

# **BYLAWS OF SAN ANTONIO WAVE**

## **ARTICLE ONE: OFFICES AND IDENTIFICATION**

1.01 Identification. San Antonio WAVE is a not for profit Corporation incorporated under the laws of the state of Texas.

1.02 Offices. The principal office of the Corporation shall be at such place as may be selected by the Board of Directors from time to time. The Corporation may also have offices at such other place or places both within and without the state of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **ARTICLE TWO: PURPOSE**

2.01 Purpose. The purpose of this organization is to serve the public interest and to perform civic, educational, athletic, and scientific functions. Notwithstanding any other provision of these Bylaws, the organization shall not carry on any activity prohibited by the Internal Revenue Code as to non-profit Corporations or any activity prohibited as to a Corporation to which contributions are deductible. Upon dissolution, the net assets of the Corporation shall be distributed to one or more other organizations whose purposes and activities are consistent herewith or to a federal, state, or local government for a public purpose. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its member, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in these Bylaws. Upon dissolution, any assets not disposed of as provided above, shall be disposed of by an appropriate Court in Bexar County, Texas, exclusively for such purposes or to such organizations as the Court shall determine are compatible with and further the purposes set forth in these Bylaws.

## **ARTICLE THREE: MEMBERS**

3.01 Membership. Membership in San Antonio WAVE shall be open to all persons subject to such lawful parameters or criteria as the Board of Directors may establish and apply without discrimination. Such parameters may include the athletic ability of a member and the availability of organization resources deemed reasonably necessary to accommodate all members. Membership is a privilege and not a right and is revocable by the Board of Directors with or without cause. In determining to revoke membership for cause, the Board may consider such factors including, but not limited to, cooperation, team spirit, effort, history, and status of dues payment, and such other relevant factors as the Board deems significant in its sole discretion.

3.02 Voting Membership. Each member in good standing is entitled to one vote. If a member has not reached the age of 18 years or is otherwise not emancipated, the member's vote is vested in the member's parents or legal guardian. In the event two or more members are siblings, step-sisters, step-brothers or share the same custodial parents or legal guardian, then, in that event, such members shall collectively have a maximum of one vote. For purposes of these Bylaws, any person entitled to vote shall be considered a member of the Corporation.

3.03 Method of Voting. At any meeting, to include online virtual meeting platforms, of the members or the person in whom their legal vote is vested, the right to vote may be exercised either in person or by proxy appointed by an instrument in writing subscribed by the person entitled to vote or by his duly authorized attorney-in-fact and bearing a date no more than eleven (11) months prior to the date of voting unless the proxy provides for a longer period. Each proxy shall be revocable unless expressly provided therein to be irrevocable unless it is coupled with an interest sufficient in law to support an irrevocable power. Each proxy shall be filed with the Secretary of the Corporation prior to or at the time of the meeting.

For any vote called by the Board of Directors outside of a meeting, members may exercise their right to vote using an electronic method presented by the Board that can be verified and documented for eligibility by the Secretary. Such documentation must be maintained by the Secretary for verification purposes.

3.04 Voting List. The Board of Directors shall complete and timely update a list of members entitled to vote or the parent or legal guardian in whom the member's vote is vested. Such list shall be kept by the Secretary of the Corporation and available for inspection by all interested members during usual business hours.

3.05 Quorum. Twenty-five percent (25%) of persons entitled to vote at a meeting, present in person (including online virtual meeting platforms), or by proxy, shall be requisite and shall constitute a quorum at all meetings for the transaction of business except as otherwise provided by statute, the Articles of Incorporation or by these Bylaws. If, however, a quorum shall not be present or represented at any meeting, the persons entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at such meeting until a quorum shall be present or represented. At such meetings at which a quorum shall be present or shall be represented, any business may be transacted which might have been transacted at the meeting originally scheduled. When a quorum is present, the vote of the majority of the persons entitled to vote in person or represented by proxy shall decide any question brought before such meeting

unless the question is one upon which, by express provision of statute, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

#### ARTICLE FOUR: MEETINGS

4.01 Place of Meetings. Meetings of the members for any purpose may be held at such time and place as shall be stated in the notice of meeting or in a duly executed waiver of notice thereof. The place of meetings may include online virtual meeting platforms.

4.02 Annual Meeting. An annual meeting of the members shall be held each year at the time and place on the date selected by the Board of Directors at any time within five months after the close of the fiscal year. At such meeting the members shall elect the Directors and Officers and transact such other business as may be properly brought before the meeting. The annual meeting may be held on an online virtual meeting platform.

4.03 Special Meeting. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, by the Articles of Incorporation, or by these Bylaws, may be called by the Board of Directors or by the President of the Corporation or by fifty percent (50%) of the voting membership. Business transacted at special meetings shall be confined strictly to the purpose or purposes stated in the notice of meeting. Special meetings may be conducted using online virtual meeting platforms.

4.04 Telephone and online virtual meeting platform Meetings. Subject to the provisions required or permitted by law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or by these Bylaws, the voting members may participate in and hold a meeting of such members by means of a conference by telephone or similar communication, such as online virtual meeting platforms, whereby all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.05 Action Without Meeting. Any action required by statute to be taken at a meeting of the members of this Corporation, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof and such consent shall have the same force and effect as a unanimous

vote of the members. Any such signed consent or signed copy thereof, shall be placed in the Minute Book of the Corporation.

4.06 Order of Business. The order of business at annual meetings, and insofar as is practical at other meetings, shall be left to the discretion of the Chairman of such meetings. For the avoidance of doubt, meetings shall include online virtual meeting platforms.

4.07 Minutes. The members shall keep regular minutes of their proceedings and such minutes shall be placed in the Minute Book of the Corporation.

4.08 Notice. Written or printed notice signed by the President, Vice-President, or Secretary, stating the place, date, and time of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, or within such other time limits as may be specified by law, either personally, email or by or at the direction of the President, the Secretary, or the Director, or person calling such meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with postage prepaid addressed to each member at his address as it appears in the records of the Corporation. Compliance with this section may also be achieved by posting conspicuous notice of any meeting upon a bulletin board or similar object specifically designated for that purpose by the Board of Directors. Posting such notice shall be done within the time-frames expressly set forth in this paragraph as applied to written or printed notice.

## ARTICLE FIVE: DIRECTORS AND OFFICERS

5.01 Management. The activities of San Antonio WAVE shall be managed exclusively by the Board of Directors who may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, by the Articles of Incorporation, or by these Bylaws, directed or required to be exercised or done by the members. The duties and responsibilities of the Board of Directors shall include, but is not limited to, the following:

1. Establish the goals and direction of the Corporation;
2. Establish all policies of the Corporation;
3. Determine what facilities, resources, and revenue are necessary or appropriate to carry out the goals and direction of the Corporation;
4. Establish an annual budget for the Corporation and otherwise manage its finances;

5. Appoint such committees, standing or ad hoc, as the Board of Directors may from time to time determine appropriate or necessary;
6. Hire or terminate all employees, independent contractors, or other service providers upon such term and conditions as the Board deems appropriate or necessary;
7. Purchase such equipment or goods as the Board may determine necessary or appropriate;
8. Execute such leases or enter into such other binding legal agreements on behalf of the Corporation as the Board of Directors may deem appropriate or necessary;
9. Establish and enforce the criteria for membership in the Corporation to the extent not inconsistent with those provisions set forth in these Bylaws or the Articles of Incorporation;
10. Establish the duties, responsibilities, compensation, and other terms of employment or compensation for any employee, independent contractor, or service provider of or to the Corporation;
11. Approve all expenditures made on behalf of the Corporation;
12. Establish, amend, delete, or modify such rules and regulations of the Corporation and its members as the Board may deem necessary or appropriate.

5.02 Number; Qualifications; Election; Term. The Board of Directors shall consist of not more than nine (9) individuals, none of whom need to be members of San Antonio Wave. One Director shall be that person serving as the San Antonio Wave Head Coach and his or her position on the Board shall be permanent and not subject to election, term limitation or removal. That person shall remain on the Board only for so long as he or she continues to serve as Head Coach to San Antonio Wave.

The remainder of the Directors shall be elected at the annual meeting of members, except as herein provided, and each Director elected shall hold office for a twenty four (24) month term until his/her successor shall be elected and qualified.

Officers shall hold office for twenty four (24) month terms commencing in the following years: President and Secretary 2024, Treasurer and Vice President in 2025. In 2024 the Treasurer and Vice President shall be elected for a term of twelve (12) months.

5.03 Officers. There will be four (4) officers consisting of a President, Vice-President, Secretary, and Treasurer. These four individuals will represent four out of the nine Board

of Directors and shall be elected by the general membership at the time the entire Board of Directors is elected. An individual desiring to hold office must specifically declare himself a candidate for a particular office prior to the election.

The election shall identify each candidate and the position sought in such a manner that enables the membership to cast votes for individuals. No elected Director may serve in the same position or office on the board for more than three (3) consecutive terms"

At the request of the majority of the current board, any officer may be considered for election in the same position or office beyond the specified term limit.

5.03.01 Directors shall be disqualified from serving on the Wave board where an immediate family member is an active member of a USA Swimming affiliated club within the jurisdiction of South Texas Local Swim Committee

5.04 Election of Directors and Officers. Directors and Officers shall be elected by majority vote.

5.05 Compensation. Directors and Officers shall serve without compensation.

5.06 Minutes. The Board of Directors shall keep regular minutes of its proceedings, and such minutes shall be placed in the Minute Book of the Corporation.

5.07 Removal. Except as otherwise provided, any Director or Officer may be removed, either for or without cause, at any special meeting of the members by the vote of the members representing a majority of the membership entitled to vote for the election of such Director or Officer, if notice of intention to act upon such matters shall have been given in the notice calling such meeting.

5.08 Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal, or otherwise, may be filled by an affirmative vote of the majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. However, any vacancy to be filled by reason of an increase in the number of Directors shall be filled at an annual meeting or at a special meeting of members called for that purpose.

5.09 Change in Number. The number of Directors may be increased or decreased from time to time by action of the Board of Directors, but no decrease shall have the effect of shortening the term of any incumbent Director.

5.10 Meetings. Meetings of the Board of Directors, regular or special, may be held at

such place as the Board deems appropriate and convenient, including online virtual meeting platforms. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board of Directors. Special meetings shall be called by the President on three days' notice to each Director, either personally, or by mail, or by email. Special meetings shall be called by the President, Vice-President, or Secretary in like manner and on like notice on the written request of one Director. Except as may otherwise expressly provided by statute, by the Article of Incorporation, or these Bylaws, neither the business to be transacted at nor the purpose of any special meeting need be specified in a notice or waiver of notice of such meeting.

5.11 Quorum; Majority Vote. At all meetings of the Board of Directors, a majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present, shall be the act of the entire Board of Directors, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.12 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent thereto is signed by all of the members of the Board of Directors. Consent may be granted through verifiable email accounts and shall be recorded in the minutes of the next regular board meeting.

5.13 Telephone and Online Virtual Meeting Platform Meetings. Subject to the provisions required or permitted by law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board of Directors, or the members of any committee designated by such Board, may participate in and hold a meeting of such Board of Directors or committee by means of a conference by telephone or other similar communication methods, including online virtual meeting platforms, whereby all persons participating in the meeting can hear each other, and participation is a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participated in such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.14 Method of Voting. Each Director may vote either in person, to include online virtual meeting platforms, via verifiable email, or by proxy appointed by an instrument in writing subscribed by such Director and bearing a date of no more than thirty (30) days

prior to the date of voting. Each proxy shall be revocable unless expressly provided therein to be irrevocable or unless coupled with an interest sufficient in law to constitute an irrevocable power. Each proxy shall be filed with the Secretary of the Corporation prior to or at the time of the meeting.

5:15 President. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. He shall have general and active management of the activities of the Corporation and shall see that all votes and resolutions of the Board of Directors are carried into effect. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time determine appropriate. The responsibilities and duties of the President include, but are not limited to the following:

1. Execute all legal or other documents on behalf of the Corporation;
2. Appoint the Chairperson of any and all committees which may be established from time to time;
3. Call meetings of the Board of Directors or of any committee;
4. Serve as the chief spokesperson for the Corporation;
5. Preside at all general membership meetings;
6. Execute all decisions and resolutions of the Board of Directors; 7. Delegate his authority to such other member of the Board, committee, Corporation as the President, in his sole discretion, shall deem expedient and appropriate.

5.16 Vice-President. In the absence of the President or the disability of the President, the Vice-President shall perform the duties, have the authority, and exercise the powers of the President. The Vice-President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time determine, or as the President may from time to time delegate.

5.17 Secretary. The Secretary shall attend all meetings of the members and record all votes and the minutes of all proceedings that are to be kept for that purpose and shall perform like duties for the Board of Directors and/or any committee when required. The Secretary shall give, or cause to be given, notice of all meetings of members and special meetings of the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, shall affix the same to any instrument requiring it; and, when so affixed, it shall be attested to by the Secretary's signature. The Secretary shall be under the supervision of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

5.18 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts, receipts, and disbursements of the Corporation, and shall deposit all monies and all valuable things in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board, or whatever they may require, an account of all transactions of the financial condition and status of the Corporation. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time determine, or as the President may from time to time delegate.

5.19 Assistants. The President, Vice-President, Secretary, or Treasurer may appoint as many assistants as is reasonably necessary to carry out the responsibilities and duties of that officer. Any assistant so appointed shall serve without compensation. Notwithstanding the appointment of any such assistant, the officer remains responsible for any task, assignment, or duty delegated to such assistant.

5.20 Advisory Board Members. Each person serving as an Assistant Coach for any swimming age group shall serve as advisory members to the Board to provide the Board with information and advice as to the expeditious and optimal management of San Antonio Wave. Each advisory member shall not be entitled to vote and shall have no specific authority other than what may have been specifically conferred to such person by the Board. There is no limitation to the terms which may be served by an advisory member nor is such person subject to removal. Each advisory member shall serve without compensation.

5.21 Conflicts of Interest. No Board member shall vote upon any matter in which he or she may have a pecuniary interest whether direct or indirect, nor shall any Board member take any action in his or her capacity as a Board member with regard to such matter. Any affected Board member shall abstain from voting upon such matter and otherwise will conduct himself or herself in a neutral fashion insofar as his or her role as a Board member is relevant. In the event of a tie vote which may result due to such abstention, the matter upon which a vote is had shall be deemed to have failed for want of a majority vote. Should the proponents of the matter request the Board, the matter shall then be placed before the general membership for its determination to be decided by majority vote of those eligible to vote.

## ARTICLE SIX: COMMITTEES

6.01 Accountability. Every committee established by the Board shall report to the Board

of Directors at such times as the Board may determine. Each Committee is responsible to and subject to the supervision of the Board of Directors.

6.02 Committee Chairperson. The Board shall appoint each chairperson for each committee. The Board shall have the authority to terminate such appointment with or without cause.

6.03 Duration. The Board may create permanent or standing committees with an indefinite term of existence. The Board may also create committees with a fixed term of existence or special purpose committees which expire upon completion of a particular task or assignment.

6.04 Committee Organization and Management. Each committee shall consist of those individuals appointed to serve on the committee by the Committee Chairperson. Committee members may or may not be members of the Corporation. Each committee shall consist of as many members as the Committee Chairperson deems appropriate or necessary. No person may serve on more than three (3) committees at any time. The Board shall appoint a Chairperson for each committee who will supervise and direct the activities of the committee. The responsibilities of the Chairperson include, but are not limited to:

1. Call meetings of the committee at such times or locations as the Chairperson deems appropriate;
2. Report to the Board of Directors as to the status and progress of the committee; 3.

Exercise such authority and responsibility as may have been specifically delegated to the committee by the Board of Directors;

4. Create and maintain such records as are appropriate or necessary to the business of the committee;
5. Prepare and submit to the Board for its approval a proposed annual budget for that committee.

6.05 Committee Voting. Decisions of the committee shall be made by a majority vote of a quorum of committee members. A quorum exists when a majority of committee members are present. Voting may be by proxy, telephone, email, or online virtual meeting platform, under such terms and conditions as set forth in prior sections of these Bylaws concerning voting by telephone, email, online virtual meeting platform, or proxy.

6.06 Removal. Any committee member may be removed, either for or without cause, by the Board of Directors.

6.07 Vacancies. Any vacancy occurring in the committee may be filled by the Board of Directors only.

6.08 Compensation. All committee members shall serve without compensation.

6.09 Duties. Each committee, whether permanent, ad hoc, or special purpose, shall be charged with specific and particular responsibilities as determined by the Board of Directors. The specific responsibilities and tasks of the committee shall be articulated in writing by the Board at the time the committee is created. This writing shall be maintained and kept as part of the Corporate Minutes of the Board of Directors. The expected duration or term of the committee shall be specifically identified in this writing. In defining the duration or term of a committee, a specific date or length of term may be established or the term may be defined by completion of a specific task or responsibility.

## ARTICLE SEVEN: CERTAIN TRANSACTIONS, INDEMNIFICATION, AND EMERGENCIES

7.01 Interested Directors, Officers, and Members. Any contract or other transaction between the Corporation, any of its directors, officers, or members (or any corporation or firm in which any of them are directly or indirectly interested) shall be valid for all purposes notwithstanding the presence of such director, officer, or member at the meeting authorizing such contract or transaction, or his participation in such meeting. The foregoing shall, however, apply only if (I) the contract or transaction is fair as to the corporation as the time it is authorized or approved, and (II) the interests of each such director, officer, or member are known or disclosed to the Board of Directors in advance and it should nevertheless authorize or ratify such contract or transaction by a majority vote of the directors present (present includes those attending via online virtual meeting platform), each such interested person to be counted for quorum and voting purposes. This section shall not be construed to validate any contract or transaction which would be invalid in the absence of this section.

7.02 Indemnification of Directors, Officers, et al. The Corporation shall, to the fullest extent to which it is empowered to do so by the Texas Business Corporation Act and any other applicable laws as may from time to time be in effect, indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, where civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a

director, officer, partner, venturer, committee person, proprietor, trustee, employee, agent or similar functionary or another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding. The Corporation's obligations under this section include, but are not limited to, the convening of any meeting, and the consideration of any matter thereby, required by statute in order to determine the eligibility of an officer or director for indemnification. Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt (I) a written affirmation by the director, officer, employee, person, or agent who may be entitled to such indemnification of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under the applicable statute, and (II) a written undertaking by or on behalf of the director, officer, employee, person, or agent who may be entitled to such indemnification, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. The Corporation's obligation to indemnify and to prepay expenses under this section shall arise, and all rights granted to directors, officers, employees, or agents hereunder shall vest, at the time of the occurrence of the transaction or event to which such action, suit, or proceeding relates, or at the time that the Action or conduct to which such action, suit

or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such action, suit or proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Bylaws or the Articles of Incorporation of the Corporation, no action taken by the Corporation, either by amendment of the Bylaws or the Articles of Incorporation of the Corporation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this section which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. Further, if any provision of this section shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired.

### 7.03 Limitations on Indemnification.

1. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the Corporation.
2. Indemnification under these Bylaws shall be available only after a determination has been made that the person acted in good faith and:

- In the case of conduct in an official capacity, reasonably believed his or her conduct to be in the best interests of the Corporation, and
- In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interest of the Corporation, and
- In the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements.

7.04 Determinations of Liability and Indemnification. All determinations of facts relevant to establishing a director's exemption from liability under Article VII of the Articles of Incorporation, or eligibility for indemnification of any person under these Bylaws, shall be made:

1. By majority vote of a quorum of directors not named as defendants or respondents in the proceeding; or
2. If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated by majority vote of all directors, consisting solely of two (2) or more directors who at the time are not named defendants or respondents in the proceedings; or
3. By special legal counsel selected by the Board of Directors or by a committee of the board by vote as set forth in subparagraphs (1) or (2), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or
4. By vote of the membership excluding those who are named defendants or respondents in the proceeding.

7.05 Indemnification for Expenses of Successful Defense. Notwithstanding any other limitations, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to herein, that person shall be indemnified against all reasonable expenses incurred by him or her, including, but not limited to, attorneys' fee, court costs, and expert witness fees.

7.06 Advancement of Expenses. Reasonable expenses incurred by a director, officer, employee, person or agent of the Corporation who was, is, or is threatened to be made a named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Corporation in advance of the final disposition as authorized by the Board of Directors. Before authorizing the advance, the Board of Directors must

determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive:

1. A written affirmation by the director, officer, employee, person, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

2. A written undertaking by or on behalf of the director, officer, or employee, person involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

7.07 Indemnification Not Exclusive. The indemnification provided by this article shall not be deemed to be exclusive of any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of the members, or disinterested directors, or otherwise. The indemnification provided by this article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this article may have or acquire under the laws of the State of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this article.

7.08 Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or designated agent of the Corporation against any liability asserted against and incurred by that person whether or not the Corporation would have the power to indemnify him or her under the provisions of the Texas Business Corporation Act.

7.09 Emergencies. During an emergency period following major catastrophe resulting in the loss by death, incapacity, or otherwise, or the isolation of members of the Corporation's Board of Directors or of the Corporation's officers, a majority of directors (who have not been rendered incapable of acting by death, physical or mental incapacity, or isolation) shall constitute a quorum and shall have the power, by majority vote, to fill vacancies on the Board of Directors and to elect and appoint officers of the Corporation; to call a special meeting of the members; and to carry on other corporate business. During such emergency period reasonable attempts shall be made to give notice to the directors, but actions taken at a meeting held during such period shall not be rendered invalid because of failure to give notice as otherwise required.

## ARTICLE EIGHT: GENERAL

8.01 Annual Statement. The Board of Directors shall present at each annual meeting of the members a statement of the activities and financial condition of the Corporation.

8.02 Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

8.03 Seal. The Corporate seal, if any, shall be in such form as may be prescribed by the Board of Directors. The seal may be used by causing it or a facsimile thereof, to be impressed or affixed, in any manner reproduced.

8.04 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of all meetings of the member and Board of Directors, and shall keep at its office or principal place of business, a record of all its members, giving the names and addresses of all members.

8.05 Resignation. A Director, Officer, chairperson, or committee member may resign by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. After receiving written notice of resignation, the Board of Directors shall formally recognize the resignation during a regular Board meeting and note it in the Minutes.

8.06 Dues. The amount of dues payable by each member shall be determined by the Board of Directors. Increases or decreases in the dues shall be at the sole discretion of the Board. Dues will be payable at such intervals and on such dates as the Board of Directors may deem appropriate. Any member thirty (30) days in arrears shall be considered delinquent and suspended from membership and all organization activities until such time as payment is current and the member is reinstated by the Board or such committee to whom the responsibility for reinstatement has been delegated by the Board. The Board may authorize exceptions to payment of dues under such terms, conditions, and circumstances as the Board deems appropriate.

8.07 Expenditures. All expenditures must be approved by the Board of Directors before corporate funds or assets may be disbursed. In its sole discretion, the Board may delegate the expenditure and approval of same to any person or committee specifically designated by the Board for an amount up to and not exceeding \$500.00.

8.08 Headings. Headings used in these By-laws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.

8.09 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be held invalid or inoperative, then insofar as reasonable

and possible, the remainder of these Bylaws shall be considered valid and operative, and, effect shall be given the intent manifested by the portion held invalid or inoperative.

8.10 Waiver. Whenever any notice has been required to be given to any director or member of the Corporation under the provision of any statute, the Articles on Incorporation, or these Bylaws, a written waiver thereof signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed the equivalent of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

8.11 Amendments. The Board of Directors or any member may propose amendments to these Bylaws. The power to alter, amend, or repeal these Bylaws, or adopt new Bylaws, shall be by majority vote of the members only.

8.12 Dissolution. The Corporation may be dissolved only upon a two-thirds (2/3) majority vote of the voting membership upon due notice having been given of the proposal to dissolve.

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

END

# **AMENDMENTS**

## **August 26, 2012 vote by membership**

### SECTION 3.05

Replace: "A majority"

With: "Twenty-five percent (25%)"

## **March 15, 2022 vote by membership**

Directors may serve in the same position or office on the Board for up to four consecutive terms.

A review of the bylaws must be conducted annually and reported to members at the Annual Meeting.

The Annual Meeting shall be held within five months of the close of the financial year.

Typographical errors may be corrected as necessary to provide clarity provided they do not change or alter the intent and meaning of the original text. Members shall be notified of corrections by e-mail and shall be given seven calendar days to raise objections by email to the Secretary.

After receiving written notice of resignation, the Board of Directors shall formally recognize the resignation during the next regular Board meeting and note it in the minutes.

Online Virtual Meeting Platforms. All references to meetings, not listed below, shall be amended to permit the use of Online Virtual Meeting Platforms.

Directors and Officers shall be permitted to use verifiable email to grant consent to any action without meeting. Consents shall be recorded in the minutes of the next regular Board meeting.

Directors and Officers shall be permitted to use verifiable email for voting. All such votes shall be recorded in the minutes of the next regular Board meeting.

Members shall be permitted to vote electronically outside of meetings using a verifiable method designated by the Board. The Secretary shall maintain voting documentation for verification purposes.

## **March 20, 2024 vote by membership**

### SECTION 5.02

#### ADD

"Officers shall hold office for twenty four (24) month terms commencing in the following years: President and Secretary 2024, Treasurer and Vice President in 2025"

"In 2024 the Treasurer and Vice President shall be elected for a term of twelve (12) months."

#### REMOVE

"No elected Director may serve in the same position or office on the board for more than four (4) consecutive terms"

#### AMEND

Replace "twelve (012) month term" with "twenty four (24) month term"

Replace "four (4) consecutive terms" with "three (3) consecutive terms"

### SECTION 5.03

#### ADD

"The election shall identify each candidate and the position sought in such a manner that enables the membership to cast votes for individuals."

"No elected Director may serve in the same position or office on the board for more than three (3) consecutive terms"

"At the request of the majority of the current board, any officer may be considered for election in the same position or office beyond the specified term limit."

#### ADD

"5.03.01"

"Directors shall be disqualified from serving on the Wave board where an immediate family member is an active member of a USA Swimming affiliated club within the jurisdiction of South Texas Local Swim Committee".

END