

Bylaws of the Swim Excellence Academy

Article I - Name

The name of the Corporation is Swim Excellence Academy, also known as and referred to in these Bylaws as "SEA" or "the Corporation".

Article II Principal Office

The principal office and mailing address of the Corporation for the transaction of its business is located at P.O. Box 7061, San Diego, California, 92167.

Article III - Fiscal Year

The fiscal year of SEA shall be January through December.

Article IV Purpose

The purpose of Swim Excellence Academy is to promote competitive swimming with athletic training and competition for area students of all ages and abilities. By providing supervised training and organizing competitive swim meets, SEA attempts to develop the athletic abilities of young adults that they would not otherwise obtain. All actions of SEA will be under the standards and the rules prescribed by the United States of America Swimming (USA Swimming) and the Local Swim Committee (LSC) San Diego/Imperial Swimming.

SEA is a non-profit Corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This organization is organized exclusively for amateur athletic purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these bylaws, SEA shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under section 501 (c) Corporation contributions Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of SEA shall be attempting to influence registration.

Article V - Members

Member: A Member will be a parent or guardian of swimmers in the respective year-round training groups of the Corporation. Membership will become effective upon registration through the team website and by payment of annual dues, fees, and any team commitment assessments. A Member will be considered as being in good standing upon payment of the appropriate dues, fees, and team commitment assessments. Dues, fees, and team commitment assessments will be based upon an annual budget, adopted by the Board of Directors, and approved by the Members at the Regular Annual Meeting or at a Special Meeting called for that purpose. One parent or guardian from each family will have one vote. Dues, fees, and any team commitment assessments will be collected through the team website by online credit card or ACH payment. The Members will work together to support the coaches and Board of Directors, to ensure the success of SEA.

Membership Book: SEA will keep membership records, referred to as the "Team Handbook," and is available to members online through the team's SportsEngine website.

All contents of our membership records will not be disclosed to other members or third parties, except as provided by law.

Non-liability of Members: A member of the Corporation will not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Article VI - Member Meetings Regular Meetings

Regular Meetings: A Regular Annual Meeting of Members will be held in August each year, at a time and place established by the Board. The purpose of the Annual meeting is to elect Directors and Officers, adopt the Annual Budget, and any other business that may be submitted to the Directors and must be included in the agenda.

Special Meetings: Special meetings of members will be called by the Board of Directors, or by ten percent or more of the Members entitled to vote.

Time and Place of Meetings: Meetings of members shall be held at such time and location as is designated by the Board of Directors.

Meeting Notice: Written notice of every meeting of members will be emailed to each member who is entitled to vote on the date of notice and included in any general update emails for at least one month before the meeting. The notice will state the place, date, and time of the meeting. In the case of the Regular Annual Members' meeting, the notice will state those matters which the Board of Directors intends to present for action by the members. The notice of any meeting at which Directors and/or Officers are to be elected will include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents and Approvals: The transactions of any meeting of members, however called and noticed, and wherever held, will be as valid as though the transactions had occurred at a meeting duly held after Regular call and notice, If a quorum is present in person, AND if either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meeting.

Quorum: A quorum at any meeting of members will consist of twenty (20) percent of the Members entitled to vote, as determined by the online record of families with members in the year-round practice groups. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until the withdrawal of enough members to leave less than a quorum. In the absence of a quorum, any meeting of members will be adjourned.

Article VII - Directors

Number, Qualifications, and Term of Office: There will be five (5) Directors, who will collectively be known as the Board. Four (4) Directors will be elected Officers: President, Vice President, Secretary, and Treasurer/Chief Financial Officer. In addition to the four (4) Officers/Directors, one (1) Non-Officer At Large will be elected. All Directors will be elected from the membership. Each Director will hold office for a two-year term. During the Annual Meeting of Members, an election for the open Director position will be held. There will be an eight (8) year limit on the number of terms served by a Director.

Compensation: The Directors will serve without compensation. The Directors may be allowed and paid for actual and necessary expenses incurred when attending the meetings of the Board, as approved by the Board.

Powers of the Directors: The activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised by and under the direction of the Board of Directors. The Board of Directors may adopt policies and procedures necessary for carrying out the day-to-day operations of the Corporation.

Duties of Directors:

It shall be the duties of the Directors to:

- 1) Determine the depository for corporate funds, the persons entitled to draw against these funds, the persons entitled to borrow on behalf of the Corporation, and the manner of accomplishing these matters.
- 2) Appoint and remove, employ, and discharge, prescribe the duties, and fix the compensation, if any, of all Officers, Agents, and the Head Coach of the Corporation, except as otherwise provided in these Bylaws. The Head Coach will have a vote on the Board of Directors in all matters except those pertaining to their employment/compensation discussions.
- 3) The Board shall conduct an annual evaluation of the Head Coach and shall cause the Head Coach to conduct similar annual appraisals of his/her coaching staff. The Head Coach shall submit, at the August meeting of the Board, his/her goals for the coming year.
- 4) Conduct, or appoint a committee to conduct, an annual evaluation of the team relative to its mission and vision statements, goals, plans, and functions.
- 5) Ensure SEA is an active and compliant club member in the LSC and USA Swimming Associations; and
- 6) Appoint one of its Directors as a representative for each training group, after the election of Directors at the Regular Annual Members meeting.

Removal of Directors: Any Director or Officer may be removed from office by a majority vote of the Members at a Regular or Special Meeting.

Article VIII - Director Meetings

Regular Meetings: Regular meetings of the Board will be held quarterly, upon notice by the President, or as announced at the previous Director meeting and pursuant to email communication to the Board at such place and time as indicated by the President. Board meetings may be offered in person or via electronic methods.

Special Meetings: Special meetings of the Board may be called by any two (2) Officers or Directors. Special meetings will be held on four (4) days' notice. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, or who attends the meeting without protesting the lack of notice. All such waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meetings.

Quorum: One-third of the number of Directors selected by the members will constitute a quorum for the transaction of business. Every act or decision made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.

Action Without a Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the board individually or collectively consent in writing to such action.

Such written consent or consent will be filed with the minutes of the proceedings of the Board. Such action by written consent will have the same force and effect as the unanimous vote of such Directors.

Filling Director Vacancies: Vacancies on the Board of Directors may be filled by approval of the Board of Directors. The members may elect a Director at any time to fill a vacancy not filled by the Directors.

Article IX - Officers Number, Titles, Election

The Officers of the Corporation will be the President, Vice-President, Secretary, and Treasurer, and any such officers with such titles and duties as will be determined by the Board. The officers will be elected by the members and will hold office until the next Annual meeting of members until such officer's successor is elected.

Duties of the Officers President and Vice-President: The President and Vice-President, during the absence, disability, or failure to act of the President, will be the Chief Executive Officer of the Corporation. They shall preside over all Corporation meetings, shall oversee the day-to-day operations, administration, and business of the Corporation, and when authorized, will execute and deliver documents in the name of the Corporation.

The Vice-President will oversee the Volunteers.

Duties of the Secretary: The Secretary shall keep an electronic record of minutes of all meetings of the Directors and Members, and when applicable, meetings of Committees of Directors and Members, recording the time and place of the meeting, whether regular or special, how called, how notice was given, the names of those present at the meeting, and the proceedings of the meeting; see that all notices are duly given in accordance with the provisions of these Bylaws; exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request, the Bylaws and the minutes of the proceedings of the Directors of the Corporation. In general, perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Board of Directors.

Duties of the Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit, or cause to be deposited, all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board; receive and give receipt for, monies due and payable to the Corporation from any source whatsoever; disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements; keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request; render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation; prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required report; In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to him or her from time to time by the Board.

Article X - Committees

The following Committees shall be appointed by the President after each annual meeting, and shall consist of one Director, who will serve as the head of the committee and as many additional members as deemed necessary by the Director appointed as the head of that Committee:

- Finance Committee
- Spirit Committee
- Fundraising Committee
- Safe Sport/Parent Education

The duties and functions of each Committee will be determined by the guidelines adopted by the Directors for each Committee. Other committees may be established by the Board.

Article XI - Parliamentary Authority

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order of the Corporation may adopt.

Article XII - Amendment to Bylaws

These Bylaws may be altered, amended, or repealed at any meeting of Members by a majority vote, provided the amendment has been submitted to the members in writing at least twenty (20) days before that same meeting. This vote may be taken electronically.

Article XIII - Indemnification

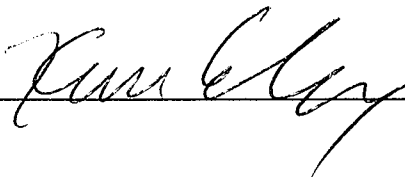
Each person who is or was a Director, Officer or Employee of the Corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Non-Profit Corporation Law of the State of California against any liability, cost or expense incurred in the capacity as Director, Officer, or Employee, or arising out of status as a Director, Officer or Employee (including serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another Corporation). The Corporation may maintain insurance, at its expense, to protect itself and any such person named above against any such liability. Certificate of the Secretary of Swim Excellence Academy, A California Non-profit Corporation.

Article XIII – Dissolution

Upon the dissolution of Swim Excellence Academy, all assets remaining after the satisfaction of outstanding liabilities shall be distributed exclusively for purposes aligned with the mission of the team. These assets may be transferred to a non-profit organization that promotes youth swimming, community recreation, or athletic development, as determined by the Board of Directors.

No part of the team's assets shall benefit any individual member or private entity. The Board shall oversee the proper execution of the dissolution process in accordance with applicable laws and regulations.

I hereby certify that I am the duly elected and acting Secretary of the Corporation, and the foregoing Bylaws constitute the Bylaws of the Corporation as duly adopted at a meeting of the Members held on 5/16/2025.

Signature: 

Date: 5/21/25