

# **BYLAWS OF ROCKLIN SWIM TEAM**

## **A California Nonprofit Public Benefit Corporation (as amended effective April 10, 2025)**

### **ARTICLE 1**

#### **Recitals and Definitions**

**Section 1.1 Name of Corporation.** The name of the corporation is Rocklin Swim Team.

**Section 1.2 Corporation is Nonprofit.** Rocklin Swim Team has been formed pursuant to the California Nonprofit Public Benefit Corporation Law (Corporations Code sections 5111, et seq.).

**Section 1.3 Purpose.** The specific and primary purpose of the Rocklin Swim Team is to provide organized aquatic programs. Aquatic programs may be instructional, recreational, or competitive.

### **ARTICLE 2**

#### **Principal Office**

**Section 2.1 Location of Principal Office.** The principal office of Rocklin Swim Team may be located at such a place within the City of Rocklin as the Board of Directors of the corporation may from time to time designate. At such times when Rocklin Swim Team does not maintain a principal office, the Board of Directors of the corporation shall designate a Rocklin postal address for the receipt of mail.

### **ARTICLE 3**

#### **Membership**

**Section 3.1 Class of Members.** Rocklin Swim Team shall only have one class of members.

**Section 3.2 Eligibility for Membership.** The membership is limited to parents or legal guardians of qualified and participating swimmers in recreational or competitive aquatics programs. No person or family shall hold more than one membership.

**Section 3.3 Application Documents.** All adult members are required to submit a fully completed registration application with their registration fee and be current with their session dues to maintain their membership.

**Section 3.4 Selection.** The team's coaches shall determine the qualifications for participation in a recreational or competitive program based on an evaluation of ability, cooperation, and enthusiasm.

**Section 3.5 Compliance with Rules and Regulations.** All members and their families shall adhere to all policies and rules of Rocklin Swim Team and associated leagues, as applicable.

**Section 3.6 Membership Files Book.** Rocklin Swim Team shall keep a digital membership file containing the name, address, phone number and e-mail address of each member. The file also contains the fact of termination and the date on which such membership ceased. Such file shall subject to the right of inspection required by law.

**Section 3.7 Certificates of Membership.** Rocklin Swim Team shall not issue membership certificates. Rocklin Swim Team reserves the right to issue identification cards, as necessary.

**Section 3.8 Non-Liability of Members.** A member of Rocklin Swim Team shall not be personally liable for the debts, obligations, or liabilities of Rocklin Swim Team.

**Section 3.9 Termination of Membership.** Membership and all rights of membership shall automatically terminate on the occurrence of any of the following:

1. The voluntary resignation of a member;
2. The expiration of the period of time for which the membership is issued;
3. The death of a member; or
4. The nonpayment of dues.

## **ARTICLE 4**

### **Dues and Assessments**

**Section 4.1 Regular Dues.** Membership dues and schedule of payment(s) shall be established by the Board of Directors for each aquatic session.

## **ARTICLE 5**

### **General Membership Meetings**

**Section 5.1 Place of Meeting.** General membership meetings shall be held at the offices of Rocklin Swim Team or at such other reasonable place as may be designated by the Board of Directors in a notice of such meeting. Virtual meetings are acceptable alternatives to a physical meeting location.

**Section 5.2 Annual Meeting.** There shall be at least one annual meeting of the membership. The date, time, and location of the meeting shall be established by the Board of Directors and set forth in the notice of meeting given to the members.

**Section 5.3 Special Membership Meetings.** A majority of the Board of Directors, the President, or not less than ten (10) percent or more of the members of Rocklin Swim Team may call a special meeting of the members at any time to consider any lawful business of Rocklin Swim Team.

**Section 5.4 Notice of Membership Meetings.** Notice of all regular and special meetings of the members shall be given to each eligible member a minimum of five (5) calendar days prior to the scheduled meeting.

**Section 5.5 Quorum.** A quorum of the members of Rocklin Swim Team shall be required to conduct the business at a general membership meeting. Issues shall be decided by a simple majority vote of the members present.

**Section 5.6 Motions.** The privilege of making motions, debating and voting shall be limited to parents and/or guardians of the team members. Families, whether consisting of one or two parents and one or more team members, shall nevertheless be entitled to only one (1) vote.

**Section 5.7 Conduct of Meetings.** Meetings shall be conducted under Robert's Rules of Order, unless otherwise specified herein.

## ARTICLE 6

### Board of Directors

**Section 6.1 General Corporate Powers.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the business and affairs of Rocklin Swim Team shall be vested in and exercised by the Board of Directors. Subject to the Articles of Incorporation and the Bylaws of Rocklin Swim Team, the Board of Directors may delegate the management of the activities of Rocklin Swim Team to any person or persons, or committee, provided that notwithstanding any such delegation of the activities and affairs, Rocklin Swim Team shall continue to be managed and all corporate powers shall continue to be exercised under the direction of the Board of Directors.

**Section 6.2 Number and Qualification.** The Board of Directors shall consist of the following officers, who shall be members or former members in good standing of Rocklin Swim Team:

- 6.2.1** President;
- 6.2.2** Vice President;
- 6.2.3** Secretary;
- 6.2.4** Treasurer;
- 6.2.5** Registrar;
- 6.2.6** Volunteer Coordinator;
- 6.2.7** Communications/Public Relations/Social Media;
- 6.2.8** Fundraising
- 6.2.9** Recreational Program(s);
- 6.2.10** Competitive Program(s).

**Section 6.4 Nominations.** Nominations for the next term of the Board of Directors shall be taken during the 4<sup>th</sup> quarter every other year. The consent of each candidate must be obtained before his or her name is placed in nomination.

**Section 6.5 Election.** The Board of Directors of Rocklin Swim Team shall be elected by an electronic vote and ballot of the current membership and decided by a majority vote of the members that vote.

**Section 6.6 Term of Office.** Members of the Board of Directors shall serve a two (2) year term and may not serve more than three (3) consecutive terms in office, unless elected to additional terms by a majority vote of the membership. The term of office shall be from January 1 through December 31, over a two-year period.

**Section 6.7 Vacancies.** Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors.

**Section 6.8 Removal from Office.** When a member of the Board of Directors fails to attend three (3) consecutive monthly board meetings with inadequate excuse, as determined by the other members of the Board of Directors, the Board of Directors may declare, in its discretion, his or her office vacant by majority vote.

**Section 6.9 Obligations upon Expiration of Term.** Each member of the Board of Directors, upon expiration of his or her term of office, or upon resignation or removal, shall transfer to his or her successor, without delay, all records, books, corporate funds, assets, equipment, and other materials in their possession pertaining to Rocklin Swim Team.

**Section 6.10 Hung Board Decisions.** On the occasion that the Directors of the Board are unable to make a decision based on a tied number of votes, the president or vice president in the order of presence shall have the power to decide the vote in his/her sole discretion.

## **ARTICLE 7**

### **Duties and Powers of the Board of Directors**

**Section 7.1 Specific Powers.** Without prejudice to the general powers of the Board of Directors as set forth elsewhere herein, the Board of Directors shall have the power to:

1. Enforce the Articles of Incorporation, Bylaws, rules, regulations and policies of Rocklin Swim Team and with any league(s) with which Rocklin Swim Team is associated;
2. Ensure proper registration of all swimmers, objective swimmer evaluations, and expeditious notification of swimmer qualification;
3. Provide information to all interested swimmers and their families regarding aquatic programs;
4. Create standing or special committees as are deemed necessary in the discretion of the Board of Directors to carry out the work of Rocklin Swim Team;
5. Appoint and remove all employees or independent contractors of Rocklin Swim Team, prescribe the powers and duties of such persons, and determine their compensation;
6. Appoint such other agents and employees of Rocklin Swim Team as is necessary to carry on its purpose;
7. Adopt and establish written policies, procedures, rules and regulations for Rocklin Swim Team in furtherance of and consistent with its purpose;
8. Contract for and pay premiums for casualty, liability and other insurance and bonds as may be required from time to time;
9. Contract for and pay for maintenance, landscaping, utilities, materials, supplies, labor, and services that may be required from time to time;
10. Pay all taxes, fees, and assessments levied against Rocklin Swim Team;

11. Prepare budgets and maintain full sets of books and records showing the financial condition of Rocklin Swim Team;
12. Open bank accounts and maintain the funds of the corporation;
13. Bring and/or defend actions on behalf of one or more members of Rocklin Swim Team to protect the interest of the members of Rocklin Swim Team, as long as the action is pertinent to the operation of Rocklin Swim Team;
14. Keep accurate written records of account and minutes of the proceedings of the Board of Directors and Committees of the Board of Directors; and
15. Assess financial penalties for non-adherence to policies set forth in the Team Handbook.

## **ARTICLE 8**

### **Board Position Responsibilities**

**Section 8.1 President.** The President shall preside at all meetings of Rocklin Swim Team and of the Board of Directors. The President shall be a member ex-officio of all committees except the nominating committee, and with the ratification of the Board of Directors, shall appoint the chairman of all standing committees. The President shall also have the authority to sign checks on behalf of Rocklin Swim Team.

**Section 8.2 Vice President.** The Vice President shall act as an aide to the President, and in the absence of the President shall perform the duties of the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the board of directors or the President. The Vice President shall maintain all employee personnel files and have the authority to sign checks, receive payments, and authorize contracts on behalf of Rocklin Swim Team. The Vice President shall normally accede to the office of President upon the completion of the President's term of office.

**Section 8.3 Secretary.** The Secretary shall keep and distribute to the Board of Directors accurate minutes of the proceedings of all meetings and shall be prepared to refer to minutes of previous meetings when necessary. The Secretary shall receive and prepare all necessary correspondence of the aquatic programs and prepare the recreational and competitive team handbooks and rosters.

**Section 8.4 Treasurer.** The Treasurer shall receive all monies payable to Rocklin Swim Team and shall deposit said receipts in a bank account approved by the Board of Directors. The Treasurer shall have the authority to sign checks on behalf of Rocklin Swim Team. The Treasurer shall keep accurate record of receipts and disbursements and shall advise Rocklin Swim Team to adhere to the approved budget. The Treasurer shall present a Statement of Account at every meeting of the Board of Directors, and at all other times when requested by the Board of Directors. The Treasurer shall prepare the payroll, and all related tax forms in compliance with state and federal laws. The Treasurer shall prepare and file all required state and federal tax forms in a timely matter. The Treasurer shall prepare the books for an annual audit to be conducted at the end of the fiscal year. The fiscal year shall be from January 1 to December 31.

**Section 8.5 Registrar.** The Registrar shall coordinate the registration process of the Rocklin Swim Team. The Registrar is responsible for the organization of registration in accordance with deadlines established by the Board of Directors. In coordination with the coaching staff, the Registrar will organize swim team tryouts. The Registrar shall maintain complete sets of records of swim team members in accordance with the policies of Rocklin Swim Team Board of Directors and the swim league.

**Section 8.6 Volunteer Coordinator.** The Volunteer Coordinator shall work to ensure that all committees are staffed appropriately, maintain online registration for events and meets, keep attendance and hours worked, and maintain a relationship with high school volunteer programs to backfill volunteer roles when needed. The Volunteer Coordinator shall also manage or delegate volunteer check in and help committee chairs find fill-ins for no shows.

**Section 8.7 Communications/Public Relations/Social Media.** The Communications/Public Relations/Social Media Director shall serve as Rocklin Swim Team's liaison for all activities related to distribution of announcements to membership, communication with the City of Rocklin and Rocklin USD, website content, and social media activities. In addition, this director may be tasked with both internal and external communication from the Board for official and informal business.

**Section 8.8 General Fundraising.** The General Fundraising Director coordinates all fundraising activities of Rocklin Swim Team. This director shall coordinate with the Treasurer to provide a projection of needed fundraising for the coming swimming season and create a fundraising plan to meet the fundraising needs of Rocklin Swim Team. This director shall maintain a list of contributors, collect revenues, provide letters of acknowledgement on behalf of Rocklin Swim Team and maintain appropriate financial records for reconciliation with the Treasurer.

**Section 8.9 Recreational Program(s).** The Recreational Program Director shall be responsible for acting as a liaison between the board and officials of the recreational league in which the organization participates. This director shall attend league meetings and keep the board and members informed of the rules, regulations and procedures of the league and its individual teams.

**Section 8.10 Competitive Program(s).** The Competitive Program Director shall be responsible for acting as a liaison between the board and officials of the competitive league in which the organization participates. This director shall attend league meetings and keep the board and members informed of the rules, regulations and procedures of the league and its individual teams.

## **ARTICLE 9**

### **Meetings of the Board of Directors**

**Section 9.1 Place of Meetings.** The regular and special meetings of the Board of Directors may be held at any place that has been designated from time to time by proper notice of the Board of Directors. A regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting, and virtual meetings are an acceptable alternative to physical meetings.

**Section 9.2 Regular Meetings.** The Board of Directors shall meet in regular intervals, not less than 10 times during the calendar year, unless otherwise directed by resolution of the Board of Directors.

**Section 9.3 Special Meetings.** Special meetings of the Board of Directors may be called for any

purpose at any time by the President or by any two members of the Board of Directors. Notice of such a meeting shall be given to each director by email to the address on file in the Membership Records (Section 3.6);

All such notices shall be directed at or sent to the director's email address or telephone number as shown on the records of Rocklin Swim Team. Notice of such a special meeting received by the director at least twenty-four (24) hours before the time set for the meeting shall be conclusively deemed adequate notice.

**Section 9.4 Quorum Requirements.** A majority of the authorized number of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by these Bylaws, by the Articles of Incorporation, or by law.

**Section 9.5 Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of members of the Board of Directors, individually or collectively, consent in writing or verbally to the action. Such action by consent shall have the same force and effect as a majority vote of the Board of Directors taken at a regular meeting. Such consent shall be filed with the minutes of the proceedings of the Board of Directors.

## ARTICLE 10

### Committees and Chairpersons

**Section 10.1 Committee Chairpersons.** The committee chairperson, upon the expiration of his or her term of office or in case of resignation, shall turn over to his or her successor, without delay, all records, books, equipment, supplies, and other materials pertaining to the office, and he or she shall return to the Treasurer, without delay, all funds pertaining to his or her office.

## ARTICLE 11

### Miscellaneous

**Section 11.1 Amendment of Bylaws.** These Bylaws may be amended by a two-thirds (2/3) vote of the members present at a general membership meeting.

**Section 11.2 Indemnification of Rocklin Swim Team.** Each member shall be liable to Rocklin Swim Team for any damage or injury caused by the gross negligence or willful misconduct of the member, or his or her family, guests, invitees, or lessees to the extent that the damage shall not be covered by insurance. This section is not intended to be for the benefit of any insurer and shall neither affect nor limit the duty of any insurer to pay any claim which would be payable by said insurer.

**Section 11.3 Indemnification by Rocklin Swim Team of Directors, Employees, and other Agents.** To the fullest extent permitted by law, Rocklin Swim Team shall indemnify its directors, officers, employees, other agents, including persons formerly occupying any such positions against all expenses, judgments, fines, settlements, and other amounts actually and reasonably

incurred by them in connection with any proceeding defined in Corporations Code Section 7237, including an action by or in the right of Rocklin Swim Team, by reason of the fact that such person is or was a director, officer, employee or agent. Expenses, as used in this section, shall have the same meaning as in Corporations Code Section 7237(a).

On written request to the Board of Directors by any person seeking indemnification hereunder, the Board of Directors shall promptly determine in accordance with Corporations Code Section 7237(e), whether the applicable standard of conduct set forth in Corporations Code 7237(b) or Section 7237(c) has been met, and if it has, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum or directors who are not parties to the proceedings, the Board of Directors shall promptly call a meeting of the members. At that meeting, the members shall determine under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code Section 7237(b) or Section 7237(c) has been met, and if it has, the members present at the meeting in person shall authorize indemnification.

**Section 11.4 Insurance.** Rocklin Swim Team shall have the power to purchase and maintain insurance on behalf of its directors, officers, employees, and other agents against other liability asserted against or incurred by any such person, in such capacity or arising out of such person's status.



**CERTIFICATE OF SECRETARY  
OF  
ROCKLIN SWIM TEAM**

**A California Nonprofit Public Benefit Corporation**

I hereby certify that I am the duly elected and acting Secretary of the Rocklin Swim Team and that the foregoing Bylaws, comprising 8 pages, exclusive of this page, constitute the Bylaws of said Corporation as most recently amended and approved by the Board of Directors on March 19, 2025.

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Patricia Geerts, Secretary

Signed by:  
  
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