

**BYLAWS OF**  
**FLYERS AQUATIC SWIM TEAM, INC. (FAST)**

**ARTICLE I**  
**OFFICES**

**Section 1. Registered Office.** The Flyers Aquatic Swim Team, Inc., hereinafter referred to as the “Club” shall at all times maintain in the State of Missouri a registered agent, whose business office shall be the registered office of the Club having an address of 8835 Manchester Road in Brentwood, MO.

**Section 2. Other Offices.** The Club may also have other offices within the State of Illinois as the Board of Directors may, from time to time, designate, and as the business and affairs of the Club may require.

**ARTICLE II**  
**PURPOSES and POWERS**

**Section 1. Nature of Corporation.** The Club is a nonprofit corporation formed under the laws of the State of Missouri, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

**Section 2. Primary Purposes.** The Club is organized for the purposes and will execute its duties as set forth in its Articles of Incorporation which are filed with the State of Missouri.

**Section 3. Termination and Dissolution.** The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall act in accordance with Article 8 of the Articles of Incorporation.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1. Membership Classes.** There shall be two (2) classes of membership of the Club: (1) Regular Members and (2) Competitor Members. Regular Members shall be defined as the parents or legal guardians of Competitor Members. Competitor Members shall be defined as those swimmers who are members of the Club at any time throughout the active season.

**Section 2. Eligibility.** Membership shall be open to any person meeting the criteria for either membership class as set forth in Article III, Section 1 above who is otherwise in good standing with the Club and USA Swimming.

**Section 3. Rights and Liabilities.** No director, officer, member, or authorized agent, or representative of the Club shall be liable or responsible for any debts or liabilities of the Club, or liable to the Club except to the extent of their unpaid portion of membership dues and entry fees. Regular Members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both parents or legal guardian of a Competitor Member are Regular Members, then such parents or guardians shall only have one (1) vote between them. For purposes of voting rights, master swimmers for the Club will be considered Regular Members, giving each of them one (1) vote on all matters brought before a vote. Except as stated above regarding master swimmers, Competitor Members shall have no voting rights.

#### **Section 4. Meeting of Members.**

- a. The Club shall hold a meeting of the membership annually at any time within six (6) months after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before such meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Board of Directors, or by majority vote of the Board of Directors, or upon the written request of at least twenty percent (20%) of the Regular Members.
- b. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) days, or if mailed by other than first-class or registered mail, no less than thirty (30), nor more than sixty (60) days before the meeting date.
- c. Only Regular Members in good standing present at the meeting or properly voting by proxy shall have the right to vote. A Regular Member may vote by proxy by giving a written authorization to another person to vote and act on that Regular Member's behalf. Unless otherwise established by the Articles of Incorporation or the Bylaws, the decision of a majority of the members voting shall be the decision of the Club.
- d. A meeting of the Board of Directors may be held by means of remote communication which is defined as any electronic communication including telephone, video conference, or any other forum available or developed in the future by which the Directors not present in the same physical location may simultaneously communicate with each other.

### **ARTICLE IV BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors ("Board") shall have the general power to manage and control the affairs and property of the Club, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors, which may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club as well as entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. Notwithstanding the forgoing, the Board of Directors may not exercise any powers relating to entering into a contract or agreement for the purchase or sale of real estate, which may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these Bylaws.

**Section 2. Number, Election, and Term of Office.** The Board of Directors shall consist of nine (9) members. Directors need not be residents of the State of Missouri. Election to the Board of Directors shall be by majority vote of the Regular Members in attendance of an annual meeting, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. The term of each Director shall be three (3) years, or until their successor is elected and qualified, with three (3) Directors being elected each year. No member shall serve more than two terms for a total of (6) years which do not need to be consecutive. Candidates for the Board of Directors must be Regular Members in good standing and shall exclude employees of the Club or their spouses. Each family shall be limited to one (1) adult member on the Board of Directors at any time.

**Section 3. Officers.** The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

**Section 4. Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be

filled by a Director appointed by the President and agreed by a majority of the remaining members of the Board of Directors. A Director so appointed shall serve until the next election held in accordance with Article IV, Section 2 at which point a Director will be elected to serve the balance of the unexpired term of the vacated position.

**Section 5. Regular Meetings.** The Board of Directors shall hold regular meetings at such time and place as the Board of Directors shall by resolution prescribe with a minimum of (4) meetings annually.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the Club, as the date, hour, and place for holding any special meeting of the Board called by them.

**Section 7. Notice.** Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or other means of electronic transmission to each Director at their address or contact information as shown in the records of the Club. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 8. Quorum and Proxies.** A majority of the total number of Directors in office, in this instance five (5) Directors, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present in person or via teleconference at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

**Section 9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10. Compensation.** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefor, except that the restrictions of Article IV, Section 2 of these Bylaws shall apply.

**Section 11. Indemnification of Directors and Officers.** The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or their successor or assign, is or was a Director, officer, or employee of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular Members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these Bylaws.

**Section 12. Informal Action.** Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

**Section 13. Resignation; Removal.** (a) A Director may resign from the Board of Directors at any time by giving notice of their resignation in writing addressed to the President or Secretary of the Club or by presenting their written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

**Section 14. Minutes.** The Secretary shall be responsible for recording all meeting minutes in a format conducive to the Board of Directors. However, in the event the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. Meeting minutes shall be distributed by means of email, regular mail, hand delivery or faxed within (30) days of the conclusion of the Board meeting with approval of the minutes taking place at the start of the following Board meeting. All minutes shall include at minimum:

- a) The names of all persons who disclosed or otherwise were found to have financial interest in the connection with and actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether the conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the person who where present for discussion and any votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangements, and record of any vote taken in connections with the proceedings.

## **ARTICLE V REGULAR COMMITTEES**

**Section 1. Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2. Number, Election, and Term of Office.** The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Officers.** The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

**Section 4. Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**Section 5. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present in person or via teleconference at the meeting at which a quorum is present shall be the act of the committee.

**Section 6. Rules.** Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 7. Powers.** Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE VI ADVISORY COMMITTEES**

**Section 1. Purpose.** The Board of Directors may establish advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters relating to the Club as the Board of Directors designates.

**Section 2. Number, Election, and Term of Office.** The number of members of each advisory committee shall be as determined by the Board of Directors. Members of each advisory committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

**Section 3. Powers.** Each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE VII OFFICERS**

**Section 1. Officers.** The Officers of the Club shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one (1) office may be held simultaneously by the same person.

**Section 2. Election and Term of Office.** The Officers of the Club shall be elected by a majority vote of the members of the Board of Directors at the first Board meeting following every annual meeting of the Members, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until their successor shall have been duly elected and qualified.

**Section 3. Removal.** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the Club would be served thereby.

**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. President.** The President shall be the chief executive officer of the Club and, in general, shall supervise and control all of the business and affairs of the Club. They may sign, with the Secretary or any other proper Officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and they shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6. Vice President.** In the event of the absence or disability of the President, the person who serves as Vice President shall assume the office of President, until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 7. Secretary.** The Secretary shall have the custody and care of the corporate records of the Club (including the seal), shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and manage all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer shall keep accurate and complete records showing at all times the financial condition of the Club; be familiar with all funds and securities of the Club; receive and give receipts for monies due and payable to the Club and can deposit all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 9. Absence of Officers.** In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Club, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Club, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such Officer or Officers and/or agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 3. Deposits.** All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts and Contributions.** The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Club. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Missouri, and any other relevant jurisdiction.

**ARTICLE IX  
BOOKS AND RECORDS**

The Club shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Club shall begin on the first day of September and end on the last day of August in each year.

**ARTICLE XI  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of Missouri or under the provisions of the Articles of Incorporation or the Bylaws of the Club, 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.

**ARTICLE XII  
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

**ARTICLE XIII  
CONFLICTS OF INTEREST**

Conflict of interest and ethical practices of Flyers Aquatic Swim Team shall be as follows:

- a. In the event that any officer, or member of the Board of Directors, Executive Committee, or any other Committee has a financial interest in any contract or transaction involving the Corporation, such individual shall not participate in the Corporation's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or Committee members. If such disclosure is made, the contracts or transaction shall not be voided if the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members, and the contract or transaction is fair to the Corporation at the time it is authorized.
- b. If a Board member determines there to be a conflict of interest at any point during the course of a meeting when a specific subject is being discussed and/or action is being taken, a declaration of a conflict of interest should be made at that time.
- c. Each Officer, member of the Board of Directors, and each key employee of FAST will execute a Statement of Principles on Ethical Behavior and Conflict of Interest each year.
- d. Any member of the Board, any Committee, Staff, and certain Consultants shall refrain from obtaining any list of

clients for personal or private solicitation purposes at any time during the term of their affiliation.

- e. Each Officer, member of the Board of Directors, and each key employee of FAST is asked to review this policy on an annual basis and provide written documentation of any known potential conflicts of interest at such time. These submissions are kept on file with the team secretary.