

CONSTITUTION AND BY-LAWS OF TRI-TOWN AQUATIC CLUB

PREAMBLE

We, the members of the Tri-Town Aquatic Club in order to provide and promote the physical, mental and social benefits to be derived from organized swimming instruction and competition do herewith establish this Constitution and bylaws.

BE IT ENACTED as and for Tri-Town Aquatic Club (hereinafter referred to as "the Club") as follows:

Article I. Purpose

- Section 1.** Establish a program of competitive and recreational swimming for youth of the area.
- Section 2.** Maintain a program at a level designed to further the physical, mental, and social development of the participants.
- Section 3.** Encourage the support of area residents so that the program may be provided at minimum cost to the participants.
- Section 4.** Provide this program during the academic year, and when practical during the summer months.

Article II. Board

- Section 1.** Board: The affairs of the Club shall be managed by a Board composed of five elected directors (hereinafter called "the Board").
- Section 2.** Qualifications: Each director shall:
- A. be at the date of, or become within ten (10) days after his election, and thereafter remain throughout his term, a Parent member or Honorary member of the Club who is qualified by the terms of Article IV, Section 1, Part D7 to hold office; and
 - B. be at least eighteen (18) years of age.
- Section 3.** Quorum: A quorum for the transaction of business at meetings of the Board shall be three.
- Section 4.** Voting: Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the President, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the President or requested by any director. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.
- Section 5.** Remuneration of Directors. The directors of the Club shall serve without remuneration.
- Section 6.** Indemnity of Directors. Each person who is or was a director, officer, or employee of the Club (including administrators) shall be indemnified by the Club to the full extent permitted by the Nonprofit Corporation Law of the State of New York against any liability cost or expense incurred in the capacity as director, officer, or employee, or arising out of the status as a director, officer, or employee (including serving at the request of the Club as a director, employee, or agent of another club).
- The Club may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense for each and every director pursuant to the terms of this Constitution in an amount of not less than one million dollars.
- Section 7.** Powers. The directors of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, except as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Club by its charter or otherwise is authorized to exercise and do.

- Section 8. Books and Records.** The directors shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute or law, are regularly and properly kept.
- Section 9. Vacancies.** So long as a quorum of the directors remain in office, a vacancy on the Board may be filled by the directors from among the qualified members of the Club, per Article IV, Section 1, Part D7. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board in a manner set forth herein.
- Section 10. Removal of Directors/Officers.** The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director/officer before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.
- Section 11. Meetings.** Meetings of the Board may be held at any place within or outside the Towns of Elma, Marilla or Wales, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the Vice-President, or any two (2) directors.
- Section 12. Notice.** Subject to the provisions of Article II, Section 14, notice of Board meetings shall be personally delivered, mailed, either electronically or through the postal system, or telephoned to each director not less than two (2) days before the meeting is to take place. In the event of a telephone call by a director, the declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence.
- Section 13. Errors in Notice, Board of Directors.** No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any actions taken or decisions made at such meeting and any director may, at any time, waive notice of any such meeting and may subsequently ratify and approve of any or all actions taken or decisions made thereafter.
- Section 14. Regular Meetings.** The Board may appoint one or more days in each year for regular meetings of the Board at a place and time to be named and no further notice of the meetings need be given. The Board shall hold a meeting within thirty (30) days following the annual meeting of the Club for the purpose of organization and the transaction of any other business.
- Section 15. Officers**
- A. Officers.** There shall be a President, Vice-President, Secretary, Treasurer and Membership Chairperson elected by the Parent members and Honorary members from among their number, and a Past-President (without voting privileges or representation in quorum). The President, Vice-President, Treasurer, Secretary, and Membership Chairperson shall be the directors of the Club. The Board may appoint such other persons as it deems necessary to assist in the performance of the duties of the Club.
 - B. Election of Officers.** The Club shall follow procedures found in Article II, Section 16.
 - C. President.** The President shall, when present, preside at all meetings of the members of the Club and the Board. The President shall also be the executive charged with the general management and supervision of the affairs and operations of the Club. He shall be responsible for coordinating attendance at all regional meetings.
 - D. Vice-President.** During the absence or inability of the President, the duties and powers of the President may be exercised by the Vice-President, and if the Vice-President, or such other officer as the board may from time to time appoint for that purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. He shall perform such other duties as may from time to time be determined by the Board.

- E. Secretary. The Secretary shall be ex officio clerk of the Board. He shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Club which he shall deliver to the general membership only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. He shall perform such other duties as may from time to time be determined by the Board. The Secretary shall keep an accurate file of Club membership in conjunction with the Membership Chairperson.
- F. Treasurer. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board. He shall disburse the funds of the Club under the direction of the Board, taking proper vouchers therefore. He shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Club. He shall submit statements of revenue and expenditure to the Board and to the general membership yearly. He shall invoice Parent membership all monies owed the Club from time to time. He shall be responsible, along with the President for access to the post office box utilized by the Club. He shall also perform such other duties as may from time to time be determined by the Board.
- G. Membership Chairperson. The Membership Chairperson shall distribute and collect all registration and insurance forms and fees. All fees are to be turned over to the Club Treasurer with an itemized list of the member's payments. He shall maintain a master list of all Club members, which is to include swimmers' name, parents' names, address, phone number, birth date, and age and keep an updated list available for the board and coaches. He shall make sure the Club Board members and coaches are registered with U.S. Swimming each year. He shall relate all Club information to new members and distribute handouts. He shall be responsible for other duties as determined by the Board of Directors.

Section 16. Election of Board

- A. Elected. Subject to the provisions prescribed by the Club by-laws, directors shall be elected by all members entitled to vote.
- B. Elections. At each annual meeting, five directors shall be elected for terms of one (1) year by and from among the members eligible to vote and to hold office.
- C. Nominations. Candidates for the office of director shall include:
 - 1. the slate of candidates for office proposed by any Nominating committee, and
 - 2. any person whose name is put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of directors is held.
- D. Election Method:
 - 1. Where the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices.
 - 2. Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by show of hands unless a poll be demanded by a member entitled to vote at the meeting in which case election shall be by secret ballot.
 - 3. Forms: The Board may prescribe the form of any nomination paper and the form of any ballot.

Article III. Employees

- Section 1.** The Club may appoint or hire a head coach and such other staff as the Board may determine whose duties will be prescribed by the Board.
- Section 2.** An annual performance review of the head coach will be completed by the Board in executive session within thirty (30) days of April 1st. This review will be shared with the head coach for purpose of improvement and, if necessary, retention.

Article IV. Members

Section 1. Memberships

- A.** Membership in the Club shall consist of such persons as are admitted by the Board.
- B. Classes.** There shall be three classes of membership in the Club:
- 1.** Athletic members;
 - 2.** Parent members; and
 - 3.** Honorary member.
- C. Applications.** Unless otherwise determined by the Board, and subject to Article IV, Section 1, Part D4 and D10, applicants for membership in the Club shall be admitted as members upon payment of the prescribed fees.
- D. Level 1 Memberships**
- 1.** "Athletic Membership" in the Club is open to boys and girls who are U.S.A. Swimming registered swimmers and must comply with U.S.A. Swimming competition rules when participating in meets. Athletic membership shall terminate unless all fees are paid and registration completed for the current year in accordance with the Club requirements.
 - 2.** "Parent Membership" is open to persons in loco parentis to athletic members. Parent membership shall terminate unless all fees are paid and registrations completed for the current year, in accordance with the Club requirements.
 - 3.** "Honorary Membership" without fees may be awarded by a majority vote of the Parent members at a general meeting of the members upon the recommendation of the Board of Directors.
 - 4.** All Athletic Memberships are subject to the availability of sufficient pool space and coaching, as determined from time to time by the Head Coach and approved by a majority vote of the Board.
 - 5.** Role of the Parent Membership:
 - a.** support the aims and objectives of the Club as outlined in the articles;
 - b.** cooperate with the coaching staff by:
 - i.** ensuring that their swimmer attends all practices and meets punctually and regularly, and
 - ii.** ensuring that their competitive swimmer attends all designated meets and Club functions, and
 - iii.** ensuring that their swimmer follows correct habits of diet and rest; and
 - iv.** giving the swimmer positive encouragement and reinforcing the coach's philosophy
 - c.** participating in designated fundraising activities of the Club and assisting with all other activities of the Club by providing transportation, refreshments and other assistance (*e.g., timing*) as may be required from time to time and by taking an active officiating role at all competitions in which the Club is involved; and
 - d.** checking pool bulletin board for information regarding meetings and other pertinent activity information.

6. Voting Classes. No person who is not an Honorary or Parent member shall be entitled to vote in any proceedings of the Club.
7. Holding Office. No person who is not an Honorary or Parent member shall be qualified to hold office in the Club as a director.
8. Revocation of Membership. Any member may be expelled from the Club for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.
9. Termination of Membership. A membership in the Club automatically terminates upon the happening of any of the following events:
 - a. if the person, in writing, resigns as a member of the Club;
 - b. if the member dies;
 - c. if a person is expelled from the Club pursuant to Article IV, Section 1, Part D8; or
 - d. if an assessment under the authority of Article IV, Section 1, Part D10 remains unpaid for more than fourteen (14) days after notice of the assessment has been given to the member.
 - i. Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of Article IV, Section 1, Part D8.
 - ii. Any membership may be suspended or terminated by a majority of the Board upon notice for cause at any time, subject to a right to appeal to a general meeting by the member concerned, provided notice of such appeal is given to the Club Secretary within fourteen (14) days of such suspension. In the event of an appeal, a general meeting shall be called within fourteen (14) days in the manner prescribed by the Club by-laws.
10. Membership Fees. Membership fees, assessments and similar obligations (*e.g., meet charges, etc.*) may only be levied if authorized by a majority of the Board of Directors and are payable in accordance with Club policy.
 - a. Notice of an assessment shall be done first via email as a reminder for payment. A telephone call will then be placed one week after payment was due. If payment is more than two weeks delinquent, an invoice will be mailed and the swimmer will no longer be able to participate in practices. In the instance of delinquent meet fees, the swimmer will not be allowed to participate in future meets until the account is current. Provided, however, that no assessments may be levied against any Honorary Member.
 - b. The Board of Directors may, in its sole discretion, waive any or all fees payable by, and may expend monies by way of compensation for expenses incurred in support of, any member or members for reason of financial difficulties or such other reasons as the Board may consider relevant in the circumstances.
11. Non-Liability of Members. Members shall not, as such, be held answerable or responsible for any act, default, omission, obligation, or liability of the Club or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Club.

Article V. Procedures

Section 1. Annual Meeting.

- The annual meeting of the members shall be held within thirty (30) days of April 1st each year within the Tri-Town radius, at a time, place, and date determined by the Board, for the purpose of:

- a. hearing and receiving the reports and statements required by the Club by-laws to be read at and laid before the Club at an annual meeting; and
- b. electing such directors and officers as are to be elected at such annual meeting; and
- c. the transaction of any other business properly brought before the meeting.

Section 2. General Meeting.

- The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which shall be specified in the notice calling the meeting. A general meeting of members may also be called by the members as prescribed below.

Section 3. Notice of Meeting.

- Notice of time, place and date of meetings of members shall be given at least ten (10) calendar days before the date of the meeting to each voting member via notice on the bulletin board and website as set forth in Article VI, Section 5 of these by-laws and by posting information on the pool bulletin board.

Section 4. Quorum.

- Three (3) general members present in person constitute a quorum at a meeting of members called by the Board, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

Section 5. Voting by Members.

- Unless otherwise required by the provisions of the by-laws of the Club, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote and present at the meeting in which a quorum exists. In the case of a tie vote, the Chairman presiding at the meeting has a second or casting vote.
 1. Show of Hands. At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Club or unless a poll is required by the Chairman or requested by any member entitled to vote. A member entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairman that a resolution has been requested, a declaration by that Chairman that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Club is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.
 2. Chairman. In the absence of the President or the Vice-President, the members entitled to vote who are present at any meeting of members shall choose another director as Chairman, and if no director is present, the members present shall choose one of their number to be Chairman.
 3. Polls. If at any meeting a poll is requested, it shall be taken in the manner and at the time as the Chairman directs.

Article VI. Executive Documents & Financial Statements

Section 1. Execution of Documents

- A. Checks, drafts, notes, etc. All checks, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two of the President, Vice-President, Secretary, Treasurer and Membership Director.
- B. Execution of Documents. Documents requiring execution by the Club may be signed by the President or Vice-President, and the Secretary or the Treasurer or the Membership Chairperson, and all documents, so signed are binding upon the Club without any further authorization or formality. The Board may from time to time appoint any officer or officers

or any person or persons on behalf of the Club, either to sign documents generally or to sign specific documents.

- C. Books and Records. The Board shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute are regularly and properly kept.

Section 2. Banking Arrangements

- A. The Treasurer is authorized to transact the banking business of the Club, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has selected at the annual meeting as the Club's bank, and has unless otherwise restricted, the power to:
1. Operate the Club's accounts with the bank;
 2. accept, lodge, or deposit any of the checks, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money the Club receives;
 3. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 4. authorize any officer of the bank to do any act or perform any service on the Club's behalf to facilitate the banking business.

Section 3. Borrowing by the Corporation

- A. Subject to the limitations set out in the by-laws, the Board may
1. borrow money on the credit of the Club;
 2. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or obligation of the Club.

Section 4. Finance - The financial year of the Club shall be from July 1 to June 30 of the following year.

Section 5. Notice

- A. Computation of Time. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days; notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.
1. "Day" shall mean calendar day.
 2. Omissions and Errors. The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member of the Club or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director or member of the Club may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.
 3. Notice. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the by-laws or otherwise to a member, director or officer shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to be given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

Section 6. Amendments

- A. Proposal. An amendment may be proposed by any voting member of the Club. An amendment shall be submitted to the voting membership upon:

1. Recommendation by the Board of Directors.
 2. A voting member following procedure in Article IV, Section III.
- B. Notification.** An amendment shall not be eligible for vote that has not been published and posted at least ten (10) calendar days prior to the vote.
- C. Approval.** An amendment shall be approved by majority vote at a regular or special meeting of the voting membership.

Section 7. Dissolution

- In the event the Club dissolves or terminates after payment of any outstanding liabilities all remaining assets are to be donated to the United States Olympic Team.

Section 8. Interpretation

- In this by-law and all other by-laws and resolutions of the Club unless the context otherwise requires:
 1. the singular includes the plural;
 2. the masculine gender includes the feminine;
 3. "Board" means the board of directors of the Club;
 4. "Club" means Tri-Town Aquatic Club;
 5. "documents" includes deeds, mortgages, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, bonds, debentures, or other securities and all paper writings.
 6. "Past President" means the person whose term of office as President has most recently expired and who is willing to serve as such and if no such person is available then the Board may appoint an "Acting Past President" from amongst the qualified member of the Club. This person serves one year on the Board without voting privileges or representation in the quorum.

Article VII. Amendment of Bylaws

Section 1. This Constitution and By-Laws shall come into force without further formality upon its enactment.

Section 2. Enacted as the By-Laws and Constitution by the directors of the Club at a meeting duly called and regularly held and at which a quorum was present on the 27th day of June, 2011.

President

Secretary

Vice-President

Treasurer

Membership Chairperson