

BY-LAWS OF THE COUNTRYSIDE WAVES, INC.

AN INDEPENDENT NON-STOCK CORPORATION SERVING THE
COUNTRYSIDE COMMUNITY IN POTOMAC FALLS VIRGINIA

ADOPTED February 25, 2006

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1. STATEMENT OF ORGANIZATION

1.1 Name

The CountrySide Waves, Inc.

1.2 Non-profit Corporation

This corporation is a non-profit corporation and is not organized for the private gain of any person. It was incorporated as a non-stock corporation on October 20, 2005 in the Commonwealth of Virginia. If for any reason the corporation shall cease to exist, all assets of the corporation shall be transferred; 1) First to any successor non-profit entity which might succeed the corporation whose purpose is to operate a swim club for the residents of the CountrySide community in Loudoun County, Virginia, if no such entity replaces this corporation, then 2) To USA Swimming's Charitable Organization for scholarships to deserving students.

2. STATEMENT OF PURPOSE

The purpose of the CountrySide Waves Bylaws is to define the objectives, organizational structure, and procedures that exist to support the CountrySide Waves 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 CountrySide Waves swim team.

3. SWIM TEAM OBJECTIVES

The primary objective of the Waves swim program is to provide a competitive environment in which all children in CountrySide have the opportunity to learn and improve upon their swimming skills, develop physically, and be recognized for their accomplishments. The swim team environment should reinforce the importance of good sportsmanship, good citizenship and build character in our young swimmers.

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 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 with any changes announced at the fall membership meeting. Among the criteria to be used in selecting an appropriate league shall be the level of competitiveness, proximity to the CountrySide 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, general volunteers and the swimmers themselves. The titles and responsibilities associated with these positions are defined herein.

5.1 Board of Directors

The Board of Directors will have nine members, consisting of a President, Vice President, Secretary, Treasurer, Team Representative and four at large board members. The Board of Directors shall be 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 individuals for appointed positions, form committees, disburse funds, hire staff, plan and schedule events, interface with the CountrySide Proprietary and the pool 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 a one year term. Should an elected Board position be vacated prior to completion of this term, then the General Membership shall elect a replacement for the remainder of the term at the next scheduled membership meeting or by email vote. During the period between the vacancy and next scheduled membership meeting or email vote, the Board of Directors may either appoint a temporary replacement or leave the position vacant.

5.1.3 Election

Nominees for Board positions will be taken from the General Membership and a secret ballot will be conducted with each membership household casting as many votes as there

are open Board positions. Those candidates receiving the most votes will be awarded seats on the Board.

5.1.4 Board Meetings

Board meetings are called by the President as required to conduct the business of the team. These meetings are open to the General Membership, who should contact the President to obtain the time and place of the next meeting. A quorum of at least five Board directors is required for a Board meeting.

5.1.5 Records and Reports

All reports will be available to the General Membership upon request:

- a) Treasurer's records (see 5.1.7)
- b) Minutes of meetings (see 5.1.8)

5.1.6 President

The President will set the agenda for meetings, and will see to it that minutes are taken summarizing decisions and action items. A notebook containing a copy of Board meeting summaries for the current and previous years will be maintained by the Secretary. Decisions will be made by majority vote.

5.1.7 Board Treasurer

The Treasurer provides accounting and financial support to the Board, including disbursement of checks, retaining records of swim team expenditures, and preparation of reports requested by the Board. Any disbursement of checks over \$1,000.00 shall require two signatures, namely that of the Treasurer and President. The Treasurer is provided with an approved budget by the Board and monitors all disbursements for consistency with said budget. In cooperation with the Board, the Treasurer prepares a financial statement for distribution at the annual membership meeting, which includes: start of year budget, performance against that budget, and proposed next year budget. In support of these responsibilities, the Treasurer maintains a notebook of all financial records for the current and prior years, which is open to inspection by the General Membership upon request.

The Corporation shall have a fiscal year ending on October 31. The books of the corporation shall be audited annually at such time and in such manner as shall be determined by the Board.

5.1.8 Board Secretary

The Secretary shall keep the records of the swim team, other than meet results and related

information, to include the minutes of all meetings, records of attendance, club correspondence, announcements regarding swim team registration, and meet information.

5.1.9 Team Representative

The Team Representative will act as the week- to-week liaison between the Board of Directors and the Coach, acting to facilitate the implementation of the guidelines 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.

The Team Representative is also responsible for representing the team at all league meetings, communicating in writing the results of these meetings to the President, and overseeing activities pertaining to competitive team events. This may include training and scheduling officials to run meets, scheduling team meets, distributing maps for away meets, and serving as the official representative of the team at all competitive events.

5.1.10 Indemnity

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 him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a director of the corporation, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as director, and such right of indemnification shall not be deemed exclusive of any other rights to which he may be entitled under any by-laws, agreement, vote of members or otherwise.

5.1.11 Conflict of Interest

The corporation conflict of interest policy is appended as Appendix A. In addition to Appendix A, any director who is related to a person being considered for a Coach or Assistant Coach position shall notify the Board of such relationship and shall neither participate, nor vote in any meeting regarding same.

5.2 Swimmers and General Membership

5.2.1 Swimmers

Any immediate resident family member of a household which is a valid member current with assessments of the CountrySide Proprietary who is 18 years old or younger and can swim one full length of the pool and who has paid the registration fee as established by the Board of Directors may swim for the CountrySide Waves. 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 CountrySide Waves. Swimmers must present

membership forms signed by their parents (including an insurance waiver) as a prerequisite for participation. The CountrySide Waves do not discriminate on the basis of race, creed, color, national origin, gender or disability.

5.2.2 General Membership

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

5.2.3 Membership

Membership shall exist only for the period covered by the annual dues for each individual swimmer (one year from payment). Membership may be terminated by a majority vote of the Board of Directors should a member fail to abide by the rules of conduct or engage in behavior determined by the Board to be seriously against the interests of the corporation.

5.2.4 Dues

Dues shall be established by the Board of Directors for the purpose of defraying the costs associated with running the swim team. All refunds of membership dues 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 prior to first practice, 2) No refund after first practice. Any insurance fees will not be refunded after the swimmer's first practice. No refunds will be given without a completed withdrawal form that has been submitted to and signed by a board member during a regularly scheduled practice.

5.3 Appointed Positions

Board of Directors may from time to time appoint positions to further the goals of the CountrySide Waves. Such appointed positions 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 should the need arise. Those wishing to serve in an appointed position are encouraged to contact the President. Any General Member in good standing can serve in an appointed position. Appointed positions may include, but not be limited to Concessions, Timing, Set-up/Clean-up, Computer, Announcer, Banquet, Swim-a-thon, 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 Coaching Positions

5.4.1 Coach

The Coach is responsible for running practices, scheduling swimmers for meets, and maintaining team discipline at practices and meets. The primary functions of the 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 CountrySide Proprietary rules, and provide credentials as to his/her skills and experience.

5.4.2 Assistant Coach/Coaches

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

5.4.3 Selection of Coach and 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. The Board will appoint a selection committee whose responsibility it is to seek qualified candidates and make recommendations to the Board. Final selection will be made after a personal interview with the Board has been conducted. The Coach is accountable directly to the President.

6. MEMBERSHIP MEETINGS

General Membership meetings are scheduled at least twice per year by the Board, one in the fall and one in the spring immediately prior to the start of the swim season. Should the need arise; the Board may schedule additional meetings and referenda as required. Both meetings for the next year will be scheduled after the League has established the schedule for the following year. At the discretion of the Board, any and all business of the CountrySide Waves including all votes for elections, bylaws, etc. may be conducted by email. If any General Member does not have, or wishes not to use email, participation in CountrySide Waves votes may be done in writing to the President.

6.1 Fall Meeting

The primary purpose of the fall meeting is to conduct all of the official business of the swim team for the upcoming year. The secondary purpose is to provide an open forum for the General Membership to comment on performance during the previous season, and suggest improvements for the upcoming year. Distribution of financial information will occur at this meeting and the General Membership will vote on the budget.

6.2 Spring Meeting

The purpose of the spring meeting is 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. The spring meeting will be scheduled during the week prior to the start of swim practice.

7. FUNDING

Funding is derived from membership fees assessed at the beginning of the swim season and from special fund raising projects (e.g. operating the concession stands at meets), 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 and distribution at the fall membership meeting. The report summarizes the prior year's revenues and expenditures. The Board then establishes a budget for the following year. Approval by the majority of the General Membership attending the Fall membership meeting is required to make the budget effective.

7.2 Reserve Fund

A "zero based" approach will be used to establish the annual budget. A reserve fund may be maintained at the discretion of the Board to assure the financial stability of the team from year to year.

8. SWIMMING PROGRAM

8.1 General Description

The swimming program consists of the coaching program, competitive events, and awards for the purpose of recognizing the swimmers' accomplishments. The swimming program is designed to achieve the swim team objectives. The program is structured to meet the needs of all participating swimmers, and to encourage and reward personal improvement as well as competitive excellence. It is the goal of the program to especially stress personal improvement in such a manner as to encourage swimmers to participate and progress in all swimming skills and strokes, not just those in which they excel.

8.2 Team Records

Personal best records and team records can be set at any officially timed and officiated

League meets or Developmental meets. Records will be maintained in a timely manner, keeping swimmers apprised of their personal progress throughout the year.

8.3 Awards

All swimmers are to be given Participation trophies upon completion of the swim season. Additionally, High Team Point trophies will be awarded to the deserving swimmers in their respective age groups.

There will be two discretionary awards given to swimmers as selected by the coaching staff and approved by the Board of Directors. The Most Improved award will be given to both the boy and girl swimmers who have not won another skill/merit award and who have displayed the most improvement as determined by stroke technique, time, sportsmanship, effort, and attendance. The Coaches' Award will be given to the boy and girl swimmers who best exemplify excellence with regards to team spirit, attitude, and attendance. Additional awards may be awarded by Coaches. Awards are to be announced at the end of the season at the swim team picnic.

9. CODE OF CONDUCT

To maintain a safe and structured environment which is conducive to achieving the objectives of the swim team organization, the code of conduct is set forth herein. It is important to note that in most cases these regulations are not only common sense methods of maintaining discipline, but mandated requirements for our use of the CountrySide pool facilities and necessary to maintain liability insurance coverage. All swim team participants, family members, officials, and staff are expected to abide by this code of conduct.

9.1. The coaching staff is responsible for enforcing the rules of safety and discipline, and will have the full support of the swim team Board and parents. The coach will be required to notify the Board of Directors, in a timely manner, of all disciplinary actions taken. It is recommended that this occur through the regular meetings with the Team Representative except where otherwise noted.

9.2. All pool regulations in effect during normal pool hours are to be honored during swim team activities. These regulations are posted at the pool and maintained by the CountrySide Proprietary. Enforcement procedures will be consistent with those in use during normal pool hours.

9.3. Swimmers are expected to comply with the directions of the coaching staff and all requested swimming exercises are considered mandatory. Exceptions will be made at the coach's discretion for special situations.

9.4. Swimmers are expected to attend all practices. Swimmers are required to attend at least two practices per week, with special exceptions allowed by the Coach.

9.5. Any behavior which poses a safety threat or disrupts a scheduled activity will result in immediate ejection from the facility for that day. Serious or recurring incidents will result in additional actions as outlined subsequently.

9.6. Enforcement will be reasonable and consistent with the magnitude of the offense. The general escalation procedure is as follows:

9.6.1. The Coach will attempt to avert problems by notifying parents of problematic behavior as it occurs.

9.6.2. Isolated incidents will result in ejection from the facility for that day, and notification of the parent.

9.6.3. More serious or recurring incidents will result in temporary suspension from the team until a consultation session is held between the Coach and the parent or guardian. Reinstatement will occur immediately after the consultation. The Coach will notify the President immediately after issuing a temporary suspension.

9.6.4. The coaching staff may elect to deny a swimmer the right to participate in the upcoming meet for serious offenses. The parent and the President will be notified immediately of this action.

9.6.5. Additional incidents subsequent to temporary suspension or denial of meet participation will require that an ad hoc meeting of the Board, the Head Coach and the parent or guardian be held as soon as possible to determine the proper course of action.

9.6.6. If none of the above actions remedies the problem, then the Board may vote to expel a participant from the swim team.

10. MODIFICATION OF BY-LAWS

10.1 General Information

Any General Member may submit written suggestions for by-laws changes to the board. The swim team Board is authorized to prepare and submit them for General Membership ratification.

10.2 Ratification Process

Ratification of changes to this document requires majority vote of General Members either attending a membership meeting or by email vote. Proposed changes will be distributed to the General Membership at least one week in advance of the membership meeting or email vote in which the ratification vote is to be held.