

**Past BYLAWS of
Bay Area Aquanauts (AQUA)
(These Bylaws were in effect until November 2007)**

ARTICLE I - NAME

The name of this organization is Bay Area Aquanauts (AQUA), a nonprofit organization incorporated in accordance with the "Texas Non-Profit Corporation Act" (Vernon's Annotated Civil Statutes, Articles 1396 et seq.).

ARTICLE II - PURPOSES

The purposes of the team are:

1. To sponsor and develop a team qualified to compete in state and national meets and to further the interest and education of children and parents in competitive aquatic sports.
2. To maintain membership with USA Swimming (USAS), Inc., abiding by its rules and regulations for competitive aquatic sports.
3. To encourage and support summer aquatic programs and high school aquatic sports.

ARTICLE III - MEMBERSHIP

Section 1. There shall be two classes of membership:

(a) Active memberships, which shall be open to any person interested in participating in aquatic sports and to any other person who may qualify as an active member, as defined in Section 2 of this Article, and pays assigned fees and dues.

(b) Inactive memberships, which shall be open to any person interested in participating in aquatic sports and to any other person who may qualify as an active member, except that the inactive member is one who is not current in the payment of assigned fees and dues.

Section 2. Active memberships shall consist of the following subclasses:

(a) Adult member: any parent, legal guardian, or other person having custody of a team member, or any person responsible for a team member's assigned fees and dues. The rights of an active adult member include, but are not limited to, the right to vote, as stipulated in Article VII, Section 6, and the right to hold office as a director.

(b) Team member: any aquatic participant under 18 years of age whose assigned fees and monthly dues are duly paid. An active team member shall have the same rights as those of an active adult member, except for voting, holding office as a director, and other limitations defined in these bylaws.

(c) Adult team member: any aquatic participant 18 years or age or older who pays all assigned fees and monthly dues. An active adult team member shall have the same rights as those of an active adult member, as defined in Section 2(a) of this Article.

Section 3. Only active members may be members in good standing. Membership in good standing is maintained as long as assigned monthly dues are paid in full and provided that the active member abides by these bylaws and such rules as may be established by the Board of Directors, as defined in Article IV hereof.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The management shall be vested in the Board of Directors, hereinafter referred to as the Board. The Board shall consist of 8 directors. Two persons from the same family or household may not serve concurrently. Each Board member shall have one vote.

Section 2. Each year a nominating committee appointed by the Board shall select a slate of four (4) or more candidates for the Board. Four (4) candidates receiving the majority of the votes shall be elected to the Board at the membership meeting to be held each April, as provided for in Article VII, Section 3. This election shall be by secret ballot. The elected directors shall fill vacancies created by expiring terms and shall serve for a term of two (2) years. The elected directors shall take office as the first order of business at the next Board meeting, to be held within five (5) calendar days following the April membership meeting. Consecutive two-year terms for an individual shall not be allowed. The outgoing four directors shall remain as nonvoting members of the Board for sixty (60) days following the April membership meeting. No less than five (5) of the directors must be active members in good standing. No more than three (3) of the directors may be non-members.

Section 3. A Board member who fails to attend three consecutive regular meetings of the Board or four or more regular meetings in any 12-month period may have his office declared vacant by a two-thirds (2/3) majority vote of Board members present at a Board meeting.

Section 4. In the event of a vacancy on the Board for any reason whatsoever, such vacancy shall be filled by action of the Board. Such an appointed active member shall fill the unexpired term of the vacating active member. Such an appointed active member shall not be available for election to a consecutive regular term if the appointed term is three (3) months or longer.

Section 5. All decisions of the Board, except as specified in Section 3 of this Article, are subject to majority vote of those Board members present, with a quorum being required as defined in Article VII, Section 11.

Section 6. Responsibilities of the Board include but are not limited to the following:

(a) The administration and financial management of the team and its assets, exclusive of the swimming- related responsibilities of the Head Coach and his staff as defined in Article VI.

(b) The contracting for or dismissal of coaches and for establishing compensation and benefits for coaches.

(c) To receive and act on written criticisms and suggestions of members about the overall aquatic program. These written criticisms and suggestions shall be prepared and submitted by the Grievance Committee.

(d) To approve the loan, purchases, sale, or disposition of physical assets.

Section 7. Resignation of a Board member shall be made in writing to the Board and shall become effective immediately upon receipt of such notice.

Section 8. A Board member who no longer qualifies as an active adult member or active adult team member as defined in Article III, Section 2(a) and 2(c), may have his membership extended one to twelve months by the Board.

Section 9. Officers shall be elected annually by the Board from their own membership at the next Board meeting following the April membership meeting as specified in Section 2 above. The new officers shall assume their duties at this time, serving until the next election of officers.

Section 10. Officers of the corporation are as follows:

(a) President: The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) Vice President: In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

(c) Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, give all notices in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by each member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

(d) Treasurer: If required by the Board of Directors the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge of and custody of

and be responsible for all funds and securities of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws, disburse moneys as authorized by the Board, notify all members of dues payable, establish and maintain a written record of the physical assets, and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 11. Removal of any Board Member except as specified in Article IV, Section III, will require a two-thirds (2/3) majority vote of all voting active members present at a membership meeting. Removal of any officer for any reason will require a two-thirds (2/3) majority vote of Board members present at a Board meeting.

Section 12. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE V - COMMITTEES

Committees may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be active members of the corporation, and the President of the corporation shall appoint the chairmen and members thereof with the approval of the Board. Any members thereof may be removed by the Board whenever, in its judgment, the best interests of the corporation shall be served by such removal. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

ARTICLE VI - COACHING STAFF

Section 1. A Head Coach selected as required for each aquatic program and/or facility shall be responsible for the direction of his program. An overall program shall be presented to the Board for approval at the regular September meeting of the Board.

Section 2. The Head Coach's duties are specifically, but not limited to, the following:

(a) Organization of his team and its associated practices.

- (b) Setting of minimum qualifications for acceptance to aquatic team programs.
- (c) Recommendations for selection of assistants.
- (d) Selection of meet schedules.
- (e) Acting as coordinator of pool scheduling matters.
- (f) Representation at the appropriate Gulf USA Swimming Committee meetings.
- (g) Responsiveness to the direction of the Board of Directors.

ARTICLE VII - MEETINGS

Section 1. All meetings shall be held under the chairmanship of the President or, in his absence, the Vice President. If neither of these persons is present, the meeting may be chaired by a Board member appointed by the President.

Section 2. All membership meetings shall be held at a convenient place in the greater Clear Lake area. Notification for all membership (business) meetings shall be a written or printed notice to each member stating the place, day, and hour of the meeting and shall be delivered by mail not less than ten (10) days nor more than fifty (50) days before the date of the meeting by the direction of the President or Board. Notice shall be deemed to be delivered when postmarked and addressed to the member at his/her address as it appears on the team records. The requirement for delivery of notice of not less than ten (10) days nor more than fifty (50) days shall not apply for the following meetings:

A general information (non-business) meeting defined in Section 5 of this Article, which requires notice of at least three (3) days.

Section 3. A regular membership meeting shall be held each April to conduct annual Board member elections and general business. Each September or October a regular membership meeting shall be held to present the previous year's Financial Statement and conduct general business.

Section 4. Special Membership Meeting

(a) A special membership meeting may be called by the President of the Board to transact business. The purpose shall be stated on the notification to the membership as prescribed in Section 2 of this Article.

(b) A special membership meeting shall be called by the President or Board upon written request of at least twenty-five percent (25%) of the families, as defined in Section 12 of this Article, delivered to the Secretary and stating the purpose for such meeting. Notification shall be given to the membership as prescribed in Section 2 of this Article and the purposes for the meeting as stated in the written request shall be included therein. Only such business matters as are stated in the notice calling the special membership meeting shall be conducted at the meeting.

Section 5. A general information (non-business) membership meeting may be held with three (3) days' notification by the President or Board. Notification may be by

any suitable means.

Section 6. At all membership meetings, each family, as defined in Section 12 of this Article, present at the meeting and represented by an adult family member shall have one (1) vote. All decisions of the voting families are subject to majority, except for revision of bylaws, Article XII, and Board member removal, Article IV, Section 11, which require two-thirds (2/3) majority vote.

Section 7. At membership meetings, only active members who are in good standing, as prescribed in Article III, Section 3 hereof, shall have the right to speak, make motions, and second motions.

Section 8. There shall be no voting by proxy.

Section 9. A quorum for a regular membership and special membership meeting shall not be less than twenty-five percent (25%) of the families (as defined in Section 12 of this Article) in attendance.

Section 10. A regular meeting of the Board shall be held monthly. The specified day, time, and place selected for the regular Board meeting shall be posted on a bulletin board located at each aquatic workout area at least five (5) days prior to the meeting of the Board. Additional Board meetings may be called by the President or whenever three (3) or more Board members request it. All Board meetings, except closed executive Board meetings, shall be open to the general membership. All members in good standing shall have the right to speak at open Board meetings. The President shall have the right to call closed executive Board meetings only for matters relating to discipline, employee performance evaluations, and employee/independent agent contract negotiations.

Section 11. A quorum to conduct the business of the Board shall consist of four (4) members of the Board in attendance.

Section 12. For purposes of this Article VII, a "family" shall consist of active adult members and active team members sharing the same household; provided, however, that such active adult members and active team members are in good standing, as defined in Article III, Section 3 hereof. Further, for purposes of Article VI hereof, an active adult team member shall also have the same voting rights as a family.

ARTICLE VIII - FINANCE

Section 1. The fiscal year shall be from September 1 to August 31 of each year. Dues shall be payable in an amount and manner established by the Board.

Section 2. Any changes in dues or other assessments deemed necessary, including refunds, may be made by a majority vote of the members of the Board.

Section 3. Team funds shall be deposited only in an institution whose deposits are insured by an agency of the federal government and shall be so deposited within a reasonable time after their receipt. The payment of bills and obligations shall be by bank check. All checks must be cosigned by the Treasurer and one of the following

additional Board members: President, Vice President, Secretary, or such other Board member as designated by the Board. In the extended absence of the Treasurer, any two of the aforementioned Board members shall be authorized to sign.

Section 4. At the end of each Treasurer's term, at least three of the Board members, appointed by the President, or a professional auditing firm shall review the books and submit a balance sheet, receipts and disbursements statement, and general statement covering the findings of the audit to the Board.

ARTICLE IX - SUSPENSION AND EXPULSION

Section 1. An active or adult member, as defined in Article III, Section 2 hereof, or director, or coach, may be suspended by a two-thirds (2/3) majority vote of the Board. A seven (7) day written notice shall be given the suspended person, affording him the opportunity of being heard before the Board. Such person may be suspended for:

- (a) Interference with the team, coach, or coaching techniques.
- (b) Exploiting any member of the team or using the team for personal gain.
- (c) Failure to pay fees and assessments without showing reasonable cause.
- (d) Any overt action, communication, or inference, which would bring discredit or reflect adversely on the team.

Section 2. An active team member may be suspended by the coaching staff for a period not to exceed seven (7) days. A suspension for a longer period of time must be approved by the Board. No refunds of moneys shall be made as the result of this suspension. All suspensions must be reported immediately to the Board President and must be an agenda item for the next Board meeting.

Section 3. A suspended person may be expelled by a two-thirds (2/3) majority vote of the Board. Appropriate refunds may be made on a percentage basis as of the effective date of expulsion.

Section 4. A person may be expelled by a two-thirds (2/3) majority vote of the Board for:

- (a) Approval of contracts, loans, or expenditures of team funds prior to Board approval.
- (b) Disposition of physical assets prior to Board approval.
- (c) Continued overt actions, communications, or inferences, which would bring discredit or reflect adversely on the team.

ARTICLE X - CONTRACTS

No officer, agent, or team member shall have unlimited authority to bind the team to any contract or engagement or to pledge its credit or to render it liable for any

purpose or any amount. The Board may, however, authorize the President or designated person to enter into a specific contract or instrument on behalf of the team.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Unless otherwise provided for in these by-laws, *Robert's Rules of Order (Revised)* shall be used for the transaction of business at all meetings as provided in Article VII.

ARTICLE XII - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) majority of vote of the families present as defined in Article VII, Section 12, at any membership meeting, provided the membership has been notified of the proposed amendment in writing at least ten (10) days prior to the membership meeting.

ARTICLE XIII - TEAM DISSOLUTION

On dissolution, liquidation, or winding up of the corporation (whether voluntary or involuntary), the net assets shall be distributed as determined by the Board, but only to one or more religious, charitable, or educational organizations exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or any such corresponding provisions of any enactment in the future.

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AMENDMENT 1

Each person who is or was a director, officer, volunteer or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the extent permitted by the Texas Nonprofit Corporation Act against any liability, cost, or expense incurred in the capacity as director, officer, or employee, or volunteer, or arising out of the status as a director, officer, or volunteer, or employee (including serving at the request of the corporation as a director, officer, volunteer, employee, or agent of another corporation).

The corporation may maintain insurance at its expense to protect itself and any such person as listed above against any such liability, cost, or expense.