

## **Article 1 - Name and Office**

**Section 1.** The name of the organization shall be "Feather River Aquatic Club" hereinafter referred to as the "Club" which is incorporated in the State of California.

**Section 2.** The Main office is at P.O. Box 246, Yuba City, California, 95992. The directors may change the location of the principal office at any time. Any change of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

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## **Article 2 - Purposes and Objectives**

**Section 1.** Non-profit Corporation.

This Corporation is a non-profit public corporation and is not organized for the private gain of any person.

**Section 2.** Tax-exempt Status.

This corporation is organized exclusively for charitable and educational purposes and for the purpose of fostering national amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

- (a.) a corporation exempt from federal income tax under Section 501 (c)(3) of the IRS Code of 1954 or the corresponding provision of any future United States internal revenue law or,
- (b.) A corporation, contributions to which are deductible under Section 170 (c) (2) of the IRS Code of 1954 or the corresponding provision of any future United States internal revenue law.

**Section 3.** The purpose of the Club shall include the following:

- (a.) To provide an opportunity for all children eligible for membership to engage in a wholesome lifesaving, lifetime sport.
- (b.) To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits.
- (c.) To provide opportunities for social, emotional and educational development and to encourage peer and family participation, and
- (d.) To promote the involvement in age group programs and provide an opportunity for members to compete in organized swimming competitions.
- (e.) The Aquatics Program will be consistent with the objectives of USA Swimming, Organization.

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### **Article 3 - Nonpartisan Activities**

This corporation has been formed under the California Non-profit Public Benefit Corporation Law for the public purposes described above and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on the behalf of any candidate for public office or for or against any causes or measure being submitted to the people for a vote.

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### **Article 4 - Dedication of Assets**

The properties and assets of this non-profit corporation are irrevocable dedicated to charitable purposes. No part of the net earning, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501 (c)(3). That organization shall be Sierra Nevada Swimming, if it qualifies as a distribute under this Article.

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### **Article 5 - Membership**

#### **Section 1.**

- (a.) The members of this club shall be composed of amateur competitive swimmers who participate in swimming activities conducted by the corporation upon payment of dues.
- (b.) The parents or legal guardians of and living with minor children who participate in amateur competitive swimming conducted by the corporation.
- (c.) Emancipated persons who participate in amateur competition swimming activities conducted by the corporation.
- (d.) No person may hold more than one membership. There shall only be one vote per household for voting members. Such vote shall only be exercised by an adult and in the event such adults fail to agree how such vote should be cast, then the vote shall be disallowed.
- (e.) Members shall pay such fees and dues as may from time to time be set by the Board of Directors.

**Section 2.** Each member must pay, as determined by and within the time and on the conditions set by the board of directors, an initiation fee, if any, monthly and annual dues to be determined and in amounts to be set from time to time by the board of directors.

**Section 3.** Causes of termination.

The membership of a member shall terminate upon occurrence of any of the following:

- (a.) Resignation of the member
- (b.) The failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors
- (c.) The determination by the board of directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation

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## **Article 6 - Dues, Fees, Assessments and Participation**

**Section 1.** Fiscal Year - The fiscal year of the Club shall be from January 1 to The following December 31.

**Section 2.** Dues - Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the Club.

- (a.) Member Dues - Dues for the members shall be assessed monthly.
- (b.) Guest Member Dues - Dues for guest members shall be for the period authorized.
- (c.) Amount - The amount of dues per family shall be computed on the basis of a schedule set by the Board which shall take into account the number of family children swimming on sponsored teams.
- (d.) Payment - The Board of Directors shall be responsible for establishing the monthly payment schedule for dues and the appropriate policies governing payment of said dues.
- (e.) Change in Swimmer's Team Level - In the event that level assignment of a member's child is changed during the year, the resulting change in dues shall be computed on a pro rata basis per month. Extra dues shall be payable immediately.
- (f.) Annual Family Dues - The amount of family dues shall be set by the Board and assessed on an annual basis at the beginning of the fiscal year.
- (g.) Part Year Family Dues - Family Dues for members joining after September 1, shall be for the remaining of the fiscal year, and the following year, through December 31.

**Section 3.** Participation - A quality program as conducted by the Club requires the active participation of all members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, and in other activities. Membership carries with it the obligation to participate in these activities to the extent and in

accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all members.

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## **Article 7 - Meetings of Members**

### **Section 1. Annual Meeting**

(a.) Time and place - The annual meeting of the Club shall be held during the month of September at such a place and reasonable time as the Board may designate.

### **Section 2. Semi-Annual Meetings**

(a.) Time and place - Semi Annual meeting shall be held during the spring at such reasonable times and places as the Board shall designate. Meetings in the spring shall be held for the purpose of presenting plans for the coming year, approval of the budget and general business.

### **Section 3. Special Meetings**

(a.) Call - Special meetings of the Club shall be held upon the call of the President, Vice-President or the Board.

(b.) Time and Place - Special meetings of the Club shall be held preferably in the evenings, at such reasonable time and place as the Board may designate.

(c.) Purpose - The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

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## **Article 8- Organization**

### **Section 1. Board of Directors**

The Board of Directors of the organization shall consist of President, Vice President, Secretary, Treasurer, and five directors, who will be elected by membership. These directors shall include, Meet Director, Registrar, Fund-Raising, Public Relations, and Safety, plus the most recent past president, not currently a Director, who shall be a non-voting member of the Board, and whose service shall not be considered as a service as a Director. A director shall attend all Board of Director's meetings and participate in determining the policies and rules of the Club.

### **Section 2. Terms**

The Board of Directors shall hold a term of office for two years. There will not be more than one-half of the Board of Directors positions due for re-election each year.

### **Section 3. Election of Directors**

**(a) Nomination** - The nominating committee shall consist of a chairman and (4) members appointed by the president not less than ten (10) days before delivery of the notices of the annual meeting of members. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination. Consideration shall be given to maintaining reasonable balanced representation of all sponsored teams and swimming locations on the Board.

**(b) Notice** - The report of the nominating committee shall be distributed to members with the notice of the annual meeting and shall include the names of the nominating committee.

**(c) Nomination** - The candidates selected by the nominating committee shall be placed into nomination automatically. Nomination of additional candidates from the floor shall require three seconds.

**(d) Elections** - Balloting shall be by secret ballot with each member voting for the same number of different nominees as there are vacancies, on one ballot. The Secretary shall act as teller. The nominees receiving the greatest number of votes shall be declared elected and shall assume office at the beginning of the next fiscal year, unless elected to fill an unexpired term, in which case they shall assume office immediately.

**(e) Vacancies** - Should a vacancy occur on the Board for reasons other than normal expiration of term, the President shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume temporarily the duties of Director until the next annual meeting. The notice for such meeting shall include the nomination for the unexpired term, and the election shall be conducted in accordance with Article 8, section 3 (d), except that balloting shall be separately for each unexpired term.

### **Section 4. Removal of Directors from Office**

**(a.) Recall by Membership** - Any Director may be removed from office, with or without cause, at any annual or special meeting of members, which stated in its notice that such action was contemplated, by majority vote of the members present.

**(b.) Removal by Board Action** - A Director missing three (3) consecutive meetings of the Board may be removed from office by majority vote of all the other Board members.

**(c.) Automatic Removal** - A Director whose membership is terminated in accordance with Article 5, Section 3, shall automatically be removed from the office.

### **Section 5. Meeting of the Board**

**(a.) Time of Meeting** - Meetings of the Board shall be held immediately after the annual meeting, at times set by resolution of the Board, or a call of either the President or the majority of Directors.

**(b.) Notice** - Seven (7) days notice shall be given all Directors of meetings called by the

President or by the majority of Directors.

(c.) Waiver of Notice - Required notice shall be waived if all absent Directors sign the minutes of the meeting or a separate waiver of notice which shall become part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.

(d.) Open Meetings - All meetings of the Board shall be open to any member, and notice of meetings shall be distributed at each location where the team practices if time permits, except that executive sessions shall be permitted for the purpose of contract negotiations and for administering the financial fund.

(e.) Quorum - A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until such quorum shall have been attained.

### **Section 6. Powers of the Board**

The Board shall regulate and supervise the management and operation of the Club. It shall attend to all internal affairs of the Club, shall make such arrangements for carrying on the business as it deems best. In addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Corporation and to all such lawful acts and things as are not by statute or by the charter or by these bylaws required to be done or exercised by the members. The control of the Board over these affairs of the Club shall be subject to any action from time to time taken by vote of the members of the Club. The Board shall be responsible for the hiring, contracting of coaches of the Club.

**Section 7. Powers and Duties of Directors Elect** - In the interim, between the annual meeting and the beginning of the next fiscal year, Directors who will be in office during the coming fiscal year shall have the following powers and duties as a "Board of Directors Elect":

(a.) Preparation of a budget - for presentation to the membership at the end of the fiscal year.

(b.) Organization and Planning of Committees - as deemed necessary.

(c.) Participation - with voice but not vote unless already a Director at any meeting of the current Board.

**Section 8.** The swim coaches shall have the responsibility of training and coaching the team. All coaching policies shall be established for the best interest of all members and the team as a whole. USA Swimming, Org. standards and codes shall be followed in practice and at swim meets. The head coach or his qualified appointee shall be present at all meets scheduled.

**Section 9.** The coach (es) shall be responsible for maintaining normal discipline and be the final authority in all workouts and meets. Any suspension should be at the discretion of the coach with the swimmers and/or parents of paid members' right of appeal to the Board of Directors.

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## **Article 9 - Officers**

### **Section 1. Selection**

(a.) Terms - The term of office of all officers shall be until their successors are elected and take office (usually two year terms). Officers may succeed themselves provided their term as Director has not expired.

(b.) Vacancies - Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board.

### **Section 2. Powers and Duties of the President - The president shall:**

(a.) Preside at all meetings of members of the Board, have general and active management of the business of the Club, and see that all orders and resolutions of the Board are carried into effect.

(b.) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees except for the nominating committee.

(c.) Perform other duties as the Board may direct.

### **Section 3. Powers and Duties of the Vice-President - The Vice-President shall:**

(a.) IN the absence of the President, or in case of his failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.

(b.) Perform other duties as the Board may direct.

### **Section 4. Powers and Duties of the Secretary - The Secretary shall:**

(a.) Have charge of the records of the Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all time to the direction and control of the Board.

(b.) Record and keep in a separate book, the minutes of all meetings of members.

(c.) Record and keep in a separate book, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.

(d.) Keep a separate book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.

(e.) Maintain a current list of members with addresses, and prior to any meeting of members, with the assistance of the Registrar update this list in accordance with Article 5, Section 3.

(f.) Conduct the general correspondence of the Club.

(g.) Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

### **Section 5. Powers and Duties of the Treasurer - The Treasurer shall:**

(a.) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the Club in such depositories

as the Board may direct.

- (b.) Disburse the funds of the Club as may be ordered by the Board, taking proper vouchers for such disbursements.
- (c.) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of the Club, and at the annual meeting of members present a like report for the preceding year.
- (d.) Serve as ex-officio member of all standing and special committees that have control over any funds of the Club.
- (e.) Prepare an annual audit of the books, by a qualified individual or individual other than the Treasurer and approved by the Board for the calendar year to be completed by March of each year. The audit shall encompass all assets of the Club, or under its control. The written report of the audit shall be prepared in time to be presented to the Board at the April meeting.
- (f.) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.

**Section 6.** Powers and Duties of the Registrar - The Registrar shall:

- (a.) Keep accurate and full records of all swimmers associated with FRAC, including names, addresses, telephone numbers, date of birth, e-mail address, contact person, health insurance information, receipt of annual membership packets, USA swimming registration and Masters swimming registration.
- (b.) Produce monthly attendance sheets for coaches and treasurer to track swimmer attendance and receipt of dues.
- (c.) Keep records of all annual dues received of members.
- (d.) Produce for board upon its request, a statement of all current swimmers information.
- (e.) Beginning in November of each year, annual re-registration of swimmers for USA and Masters swimming.
- (f.) Register FRAC, with Sierra Nevada Swimming and the Masters team with Pacific Masters swimming in November for the upcoming swim year.