

# **Bylaws of The Warrior Aquatic Club**

## **Article 1 Name**

The name of this corporation is **Warrior Aquatic Club (WAC)**

## **Article 2 Purposes and Objectives**

### **2.1 Nonprofit Corporation**

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

### **2.2 Tax-Exempt Status**

This corporation is organized exclusively for charitable and educational purposes and for the purpose of fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) 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 Internal Revenue 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 Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

## **Article 3 Dedication of Assets**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, 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 liquidation or 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 Hawaiian Swimming, Inc., if it qualifies as a distributee under this Article.

## **Article 4 Membership**

### **4.1 Qualifications**

(a) There shall be one class of membership in this corporation consisting of:

(i) the parents or legal guardians of and living with minor children who participate in the amateur competitive aquatic activities conducted by the corporation,

- (ii) minor children who participate in amateur aquatic activities conducted by the corporation, and
- (iii) emancipated persons who participate in aquatic activities conducted by the corporation.

Members shall pay such dues and fees as may from time to time be fixed by the board of directors.

(b) No person may hold more than one membership or a fractional membership.

#### **4.2 Fees and Dues**

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, and monthly and/or annual dues to be determined and in amounts to be fixed from time to time by the board of directors.

#### **4.3 Termination of Membership**

(a) Causes of termination. The membership of a member shall terminate upon occurrence of any of the following events:

- (i) the resignation of the member,
- (ii) the failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors,
- (iii) 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.

#### **4.4 Transfer of Membership**

No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

### **Article 5 Meetings of Members**

#### **5.1 Place of Meeting**

Meetings of the membership shall be held at any place within the State of Hawai'i as designated by the board of directors. In the absence of any such designation, members' meetings shall be held at the principal office of the corporation.

#### **5.2 General Membership Meeting**

The meeting of members shall be held once every 4 months. The date, time, and place will be set by the board of directors giving at least 1 month notice. The last meeting of the calendar year will be designated for election of board members.

#### **5.3 Special Meeting**

The Board of Directors may call a special meeting of members. All notices of such meeting shall be sent to all members by mail, with at least 21 days notice.

#### **5.5 Quorum**

(a) Percentage required. Thirty-three and one-third percent (33 1/3%) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of quorum. The voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum, if any action taken (other than

adjournment) is approved by at least a majority of the voting members required to constitute a quorum.

### **5.6 Voting**

(a) Eligibility to vote. The members eligible to vote shall be those members defined in Section 4.1(a)(i) & (iii). 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.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of directors may be by ballot if demanded by any voting member before the voting begins.

(c) Members must be present to vote.

## **Article 6 Number and Composition of Board of Directors**

The board of directors of the corporation shall consist of seven elected officers and the head coach. The elected officers are president, vice president, a secretary, a treasurer, registration chair, safety coordinator, and local swim committee (LSC) representative. All board members shall be members of the corporation.

## **Article 7 Election of Board of Directors**

### **7.1 Nominations and Solicitations for Votes**

(a) Nominating committee. The chairman of the board or the president if there is no chairman, shall appoint a committee from the voting members to select qualified candidates for election to the board of directors at least two months before the date of any election of directors. The nominating committee shall make its report at least 30 days before the date of the election and the secretary shall forward to each member, with the notice of meeting required by Section 6.2, a list of candidates nominated.

(b) Nominations from the floor. If there is a meeting to elect directors, any voting member present at the meeting may place names in nomination.

### **7.2 Vote Required to Elect Board Members**

Candidates receiving the highest number of votes shall be elected as directors.

**7.3 Election and Term of Officers** Directors shall be elected at the last calendar meeting of the members of the corporation and shall hold office until the next election meeting

### **7.4 Vacancies**

(a) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman, the president, the secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective.

(b) Vacancies will be filled by appointment with confirmation of a majority of the board of directors.

## **Article 8 Board Meetings**

### **8.1 Regular Meetings**

The meetings will be held monthly. All board members will be notified of date, time, and place at least 2 weeks prior.

### **8.2 Special Meetings**

Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board or the president, the vice president, the secretary or any two directors. All board members will be notified at least 3 days in advance by phone.

### **8.3 Quorum**

A majority of the board of directors shall constitute a quorum for the transaction of business.

## **Article 9 Powers**

The board of directors shall manage all affairs of the corporation.

## **Article 10 Responsibilities of Officers**

(a) President. The president shall conduct all board and general membership meetings, will also serve as representative to the Hawaiian Swim Committee representing the corporation.

(c) Vice president. In the absence or disability of the president, the vice president shall perform all the duties of the president, serve as communicator between standing committees appointed by the board of directors.

(d) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep a book of minutes of all meetings and actions of directors, committees of directors and members, with the time and place of holding, whether regular or special.

(ii) Membership records. The secretary shall keep, a record of the corporation's members, showing the names of all members and their addresses.

(e) Treasurer.

(i) Books of account. The treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors;

(f) Registration.

(i) Will register all aquatic competitors with United States Swimming, and maintain a record of all competitors.

(ii) Will complete all transfers and registrations, forward them on to the LSC registration chair.

(g) Safety Coordinator

Will update all safety procedures that pertain to the corporation, will serve as communicator between pool staff and board of directors, will coordinate safety marshalls at United States Swimming sanction events hosted by the corporation.

(h) Local Swim Committee (LSC) Representative

Will attend serve as communicator between the LCS and the corporation, attend general membership meetings of the LSC.

**Article 11  
Records and Reports**

**11.1 Maintenance of Corporate Records**

The corporation shall keep:

- (a) adequate and correct books and records of account;
- (b) minutes in written form of the proceedings of its members, board and committees of the board;
- (c) a record of its members, giving their names and addresses.

**11.2 Maintenance and Inspection of Articles and Bylaws**

All members shall receive a copy of the Articles and Bylaws of the corporation.

**Article 12  
Amendments**

**Amendment by Members**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the voting members.

**Certificate of Secretary**

I, the undersigned, certify that I am the presently acting secretary of Warrior Aquatic Club. and the above bylaws are the bylaws of this corporation as adopted by unanimous written consent of the board of directors on \_\_\_\_\_, 19\_\_.

Date: 11-16-04

Secretary: Peter M. Quinlan-Spencer