

BYLAWS
OF
Streamliner Aquatic Recreation
Incorporated

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ARTICLE I - OFFICES	4
Section 1. Registered Office	4
Section 2. Other Offices	4
ARTICLE II - PURPOSES	4
Section 1. Nature of Corporation.....	4
Section 2. Primary Purposes	4
ARTICLE III - BOARD OF DIRECTORS	4
Section 1. General Powers	4
Section 2. Number, Election, and Term of Office	4
Section 3. Vacancies.....	5
Section 4. Annual and Regular Meetings	5
Section 5. Special Meetings	5
Section 6. Notice	5
Section 7. Quorum and Proxies.....	5
Section 8. Manner of Acting.....	5
Section 9. Action Without Meeting	5
Section 10. Resignation.....	6
Section 11. Removal.....	6
Section 12. Compensation	6
Section 13. Conflict of Interest.....	6
ARTICLE IV - OFFICERS.....	6
Section 1. Officers	6
Section 2. Election and Term of Office.....	6
Section 3. Removal.....	6
Section 4. Vacancies.....	7
Section 5. President	7
Section 6. Vice President.....	7
Section 7. Secretary	7
Section 8. Treasurer	7
ARTICLE V - COMMITTEES	7
Section 1. Purposes.....	7
Section 2. Number, Election, and Term of Office	7

Section 3. Officers	8
Section 4. Vacancies.....	8
Section 5. Quorum	8
Section 6. Rules	8
Section 7. Powers.....	8
ARTICLE VI- CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	8
Section 1. Contracts	8
Section 2. Checks, Drafts, and Similar Documents	8
ARTICLE VII - BOOKS AND RECORDS	9
ARTICLE VIII - FISCAL YEAR	9
ARTICLE IX - HEAD COACH.....	9
Section 1. Selection.....	9
Section 2. Responsibilities.....	9
Section 3. Vote of Confidence.....	10
Section 4. Dismissal for Cause.....	10
Section 5. Proceedings to Dismiss.....	10
ARTICLE X - MEMBERSHIP	10
Section 1. Eligibility	10
Section 2. Good Standing.....	10
Section 3. Voting	10
Section 4. Meetings.....	11
Section 5. Quorum	11
Section 6. Alteration of Fees, Dues, etc.	11
ARTICLE XI - WAIVER OF NOTICE.....	11
ARTICLE XII - AMENDMENTS TO BYLAWS	11
ARTICLE XIII - TERMINATION AND DISSOLUTION	11

ARTICLE I - OFFICES

Section 1. Registered Office Streamliner Aquatic Recreation, Incorporated, hereafter referred to as SARI, shall at all times maintain in the State of Idaho a registered agent, whose business office shall be the registered office of SARI. The current registered agent is available via the Idaho Secretary of State's office.

Section 2. Other Offices SARI may also have such other offices within or without the State of Idaho as the Board of Directors may, from time to time, designate, and as the business and affairs of SARI may require.

ARTICLE II - PURPOSES

Section 1. Nature of Corporation SARI is a nonprofit corporation formed under the Idaho Nonprofit Corporations Act, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes SARI is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Idaho.

ARTICLE III - BOARD OF DIRECTORS

Section 1. General Powers The Board of Directors shall have the general power to manage and control the affairs and property of SARI, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office The Board of Directors shall consist of six (6) members. Directors need not be residents of the State of Idaho, nor must they be members of SARI. Nominees to the Board of Directors must either be SARI members in good standing or non-SARI members nominated by one or more SARI members in good standing (see Article X, Section 2 for definition of Good Standing). Election to the Board of Directors shall be by majority vote of the General Members which shall occur, except in the case of filling vacancies (see Section 4 below), at each annual meeting. Each Director shall hold office for a term of two (2) years until his or her successor shall have been duly elected and qualified. Terms shall be arranged such that, except in the case of filling vacated positions, each year only three (3) board positions will need to be filled. There is no term limit; a director may serve as long as

her or she chooses and continues to have the support of the General Members during elections.

Section 3. Vacancies Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office until the next annual meeting at which time the General Members will vote for a replacement to serve for the unexpired term, if any, of his or her predecessor in office.

Section 4. Annual and Regular Meetings The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe, generally at or near the end of the fiscal year. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 5. Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place for holding any special meeting of the Board.

Section 6. Notice Notice of any meeting of the Board of Directors shall be given at least five (5) calendar days prior by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, email, facsimile or other means of electronic transmission, such notice shall be deemed to be delivered at the time the notice is sent. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum and Proxies The presence of at least half (50%) of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if fewer than half the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8. Manner of Acting The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Action Without Meeting Any action the board is authorized to take may be taken without a meeting if the action is taken by all members of the board. The action must be

evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. The action taken is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 10. Resignation A Director may resign from the Board of Directors at any time by giving notice of his or her resignation in writing or by email addressed to the President or Secretary of SARI or by presenting his or her written resignation at an annual, regular, or special meeting of the Board of Directors.

Section 11. Removal Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

Section 12. Compensation Directors shall not receive any salary for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving SARI in any other capacity and receiving compensation therefor, except where that position would create a conflict of interest (see Article III, Section 13).

Section 13. Conflict of Interest In order to prevent potential conflicts of interest, no Board Member shall be the spouse or relative of any other Board Member; no Board Member shall be the spouse or relative of the Head Coach; and no Board Member, Head or Assistant Coach shall be employed by any other swim club within the LSC.

ARTICLE IV - OFFICERS

Section 1. Officers The Board of Directors will designate from among the members of the Board of Directors a President, Vice-President, Secretary, and Treasurer and may designate such other officers as it considers appropriate with such duties as it may prescribe. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office The Officers of SARI shall be elected by a majority vote of the members of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of two (2) years, generally concurrent with his/her term as a Director.

Section 3. Removal Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose any Officer may be removed from his/her position, with or without cause, by the vote of a majority of the Directors then in office.

Section 4. Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by vote of the Board of Directors. An Officer so elected to fill a vacancy shall hold office until the next annual general meeting at which time the Board of Directors will vote for a replacement to serve for the unexpired term of his or her predecessor in office.

Section 5. President The President shall be the chief executive officer of SARI and, in general, shall supervise and control all of the business and affairs of SARI. He or she may sign, with the Secretary or any other proper Officer of SARI authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors.

Section 7. Secretary The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as may be assigned to him or her by the President or by the Board of Directors.

Section 8. Treasurer The Treasurer shall be responsible for all funds and securities of SARI; receive and give receipts for monies due and payable to SARI, and deposit all such monies in the name of SARI in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE V - COMMITTEES

Section 1. Purposes The Board of Directors may establish committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office The number of members of each committee shall be determined by the Board of Directors. Members of each committee shall be elected by the Board of Directors and shall serve until resignation or removal by vote of the Board of Directors. The vote to establish or disband committees shall require a majority vote of

the Board of Directors at any meeting where a quorum is present or by unanimous decree if action is taken outside a meeting (see Article III, Section 11).

Section 3. Officers The President may designate from among the members of each committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies Vacancies in the membership of any committee shall be filled by appointment by the Board of Directors. The appointment shall require a majority vote of the Board of Directors at any meeting where a quorum is present or by unanimous decree if action is taken outside a meeting (see Article III, Section 11).

Section 5. Quorum Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers Each committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VI- CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts The Board of Directors may authorize any Officer or Officers, agent or agents of SARI, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of SARI, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of SARI, shall be signed by such Officer or Officers and/or agent or agents of SARI and in such manner as shall be determined by resolution of the Board of Directors. The resolution shall require a majority vote of the Board of Directors at any meeting where a quorum is present or by unanimous decree if action is taken outside a meeting (see Article III, Section 11).

Section 3. Deposits. All funds of SARI shall be deposited from time to time to the credit of SARI in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of SARI any contribution, gift, bequest, or devise for the general purposes or for any special purpose of SARI. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Idaho, and any other relevant jurisdiction.

ARTICLE VII - BOOKS AND RECORDS

SARI shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

The fiscal year of SARI shall begin on the first day of September and end on the last day of August in each year.

ARTICLE IX - HEAD COACH

Section 1. Selection When the position of Head Coach must be filled, it is the responsibility of the Board of Directors to present to the General Members of SARI a recommendation for the position. The Board of Directors shall determine and publish the qualifications sought for the Head Coach position and shall oversee, either directly or through the use of a committee or agent, the process for the selection of the best candidate to fill the position.

The General Members of SARI shall provide a confirmation vote on the Board of Directors' recommendation. A vote of a majority of the members at a meeting where a quorum of members has been achieved shall be considered the decision of the members. In the event of a vacancy in the Head Coach position, the candidate recommended by the Board of Directors shall act as Head Coach until such time as a vote of the General Members can be taken.

Section 2. Responsibilities The Head Coach shall oversee all other coaches and teams sponsored by SARI. The Head Coach shall also provide input to the Lead Instructor to ensure swimming techniques are in accordance with USA Swimming.

The Board of Directors shall provide a confirmation vote for any recommended hiring or firing of any assistant coach. The confirmation shall require a majority vote of the Board of Directors at any meeting where a quorum is present or by unanimous decree if action is taken outside a

meeting (see Article III, Section 11).

Section 3. Vote of Confidence The Board of Directors will provide a vote of confidence once per year at the conclusion of the fiscal year, no later than September 30 and no more than once per year. A majority vote in favor will result in the extension of the Head Coach's tenure for another year. A majority vote against will result in proceedings to dismiss, outlined in Article IX, Section 5. The vote shall require a majority vote of the Board of Directors at any meeting where a quorum is present or by unanimous decree if action is taken outside a meeting (see Article III, Section 11).

Section 4. Dismissal for Cause A motion to dismiss for cause may be called by any Director. Examples of cause for dismissal of the Head Coach include, but are not limited to, negligence, fraud, malfeasance, and failure to remain in good standing with our governing bodies (e.g. Snake River LSC and USA Swimming). A two-thirds (2/3) or greater majority vote for dismissal will result in proceedings to dismiss, outlined in Article IX, Section 5.

Section 5. Proceedings to Dismiss Proceedings to dismiss the Head Coach require a Board of Directors officer, usually the Secretary, to poll every Board Member, present or not, whose vote shall be recorded in writing. An affirmative vote to dismiss by at least seventy-five percent (75%) of all Board Members will result in presentation of the vote to dismiss to the General Members. For the matter of dismissal of the head coach, eighty percent (80%) of General Members must be present to constitute a quorum. The vote to dismiss must receive at least seventy-five percent (75%) approval of General Members and Board Members to pass (i.e. for the Head Coach to be dismissed).

ARTICLE X - MEMBERSHIP

Section 1. Eligibility SARI General Membership is open to all members of the community.

Section 2. Good Standing To be a member in good standing, all account fees, dues, and charges must be current and USA Swimming membership must be active.

Section 3. Voting Members in good standing (see Article X, Section 2) will be afforded one (1) vote per family on all matters brought before the General Members. For the purposes of voting, a family is defined as members of the same nuclear unit, regardless of current marital status. To vote at a meeting, a member must be present or must have sent a proxy. For the proxy to vote on behalf of the member, the proxy must be present at the meeting and must provide a signed proxy authorization with the name of the proxy, the name of the member for whom the proxy is in attendance, and the effective start and end dates of the proxy's authority for the member. Per Idaho Statute, a proxy authorization cannot be valid for more than three (3) years

from its date of execution.

Section 4. Meetings General Member meetings will be held at least once per year. Notification of the meeting place, date, and time will be provided to the members no less than seven (7) days prior to the meeting.

Section 5. Quorum Unless specified elsewhere attendance of at least ten percent (10%) of members or their proxies will constitute a quorum, and a simple majority (50% + 1) vote of the quorum will be considered the decision of the General Members.

Section 6. Alteration of Fees, Dues, etc. Changes to the amount to charge for membership dues, fundraising fees, penalties, and all other charges require the approval of a simple majority (50% + 1) of a quorum of General Members (see Article X, Section 5). The SARI web page, www.sa-sr.org, will be considered the source of record for dues, fees, etc.

ARTICLE XI - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of Idaho or under the provisions of the Articles of Incorporation or the Bylaws of SARI, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII - AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be proposed by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least five (5) days' written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting. The proposed changes are not official until approved by a simple majority (50% + 1) of a quorum of the General Membership.

ARTICLE XIII - TERMINATION AND DISSOLUTION

For the purpose of termination and dissolution of SARI, an affirmative vote must be made by a majority of the Board of Directors and at least two-thirds (2/3) of all General Members in good standing. Upon dissolution, assets shall be distributed for one or more exempt purposes per the guidelines laid out under Section 501(c)(3) of the Internal Revenue Code and any applicable Idaho Statutes.