

BY-LAWS OF THE LAKES REGION WAVEMAKERS SWIM TEAM AND TEAM PARENT ASSOCIATION

ADOPTED: APRIL 14, 2002

ARTICLE I NAME

SECTION 1. The name of the organization shall be the "Lakes Region Wavemakers", hereinafter referred to as the "Team"

SECTION 2. The office address of the Team shall be: P.O. Box 7145 Gilford, NH 03249

SECTION 3. The fiscal year of the Team shall commence on July 1st each year and terminate on June 30th of the following year.

SECTION 4. The team is a non-profit organization. The purpose of the Team and the Team Parent Association is to organize competitive swimming for children in the Lakes Region. This may include association with the New Hampshire Swim Association, New England (USA) Swimming, and the Granite State Swim Association and /or any other relative action which may be allowed pursuant to RSA 7:20 through 7:32-a

ARTICLE II MEMBERSHIP

SECTION 1. There shall be three classes of membership in the club: (1) Regular member and (2) Swimming members. Regular members shall be defined as the parents or legal guardians of swimming members. Swimming members shall be those swimmers who are current members of the team. (3) Associate members may be voted on by a majority vote of the board of directors.

SECTION 2. The Membership shall be contingent upon payment of such periodic registration fees and membership dues and fundraising requirements as the Board of Directors determines.

ARTICLE III PURPOSES AND POWERS

SECTION 1. The purpose of the Team shall include the following:

- A. To provide an opportunity for all children eligible for membership to engage in a wholesome, lifesaving, lifetime sport, and recreational activity;
- B. To promote physical fitness and good pattern of physical development and to encourage proper conditioning and health habits;
- C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and
- D. To provide an opportunity for members to compete in organized swimming competitions.

SECTION 2. The powers of the Team shall include the following:

- A. The participation in and conduction of such meets and competitions as the Board of Directors shall determine from to be in the best interests of the Team;
- B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the Team;
- C. The promotion of fundraising activities;
- D. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Team;
- E. 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 the Team;
- F. The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the non-profit Team and conduct its' affairs.

ARTICLE IV RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. No director, officer, member, or authorized agent, or representative of the team shall be liable or responsible for any debts or liabilities of the team, or liable to the team except to the extent of their unpaid portion of membership dues, entry fees and agreed upon fundraising requirements.

SECTION 2. Regular members shall have one (1) vote on all matters brought before a vote of the membership. Each household shall hold voting privileges by regular members equivalent to the number of swimming members residing in that household. Voting privileges are suspended if monies due are not current. Swimming members shall have no voting rights. Associate members shall have one vote each.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. The Team shall hold a meeting of the membership annually for the purpose of reviewing the activities and financial affairs of the Team, electing a Board of Directors, and conducting such other business as may properly come before the meeting.

SECTION 2. Voting by proxy will be permitted. The decision of a majority of the members voting shall be the decision of the Team. The Team may also hold other special meetings of the membership as may be necessary to properly conduct the affairs of the Team. 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 ten percent (10%) of the Regular members. During such special meetings the decision to call for a ballot vote of the regular members (this includes Board members) on a particular matter can be made by a simple majority.

SECTION 3. When voting by ballot or proxy the decision of a simple majority of the regular members voting shall be the decision of the Team. Ballot and proxy votes must be returned to the president within ten (10) days of issuance or by a later date as deemed necessary by the president.

SECTION 4. All the meeting of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than (10) days before said meeting.

SECTION 5. Regular members shall be welcome to all Board of Director meetings with the exception of those designated as executive sessions.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. The Board of Directors will be made up of Officers and General Directors and will have equal accountability to the Team and equal voting power, with varied responsibilities. The list of Officers includes President, Vice-president, Treasurer, and Secretary. There shall be four (4) Officers serving a two- year (2) term with a maximum two- term (2) limit. Any officer may have a two- year (2) term with a two term (2) maximum of any of the officer positions consecutively if nominated and elected according to the By-laws, or may also be eligible to become a General Director following a term serving as an Officer, with the exception of the secretary who shall have a one (1) year term with a two term (2) limit. There shall be three (3) to five (5) General Directors serving on the Board of Directors. General Directors shall have a one- year (1) term and a three- term (3) limit. General Directors may be elected to any Officer position following serving on the Board for one (1) term. It shall be expected that the Vice-President serving during the final term of the President's office will assume the Presidency at the end of the President's term. Also, the outgoing President will be expected to stay on the Board of Directors as a General Director or as another officer, as allowed in these By-laws. The maximum time that any member will be allowed to serve on the Board of Directors shall be nine years (9). Each family of the membership shall be limited to one member serving on the board at any time. Salaried or hourly employees of the team shall not be eligible to hold any board position. Under extreme circumstances Executive sessions reserve the right to exclude officers or general directors as deemed necessary. The minutes of Executive sessions shall be sealed for ten (10) years. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the Regular members vote in the candidates at the next annual meeting. Candidates for the board must be members in good standing.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any team or association and may include the selection of

the place, fixing the date, and making all arrangements necessary for holding meetings of the Team and the publication of whatever data the Directors deem essential to the benefit of the Team. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same, for the conduct of the business and activities of the Team. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Team, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Team. The Board of Directors shall have the power to hire and to discharge or terminate coaches or persons providing special services.

SECTION 3. The Board of Directors must obtain written consent for criminal background checks on all potential employees and volunteer coaches.

SECTION 4. The Board of Directors shall annually nominate a President, Vice-president, Secretary, and Treasurer as these positions become vacant. A majority vote of the Board shall be necessary for the nomination of officers. No Director shall hold more than one (1) office at any time. The nominations of such officers shall be voted upon by the membership at the annual meeting.

SECTION 5. The Board of Directors shall have the authority to establish and supervise committees as may be necessary to further and promote the interests and activities of the Team. Such committees may be comprised of Directors and Regular and Associate members.

SECTION 6. 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 chief executive officer.

SECTION 7. 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.

SECTION 8. The Secretary shall have the custody and care of the minutes for the meetings of the Team, 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 and shall keep a list of members entitled to vote and make them available for inspection by Team members, and shall perform such duties as may be prescribed by the Board of Directors.

SECTION 9. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Team, shall be the legal custodian of all monies and other valuables which may come into the possession of the Team, shall maintain a bank account in the name of the Team, 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 the Team, and shall perform such other duties as the Board of Directors may prescribe.

SECTION 10. In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

SECTION 11. The presence of at least two-thirds (2/3) of the 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 these By-Laws, the decision of a majority of the Directors present at any meeting shall be the decision of the Team.

SECTION 12. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) days prior to the date of the meeting.

ARTICLE VII CONTRACTS, CHECKS, NOTES, ETC.

SECTION 1. All contracts and agreements authorized by the Board of Directors shall, unless otherwise be directed by the Board of Directors, must be signed by either the President, or Treasurer. All checks and drafts issued by the Team shall be signed by the President, Treasurer or such person as may be so authorized by the Board of Directors.

ARTICLE VIII NON-PROFIT ORGANIZATION

SECTION 1. The Team shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Team shall be paid by the Team to its members. No part of the earnings of the Team shall inure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Team shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. No substantial part of the activities of this Team shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Team shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Team shall refrain from engaging in any other activities not permitted of any tax- exempt organization (refers to the IRS code 501(c).

ARTICLE I X TERMINATION AND DISSOLUTION

SECTION 1. The Team may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all voting members. 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 the Team, make a determination for the further disposition of any additional assets or net worth of the Team.

ARTICLE X AMENDMENT OF BY-LAWS

SECTION 1. The affirmative vote of a majority of the actual number of Regular members and Associate members shall be necessary to effect alteration, amendment, or repeal of the Code of By-laws