

MISSION STATEMENT and BY-LAWS of SOCAL AQUATICS ASSOCIATION

MISSION STATEMENT:

The mission of SOCAL Aquatics is to create an environment that will enable every athlete to reach their potential, both in swimming and in life.

BY-LAWS

Article I

I. DESCRIPTION AND PURPOSE

A. Club Description:

The name of the organization is **SOCAL AQUATICS ASSOCIATION** (hereafter referred to as "**SOCAL**"). **SOCAL** is a non-profit 501 (c) (3) organization with its principal address for all business matters at 1171 El Camino Real, Tustin, CA 92780, with correspondence received at 360 E. First St. #321, Tustin, CA 92780. The Board of Directors may at any time change the principal and/ or mailing addresses.

B. Club Purpose:

SOCAL is dedicated to the improvement, progress, and promotion of the sport of swimming. The purpose of **SOCAL** shall be to:

1. Promote competitive swimming on a local, regional, and national level;
2. Encourage good sportsmanship and integrity, and create a positive team atmosphere for all club members.
3. Actively participate in the affairs of USA Swimming, US Masters Swimming, Southern California Swimming, and other organizations with respect to competitive swimming.

Article II

II. MEMBERSHIP

A. **SOCAL Membership:**

Membership of **SOCAL** shall consist of the parents or court-appointed legal guardians of swimmers who participate in the approved activities of **SOCAL** and adult swimmers who belong to the **SOCAL** Master's program. Membership will be open to all residents of the community without regard to race, color, religion, sex, sexual orientation, national origin, disability, or any other legally protected status. Membership may be granted once the swimmer's minimum swimming ability has been confirmed by the coaching staff and the swimmer is accepted onto the team. Each swimmer must have a current USA Swimming membership or US Masters Swimming membership. Membership may be limited based on the number of swimmers the pool can safely accommodate.

B. **Membership Classification and Status:**

SOCAL shall have **two (2)** classes of members designated as Active and Inactive. Membership in **SOCAL** is maintained when the swimmer's monthly dues, swim meet fees, travel meet fees, and other assessments are paid each month. Each family or legal guardian and adult swimmers who belong to the **SOCAL** Master's program shall have **one (1)** vote in all matters related to **SOCAL**, regardless of the number of swimmers each family or legal guardian has enrolled in the club.

C. **Membership Rights:**

1. **Active Status:**

Active status entitles swimmers to participate in all swim practices and club events and to vote on all matters related to **SOCAL**.

2. **Inactive status:**

Inactive Statutes entitle members to vote in all matters related to **SOCAL**.

D. **Good Standing:**

Those members who have paid the required dues, fees, and assessments in accordance with these **By-Laws** and who are not suspended shall be members in good standing. A member whose account is more than **sixty (60)** days past due is not considered to be a

member in good standing with **SOCAL**. This does not apply to members who have a special financial need.

E. Member Dues, Fees, and Assessments:

Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees, and assessments shall be based on the practice group each swimmer participates in, the swim meets swimmers participate in, the travel meets swimmers participate in, and other miscellaneous charges that may be incurred.

Article III

III. TERMINATION, SUSPENSION, AND RESIGNATION OF MEMBERSHIP

A. Causes for Termination:

1. Resignation of the member on reasonable notice to **SOCAL**.
2. Failure of the member to pay dues, fees, or assessments as set by the Board of Directors within **sixty (60)** days after they become due and payable, except where a special financial need exists; or
3. Expulsion of the member based on the good-faith determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of **SOCAL**.

B. Suspension of Membership:

A member may be suspended based on the good-faith determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of **SOCAL**. A person whose membership is suspended shall not be a member during the period of suspension.

C. Procedure for Expulsion or Suspension:

If grounds appear to exist for expulsion or suspension of a member, the procedure set forth below shall be as follows:

1. The member shall be given **fifteen (15)** days' prior notice of the proposed expulsion or suspension, along with the reason for the proposed action. Notice shall be given by any method reasonably calculated to provide actual notice, including written electronic communication.

2. The member shall be given an opportunity to be heard, either orally or in writing, at least **five (5)** days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statements considered, by the Board of Directors, to determine whether the expulsion or suspension should take place.

D. Board of Directors Decisions:

The Board of Directors shall decide whether the member should be suspended, expelled, or otherwise sanctioned. The decision of the Board of Directors shall be final. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within **one (1)** year after the date of the expulsion, suspension, or termination.

E. Resignation or Change of Membership Status:

Resignation or any change in membership status must be made in writing to **SOCAL** at least **thirty (30)** days prior to the resignation or change in membership, such as a member going from Active to Inactive status. Until written notice is received, members are required to pay all dues, fees, and assessments established by these **By-Laws**.

Article IV

IV. MEETINGS OF MEMBERS

A. Notice of Annual Member Meeting:

The Board of Directors shall fix the location, date, and time of the member's Annual Meeting. Notice of Annual Meetings shall be by electronic communication and shall be given to all members entitled to vote at least **ten (10)** but no more than **ninety (90)** days before the meeting date. Whenever members are required to act at a meeting, the notice shall specify the date, time, and location of the meeting, and for the Annual Meeting, those items that the Board of Directors intends to present for action.

B. Annual Meeting:

The Annual Meeting of members shall be held in the month of February of each year at a time, place, and location determined by the Board of Directors. At this meeting, the candidates for open Board positions will be presented, the Head Coach of **SOCAL** and the President or a member of the Board of Directors appointed by the President shall

each report on the progress of the team, and the Treasurer shall present a recommended budget for the next fiscal year to be approved by the members.

C. Quorum

Twenty-five (25) percent of the voting power of members in good standing shall constitute a quorum for the transaction of business at member meetings, provided, however, that if the Annual Meeting is attended in person or proxy by less than **one-third** of the voting power, the only matters that may be voted on are those of which notice was given.

Article V

V. VOTING

A. Eligibility to Vote:

Members entitled to vote at any meeting shall be Active and Inactive members in good standing, as explained in these **BY-LAWS**. Each family or legal guardian and adult swimmers who belong to the **SOCAL** Master's program shall have **one (1)** vote in all matters related to **SOCAL**, regardless of the number of swimmers each family or legal guardian has enrolled in the club.

B. Manner of Casting Votes:

Voting may be by voice or ballot, except that any elections of the Board of Directors must be by ballot.

C. Number of Votes:

Each Active and Inactive member in good standing is entitled to cast **one (1)** vote on each matter submitted to the members to vote on.

D. Approval of Majority:

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting shall be the act of the members.

E. Solicitation of Written Ballots:

The Board of Directors shall distribute **one (1)** written ballot to each member entitled to vote on each matter. Such ballots shall be delivered in the manner required by these **By-Laws**, including electronic communication.

F. Revocation:

A written ballot may not be revoked.

G. Filing of Voting Ballots:

All written ballots shall be filed with the Secretary and maintained in the corporate records for at least **one (1)** year.

H. Election Verification:

Following each election of the Board of Directors, the Board will nominate **two (2)** members in good standing and **one (1)** coach to verify the results of the election.

I. Proxies:

1. **Rights of Members** - Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.
2. **Forms of Solicited Proxies** - If the corporation has 100 or more members, any form of proxy distributed to **ten (10)** or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold, " or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.
3. **Requirements General Nation Be Stated** - Any proxy covering matters for which a vote of the members is required, including amendments of the articles of incorporation or bylaws changing a proxy rights; certain other amendments of the articles of incorporation; removal of directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the

corporate assets, unless the transaction is in the usual and regular course of the corporation's activities; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

4. **Revocability** - A validly executed proxy shall continue in full force and effect until (a) revoked by the member executing it, before the vote is cast under that proxy, (i) by a writing delivered to the corporation stating that the proxy is revoked, or (ii) by a subsequent proxy executed by that member and presented to the meeting, or (iii) as to any meeting, by that member's personal attendance and voting at the meeting; provided, however that no proxy shall be valid after the expiration of **three (3)** months from the date of the proxy. A proxy may not be irrevocable.

Article VI

VI. BOARD OF DIRECTORS

A. Purpose:

The Board of Directors shall manage the affairs of **SOCAL** in accordance with these approved and published **By-Laws** and the rules and regulations of USA Swimming and US Masters Swimming. Committee members, under the direction and prior approval of the Board of Directors, may collect funds and incur expenses. No other persons may collect funds, make contracts, incur expenses, or initiate any actions in the name of **SOCAL** or its insignia without prior written approval of the **SOCAL** Board of Directors.

B. Number, Qualifications, and Restrictions:

The Board of Directors shall consist of **seven (7)** directors until changed or amended by these **By-Laws**. At any given point in time, only **one (1)** family member may serve on the Board of Directors as a voting member. Anyone wishing to serve on the Board of Directors must have been a member with **SOCAL** for **two (2)** years, pass a background check, complete the USA Swimming Safe Sport Training, and have a Non-Athlete Membership with USA Swimming. Each Board of Director must be a member in good standing with **SOCAL**, except in cases of special financial need. Ideally, the candidate(s) for the position of President shall have previously served on the **SOCAL** Board of Directors or have experience serving on another Board of Directors. Ideally, the candidate(s) for Treasurer shall have served as a Treasurer on another Board of Directors or have an accounting or financial background to fulfill the role.

C. Board of Directors Organization Description:

The Board of Directors shall consist of the following: President, Vice-President, Treasurer, Secretary, Meet Manager, **one (1)** Member at Large position, and Head Coach. Each of these positions shall be a voting member of the Board with **one (1)** vote on each matter. The Head Coach shall be a voting member of the Board with **one (1)** vote on each matter except in matters involving the Head Coach's salary, bonus, coaching contract, or employment status.

D. Committees:

The Board of Directors may, from time to time, designate and assign various committees to carry out the business of **SOCAL**. All committee(s) will be authorized and approved by the **SOCAL** Board of Directors and shall serve at the Board's discretion. Committee members have the right to attend and participate in all meetings, except when the Board enters a closed session, but shall not have voting rights. Committee members may be included in a closed session at the request of the Board of Directors and when the committee member's attendance is required.

E. Compensation:

Directors and members of committees may receive such compensation, if any, for their services as the Board may determine to be just and reasonable.

F. Voting:

Each Board of Directors position will constitute **one (1)** vote at any Board of Directors meeting if a quorum is present. A majority vote of the quorum present is required on all official motions. A majority must approve motions needing an email vote.

G. Terms of Office:

The terms of office for all Board of Directors positions will be **two (2)** years.

H. Resignations

Any Director may resign by giving written notice to the President or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later date for the resignation to take effect. If a Director's resignation is effective

later, the board may appoint a successor to take office as of the date when the resignation becomes effective.

I. Removal of a Director

A Director may be removed from the Board by a two-thirds (2/3) vote of the entire Board of Directors then in office, provided that written notice of the proposed removal is included in the notice of the meeting at which the removal will be considered. Removal may be for cause or other reasons determined by the Board to be in the organization's best interests.

Examples of reasons for removal include, but are not limited to:

- Failure to fulfill board duties, such as regular attendance at meetings or active participation in board activities, assignments, or responsibilities;
- Absence from three consecutive board meetings or 50% of board meetings over 12 months without adequate justification;
- Failure to complete their duties as explained in these By-Laws
- Breach of fiduciary duties
- Conflict of interest or failure to disclose potential conflicts;
- Unethical conduct and/or safe sport violations, including actions that may be perceived to harm the organization's reputation or mission;
- Malfeasance, negligence, or gross misconduct;
- Inability to effectively contribute to Board decisions or fulfill responsibilities due to health, availability, or other factors;
- Any other behavior or circumstance that the Board, at its discretion, determines jeopardizes, undermines, or is contrary to the organization's mission, operations, or governance.

The following procedures shall apply to any removal action:

1. **Notice:** The Board secretary or another designated officer shall provide written notice to all Directors at least 15 days before the meeting at which the removal will be considered. The notice shall include the reasons for the proposed removal and the meeting's date, time, and location.
2. **Quorum and Vote:** A quorum of the Board, as defined in these bylaws, must be present at the meeting. The vote to remove shall require the affirmative vote of at least two-thirds of the entire Board of Directors then in office, excluding the Director whose removal is under consideration.
3. **Opportunity to Respond:** The Director, subject to removal, shall have the opportunity to address the Board at the meeting before the vote unless the Board determines that such participation would compromise the integrity of the process or pose a risk to the organization.

- 4. Documentation:** The Board's decision, including the vote and rationale, shall be recorded in the meeting minutes. A written notification of the decision shall be provided to the removed Director within 14 business days.

J. Filling Vacancies:

Vacancies on the Board of Directors shall be filled by appointment by the remaining members of the Board of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

K. Board of Directors - Conflict of Interest:

Whenever a director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from the discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when the most disinterested directors determine that it is in SOCAL's best interests to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article VII

VII. BOARD OF DIRECTORS MEETINGS

A. Monthly Meetings:

The Board of Directors shall meet each month. The Secretary will notify the Board of Directors of the time and location of each monthly meeting. Other regular meetings of the Board of Directors may be held without notice at such time and places as the Board may fix from time to time. From time to time, the Board of Directors may go into a closed session to discuss matters of a sensitive nature, including members' financial matters, disciplinary actions against employees or members, and employees' compensation. Any discussion that takes place in a closed session is confidential and should not be discussed by the Board of Directors.

In the event of the Head Coach's absence from a Board meeting, the Head Coach may designate a surrogate Coach (who must be a current member of the coaching staff) to represent the Head Coach and the coaches' interests.

The surrogate shall have full authority to:

- Attend the meeting (including any closed sessions, subject to the same confidentiality requirements as other Board members);
- Participate in discussions;
- Make decisions, and
- Exercise the Head Coach's voting rights on all matters.

The designation must be made in writing (which may include email) and provided to the Secretary (or presiding officer) before the start of the meeting. The surrogate's presence and voting authority shall count toward quorum and be treated as if the Head Coach were present. If no surrogate is designated, the Head Coach's absence shall not affect the validity of actions taken by the Board, provided a quorum is otherwise achieved.

B. Quorum:

A majority (more than one-half of voting members) of the Board of Directors shall constitute a quorum at any scheduled meeting of the Board of Directors. Every action taken or decision made by the majority shall be the act of the Board of Directors.

Article VIII

VIII. BOARD OF DIRECTORS ELECTIONS

A. Election Requirements and Deadlines:

The election for Board of Directors positions will take place in February of each year following the Annual Meeting. Not less than **sixty (60)** days prior to the Annual Meeting, the Board of Directors shall notify the entire membership of Board positions that are up for re-election. Interested candidates will have until **January 1st** to contact the President or other Board member and declare their interest in running for a Board position. Members who do not express their interest by **January 1st** will not be considered for a position on the Board of Directors. For all Board positions, interested candidates must have been a member of **SOCAL** for at least **two (2)** years to serve on the Board of Directors and must be a member in good standing. The position of President shall be filled by a current Board member. More than **one (1)** Board member can express an interest for the position of President. Once a member expresses an interest in serving on the Board of Directors, they will meet with the nominating committee, which will be comprised of the Board of Directors whose positions are not up for re-election and the Head Coach, who is a voting member of the Board of Directors. If, after meeting with the nominating committee, the member is nominated for a position, they will have until **February 1st** to submit a one-page Candidate Statement communicating the member's qualifications and reasons for wanting to serve on the Board of Directors. More than **one (1)** candidate can be nominated for each position.

B. Election Procedures and Rules:

1. The election of Board of Directors positions for President, Secretary, and Member at Large shall be in odd years. The election of Board of Directors positions for Vice-President, Treasurer, and Meet Manager shall be in even years.
2. No nominations will be accepted from the floor at the Annual Meeting, and no write-in candidates will be considered.
3. Following the Annual Meeting, the ballot will be sent to all members in good standing via electronic communication to cast one (1) vote for each open Board of Directors position and to approve the recommended annual budget.
4. Each member voting must include their first and last name on the ballot, or the ballot will be considered null and void, and the votes will not be counted.
5. Once a ballot is returned, it may not be revoked.
6. Once the ballot is sent to all members in good standing and entitled to vote, voting will remain open for fourteen (14) days.
7. Candidate Statements submitted to the Board of Directors by February 1st will be included with the ballot, giving each candidate a reasonable opportunity to share their qualifications and desire to serve on the Board of Directors.
8. Following the closing of the election after fourteen (14) days, the Board of Directors will have one (1) member in good standing and one (1) coach from SOCAL to verify the election results.
9. All ballot votes shall be filed with the Secretary of the Board of Directors and maintained for a period of one year.
10. The election results will be determined by the candidate who receives the most votes for each open Board position.

Article IX

IX. INDEMNIFICATION

A. Indemnification General:

To the fullest extent permitted by law, **SOCAL** shall indemnify its directors, officer, employees, and other persons described in Section 5238 (a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of **SOCAL**, by reason of the fact that the person is or was a person described in that section.

B. Approval of Indemnity:

On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238 (c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

C. Advancement of Expense:

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these **By-Laws** in defending any proceeding covered by these **By-Laws** shall be advanced by **SOCAL** before final disposition of the proceeding; on receipt by **SOCAL** of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

D. Insurance:

SOCAL shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's employee's, or agent's status as such.

Article X

X. RECORDS

SOCAL shall keep adequate and correct books and records of account and written minutes of the proceedings of its members, Board, and committees. On written request, any member may inspect the accounting books and records and the minutes of the proceedings of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Members may also request a copy of the articles of incorporation and these **By-Laws**.

Article XI

XI. AMENDMENTS

A. Amendment by Board:

Subject to the rights of members under these **By-Laws** and the limitations set forth below, the Board may adopt, amend, or repeal these **By-Laws** unless the action would materially and adversely affect the members' rights as to voting. The Board may not extend a Director's term beyond the term for which the Director was elected.

B. Amendment by Members:

Without the approval of the members, the Board may not adopt, amend, or repeal any bylaws that would:

1. Increase or extend the terms of directors;
2. Allow any director to hold office by designation or selection rather than by election by members

3. Increase the quorum for members' meetings.
4. Repeal, restrict, create, expand, or otherwise change proxy rights; or
5. Authorize cumulative voting

C. Amendment by Members:

New bylaws may be adopted, amended, or repealed by approval of the members.