

# BYLAWS OF THE HAVASU STINGRAY'S SWIM TEAM, INC. (HSST)

Adopted October 1, 1999  
Amended December 13, 2022

## ARTICLE I NAME

- SECTION 1. The name of the organization shall be the "HAVASU STINGRAY'S SWIM TEAM, INC." hereinafter referred to as the "TEAM."
- SECTION 2. The mailing address of the Club shall be:  
100 Park Avenue  
Lake Havasu City, AZ 86403
- SECTION 3. The fiscal year of the Team shall commence on the first day of January each year and terminate on the 31<sup>st</sup> day of December of the following year.

## ARTICLE II MEMBERSHIP

- SECTION 1. There shall be two classes of membership in the Team: (1) Members and (2) Member Athletes. Members shall be defined as the parents or legal guardians of Member Athletes. Member Athletes shall be those swimmers who are members of the Team from time to time.
- SECTION 2. The membership shall be open to any USA Swimming registered swimmer.
- SECTION 3. The membership shall also be contingent upon payment of such annual registration fees and monthly membership dues as the Board of Directors may from time to time determine.

## ARTICLE III PURPOSES AND POWERS

- SECTION 1. The mission of the Havasu Stingray's Swim Team, Inc is: To provide an atmosphere that helps swimmers develop life-long friendships, strong character traits, technical skills and the realization of their potential as a competitive swimmer.

- SECTION 2. The purpose of the Team shall include the following:
- A. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation;
  - B. To provide an opportunity for athletes to pursue victory with honor while developing courage, leadership, and confidence;
  - C. To encourage a healthy lifestyle through proper conditioning, healthy habits, and physical fitness; and...
  - D. To encourage the development of accountability, integrity, and resiliency of competitive swimmers.

- SECTION 3. The powers of the Team shall include the following:
- A. The participation in and conduction of such meets and competitions as the Head Coach and Board of Directors shall determine from time to time to be in the best interests of the Team;
  - B. The publication and distribution of programs, newsletter and other publications designed to promote the activities and affairs of the Team;
  - C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
  - D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the Team;
  - E. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Team;
  - F. 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 the Team;
  - G. 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 Team and conduct its' affairs.

ARTICLE IV  
RIGHTS AND LIABILITIES  
OF MEMBERS

- SECTION 1. No director, officer, member, or authorized agent, or representative of the Team shall be liable or responsible for any debts or liabilities of the Team, or liable to the Team except to the extent of their unpaid

portion of membership dues and entry fees. Any and all revolving liabilities shall be extinguished monthly.

SECTION 2. Members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both parents or legal guardians of a Member Athlete are Members, then such parents or legal guardians shall only have one (1) vote between them. Member Athletes shall have no voting rights.

SECTION 3. The Board of Directors shall have the ability to vote, approve, and conduct business via electronic media.

ARTICLE V  
MEETINGS OF MEMBERS

SECTION 1. The Team shall hold a meeting of the membership annually at any time within the year for the purpose of reviewing the activities and financial affairs of the Team, electing a Board of Directors, and conducting such other business as may properly come before the meeting. The Team may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Team. Such special meetings may be called by the Board of Directors or upon written request of at least ten percent (10%) of the Members.

SECTION 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) days before said meeting.

SECTION 3. At any meeting of membership attendance in person of at least fifteen percent (15%) of the Members shall constitute a quorum. Only Members present at the meeting, in-person or electronically, shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the bylaws, the decision of a majority of the members voting shall be the decision of the Team.

ARTICLE VI  
BOARD OF DIRECTORS

SECTION 1. A board of seven (7) Directors shall be elected by and from the Members of the Team. The eighth (8<sup>th</sup>) board position is a non-elected position for the Head Coach.

The term of each elected Director shall be two (2) years, or until his/her successor is elected and qualified, with three (3) Directors (President, Secretary, and Meet Director) being elected in the odd years and four (4) Directors (Vice President, Treasurer, Engagement Director, and Membership Director) being elected in the even years. All Board of Director positions are limited to two (2) full elected terms in any one position. In the case of an unfilled position and/or lack of qualified candidates, the Board of Directors may vote to extend the term. Any vacancy on the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the next election period. Candidates for the Board must be members in good standing and shall exclude employees or their spouses of the Havasu Stingray's Swim Team, Inc, with the exception of the Head Coach. Each family shall be limited to one adult voting member on the Board at any time. Non-elected, non-voting board members are welcome to help bridge relationships within the team and community in order to succeed with approved initiatives.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any team or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Team and the publication of whatever data the Directors deem essential to the benefit of the Team. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Team. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Team, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Team. However, the Board of Directors may not exercise any powers relating to entering into a contract or agreement for the purchase or sale of real estate. Such matters may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of the Team as permitted by law, subject to the provisions of the Articles of Incorporation and these bylaws.

SECTION 3. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Team.

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Such committees may be composed of both Directors and Members.

SECTION 4. The President shall perform all duties incumbent upon the Treasurer during their absence or disability and shall preside at all meetings of the membership and of the Board of Directors. Shall perform such other duties as determined by the Board of Directors, including liaison with business partners, manage contracts and agreements, the counsel of coaches/board members/membership, delegate authority and responsibility, filling vacancy, and shall perform and discharge such other duties as generally devolved upon a chief executive officer. The President will vote only when there is a need for a tie breaker or a quorum.

SECTION 5. The Vice President shall perform all duties incumbent upon the President or Secretary during their absence or disability. Shall perform such other duties as the processing of volunteers and contractors, ensure compliance, advertisement, community awareness, team apparel, and team pictures. The Vice President is an elected, voting position.

SECTION 6. The Secretary shall keep a true and complete record of the proceedings from all meetings and organize digitally, shall file and take charge of all papers and documents (electronic and hard copies) belonging to the Team, shall keep a list of members entitled to vote and make them available for inspection by members, post all Board meetings (3 days in advance) and Member meetings (10 days in advance). Posted minutes shall be limited to one year. The Secretary is an elected, voting position.

SECTION 7. The Treasurer shall have the custody and care of the financial records for the Team, keep correct and complete records showing accurately at all times the financial condition of the Team and supply to the Board, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Team, shall maintain a bank account in the name of the Team, present a statement of the financial condition of the Team, and shall perform other such duties to include, budgets, taxes, bill paying, receipts, scholarships, collecting fees and dues (Membership Director with collections). The Treasurer is an elected, voting position.

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- SECTION 8. The Meet Director shall perform duties to include working with the Head Coach to establish a competitive swim meet schedule and assists with away meets when asked. Shall manage all aspects of home meets to include, but not limited to, pool reservations, fliers, entries, programs, officials, volunteers, hospitality, equipment setup, announcer, results, etc. The Meet Director is an elected, voting position.
- SECTION 9. The Engagement Director shall manage and/or perform all activities that relate to raising monies for the Team and engagement with Members, community and business partners. Duties to include the coordination and management of all activities and events approved by the Board of Directors to include annual banquets, social gatherings, and fundraisers. Works with the Board of Directors to ensure fiscal responsibility. The Engagement Director is an elected, voting position.
- SECTION 10. The Membership Director shall maintain accurate membership information (electronic and hard copies), manage Team and USA Swimming registrations to include education, processing, discounts, collections, and roster. Shall keep correct and complete Team membership records at all times and supply to the Board. The Membership Director is an elected, voting position.
- SECTION 11. The Head Coach will perform all coaching duties required to build a successful, quality swim program in accordance with the coach agreement. Head Coach will be responsible for maintaining team records and information, ensuring adequate coaching and volunteer coverage, member communications, fostering relationships, designs workouts and dryland activities, and analyzing swimmers' performances. Head Coach is a non-elected voting position, with the exclusion of voting on any matters pertaining to the Head Coach position.
- SECTION 12. In case of the absence of any officer of the Team, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.
- SECTION 13. The presence of at least four (4) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may
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otherwise be provided in the Articles of Incorporation or these bylaws, the decision of a majority of the Directors present at any meeting shall be the decision of the Team.

SECTION 14. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

SECTION 15. The Board of Directors shall have the authority to terminate any Board position, including Head Coach, upon unanimous vote, excluding said member.

#### ARTICLE VII INDEMNIFICATION OF DIRECTORS

SECTION 1. The Team shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director or contractor of the Team against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such person in connection with the defense of such action, suit or proceeding. The Team may also reimburse to any such Director or contractor the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular members that it was to be in the interests of the Team that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or contractor may be entitled apart from the provision of these bylaws.

#### ARTICLE VIII CONTRACTS, CHECKS, NOTES, ETC.

SECTION 1. The President of the Team shall unless otherwise directed by the Board of Directors, sign all contracts and agreements authorized by the Board of Directors. All checks and drafts issued by the Team shall be signed by the President, Treasurer, or such other

person as may be from time to time so authorized by the Board of Directors.

ARTICLE IX  
NON-PROFIT ORGANIZATION

SECTION 1. The Team shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Team shall be paid by the Team to its members. No part of the earnings of the Team shall insure to the benefit of, or be distributed to, its members, officer, Directors, or any other private persons or corporations, except that the Team 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. No substantial part of the activities of this Team shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Team 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, the Team shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE X  
TERMINATION AND DISSOLUTION

SECTION 1. The Team 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 provision for the payment of all liabilities of the Team, make a determination for the further disposition of any additional assets or net worth of the Team.

ARTICLE XI  
AMENDMENT OF BYLAWS

SECTION 1. The power to make, alter, amend, or repeal these bylaws is vested in the Board of Directors and shall be reviewed for amendment annually. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be




necessary to effect alteration, amendment, or repeal of the Code of Bylaws.

Revised this 15th day of November, 2022 by the Board of Directors of the HAVASU STINGRAY'S SWIM TEAM, Inc.

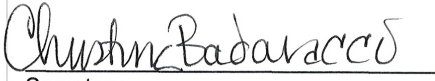
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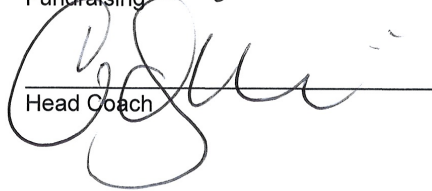
  
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President

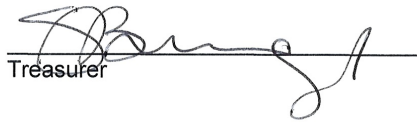
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Vice President

  
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Fundraising

  
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Secretary

  
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Head Coach

  
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Treasurer