

AMENDED AND RESTATED BYLAWS
OF CASCADES SWIM TEAM, INC.

47620 Saulty Drive
Sterling, VA 20165

AN INDEPENDENT CORPORATION AFFILIATED WITH
THE CASCADES COMMUNITY ASSOCIATION
ADOPTED , 2021

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1. STATEMENT OF ORGANIZATION

1.1 Name

Cascades Swim Team, Inc., a Virginia non-stock corporation. The corporation also operates under the trade name, Cascades Rapids.

1.2 Nonprofit Corporation

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. As an organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code). The Corporation does not issue stock.]

2. STATEMENT OF PURPOSE

The purpose of these Bylaws is to define the objectives, organizational structure, and procedures that exist to support the Cascades Rapids swim team. This is to assure that there is a common and consistent understanding of the program, such that all participants can enjoy the benefits and share equally in the responsibilities associated with the operation of the Cascades Rapids swim team.

3. SWIM TEAM OBJECTIVES

The primary objective of the Cascades Rapids swim program is to provide a structured environment in which all eligible swimmers can learn and improve their swimming skills, develop physically, and be recognized for their accomplishments. The swim team environment should reinforce the importance of good sportsmanship and build character in our swimmers.

As an officially sanctioned Cascades Community HOA program, it is a secondary objective to encourage social interaction and recreational enjoyment of the pool facilities. This extends itself not only to participating swimmers, but to the families, friends, and community members at large. The operation of the swim team should enhance the overall image of the community, and project the highest standards of competitive excellence and personal conduct.

4. LEAGUE AFFILIATION

To accomplish the primary objective, the Cascades Rapids swim team will affiliate itself with an organized swim league in the Northern Virginia area. League membership will be determined by the Board of Directors on a year-to-year basis. Criteria to be used in selecting an appropriate league shall be a balance of the level of competitiveness, proximity to the Cascades community and ability of the league to provide the means for implementation of the swim team objectives.

5. ORGANIZATIONAL STRUCTURE

The organization includes the swimmers, the parents of the swimmers, hereafter referred to as the General Membership, a Board of Directors elected by the General Membership, positions appointed by the Board, parent volunteers, and coaching staff. The titles and responsibilities associated with the necessary board positions are defined herein. Board Members may serve other roles as needed by the team for a particular season. The positions shall be kept fluid to best respond to the team dynamics.

5.1 Board of Directors

The Board of Directors will have nine members elected by the General Membership. The Board is to carry out the responsibilities associated with day-to-day operation of the team.

5.1.1 Responsibilities and Authority

As the elected representatives of the swim team, the Board is authorized to prepare budgets, select and appoint individuals for appointed positions, form committees, disburse funds, hire staff, plan and schedule events, interface with the Cascades Community Association and management company, and perform other management duties as required to operate the swim program.

5.1.2 Term of Office and Vacancies

The nine elected Board members will serve three-year terms. Board members may serve for longer than three years if it is in the best interest of the team. Should an elected Board position be vacated prior to completion of this term, then the remaining Board members shall appoint a replacement for the remainder of the term and such replacement shall serve until the the next scheduled membership meeting. Alternatively, the Board of Directors may leave the position vacant until the next scheduled membership meeting. Any director of the corporation may resign at any time and for any reason (or no reason) by giving written notice to the President of the corporation. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Should any director be absent from three (3) consecutive regular meetings of the Board, or conduct themselves in a way that would be contrary to or undermine the purposes of the corporation, they may be removed upon vote of the Board at its discretion, without notice.

5.1.3 Election

Nominees for Board positions will be taken from the General Membership throughout the season. If there are multiple nominees and an election is required, a secret ballot will be conducted at the end of year Banquet. Nominees will be announced and voted on at the banquet. If there are no nominees by the banquet, a nominee will be identified and appointed by the Board. No quorum is required for votes on Board positions.

5.1.4 Board Meetings

Board meetings are called by the President as required to conduct the business of the team and shall be held at such time and place as may be designated by the President. A majority of the directors in office shall be present at each Board meeting in order to constitute a quorum for the transaction of business. Every director shall be entitled to one vote. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting until a quorum is present. One or more persons may participate in a meeting of the Board or of a committee of the Board by means of conference or video call by means of which all persons participating in the meeting can hear each other.

5.1.5 Records

The Minutes of Board meetings will be maintained by a Board Member designated during the meeting and are available for review by the membership upon reasonable request.

5.1.6 Board President

The Board will elect one of its directors to serve as President. The President will be responsible for scheduling and running Board meetings. The Board President will set the agenda for meetings. The President works with the HOA to establish the contract, pool usage and calendar. Decisions will be made by majority vote of at least 5 votes.

5.1.7 Board Treasurer

The Treasurer provides accounting and financial support to the Board, to include but not limited to, disbursement of checks, preparations of tax records, retaining records of swim team expenditures, and preparation of reports requested by the Board. The budget is approved by the Board and the Treasurer monitors all disbursements for consistency with said budget. The membership may request the current financial statement at any time during the season.

5.1.8 Coaches' Representative/Liaison

The Coaches' Representative will act as the liaison between the Board of Directors and the coaching staff, acting to facilitate the implementation of the Cascades Rapids By-Laws and Cascades Rapids Handbook established by the Board for the coaching staff. The primary purpose of this position is to establish a structured, consistent framework that will allow regular two way interaction between the Board of Directors and the coaches.

5.1.9 Team Representative

The Team Representative is responsible for representing the team at all league meetings, communicating in writing the results of these meetings to the Board President, and overseeing activities pertaining to competitive team events. This may include training and scheduling officials to run meets, scheduling team meets, negotiating meet details with the opposing team, communicating pertinent meet information with the Head Coach and Board President and serving as the official representative of the team at all competitive events.

5.1.10 Volunteer Coordinator

The Volunteer Coordinators shall coordinate captains and the parent volunteers to fill positions during meets and other swim team activities, and prepare for events in the future. The Volunteer Coordinator will recruit parent volunteers at registration, train parent volunteers, and keep track of parent volunteer duties.

5.1.11 IT Coordinator

The IT Coordinator will be responsible for the coordination, set-up and maintenance of all IT requirements and products for the Cascades Rapids Swim Team. These products may include the Registration System & Volunteer System, Communications, Website, Computers, and others. The IT Coordinator will ensure that these technologies support the needs of the team, and that the board members, coaches, volunteers, and members are properly informed on the purpose and use of the technologies.

5.1.12 Indemnity

Subject to conditions and qualifications set forth in Title 13 of the Commonwealth of Virginia Nonstock Corporation Act, all directors of this corporation, including any person who has been a director and

whose term of office has expired, shall be indemnified by the corporation against any and all expenses actually and necessarily incurred by the director in connection with the defense of any action, suit or proceeding in which the director is made a party by reason of either currently active or having been a director of the corporation, including without limitation attorney's fees, judgments, and amounts paid in settlement, except in relation to matters as to which the director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties as director, and such right of indemnification shall not be deemed exclusive of any other rights to which the director may be entitled under any bylaws, agreement, vote of members or otherwise.

5.2 Swimmers and General Membership

5.2.1 Swimmers

Any immediate family member or a HOA approved guest of a household which is a valid member of the Cascades Community Association and who is 5-18 years old and can swim one full length of the pool is eligible to swim for the Cascades Rapids. To remain in good standing the following criteria must be met:

1. Both the registration fee and mandatory fundraising fee have been paid
2. Families fulfill the required volunteer commitment as established by the Board of Directors.

Additionally, any employee hired by the Board of Directors who is eligible under the conditions as set forth by the league rules may swim for the Cascades Rapids. This encompasses any dependants of employees hired by the Board of Directors. All others will be excluded except with the express written consent of the Cascades Community Association Board of Directors.

5.2.2 General Membership

The General Membership is expected to assist in performing the tasks necessary to operate the swim team, as described herein. Parents of the swimmers (the General Membership) are entitled to a single vote per household in elections and other membership referenda.

5.2.3 Membership

Membership shall exist only for the period covered by the annual dues for each individual swimmer (one summer season). Membership may be terminated by a majority vote of the Board of Directors should a member fail to abide by the Cascades Rapids Swim Team Code of Conduct or engage in behavior determined by the Board to be seriously against the interests of the corporation.

5.2.4 Registration Fee

A Registration Fee shall be established by the Board of Directors for the purpose of defraying the costs associated with running the swim team. All refunds of registration fees shall be at the discretion of the Board of Directors. The Board shall use but not be limited to the following guidelines:

1. Full refund minus transaction or processing fees prior to first practice.
2. No refund after Time Trials.
3. If withdrawal occurs between the first practice and Time Trials, a prorated amount may be refunded.

5.3 Appointed Positions

Each of the following positions is appointed by the majority vote of the Board, and shall serve for the term of one year. The Board has the right to fill vacated positions as required or to otherwise replace an existing appointee in the Board's sole discretion. Those wishing to serve in an appointed position are encouraged to contact the Board President. Any General Member in good standing can serve in an appointed position. Appointed positions may include, but not be limited to Desk Parent, Captains of Sponsorship, Concessions, Social Events, Computer, Announcer, Clerk of Course, Officials, and Ribbons.

5.3.1 Additional Appointed Positions

Additional positions may be established and terminated by the Board of Directors as the need arises.

5.4 Salaried Positions

5.4.1 Head Coach

The Head Coach is responsible for running practices, scheduling swimmers for meets, and maintaining team discipline at practices and meets and any other duties as set forth in the Head Coach's employment agreement. The primary functions of the Head Coach are to teach proper swimming techniques and good sportsmanship, to assist and encourage swimmers in improving their swimming skills, and to develop and run a structured swimming program which is approved by the Board. The Coach must have all appropriate licenses as required by State and County regulations, and provide credentials as to his/her skills and experience.

5.4.2 Assistant Coach(es)/Student Coaches

The Assistant Coach(es)/Student Coaches must exhibit the same basic credentials as the Coach, including all appropriate licenses as required by State and County regulations. The Assistant Coach(es)/Student Coaches will take direction from the Head Coach.

5.4.3 Snack Bar Servers

The Snack Bar offers an opportunity for Cascades Rapids swimmers of working age to earn money working in the Snack Bar. Any swimmer with a work permit is eligible to apply. Final selection will be made after a personal interview with the Coach Liaison and/or the Board President. Snack Bar Servers are accountable to the Board of Directors.

5.4.4 Selection of Coach/Assistant Coaches

The Board is responsible for the selection of all coaches. The coach selection process will be open and publicized, and a detailed job description will be provided by the Board. Final selection will be made after a personal interview with the Coach Liaison and Head Coach has been conducted. The Head Coach is accountable directly to the Cascades Rapids Board of Directors

6. MEMBERSHIP MEETING

The annual General Membership meeting will be scheduled by the Board, in the spring immediately prior to the start of the swim season (the "General Membership Meeting"). Should the need arise; the Board may schedule additional meetings and referenda as required.

The purposes of the General Membership Meeting are to introduce all members and swimmers to the coaching staff for the new season and organize in preparation for the upcoming swim season. This includes the distribution of enrollment materials, solicitation of volunteers for various appointed positions, and other business items as may be required to begin the season's activities.

7. FUNDING

Funding is derived from registration fees assessed at the beginning of the swim season and from team-sponsored fundraising events, the purpose of which is to reduce fees in the interest of making the swim team affordable for all.

7.1 Budgetary Procedure

With assistance from the Board, the Treasurer will prepare a financial statement for Board approval at the October Board meeting. The report summarizes the prior season's revenues and expenditures. The Board then establishes a budget for the following season. Budget information is available upon request by the membership.

7.2 Reserve Fund

A "zero based" approach will be used to establish the annual budget. A reserve fund of \$10,000 will be maintained as the zero point, thus assuring the financial stability of the team from year to year. The objective of the budget process is to retain a \$10,000 balance at the conclusion of each swim season with dues and/or expenditures raised or lowered as necessary to retain this balance.

8. MODIFICATION OF BYLAWS

8.1 General Information

Any General Member may present bylaws amendments to the Board. If the Board votes to approve the amendment, it will be prepared and submitted for General Membership ratification at the next General Membership Meeting.

8.2 Ratification Process

Ratification of changes to this document requires a majority vote of General Members attending a membership meeting. In addition to the new version of the document itself, the General Membership will be provided with a cover letter summarizing those areas that have changed. Proposed changes will be distributed to the General Membership at least one week in advance of the membership meeting in which the ratification vote is to be held.

9. DISSOLUTION AND PROHIBITION ON INUREMENT

9.1. Dissolution

The corporation may be dissolved by a vote of two thirds majority of the board of directors then in office. Upon dissolution of the corporation or the termination of its activities, the assets of the corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Code, and to which contributions are then deductible under Section 170(c)(2) of the Code.

9.2. Prohibition on Inurement

No part of the net earnings of the corporation shall inure to the benefit of any director, officer or employee of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in carrying out one or more of its purposes), and no director, officer or employee of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

10. CERTAIN TRANSACTIONS

10.1. Special Procedures for Certain Transactions

Each director and officer shall have the affirmative duty to disclose to the corporation any potential conflicts with respect to contracts and other financial transactions. Any contract or transaction (including without limitation, the determination of compensation) between the corporation and a director or officer of the corporation, between the corporation and any corporation, partnership, association or other organization in which a director or officer thereof is also a director or officer of the corporation, or between the Corporation and a disqualified person within the meaning of Section 4958 of the Code which may confer an economic benefit on such director, officer or disqualified person, shall be void or voidable solely for such reason, or solely because the director, officer or disqualified person is present at or participates in the meeting of the Board which authorizes such contract or transaction, or solely because the director's, officer's or disqualified person's vote is counted for such purpose unless, prior to the transfer of goods or services pursuant to the contract or transaction: (a) the material facts as to the director's, officer's or disqualified person's relationship with, or interest in, the contract or transaction are disclosed, or are known to the Board and, in good faith, the Board authorizes the contract or transaction by the affirmative vote of a majority of the directors attending a meeting during which such contract or transaction is addressed, provided such directors shall not be related to, or subject to the control of, the officer, director or disqualified person involved in the transaction or contract; (b) the Board obtained and relied upon appropriate data as to comparability of payments or compensation made by similarly situated corporations for functionally similar services, or fair market value of the consideration, and adequately and contemporaneously documented the basis for its determination; and (c) the contract or transaction is determined to be fair market value for the corporation at the time it is authorized, approved or ratified by the Board.

10.2. Applicability of Private Foundation Rules

If in any fiscal year that the corporation is a private foundation as described in Section 509 of the Code, the corporation shall enter into transactions and conduct itself in such a manner so as not to incur any of the excise taxes set forth in Sections 4941 through 4945 of the Code, including without limitation, engaging in any act of self-dealing under Section 4941(d) of the Code with any disqualified person within the meaning of Section 4946 of the Code.

11. MISCELLANEOUS

11.1 Signatures

All checks, notes, bills of exchange or other orders in writing, shall be signed by such person or persons as the Board may from time to time designate. Any check over \$500.00 must be co-signed by the President or authorized by the Board. If the Treasurer is unavailable for any reason, the Board may designate an Assistant Treasurer to sign checks under the Board's authorization.

11.2 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 approve or designate and all such funds shall be withdrawn only upon checks signed by the Treasurer or other persons designated as the Board shall from time to time determine or as stated in these Bylaws.

11.3 Contracts

Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

11.4 Fiscal Year

The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.