

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 31st 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.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1: NUMBER

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, Treasure, Member at Large, and Fundraising Operations, will begin on even numbered years. Vice President, Secretary, Gator Coordinator, 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;

Duties of the Secretary 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.

Duties of Treasure: Custodian of club funds and disbursing officer; responsible for banking funds and keeping accurate records of all monies; responsible for payment of all bills and for keeping record of money paid out and receipts and vouchers to cover each expenditure; shall give a report at each meeting on the condition of the treasury; will work with President to review financial transactions and prepare budget for each upcoming season; chairs the Budget Committee; coordinates timecards for paid employees of OST.

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.

Gator Coordinator: Coordinates/delegates all tasks related to Gator's Recreational league including, but not limited to, advertisement, ordering gear, checking in swimmers at the start of the season, coordinating picture day, parent information night, swim-a-thon, and home meet concessions/volunteerism. Work with coaches and President to establish effective communication with rec. league families and maintain organization of rec. league needs.

Member at Large: Responsible for supporting general team activities and providing reserve strength and aid as needed.

Social Media Coordinator: Helps implement and maintain all social media networking such as (Facebook, Instagram, Snapchat, etc.) also will contact local news paper with event information and swimming highlights. They help with spirit wear and any other fundraising events in conjunction with 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.

All board members are expected to share the duties of all fundraising and volunteer needs as determined by the chairperson(s) of each event.

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

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 31st 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 9 pages, are the bylaws of this corporation as adopted by unanimous written consent of the Board of Directors on June 26, 2014.

Date:

Secretary:

APPENDIX I

BOARD MEMBER CODE OF CONDUCT

As Board Members we commit to each other that we will act in an honest manner with one another and that we will make decisions that are in the best interest of Oakdale Swim Team (OST). These are the core values that we use in the conduct of our meetings.

RESPECT:

We will treat everyone with dignity, by being open to one another and by valuing one another.

We accomplish this through:

- Honoring each other's time by arriving on time, by being prepared, and by remaining present throughout the entire meeting.
- Speaking only when we have something new to add to the discussion and by refraining from side bar conversations.
- Listening respectfully to other people's opinions, thoughts, and feelings, even if we disagree, both verbally and non-verbally (e.g. refraining from eye rolling, sighs, and sarcasm).
- Speaking respectfully to others, both during and outside of meetings (e.g. refraining from shouting, derogatory comments, and interrupting).

INTEGRITY

We will embrace and practice a high standard of personal ethics. We demonstrate this through:

- Maintaining confidentiality on all Board matters.
- Standing behind the decisions of the Board no matter what our personal opinions may be.
- Honoring the deals and principles of our Founders and the Board members who have served before us.

COMMUNICATION

We will create an environment that allows for and encourages an open and honest exchange of ideas, thoughts, and feelings. We accomplish this through:

- Listening actively, openly, and objectively.
- Voicing our opinions in the meeting, rather than later
- Voting honestly based on objective assessment, putting personal interests above the interests of the organization.
- Following the Robert's Rules of Order.

ACCOUNTABILITY

We will be accountable to our members and use the power and responsibility entrusted to us in a wise manner. We demonstrate this through:

- Making decisions that are supported by data and input from key stakeholders.
- Staying strategic in our Board discussions.
- Being fiscally responsible.
- Fulfilling our job and committee duties, and follow up regularly upon delegated duties.

COURAGE

We will accept necessary strategic changes and act on them, even when change is uncomfortable or unpopular. We accomplish this through:

- Focusing on what is right, not on who is right.
- Learning from the past but not being tied to it.

- Caring enough to confront issues and ideas (not people) early and directly.

PARTICIPATION

We will show our support for OST by participating in important events. We accomplish this through:

- Attending and participating in at least 75% of all Board meetings, and providing materials and/or written reports to the Board in the event that we cannot attend.
- Providing advanced notice in the event that we cannot attend a Board meeting or event.
- Actively participating in all fundraising events and activities organized by the board.
- Serving on at least one committee for fundraising events and/or activities.
- Motivating Regular Members to participate in fundraising events and/or activities.

Appendix II

Code of Conduct

The Oakdale Swim Team (OST) has adopted codes of conduct for swimmers and parents. Your conduct in connection with our program reflects on the team as well as the community.

OST Code of Ethics

It is the duty of all members (coaches, parents, swimmers, and Board Members):

- To emphasize the proper ideals of sportsmanship, ethical conduct, and fair play.
- To show respect to visiting teams and officials.
- To establish a sense of community and collaboration between visitors and host.
- To respect the integrity and judgement of swimming officials.
- To achieve a thorough understanding and acceptance of the rules of swimming.
- To encourage leadership, use of initiative, and good judgement by members on the team.
- To recognize that the purpose of swimming (athletics) is to promote the physical, mental, moral, social, and emotional well-being of the individual swimmer, not to win prizes, scholarship, or prestige.
- To remember that a swimming contest is only a contest - not a matter of life or death for any swimmer, coach, official, fan, family, or community.

Coaches Code

OST Coaches are expected to:

- Act in the best interests of all swimmers, instilling skills and values that will improve their swimming abilities. Design practices to help swimmers meet their goals, and provide suggestions and criticisms to help swimmers improve their abilities.
- Make themselves reasonably available to parents and swimmers to discuss progress and concerns when requested.
- Be respectful of parents, swimmers, and board members. This includes not engaging in threatening or abusive behavior or use of foul/inappropriate language when speaking to or about others.
- Encourage parents and swimmers to demonstrate good sportsmanship toward each other as well as toward other teams. Coaches will correct unsportsmanlike behavior as it occurs, and model appropriate behavior.
- To demand a sports environment for my child that is free of drugs, tobacco, alcohol, verbal and/or physical aggression, or any other behavior that may be deemed unsafe or inappropriate around children.
- Treat officials and opponents with respect.
- Coaches will follow all articles of the USA Swimming Code of Conduct.

Parent/Guardian Code

As a parent/guardian, I am expected to:

- Provide a caring, supportive environment for my child so that he/she feels good about his/her interest in swimming. I will ensure my child's attendance at practice and meets.
- Respect coaches and board members. In the event of questions or disagreement, I will schedule a time outside of practice to discuss concerns in private.
- Be kind to coaches, board members, and other families. This includes not engaging in threatening or abusive behavior or use foul language when speaking to or about others.
- I will not coach or instruct the team or any swimmer at a practice or meet, from the stands or any other area. I will not interfere with coaches on the pool deck. I will maintain self-control at all times and know my role.
- Practice and model good sportsmanship. I can accomplish this by congratulating other swimmers for achievements, refraining from bragging or put-downs, and correcting my child if he/she engages in bragging or put-downs. I will encourage my child to be a good sport and be kind to teammates as well as swimmers from other teams.
I will participate in fundraising, and volunteering at meets and other events, as required of the team.
- To treat players, coaches, fans and officials with respect regardless of race, sex, creed, or ability and I will ask my child to do the same.
- To demand a sports environment for my child that is free of drugs, tobacco, alcohol, verbal and/or physical aggression, or any other behavior that may be deemed unsafe or inappropriate around children.
- To respect the property, equipment, and facilities made available for use and will ask my child to do the same.
- I will inform the coach or a OST Board member of any physical disability or ailment that may affect the safety of my child or the safety of others.
- Stroke and Turn Officials, and other Meet Officials will make sanctioned decisions that you may not agree with. It is your responsibility to raise your concern with a Coach or the Board President. You are not permitted to speak with the above officials regarding the official decision.
- I understand and agree to the above terms and conditions of the Oakdale Swim Team in exchange for the privilege of my child(re) to participate in the activities and swimming program of the Oakdale Swim Team. Should I choose to disregard any of these rules, or conduct myself in such a way that brings discredit or discord to OST or USA Swimming, I voluntarily subject myself to disciplinary action that may include verbal warnings, suspensions, banishment from OST activities, or termination of membership with/without cause.

Athlete Code

As an OST Swimmer, I am expected to:

- Respect all OST coaches. I realize that the coaches design practices to meet my goals, and will provide me with suggestions and criticism to improve my skills. I will not take these criticisms negatively, but will make every attempt to implement what my coaches ask of me. I will speak to my coach respectfully, and follow directions given to me.
- Attend practice regularly, and with a positive attitude so that I can meet my goals.
- Encourage and support my teammates, rather than bragging about my own accomplishments, or putting them down.
- Treat teammates, coaches, officials with respect regardless of race, sex, creed, or ability.
- To demand a sports environment that is free of drugs, tobacco, alcohol, verbal and/or physical aggression, or any other activity that is unsafe or inappropriate around children.
- Be respectful to coaches, board members, families, and teammates. This includes not engaging in threatening or abusive behavior or use inappropriate/foul language when speaking to or about others.
- To respect the property, equipment, and facilities made available for use.
- Keep hands, feet, and other objects to myself. Offenses may incur the following consequences: warning, parent conference, meeting with Head Coach and/or President, expulsion.
- Remain out of the office at all times.
- I understand and agree to the above terms and conditions of the Oakdale Swim Team in exchange for the privilege of participating in the activities and swimming program of the Oakdale Swim Team. Should I choose to disregard any of these rules, or conduct myself in such a way that brings discredit or discord to OST or USA Swimming, I voluntarily subject myself to disciplinary action that may include verbal warnings, removal from practice/meet, suspensions, or termination of membership with/without cause.