

By-laws

Stone Creek Swim Team

Article I. Stone Creek Swim Team

NAME: Stone Creek Stingrays herein referred to as "Club".

PURPOSE: A not-for-profit Club is formed to foster competitive swimming and good sportsmanship for the youth of the Stone Creek subdivision. The Club is governed and adheres to the rules and regulations established by the Northwest Aquatic League (NWAL).

LOCATION: The principal office of the Club shall be at the Stone Creek Clubhouse, located at Spring Creek Drive. Meetings of members and officers may be held at such places within Harris County designated by the Board of Directors.

CLUB ELIGIBILITY: Club membership is open to any resident of the Stone Creek subdivision and is also open to surrounding subdivisions who do not already have an NWAL swim club in place. Both Residents and non-residents must be in good standing with Stone Creek HOA. Children, eligible by age, who are temporarily living with Stone Creek families, may swim on the Club's swim team as long as their temporary resident status continues. Temporary adult residents are not eligible to become officers, directors, or voting members of Club. Rules established by NWAL will apply to any resident wishing to join. Please refer to Attachment A, "NWAL Eligibility Rules".

Article II. BOARD OF DIRECTORS

Section I. Titles and Number of Directors

The affairs of this Club shall be managed by a board meeting consisting of the four Club officers and three Club members appointed by the Club President. The President shall serve as the Board Chairman and the Club Vice-President shall serve as the Board Vice Chairman. The four Club Officers consist of the President, Vice-President, Secretary and Treasurer. Three additional Board members will be made up the balance of the Board with powers to vote and veto. A homeowner of Stone Creek must hold the office of President, with one of the other three officer positions also owning a home in the neighborhood, unless a nomination is made by the Vice-President for an out of subdivision candidate and approved by unanimous vote. Of the remaining officer and at-large positions with voting rights, one additional member must own a home within the subdivision. The Board may also add Club members, after a recommendation by the President and vote by the officers and members. Additional members will not have voting rights, but will participate in Club decisions. To be eligible for Board Membership, a candidate must have served for a minimum of one year in the following

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capacity: 1) Currently a Board member of Stone Creek Swim Team, 2) A certified (not probationary) official of NWAL, 3) Served on other NWAL or USS swimming boards (documentation is required).

Section II. Terms and Removal

Each officer of the Board is appointed by the President and voted on by the Board. The nomination of candidates shall take place no later than November of each year and appointments are conducted in January of the following year. Each Officer serves a three-year term, subject to the approval of the Board. Officers may serve consecutive terms, limited to three (3) terms in office. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of such notices or at a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer or Board Member may be removed without just cause by a majority vote of the Board at a regular Board meeting. All members of the Board of Directors must be present; the vote may not take place by a Quorum.

Section III. Quorum

A Quorum is the number of members on the Board of Directors that shall be present to conduct business. A Quorum shall consist of at least three (3) Officers and two (2) voting Board Members. Other non-voting Board members may be present, but shall not take participate in the Quorum.

Section IV. Vacancies

In the event of a vacancy, the Board shall appoint a replacement to serve the remainder of the unfilled term.

Section V. Reimbursement

All Officers and Board Members will serve without pay. Only out-of-pocket expenses will be reimbursed if approved by the Board and submitted in writing.

Section VI. Regular Meetings

The meetings of the Board of Directors shall be called by the Chairman or a majority of Board members as often as necessary to conduct Club business, but no less than once each calendar quarter.

Article III. DUTIES

Section I. Duties and Responsibilities of Board Members

The Board of Directors may adopt such rules and regulations for the conduct of their meetings and management of the Club affairs as they may deem proper, but consistent with these by-laws and the by-laws of the Stone Creek Homeowners Association.

The Board of Directors shall have the following powers:

- 1) Budget - To prepare and operating revenue and expense budget annually,
- 2) To deposit all funds collected by Club into an appropriate bank account,
- 3) To maintain all financial record books, accounts, and other records, sufficient to identify all sources of revenue and the disbursement thereof. Such records shall be kept by the Treasurer. Complete records shall be made available to any established third party auditor, Stone Creek HOA officers, or accounting government entity requesting this information. A Profit and Loss (P&L) sheet shall be available for inspection by Club members, subsequent to the approval of the Board of Directors. The P&L sheet will profit accounting totals and not disclose information deemed proprietary by the Board.

Definition of Roles:

- A. President - The President shall preside at all meetings of the Board of Directors and General Membership meetings and shall see that orders and resolutions of the Club are carried out. The President shall be an ex-officio member of all committees and decide all questions of procedure and order not specifically covered by these by-laws. The President shall also see that notice of all meetings is given.
- B. Vice President - The Vice President shall act in the place and instead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- C. Treasurer - The Treasurer shall maintain all financial record books, accounts and other records sufficient, in accordance with prevailing accounting standards, to identify the source of all funds collected and the disbursement thereof. Such records shall be made available for inspection by request of the Board.
- D. Secretary - The Secretary shall record the votes and keep the minutes and proceeding of the Board; keep appropriate current records showing Club member's address and telephone numbers; and shall perform such other duties as required by the Board.
- E. Other Board Member - There shall be three (3) other voting Board members that will be part of the Executive Committee, pursuant to Section I, Article II of these by-laws. These members shall be appointed by the President and voted on by the Officers. Addition positions are possible with a limit of fifteen (15) members of the governing Board of Directors.

Article IV. DUES

Section I. Dues and Fees

The fee for Club registration shall be established annually by the Board after complete review of previous years expenses and anticipated operating expenses for the given calendar year. Established fees shall be independent of any funds contributed or received by third parties. Established fees shall be independent of any funds contributed or received by third parties. As part of its' operating budget, the Club shall conduct a minimum of one, but limited to two, mandatory

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fundraising events. The Club requires each family, not single-family dwelling, to participate in the fundraiser. The Club will offer the selection of a given product for purchase or option out of the fundraiser with a set monetary payment. If funds from the fundraiser are not collected by a given date, the Board of Directors will limit swimmers' participation in Swim Meets until the issue is resolved.

The Club encourages third party donations to assist in covering operating expenses. In return for donations, the Club will allow, as a minimum, advertising at home-hosted Swim Meets, other considerations are given, dependent upon monetary contribution. The form of advertising will be dictated by number of third party donations as well as donation amounts as reflected in the sponsorship agreement. Please refer to Attachment B, "Stingray Sponsorship Agreement".

Due to non-parent participation at Swim Meets, a given fee will be collected from Club membership families. Once required participation requirements have been documented, the said fee will be reimbursed. Should participation obligations not be fulfilled, the Club will have the right to deposit collected fee.

Article V. MEETINGS

Section I. Meetings

Meeting of the Board of Directors shall be called by the Board Chairman or by a majority of the Board members as often as Club activities dictate, but no less often than once each calendar quarter. Meetings will be broken into two sessions; the first session will conduct general Club business with a designated time allotment given to Open Discussion for all Club members, Coaching Discussions open to Officers, Board members and Coaches Committee Discussion open to Club members, Coaches and Board of Directors; the second session will be reserved for voting Board of Directors only. This session will allow discussion of financial and sensitive issues and is not open to Club membership. Time allotment for meetings will be determined by the Board of Directors to allow for all Club business to be discussed.

Section II. Board Member Code of Conduct

Board members are expected to act with civility and decorum at all times. In the event that any current or former board members conduct becomes egregious, inflammatory, or profane the board member can be censured and removed from office by a vote of the remaining board. Expected conduct includes:

1. Refraining from insults, derogatory comments, or profanity.
2. Keeping sensitive information discussed in closed sessions confidential. Leaking of private and sensitive information is grounds for immediate dismissal.
3. Waiting for recognition from the Board President before speaking (or Vice President in his/her absence).
4. When discussing open decisions of the Board with membership and the community, individual Board members with a dissenting vote will refrain from complaining about the decision and will uphold and support the will of the Board.

Article VI. CENSURE

Section I. Suspensions, Expulsions, and Grievance

The Board of Directors shall be vested with power of censure, suspension and expulsion of members of the Club for conduct which violates a written rule or regulation of the Club. It is the expectation that the general membership will support all volunteers, including the Board, and all coaching staff, and will follow proper procedures for communicating concerns. There will be a disciplinary course of action before censure, suspension, or expulsion may occur, unless the conduct is of a major occurrence, and is deemed harmful or destructive in nature. At that time, a hearing shall be conducted at the start of a Board Meeting where a reasonable opportunity will be given to the offending Club member to be heard in his/her own defense. After discussion and upon a two-thirds membership vote, the Board may determine a period of censure, suspension, or expulsion equal to a suitable time period but no longer than one year. The accused member will also have the right of an appeal in a special session of the general Club membership meeting, where a two-thirds vote of the general Club membership shall be required to reverse the action of the Board of Directors.

Article VII. COMMITTEES

Section I. Committees

The Board of Directors may from time to time create or dispose of any committee it deems necessary to perform the affairs of the Club. The Board may also create ad hoc committees to deal with temporary situations.

Article VIII. BY-LAWS

Section I. Amendments

These by-laws may be amended by a vote of at least two-thirds of the Club Board of Directors except that any amendment regarding: 1) section of Club officers, 2) terms of officers, or 3) suspension, expulsion and grievances must be approved by a vote of at least two-thirds of the Club general membership present and voting at a regular or special meeting of the general membership. Notice that by-law amendments are to be considered must accompany any meeting notice before such amendments may be voted upon.

Section II. Distribution

Copies of the by-laws shall be available to general Club membership before the first Swim Meet of each season. Club membership may request, in writing, at any time during the Swim season, a copy of these by-laws.

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DOCUMENTATION OF AMENDMENTS:

The following amendments are documented to inform current and future Club Members and Officers of the proceedings of the Board.

Regarding Eligibility; in order to clarify the openness of the Club we have changed this:

From: Club membership is open to any resident in of the Stone Creek subdivision. Residents must be in good standing with Stone Creek HOA.

To: Club membership is open to any resident of the Stone Creek subdivision and is also open to surrounding subdivisions who do not already have an NWAL swim club in place. Both Residents and non-residents must be in good standing with Stone Creek HOA.

Regarding Titles and Number of Directors; in an effort to clarify who is eligible for a Board Member position we have changed this:

From: Currently a Board member of Stone Creek

To: Currently a Board member of Stone Creek Swim Team

Regarding Dues and Fees; in an effort to replace the outdated form of advertising we have changed this:

From: The Club encourages third party donations to assist in covering operating expenses. In return for donations, the Club will allow, as a minimum, advertising in the home-hosted Swim Meet Heat Sheet, other considerations are given, dependent upon monetary contribution.

To: The Club encourages third party donations to assist in covering operating expenses. In return for donations, the Club will allow, as a minimum, advertising at home-hosted Swim Meets, other considerations are given, dependent upon monetary contribution. The form of advertising will be dictated by number of third party donations as well as donation amounts as reflected in the sponsorship agreement. Please refer to Attachment B, "Stingray Sponsorship Agreement".