

BYLAWS

OF

Aquatics Unlimited, Inc.

A MICHIGAN NON-PROFIT CORPORATION

Date Amended 11/12/2024

ARTICLE I

NAME AND OFFICE

1.01 NAME: The name of this corporation is: Aquatics Unlimited, Inc., “DBA” South Lyon Howell Aquatics a Michigan non profit corporation.

1.02 OFFICE: The principal office of this corporation shall be located at the following address: P.O. Box 291, South Lyon, MI 48178, or such other place in or outside the State of Michigan as the Directors may deem appropriate.

ARTICLE II

PURPOSE, POWERS AND TERMS

2.01 PURPOSE: Said corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as well as any lawful purpose, as authorized by state law. The purpose of Aquatics Unlimited, Inc. BDA South Lyon Howell Aquatics is reflected in its vision and mission, which are posted on the South Lyon Aquatics website and may be revised by the Board of Directors from time to time.

Additional purposes of Aquatics Unlimited, Inc. shall include, but are not limited to:

- a) Developing a Michigan-based aquatics organization that promotes and supports the physical, social/emotional, and educational/intellectual development of all its members.
- b) Providing an opportunity for all members to safely engage in swimming as a wholesome, lifetime sport and recreational activity.
- c) Promoting involvement in age-group swimming and providing opportunities for members to compete in organized local, state, national, and international swimming competitions.
- d) Encouraging and supporting the swimming goals and achievements of all members while promoting team goals and achievements.
- e) Promoting and developing good sportsmanship, leadership, ethics, and values within the parameters of a competitive swimming program.
- f) Engaging members and their families in Club activities as participants and volunteers.
- g) Cooperating with and assisting local school systems and recreation programs in developing water safety programs and promoting swimming as a lifetime sport and recreational activity.

2.02 POWERS: The powers of Aquatics Unlimited, Inc. shall include the following:

- a) The participation in and conduct of such meets and competitions as the Executive Director / President shall determine from time to time to be in the best interests of Aquatics Unlimited, Inc.

- b) The publication and distribution of programs, newsletters, and other publications designed to promote the activities and affairs of Aquatics Unlimited, Inc. in, but not limited to, written or digital forms.
- c) The solicitation and sale of advertising space in such publications and obtaining sponsorship for competitions and publications.
- d) The solicitation of donations or conduct of fundraising events to support operations, salary, equipment, supplies, and the like required to further the mission;
- e) The contribution of money or other things of value as allowable under Section 501(c)3 of the Internal Revenue Code for scholarships, programs, or other causes in furtherance of the affairs and interests of Aquatics Unlimited, Inc. that are in alignment with the Aquatics Unlimited, Inc. vision and mission.
- f) The retaining of such persons, firms, or corporations as may be necessary to provide special services or consultation to Aquatics Unlimited, Inc.
- g) The Executive Director / President may purchase, sell and convey real or personal property, and enter into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of Aquatics Unlimited, Inc., as limited in these bylaws.
- h) The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons.
- i) The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of Aquatics Unlimited, Inc. and to conduct its affairs.

2.03 DEFINED TERM: As used herein, the following terms are defined. These terms and definitions may be amended at any time by a majority vote of the Board of Directors in which a quorum is present.

As used herein, the terms “South Lyon Aquatics” or “SLA” or “Aquatics Unlimited” shall refer to “Aquatics Unlimited, Inc. BDA South Lyon Howell Aquatics”.

As used herein, the term “Board” shall refer to the Board of Directors of Aquatics Unlimited, Inc.

As used herein, the term “Head Coach” shall refer to the sole employee hired and retained by the Board to manage the ongoing affairs of Aquatics Unlimited, Inc.

As used herein, the term “Head Age Group Coach” shall refer to the employee(s) hired and retained by the Board to manage a specific group of members as defined by the Board.

As used herein, the term “Assistant Coach” shall refer to the employee(s) hired and retained by the Board to assist the Head Coach and Head Age Group Coach as defined by the Board.

As used herein, the term “Howell Lead Coach” shall refer to the sole employee(s) hired and retained by the Board to manage all groups of members who practice at the Howell pool facility as defined by the Board.

As used herein, the term ‘member’ shall refer to the member(s) of the current practice groups as defined on the South Lyon Aquatics website.

As used herein, the term ‘member family’ shall refer to each member’s family unit, including any members of the above mentioned groups that reside in the same household.

As used herein, quorum shall mean a majority of the Board of Directors who are present either in person or virtually at any Board meeting.

ARTICLE III

BOARD OF DIRECTORS

3.01 NUMBER & QUALIFICATIONS: This corporation shall be governed by a Board of Directors of not less than (7) seven or not more than (11) eleven persons.

3.02 COMPOSITION: The Board of Directors of Aquatics Unlimited, Inc. shall consist of the Head Coach, the President, the Vice President, the Secretary, the Treasurer, and up to six and no less than two Members-at-Large, for a maximum of eleven voting Board Members.

The Officers of the Board of Directors are the President, the Vice President, the Secretary and the Treasurer. Terms of Directors may be renewed so long as membership in Aquatics Unlimited, Inc. is retained. No Director shall hold more than one office concurrently. The Board may, in its sole discretion through a majority vote, terminate a Director's participation as a member of the Board at any time.

At no time shall two members of the same member family hold concurrent board positions.

The Head Coach will serve on the Board of Directors through tenure in this position. The Head Coach will have no vote on any matter dealing with the Head Coach's employment, benefits, performance, or compensation.

Any two (2) offices may be held by the same person at any time, except the offices of President and Secretary must be held by two (2) separate persons.

3.03 PRESIDENT: The President will be the Chief Executive Officer and Executive Director of this corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

3.04 HEAD COACH: The Head Coach shall have duties that include, but not limited to, the powers to: revise the Aquatics Unlimited, Inc.'s vision and mission; make and amend necessary rules and regulations; provide oversight on all financial matters; review any reports from an independent public accountant engaged by the Head Coach on an annual basis to perform either a review or audit of Aquatics Unlimited, Inc. financial records as it sees fit; and provide oversight for any contracts, leases, or other agreements necessary to carry out the purposes of Aquatics Unlimited, Inc. entered into by the Head Coach. No part of the net income of the organization shall inure to the private benefit of any individual.

The Head Coach shall:

- (a) Obtain and solicit resumes for assistant coaches and present the assistant coach resumes to the Board for approval. Approval to engage an assistant coach requires a majority vote of the Board.
- (b) Maintain an appropriate number of assistant coaches for the number of Competitor Members.
- (c) Communicate expectations of the Competitor Members to both the Account Member and Competitor Members.
- (d) Communicate about the performance and development of the Competitor Members to both the Account Member and Competitor Members.
- (e) Communicate and enforce the Team Travel Policy, the Code of Conduct, the Bullying Policy, and the Electronic Communication Policy as set forth in the Handbook.

3.05 VICE PRESIDENT (MEMBERSHIP): The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform Club membership duties as well as other duties which may be prescribed from time to time by the Board of Directors.

3.06 SECRETARY: The Secretary will keep minutes of all the meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

3.07 TREASURER: The Treasurer will have charge and custody of all funds of the corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accountings to the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, by the Bylaws, or which may be assigned from time to time by the Board of Directors.

3.08 RESIGNATION OF ANY OFFICERS: Any Officer elected or appointed to office may resign at any time via writing sent to the President of the corporation or if the Officer resigning is the President, to the Secretary of the Board of Directors of the corporation. Officers without registered members shall resign from their current board position within thirty (30) days of the start of the short course season. Furthermore, Directors may be removed from the Board of Directors by resignation, or pursuant to the Articles of Incorporation.

3.09 REMOVAL OF OFFICERS: Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interest of the corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

Vacancies on the Board will be filled by a majority of the remaining Board of Directors. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.10 APPOINTMENT & ELECTION & TERM: The Director positions shall be appointed by the Executive Director / President, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Executive Director. Said appointments shall be made at the meeting of the Board of Directors. Directors, other than the Executive Director / President, VP Membership, and Treasurer, pursuant to the Articles of Incorporation, shall serve a term of two years, and shall be eligible to succeed themselves in consecutive terms provided they meet the requirements enumerated in the Articles of Incorporation. Executive Director / President, VP Membership and Treasurer shall serve a three year term, pursuant to the Articles of Incorporation and shall be eligible to succeed themselves in consecutive terms provided they meet the requirements enumerated in the Articles of Incorporation.

No more than three board members should be up for election during a specific election period. A board member currently not up for election will run the election. The call for election nominations will be held no later than four weeks prior to the final short course team event, typically the banquet. A nominee is required to be a member for at least one year prior to nomination in order to be eligible for a board nomination. Nominations can be submitted for one week and then are considered closed at the conclusion of the one week. Voting will be open for one week. Results will be announced at the final short course team event.

3.11 RESPONSIBILITIES AND LIABILITY: The Directors shall be trustees of the corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed to them by all applicable laws. In addition, they shall advise the Executive Director / President in matters of the operation of the corporation. Directors shall in no way encumber personal liability from the actions of the corporation and shall be entitled to indemnification according to the provisions of the Michigan Nonprofit Corporation Act and state laws exempting nonprofit officials from liability.

ARTICLE IV

MEETINGS

4.01 ANNUAL MEETINGS: The Board of Directors shall meet at least twice annually in a location specified by the Executive Director / President, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting.

The location of said meetings shall be any location within a forty-five (45) mile radius of the Aquatics Unlimited, Inc. mailing address. A simple majority shall constitute a quorum sufficient to conduct business.

The primary regular meeting shall be held in the month of October or November, at which time the Executive Director / President shall report on the activities of the corporation during the previous year, and shall relate his or her plans and goals for the coming year. The Board of Directors shall establish the annual budget and rates of compensation for the Executive Director / President and all other staff and employees.

If a staff member or employee of Aquatics Unlimited, Inc. is also a member of the Board of Directors, that Board of Director member will not be present for nor have any vote for any discussion related to that staff member or employee's performance, salary, compensation, retention or contract renewal with Aquatics Unlimited, Inc.

The next primary regular meeting shall be held at such time as determined by the board of directors, whereupon, the President shall give a general state of the corporation address to the Directors and Officers.

4.02 SPECIAL MEETINGS: Special meetings may be called as needed by the Executive Director / President and/or a majority of the Directors. Oral or written

notice of the meeting, the time, and place shall be presented to each director in person at least three days before an emergency meeting of the Directors.

4.03 WAIVER OF NOTICE: Attendance of a Director at any meeting of the Board of Directors constitutes a waiver of notice of such meeting except where Director attends a meeting for the purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Whenever any notice is required to be given under the provision of the law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice whether before or after the time stated is such waiver, will be deemed equivalent to the giving of such notice.

4.04 QUORUM: All meetings of the Board of Directors shall have a majority of directors necessary to constitute a quorum and the act of the majority of Directors present at any meeting in which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws.

In case of a tied vote, the President will have a casting vote.

4.05 ACTION BY CONSENT: Any action by law or under the Articles of Incorporation of this corporation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting by a consent in writing, setting forth the action so taken, signed by all the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the corporation.

ARTICLE V

MEMBERSHIP

5.01 MEMBERSHIP: This corporation shall have only members.

5.02 MEMBER DEFINITION: A member shall be a swimmer who:

- a) Has a current Aquatics Unlimited, Inc. membership and is registered for the current season.
- b) Has a current USA Swimming membership.
- c) Participates in one of Aquatics Unlimited, Inc's groups as defined in Article I of these bylaws in the preceding 12 months;
- d) Has satisfied all financial obligations to Aquatics Unlimited Inc., as established by the Board.
- e) Each member family is required to complete volunteer requirements as defined by the Board.

5.03 VOLUNTEER REQUIREMENTS: Periodically Aquatics Unlimited Inc. will host swim meets. Each member family is required to volunteer for two sessions per family member, for a maximum of 4 sessions per member family at swim meets hosted by Aquatics Unlimited, Inc.

For example:

Family Members who are a member of Aquatics Unlimited, Inc.	Number of Sessions the Member Family Must Volunteer For
1	2
2	4
3+	4

The Board of Directors, in its sole discretion, may waive volunteer requirements as it sees fit. If a member family does not meet their volunteer requirements for short course or long course they will be fined \$60 per missed required session to their account at the end of the season.

5.04 NON-TRANSFERABILITY OF MEMBERSHIP: Memberships are not transferable unless specifically authorized by the Board of Directors.

5.05 VOTING RIGHTS OF MEMBERS: All members shall have one vote per member family on any matter(s) brought before a vote of the membership. The rights and obligations of any member under 18 years of age as of the date of the vote will be held by one of the member's legal parents or legal guardians. No member family shall have more than one vote on any matter(s) brought before a vote of the membership.

5.06 MEMBERS RIGHT TO BYLAWS AND RULES: A copy of the bylaws of Aquatics Unlimited, Inc., Team Handbook, Aquatics Unlimited Minor Athlete Abuse Protection Policy (MAAPP), in accordance with USA Swimming Safe Sport Guidelines, shall be made available to all members via the Aquatics Unlimited, Inc. website.

5.07 NON-DISCRIMINATION: Aquatics Unlimited, Inc. does not and shall not discriminate on the basis of race, color, gender, gender expression/identity, religion, creed, national origin, ancestry, disability, marital status, sexual preference, sexual orientation, gender identity, or gender expression in any of its activities or operations. These activities include, but are not limited to: participation of members, hiring and firing of staff, selection of volunteers and vendors, and provision of services. Aquatics Unlimited, Inc. is committed to providing an inclusive and welcoming environment for all members, staff, volunteers, subcontractors, and vendors.

Within the limitations imposed by the facilities available to Aquatics Unlimited, Inc., any person who meets the swimming requirements of participation in the competitive swim program, as determined by the Board of Directors, is eligible to hold a membership.

At the discretion of the Board of Directors, the number of members may be limited to ensure the safety of swimmers and the maintenance of a high-quality swim program as defined by the mission and purposes of Aquatics Unlimited Inc.

5.08 SUSPENSION/TERMINATION OF MEMBERSHIP: The Board, after due deliberation, may restrict, suspend, or terminate the membership of any member, for good cause, including but not limited to:

- a) The non-payment of dues and/or fees owed by such member, or
- b) Conduct that (I) endangers said member or others; (II) involves illegal activities; or (III) involves violation(s) of the published USA Swimming Code of Conduct, the bylaws of Aquatics Unlimited Inc., MAAP Policy, or the Aquatics Unlimited Inc., Athlete and/or Parent Code of Conduct, as may be amended from time to time by the Board.

This provision is not intended to limit in any way freedom of speech, expression of dissatisfaction, differences of opinion, or efforts to make changes at Aquatics Unlimited, Inc.

Members are not permitted to use Aquatics Unlimited, Inc. rosters or lists of members to make solicitations, express political viewpoints, and the like. Members who do so are subject to restriction, suspension, or termination of membership at the discretion by a vote of the Board.

There shall be no obligation of Aquatics Unlimited, Inc. to refund any fees in the event of restriction, suspension, or termination of membership.

5.09: LIMITS OF LIABILITY: No director, officer, member, authorized agent or representative of Aquatics Unlimited, Inc., shall be liable or responsible for any debts or liabilities of Aquatics Unlimited Inc. or liable to Aquatics Unlimited Inc., except to the extent of the unpaid portion of membership dues, work-out fees, entry fees, or other individual debts, commitments, or liabilities owed to Aquatics Unlimited, Inc.

5.10 FISCAL YEAR: The Fiscal Year of the corporation shall commence on September 1 and ending August 31 of each year.

ARTICLE VI

MISCELLANEOUS

6.01 PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS: No director, trustee, officers or employee of or member of a committee of or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

6.02 CONTRACTS WITH DIRECTORS AND OFFICERS: The Directors and Officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as trustees, or as agents for other persons or corporations, or may be interested in the same matters as directors or otherwise; but shall be deemed “at arm's length” and not violative of proscriptions against the corporation's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

Notwithstanding anything contained in the above paragraph, the Board of Directors shall approve and adopt a conflict of interest policy which shall govern any transaction between the corporation and an interested Director, or any third party entity in which a Director of the corporation has an interest. In the event of any conflict between said conflict of interest policy and these Bylaws, the terms of the conflict of interest policy shall govern the corporation.

Any Board member who may have a conflict of interest must recuse themselves.

ARTICLE VII

AMENDMENTS

7.01 AMENDMENTS BY DIRECTORS: The directors shall have the power to make, alter, amend and repeal the Articles or Bylaws of the corporation by affirmative vote of the majority of the Board of any regular or specially called meeting for the purpose of amending the Articles or Bylaws. Written notice of any meeting where the Articles are to be amended shall be given to each member of the Board of Directors by email, certified mail, or registered mail by (30) days before the meeting.

CERTIFICATE

We, the undersigned being all of the Officers and Directors of the above named corporation, do hereby ratify and adopt the foregoing Bylaws as the Bylaws for the regulation of the affairs of said corporation.

Dated this _____ day of _____, 2024.

President – Shanon Hall

VP Membership – Lindsay Bray

Secretary – Katie Dodge

Board of Director – Member at Large – Mark Smith

Head Coach – Andy Cebull