

Amended and Restated Bylaws of the Rushmore Swim Team, Inc.

Article I. Name

Section 1

The name of the organization shall be the "Rushmore Swim Team, Inc.", hereinafter referred to as "RST".

Section 2

The fiscal year of RST shall commence on the first day of September each year and terminate on the 31st day of August of the following year.

Article II. Membership

Section 1

There shall be three classes of membership:

- a) Competitor members - also referred to as "swimmers", are registered USA Swimming, Inc. Athlete Members who are currently enrolled in RST by paying club fees. If a swimmer is not a member of USA Swimming Inc., they may be considered competitive members as long as they are current with RST fees and actively pursuing USA Swimming Athlete Membership for the purpose of the Articles of Incorporation and By-Laws of the RST.
- b) Regular members - defined as the legal guardians of swimmers. Guardians appointed by a court, natural parents, step-parents, adoptive parents and foster parents shall be considered legal guardians for the purpose of the articles of incorporation and By-Laws of the RST.
- c) Associate Members - includes coaches, assistant coaches, junior coaches (if not competitor members), and board members that do not qualify for Regular Membership, and any hired staff members.

Section 2

The membership shall be open to the public.

Section 3

The membership shall be contingent upon membership dues being paid and abiding by the rules and regulations established by the Board of Directors.

Article III. Purpose and Powers

Section 1

The purpose of RST shall include the following:

- a) Strive to provide an environment where personal excellence, honesty, and commitment are expected of each participating athlete.
- b) To give each athlete the opportunity to learn valuable life skills and develop the drive to achieve their potential in swimming and in life.
- c) To continually work toward a goal of upgrading the age group swim program by retaining the services of a qualified coaching staff as well as ensuring that proper facilities and adequate equipment are available equally to all participants.
- d) To maintain an on-going program of public relations, recruitment, and team spirit to ensure the perpetual growth and quality of RST.

Section 2

The powers of RST shall include the following:

- a) The participation in and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of RST.
- b) The publication and distribution of information to social media, programs, newsletters and other publications designed to promote the activities and affairs of RST.
- c) The solicitation of sponsorship and sale of advertising space in such publications and obtaining of sponsorships for the benefit of being applied against club expenses.
- d) The contribution of money or other things of value for scholarships, programs, or other causes in furtherance of the affairs and interests of RST.
- e) The retaining of such person, firms, or corporations as may be necessary to provide special services to RST.
- f) The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of RST.
- g) The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of RST and conduct its affairs.

Article IV. Operational Limitations

Notwithstanding any other provisions of these articles, RST shall not carry on any other activities:

- a) By a corporation exempt from Federal Income Tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).
- b) By a corporation, contributions to which are deductible under Section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Article V. Legislative or Political Activities

No substantial part of the activities of RST shall be carrying on of propaganda or otherwise attempting to influence legislation and RST shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article VI. Inurement of Income

No part of the net earnings of RST shall inure to the benefit of, or be distributed to, its members, trustees, officers, or private persons except that RST shall be authorized and empowered to pay reasonable compensation for services rendered.

Article VII. Rights and Liabilities of Members

Section 1

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

Section 2

Regular members shall have one (1) vote per family on all matters brought before a vote of the membership. Competitor members and Associate Members shall have no voting rights.

Article VIII. Meetings of Members

Section 1

RST shall hold a meeting of the membership annually within one (1) month before or after the start of the winter season. The purpose of this meeting is electing a Board of Directors, reviewing the activities and financial affairs of RST, and conducting such other business as may properly come before the meeting. The terms of the newly elected Board of Directors shall start in September to coincide with RST's fiscal year.

Section 2

RST may also hold other special meetings of the membership, as may be necessary from time to time, to properly conduct the affairs of the RST. 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 twenty-five percent (25%) of the Regular members, based on the voting criteria in Article VII, Section 2 above.

Section 3

The primary means for Annual or Special meetings shall be through physical attendance and, if offered, via a live virtual option. Physical or live virtual attendance in person or by written proxy of at least fifty percent (50%) of the Regular Membership holding voting rights, to include those who have given a written proxy, and based on the voting criteria in Article VII, Section 2, shall constitute a quorum. Only Regular Members in attendance and absent Regular Members who have given a written proxy prior to the meeting to a Regular Member in attendance, shall have the right to vote.

In the event a quorum is not reached at an Annual or Special meeting, all items requiring vote shall be extended to the entirety of the Regular Membership. Regular Members shall remain subject to the voting criteria in Article VII, Section 2, and shall have 24 hours from the time the call for voting is sent to cast their vote. Unless otherwise specified by the Articles of Incorporation or the By-Laws, a simple majority of the entire Regular voting membership is required to pass.

In the event a simple majority of the entire Regular voting membership is not met, each member of the Board of Directors shall cast their vote, with a simple majority ruling.

All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) calendar days before said meeting.

Unless otherwise established by the Articles of Incorporation or the By-Laws, the decision of a majority of the quorum members voting as prescribed above shall be the decision of RST.

Section 4

Virtual Meeting Attendance and Voting: As may be necessary and appropriate, RST may hold annual or special meetings of the membership via live video, computer conference, and/or telephone solely, or in conjunction with in-person meetings. Voting options shall be as deemed appropriate by the Board of Directors and in line with the voting criteria in Article VII, Section 2.

Article IX. Board of Directors

Section 1

The Board of Directors shall be elected by and from the Regular Members of RST. The Board of Directors shall consist of ten (10) members; a President, Vice-President, Secretary, Treasurer, Registrar, and four (4) Members At Large, and two (2) swimmer/athlete representatives. The Head Coach shall be a member of the Board ex officio, but shall not have any voting rights. The President, Vice-President,

Secretary, Treasurer, and Registrar shall each serve two (2) year terms. The President and Secretary will alternate terms with the Vice President, Treasurer, and Registrar to ensure continuity with the Board of Directors. The Members At Large shall serve two (2) year terms with two (2) of the terms ending in different years. The swimmer/athlete representatives shall serve for one (1) year terms. These terms may be extended until such time a successor is elected and qualified. Any vacancy in the Board of Directors shall be filled by a majority vote at a Regular Meeting of the Board of Directors until the next annual membership meeting and a formal election for the vacant position can be held.

Section 2

The Board of Directors shall have the authority to conduct the day-to-day business and the lawful affairs of RST. These duties shall include, but not limited to:

- a) Formulation of a Selection Committee for the purpose of recruiting and recommending to the Board the hiring of a Head Coach. The Selection Committee shall consist of at least four members, of which at least two will be non-Board members. The Board will propose a candidate for Head Coach who will be voted on by Regular Members during a Special or Annual Meeting.
- b) New coaching contracts.
- c) Approve the hiring and dismissal of all assistant coaches.
- d) Recommending non-renewal of the Head Coach's contract. In such case, the recommendation of the Board shall be put to a vote by the regular membership. The Board has the ability to suspend the Head Coach. Further action requires membership vote.
- e) In case of emergencies, shall act to resolve until recommendations from the Board can be brought before the membership. The membership shall be notified as soon as practical regarding any actions taken during an emergency.
- f) Recommending an Annual Operating Budget to the membership, which annual budget shall be approved by a vote of the regular membership. The Board of Directors may not incur indebtedness for any purpose beyond the organization's income or reserves.
- g) Recommending to the membership any proposed changes to membership fees at a Regular or Special meeting, which changes to membership fees shall be approved by a vote of the regular membership.
- h) One-year commitments with any vendors. Commitments for more than one year must be approved at a Regular or Special meeting by a vote of the regular membership.
- i) Decisions on Disbursement or designation of any net revenue not included in the annual budget.
- j) The Directors shall otherwise exercise all of the powers of RST as permitted by law, subject to the provisions of the Articles of Incorporation and the Bylaws.

Section 3

The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of RST. Such committees may be comprised of both Directors and other Regular Members.

Section 4

The President shall preside at all meetings of the membership and of the Board of Directors. He/she shall perform other duties as may be determined by the Board of Directors and/or the general membership.

Section 5

The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President. He/she shall perform other duties as may be determined by the Board of Directors and/or the general membership.

Section 6

The Secretary shall attend all meetings of the membership and of the Board of Directors. He/she shall keep a true and complete record of the proceedings of all meetings and prepare the monthly newsletter that is sent out to the Regular Members. He/she shall perform other duties as may be determined by the Board of Directors and/or the general membership.

Section 7

The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of RST. He/she will be the legal custodian of all monies and other valuables which may from time to time come into the possession of RST. He/she will maintain a bank account in the name of the RST. He/she will furnish at meetings of the Board of Directors and membership, or whenever requested, a statement of the financial condition of RST. An audit shall be performed whenever a new person becomes the Treasurer or at the end of RST's fiscal year. He/she shall perform other duties as may be determined by the Board of Directors and/or the general membership.

Section 8

The Registrar shall ensure the team, members, coaches, and officials are properly certified and registered with USA Swimming and South Dakota Swimming, and shall assist members, coaches, and officials in navigating through and pursuing support from Team Unify, USA Swimming and South Dakota Swimming. He/she shall also support the meet director in swim meet event registration, and perform other duties as may be determined by the Board of Directors and/or the general membership.

Section 9

Unless otherwise directed by the Board of Directors and/or the general membership, the head coach shall be assigned the responsibility for maintaining a record of each Competition Members' meet times. He/she shall be responsible for swim meet sign-ups and preparing RST Competition Member registrations for the swim meets.

Section 10

In case of the absence of any officer of the RST, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

Section 11

Board Terminations, Vacancies and Resignations:

- a) The Board may remove any other Board Member, with or without cause, but only at a meeting called for that purpose. The advance notice of the meeting must state that one purpose of the meeting is to discuss and vote on the possible removal of the Board Member. Any such removal shall be effective by a 2/3 vote of the currently serving Board of Directors in a meeting with a quorum.
- b) Any Board Member may resign her/his position at any time upon written notice to the President. The resignation shall be effective when received, or on a date discussed and voted upon by the Board. In the event of a resignation by the Board President, he/she shall give written notice to the entirety of the Board.
- c) Any mid-term vacancies of the Board of Directors due to resignation and/or Board-initiated removal, will be filled with a Regular Member, as voted on by majority vote of the remaining Board of Directors.
- d) Board selection of the vacated position will only be for the remainder of that fiscal year and will not extend beyond August 31st. A partial term served shall count for a full year of service.

Section 12

Meetings of the Board of Directors shall be held at least once per month, and shall be open to all members of RST. Notice of the meeting time and location shall be provided to all members in writing at least three (3) days prior to the meeting.

Section 13

The presence of at least five (5) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these By-Laws, the decision of a majority of the Directors present at any meeting shall be the decision of RST.

Section 14

Special meetings of the Board of Directors shall exclude the attendance of the Regular, Associate Members and Competitor members. The purpose of these meetings is to discuss matters for the development of a recommendation to the membership. No decisions binding to the membership can be made at these meetings. These meetings shall be held on the call of the President or a majority of the

Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of such meeting. Notice shall be given at least three (3) days prior to the date of the meeting.

Section 15

Virtual Meeting Attendance at Board Meetings: Any or all directors may participate in a meeting of the Board of Directors, or a committee of the Board, by means of a telephone, video or computer conference or by any means of electronic or other communication, including email, by which all persons participating in the meeting are able to communicate with one another. Such participation by a Board Member shall constitute his/her presence at the meeting and will be documented in the meeting minutes.

Section 16

Executive Session: Any Board Member may request an Executive Session in conjunction with a Board Meeting, upon reasonable advance notice to the President, exclusively for the purpose of discussing personnel matters. In an Executive Session, staff and Regular Members leave the board meeting. Additionally, the coach and/or the athlete board member may be required to leave the executive session at the request of the Board President. Executive session meeting minutes will be kept and made accessible to the Executive Board, maintained by the Secretary. The purpose of the Executive Session and Board Members in attendance will be recorded in the regular meeting minutes.

Article X. Indemnification of Directors

RST shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of RST against the reasonable expenses, including attorney fees, actual and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. RST may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit, or proceeding if it shall be found by a majority of the Regular Members that it was to be the interests of RST that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these By-Laws.

Article XI. Authorized Signatures

All contracts and agreements authorized by the Board of Directors and/or general membership shall, unless otherwise directed by the Board of Directors, be signed by the President. All checks and drafts issued by RST shall, unless otherwise directed by the Board of Directors, shall be signed by the Treasurer or President.

Article XII. Dissolution Clause

Under the dissolution of RST, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the RST, dispose of all the assets of RST exclusively for the purpose of RST in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes shall at the time qualify as an exempt

organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as the general membership shall determine. Any of such assets not so disposed of by Circuit Court of the country in which the principal office of RST is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for such purposes.

Article XIII. Amendment of By-Laws

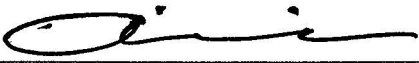
Section 1

The By-Laws may be amended at an annual membership meeting or a special membership meeting. Attendance in person or by written proxy of fifty percent (50%) of the regular voting membership, as determined by the voting criteria in Article VII, Section 2, is required to hold a vote. Amendment(s) to the By-Laws requires a simple majority vote.

Section 2

Written notice of the proposed amendments shall be given to all members not less than ten (10) days before said meeting.

Adopted by the Board of Directors as of February 23, 2023.

Signature 
Anthony Nishimura, President

Signature 
Jennifer Kruger, Vice President

Signature 
Lane Johnson, Secretary

Signature 
Elizabeth Ashton, Treasurer