

**BYLAWS
OF
SANTA TERESA SEA OTTERS, INC.**

ARTICLE I NAME

The name of this Corporation shall be Santa Teresa Sea Otters, Inc. It shall be a nonprofit organization incorporated under the laws of the state of California.

ARTICLE II PURPOSE

The Corporation is organized for exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986. The purpose for which the team is organized is to provide a nonprofit, competitive and educational swimming environment for water safe youth eighteen (18) years of age and younger.

ARTICLE III MEMBERSHIP

SECTION 1 MEMBERS

Membership shall consist of the Board of Directors.

SECTION 2 BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 3 SPECIAL MEETING

A special closed meeting of the voting members of this Corporation may be called for any purpose at any time by a majority of the Board of Directors of this Corporation.

Notice of the time and place of a special meeting of the voting members shall be given with no less than three days notice, unless all voting members agree to a shorter notice.

SECTION 4 REMOVAL OF MEMBER

Should the Board of Directors find the conduct of any member (whether swimmer, parent, administrator, official, committee head or officer) detrimental to the best interests of Santa Teresa Sea Otters, Inc., or to the mission for which Santa Teresa Sea Otters, Inc. has been formed, or to the interest of swimming, the Board of Directors may take such action as the Board of Directors may deem reasonable, applicable, and appropriate, including but not limited to, suspension from or removal from Santa Teresa Sea Otters, Inc. Such action shall require a quorum and the vote of a majority (greater than 50%) of the Voting Members.

ARTICLE IV FISCAL YEAR

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

ARTICLE V DIRECTORS AND MANAGEMENT

SECTION 1 POWERS

Subject to the limitation of the Articles of Incorporation, by the By-laws of the State of California, all corporate powers shall be exercised, or under authority of, and business and affairs of this corporation shall be controlled by the Board of Directors.

SECTION 2 NUMBERS AND QUALIFICATION

The authorized number of directors of this Corporation shall not exceed four (4) Officers (Directors) and thirteen (13) committee heads.

SECTION 3 ELECTION AND TENURE OF OFFICE

The Officers elected at the October General Session, shall be elected by ballot by the Board of Directors of this Corporation to serve for one year and until their successors have qualified and are elected. Their term of office shall commence on January 1st. In the case of a tie the past President will vote to break the tie even if they are a new voting member. The other elected members will select and fill the committee positions that most benefit the team based upon their individual talent and experience.

SECTION 4 VACANCIES

Vacancies in the Board of Directors (voting members) may be filled by a majority (greater than 50%) vote of the remaining voting members, though less than a quorum, or by a sole remaining director of this Corporation or at a special meeting called for that purpose.

A vacancy or vacancies shall be deemed to exist in case of death, resignation, removal or disqualification of any Officer.

If the Board of Directors accepts the resignation of an Officer tendered to take effect at a future time, the Board of Directors shall have power to elect a successor to take office when the resignation becomes effective.

No reduction in the number of Officers shall have the effect of removing any Officer prior to the expiration of his term of office.

SECTION 5 COMPENSATION

No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

SECTION 6 PLACE OF MEETING

Meetings of the Board of Directors shall be held in a place convenient to the purpose, agreed upon by a simple majority of the Board of Directors. All meetings agreed upon by a simple majority of the Board of Directors shall be valid.

SECTION 7 REGULAR MEETINGS

A regular annual meeting of the Board of Directors shall be held in October of each year the day of which shall be called by the President or designated Chairperson. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution. A quorum shall be required for any voting to occur. A quorum is defined as 5/8 of the voting members.

SECTION 8 SPECIAL MEETINGS – NOTICE

Special closed meetings of the Board of Directors, for any purpose or purposes shall be called at any time by the President, or if the President is absent or refuses to act, by the

Vice President or by two (2) Officers.

Notice of the time and place of special meetings shall be delivered personally to each director either over the phone or sent by letter, charges prepaid, addressed to him at his address as it is shown upon the records of the Corporation. If the notice is delivered, it must be delivered no later than 72 hours prior to such meeting. If the letter is to be sent, it must be sent via United States Mail U.S. Postal Office no later than 4 days prior to such meeting. Such phone call, mailing or email delivery shall be legal and personal notice to each director.

SECTION 9 ORDER OF BUSINESS

The order of which business shall be normally conducted during each Santa Teresa Sea Otters, Inc. Board of Directors meeting shall be as follows:

- 1.Call the meeting to Order
- 2.Introduction of Visitors
- 3.Review and approval of previous meeting's minutes

Updates from Officers and Committees in the following order –

President, Vice President, Secretary, Treasurer, Activities, Awards, Championship Meet, Equipment, Fundraising, Historian, Membership, Merchandise / Swim Wear, New Sea Otter, Snack Shack, Technical Records, Volunteers and Webmaster.

- 5.Business conducted pursuant to Agenda
- 6.Old Business
- 7.New Business
- 8.Adjournment

Procedures and debate shall be in accordance with the Constitution, by-laws, and Rules of Parliamentary Law known as “Robert’s Rules of Order” (current version).

SECTION 10 ORDER OF BUSINESS

The order in which business shall be normally conducted during each October Session shall be as follows:

- 1.Call to Order
- 2.Roll Call
- 3.Introduction of Visitors
- 4.Review and Approval of Minutes of Previous Meeting
- 5.Reports:

President

Vice President

Secretary

Treasurer

Committees (In the following order – Activities, Awards, Championship Meet, Equipment, Fundraising, Historian, Membership, Merchandise / Swim Wear, New Sea Otter, Snack Shack, Technical Records, Volunteers and Webmaster.)

6.Unfinished Business

7.Proposals for amendments to the Constitution and By-laws.

8.Election of Officers (every 2nd July unless or to fill vacancy)

9.New Business

10.Adjournment

SECTION 11 COACHES

The team will respect the rights of the coach to make decisions regarding almost every aspect of their team. This includes training, meets, swimmer selection and more. The team will provide additional training to all swimmers and coaches, finances permitting. The team believes that investing in its swimmers and coaches will benefit everyone involved and recognizes the value of all of its members. The team also believes that some training if done collectively is both more efficient and can result in standards of excellence throughout the team.

ARTICLE VI BOARD OF DIRECTORS – DUTIES AND RESPONSIBILITIES

SECTION 1 OFFICERS

The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. No person shall hold more than one Office concurrently. No family shall hold more than one Office concurrently.

SECTION 2 ELECTION

The Officers of this Corporation shall be elected by the Board of Directors of this Corporation. The duration of each officer's tenure of office shall be provided in Section 3 of Article V of these by-laws.

SECTION 3 REMOVAL AND RESIGNATION

Any Board Member may be removed by a majority (greater than 50%) of the Board of

Directors of the Corporation, at any regular or special meeting of the Board of Directors. Any Board Member may resign at any time by giving written notice to the Board of Directors, or the Secretary. Any 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 shall not be necessary to make it effective.

SECTION 4 VACANCIES

A Vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner provided in these by-laws in Section 5 of Article III for regular appointments to such office.

SECTION 5 PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. He/she shall preside at all meetings of the members of this Corporation, and all meetings of the Board of Directors. He/she shall be ex-officio member of all of the committees including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the by-laws. The President shall keep complete and accurate documentation of all activities of the President, which shall be deemed a part of the official records of this Corporation, and shall tender all such document and records to the successor President immediately upon leaving office.

The President shall cast a vote in case of tie voting, and otherwise shall not vote.

The President shall notify coaches and trainers one week prior to coaches meetings.

The President shall submit to the Secretary, to be kept in the official records of the Corporation, a true and correct copy of all documentation relating to the activities of the President.

The President shall recommend programs for BOD or member initiation and shall effect their completion.

The President shall not initiate motions before the BOD or membership.

SECTION 6 VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the

restrictions upon, the President. The Vice President shall have such powers and perform such other duties as, from time to time, may be prescribed for the Vice President by the Board of Directors or by the by-laws.

The Vice President shall keep a complete and accurate documentation of all the activities of the Vice President, which shall be deemed a part of the official records of this Corporation, and shall tender all such documents and records to the successor Vice President immediately upon leaving office.

The Vice President shall submit to the Secretary, to be kept in the official records of this Corporation, a true and correct copy of all documentation relating to the activities of the Vice President.

SECTION 7 SECRETARY

The Secretary shall keep, or cause to be kept, a book of minutes at a place as the Board of Directors may order of all meetings of directors and members of this Corporation, with the time and place of holding, whether regular or special and if special, how authorized, and notice thereof given, the name of those present at the meeting, and proceedings, thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the members of this Corporation, and of the Board of Directors, required by the by-laws or by-law to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the by-laws.

The Secretary will collect suggestions two (2) weeks prior to the October board meeting on specific ways Santa Teresa Sea Otters, Inc. can be improved. Possible areas of improvement will be discussed as new business.

The Secretary shall keep, or cause to be kept, a book or books, containing true and correct copies of all documentation submitted to the Secretary by each of the designated officers in this Article IV, as required by these by-laws to be kept in the official records of this Corporation, and shall maintain and keep said records of this Corporation in an up to date status at all time.

SECTION 8 TREASURER

The Treasurer shall keep and maintain adequate and correct accounts of the properties, gains, losses, capital, surplus and any other accounts. The books or accounts shall be, at all reasonable times, open to inspection by any director.

The Treasurer shall (a) prepare financial statements on a quarterly basis, or at other times

as requested by the Board of Directors; and (b) assist the Board in establishing a proposed budget.

The Treasurer before accepting this office must certify in writing that they are financially sound and have adequate cash flow to cover their personal expenses. The Treasurer must also voluntarily resign this office if they become financially troubled.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of his or her transactions as Treasurer and of the financial condition of the Corporation, and shall have such other duties as may be prescribed by the Board of Directors or by the by-laws.

The Treasurer shall have financial institutions that hold team assets copy the Officers on monthly account statements.

SECTION 9 ACTIVITIES

Responsible for all team social events and activities of the swim team, including end of season awards celebration, pasta dinner, and pancake breakfast.

SECTION 10 AWARDS

Responsible for ordering and issuing all ribbons to swimmers as well as coordinating all season-end awards, ribbons, and trophies.

SECTION 11 CHAMPIONSHIP MEET & LEAGUE REPRESENTATIVE

Responsible for Championship Meet decorations, parade, and Senior recognition as well as being the point person for liaison with host team. Also should attend all League meetings with the Chair.

SECTION 12 EQUIPMENT

Responsible for ensuring equipment is procured in a timely manner, working with the Head Coach to understand needs and following budgetary constraints. Manages inventory of all equipment necessary for practices and swim meets.

SECTION 13 FUNDRAISING

Responsible for overseeing, delegating, and executing the effort to raise money through sponsorships and events for the team.

SECTION 14 HISTORIAN

Responsible for maintaining a record of the team times and updating the record board.

SECTION 15 MEMBERSHIP

Responsible for scheduling the registration meeting, preparing forms, collecting dues, and ensuring all swimmers are eligible for team membership. Membership Coordinator shall keep and maintain records of team registrations and a current mailing list of all families. Membership coordinator also assembles information for medical history and emergency contact binders.

SECTION 16 MERCHANDISE

Responsible for team suits, caps and other Swim Team branded gear. The Merchandise Coordinator will ensure the team takes no loss on merchandise sales.

SECTION 17 NEW SEA OTTER LIAISON

Responsible for reaching out to all new Swim Team families and being their point of contact for helping each feel welcome in the Swim Team and organizing a preseason orientation meeting.

SECTION 18 SNACK SHACK

Responsible for planning, ordering, running the snack shack at all home meets as well as assisting, as requested, the Activities Coordinator with any team activities for which meals or snack will be served. The Snack Shack Coordinator will adhere to budgets set by the Sea Otter Board.

SECTION 19 TECHNICAL RECORDS

Responsible for ensuring that meet line-ups are exchanged with other teams for each meet, managing the in-meet time cards, scoring, ensuring that the team has all of the

appropriate software and systems to run swim meets in accordance with league requirements. Provide reports to Sea Otter board as requested.

SECTION 20 VOLUNTEERS

Responsible for coordinating volunteers to fill positions during meets and other swim activities and keep track of volunteer hours.

SECTION 21 WEBMASTER

Responsible for managing the team website, adding and removing content as necessary.

ARTICLE VII EXECUTIVE AND OTHER COMMITTEES

The Board of Directors may appoint an Executive Committee, and such other committees as may be necessary from time to time, consisting of its members and with such powers as it may designate consistent with Articles of Incorporation and by-laws and the General Corporation Laws of the State of California. Said committees shall hold office at the pleasure of the Board. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and two (2) committee heads. The Executive Committee shall not be utilized for regular Board of Directors business, and shall only be called into session by request of the President or two officers of the Corporation.

ARTICLE VIII CORPORATE RECORDS AND REPORTS – INSPECTION

SECTION 1 CHECKS, DRAFTS, NOTES, INDEBTEDNESS

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

SECTION 2 CONTRACTS – HOW EXECUTED

The Board of Directors, except as in the by-laws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, 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 to any purpose or to any amount.

ARTICLE IX AMENDMENT TO BY-LAWS

SECTION 1 BY MEMBERS

Any proposal to amend the by-laws of this Corporation may be made by the Santa Teresa Sea Otters, Inc. Board of Directors, or any properly constituted committee of Santa Teresa Sea Otters, Inc.

Any proposal to amend the by-laws shall be submitted in writing to the President and Secretary not less than 30 days prior to the October meeting, for presentation to the membership at the October meeting.

The proposal shall be sent in writing to Santa Teresa Sea Otters, Inc. Board of Directors not less than 30 days in advance of the October meeting.

Any amendment to the by-laws must be carried by a three-quarters (3/4) vote of the voting members present and voting.

SECTION 2 POWERS OF DIRECTORS

Subject to the right of the voting members to amend these by-laws, as provided in Section 1 of this Article VII, the Board of Directors may amend these by-laws other than by-laws amendment thereof changing the required written notice of meetings as provided in these by-laws in Section 5 of Article I, and in Section 7 of Article III, whenever of said Board of Directors shall deem it necessary, shall propose amendments to these by-laws, which shall be valid for all intents and purposes, and as part of these by-laws, when ratified by a vote of three-fourths of the Board of Directors. Proposals for amendments to these by-laws shall be submitted in writing to the President and to the Secretary, not less than 30 days prior to any meeting of the Board of Directors, the October meeting, or any meeting of the members called for that purpose. No such proposals may be accepted from the floor.

SECTION 3 RECORDS OF AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board of Directors at any regular or special meeting of the Board of Directors. Whenever an amendment to these by-laws is adopted, it shall be copied in the Book of by-laws with

the original by-laws, in the appropriate place. The above Bylaws are certified to have been adopted by the Board of Directors of the Corporation on the 23rd day of May, 2013.

ARTICLE X AMENDMENTS

The Santa Teresa Sea Otters, Inc. Board of Directors, whenever Voting Members shall deem necessary, shall propose Amendments to the Constitution (except as noted in Article VIII), which shall be valid for all intents and purposes, as part of this Constitution, when ratified by three-fourths (3/4) of the Board of Directors.

Nancy Hagmann, Secretary