members of the American Swim Coaches Association or be working towards being members.

### **SECTION 3: SALARIES**

Budget for salaries/compensation for Head Coach shall be determined by the Board of Directors. The Assistant Coaches and Gator Coaches salaries shall be determined by the Head Coach per the Head Coach Contract.

### **SECTION 5: DISMISSAL OF HEAD COACHES**

Unless determined by law, termination may not occur unless preceded by the following:

- A disciplinary warning, provided in writing, is given for the first offense with the understanding of restoring the person to their duties as Head Coach.
- Placement on probation for the second offense with the understanding of restoring the person to their duties as Head Coach. If the above two steps do not restore the person to their coaching duties to neglect on their part, then termination may occur by a majority vote of the Board of Directors. The Board may not randomly terminate without just cause. If the Board or any member(s) of the Board seeks termination without just cause, they must resign. The Board and Head Coach must agree upon “offense.”

## **SECTION 6: REMOVAL OF ASSISTANT COACHES**

Removal, by the Head Coach, may occur if a coach has been determined to fail at his/her duties or has engaged in conduct materially and seriously prejudicial to the interests and purposes of OST.

## **ARTICLE X**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1: EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2: CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two Members of the Board of Directors who have been approved by the Board to perform such tasks.

#### **SECTION 3: DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 4: GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **ARTICLE XI RECORDS**

#### **SECTION 1: MAINTENANCE OF CORPORATE RECORDS**

OST shall keep at its principal office in the State of California::

- Adequate and correct books and records of account

kept by the Treasurer;

- Minutes in written form of the proceedings of its Members, Board and Committees of the Board kept by the Secretary;
- A record of its Members, giving their names and addresses kept by the individual responsible for OST's Computer.

## **ARTICLE XII NONPROFIT ORGANIZATION**

### **SECTION 1: NONPROFIT BASIS**

The Club shall, at all times, be operated on a nonprofit basis for the benefit of its members. No dividends or other interests in the assets of OST shall be paid by OST to its members. No part of the earnings of the Club shall inure to the benefit of, or be distributed to, its Members, Officers, Board, or any other private persons or corporations, except that OST 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: PERMITTED ACTIVITIES**

No part of the activities of OST shall be the carrying on of propaganda or otherwise attempting to influence legislation, and OST 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, OST shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE XIII TERMINATION/ DISSOLUTION**

OST 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 provisions for the payment of all liabilities of OST, make a determination for the further disposition of any additional assets or net worth of OST to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code.



**ARTICLE XIV  
AMENDMENTS**

Amendments of the Bylaws shall be voted upon by the Board of Directors and shall require a two-thirds (2/3) vote of the entire Board of Directors. A vote of all Board Members must be taken either at a meeting or by written proxy. Bylaws shall be available upon request to any OST member.

**CERTIFICATION**

I, the undersigned, certify that I am the presently elected and acting Secretary of the Oakdale Swim Team, a California nonprofit public benefit corporation, and the above bylaws, consisting of 12 pages, are the bylaws of this corporation as adopted by unanimous written consent of the Board of Directors on June 26, 2014.

Date:

Secretary: