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Article I

Name and Offices

1. Name: The name of this Corporation is A-V Starfish Swim Club, Inc.
2. Offices. The principal office of the Corporation shall be in the County of Albany. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

Article II

Relationship to United States of America Swimming, Inc. (USAS)

1. The Corporation shall maintain continuous membership in United States of America Swimming, Inc. (USAS)
2. Each competitive swimming Member of the Club shall maintain registration with and insurance offered by United States of America Swimming, Inc.
3. Officers and Directors of the Club shall be encouraged to maintain membership in United States of America Swimming, Inc.

Article III

Membership

1. Classes of Membership. There shall be two classes of Members: Swimming Members who shall be non-voting Members and Parent Members who shall be voting Members. References to meetings of Members contained herein shall mean Parent Members unless otherwise indicated.
2. Swimming Members- Swimming Members shall include all swimmers who have fulfilled their total fiscal responsibilities as determined by the Finance Committee. They must be considered members in good standing, and are in compliance with Article II Section 2. Swimming Members will retain their member status from the conclusion of a season to the payment deadline for the next proceeding season. Membership in the corporation shall be available without regard to race, color, creed, sex or national origin.
3. Parent Members. Parent Members shall include all parents or responsible guardians of Swimming Members. One parent or guardian of each swimming Member shall be entitled to one vote per swimming family.
4. Annual Meeting of the Corporation. The annual meeting of the Corporation shall mean the annual meeting of the voting Members of the Corporation and shall be held by June 1st, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.
5. Regular Meetings of Members. A regular meeting of voting Members shall be held in October of each year at such time and such place as may be established by the Board of Directors for the purpose of presenting financial reports and other information as may be determined by the Board.
6. Special Meetings of Members. Special meetings of Members may be called by majority vote of the Board of Directors.
7. Notice of Meetings. Written notice of the place, date and hour of meetings shall be served, either personally or in writing, not less than ten (10) nor more than fifty (50) days before the meeting upon each person appearing upon the books of the Corporation as a voting Member. If mailed, such notice shall be directed to the voting Member at his/her e-mail address as it appears on the books of the Corporation. A voting member shall have the right

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to filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to his/her address as it appears on the books of the corporation or some other designated address.

8. Each notice of a regular or special meeting of Members shall indicate that it is being issued at the direction of the person or persons calling the meeting. In the case of a special meeting, notice shall also state the purpose or purposes for which the meeting is being called.
9. Quorum. At all meetings of the Members, the presence of ten percent (10%) of the Members shall be necessary and sufficient to constitute a quorum for the transaction of business.

Article IV

Training Fees (Dues)

There shall be two swimming seasons per year, a short course and long course season. Training fees (Dues) shall be payable for each swimming member at the beginning of each season in an amount to be determined by the Board of Directors.

Article V

Directors

The business and property of the Corporation shall be managed and controlled by the Board of Directors.

1. Number. The Board of Directors of the Corporation shall consist of the Head Coach (non-elected position), the four following officers: President, Vice-President, Secretary, Treasurer and seven Parent Members.
2. Election. The President and the seven other Parent Members of the Board shall be elected by the voting Members of the Corporation at the annual meeting of the Corporation. The Vice-President, Secretary and Treasurer shall be elected by the Board of Directors at their inaugural board meeting. The Vice-President shall be elected from the group of parent members of the Board. The Secretary and Treasurer shall be elected from the group of Parent Members.
3. Terms of office. The President, Treasurer and the Parent Board Members shall each hold office for two (2) years or until the election and qualification of their respective successors, or until their earlier resignation or removal, except as hereinafter otherwise provided for filling vacancies. The Secretary and the Vice President are elected by the Board for a one year term. The Head Coach shall hold office for the term of his or her employment as the Club's Head Coach.

Members, other than the Head Coach, will be allowed to serve a maximum of two (2) consecutive terms or four (4) years whichever is longer.

- 3.1. Coaches. No coach, other than the Club's Head Coach, shall serve a Member of the Board of Directors regardless of their status as a Parent Member of the Club.
4. Classes. Members of the Board shall be divided into two classes for the purpose of staggering their terms of office.
5. Installation of Directors. Unless otherwise provided herein, the terms of Directors who are elected at the annual meeting of Members shall commence on the first day of September following such annual meeting.
6. Election Procedures.

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- (a) The Nominating Committee shall consist of a chairman and four Board Members appointed by the President not less than ten days prior to the delivery of notices of the annual meeting of members. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Consideration shall be given to maintaining reasonably balanced representation of the Swimming Members.
 - (b) The report of the nominating committee shall be distributed to members with the notice of the annual meeting and shall include the names of the nominees. There will be a calendar day period to request an absentee vote.
 - (c) The candidates selected by the nominating committee shall be placed into nomination automatically. Nomination of additional candidates from the floor shall require three (3) seconds.
 - (d) If nominations are contested, the balloting shall be by secret ballot, with each voting member voting for the same number of different nominees as there are vacancies, on the one ballot. The Secretary shall act as teller, but any four voting members shall have the right to designate an observer.
 - (e) Elections shall be decided as follows:
 - (i) President, by a simple majority of all Members present or by absentee vote and voting. If no candidate receives a simple majority, all candidates except the two receiving the most votes shall be dropped from the slate and a new vote taken and shall assume office on the first day of September following such annual meeting.
 - (ii) The nominees Parent Members of the Board receiving the greatest number of votes shall be declared elected and shall assume office on the first day of September following such annual meeting.
7. Swimming Members' Representatives. The Swimming Members shall elect two representatives who shall, from time to time, bring to the Board's attention any matters of importance or interest about which the Swimming Members may be concerned. Such representatives shall be elected by the Swimming Members of the Corporation at a time and place convenient to them prior to November 1st of each year and such representatives shall serve for one-year terms.
8. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, or by personal communication to the President, who shall announce the resignation at the next meeting of the Board.
9. Removal of Directors. Any or all Directors may be removed without cause from office by vote of the Members at any regular or special meeting called for that purpose. Any Director may be removed with cause from office by a majority vote of the Board Members. Three consecutive absences from Board Meetings may constitute good cause for removal by majority vote of the Board Members.
10. Vacancies.
 - (a) Any vacancy in the Board of Directors occurring during the year shall be filled by vote of a majority of Directors then in office.
 - (b) A Director elected by the Board to fill a vacancy shall hold office for the remainder of the term of office which was vacated.
 - (c) In the event of the Secretary's or Treasurer's inability to fulfill his/her term, the Board may designate a replacement to act for the remainder of such officer's term.
11. Regular Meetings. The Board of Directors shall meet on a regular basis, but no less than eleven times during the Swim Club's fiscal year. The time and place of such meetings shall be fixed from time to time by the Board.

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12. Special Meetings. Special Meetings of the Board may be called at any time by the President and must be called by the President or Secretary upon the written request of any two Members of the Board.
13. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given at least three days before the meeting to the usual e-mail, business or residence address of the Director, but such notice may be waived in writing by any Director. At any meeting at which every Director shall be present even though without any notice or waiver thereof, any business may be transacted.
14. Quorum. At all meetings of the Board of Directors, the number of Directors which shall be necessary and sufficient to constitute a quorum for the transaction of business shall be a majority of the entire Board.
15. Participation by Conference Telephone. Any one or more Members of the Board of Directors, or of any committee thereof, may participate in any meeting of such Board or committee by means of a conference telephone or similar equipment which allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.
16. Contracts and Services. The Directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, Directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors or Officers shall be at arm's length and not violative of the proscription in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
17. Compensation. Directors shall not receive any stated salary for their services as such, but the Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.
18. Powers. All the corporate powers, except such as are otherwise provided for in these By Laws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.
19. Financial Control. No later than August each year, the President and Treasurer shall prepare and submit to the Board for action a balanced budget. The Board may, by majority vote of those present (after meeting quorum requirements), adopt a balanced budget as submitted or as amended. The Board may veto or revise individual budget items by majority vote of those present. The Board may, from time to time throughout the year, approve by majority vote amendments to amounts in each category of expenditure, authorize new expenditures or provide for transfers of funds between and among categories of expenditures. Upon approval of the Board of a budget, the President or his/her designee may authorize expenditures within approved budget categories and expenditures' ceiling. Any major and unusual expenditure must be approved by the Board before funds are authorized. The Board shall decide, from time to time what is considered a major and unusual expenditure. .
20. Duties. The Board of Directors shall compile a report annually, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

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(a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;

(c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report;

(d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report. The annual report of the Directors shall be presented at the regular October meeting of Members and shall be filed with the reports of the Corporation and an abstract thereof entered in the minutes of the proceedings of the meeting at which such report is presented.

21. Indemnification of Officers and Directors.

(a) Construction and Intent. It is the intent of the provisions of this Article V, Section 21 that the Corporation grant to its Officers and Directors indemnification to the fullest extent provided by law, including not only all the rights of indemnification stated in Article 7 of the Not-for-Profit Corporation Law, but in addition thereto all other rights to indemnification and advancement of expenses allowable under law. For the purposes of this Article V, Section 21, the term "Officers and Directors" shall include each individual described in Section (b) below. In the event of any ambiguity, the following provisions of this Section 21 shall be construed as liberally as possible in order that the Corporation's Officers and Directors may be so indemnified to the maximum extent permitted by law.

(b) Persons Indemnified. It is the intent of this Article V, Section 21 that the indemnifications described in this section be extended to, and that the term "Officers and Directors" shall include, each and any person made or threatened to be made a party to any action, whether civil or criminal, including any action or threatened action by or in the right of the Corporation, by reason of the fact that he, his testator or intestate is or was a director, officer, committee member, agent or administrator of this Corporation or is or was serving another corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the Corporation.

(c) Statutory Indemnification Mandatory. The Corporation shall indemnify any and all of its Officers and Directors made or threatened to be made a party to an action or proceeding, whether civil or criminal, as described in and to the fullest extent permitted in Article 7 of the Not-for-Profit Corporation Law, as currently existing or as hereafter amended.

(d) Additional Indemnification. The indemnification and advancement of expenses granted above shall not be deemed exclusive of any other rights to which an officer or Director of the corporation seeking indemnification or advancement or expenses may be entitled. In addition thereto, the Corporation shall indemnify its Officers and Directors against any and all expenses, damages, fines or costs in any legal action commenced or threatened involving such person's service to the corporation including, but not limited to, indemnification of each such person made or threatened to be made a party to an action by or in -the right of the Corporation against judgments, fines, costs, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result thereof. All such indemnification shall be as complete as possible and to the fullest extent allowable under the laws of the State of New York.

(e) Expenses. Any and all expenses incurred in defending any civil or criminal action or proceeding, or threatened action or proceeding, shall be paid or provided for by the Corporation in advance of the final disposition of such action or proceeding and as such expenses are incurred, upon request of such person and upon receipt of a written undertaking by or on behalf of such person to repay such amounts, if he/she is ultimately found not to be entitled to indemnification, and/or to repay any amounts so advanced in excess of the amount allowed by any court, where court authorization is required.

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(f) Non-Exclusivity. Nothing contained in this Section 21 shall limit the right to indemnification and advancement of expenses to which any Director or Officer would be entitled by law in the absence of this Section 21, or shall be deemed exclusive of any other rights to which such person seeking indemnification or advancement of expenses may have or hereafter may be entitled under law, any provision of the Certificate of Incorporation, or the By Laws, any agreement approved by the Board of Directors, or a resolution of Directors; and the adoption of any such resolution or entering into any such agreement approved by the Board of Directors is hereby authorized.

(g) Continuity of Rights. The indemnification and advancement of expenses provided by or granted pursuant to this Section 21 shall: (i) apply with respect to acts or omissions occurring prior to the adoption of this Section 21 to the fullest extent permitted by law, and (ii) survive the full or partial repeal or restrictive amendment hereof with respect to events occurring prior thereto.

Article VI

Officers

1. **President.** The President shall preside at all meetings of the Board of Directors and of Members. Shall have and exercise general charge and supervision of the affairs of the Corporation. The President, with the advise of the Treasurer shall present an annual budget to the Board by September 15 for Board approval; shall maintain the Corporation's membership in USAS; shall ensure that sufficient pool time and space is available for workouts; and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
2. **The Vice-President.** At the request of the President, or in the event of his/her absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President. To the extent authorized by law the Vice-President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors.
3. **Secretary.** The Secretary shall be responsible for such books, documents and papers as the Board of Directors may determine. The Secretary shall be responsible for maintenance of the Corporation's Certificate of Incorporation and By Laws and related organizational documents. He/she shall attend and cause the minutes of all the meetings of the Board of Directors and of Members to be kept. He/she shall maintain Corporation correspondence and shall issue notices of all meetings of the Board and of the Corporation. He/she may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. He/she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.
4. **Treasurer.** The Treasurer shall have the custody of all funds; property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. The Treasurer shall assist the President in preparing the annual budget and shall furnish financial reports to the President and the Board periodically, as may be determined by the Board. When necessary or proper, he/she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He/she shall make such payments, as may be necessary or proper to be made on behalf of the Corporation. He/she shall cause the books of the Corporation to be kept for the purpose of full and accurate account of all moneys and obligations received and paid or incurred by him/her for or on account of the Corporation, and he/she shall exhibit such books at all reasonable times to

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any Director upon request. He/she shall, in general, perform the entire duties incident to the office of Treasurer, subject to the control of the Board of Directors.

5. Removal. Any Officer may be removed, without cause, from office by the affirmative vote of a majority of the Board of Directors at any regular or special meeting called for that purpose.

Article VII

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as they may be consistent with these By Laws, to the extent authorized or permitted by law.

Article VIII

Contracts

The Board of Directors, except as in these By Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation, by contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

Article IX

Committees

There shall be three classes of Committees:

Standing Committees- are committees established by these by-laws with duties and responsibilities as enumerated herein. The Standing Committees shall be chaired by a member of the Board and shall have the number of members agreed to by the Board. Each committee shall keep minutes of proceedings and report to the Board. All powers assigned to the standing committees are subject to the authority to the Board. The Standing Committees shall be as follows:

1. Executive Committee- this Committee shall be responsible for Short and Long Term planning, Public Relations, Registration, Facilities, Equipment, Grievances, Safety and By-Laws.
2. Finance Committee- this Committee shall oversee all the financial operations of the Corporation and shall serve as advisor to the President and the Board on the Corporation financial matters.
3. Fundraising Committee- this Committee shall be responsible for proposing and administering internal and external fundraising projects.
4. Swim Meets Committee- this Committee shall be responsible for the organization and management of swim meets conducted by the Corporation and for the preparation and submission of bids for Championship Meets as dictated by the Adirondack LSC.
5. Learn to Swim- this Committee shall oversee the administration of the learn to swim program.

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Special Committees - The Board of Directors, by resolution adopted by a majority of the entire Board, may create such special committees, as may be deemed desirable, the Members of which shall be appointed from its Members by the President of the Board of Directors, with the approval of the Board, which committees shall have only the lawful powers specifically delegated to them by the Board.

Committees of the Corporation (Advisory Committees). The Board of Directors may appoint from its number, or from among such other persons as the Board may see fit, as many advisory committees as may be deemed desirable, and at any time may appoint additional members thereto. Such advisory committees shall advise with and aid the Officers and Directors of the corporation in such matters as may be designated by the Corporation. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

The Members of any of the above committees shall not receive any stated salary for their services as such but, by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of any committee, rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such services.

Article X

Fiscal Year

The fiscal year of the Corporation shall commence on September 1st. of each year and end on August 31st.

Annual Audits: The Books of the Corporation shall be closed on the last day of August of each year to be audited by the Finance Committee (except for the Treasurer). The audit shall encompass all assets of the Corporation, or under its control. The report shall be distributed along the Annual Board of Director's Report to the membership at the October Membership meeting.

Article XI

Prohibition Against Sharing in Corporate Earnings

No Director, Officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over in such amounts and to such organization or organizations as would then qualify under the provisions of Section 501(c)(3) of the internal Revenue Code, as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, for the exclusive use of such organization's exempt purposes.

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Article XII

Investments

The Corporation shall have the right to retain all or any part of any securities acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter amended.

Article XIII

Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article XIV

Alterations of By Laws

These By Laws may be amended by majority vote of the Board followed by a majority vote of the Parent Members present and voting at any regular or special membership meeting. Written notice of such proposed amendment shall be sent to each voting Member's address (consistent with Article III, Section 7) at least ten days prior to such meeting.

Article XV

Replacement of Previous By Laws

These By Laws shall replace any previous By Laws and shall become effective on the date they are adopted by the Board of Directors.

ADOPTED BY THE BOARD OF DIRECTORS ON

Secretary