

BYLAWS OF THE EMMAUS AQUATIC CLUB

ARTICLE I - Name and Address

Section 1. Name

The name of the organization shall be Emmaus Aquatic Club ("EMAC").

Section 2. Address

The address of the organization is 2546 Mill Race Road, Emmaus, Pennsylvania 18049.

Section 3. Corporate Seal

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal" and "Pennsylvania".

ARTICLE II – Purposes

Section 1. Purposes

- a. To provide the opportunity for all age groups to participate with a USA Swimming Club (USA Swimming).
- b. To provide a high-quality, competitive program which will allow its members the opportunity to develop their skills to their highest level.
- c. To strive to gain local, as well as national, recognition for members.
- d. To own and operate a swimming pool facility.
- e. To promote swimming and other aquatic sports and activities including swimming lessons.
- f. To provide educational and instructional opportunities related to aquatics.
- g. To foster local, amateur, collegiate and masters level swimming opportunities.
- h. To organize and conduct swimming meets and competitions.
- i. To provide related social activities for the benefit of the community.
- j. To do all other lawful acts and activities permitted by the Business Corporate Law of Pennsylvania.

ARTICLE III – Board of Directors

Section 1. Board Management – General Powers

The activities and affairs of EMAC shall be managed by the Board of Directors. The general powers of the Directors shall be such as are necessary to perform their management duty.

Section 2. Eligibility

- a. *Age.* Any person wishing to serve on the Board of Directors who has reached the age of twenty-one (21) years may be a Director, subject to the limitations and requirements set forth in subsections below.
- b. *Confidentiality.* Anyone interested in being a Director, and those elected to serve as Director must review and agree to sign the Emmaus Aquatic Club Conflict of Interest and Confidentiality Agreement.
- c. *Compensated Individuals.* Individuals compensated for services by EMAC, including the Head Coach, any additional coaches and any paid employee of EMAC and its affiliates (full or

part-time), shall not be eligible to serve as a Director, unless separately voted in as a Director under the manner set forth in Section 18 herein.

d. *Additional Limitations.*

1. Individuals compensated by EMAC for services may be elected to office by a vote of three-quarters or more of all Directors in good standing. Such action may occur at a regular meeting of the Board or at a special meeting called by the Chair at which a quorum is present. Such a vote must be in person and cannot be conducted via e-mail correspondence. A member of an employees' immediate family (spouse, brothers or sisters) is not eligible to serve as a Director. a. The only exception to this is a parent of a junior coach/lessons' instructor may serve as Director as long as the employee is of high school age or actively attending college.
2. Only one Director per family/generation of said family is eligible to serve at a time.
3. All non-collegiate family member swimmers, actively competing in USA swimming must be a member of EMAC. Parents with active non-collegiate swimmers on multiple USA swim teams are not eligible to be a Director.
4. Non-EMAC affiliated individuals are eligible to be a Director if they comply with all the requirements listed above.
5. Candidates cannot be a member of any other competitive USA Swimming board.
6. Current Directors are grandfathered from meeting these requirements.

e. *Good Standing.* Any current member of the club who wishes to serve as a Director must be in good standing with the club. To be in good standing, members are obligated to timely pay dues and/or debts owed to the club and comply with the criteria provided to all members in the various Codes of Conduct.

1. *Debt to Club.* Any person owing a debt to the Club is not eligible to serve as a Director unless and until all debts are paid.
2. *Codes of Conduct Violations.* No member of a family which has received from EMAC written notice of violation of club policy as set forth in EMAC's various Codes of Conduct, including but not limited to Parent, Swimmer, Volunteer, Coach, or General, is eligible to be elected to serve as a Director.

f. *USA Swimming Membership.* A Director must obtain and maintain a current and active Non-athlete Membership for USA swimming.

g. *Clearances.* A Director must complete and maintain all required USA Swimming safe sport requirements and clearances.

h. *Conflict of interest.* A Director must immediately resign from their position at such time that their child registers for membership with another non collegiate USA affiliated team (even if their membership to the other team is still pending approval).

Section 3. Number of Directors

The total number of Directors of the corporation shall not be less than five (5) and no more than nine (9) at the end of the EMAC fiscal year as defined in Article VIII.

Section 4. Confidentiality

All discussions, meetings, decisions, etc., discussed by the Board of Directors are confidential. Each member of the Board of Directors shall execute a confidentiality agreement. Violation of the Confidentiality Agreement is grounds for removal from the Board of Directors.

Section 5. Term of Office

- a. *General Directors.* Each General Director shall hold office for a term of two (2) years or until his or her successor is elected. One-half of the General Directors shall be elected to their two (2)-year term each year. If the number of General Directors is not evenly divisible by two, then for purposes of this section, the number of General Directors shall be divided into two groups, as nearly equal in number as possible.
- b. *Directors Filling Vacancies.* (1) The term of a Director elected to fill a vacancy caused by an existing position becoming vacant shall be the unexpired term of his or her predecessor; (2) The term of a Director elected to fill a vacancy caused by an increase in the number of Board of Director vacancies that may exist on the date these Bylaws are adopted, shall be set at that term which will continue to cause the terms of one-third of the Directors (or as close to one-half as possible) to expire each year.
- c. *Term limits.* No person shall serve as Director for more than six (6) years beginning with the person's first full term *in office*. Said person may not return to the Board by election or appointment until such time as three (3) years have passed since exiting the Board.
- d. *Leave of Absence.* Directors may request a leave of absence not to exceed the unexpired portion of his/her term. The Chair shall grant a leave of absence at his/her discretion.

Section 6. Annual Meeting

- a. *When Held.* The Board of Directors shall hold an annual meeting within three (3) months after the end of the EMAC fiscal year. The Chair shall set the date of the annual meeting.
- b. *Directors Elected.* One-half of the Board of Directors shall be elected at each annual meeting.
- c. *Officers Elected.* At the first regular Board Meeting after the Directors are elected, the Board of Directors shall elect officers to succeed officers whose terms expired at the annual meeting.
- d. *Report on the Annual Budget.* A report detailing the general finances of the club shall be delivered to the membership at the annual meeting

Section 7. Regular Meetings

- a. The Board of Directors shall, at a minimum, hold a regular meeting every two (2) months. The Chair shall set the date of the regular meetings. Meetings may be held more frequently if so determined by the Chair.
- b. Meetings are open to attendance by EMAC's membership, upon advance request and approval by the Chair. The Chair or presiding officer at the meeting shall have the responsibility to determine which matters are confidential and may only be discussed with the Board of Directors.

Section 8. Special Meetings

Special meetings may be called by the Chair; or, in case the Chair is incapacitated, by the Vice Chair; or, by a majority of the Board of Directors. Only business specified in the meeting agenda may be conducted at special meetings.

Section 9. Chair to Preside

The Chair shall preside over Board of Directors' meetings; provided, that in the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Directors present shall decide by majority vote who shall preside.

Section 10. Place of Meetings

The Chair shall determine the location at which regular, special and annual meetings shall be held. Meetings can also be held via conference call or any other method agreeable to the majority of the Board.

Section 11. Notice of Meetings

- a. *Regular meetings.* Notice of regular meetings shall be the form of an electronic mail no less than five (5) days before the meeting.
- b. *Special meetings.* Notice of special meetings shall be the form of e-mail correspondence no less than two (2) days before the meeting.
- c. *Address to which meeting notices are sent.* Notice sent to his/her e-mail address of preference shall be sufficient.
- d. *Agenda to accompany notices.* A meeting agenda shall accompany notices which shall contain a listing of topics to be discussed or acted upon; provided, however, that topics not listed on the agenda for a regular meeting may be raised, discussed and acted upon.
- e. *Waiver of right to notice.* A Director may waive his/her right to receive notices.

Section 12. Quorum

One-half of the Directors shall constitute a quorum. No official Board of Directors action may be taken without a quorum present. For the purposes of determining whether a quorum is present, Directors who may have filed votes or remarks with the Secretary pursuant to Section 15, Subsection (b.) having to do with actions by absent Directors, shall NOT be counted as present.

Section 13. Rules for Conducting Meetings

All meetings shall be conducted in accordance with Roberts Rules of Order. If two (2) versions of the Rules should conflict, the most recently published version shall control.

Section 14. Manner of Acting

- a. *One vote per Director – number needed to act.* Each Director shall be entitled to one vote. Except as provided in Section 2 (d)(1) of this Article herein having to do with election of Directors compensated by EMAC, Section 18 herein having to do with removal of Directors, and Article X having to do with amendment of these Bylaws, when a majority of the Directors at a meeting at which a quorum is present, their action shall be recognized as the action of the Board of Directors; provided, however, that in no case shall any action be taken if less than the majority of all sitting Directors vote in favor of the action. Voting by e-mail correspondence shall be permitted when the Chair deems appropriate. In such case, the rules requiring physical presence stated in Section 12 are considered suspended and a quorum constitutes one-half of the entire Board.
- b. *Treatment of votes of absent members.* For purposes of determining whether a majority of Directors have acted, the votes of Directors who have filed a vote with the Secretary pursuant to Section 15, Subsection (b) of this Article having to do with actions by absent Directors shall be deemed to be votes of present Directors.
- c. *Treatment of a Director's silence.* Silence by a Board of Directors member shall not be construed as either assent or dissent.
- d. *Recording of dissenting votes.* A dissenting Director may request that his or her dissent be entered in the Minutes of the meeting or may deliver a written dissent to the Secretary within five (5) days following the meeting, in which case the Secretary shall enter the dissent in the Minutes of the meeting. The Secretary shall report the receipt of any dissents at the next Board of Directors meeting.

Section 15. Action by Absent Directors

- a. Submission of resolutions to be voted upon.* A Director who cannot attend a Board of Directors meeting may submit a written resolution, including e-mail correspondence, or resolutions to the Secretary, and at least one (1) additional member of the Board and request such resolution(s) is voted upon at the meeting. The request must be signed by the Director. The Director may request in writing, including e-mail correspondence, that the Secretary mail or e-mail copies of the resolution or resolutions to each Director before the meeting. The Secretary shall comply with such request as soon as possible, but only if the resolution and the request are received by the Secretary at least seven (7) days before the meeting. The Director shall promptly reimburse EMAC for the expenses of such a mailing upon receipt of a bill from the Secretary. The Secretary shall introduce such resolution at the meeting at such time during the meeting as the secretary deems most appropriate. Such resolutions shall not be changed in any way prior to being voted upon. This includes friendly amendments. In determining whether the resolution passes or fails, the absent Director shall be counted as having voted in favor of the resolution.
- b. Submission of a vote on a resolution.* A Director who cannot attend a Board of Directors meeting may vote on any resolution mailed to the Directors before the meeting by delivering a YES or NO vote in writing, including e-mail correspondence, to the Secretary before the meeting. Such vote must be signed and dated. At the meeting, the Secretary shall announce the vote of the absent Director at the time the resolution is voted upon. Such vote cannot be counted to determine whether any other resolution has passed, no matter how similar the wording of such a resolution is to the wording of the resolution that was mailed in advance.
- c. Submission of remarks about a relevant topic.* A Director who cannot attend a Board of Directors meeting may deliver to the Secretary the Director's written remarks regarding any topic appearing on the meeting's agenda or regarding any other topic relevant to the activities of the club. Such remarks must be signed and dated by the Director if written, or may be submitted via e-mail correspondence by the Director. The Secretary shall read any such remarks at such time during the meeting as the Secretary deems most appropriate; provided, however, that any remarks relating to a topic which is the subject of a resolution shall be read before the resolution is voted upon.

Section 16. Action Without a Meeting

The Board of Directors may act without a meeting by delivering to the Secretary a written statement of the contemplated action signed by all Directors voting in favor thereof, indicating their consent thereto. In the alternative, the Board may act without a meeting, if each voting Director submits a written statement, including e-mail correspondence, of the contemplated action signed by the Director indicating his/her consent; provided, however, in such a case all written statements of contemplated action must read identically.

Section 17. Representation by Proxy Prohibited

No Director may be represented by another person as the Director's proxy.

Section 18. Removal of Directors

Directors may be removed from office by a vote of three-quarters or more of all Directors in good standing. No reason need be given for a removal. Such action may occur at a regular meeting of the Board or at a special meeting called by the Chair at which a quorum is present. Such vote must be in person and cannot be conducted via e-mail correspondence.

Section 19. Filling Vacancies

- a. *Governance Committee, as set forth herein in Article IV, Section 2, to recommend.* The Governance Committee, as soon as practicable, shall recommend to the Board persons to fill vacancies caused by existing Board positions becoming vacant. The Committee shall recommend to the Board persons to fill vacancies caused by an increase in the number of Board positions authorized by Section 3 of this Article, including vacancies that may exist on the date these Bylaws are adopted.
- b. *Board of Directors to vote on recommendations.* The Board shall vote whether to add to the Board a person recommended by the Governance Committee at the meeting at which such recommendation is made, unless the Board votes to take the recommendation under advisement, in which case, the Board may vote on such recommendation at any subsequent meeting.
- c. *Vacancies filled without recommendation.* The Board of Directors may fill any vacant position on the Board caused by any reason without a Governance Committee recommendation.

Section 20. No Right to Compensation

Directors shall serve without compensation for their services. This restriction shall not prevent EMAC for reimbursing Directors for reasonable out-of-pocket expenses incurred in connection with their duties as Directors.

Section 21. Financial Interest in Contracts

A contract approved by the Board of Directors with an entity in which a Director or a member of his/her immediate family has a financial interest through stock ownership or otherwise shall be voidable by the Board unless, prior to the approval, the Director discloses to all voting Board members the nature and the extend of the interest.

ARTICLE IV – OFFICERS

Section 1. Eligibility

Officers must be general Directors. No Director may hold more than one office. No Director who is also compensated by EMAC for services may be an officer. All officers must be currently registered as a non-athlete member of United States Swimming, costs of which will be covered by the Corporation.

Section 2. Designation of Officers

- a. EMAC shall at a minimum have the following officers: a Chair, a Vice Chair, a Secretary and a Treasurer.
- b. The Board of Directors may appoint additional officers as it deems necessary.
- c. The Chair may appoint assistant Secretaries and Treasurers. (1) Assistant Secretaries and Treasurers need not be general Directors.

Section 3. Terms of Office for Officers

- a. *Chair's term.* The Chair's term shall be the same as the Chair's remaining term as a Director.
- b. *Other officers.* The term of all other officers shall be from an annual meeting of the Board of Directors to the next annual meeting.
- c. *Term limits.* No person shall serve in the same office for more than six (6) consecutive years beginning with the person's first full term *in office*.

Section 4. Removal of Officers

Officers may be removed from office by a vote of three-quarters or more of all Directors in good standing. No reason need be given for a removal. Such action may occur at a regular meeting of the Board or at a special meeting called by the Chair, or Vice Chair, at which a quorum is present. Such vote must be in person and cannot be conducted via e-mail correspondence.

Section 5. Filling Vacancies

- a. *Governance Committee to recommend.* The Governance Committee shall recommend to the Board of Directors persons to fill vacancies caused by existing offices becoming vacant. Board approval shall not be necessary if the appointment is to fill an assistant Secretary or assistant Treasurer position previously appointed by the Chair. The Board may fill any vacant position on the Board caused by any reason without a Governance Committee recommendation.
- b. *Term of appointed officers.* An officer appointed to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 6. No Right to Compensation

Officers shall serve without compensation for their services. This restriction shall not prevent the EMAC from reimbursing officers for reasonable out-of-pocket expenses incurred in connection with their duties as officers.

Section 7. Duties of Officers

- a. *Chair.* The Chair of the Board of Directors shall be the principal presiding officer of EMAC, subject to the control of the Board of Directors. The Chair shall have the following powers and duties:
 - i. Approving and executing any deed, mortgage, bond, contract, or other instrument involving a material amount.
 - ii. Appointing any assistant Secretaries or Treasurers as he/she deems appropriate.
 - iii. Appointing the chair(s) of any committee which does not through other means or documents have a designated chair.
 - iv. Submitting an annual report to the Board of Directors at the annual meeting.
 - v. Approving any expenditure involving an amount in excess of \$1,500.00.
- b. Presiding over all meetings of the Board of Directors.
- c. *Vice Chair.* The Vice Chair of the Board of Directors shall be the secondary presiding officer of EMAC, subject to the control of the Board of Directors. The Vice Chair shall have the following powers and duties:
 - i. Presiding over any meetings of the Board of Directors in the absence of the Chair.
 - ii. Performing such other duties as the President or the Board of Directors may assign.
 - iii. Chairing the Strategic Development Committee.
- d. *Secretary.* The Secretary of the Board of Directors shall be the principal administrative officer of EMAC, subject to the control of the Board of Directors. The Secretary shall have the following powers and duties:
 - i. Sending out notices of annual, regular, and special Board of Director meetings within the time limits set by these Bylaws, accompanied by an agenda for the meetings. Unless previously delivered to the Directors, the notices shall be accompanied by the Minutes of the previous Board meeting.
 - ii. Taking, keeping and distributing the Minutes of annual, regular and special meetings of the Board of Directors.

- iii. Overseeing preparation and delivery of all notices to comply with any provisions of these Bylaws or as required by law in addition to the notices referred to in Subsection i. of this section.
 - iv. Performing such other duties as the Chair or the Board of Directors may assign.
 - v. The secretary may delegate any of the duties of the secretary to one or more assistant Secretaries appointed by the Chair.
 - vi. Chairing the Governance Committee.
- e. *Treasurer.* The Treasurer of the Board of Directors shall be the principal financial officer of EMAC, subject to the control of the Board of Directors. The Treasurer shall have the following powers and duties:
- i. Receiving all monies due and payable to EMAC and depositing such monies in the name of the Club in the bank(s) or other depositories approved by the Board of Directors.
 - ii. Monitoring and maintaining all funds and investments of EMAC.
 - iii. Performing preliminary budgetary and financial reviews prior to presenting to Board of Directors and membership.
 - iv. Chairing the Finance Committee.
 - v. Performing any other such duties as the Chair or Board of Directors may assign.
 - vi. The Treasurer may delegate any of the duties of the Treasurer to one or more assistant Treasurers or Bookkeepers appointed by the Chair.

ARTICLE V – Committees

Section 1. Standing Committees

EMAC shall make every attempt to form the standing committees as listed in Membership Handbook. The Board shall set forth the composition of each Committee.

Section 2. Additional Committees

The Board may establish such other Committees as it feels desirable and designate who shall be the Committee members. The resolution establishing such Committees shall set forth the Committee's purpose and powers.

Section 3. Non-Board Committee Members

Unless the Board of Directors otherwise restricts a Committee's membership, non-Board members may serve on any Committee.

ARTICLE VI – DIRECTOR LIABILITY

Section 1. Director Not Liable

A member of the Board of Directors shall not be personally liable for monetary damages as such for any action taken, or failure to take any action, unless:

- a. The Director has failed to perform the duties of his or her office with the standard of care set forth in 42 Pa.C.S. §8363(a); and the failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2. Exception to Non-Liability

Exemption from liability set forth in this Article shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or Federal law.

Section 3. Retroactivity

Exemption from liability set forth in this Article shall be retroactive to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or modification.

Section 4. Insurance

EMAC must maintain Director and Officer's liability insurance at all times with minimum coverage of \$1,000,000. EMAC must also maintain required minimum USA Swimming insurance coverages.

ARTICLE VII – DIRECTOR INDEMNIFICATION

Section 1. Definitions

When used in this Article, the following terms have the following definitions:

“Indemnified Capacity” – Any and all past, present and future service by an indemnified Representative in one or more capacities as a Director, Officer, employee or agent of EMAC.

“Indemnified Representative” – Any and all Directors and officers of EMAC and any other person designated as an indemnified Representative by the Board of Directors.

“Liability” – Any damage, judgement, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorney fees and disbursements reasonably incurred.)

“Proceeding” – Any threatened, pending or completed action, suit, appeal, or other proceeding of any nature, whether civil, criminal, administrative, or investigative, whether formal or informal, and whether brought by or in the right of EMAC or otherwise.

Section 2. Scope of Indemnification

- a. *General Indemnification.* EMAC shall indemnify an Indemnified Representative against any liability incurred in connection with any proceeding in which the Indemnified Representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity. Such indemnity shall include, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, or misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability. Such indemnification shall not apply where expressly prohibited by applicable law or where the conduct of the indemnified representative has been determined to constitute willful misconduct or recklessness within the meaning of 42 Pa.C.S. §8365(b) relating to misconduct or recklessness or any superseding provision of law deemed sufficient under the circumstances to bar indemnification against liability.
- b. *Partial Indemnification.* If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which he/she may be subject, EMAC shall indemnify such person to the maximum extent for such portion of the liabilities.

- c. *Presumption of Non-Entitlement.* The termination of a proceeding by judgement, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not create a presumption that the indemnified representative is not entitled to indemnification.

Section 3. Advancing Expenses

EMAC shall pay the expenses incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding described in Section 2 of this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

Section 4. Denial of Right to Indemnification

- a. *Prompt Indemnification.* Indemnification under Section 2 of this Article shall be made by EMAC unless a determination is reasonably and promptly made that indemnification of an indemnified representative is not proper under the circumstances because of grounds for denying indemnification under this Article or applicable law. Such determination may be made only by the Board of Directors by a majority vote of a quorum consisting of Directors who were not a party to the proceeding.
- b. *Written Reasons for Failure to Indemnify.* The Board shall state in writing, including e-mail correspondence, the reasons for deciding that an indemnified representative is not entitled to indemnification.

Section 5. Discharge of Duty

An indemnified representative shall be deemed to have discharged his or her duty to EMAC if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

- a. One or more officers or employees of EMAC whom such indemnified representative reasonably believes to be reliable and competent with respect to the matter presented.
- b. Legal counsel, public accountants, or other professionals whom such indemnified representative reasonably believes to be reliable and competent with respect to the matter presented.
- c. A Committee of the Board of Directors on which he/she does not serve as to matters within its area of designated authority, which committee he/she reasonably believes to merit confidence.

Section 6. Contract Rights

All rights to indemnification under this Article shall be deemed a contract between EMAC and the indemnified representative pursuant to which EMAC and each indemnified representative intend to be legally bound.

Section 7. Amendment or Repeal of this Article

Any repeal, amendment or modification of this Article shall be prospective only and shall not affect any rights or obligations then existing.

Section 8. Reliance on Provisions

Each person who shall act as an indemnified representative of EMAC shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

Section 9. Interpretation

The provisions of this Article are intended to constitute Bylaws authorized by 15 Pa.C.S. §7746(a) relating to indemnification under the Pennsylvania Corporation Law and 42 Pa.C.S. §8365 relating

to indemnification rights in addition to those provided by law.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of September (September 1) and shall end on the thirty-first of August (August 31) in each year.

ARTICLE IX – DISPOSITION OF ASSETS UPON DISSOLUTION

Section 1. Return of Assets; Creation of Trust

Upon dissolution of EMAC, assets remaining after payment of all debts shall be disposed of as follows:

- a. *Return of Assets.* Obligations, if any, to return assets or their equivalent to grantors or donors as required by the Articles of Incorporation or otherwise, shall be honored.
- b. *Creation of Trust.* Assets remaining after the return of assets shall be placed in a trust, of which a local commercial trust company and five (5) individuals, all chosen by EMAC's last Board of Directors, shall be trustees. The trust shall use assets as the trustees see fit for the benefit of Lehigh Valley nonprofit competitive swimming organizations. The trustees may convert tangible assets to intangible assets as the trustees see fit. This section shall not apply to dissolution after a transfer of EMAC's assets and liabilities to a successor corporation.

ARTICLE X – AMENDMENTS TO BYLAWS

The Board of Directors may amend these Bylaws by a two-thirds vote of all Directors entitled to vote. The intent of this Article is that two-thirds of all Directors are necessary to pass an amendment, not just two-thirds of all Directors present at the meeting at which the vote is taken. No amendment can be adopted unless the exact wording of the amendment was delivered to all Directors at least thirty (30) days before the meeting at which the vote was taken.

ARTICLE XI – REPLACEMENT OF EXISTING BYLAWS

Upon their adoption, these Bylaws shall replace and supersede all Bylaws of the Emmaus Aquatic Club then in effect.

ARTICLE XII – INITIAL TERMS

Section 1. Initial Terms of Directors

For purposes of putting Article II, Subsection 4(a), relating to terms of General Directors into effect, the General Directors in office on the date these Bylaws are adopted shall be divided into two (2) groups as nearly equal as possible. The groups shall be designated Group 1 and Group 2.

- a. The term for Directors in Group 1 shall be from the date these Bylaws are adopted to the first annual Board of Directors meeting required by these Bylaws, at which meeting their successors shall be elected.
- b. The term for Directors in Group 2 shall be from the date these Bylaws are adopted to the second annual Board of Directors meeting required by these Bylaws, at which meeting their successors shall be elected.

Section 2. Initial Terms of Officers

For purposes of putting Article III, Section 3 relating to terms of officers into effect, the following rules will apply:

- a. *Chair.* The term of the Chair in office at the time these Bylaws are adopted shall be the same as his/her term as of the date these Bylaws are adopted.
- b. *Vice Chair, Secretary, Treasurer.* The term of the Vice Chair, Secretary and Treasurer in office at the time these Bylaws are adopted shall be the same as his/her term as of the date these Bylaws are adopted.

ATTEST:

_____	_____
_____	_____
_____	_____
_____	_____