

BYLAWS of the JEFFERSON SHELBY SWIM COUNCIL

ARTICLE I Membership

Section 1. Requirements: The Jefferson Shelby Swim Council (the “JSSC”) shall have members. All memberships shall be classified as “club memberships”. One club membership shall be conferred upon the sponsoring organization of one or more children (“participants”) who participate in the swimming activities of the Council. Only one membership shall be conferred upon each sponsoring organization, irrespective of the number of participants sponsored. Prospective members may request membership to the Council by submission of a written petition which shall contain the information required by the Board of Directors. New members will be admitted upon the affirmative vote of a majority of those members present at any regular or special meeting. All disputes concerning the status, rights, privileges, duties, obligations of membership shall be presented to, and resolved by, the Board of Directors from which decision there shall be no appeal.

Section 2. Meetings: Each member is responsible for notifying the Council of the names of the delegate and alternate delegate authorized (if any) who shall represent the member at Council meetings and cast the member’s vote on matters before the Council. Two annual meetings of the members shall be held in the Birmingham, Alabama metropolitan area no later than November 30th in the fall and April 30th in the spring at a time and place designated by the Board of Directors. Special meetings may be called at any time by the President, a majority of the Board of Directors, or delegates having one-fourth of the votes that may be cast at such meeting. Two weeks’ notice of the day, time, and place of all meetings shall be sent to each member, and to all delegates and alternate delegates of record, via email. *The agenda and any proposed Rules changes shall be sent out to the Member Delegates at least one week prior to the scheduled meeting.*

Section 3. Quorum: A quorum shall consist of delegates from a majority of the membership and a majority of the membership of those present shall prevail on any matter before the Council for a vote. Each member’s delegate shall be entitled to only one vote on each matter before any meeting of the members, irrespective of the number of participants sponsored by the member.

Section 4. Membership Dues: Membership dues shall be payable by each club member: upon joining the Council. The amount of the initial and annual membership dues shall be set periodically by resolution of the Board of Directors. Other fees, assessments and reimbursements shall be determined by the Board of Directors as such action is required. The amount of dues and other fees, etc. will be communicated to the membership together with the due date for payment. (See appendix for fees.)

Section 5. Organization of Members: The Board shall organize member clubs into groups called “Divisions”. The Board shall set the number of Divisions and determine the makeup of the Divisions each year.

ARTICLE II

Board of Directors

Section 1. Duties: The Board will serve concurrently as the Officers of the JSSC.

Section 2. Composition: The Board of Directors shall consist of seven (7) individuals associated with member clubs. Additionally, each Division shall be represented on the board by two (2) coaches associated with member clubs in that Division.

Section 3. Term: Class A Directors shall be elected by the membership to serve staggered terms of two (2) years. Class B Directors shall be elected by the membership to serve terms of one (1) year. The directors are elected at a meeting of the membership and will serve the terms set forth in the following schedule and until their successors shall be elected and shall qualify:

Seven (7) Class A Directors = 2-year term – President; Vice President; Director of Registration; Director of Scheduling; Director of Marketing; Treasurer and Secretary

Class B Directors = 1-year term – Two (2) Coach Representatives from each Division

Section 4. Removal of Directors: By a majority vote of the entire membership, a director may be removed, with or without cause, at any annual, regular or special meeting of the membership. Upon such removal, the membership shall immediately elect a replacement director to serve the unexpired term of such removed director.

Section 5. Vacancies: Any vacancy occurring during a director’s term for any reason other than removal by the membership shall be filled by appointment of the President, except that any vacancy which shall occur in which the unexpired term is greater than one year, the replacement director shall be elected by the membership. A director so appointed or elected shall serve the unexpired term of the director’s predecessor.

Section 6: Meetings: An annual meeting of the Board of Directors shall be held in the Birmingham, Alabama metropolitan area. Special meetings may be called at any time by the President or any two members of the Board. Two weeks’ notice of the day, time and place of the meeting shall be given to all members of the Board.

Section 7. Quorum: A quorum of the Board shall consist of a majority of the directors and a majority of those present and voting shall prevail on any matter before the Board for a vote. In

the event of a tie vote due to an even number of Board members present, the President shall have the tie-breaking vote.

ARTICLE III

Officer Duties

Section 1: Duties: The normal operations of the Council shall be performed under the control of the officers.

Section 2. Composition: The officers of the Council and their duties shall be as follows:

A. President: The duties of the President shall be: to preside over meetings of members and Directors; to provide such guidance as needed when immediate decisions must be made; to exercise supervision over Council activities and to recommend policies and actions to the Board of Directors which will improve the council's operation; ensure the timely and proper execution of the duties of all directors, and assist those directors as necessary; handle contract negotiations for any league hosted events; and, to perform all other duties normally associated with the office of President. An active coach of a member club shall not serve as President.

B. Vice President: The duties of the Vice President shall be: to preside at meetings and perform any and all duties of the President in the absence of or upon request of the President; administration and enforcement of rules, including to formulate and propose rules for swim meet operation and conduct to be approved by the Board of Directors; handling and resolution of all disputes among members; to determine certification procedures and oversee the certification process for JSSC officials and Coaches; and to perform all other duties normally associated with the office of Vice President. An active coach of a member club shall not serve as Vice President.

C. Director of Scheduling: The duties of the Director of Scheduling shall be: to schedule and/or coordinate all meets including weekly, Guppy, Invitational, and Championship meets, as well as the annual Awards Banquet, including necessary volunteers to host said events; to assist the President in any venue contract negotiations for sanctioned events; and other duties assigned by the Board of Directors.

D. Director of Registration: The duties of the Director of Registration shall be: to verify the registration of all member team participants in the JSSC or other sanctioning organization selected by the Board of Directors; to maintain records of all liability waivers; to serve as the subject matter expert on the current electronic meet hosting system; to maintain records of all meet results; to review and propose revisions to time standards; and other duties assigned by the Board of Directors.

E. Director of Marketing: The duties of the Director of Marketing are to promote JSSC within the designated geographic area; to recruit and/or assist members in recruiting new

teams and swimmers to the league; to manage all social media, websites, and image libraries; to approve all uses of JSSC copyrighted material by members; and other duties assigned by the Board of Directors.

E. Treasurer: The duties of the Treasurer shall be: to be custodian of the corporate records; to keep general charge of the financial records of the Council; to have charge and custody of and be responsible for all funds and securities of the Council; to be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Council and for the deposit of all such monies in the name of the Council in such bank or banks as shall be selected by the Board of Directors; to ensure the annual filing of state/federal required documents to maintain non-profit status; and other duties assigned by the Board of Directors.

F. Secretary: The duties of the Secretary shall be: to keep the minutes of the meetings of the Board of Directors; to see that all notices are duly given in accordance with these Bylaws or as required by law; to keep a register of the names and post office addresses of all Directors; to keep on file at all times a complete copy of the governing documents of the JSSC; to keep on file at all times a complete copy of the Bylaws of the Council containing all amendments thereto and minutes of all Council meetings; to maintain availability of all said documents through electronic means; to oversee the bulk ordering of ribbons and awards for the membership; to oversee the annual Awards Banquet; and other duties assigned by the Board of Directors.

G. Coach Representatives: The duties of the Coach Representatives from each Division shall be: to act as a liaison between the members in each Division and the Board; to advise the Board on the technical aspects of the sport of swimming; and other duties assigned by the Board of Directors.

Section 3: Election: The officers of the JSSC shall be elected by the membership at an annual Council meeting and shall serve until their successors are duly elected and shall qualify.

ARTICLE IV

Indemnification of Directors and Officers

The Council shall indemnify and hold harmless any director, officer, former director or former officer of the JSSC against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been such director or officer, except in relation to matter as to which he/she shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of prescribed duty; such indemnity shall include amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication if such settlement and indemnification is approved by the Board of Directors. The

foregoing rights of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE V

Miscellaneous

Section 1: Waiver of Notice: Any Director or member delegate may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a Director or member delegate at any meetings shall constitute a waiver of notice of such meeting by such Director or member unless such Director or member delegate attend a meeting for the express purpose of objection to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section 2. Rules and Regulations: The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the conduct of the affairs of the Council.

ARTICLE VI

Amendment

These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted, by the Board. The resulting Bylaws may contain any provision for the regulation and management of the affairs of the Council not inconsistent with law or the Articles. Any amendment of the Articles inconsistent with these Bylaws shall operate to amend the Bylaws pro tanto, and those Bylaws or parts of bylaws which merely summarize or restate the provision of the Articles or the provisions of the Alabama Nonprofit Corporation Act or other law applicable to the Council shall be operative with respect to the Council only so far as they are descriptive of the application law and of the Articles as amended.

CERTIFICATE

I, the undersigned, as Secretary of the JEFFERSON SHELBY SWIM COUNCIL, INC. an Alabama Nonprofit Corporation, hereby certify that the foregoing Bylaws were duly adopted at a meeting of the Directors of said corporation held on the 11th day of February, 2024.

Dated this 11th day of February, 2024

Signature

A handwritten signature in black ink, appearing to read "D. Brad Hilsmer", written over a horizontal line.

Secretary

D. Brad Hilsmer