

**Folsom Sea Otters**

*Third Amended and Restated Bylaws*

*California Nonprofit Public Benefit Corporation*

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## Article I: Name

The official name of this organization is **Folsom Sea Otters**.

## Article II: Philosophy

The Folsom Sea Otters are dedicated to fostering a positive, team-oriented, and supportive environment where each swimmer can reach their potential. Prioritizing recreational participation and sportsmanship, the organization engages swimmers, coaches, and parents in a quality program that fosters growth, learning, and enjoyment in swimming. The Executive Board is committed to establishing and upholding these Bylaws to ensure that swimmers, coaches, and parents enjoy a fulfilling experience.

## Article III: Purposes

1. **Skill Development and Sportsmanship**
  - To support the physical and personal development of youth swimmers through skill-building, sportsmanship, and structured competition.
2. **Community and Character Building**
  - To provide a safe and inclusive environment where children develop confidence, resilience, and friendships.
3. **Compliance with Nonprofit Mission**
  - Organized exclusively for charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code, this organization will not engage in activities inconsistent with its tax-exempt status.

## Article IV: Basic Policies

1. **Noncommercial, Nonsectarian, Nonpartisan**
  - The organization is not affiliated with any commercial, religious, or political entities.
2. **Community Engagement**
  - Collaborates with the community to promote accessible recreational and competitive swimming experiences for youth.
3. **Youth Welfare and Teamwork**
  - Emphasizes the health, welfare, and sportsmanship of youth, while fostering teamwork and respect within the community.

## **Article V: Relationship with Suburban Swim League of Sacramento and USA Swimming**

### **1. Membership and Rules Compliance**

- As a member-club of the Suburban Swim League of Sacramento (SSLS), the Folsom Sea Otters agree to abide by the League rules and bylaws, which supersede team rules and bylaws when in conflict.

### **2. Alignment with USA Swimming**

- As a member-club of SSLS, Folsom Sea Otters also operate under the USA Swimming Rulebook, guidelines and policies. When SSLS and USA Swimming rules are in conflict, USA overrules SSLS.

## **Article VI: General Provisions**

### **1. Record Keeping and Financial Transparency**

- The organization will maintain records sufficient to detail gross income, receipts, expenses, and membership information, including dues collection and remittance. Records to be maintained by the board in Controller Manual and documentation per 501(c) standards for California.

### **2. Dissolution of the Organization**

- Dissolution requires a two-thirds membership vote at a special meeting with a quorum. Written notice must be provided to members and the Suburban Swim League president at least 30 days in advance. Written notice is deemed provided seven (7) days after sent via US Mail or electronic mail to members.

### **3. Parent and Member Code of Conduct**

- The Folsom Sea Otters organization enforces a Parent and Member Code of Conduct to ensure a respectful, safe, and positive environment for all participants. All members and families must adhere to this Code, which outlines acceptable behavior and standards for sportsmanship. Violations of the Code of Conduct may result in disciplinary action, including suspension or removal from the team, at the discretion of the coaches, Executive Board, or Ethics Officer. Disciplinary actions will be taken in compliance with California nonprofit law and will follow a review process as specified in the Standard Operating Procedures.

## **Article VII: Membership and Dues**

### **1. Eligibility**

- Membership is open to parents or guardians of children participating in the Folsom Sea Otters swim team. Each family, regardless of the number of children enrolled, is granted one vote.

### **2. Non-discrimination**

- Membership is available without prejudice or discrimination.

### **3. Membership Benefits**

- Members of the Folsom Sea Otters automatically gain membership benefits with the Suburban Swim League.

### **4. Annual Dues**

- Membership dues and policies are outlined in the SOP manual. Members who have not paid by the established deadline will not be in good standing until dues are resolved.

## **Article VIII: Election of Officers**

### **1. Eligibility and Requirements**

- All officers must be members in good standing. Officers include President, Vice President, Secretary, and Treasurer. Candidates for President must have previously served on the Executive Board for at least six months.

### **2. Nomination and Election Process**

- Nominations are announced prior to the last general meeting before the Suburban Swim League Championships at the end of the swim season. The election ballots can be submitted electronically or in writing, with votes tallied and certified by the Secretary. Each member family is entitled to one vote.

### **3. Term and Term Limits**

- Officers serve annual terms, with a maximum of six consecutive years in any single role and a limit of six consecutive years on the board. These limits may be extended at the discretion of the board and voting members.

### **4. Vacancies**

- Vacant positions are filled by majority vote of the Executive Board.

## **Article IX: Duties of Elected Officers**

### **1. President**

- Acts as the chief representative of the Folsom Sea Otters, presiding over board and general meetings, and overseeing all board activities to ensure alignment with team philosophy and policies.

### **2. Vice President**

- Aids the President, performs presidential duties in the President's absence, manages updates to the SOP manual, and ensures that the SOP manual remains current. Serves as the Ethics Officer.

### **3. Secretary**

- Records and preserves meeting minutes, maintains the Bylaws and SOP manual, and ensures all records are accessible to board members. This position also maintains registration duties for members.
- 4. **Treasurer**
  - Manages finances, including custody of funds, budgeting, monthly financial reporting, and coordination of annual audits. Ensures adherence to the team's budget and processes approved disbursements.
- 5. **Additional Members**
  - Additional board members may be appointed as needed, with duties specified in the SOP manual.
- 6. **All Officers**
  - All officers are required to fulfill additional duties as specified by the Bylaws or directed by the board, ensuring the team's proper operation according to SOPs.

## **Article X: Executive Board**

1. **Composition and Conflict of Interest**
  - The Executive Board is composed of core officers and any additional appointed members. Board members must not have conflicts of interest that could compromise the mission of the Folsom Sea Otters as a 501(c) nonprofit. Board members are prohibited from engaging in activities or relationships that could unduly benefit them financially or otherwise conflict with their fiduciary responsibilities to the organization. Each member must sign conflict of interest disclosures annually.
2. **Family Restrictions**
  - No two board members may be from the same family, defined as spouses/domestic partners, siblings, parents, household members, children, or in-laws. This restriction helps maintain independence and objectivity in board decisions.
3. **Duties**
  - The board manages duties of the team affairs between membership meetings, including the formation of standing and special committees, approving committee plans, presenting reports at general meetings, and appointing members for contract negotiations.
4. **Meetings and Quorum**
  - Regular board meetings are held monthly, with quorum requirements in place for decision-making. Special meetings may be called by the President or by majority request from board members.
5. **Board Member Conduct**
  - Any board member may be removed for not fulfilling duties or for felony criminal conduct by a majority vote of the board.

## **Article XI: Committees**

### **1. Eligibility and Formation**

- Committees may be created by the board for special purposes. The President serves as an ex-officio member of all committees except the Nominating Committee.

### **2. Disbandment**

- Committees dissolve upon completion of their assigned tasks.

## **Article XII: General Membership Meetings**

### **1. Frequency and Notice**

- Three regular meetings are held annually. Special meetings may be called as needed, with at least seven (7) days' notice provided to members by US Postal Service, FSO website posting and/or email notification.

### **2. Quorum and Voting**

- A quorum of forty members is needed at general member meetings. Bylaw changes and annual board election business may be enacted by a simple majority of those present and voting.

### **3. Procedures**

- The agenda, Treasurer's report, and other updates are provided at general meetings.

## **Article XIII: League Membership**

The team is represented in the Suburban Swim League by a designated League Representative or alternate.

## **Article XIV: Fiscal Year**

The fiscal year begins January 1 and ends December 31.

## **Article XV: Parliamentary Authority**

*Robert's Rules of Order Newly Revised* will govern procedures where not in conflict with these Bylaws, the Suburban Swim League's Bylaws, or the Articles of Incorporation.

## **Article XVI: Standard Operating Procedures Manual**

### **1. Purpose and Content**

- The SOP manual includes guidelines for team operations, annual calendars, membership policies, financial procedures, swim team rules, and board and committee duties.

### **2. Review and Amendments**

- Reviewed and updated annually, with amendments requiring a majority vote by the board. The manual will be available to all board members for reference.

### **3. Documentation**

- Includes prior and current contracts, job instructions, and financial protocols, providing continuity and structure for team operations.

## **Article XVII: Amendments**

### **1. Authority to Amend**

- The bylaws may be amended or repealed, in whole or in part, by a vote of at least two-thirds of the board members present at a duly called meeting of the board, provided that a quorum is present.

### **2. Notice Requirement**

- Proposed amendments must be provided to all board members at least 14 days in advance of the meeting where the vote will take place.

### **3. Fiduciary Duty**

- The board shall ensure that any amendment aligns with the organization's mission, complies with federal and state laws, and upholds the organization's tax-exempt status.

### **4. Transparency**

- To maintain transparency, updates to bylaws are to be shared with members and stakeholders through the organization's usual communication channels on the FSO website. Reserved rights, such as those affecting membership structure or dissolution, require a member vote and cannot be amended solely by the board. The board ensures all changes adhere to state laws and reflect a broad consensus, requiring a supermajority vote to uphold fiduciary responsibility and organizational integrity.

**This Amendment of the Folsom Sea Otters By-laws has been unanimously approved by all Executive Board Members and is executed on March 17, 2025 by the following person(s).**

Kristen Brown

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President, Folsom Sea Otters

Christine Braid

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Vice President, Folsom Sea Otters

Jonathan Peterson

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Secretary, Folsom Sea Otters