

BYLAWS
OF
HUMBOLDT SWIM CLUB

ARTICLE I. CORPORATE NAME

The name of this corporation is Humboldt Swim Club (the "Corporation").

ARTICLE II. LOCATION

The principal place of business is Arcata, Humboldt County, California.

ARTICLE III. PRIMARY PURPOSE

The mission of Humboldt Swim Club is to provide our community with a USA Swimming club and to promote the sport of swimming in our area. Team members are given the opportunity to pursue their goals in the sport of swimming to whatever level they aspire and are capable of achieving in a safe, positive and inclusive environment. Swimmers are supported and valued whatever their level from novice to national.

The properties and assets of the Corporation are irrevocably dedicated to its tax-exempt purposes. No part of the net earnings, properties, or assets of the Corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, officer, or director of the Corporation. In the event of liquidation and dissolution, all properties and assets and obligations shall be distributed and paid as described in Article XIII, provided that the recipient organization is dedicated to the exempt purpose as specified in Internal Revenue Code, Section 501(c)(3). Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP

Section 1. Members

There shall be three classes of Members of this Corporation. The first class of members shall be known as the Swimming Families. The second class of members shall be known as Community Members. Swimming Families and Community Members shall be Voting Members. The third class shall be known as Swimming Members and shall have no vote.

Section 2. Qualifications of Voting Members

Swimming Families, Board-approved Community Members, and Swimmers over the age of 18 shall be the Voting Members of this Corporation. Swimming Families are composed of the parents or guardians of Swimming Members, or are a member of U.S. Masters Swimming ©. As described in Section 4 below, a Swimming Family is considered a single Member and thus is entitled to a single vote. The Voting Members shall meet annually in October for the primary purpose of electing Directors to fill vacancies on the Board of Directors (Board), see Section 6, below, for details. At least 50 percent plus 1 of the Voting Members of this Corporation shall be Swimming Families.

Section 3. Qualifications of Swimming Members

To qualify as a Swimming Member, a person must (a) be 18 years of age or less, or obtain special Board approval, (b) demonstrate swimming ability to the satisfaction of the coach or coaches at an official tryout, (c) pay the required Humboldt Swim Club dues and fees, (d) maintain a current Humboldt Swim Club registration and USA Swimming registration, (e) have on file emergency information, and (f) agree to abide by the Humboldt Swim Club Code of Conduct and any Humboldt Swim Club's safety rules, regulations and policies as set forth in separate documents.

Section 4. Voting and Other Rights and Responsibilities of Members

Each Swimming Family, Community Member and Swimmers over the age of 18 years as defined under Section 2 above, shall be entitled to one vote each. Voting shall occur in a manner approved by the Board. Ballot will include the names of all voluntary candidates running for the Board of Director positions. Write-in candidates are not allowable, unless the write-in candidate's nomination is approved in writing by the Nomination Committee (Article VII. Section 2) at least 24 hours in advance of the election date.

Section 5. Terminations and Suspensions of Membership and Leaves of Absence

Any member may resign, and their dues obligations shall cease at the end of the month in which a written resignation is received by the Treasurer. The Board may grant a leave of absence to a Swimming Member upon receipt of a written request for a leave. A member on leave does not pay Humboldt Swim Club dues during their leave of absence and shall not be entitled to participate in any competition as a member of Humboldt Swim Club. Swimming Members who are not in good standing with USA Swimming or with Humboldt Swim Club registrations, dues and fees may be suspended until they are once again in good standing.

Section 6. Regular General Meetings

The regular meetings of the Voting Members shall be held in the Fall, no later than the last day of October each year, for the primary purpose of holding an election to fill any vacancies on the Board for the succeeding Fiscal Year. At least 72-hours' written notice of the time and place of the regular meetings shall be given to the Voting Members by the Board.

Section 7. Special Meetings

Special meetings of the Voting Members for any purpose may be called at any time by the Board President, or a quorum of the Board. Notice of the time and place of special meetings of the Members or Board shall be sent electronically (email/text etc.) to all Humboldt Swim Club Members in good standing. Notice of Special Meetings shall be delivered at least 72-hours before the date and time of the meeting.

Section 8. Quorum

A quorum for any regular or special meeting of the Board shall be 50 percent plus 1 member of the Board.

The quorum for general member votes shall be 25 percent of those in good standing with the Humboldt Swim Club.

Section 9. Liabilities of Members

No person who is now or who later becomes a member of this Corporation shall be personally liable to its creditors for an indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of the Corporation for payment.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number of Directors

The Corporation shall have no less than five (5) and no more than seven (7) Directors, each having one vote, and collectively they shall be known as the Board. Swimming Families, as described in Article IV, Section 2 shall make up a majority of this Board

Section 2. Qualifications

Directors shall be of the age of majority in this state. To be a Director of the Corporation, a person must be a Voting Member of the Corporation (as described in Article IV, Section 2), in good standing at the time of election, and maintain good standing thereafter. The Board shall maintain compliance with all Humboldt Swim Club policies.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation (Attachment A) and these Bylaws relating to action required or permitted to be taken or approved by the Voting Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4. Duties

It shall be the duty of the directors to:

- a. Attend a minimum of seven (7) regular Board meetings per fiscal year, and not miss three (3) or more consecutive regular Board meetings.
- b. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws, including, but not limited to, the conduct, management, and control of the affairs and business of the Corporation, and to make rules, regulations, and policies not inconsistent with law, the Articles of Incorporation, or these Bylaws.
- c. Board members must advocate and vote for what is in the best interests of HSC, its membership, and the sport and not for any interests of any other sporting organization or stakeholder groups including but not limited to other USA Swimming © clubs, USA Water Polo ©, or USA Triathlon ©, or US Masters Swimming © approved organizations.
- d. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- e. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.

f. Borrow money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt, and securities.

g. Meet at such times and places as required by these Bylaws.

Section 5. Term of Office

The term of office of each Director of this Corporation shall be 2 years, or until their successor is elected by the Voting Members from November to November. Successors for Directors whose terms of office are then expiring shall be elected at the regular Fall Meeting of the Voting Members in the year in which such terms expire. A Director may succeed themselves in office.

Section 6. Compensation

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, with exception of the Treasurer.

Section 7. Place of Meetings

Meetings shall be held in a public space or online with public access, unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board, or by written consent of all members of the Board.

Section 8. Regular Meetings

Regular meetings of the Board shall be held monthly, without call, at a time and place set from time-to-time by the Board unless such day falls on a national and/or state holiday, in which event the regular meeting shall be held at the same hour and place on the next business day, or as designated by resolution of the Board, or by written consent of a majority Members of the Board.

Section 9. Special Meetings

Special meetings of the Board may be called by any one of the Chairperson of the Board, the President, the Vice-President, the Secretary, the Treasurer, or by any two (2) Directors. Such meetings shall be held in a public space or online with public access.

Section 10. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

- a. Regular Meetings. No notice need be given of any regular meeting of the Board except that Voting Members shall be notified of the regular meeting schedule from time to time adopted by the Board, or unless the date of the regular meeting has been altered from the regular meeting schedule. Notice of any change to the regular meeting schedule shall be given to the Voting Members at least 24 hours in advance of the regular meeting.
 - b. Special Meetings. Notice of special meetings may be oral or written, may be given personally, by first class mail (if mailed at least five (5) days in advance of the meeting date), by telephone, or by electronic conveyance, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of electronic notification, the Director(s) to be contacted shall acknowledge personal receipt of the electronic notice by a return electronic message or telephone call within 24 hours of the first notice.
 - c. Action Without a Meeting. Any action by the Board may be taken without a meeting if all Members of the Board individually, or collectively, consent in writing of this action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board.
 - d. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this State, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.
5. Adjournment of Meeting. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
6. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 11. Quorum

A quorum for any regular or special meeting of the Board shall be 50 percent plus 1 member of the Board. Quorum for general member votes shall be 25 percent of those in good standing with the Humboldt Swim Club.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present or voting by proxy conveyed verbally by another Director, or in writing as read by the Secretary, at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Any Director's proxy vote cast verbally by another Director must be presented in writing to the Secretary, or to the Board within 48 hours of the action, and will become part of the minutes.

Section 13. Conduct of Meetings

Meetings of the Board shall be presided over by the President of the Board or, in their absence, by the Vice President of the Board or by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as secretary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 14. Vacancies

Vacancies on the Board shall exist (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized directors is increased.

Any Director may resign effective upon giving written notice to the President of the Board or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this State.

A reduction in the size of the Board shall not result in the termination of any Director's current term.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board. If the number of Directors then in office is less than a quorum or when there is no quorum of Voting Members, which is 25 percent of eligible voting members during the Fall election, then a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board or until their death, resignation or removal from office.

Section 15. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this State.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE VI. OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board.

Section 2. Qualifications

A minimum of fifty percent plus 1 of the officers of the Corporation must be from Swimming Families as described in Article IV, Section 2. The President of the Corporation must be from a Swimming Family. Any Voting Member may serve as an officer (other than President) of this Corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board at the first regular Board meeting following the Fall Meeting of the Voting Members at which new Directors were elected, and each officer shall hold office for two (2) years, or until they resign, or are removed or are otherwise disqualified to serve, or until their successor shall be elected and qualified, whichever occurs first. An Officer of the Corporation may succeed themselves in office if elected by the Board to do so.

Section 4. Removal and Resignation

Any officer may be removed either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. They shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as

Chairperson of the Board, the President shall preside at all meetings of the Board and, if this Corporation has Members, at all meetings of the Members.

Section 7. Duties of Vice President

In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board. In the event there is more than one Vice President, the Board of Directors shall hold a vote to determine which Vice President shall take on the duties of President in the absence of the President.

Section 8. Duties of Secretary

The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b. Maintain on behalf of the Corporation a permanent record (hardcopy and/or electronic) of all minutes of all meetings of the directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
- e. Keep at the principal office of the Corporation a Membership record (hardcopy and/or electronic) containing the name and address of each and any Members, and, in the case where any Membership has been terminated, he or she shall record such fact in the Membership record together with the date on which such Membership ceased.
- f. Exhibit at all reasonable times to any Director of the Corporation, or to their agent or attorney, on request thereof, the Bylaws, the Membership record, and the minutes of the proceedings of the directors of the Corporation.

g. In general, 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 to him or her from time to time by the Board.

Section 9. Duties of Treasurer

The Treasurer shall:

a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements. Disbursements in excess of \$500.00 must be specifically approved by the Board.

d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

e. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to their agent or attorney, on request thereof.

f. Render to the President and directors, whenever requested, an account of any or all of their transactions as Treasurer and of the financial condition of the Corporation.

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee

The Board may, by a majority vote of its Members, designate an Executive Committee consisting of the four Officers of the Corporation and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease, but not so as to cause the number of members to be less than two (2), the number of the Members of the Executive Committee, and fill vacancies on the Executive Committee from the Members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Nominating Committee

The President shall appoint a Nominating Committee consisting of three (3) or more Voting Members which shall nominate Directors as needed at the regular Fall Meeting of the Voting Members.

The Nominating Committee shall not nominate any person whose prior written consent to nomination has not been obtained.

Nomination will also be received from the floor of the Fall Meeting of the Voting Members, and in the event that there are more candidates than there are vacancies, the Nominating Committee shall supervise the election by secret ballot.

Section 3. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also Directors and shall act in an advisory capacity to the Board.

Section 4. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII. SELECTION OF, POWERS, AND DUTIES OF HEAD COACH(ES)

The Head Coach(es) shall be selected and shall serve at the pleasure of the Board. The Head Coach(es) shall have responsibility to outline matters pertaining to training, workouts, and schedules and shall recommend a program of competition to the Board. The Head Coach(es) shall select and supervise assistant coaches, as needed, subject to Board approval. The Head Coach(es) shall recommend to the Board the suspension or expulsion of Swimming Members whose conduct is not consistent with the Humboldt Swim Club Code of Conduct and/or the Humboldt Swim Club Safety, Rules, Regulations and Policies, and/or the Safety Rules, Regulations and Policies of the facility being used. The Head Coach(es) are charged with maintaining team discipline during training, competitive activities, and other team activities approved by the Board such as fundraising events and team building activities.

The Head Coach(es) will be subject to an annual contract with the Board that will outline respective roles and responsibilities and the Head Coach's(es') compensations for pay, benefits, travel, expenses, and leave.

ARTICLE IX. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have

any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by one of two or more other Members of the Board as designated from time to time by the Board of Directors.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE X. CORPORATE RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

The Corporation shall keep in electronic format:

- a. Minutes of all meetings of directors, committees of the Board and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its Members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each member and the termination date of any Membership;

d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 3. Members' Inspection Rights

If this Corporation has any Members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

a. To inspect and copy the record of all Members' names and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested to.

b. Obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names and voting rights of those Members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.

c. Inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a Member.

Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE XI. IRC 501(C)(3) TAX EXEMPTION PROVISIONS SECTION

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 5. Non-Discrimination

This Corporation, its members, directors, officers and its employees shall not discriminate against any person because of race, color, religion, creed, national origin, disability, or sex (including pregnancy, sexual orientation, or gender identity). The Corporation through its Board will be responsible for enforcement of this non-discrimination clause, through establishment of applicable contracts, rules and policies.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 1. Amendment

Subject to the power of the Members, if any, of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of two-thirds (2/3) of the Board present, or voting by proxy, at a meeting duly held at which a Board quorum is present.

ARTICLE XIII. CONSTRUCTION AND TERMS

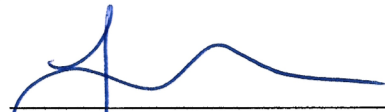
If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

ADOPTION OF BYLAWS

We, the undersigned, are all of the now current Directors of Humboldt Swim Club, Inc., and we consent to, and hereby do, adopt the foregoing Bylaws of this Corporation.



Jamie Hill-Workman
President

8/22/2024

Date



Karin Grantham
Vice-President

8/22/2024

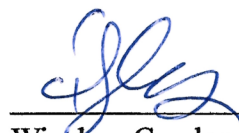
Date



Rebecca Baugh
Secretary

8/22/24

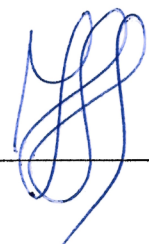
Date



Winslow Condon
Treasurer

8/22/2024

Date



Nona Mineva-Demireva
Board Member

08/22/2024

Date



Patrick Spellmeyer
Board Member

8/22/2024

Date



Russel Turpin
Board Member

8/22/2024

Date