

BYLAWS OF
SEA DOGS AQUATICS, INC
A CALIFORNIA NON PROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I: NAME

The name of the organization shall be "Sea Dogs Aquatics, INC", hereinafter referred to as "SDA". The business of the corporation may be conducted as Turlock Sea Dogs.

ARTICLE II: PRINCIPAL OFFICE

The principal office and mailing address of the corporation for the transaction of its business is located at P.O. Box 955, Turlock, California, 95381.

ARTICLE III: FISCAL YEAR

The fiscal year of SDA shall commence on the first day of October each year and terminate on the 30th of September of the following year.

ARTICLE IV: PURPOSE AND POWERS

SDA's purpose is to strive to build and maintain a superior community based and community supported recreational youth swim program that provides a positive competitive environment. Our goal is for all swimmers, regardless of ability, to reach their highest personal potential and gain a thorough knowledge of the sport through a program that fosters teamwork, accountability and responsibility while simultaneously learning to enjoy the benefits of recreational swimming in a family-centered environment.

SDA is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any provision of these bylaws, SDA shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under such provisions of the Internal Revenue Code. No substantial part of the activities of SDA shall be attempting to influence registration.

ARTICLE V: BOARD OF DIRECTORS

SECTION 1: NUMBER

The corporation shall have five (5) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, as provided herein.

SECTION 2: POWERS AND DUTIES

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members 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 of Directors. The specific powers and duties of the SDA Board of Directors shall be:

- A. To perform any and all duties imposed on them collectively or individually by law. By the Articles of Incorporation of this corporation, or by these Bylaws;
- B. 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;
- C. Supervise all coordinators, agents and employees of the corporation to assure that their duties are performed properly;
- D. Attend regular board meetings, the meetings will be scheduled by the Board on a regular basis not to exceed one quarter of a calendar year at a location determined by the Board;
- E. Register their addresses, e-mail or telephone number with the Secretary of the corporation, so that the Secretary may notify Board members of the meetings. Notices to such addresses, e-mail or telephone answering machine shall be deemed valid notices of meetings;
- F. The participation in and administration of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of SDA in conjunction with and adhering to the rules of the Mid Valley Swim League;
- G. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the SDA, including the SDA website;
- H. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- I. The contribution of money and other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the SDA;
- J. The retaining of such person, firms or corporations as may be necessary in order to provide special services to SDA;
- K. The purchase, sale and conveyance of real or personal property and the entry into and contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the SDA, shall be approved by a majority of the Board;
- L. The operation of food concessions and the sale of swimming equipment and paraphernalia to its' members and other persons; and the authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its' affairs.

SECTION 3: COMPOSITION OF BOARD

The Board of Directors shall consist of the five (5) members (President, Vice President, Secretary, Treasurer, League Representative).

The SDA Board Members, who are family members, are prohibited from working in the same chain of command. This policy is to ensure effective supervision, internal discipline, security, safety, and positive morale in the workplace and to avoid the potential of problems of favoritism, conflicts in loyalty, discrimination, and appearance of impropriety or conflict of interest.

SECTION 4: TERMS OF OFFICE

The Board of Directors shall be elected or appointed to annual terms of one (1) year. The President shall be limited to ONE consecutive term in office for a total of two (2) terms; however, the President may serve unlimited non-consecutive terms. The annual term of office is defined as the period beginning 1st day of October each year and terminate on the 30th day of September of the following year.

SECTION 5: DUTIES OF THE BOARD MEMBERS

Duties of the President: Organize the slate of candidates for new Board positions, chair Board meetings, call any unscheduled meetings, filing regular nonprofit status forms with all applicable government entities, and arrange a year-end review of SDA financial records by someone other than the Treasurer.

Duties of the Vice President: Assists President in all Presidential duties; assumes duties in President's absence. Recommends the Head Coach to the Board. Serves as a liaison between the Coaches and the Board of Directors. Recommends salary schedules for Coaches and recommends any disciplinary actions for Coaches to the Board. Responsible for insurance coverage and to ensure that team meets annual requirements as an affiliate for the Turlock Unified School District. *The Vice President will oversee the following Coordinators: Team/Operations Manager, Technician/Meet Manager, Head Starter, and Stroke and Turn.*

Duties of the Secretary: Takes minutes at all Board and general meetings; preserves records of Board meetings; carries on all official correspondence of SDA; is responsible for notifying all Board Members about upcoming meetings; shall provide all new Board Members with a copy of the Bylaws and any materials pertaining to their position on the Board; Organize and supervise team Picture Day; is responsible for all aspects of the team's website including design, registration and technical Keep an updated inventory of all team equipment. *The Secretary will oversee the following Coordinators: Publicity/Parent Relations and Parent Volunteer.*

Duties of the Treasurer: Prepares monthly budget update for the Board. Custodian of club funds and disbursing officer; responsible for banking funds and keeping accurate records of all monies; responsible for payment of all bills and for keeping record of money paid out and receipts and vouchers to cover each expenditure; shall give a report at each meeting on the condition of the treasury; will work with President to review financial transactions and prepare budget for each upcoming season; and coordinates stipends for service agents. *The Treasurer will oversee the following Coordinators: Fundraiser and Concessions.*

Duties of the League Representative: Attends and is the voting Representative for SDA to the Mid Valley Swim League meetings; reports to the Board of Directors about League meetings. The league representative will be responsible for organizing and distributing the annual schedule which includes practices and meets. shall keep up-to-date medial information in a binder at the pool; shall transport the medical binder to all away meets support. *The League Representative will oversee the following Coordinator: Awards.*

SECTION 6: ELECTION OF THE BOARD

The existing Board of Directors shall submit a slate of candidates for the following term's Board of Directors to the General Membership. The Board of Directors shall be selected by the General Membership at or before the Annual Awards Ceremony. The General Membership shall be made aware of the candidates and elections may be carried out in the form of e-mail or some other form as deemed acceptable by the Board of Directors.

SECTION 7: BOARD VACANCIES

If a Board Member resigns his/her one-year term before the term has ended, the unexpired term shall be filled by appointment by the President with the approval of the Board.

SECTION 8: REMOVAL OF A BOARD MEMBER

Removal of a Board Member may occur if a Board Member has been determined to fail in a material and serious degree to observe the Code of Ethics, Article VII, Section 7, or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation. Termination shall be determined by a 2/3 majority vote of the entire Board of Directors.

SECTION 9: MEETINGS

Meetings of the Board shall be held on a regular basis with the duration between meetings not to exceed one quarter of a calendar year. In addition, special meetings may be scheduled as determined by the President or requested by a majority of the Board member. The Secretary is responsible for giving at least one week's notice to each Board member before a meeting is held. Notification of a meeting may be via email, fax, telephone message or mail and shall include the place, date and time of the meeting.

SECTION 10: VOTING

Each member of the Board of Directors shall have one vote.

SECTION 11: QUORUM

A quorum for a Board of Directors meeting shall be 50% of the Board plus 1. Except as may otherwise be provided in the Articles of Incorporation or these Bylaws, a decision of a majority of the Board Members present at any Board meeting shall be a decision of SDA.

SECTION 12: PROXY VOTING

A Board member may submit a proxy vote in writing that is recorded and retained by the Secretary. A proxy vote may only be carried out in the form of written paper or email.

SECTION 13: ADDITIONAL COMPENSATION ARRANGEMENTS

In order to compensate Board members for their service, Board members will not be charged for their first swimmer's team membership.

ARTICLE VI: COORDINATORS

SECTION 1: ELECTION OF THE COORDINATORS

Prior to the commencement of the swim season, the eight (8) Coordinators shall be elected or appointed by the Board of Directors. Each Coordinator shall have been a member of the SDA for at least one-year prior to being elected as a Coordinator.

SECTION 2: TERMS OF OFFICE

The eight (8) Coordinators as selected by the Board of Directors are for annual terms. The annual term of the coordinator is defined as the period beginning 1st day of October each year and terminate on the 30th day of September of the following year.

SECTION 3: COORDINATORS

The eight (8) coordinators (Team/Operations Manager, Publicity/Parent Relations, Fundraiser, Stroke and Turn, , Concessions/Hospitality, Awards, Head Starter, and Technician/Meet Manager) are responsible for their elected duties and other duties as assigned. The Board of Directors may, by a majority vote of Directors, delegate to the Coordinators any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except with respect to:

- A. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Members or a majority of all of the members.
- B. The filling of vacancies on the Board of Directors or as any Coordinator which has the authority of the Board.
- C. The amendment or repeal of these Bylaws or the adoption of new Bylaws.
- D. The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amenable or repealable.
- E. The appointment of Coordinators.
- F. The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote the Board of Directors may at any time revoke or modify any or all of the authority so delegated. Each Coordinator shall keep summary records of activities and report the same to the Board of Directors from time to time as the Board of Directors may require.

SECTION 4: DUTIES OF COORDINATORS

Duties of the Team/Operations Manager: Shall be responsible for scheduling and preparing a swimming pool for practices and any home meets Is responsible for coordinating the pool fees, schedule, and all contracts for facilities with the Turlock Unified School District. Recommends the selection of the Team swimsuit to the Board for approval.

Duties of Publicity/Parent Relations: Responsible for all communications with the General Membership on behalf of SDA. Responsible for handling any team announcements or acknowledgements that come to the team by email, or announcements to be run in newspaper, local news or social media.

Duties of Parent Volunteer: Shall be responsible for managing the SDA parent volunteer program, recruiting and organizing parent volunteers to fulfill tasks necessary to run successful competitive swim meets, and fund raiser events. Shall work closely with each swim club in the MVSL to ensure that SDA parents are present and participate at each swim meet.

Duties of Fundraiser: Shall devise money-making activities to be considered by the Board, and shall be responsible for executing those activities selected by the Board. Shall recommend to the Board the means

of which fundraising funds will be dispersed to promote the growth of the SDA. Duties include the selection and sales of SDA Spirit Wear.

Duties of Head Stroke and Turn: Responsible for managing, organizing and training volunteers for stroke and turn assignments at meets. Shall represent SDA as head of stroke and turn at competitive swim meets. Shall work closely with each swim club in the MVSL to ensure that SDA parents are present and participate at each swim meet.

Duties of Concessions/Hospitality: Responsible for beverages and/ or refreshments sold at the swim meets, practices and at any other time where profitable. Responsible for contacting concession vendors prior to the home meets, organizing their schedule and negotiating vendor fees due, providing snacks and refreshments to swim deck volunteers during home meets.

Duties of Awards: Responsible for taking inventory and ordering needed award items and supplies for ribbon tables; shall organize and pre-write awards for events before each home meet; responsible for supplying and training ribbon writers for all meets; shall sort and check all our team's awards during each meet and hand them out at the next practice; order and pick up invitational trophies; shall work with coach on end of the season awards.

Duties of Head Starter: Responsible for training starters and timers and supervising starters and timers at all meets.

Duties of Technician/Meet Manager: Responsible for keeping an up to date roster of all team members; keeping all meet times; responsible for setting up the computer data for each meet; running the computer programs at home meets and away meets; and providing meet results to the General Membership.

SECTION 5: ADDITIONAL COMPENSATION ARRANGEMENTS

In order to compensate Coordinator members for their service, Coordinator members will not be charged for their first swimmer's team membership. In such a case where a family member from the same household serves as a Board member, the Coordinator will be allowed one (1) additional swimmer at the current high school registration rate.

ARTICLE VII: MEMBERSHIP

SECTION 1: CALENDAR OF MEMBERSHIP

Membership shall be determined as beginning April 1st of each year and ending March 31st of the following year.

SECTION 2: RESIDENCY

The membership is open to any resident who resides within the Mid Valley Swim League's area provided such resident meets the Mid Valley Swim League's membership guidelines.

SECTION 3: FEES

Membership shall be contingent upon payment of such periodic registration fees and/or membership dues as the Board of Directors may determine. A percentage of the membership's fees/dues may be waived or lowered and be recognized as a scholarship and the criteria for their approval will be determined by the Board of Directors each year. No refunds are allowed after a certain date as established by the Board of Directors. This date may adjust from season to season.

SECTION 4: TRANSFER OF MEMBERSHIP

No member may transfer the value of a membership or any rights arising from such membership.

SECTION 5: PARENT COMPLAINTS

All complaints are to be in writing and submitted to the Vice President. The Vice President will present the complaints at the subsequent meeting of the Board. Any member may submit a complaint directly with the board after filing a request at least one week prior to the Board meeting with the Vice President.

SECTION 6: CODE OF ETHICS

It is the duty of all members:

1. To emphasize the proper ideals of sportsmanship, ethical conduct and fair play;
2. To eliminate all possibilities which tend to destroy the best values of swimming;
3. To stress the values derived from swimming fairly;
4. To show cordial courtesy to visiting teams and officials;
5. To establish a happy relationship between visitors and hosts;
6. To respect the integrity and judgment of swimming officials;
7. To achieve a thorough understanding and acceptance of the rules of swimming;
8. To encourage leadership, use of initiative, and good judgment by the Members on the team;
9. To recognize that the purpose of swimming (athletics) is to promote the physical, mental, moral, social and emotional well-being of the individual swimmers;
10. To remember that a swimming contest is only a contest, not a matter of life and death for any swimmer, coach, official, fan, community, state or nation.

SECTION 7: TERMINATION

Termination of the membership may occur if a member has been determined to fail in a material and serious degree to observe the Code of Ethics, Section 6 of this Article, or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation. Termination shall be voted by a 2/3 majority of the entire Board of Directors.

SECTION 8: VOTING

Parents of swimmers shall have one (1) vote per family on all matters brought before a vote of the General Membership.

SECTION 9: LIABILITY

No member, Director, Coordinator, or authorized agent, or representative of SDA shall be liable or responsible for any debts or liabilities of the club, or liable to the club except to the extent of their unpaid portion of membership dues and entry fees.

ARTICLE VIII: MEETINGS OF MEMBERS

SECTION 1: MEETINGS

SDA shall hold an annual Meeting of the General Membership to take place at the annual awards ceremony. SDA may also hold other special meetings of the General Membership as may be necessary from time to time to properly conduct the affairs SDA. Such special meetings may be called by the President of the Board of Directors, or by majority vote of the Board of Directors, or upon the written request of at least fifty percent (50%) of the General Membership.

SECTION 2: VOTING BY MEMBERSHIP

Only Members present at a General Membership meeting shall have a right to vote, as there shall be no voting by proxy. A quorum for this meeting shall be a majority of the Members present. Voting may be voice or ballot, provided that any election of the Board of Directors may be by ballot if demanded by any voting Member before voting begins. The decision of the majority of the Members voting shall be the decision of the club.

ARTICLE IX: COACHES

SECTION 1: COACHING POSITIONS

The positions of Head Coach, Assistant Coaches and Junior Coaches are reviewed on an annual basis by the Board of Directors.

The SDA Coaches who are family members are prohibited from working under the Head Coach. This policy is to ensure effective supervision, internal discipline, security, safety, and positive morale in the workplace and to avoid the potential of problems of favoritism, conflicts in loyalty, discrimination, and appearance of impropriety or conflict of interest.

SECTION 2: COACHES CONSIDERED BY THE BOARD

The Vice President shall recommend the candidates for the Head Coach position to the Board for consideration.

The Head Coach shall present a coaching plan and a recommended list of Assistant Coaches and Junior Coaches to the Board for consideration.

The Head Coach, Assistant Coaches and Junior Coaches must have a signed SDA coaching contract on file before the commencement of each swim season. If an Assistant or Junior Coach is under the age of 18 years old, their parent or guardian is required to also sign the coaching contract.

The Head Coach and Assistant Coaches must have a valid CPR Certificate on file with the Board Secretary and be first Aid trained before the commencement of each swim season,

SECTION 3: APPROVAL OF COACHES

Head Coaches, Assistant Coaches and Junior Coaches shall be approved by a majority vote of the Board of Directors and hired for the competitive season of SDA. All coaches are required to have a fingerprint scan (live scan) prior to the season and filed with the Board Secretary. All coaches must have completed background check which shall be verified by the Team/Operations Manager.

SECTION 4: STIPENDS

Reimbursement stipends for Head Coach, Assistant Coaches and Junior Coaches shall be recommended by the Vice President and Treasurer, and approved by the Board.

SECTION 5: DISMISSAL OF COACHES

Dismissal of a Coach (Head Coach, Assistant Coach or Junior Coach) shall occur by the following procedure:

- A. An investigation is performed by the Team/Operations Manager and Vice President into the purported violation;
- B. A determination of appropriate corrective, remedial or disciplinary action will be made based on the specific facts and circumstances of each case.
- C. Corrective, remedial or disciplinary action shall be presented to the President for final approval and execution.

DISCIPLINE PROCEDURE:

The process may start with a verbal warning or conversation about needed improvement and is generally followed by a first written counseling, a second written counseling, a Decision Making leave and/or termination if performance remains unsatisfactory. Suspension pending investigation of all relevant issues may be a step recommended prior to termination of the Coach. The number of steps followed will be determined by the seriousness of the problem and the coach's willingness/ ability to improve performance.

The initial meeting with the Coach should define the issue in writing and the expected change in behavior. The solution should have a written statement from the Coach and the SDA Board of Directors. A date for the next review of the Coaches improvement should be set. On subsequent meetings any further corrective action should be noted as a consequence of failure to improve according to the action plan developed at the previous meeting.

The improvement plan should be dated and signed at all meetings by both the Coach and the Board of Directors. If the Coach refuses to Sign, a second person at the Board of Directors level shall witness that the Coach refused to sign and was given a copy. The coach should be given the opportunity to note his or her perspective regardless of whether or not the Coach signs the plan.

A copy should be given to the Coach and a copy placed in the Coaches resource file. The Coach should be allowed to add his or her comments to the form for inclusion in the Coach's resource file with a copy to the

Board of Directors. Every effort should be made to conduct the meetings in a confidential fashion, in a nonpublic location with no interruptions.

If the Board of Directors feels that the situation can be resolved through the use of a Decision Making leave, he or she may discuss all the issues that remain unresolved and ask the coach to take a day with pay to decide whether to continue employment with the facility and immediately resolve all outstanding issues, or to resign from employment. As part of the Decision Making Leave, the employee will be asked to state in writing his or her decision. Should the coach choose to remain, he or she should be told that any further incidents of substandard performance will result in termination. Should the coach choose to resign, the resignation should be in writing.

ARTICLE X: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1: EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any representative 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 representative or 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 of Directors, 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 at least two (2) members of the Board of Directors, who have been approved by the Board of Directors to perform such tasks. At all times, the Board will appoint 3 signors to perform such tasks.

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 of Directors may select.

ARTICLE XI: RECORDS

SDA shall keep at its principal office in the State of California:

- A. Adequate and correct books and records of account kept by the Treasurer(s);
- B. Minutes in written form of the proceeding of its meetings kept by the Secretary;
- C. A record of its General Membership, giving their names and addresses kept by the individual responsible for SDA Computer.

ARTICLE XII: NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION

SECTION 1: NONPROFIT LEGAL STATUS

Sea Dogs Aquatics, INC is a California Non Profit public benefit corporation, currently recognized as tax exempt under Section 501(c)(4) of the United States Internal Revenue Code. Amendments have been made to these Bylaws are pending IRS approval to be recognized under Section 501(c) (3).

SECTION 2: EXEMPT ACTIVITIES LIMITATION

Notwithstanding any other provision of these Bylaws, no director, officer, general member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section(501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended, No part of the net earnings of the corporation shall be inure to the benefit or be distributable to any director, officer, general member or other private person, 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 set forth in the Articles of Incorporation and these Bylaws.

SECTION 3: DISTRIBUTION UPON DISSOLUTION

SDA may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of the general membership entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or taking provisions for the payment of all liabilities of SDA, make a determination for all money and other property of whatsoever nature which at the time be owned or under the absolute control of SDA shall be distributed at the discretion of the board, or such other persons as shall be charged by law with the liquidation or winding up of SDA and its affairs, to one (1) or more qualifying organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or if none of these organizations are then in existence or exempt under those tax provisions, then, at the discretion of the board, to another organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under such designated tax provisions.

ARTICLE XIII: AMENDMENTS

Amendments of the Bylaws shall be voted upon by the Board of Directors and shall require a two-thirds (2/3) vote of the entire Board of Directors. A vote of all Board Members must be taken either at a meeting or by written proxy. Bylaws shall be available upon request to any SDA member.

No amendment shall be made to these Bylaws which would cause this corporation to cease to qualify as an exempt corporation under Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

CERTIFICATION

The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the SEA DOGS AQUATICS, INC. were duly adopted by the Board of Directors of the Corporation effective January 1, 2018.

Secretary: Debra Sheer

Signed on: Dec 16, 2017