

BYLAWS OF
**COEUR D'ALENE AREA
SWIM TEAM, INC.**

ARTICLE I. OFFICES

Section 1. Principal Office. The principal office of Coeur d'Alene Area Swim Team, Inc., an Idaho corporation (the "Corporation"), shall be located in Coeur d'Alene, Idaho. The Corporation may have such other offices as the Board of Directors may designate from time to time.

Section 2. Registered Office. The registered office of the Corporation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (the "Act"), to be maintained in the State of Idaho shall be located at 226 W. Ironwood Dr, Suite A2, Coeur D'Alene ID 83814, and may be changed from time to time by the Board of Directors .

1. The registered office is 226 W. Ironwood Dr, Suite A2, Coeur D'Alene ID 83814, and the mailing address should be PO Box 846, Post Falls Idaho, 83877.

2. CAST shall keep at least two copies of each of its legal documents in separate locations. In addition to the registered office, the treasurer or secretary shall maintain the documents.

ARTICLE II. MEMBERS

Section 1. Admission to Membership. The parents or legal guardians of swimmers duly enrolled and in good standing with the Coeur d'Alene Area Swim Team (the "Swim Team") or a member of the Board of Directors (4/2022) shall be admitted as members of the Corporation.

4. Good standing is partially defined as maintaining currency in dues and fees, and current membership to USA Swimming.

Conditions of membership and procedures for the suspension or termination of a membership by the Corporation may be established from time to time by the Board of Directors and recorded in the minutes of the proceedings of the Board of Directors.

Each member shall have one (1) vote for each swimmer enrolled and in good standing in the Swim Team.

5. Membership Suspension and Termination:

- A. Suspension of Membership for Conduct. Any member(s) may be suspended and swimmer(s) barred from practice and competition as determined by the Board of Directors for conduct unbecoming a member of the CAST team as outlined in the CAST Code of Conduct, the IES Code of Conduct, or the USA Swimming Code of Conduct. Any coach can initiate suspension from practice and competition. The Board of Directors will review and authorize the suspension. Parent membership shall not be affected by temporary suspension of a swim team member from practice or competition imposed by the coach as a disciplinary measure.
- B. Suspension of Membership for Delinquent Dues. Any member(s) may be suspended and swimmer(s) barred from practice and competition for non-payment of dues or fees. Non-payment of dues or fees for one month shall result in notification to the member of the monies owed and the consequences of continued delinquency. Non-payment of dues of fees for two months shall result in notification and suspension from practice and competition. Dues must be current at the beginning of each season for a swimmer(s) to be allowed in the pool and be eligible for certain championship meets. For example, summer fees must be current at the beginning of Short Course season for a swimmer(s) to be allowed in the pool.
- C. Termination of Membership for Inactivity. Membership of parents shall be terminated if the swim team member retires or becomes inactive. Termination, inactivity or retirement shall not relieve the member of the obligation to pay all fees and charges accrued but unpaid at the time of leaving CAST.

6. Termination of Membership for Conduct. Repeated offenses and delinquencies are subject to termination of membership by a majority vote of the Board of Directors

Section 2. Annual Meeting. The annual meeting of the members shall be held in the month of May of each year, on such date and at such time as the Board of Directors shall fix, for the purpose of transacting such business as may come before the meeting.

Section 3. Special Meetings. The Chair or the Board of Directors may call special meetings of the members for any purpose or purposes. The Chair shall call a special meeting of the members upon the written request of

members having at least one-tenth (1/10) of the votes entitled to vote at such meeting.

Section 4. Place of Meeting. Meetings of the members shall be held at the principal office of the Corporation; provided, however, that the Chair or the Board of Directors may designate any other place as the location for any annual or special meeting.

7. Meetings of the Membership should be conducted according to Robert's Rules of Order.

Section 5. Notice of Meetings. It shall not be necessary for notice of annual meetings to be given to each member entitled to vote at such meetings. The Secretary, the Chair or members of the Board of Directors shall endeavor to give notice to as many members as reasonably practicable by any one or a combination of the following: (1) United States first class mail; (2) word-of-mouth; (3) posting notice at the principal office and/or one or more public places in the City of Coeur d'Alene or the City of Post Falls, Idaho; (4) e-mail; or (5) CAST website and other CAST social media outlets.^(4/2022) If any notice is mailed to members, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears in the records of the Corporation. or such other last known address of which the Corporation may have notice, with postage thereon prepaid.

Section 6. Waiver of Notice. Whenever any notice is required to be given to any member under the provisions of the Act or under the provisions of the Articles of Incorporation of the Corporation ("Articles") or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 7. Officers of the Members' Meetings. The presiding officer at members' meetings shall be the Chair of the Corporation or, in the absence of the Chair, the Vice Chair or, in the absence of both the Chair and Vice Chair, a chairperson designated by the Chair or Vice Chair to preside at the meeting. -The Secretary of the Corporation or, in the absence of the Secretary, any person appointed by the presiding officer of the meeting, shall act as secretary of a members' meeting.

Section 8. Quorum and Voting Requirements. Twenty-five percent (25%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized and convened meeting where a quorum has been present can continue to do business

as a quorum until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the Act, the Articles or these Bylaws.

Section 9. Proxies. A member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution. Every proxy shall be revocable at the pleasure of the member who executed it.

Section 10. Action by Members without a Meeting. Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of members and may be stated as such in any articles or documents filed with the Idaho Secretary of State under the Act.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Corporation. And with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One (1) or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert

competence; or

(c) a committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence;

But such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who performs such duties shall have no liability by reason of being or having been a Director of the Corporation.

Section 2. Presumption of Assent. A Director of the Corporation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with. The Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Corporation within three (3) days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3. Number of Board of Directors. The Board of Directors of the Corporation shall consist of up to thirteen (13) members, together with at least one (1) coach representative who shall have a vote except for in personnel contracts and related financial matters, and two (2) athlete representatives who shall act as *ex officio* members of the Board. (4/2022)

Section 4. Election of Board of Directors. At the annual meeting of members, the members shall elect Directors to hold office for a term of 2 years. A Director's term shall commence September 1st of the year in which he or she is elected. Half the positions will be offset in two year terms. Each Director shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. Directors shall be members of the Corporation, but need not be residents of the State of Idaho, and may include members of the community without a swimmer on the team, per BOD discretion. (4/2022)

Section 5. Qualification of Directors. Qualification of members of the Board of Directors must consist of non-athlete registration, background check and Safe Sport Athlete Protection and any other requirements by USA Swimming. If qualifications are not kept current, the member will be dismissed from the Board of Directors until such time that the qualifications are met. If after 45 days the qualifications are not met, the member will be permanently dismissed from the Board of Directors for non compliance. (4/2022)

Section 6. Director Positions. Each Director of the Board will have specified responsibilities assigned to support the team's operational success. Members of the Board of Directors are expected to actively participate in their respective jobs, whether it is as an officer or assigned responsibilities as a Director. Attendance at eighty percent (80%) of monthly meetings is required. If any officer or director fails to perform the duties of his or her position or fails to attend three (3) consecutive meetings of the Board, except for reason of extenuating circumstances, the Board may permanently dismiss the member and declare his or her position vacant.^(4/2022)

Section 7. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular election of Directors.

Section 8. Removal of Directors. At a meeting of the members called expressly for that purpose, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members then entitled to vote.

Section 9. Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one (1) or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation to the full extent permitted under the Act. Each such committee shall include one (1) or more Directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law. Nothing in this bylaw shall be deemed to prohibit the Board of Directors from establishing committees, some or all of whose members may be non-directors, provided that such committees shall not have and may not exercise any of the powers of the Board of Directors.

8. Swimming family members are encouraged to participate on a CAST committee. Committees are established by the Board to accomplish functions important to CAST.

Section 10. Directors' and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. Unless otherwise specified in this section or in the notice for such meeting, all meetings shall be held at the

principal office of the Corporation.

Except as otherwise provided in this section, regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the Chair, any Director or the chair of a committee, as the case may be, upon written or verbal notice thereof given to all other Directors or committee members, as the case may be, at least three (3) days before the meeting. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same location as, the annual meeting of the members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and the participation by such means shall constitute presence in person at a meeting. For any meeting held by conference telephone or similar communications equipment, notice of the meeting shall be given at least one (1) hour prior thereto by telephone or other communication directly with the Directors and/or committee members.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director or committee member attends or participates for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice or waiver of notice for such meeting

Section 11. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 12. Quorum and Voting Requirements. One-third (1/3) of the number of Directors fixed by section 3 of this Article III of these Bylaws shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 13. Action without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Board of Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 14. Compensation. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. A monthly swim dues discount may be applied to member's swim team account, amount to be determined by the BOD.

Section 15. Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which a Director of the Corporation is financially interested or in which one or more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such director's or Directors' votes are counted for such purposes, if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors;

(b) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent, in which vote or consent such interested Directors may participate to the extent that they are also members;
or

(c) The contract or transaction is fair and reasonable to the Corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or a committee thereof, that authorizes, approves or ratifies such contract or transaction.

Section 16. Loans to Directors. The Corporation shall not lend money to or use its credit to assist its Directors or officers.

Section 17. Liability of Directors for Wrongful Distribution of Assets. In addition to any other liabilities imposed by law upon the Directors of the Corporation, the Directors who vote for or assent to any distribution of assets, other than in payment of its debts, when the Corporation is insolvent or when such distribution would render the Corporation insolvent, or during the liquidation of the Corporation, without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities of the Corporation, shall be jointly and severally liable to the Corporation for the value of such assets which are thus distributed, to the extent that such debts, obligations and liabilities of the Corporation are not thereafter paid and discharged .

A Director shall not be liable under this section if , in the exercise of ordinary care, such Director relied and acted in good faith upon written financial statements of the Corporation represented to such Director to be correct by the Chair or by the officer of the Corporation having charge of its books of account, or certified by an independent licensed or certified public accountant or firm of such accountants to reflect fairly the financial condition of the Corporation, nor shall such Director be so liable if, in the exercise of ordinary care and good faith, in determining the amount available for such distribution, such Director considered the assets to be equal to their book value.

A Director shall not be liable under this section if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Corporation.

A Director against whom a claim shall be asserted under this section and who shall be held liable thereon shall be entitled to contribution from persons who accepted or received such distribution knowing such distribution to have been made in violation of this section in proportion to the amounts received by them respectively .

9. Directors, officers, and staff insurance. CAST should maintain insurance, at its expense, to protect itself and its directors, officers, and staff against any liability, cost, or expenses associated with the indemnified acts set forth above.

Section 18. Annual Dues. At each regular annual meeting or at such other meeting as may be designated in a resolution adopted by the Board of Directors, the Board of Directors shall be resolution designate classes of membership, if there be more than one, and set the annual dues, if any, to be paid by each class of membership for the ensuing year .

ARTICLE IV. OFFICERS

Section 1. Number. The officers of the Corporation shall consist of a Chair, Vice Chair, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually at the first meeting of the Board of Directors held in September following the election of Directors.^(4/2022) If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The chair shall be the principal officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The Chair shall, when present, preside at all meetings of the members of the Board of Directors. The Chair may sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair in general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so action, shall have all the powers of and be subject to all the

restrictions upon the Chair and shall perform such other duties as from time to time may be assigned to the Vice Chair by the Chair or by the Board of Directors.

Section 7. Secretary. The Secretary shall attend all meetings of members and the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary with the Treasurer shall maintain at the registered office or principal place of business of the Corporation a register of members of the Corporation, showing the names and addresses of the members. The Secretary with the Treasurer shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Corporation is a party or by which it is legally affected. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or the Board of Directors.

Section 8. Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer shall sign all checks and promissory notes of the corporation and shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws. The Treasurer shall keep, or cause to be kept, adequate and correct accounts of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the Chair, when required, statements of the financial affairs of the Corporation. The Treasurer shall in general perform the entire financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chair or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Salaries. The salaries of the officers, if any, shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the corporation.

ARTICLE V. MISCELLANEOUS

Section 1. Indemnification. The Corporation shall indemnify any Director, officer or former Director or officer of the Corporation against expenses actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a Director or officer, except in relation to matters as to which such person is

adjudged to be liable for willful misconduct in the performance of such person's duties to the Corporation. The Corporation shall further indemnify any Director or officer, or former Director or officer, to the full extent allowed by law, including section 30-3-88, Idaho Code.

Section 2. Books and Records. At its registered office or principal place of business, the Corporation shall keep: (i) correct and complete books and records of account; (ii) minutes of the proceedings of its members and Board of Directors; and (iii) a record of the names and addresses of all members. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. All books and records of the Corporation may be inspected by any member, or such member's agent or attorney, for any proper purpose at any reasonable time.

Section 3. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by two-thirds (2/3) of the members. Such authority may be general or confined to specific instances.

Section 4. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, note or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation as provided in these. Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

Section 5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of Directors may select.

Section 6. Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared and presented to the members at the regular annual meeting of the members.

Section 7. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.

Section 8. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any regular or special meeting.

We, the undersigned, being the initial members of the Board of Directors and the duly elected Secretary of the Corporation do hereby certify that the foregoing bylaws were duly adopted as the official Bylaws of the corporation by unanimous consent of the Directors of the Corporation

This 14 day of April, 2022

Jaci Downing
Chair, Jaci Downing

This 14 day of April, 2022

Debra V. Erickson
Board Member,

Certificate by Secretary

I do hereby certify as follows:

That I am the duly elected, qualified and acting secretary of the above named Corporation; that the foregoing Bylaws were adopted as the Bylaws of said Corporation effective on the date set forth above by the person elected by the members as Chair of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand

this 14th day of April, 2022.

Mary Hartman
Secretary, Mary Hartman