

Bylaws of Medford Aqua Fins Swim Club, Inc.

ARTICLE 1. NAME AND PURPOSE

Section 1: Name: The name of the corporation is MEDFORD AQUA FINS SWIM CLUB, INC. It shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

Section 2: Purpose: This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: Specific Purpose: The corporation's objective is to promote the sport of competitive swimming in the Medford area as a healthful and fun form of recreation. Ideals of good sportsmanship, honesty, loyalty, courage, teamwork, and respect for authority shall be stressed to the youth.

ARTICLE II. MEMBERSHIP

Section 1. Participant Members (Swimmers): Any person meeting the requirements of MASC shall be eligible to participate but shall have no rights, duties or obligations in the management or in the property of MASC.

Section 2. Regular Members: Any person whose child or ward is a registered swimmer or who pays a membership fee determined by the board shall be a member during that membership year. The membership year for determining membership shall be June 1 to May 31. Regular members shall have voting rights to elect a board of directors and officers at the Annual Meeting.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the membership shall take place between the winter and summer swim seasons. The specific date, time and location of which will be designated by the President. At the annual meeting the members shall elect directors and officers and receive reports on the activities of the corporation.

Section 2. Special Meetings. Special meetings may be called by the President or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting. The petition must outline one or more purposes for which the meeting must be held.

Section 3. Notice of Meetings. Notice of each meeting of the membership will be emailed to each member, not less than two weeks prior to the meeting.

Section 4. Quorum. A quorum for a meeting of the members shall consist of at least ten percent (10)% of the active membership.

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2., Composition and Tenure. The number of Directors shall be fixed from time-to-time by the Directors, but shall consist of no less than three (3) nor more than nine (9) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The membership of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a two-year term.

Section 3. Meetings. Board meetings shall be held monthly or when deemed necessary by the Board of Directors, but at no time more than three (3) months from the previous meeting. Special meetings may be held to suit the requirements of the organization's business and the convenience of the Directors. Meetings of the Board may be called at the request of the President or by any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 4. Quorum. The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5. Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.

Section 6. Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 7. Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 8. Removal. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V. OFFICERS

The officers of this Board shall be President, Vice-President, Secretary, and Treasurer. All officers must have the status of active membership.

Section 1. President. The President shall preside at all meetings of the membership. The President shall maintain active and general management of the business of the Corporation; the President shall ensure that all officers, directors, and hired/contracted employees properly perform duties; and the President shall submit a report to the Membership at the annual meeting that outlines the operations of the programs for the current fiscal year.

Section 2. Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall work with the President on all internal affairs of the corporation and act as the swim meet chair.

Section 3. Secretary. The Secretary shall record all meetings of members, directors, and executive committee. The Secretary's duties include recording all votes and minutes of all proceedings in a file to be kept for that purpose, making arrangements for all meetings of the Board of Directors, Annual Membership Meetings, and Executive Committee, and performing all official correspondence from the Board of Directors as may be prescribed by the President.

Section 4. Treasurer. The duties of the Treasurer include preparation and submittal of an annual budget; presenting a complete and accurate financial report to the Board of Directors, assisting in direct audits of program funds in accordance with generally accepted accounting principles, and maintaining prudent custody of all funds of the corporation, shall withdraw and disburse funds as authorized by the Board of Directors.

Section 5. Election of Officers. The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of

Directors. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Membership. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 6. Removal of Officer. The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies. The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation. The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board appoints all committee chairs.

ARTICLE VII. CORPORATE STAFF

Section 1. Authority. The Board may appoint additional agents, representatives, and employees of the corporation to perform such acts or duties on behalf of the corporation as the Board may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

Section 2. Head Coach. The Board of Directors may hire a Head Coach who shall serve at the will of the Board. The Head Coach will participate in practices and represent the Corporation at CWSC or USA Swim meets. The Head Coach will be a current USA non-athlete member in good standing and provide proof of their completion. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Head Coach or any other personnel. The Head Coach shall be an ad-hoc member of all committees and the board of directors.

The Head Coach may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with

or without cause. Nothing herein shall confer any compensation or other rights on any Head Coach who shall remain a personnel terminable at will.

ARTICLE VIII. INDEMNIFICATION.

Section 1. General. To the full extent authorized under the laws of the State of Wisconsin, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation. The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered

by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws. The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XI. DISSOLUTION

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.