

BY-LAWS

The name of the organization shall be Three Village Swim Club Inc. (hereinafter referred to as TVSC).

The office address of TVSC shall be:

P.O. Box 224
East Setauket, NY 11733

ARTICLE I

PURPOSE AND POWERS OF TVSC

SEC. 1. To perpetuate the sport of competitive swimming. To stimulate the interest of youth in the healthful sport of swimming through participation, competition, demonstration and instruction. To develop qualities of good sportsmanship and the spirit of cooperation through teamwork. To cooperate with other clubs and organizations whose purpose is similar.

SEC. 2. The powers of TVSC shall include the following:

- A. The participation in and conduction of such meets and competitions as the Head Coach(s) shall determine (in concert with the established meet budget) from time to time to be in the best interests of the TVSC.
- B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of TVSC.
- C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications.
- D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of TVSC.
- E. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to TVSC.
- 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 TVSC.

- G. The operation of food concessions and the sale of swimming equipment and paraphernalia to its' members and other persons; and the authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of TVSC and conduct its' affairs.

ARTICLE II

MEMBERS

- SEC. 1. Membership in TVSC shall be limited to amateur swimmers who qualify for the team and their respective parents /guardians and are current members of USA Swimming.
- SEC. 2. A member in good standing is defined as a member that is a competitive swimmer who is current in their payments (including, but not limited to tuition, meet fees and fines), and a current member of USA Swimming.
- SEC. 3. A member in good standing complies with TVSC's policies and procedures, and conforms to rules and regulations set forth by USA Swimming.
- SEC. 4. Any notifications required as specified in these by-laws shall be via e-mail and constitute written notice.

ARTICLE III

DUES

- SEC. 1. FISCAL YEAR-The fiscal year shall commence September 1 and end August 31.
- SEC. 2. AMOUNT-Annual dues shall be set by the Board of Directors no later than the end of the fiscal year for the following year.
- SEC. 3. PAYMENT OF DUES-The payment of dues shall follow what is listed on the TVSC yearly contract.

MEET FEES-A minimum escrow amount for meet fees will be established by the Board of Directors and members. Members will be required to establish an escrow account with TVSC upon joining TVSC. Further, members will be required to maintain escrow balances through prompt payments to periodic invoices issued by TVSC. It is the responsibility of the member to reimburse TVSC for any negative escrow balances when leaving TVSC, regardless of reason. In addition, TVSC will be required to refund the member any unused escrow amounts to the member when

leaving TVSC, regardless of reason, provided that the member is otherwise in good financial standing.

- SEC. 4. Unless prior arrangements have been made personally with the treasurer, any member not paying dues according to SEC. 3 shall be considered in arrears and be subject to a suspension, which will remain in effect until the balance due has been paid.

ARTICLE IV

MEETINGS

- SEC. 1. TVSC shall hold a meeting of the membership annually at any time within six (6) months after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of TVSC, and conducting such other business as may properly come before the meeting. TVSC may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of TVSC. 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 fifty-one percent (51%) of members in good standing.
- SEC. 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Notice of the meeting shall be given to all members not less than ten (10) days before said meeting via e-mail.
- SEC. 3. At any meeting of membership attendance in person of at least thirty percent (30%) of members in good standing shall constitute a quorum. Only members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the By-Laws, the decision of two-thirds (2/3) of the members voting shall be the decision of TVSC. Members in good standing shall have one vote per family unit regardless of the number of children on TVSC.
- SEC. 4. BOARD OF DIRECTORS-Regular meetings of the Board of Directors shall be held no less than three times during the fiscal year, at the place designated by the Board and may be called by the President of the Board or three members of the Board upon five (5) days written notice to each Board Member. Board of Directors special meetings may be called by the President, provided twenty-four (24) hours advance notice is given to the Board Members.

ARTICLE V

BOARD OF DIRECTORS

- SEC. 1. The Board of Directors shall be composed of nine (9) members elected from the parent or guardian membership at large. These nine (9) members comprising the Board of Directors will then be divided into four (4) Officers and five (5) Trustees as described in Article V SEC 8. The Head Coach shall also be an ex-officio member of the Board of Directors, but shall have no vote. It is the obligation of the Board to set TVSC policy.
- SEC. 2. ELIGIBILITY FOR OFFICE-No two people from the same family unit shall serve on the Board of Directors. Only members in good standing are eligible for nomination for the Board of Directors. Staff members and/or spouses of staff members of TVSC are not eligible to be a Board member. A nominee to the Board of Directors shall have been a member of TVSC for twelve consecutive months.
- SEC. 3. TERMS-Members of the Board of Directors shall be elected by the majority vote of the members present at the annual meeting in May for a term of two years. Board members and officers may be reelected to additional terms, as there are no term limits, upon majority vote of the Board at a duly held annual meeting. The Board of Directors duties become effective upon election.
- SEC. 4. If a member of the Board of Directors shall be absent for three consecutive regular board meetings, the office may be declared vacant, provided written notice has been sent to the said board member after the second absence.
- SEC. 5. REMOVAL-Any elected or appointed officer or trustee of the Board of Directors may be removed by a two-thirds (2/3) majority vote of the full Board of Directors or six (6) of the nine (9) Board members whenever in its judgment, the best interest of TVSC would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- SEC 6. VACANCIES-A vacancy in any office or director's membership, because of death, resignation, removal, disqualification, or otherwise, may be filled from the membership or by another director, upon the majority vote of the Board of Directors until the next election. The position of such person shall be determined by the Board of Directors in accordance with the terms and conditions set forth herein.
- SEC. 7. COMPENSATION-Members of the Board of Directors and its Officers serve on a voluntary basis drawing no compensation for any services they may provide to the organization. However, Board members and officers may be reimbursed for reasonable expenses incurred in commission of

organizational business. Such reimbursement will be administered through and approved by the Treasurer.

- SEC. 8. OFFICERS-Officers of the Board of Directors shall be elected by the Board of Directors by a simple majority vote during a Board of Directors meeting with attendance defined as a quorum (see Article VI, SEC 6). No minimum years of participation on the Board of Directors are required for the offices of Secretary or Treasurer. One (1) full year as a member of the Board of Directors within the preceding three years is required for eligibility to hold the office of Vice President. Two (2) full years as a member of the Board of Directors within the preceding three years is required for eligibility to hold the office of President.

ARTICLE VI

DUTIES OF THE OFFICERS

- SEC. 1. PRESIDENT-The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.
- SEC. 2. VICE PRESIDENT-The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors.
- SEC. 3. SECRETARY-The Secretary shall have the custody and care of the corporate records of TVSC, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to TVSC, shall keep a list of members entitled to vote at TVSC's principal office and make them available for inspection by TVSC members, and shall perform such duties as may be prescribed by the Board of Directors.
- SEC. 4. TREASURER-The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of TVSC, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of TVSC, shall maintain a bank account in the name of TVSC, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of TVSC, and shall perform such other duties as the Board of Directors may prescribe. It is suggested that the

check writing responsibility and keeping of the books be kept separate when possible or that if the same person is in charge of both duties, then the financial statement be presented to members of the executive board at each board meeting. The Treasurer is also responsible for the reconciliation of the financial records twice annually. The Treasurer shall be bonded.

SEC. 5. TRUSTEE-The Trustee shall be responsible for areas of management assigned by the President.

SEC. 6 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 TVSC.

ARTICLE VII

NOMINATIONS AND ELECTIONS

SEC. 1. NOMINATING COMMITTEE-The President must appoint a nominating committee consisting of five members: two from the Board of Directors and two from the general membership. The committee shall nominate members in good standing (see Article II, Sec. 2). The President or presidential nominee may serve as consultant to the nominating committee at its request. The Vice-President is chairperson of this committee.

SEC. 2. SUBMISSION OF THE SLATE- Nominating committee shall publish its slate no less than two (2) weeks prior to the May general meeting.

SEC. 3. NOMINATION BY PETITION- Nominations may also be made in writing by not less than five (5) members in good standing, submitted to the chairperson of the nominating committee provided that nomination is received not later than five (5) days prior to the annual general meeting held in May.

SEC. 4. NOTICE OF ELECTION-The complete slate will be sent in writing to the entire membership at least four (4) days before the election. In the absence of additional nomination, the slate published by the nominating committee shall be deemed elected.

SEC. 5. VOTING-In the event of more than one (1) candidate for any office(s), voting shall be by closed ballot. There will be one (1) vote per family unit, regardless of the number of children on TVSC. A special meeting will be held within two (2) weeks of the annual membership meeting held

in May. The total number of votes cast toward the nominees by each family unit will be based upon the number of Board of Director positions due for election/re-election during that term. A simple majority vote shall elect the nominee(s). In the event that an Officer is not re-elected, then that position will be elected in accordance with Article V of these bylaws.

ARTICLE VIII

COMMITTEES

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 TVSC. Such committees may be comprised of both Directors and other Regular members.

ARTICLE IX

LIABILITY AND INDEMNIFICATION

In the absence of fraud or bad faith, the Directors of TVSC shall not be personally liable for its debts, obligations or liabilities, and TVSC shall indemnify any Director or Officer or former Director or Officer of TVSC, or any person who may have served at its request as a Director or Office of another Corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which s/he is made a party by reason of being or having been such Director or Officer, except in relation to matters as which s/he be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled, under any bylaw, agreement, vote of a duly authorized Board, or otherwise.

ARTICLE X

TERMINATION AND DISSOLUTION

TVSC may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of TVSC, make a determination for the further disposition of any additional assets or net worth of TVSC to a not-for-profit organization.

ARTICLE XI

AMENDMENTS

SEC. 1. A. Amendments to these by-laws shall be submitted in writing by the revisions committee to the Board of Directors.

B. Petition for revisions may be submitted in writing by not less than five members in good standing to the Board of Directors, who shall turn the petition over to the revision committee.

SEC. 2. Amendments approved by the Board of Directors by a two-thirds (2/3) vote of members present, shall be sent to each member of TVSC at least fifteen days before meeting and shall be voted upon at a regular meeting.

Amended Date: 2/26/14

SEC. 3. TVSC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amended Date: 9/16/15

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