

COLUMBUS AQUATIC CLUB BYLAWS

ARTICLE I NAME, PURPOSE AND POWERS

1.1 Name and Address: The name of this corporation shall be Columbus Aquatic Club, Inc., referred to as “the corporation” henceforth. The business of the corporation may be conducted as “Columbus Aquatic Club, Inc.”, or “Columbus Aquatic Club”. The address of the corporation is P.O. Box 7163, Columbus, Georgia, 31905, and the registered agent at this address is the current President of the corporation.

1.2 Purpose: The Columbus Aquatic Club was founded to promote the sport of competitive swimming in the Columbus, GA area. We believe that competitive swimming provides not just a lifelong fitness activity, but also teaches valuable life skills, such as discipline, determination, responsibility, leadership, teamwork, and sportsmanship. We seek to promote these skills and foster lifelong fitness through competitive swimming activities in the greater Columbus, Georgia area. The Columbus Aquatic Club is committed to providing a safe environment for all participants and maintains protection policies and guidelines to protect our swimmers.

1.3 Nonprofit Status: The Columbus Aquatic Club, Inc is a Georgia non-profit public benefit corporation, Columbus Aquatic Club, Inc. attained Federal Non Profit Status on August 1, 1980 as a 501(c)(3).

1.4 Exempt Activities Limitation: Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Director, Officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

1.5 Distribution Upon Dissolution: Upon termination or dissolution of Columbus Aquatic Club, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of Columbus Aquatic Club, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization

shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Columbus Aquatic Club, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Georgia. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Columbus Aquatic Club, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Georgia to be added to the general fund.

ARTICLE II MEMBERSHIP

2.1 General One Class of Membership: Membership shall consist of one class to be designated as regular and shall be open to any and all interested adult person. Person seeking membership agrees to share responsibility for the effective functioning of the Columbus Aquatic Club.

2.2 Approval of Members: Members shall be considered approved after all initial registrations have been paid and received. The Board of Directors reserves the right to decline an individual's membership with an affirmative vote of two-thirds of the Directors.

2.3 Voting Rights: Membership shall be singular, and when family units or other interested parties apply for membership in the corporation, and meeting the requirements as set forth in paragraph 2.2, such membership shall entitle said family or dues paying unit to one (1) vote on each matter submitted to a vote of the members. Each family shall have one vote per family, not per swimmer.

2.4 Termination of Membership: Members may resign by submitting written correspondence to the Secretary. The Board of Directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause. The Board, by a majority vote of those present at any regularly constituted Board meeting, may terminate the membership of any member who becomes ineligible for membership. Resignation, suspension or termination shall not relieve the member so identified of the obligation to pay any dues, assessments or other charges theretofore approved by the Columbus Aquatic Club and unpaid.

2.5 Temporary Withdrawal: Members in good standing may temporarily withdraw from active participation in Columbus Aquatic Club activities for selected periods of time at the discretion of the Treasurer. During this time, a withdrawn member may not attend meets, practices or other Columbus Aquatic Club events. Reinstatement will be permitted based on policies set forth by the Treasurer. Reinstated members may be subject to dues, re-registration fees or administrative fees depending on the circumstances.

2.6 Transfer of Membership: Membership in this corporation is neither transferable nor assignable.

ARTICLE III MEMBERSHIP MEETINGS

3.1 Annual Meeting: The annual meeting of the membership of the Columbus Aquatic Club, Inc., shall be conducted no later than the end of October of each year, within or without the State of Georgia at such place as may from time to time be fixed by the Board of Directors. Notice of the annual meeting shall be required. This provision may be satisfied utilizing an in-person meeting or a virtual meeting.

3.2 Special Meetings: Special meeting of the membership of the Columbus Aquatic Club, Inc., may be called at any time by the President or at the request of any five members of the Columbus Aquatic Club, Inc., upon not less than ten (10) nor more than fifty (50) days notice, either mailed or e-mailed to the last known address (or e-mail address) of, or personally given to each member. Notice of a special meeting may be waived by instrument in writing. Attendance at such meetings in person or by proxy shall constitute a waiver of notice thereof. Notice of any special meeting of the membership shall state the purpose for which the meeting is called.

3.3 Quorum and Majority Rule: At all meetings of the membership, quorum shall be defined as the number of members present at the meeting. No resolution or business shall be transacted without the favorable vote of the majority of the members present at the meeting and entitled to vote.

3.4 Rules of Order: The conduct of business at each and every meeting of the membership of the corporation shall be in accordance with Robert's Rules of Order, revised edition.

3.5 Consents: Any action to be taken at a meeting of the membership of the corporation, or any action that may be taken at a meeting of the membership, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the members entitled to vote with respect to the matter.

3.6 Proxies: At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in proxy.

3.7 Voting by Mail: Where directors or officers are to be elected by members, such election may be conducted by in-person votes or electronic votes in such a manner as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General:Subject to the By-Laws: The full and entire management of the affairs and business of the corporation shall be vested in the Board of Directors, which shall have and exercise all powers that may be exercised or performed by the corporation.

4.2 Composition of the Board of Directors: Election Thereto. The Board of Directors shall consist of no fewer than three (3) and no more than seven (7) members, 6 of whom shall be elected by the plurality vote at the annual meeting of the corporation; and shall have staggered terms as outlined in Article 4.5. The Head Coach shall act as the 7th member.

4.3 Same: Each year a nominating committee shall meet, prior to the Annual Meeting, to make recommended nominations for the places on the Board of Directors which shall be voted on no later than the ensuing Annual Meeting. Nominations may also be made from the floor at any meeting held for election of Directors. Nominations so made must be "seconded" after which the President shall determine the availability of the nominee before discussion is allowed and the vote taken.

4.4 Same: Plurality Vote: In the election of directors, a plurality vote shall constitute election.

4.5 Staggered Term: To ensure administrative continuity, terms of the Directors shall be staggered. In even numbered years, three (3) directorships will take office as follows: Vice President and two Directors , Treasurer, & Membership Director. In odd numbered years, the remaining three (3) directorships ; President, Secretary, & Program Director will assume office. Newly elected directors assume their duties at the Board of Directors meeting following their election at the annual meeting. They serve in a non-voting capacity after election, working with the outgoing Director, until that date.

4.6 Reelection of Directors: Any member of the Board of Directors may be reelected to the Board following expiration of his/her term of office.

4.7 Meeting of the Board of Directors: The Directors shall hold an annual meeting without other notice than this By-Law immediately following the annual meeting of the membership of the corporation. Further, the Board of Directors shall hold meetings on at least a quarterly basis, at a time and place to be agreed upon by the members of the Board of Directors. Special meetings of the Directors may be called at any time by the President or by any three (3) Directors, on five (5) days notice, either mailed to the last known address of, sent electronically to the e- mail address of, or personally given to, each member. Attendance in person at any such meeting shall constitute a waiver of notice thereof. The signature of any Director approving the minutes of any meeting of the Board of Directors entered thereon shall be effective to the same extent as if such Director had been present at the meeting. If the capability exists, the Board may conduct meetings electronically.

4.8 Quorum and Transaction of Business: A majority of said Directors shall constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of the majority of the Directors present at the meeting. Each member of the Board of Directors shall have one (1) vote. The President shall vote only to break ties.

4.9 Termination of Directors: In the event that a member of the Board of Directors has (2) two consecutive absences from the regular meeting of the Board of Directors without due cause, as the same shall be determined by the Board of Directors, such member of the Board of Directors must terminate his/her position on the Board. A member of the Board of Directors may be removed from the Board upon a two-thirds (2/3) vote by all remaining members of the Board of Directors for actions that may cause harm to the corporation and the membership.

4.10 Vacant Directorship: In the event a vacancy occurs on the Board of Directors and said vacancy is for a term remaining of one year or less, the President may appoint an eligible member to fill the place of such vacancy on the Board of Directors, such appointment is to be approved by the Board of Directors. Such approved appointments by the President and the Directors will continue until the expiration of the term of the Director whose place has become vacant.

4.11 Same: In the event of a vacancy of the Board of Directors, which said vacancy has a term of more than one year remaining, the President shall call a special meeting of the general membership of the corporation for the election of a member to fill said vacancy on the Board of Directors. Such election shall be conducted as is provided for by paragraphs 4.2 and 4.4 above.

4.12 Same: The person appointed by the President and approved by the Board of Directors or elected by the general membership, as the case may be, shall take office immediately upon such approved appointment or election as the case may be.

4.13 Same: Persons appointed or elected to a vacant Directorship shall be eligible for election to the Board of Directors at the expiration of his/her term.

4.14 Consents: Any action to be taken at a meeting of the Directors, or any action that could be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such written consents include the use of electronic mail systems (e-mail).

ARTICLE V OFFICERS

5.1 General: The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Program Director, a Membership Director, and such other officers as the Board of Directors may from time to time determine. No officers shall be eligible to serve

more than two (2) consecutive terms in any office, and the Board of Directors may leave any office or offices, except the offices of the President, Treasurer and Secretary, vacant.

5.2 President: The President shall be the chief executive officer of the corporation and shall have the general and active management of the operation of the corporation. The President shall be responsible for the administration of the corporation, including general supervision of the corporation, general and active management of the financial affairs of the corporation, including the authority to execute contracts for and on behalf of the corporation. The President shall also monitor compliance with all applicable USA Swimming regulations and assist in monitoring membership records. The President shall have the following specific duties (but he/she shall not in any way be limited thereby from the general duties provided herein above):

1. Preside at all membership and Board meetings.
2. Appoint all standing committee chairpersons.
3. Appoint special committees, which, at his/her discretion or at the discretion of the Board of Directors, appear appropriate.
4. Be an ex-officio member of all committees.
5. Have the authority to appoint all members to fill unexpired terms on the Board of Directors, as is more fully set forth in Article IV, paragraph 4.10, above.
6. Provide guidance to and supervision of the Head Coach
7. Ensure the desires of the Board of Directors are communicated to the staff.
8. Delegate essential board-related tasks to Directors as needed.
9. Serve as the corporation's representative to the Columbus Aquatic Center.
10. Serve as a Team Representative to USA Swimming and Georgia Swimming, in conjunction with the Head Coach.

5.3 Vice President: The Vice President shall assume the duties of the office of the President in the President's absence. He/She shall perform such other duties as may be assigned from time to time by the President and the Board of Directors. Further, the Vice President, in close collaboration with the Head Coach, shall be responsible for organizing and overseeing all aspects of, and arrangements for, swim meets to be held in Columbus, Georgia, by the corporation. The Vice President shall organize and coordinate parent involvement in the activities of the club. The Vice President is responsible for ensuring club representation at state and national planning meetings as appropriate.

5.4 Treasurer: The Treasurer shall be charged with the management of the financial affairs of the corporation and shall have the power to recommend action concerning the corporation's affairs to the President. The Treasurer shall also be responsible for submitting an up to date financial report to the general membership at the annual meeting of the corporation and to the Board of Directors at each of their regularly held meetings. The Treasurer is responsible for maintaining complete and accurate annual financial records, reviewing the monthly budget and ensuring the long-term financial health of the organization. The Treasurer shall also be responsible to perform any other duties as may from time to time be assigned by the President and the Board of Directors.

5.5 Secretary: The Secretary shall keep the minutes of all the meetings of the membership of the corporation and of the Board of Directors and shall have charge of the minute book and the seal of the corporation; shall conduct the correspondence of the corporation as directed by the President; shall send notices of meeting; shall maintain a list of the membership, and shall perform such other duties and have such other powers as may from time to time be delegated by the President or the Board of Directors.

5.6 Program Director: The Program Director shall be responsible for fundraising activities, annual awards banquet, annual membership meeting, and other special events not specifically allocated to another Officer. The Program Director will perform any and all other duties assigned by the President and the Board of Directors.

5.7 Membership Director: The Membership Director shall be responsible for executing ongoing recruiting efforts, and providing recommendations for retention programs to the Coaches and Board of Directors. The Membership Director shall organize and conduct an on-going systematic orientation program for new swimming families into the club. The Membership Director shall develop methods of strengthening team connection and boosting visibility through marketing opportunities, social media, and community connections. The Membership Director will provide all members with the Team Handbook. The Membership Director shall perform any other duties assigned by the President and Board of Directors.

ARTICLE VI COMMITTEES

6.1 General: Committees shall be established by the Board of Directors as from time to time they determine the same to be necessary. The President of the corporation shall appoint the chairperson to serve on each committee or shall designate it as the responsibility of a current Board of Director position. The Chairpersons shall be ex-officio members of the Board of Directors.

6.2 Standing Committees: To further the work of the Board, certain functional committees will be permanently established. These committees may be led by a Member volunteer or a Board of Directors member. The identification and brief description of the primary functions of such committees as well as their Directorate placement follows. Specific duties and responsibilities are developed in supplementary documentation.

1. **Meet Management Committee:** (Vice President) Membership from all Directorates having subordinate responsibilities at host meets. Permanent members include the Vice President and the Head Coach. The Vice President will appoint a Meet Coordinator for each meet. The Meet Coordinator will serve as a temporary committee member while in that position. This Head Coach, supported by this committee, assumes all responsibility

for the Meet Management Software and its contents. It is recommended that this committee meet at least 4 months prior to the actual meet.

2. **Planning Committee:** (Treasurer) Develops the annual budget. Analyzes the needs of the corporation to draft long range plans for the future. Permanent members include the Treasurer and the President. The Head Coach acts in an advisory capacity to provide key information with the planning process.
3. **Fundraising Committee:** (Program Director) Seeks out additional funding sources, works closely with the Annual Events Committee to ensure continuous funding of the Corporation. Permanent Members include the Program Director.
4. **Annual Event Committee:** (Program Director) Responsible for organizing and/or coordinating and conducting specific events such as fundraisers, awards banquet, and the membership meeting. Permanent Members include the Program Director.
5. **Prospecting and Development:** (Membership Director) Responsible for a continuing program to identify, develop and acquire increased membership. Provides a vehicle to brief, educate and gain commitment to membership from prospective families. Ensures all new members are fully assimilated. Provides for the assignment of all members to positions within the Club structure. Assigns and monitors parent involvement throughout the swim year. Works with the Annual Events Committee to organize and conduct special events. Permanent members include the Membership Director, Vice President and the Head Coach.
5. **Nominating Committee:** In lieu of a nominating committee, all nominations for the board positions that will be open during the annual Board election will be emailed to the Board secretary. The secretary will verify that all people nominated are interested in the position. The secretary will then prepare a ballot for the general membership meeting. All positions will be elected in accordance by the Team By-Laws

6.3 Special Committees: Designed to meet specific short term or one time requirements. Such committees may be formed to study, organize, and support new program initiatives, study of rules and by-laws of the Columbus Aquatic Club, and recommended revisions, dues and membership revisions to name a few.

ARTICLE VIII STAFF

8.1 General: The coaching staff is vital to the success of the corporation. The staff will be critical to the direction and the results of the swim club.

8.2 Selection: The Head Coach will be selected by a search committee consisting of the President, Vice President and one additional board member subject to approval by the Board of Directors. Assistant Coaches will be found in a similar manner, but the Head Coach will be the Chairperson of the search committee for assistant coaches.

8.3 Responsibilities: The Head Coach develops the overall program for both the short and long course season, including season planning, training, meet schedules, and athlete development. The Head Coach oversees all coaching staff, practice groups and training

schedules. The Head Coach coordinates with the Board to purchase bulk individual swimmer and group equipment. The Head Coach serves as Meet Director for the team and leads the planning and execution of hosted meets. For out of town meets, the Head Coach coordinates with the Treasurer for out of town transportation requirements (if required), coordinates the team headquarters, secures preferred rates and provides directions and location guidance for out of town meets as appropriate. The Head Coach is responsible for meet entries, meet result and awards, athlete and providing data for records as appropriate. The Head Coach secures awards, trophies, and other recognition articles as directed by the Board. The Head coach shall provide information to the Secretary for the updates to the team's website.

8.4 Contract: The Head Coach is employed subject to the contract between the Head Coach and the Corporation. The contract will be negotiated by a committee consisting of the President, Vice-President, Treasurer, and a non Board Member mutually agreeable to the Board and the Head Coach. Other members of the Coaching Staff may be offered contract if it is beneficial to the Corporation.

8.5 Removal: Any member of the coaching staff may be removed for cause by majority vote of the Board of Directors.

ARTICLE IX DUES AND FEE ASSESSMENTS

9.1 Dues Requisite to Membership: The dues and fee assessments which shall be determined from time to time by the Board of Directors of the corporation shall be promptly paid when due as a continuing prerequisite to membership in the corporation.

9.2 Dues Payment Schedule: All monthly dues, which shall be established by the Board of Directors, must be paid promptly by the 1st of the month for the current month. Failure to pay dues timely will result in a late fee being assessed. The late fee shall be set by the Board.

9.3 Delinquent Accounts: Delinquent accounts shall be suspended by the Treasurer and Columbus Aquatic Club membership may be terminated for continued delinquency, according to policies established by the Board of Directors. Reinstatement may be granted upon payment of all the delinquent dues and fee assessments. The Treasurer shall have the authority to grant relief from the payment of the dues and fee assessments and the authority to set up partial payment schedules at his/her discretion, as necessary and appropriate. These relief actions shall be presented to the Board of Directors at the next regular meeting. The dues are not prorated except by approval of the Board of Directors. Members are not eligible to attend swim meets if dues are not current. Attendance on any day, or attendance at any swim meet attended by the team constitutes participation for that month and dues are required. Any swimmer who "re-enters" the program, for non-payment of dues or other reason, may be subject to

re-registration fees or administrative fees according to policies established by the Board of Directors.

9.4 Fee Assessments: Each member will be contacted concerning any fee assessment, other than dues, for which the members may be liable. Once a member has agreed to the fee assessment the respective members must make prompt payment to the corporation for the same. The Board of Directors shall have the authority to grant relief from this provision from time to time as in its discretion appears appropriate and necessary.

9.5 Legal Judgment or Suits: No director, officer, coach, member, or authorized agent, or representative to of the Columbus Aquatic Club shall be liable or responsible for any debts or liabilities of the Columbus Aquatic Club, or liable to the Columbus Aquatic Club except to the extent of their unpaid portion of membership dues and entry fees.

ARTICLE X MISCELLANEOUS

10.1 Books and Records: The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

10.2 Conflict of Interest: The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, affiliate, or member of a committee with Board-delegated powers.

10.3 Fiscal Year: The fiscal year of the corporation shall be August 1 to July 31 of each year.

10.4 Nondiscrimination Policy: The Officers, Directors, committee members, employees, volunteers and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Columbus Aquatic Club, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE XI SEAL

11.1 General: The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such seal at any time, the signature of the corporation by the word seal enclosed in parentheses or scroll, shall be deemed

the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him on such papers as may be directed by law, by the By-Laws, or by the Board of Directors.

**ARTICLE XII
AMENDMENTS**

12.1 General: These By-Laws may be amended at any meeting of the membership of the corporation, by a vote of two thirds of the members present and/or represented at such meeting. Notice of such proposed amendment(s) shall be mailed or e-mailed to the last known address of the members at least ten (10) days in advance of said meeting.

**ARTICLE XIII
CERTIFICATION OF ADOPTION OF BYLAWS**

13.1 I do hereby certify that the above stated Bylaws of Columbus Aquatic Club, Inc. were approved by the Columbus Aquatic Club, Inc's Board of Directors on [DATE] and constitute a complete copy of the Bylaws of the corporation.

Signed:

President

Vice President

Secretary

Treasurer

Program Director

Membership Director

Approved October 20, 2023

Head Coach

Approved October 20, 2023