

FIRST AMENDED AND RESTATED BYLAWS
OF
THE FONTANA AQUATICS CLUB
(A California Public Benefit Nonprofit Corporation)

These First Amended and Restated Bylaws of the Fontana Aquatics Club were approved at the annual meeting on July 10, 2021.

ARTICLE 1
THE CORPORATION

- 1.1 The name of the Corporation is the Fontana Aquatics Club.
- 1.2 The Corporation was incorporated on February 14, 2006 with the California Secretary of State. The Fontana Aquatics Club has been a public benefit organization since on or about 1959. The purpose of this nonprofit Corporation, which abides by the USA Swimming standards, rules, regulations, policies and procedures is to promote recreation and education in the community through an amateur youth athletic swim team based at the Fontana Park Aquatic Center located at 15610 Summit Ave, Fontana, CA 92336 or as determined by the Board.
- 1.3 To facilitate the Corporation's amateur youth athletic swim team, the Corporation will strive to create a framework for its youth swim Members to reach the highest level of ability desired by a Member swimmer. This framework may include, but is not limited to, providing a variety of instructional levels designed around the youth swim Member's age, abilities, and goals.
- 1.4 The Corporation and its coaching staff will also focus on building a competitive swim team, based on a philosophy that encourages family and community values that favor inclusion and personal development for all active Members, and maintain a high quality, personalized approach to coaching youth Member swimmers at all levels. All youth Member swimmers shall be made to feel welcome to practice and participate as active swimming members of the Corporation.
- 1.5 The Corporation's net earnings may not inure to the benefit of any person having a personal and private interest in its activities.

ARTICLE 2
GOVERNANCE

- 2.1 The Corporation shall be managed by a Board of Directors of not less than three (3) and not more than seven (7) until these bylaws are amended. Additionally, the Corporation will have four (4) officers. The officers of the Corporation shall be a president, vice-president, secretary, and treasurer. Each officer and each director shall be an adult Member in good

standing in the Corporation, as set forth in Section 3.7. The Board, at its discretion, may include others in a non-voting, advisory capacity, such as a legal advisor.

2.1.1 The president may serve as the Chair of the Board of Directors, shall preside at all meetings of the Board, shall perform duties as customarily pertain to the office of President and those duties assigned by the Board, and shall preside over all meetings of the Membership. The President shall review the annual audit provided in Article 2, Section 6. Upon completion of the term of service, the president shall serve as a non-voting member of the Board for a period of one year. This role shall not preclude being elected to said Board as a regular member as provided in Article 3.

2.1.2 The vice-president shall have and exercise all the powers, authority, and duties of the president during instances of the president's absence or inability to act. The vice-president shall also act as assistant to the president and perform such other functions as directed by the Board.

2.1.3 The treasurer (also known as the Chief Financial Officer) shall have custody, held in the name of the Corporation, of all funds, securities, valuable papers, and other intangible assets of the Corporation. The treasurer shall provide and maintain full and complete records of all income and expenses of the Corporation and shall prepare and submit at the annual meeting of the Members a written financial statement of the assets and liabilities of the Corporation as of the last day of the current year, as well as the two preceding years. The treasurer shall prepare a written monthly summary of income and expenses, account balances, and payments due, for meetings of the Board of Directors (also referred to hereinafter as the "Board"). The treasurer shall ensure timely payment of bills and shall ensure that insurance policies are maintained and paid in a timely fashion. The treasurer shall ensure proper preparation and filing of such tax reports as local, state and federal agencies may require and shall perform such other duties customarily pertaining to the office of the treasurer or as directed by the Board.

2.1.4 The secretary shall prepare and maintain full minutes of all meetings of the members and the Board. The secretary shall give proper notice of all meetings of the members, shall conduct all correspondence of the Corporation, and shall perform such other duties customarily pertaining to the office of secretary or as directed by the Board.

2.2 Board vacancies shall be filled by Members in good standing who have been nominated by the Membership. When a Board seat becomes vacant, the Board shall actively solicit nominations for the vacancy from all Members until the vacancy is filled. Election of officers and directors shall be by plurality vote of the Membership. Election of officers and directors may occur at a meeting of the Membership or by online ballot as described in Section 4.4. If there is a vacancy of an officer position, a current Board Member may serve in an acting capacity for up to 12 months. Active solicitation of nominations for the position shall continue during this time.

- 2.3 All directors' terms shall be for two years. No officer shall serve for more than two consecutive years in the same position. At the discretion of the Board, directors not serving in an officer position may serve a second two-year term.
- 2.4 A Board Member's term shall cease when that person is no longer a dues-paying Member in good standing. A Board Member's term shall cease if the Board of Directors determines the Board Member has failed to discharge the duties required by the position.
- 2.5 Except for acts of fraud and deliberate misconduct, no Board Member shall have any liability to a member or any other individual in connection with voting or other acts as a Member of the Board.
- 2.6 The Board of Directors shall transact all corporate business including:
- 2.6.1 Management of membership-related issues, to include establishment and modification of rules and regulations for the use of corporate property and hearing and review of member-submitted problems and complaints;
 - 2.6.2 Establishment of membership categories, dues, fees, and maximum number of memberships made available each year. Approval of applications for membership;
 - 2.6.3 Administration of an annual meeting of the Membership and special meetings of the Membership;
 - 2.6.4 Establishment and dissolution of committees as necessary to assist in the efficient management of the Corporation and to support functions that serve the membership, such as member communications, swim team, and recreational activities. The Board may authorize any committee to establish such teams, clubs, or enterprise as are reasonably necessary to support its activities. Such fees shall be considered operating revenues of such team, club, or other enterprise and shall be in addition to any membership dues payable to the Corporation pursuant to Section 3.2 and shall not be considered "corporate assets" for purposes of Section 5. The Board, in consultation with members of each relevant committee, shall establish such financial controls over the management of the operating revenues of such team, club, or other enterprise as they deem necessary or appropriate;
 - 2.6.5 Assurance of financial health of the Corporation, to include a selection of a depository for corporate funds, commission and management of funds, and oversight over an annual financial audit (see Article 2.6.6); and
 - 2.6.6 The Board may audit the financial affairs of the Corporation annually, to include a report of findings presented to the Membership. The audit may be conducted by a committee of three or more Full Members, who are in good standing and not Board members, or by a professional auditing entity not affiliated with FAC.
- 2.7 Nothing in these bylaws shall be construed to permit the Board of Directors to borrow or pledge the credit of the Corporation unless a plurality of the Board of Directors through a

general or special meeting determines such borrowing or pledging of credit is required to maintain the goals and operations of the Corporation.

- 2.8 The Board of Directors shall meet a minimum of six times per year, or more frequently as it deems necessary to fulfill its required duties. The President or a Board officer may call a special meeting of the Board of Directors. The President must call a meeting if at least thirty three percent (33%) of good standing Members request a meeting in writing. The request must include the topic(s) to be discussed, and the meeting must be called within 10 days of receipt of the request.
- 2.9 Seventy percent (70%) of the Board Members shall constitute a quorum for meetings of the Board of Directors. A valid Board action requires majority vote of Board Members present at a duly held Board Meeting.
- 2.10 The Board of Directors can take action without meeting. Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting if a consent in writing setting forth the action so taken is signed or sent via electronic submission by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes. Actions may only be properly taken through electronic submission when all Directors consent to the proposed action.
- 2.11 Fees and Compensation. Board members and members of committees shall receive no compensation for their services. However, Board members and members of committees may receive reimbursement of expenses incurred in the course of business for the Corporation if it is determined by resolution of the Board that the expenses are just, reasonable, and accompanied with official receipts.

ARTICLE 3 MEMBERSHIP

- 3.1 Full swim team benefits require a membership. The Corporation shall not discriminate in the issuance of memberships, in accordance with the Internal Revenue Service guidelines for 501(c)(3) and/or 501(c)(7) organizations.
- 3.2 The Board may offer Memberships upon approval of a membership application and payment of fees.
- 3.2.1 Membership confers the rights to swim team benefits in accordance with the rules and regulations, the right to exercise the option to remain a member each year by paying the required dues, the right to one vote per Membership at membership meetings, and other rights and responsibilities listed in this Article 3.
- 3.3 The purchaser of a Membership must report all members of the household to the Corporation upon payment of dues. Only *bona fide* members of the household reported to the Corporation may have full swim team benefits. A Member family shall be deemed to be

those persons residing together as a family in a single household, and each member family shall be considered as one member and shall have one vote, that is, one vote per family. Questions concerning memberships shall be handled by the Board on a case-by-case basis.

3.3.1 In the case of divorced families, the partner who retains the household or is listed on the membership roster shall be considered the member family and the other partner shall be considered as a non-member. Such delineations concerning which partner is considered the member shall be determined at the start of the season, and that partner pays all dues and is responsible for all obligations for membership.

3.4 Admission of Members. Applicants shall be admitted to membership on making application therefor in writing and upon payment of the application fee and/or annual dues, as specified by the Board.

3.5 Each year, the Board shall determine membership dues. Annual dues may not be increased more than 25% in any year unless approved by a majority of Memberships at a membership meeting or by duly executed online polling (See Section 4.4).

3.6 Dues for each Membership and any fees to the Corporation must be paid in full by the fifth (5th) of each month for a Membership to remain in good standing. Full Members that have not paid dues or other fees by the 5th of each month are no longer in good standing and forfeit their Memberships.

3.7 Members in good standing have the following rights and responsibilities:

3.7.1 Right to swim team benefits in accordance with the rules and regulations;

3.7.2 Right to exercise the option to remain a member each year by paying the required dues;

3.7.3 Right to one vote per Membership at membership meetings;

3.7.4 Right to run for election to the Board of Directors and right to serve on committees;

3.7.5 Responsibility to uphold the rules and regulations of the Corporation; and

3.7.6 Responsibility to support the swim team, support community, and promote optimal operations.

3.8 Code of Conduct. It is expected that all members of the Corporation and its staff (e.g., swimmers, parents, Board members, coaches, etc.) will conduct themselves in a socially acceptable behavior and manner. Good sportsmanship is required by all members and staff at all team functions (e.g., practice, meets, social events, functions, meetings, etc.). The Board shall from time to time, as needed, adopt a Code of Conduct. This Code of Conduct shall be published and made available to all members and staff and will include repercussions

for violations, which could include immediate member expulsion from the swim team and from the Corporation.

- 3.9 The Board of Directors may bar or revoke a Membership for cause. Reasons for barring or revocation include but are not limited to failure to pay dues, destruction of Corporation property, any violations of the Corporation's adopted Code of Conduct or the USA Swimming Code of Conduct, and grossly inappropriate behavior.
- 3.10 Any Member may, for cause, and after opportunity for a hearing, be barred from the swim team and the Corporation by a two-thirds vote of the Board present at a meeting of the Board. Coaches and members may make recommendations to the Board for this purpose. Causes for barring shall consist of, but are not limited to, violations of these bylaws, violations of the rules or regulations of the Corporation, and grossly inappropriate behavior. Members barred permanently forfeit their Membership and are not entitled to a refund of their dues.
- 3.11 Members wishing to appeal a decision of the Board to permanently bar them from the swim team and the Corporation may request a decision of the Membership at the next Membership meeting provided that over thirty three percent (33%) of all Members are present. The Board's decision may be overturned by a two-thirds vote of the Members present at the meeting.
- 3.12 Dedication of Assets. The properties and assets of the Corporation are irrevocably dedicated for educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Board member of this Corporation. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting requirements for exemptions provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under 501(c)(3) of the Internal Revenue Code. The Board shall designate that organization for such transfer at the appropriate time.

ARTICLE 4

MEETINGS OF THE MEMBERSHIP

- 4.1 An Annual Meeting of the Membership shall be held in September of each year at a time and place determined by the Board of Directors.
- 4.2 At an Annual Meeting, ten percent (10%) of the Voting Membership shall constitute a quorum. A passing vote requires an affirmative vote of the majority, with some exception when amending the bylaws (See Section 6.1). If no quorum is reached, no in-person vote can be taken or assessed as valid at the meeting, but any non-voting business of the meeting may be conducted.

- 4.3 The Secretary of the Board of Directors shall notify the Voting Membership of any upcoming, scheduled Annual or Special Meeting at least 10 days prior to the date of the meeting and must indicate the topic(s) to be discussed.
- 4.4 Members shall vote in person at an Annual or Special Meeting. Each Membership is permitted one vote, regardless of the number of Members in the household. Use of an online ballot for voting conducted outside of an Annual or Special Meeting is permissible for Membership votes; however, results of an online ballot shall only be considered valid if a majority of Memberships in good standing have responded to the poll. Any online polling platform selected shall ensure unbiased presentation of options and anonymous voting.

ARTICLE 5 PROPERTY AND FINANCES

- 5.1 Any obligation or expenditure of the corporate assets in excess of \$750 requires the prior approval of the Board.
- 5.2 The funds of the Corporation shall be deposited only in financial institutions whose deposits are insured by FDIC or invested in obligations of the United States Government. Funds of the Corporation may not be loaned to or invested with any officer, director, or Full Member of the Corporation or to or with any other person, agency or government instrumentality.
- 5.3 The Board of Directors shall designate in writing qualified depositories for Corporation funds. Funds shall be deposited promptly; provided, however, that receipts in the aggregate of \$1,000 or less need not be deposited more often than once each week.
- 5.4 All disbursements of funds of the Corporation shall be reviewed by two officers. The Board of Directors may by resolution provide for the establishment and replenish of a petty cash fund for any committee and name a person responsible for the fund. Such funds shall not exceed \$750.

ARTICLE 6 AMENDING THE BYLAWS

- 6.1 These bylaws may be amended by an affirmative vote of two-thirds of the Membership in good standing present at a duly held Annual or Special Meeting. The bylaws may also be amended by the affirmative vote of the majority of the Membership if written notice of the proposed amendment(s) has been served on the entire Voting Membership at least 10 days prior to an Annual or Special Meeting. The bylaws may also be amended by an affirmative vote of the majority of the Membership when the vote is taken with online balloting, if written notice of the proposed amendment(s) has been served on the entire Voting Membership at least 10 days in advance of the opening of the online ballot.

ARTICLE 7 MISCELANEOUS

7.1 Indemnification. The Corporation shall, to the extent legally permissible and within the limits of any applicable insurance policy, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the rights of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

7.2 Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of D&O insurance, general liability insurance, or any other policy of insurance to satisfy Article 7.2 and for any other purpose the Board determines insurance may be necessary; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code. The insurance policy must be for no less than the standard guidelines set by USA Swimming. Notwithstanding and in addition to Article 7.1, the Corporation does not indemnify anyone beyond the conditions and limitations of its insurance policy(ies).

7.3 Records. The records for this Corporation shall consist of its Articles, these Bylaws, complete minutes of all meetings of the members and Board of Directors, a roll of members, statements completely reflecting the financial affairs of the Corporation and such other records as may be designated from time to time by the Board of Directors. All of said records shall be open to the inspection of any members of the Corporation at any reasonable time.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the Fontana Aquatics Club, a California Nonprofit corporation, and the above Bylaws, consisting of 9 pages, are the Amended and Restated Bylaws of the Corporation as adopted by the membership vote and finally approved at a meeting of the Board of Directors held on August 4, 2021.

Date: 9/12/21

Mike McCarthy
, Secretary