

Bylaws of
Northwest Swim Circuit - Austin, Texas
A Nonprofit Membership Benefit Corporation

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DEFINED TERMS USED IN THIS DOCUMENT

“annual meeting” – Section 6.2
“Articles of Incorporation” – Section 5.2
“Board” – Section 5.2
“Texas Business Organizations Code” – Section 2.1
“Code” –Section 3.2

ARTICLE 1 NAME

Section 1.1 Corporate Name

The name of this corporation, which is a nonprofit corporation organized under the Texas Business Organizations Code ("TBO Code"), is **The Northwest Swim Circuit - Austin, Texas** (hereinafter the "**NWSC**").

ARTICLE 2 PURPOSES

Section 2.1 General Purpose

The NWSC is organized and operated for the following general purposes:

- (a) Exclusively for charitable and educational purposes and to foster local amateur athletic competition in swimming within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (as amended), including for such purposes, the making of distributions to organizations which are recognized as exempt from tax under such 501(c)(3); and
- (b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the TBO Code which are consistent with the preceding paragraph.

Section 2.2 Specific Purpose

The specific purpose of the Corporation shall include, without limitation, the following:

- (a) To organize and execute a competitive swimming season between Austin-area neighborhood member swim teams.
- (b) To foster, promote, and advance participation in the growth and development of swimming.
- (c) To encourage and assist amateur athletes and their participation in swimming.
- (d) To educate and inform the public of all aspects of the benefits to be derived from swimming.
- (e) To guard the interests of the NWSC's teams and to encourage good sportsmanship and fair play.
- (f) To train participants in basic skills through advanced skills.

ARTICLE 3 LIMITATIONS

Section 3.1 Political Activities

The Corporation has been formed under TBO Code for the charitable purposes described in Article 2, and it shall be nonprofit and nonpartisan.

Section 3.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 2. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article 2 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of

1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 4 MEMBERSHIPS

Section 4.1 Existing Membership

The following teams are historical members of the NWSC:

Anderson Mill	Barracudas
Balcones Country Club	Sharks
Block House Creek	Tidal Waves
Brushy Creek	Marlins
Cedar Park	Typhoons
Forest North	Stingrays
Georgetown	Aquadillos
Hurricanes	Hurricanes
Pflugerville	Piranhas
Round Rock	Dolphins
Steiner Ranch	Stars Blue
Steiner Ranch	Stars Red
Wells Branch	Armada

Section 4.2 Qualifications for Membership

Prospective members, of the NWSC shall consist of Austin-area neighborhood swim Clubs who:

- 1) Have applied for membership per the Club membership application process;
 - 2) Subscribe to the purposes and goals of the NWSC;
 - 3) Agree to abide by the Bylaws and Code of Conduct of the NWSC; and
 - 4) Are approved by the Board of Directors per the membership application process.
- Membership applications must be submitted to the President or Vice President of the NWSC per the membership application process.

Section 4.3 Classes of Members

The members of the NWSC shall be divided into the following classes:

4.3.1 Member Clubs

Member Clubs are swim clubs recognized as active, competing members of the NWSC. Member Clubs may take part in all approved NWSC competitions with the opportunity to score points for both the team and individual swimmers. Each Member Club shall appoint one, but not more than two, voting representative(s) to the NWSC Board of Directors (NWSC Board). Each Member Club's representatives shall, collectively, comprise the NWSC Board of Directors. Each Member Club shall participate equally on the NWSC Board with one vote in all matters brought before the NWSC Board. In those instances where two or more Member Clubs and/or Provisional Clubs or any combination thereof, are run by a common Team Board of Directors, such teams shall collectively have only one vote in all matters brought before the NWSC Board.

4.3.2 Provisional Clubs

Provisional Clubs are non-member swims clubs that are seeking membership in the NWSC. Provisional Clubs shall compete as would any member club. A Provisional Club shall appoint one representative to attend all NWSC Board meetings, but shall have no vote in any matters brought before the NWSC Board.

4.3.3 Exhibition Clubs

Exhibition Clubs are non-member swim clubs that are being allowed to execute swim meets with Member Clubs and Provisional Clubs, either to determine the viability of the Exhibition Club as a potential Provisional Club in the NWSC or to simply provide participating Clubs with competition venues. Exhibition Clubs and/or individual swimmers of Exhibition Clubs are not allowed to take part in divisional or post-season competitions unless otherwise approved by a simple majority vote of the NWSC Board quorum. Exhibition Clubs shall have no representation on the NWSC Board of Directors.

Section 4.4 Application for Membership

Applications for member and non-member Swim Clubs shall be made formally, in writing, to the President or Vice President of the NWSC Board and considered per the following guidelines:

4.4.1 Member Club Application

A Provisional or Exhibition Club may apply for Member Club status to the NWSC upon completion of their first season as a Provisional Member of the NWSC, and prior to October 1 of the calendar year preceding the next swim season. The NWSC Board shall approve a Provisional Club's admission as a Member Club prior to December 1 of the calendar year preceding the swim season by a two-thirds majority vote of the NWSC Board quorum. The President of the NWSC Board shall be responsible for communicating the NWSC Board's decision to the applying team.

4.4.2 Provisional Club Application

A Swim Club may apply for Provisional Club status to the NWSC prior to October 1 of the calendar year preceding the next swim season. The NWSC Board shall approve a Swim Club's admission as a Provisional Club prior to December 1 of the calendar year preceding the swim season by a two-thirds majority vote of the NWSC Board quorum. The President of the NWSC Board shall be responsible for communicating the NWSC Board's decision to the applying team.

4.4.3 Exhibition Club Application

A Swim Club may apply for Exhibition Club status in the NWSC to the President of the NWSC Board prior to March 1 of the calendar year of the swim season. The President shall be obligated to bring all applications for membership status before the NWSC Board at the earliest NWSC Board meeting occurring after receipt of the application. The NWSC Board shall approve all Exhibition Club applications by a simple majority vote prior to May 1 of the calendar year of the swim season. The President of the NWSC Board shall be responsible for communicating the NWSC Board's decision to the applying team.

Section 4.5 New Membership Categories

The Board shall have the authority to create new membership categories by a majority vote. The Board shall specify the rights and limitations of each new category at the time it is created.

Section 4.6 Membership Dues

All Member Clubs shall pay annual membership dues to the Corporation in such amounts and in such manner as specified in Section 5.4.4 or otherwise as the Board of Directors determines from time to time.

ARTICLE 5 BOARD MEMBER ROLES

Section 5.1 Number and Qualifications

The authorized number of voting Board Members of the Corporation shall be equal to the number of Member Clubs in the NWSC.

Each Board Member must be an elected or appointed representative of one of the Member Clubs.

Section 5.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation, TBO Code and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 5.3 Board Member Terms

Board Members, for a given swim season, shall be appointed by each Member Club by September 1 of the prior calendar year, and be recognized at the September board meeting of the prior calendar year. Each Board Member, including a Board Member elected to fill a vacancy, shall fulfill that role until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Board Member's earlier resignation or removal in accordance with these Bylaws and TBO Code.

Section 5.4 Board Member Roles: Officers

The following roles shall be filled from the pool of Board Members from Member Clubs in the NWSC. No Member Club nor its Board Member(s) shall serve for more than two (2) consecutive terms in the same role. The reassignment of Board Member roles may occur as needed due to failure to fulfill role obligations.

5.4.1 President

The President of the Corporation shall:

- (a) Preside at meetings of the Board.
- (b) Exercise and perform such other powers and duties as may from time to time be assigned to him/her by the Board or prescribed by these Bylaws.
- (c) Compose and post a meeting agenda with the Calendar of Activities and Milestones attached for any Regular, Annual, or Special meeting in advance of said meeting.
- (d) Sign checks in the absence of the Treasurer.

5.4.2 Vice President

The Vice President of the Corporation shall:

- (a) In the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President.
- (b) Have such other powers and perform such other duties as may be prescribed by the Board.
- (c) Conduct investigations as a result of formal protests brought to the Board.
- (d) Prepare Invitational Qualifying Times for review by the Board.

5.4.3 Secretary

The Secretary of the Corporation shall:

- (a) Certify and keep a copy of these Bylaws as amended to date on the Board approved online storage site.
- (b) Keep a Meeting Minutes Folder on the current Board approved online storage site.
- (c) Give notice of all meetings to be held by the Board in accordance with these Bylaws.
- (d) Make available the Bylaws, Meetings Minutes Folder and other pertinent corporate records to all current Board members.
- (e) Have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

5.4.4 Treasurer

The Treasurer of the Corporation shall attend to the following:

(a) Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Board Member at all reasonable times.

(b) Financial Reports

The Treasurer shall prepare and present a proposed budget to the Board in accordance with calendar guidelines noted in Section 6.10, and present updated financial data as needed or requested by the Board. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(c) Annual Member Team Dues

The Treasurer shall, with assistance from the Computer Representative Chairman assess annual fees for each Member Team in accordance with calendar guidelines noted in Section 6.10.

(d) Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Board Members, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

Section 5.5 Board Member Roles: Directors

The following roles shall be filled from the pool of Board Members from Member Clubs in the NWSA. Board Members may be elected for two (2) consecutive terms in the same role. The reassignment of Board Member roles may occur as needed due to failure to fulfill role obligations.

5.5.1 Regular Season Awards Director

The Regular Season Awards Director shall be responsible for:

- (a) Ordering and distributing all awards for all regular season meets, and
- (b) Reporting the beginning and ending ribbon counts at the end of the season.

5.5.2 Post-Season Awards Director

The Post-Season Awards Director shall be responsible for:

- (a) Ordering and distributing all awards for Divisional Meets and the Invitational Meet, and
- (b) Reporting the beginning and ending ribbon, medal and trophy counts at the end of the season.

5.5.3 Regular Season Meet Director

The Regular Season Meet Director shall be responsible for:

- (a) Organizing and scheduling the regular season meets, be them dual or tri meets,

- (b) Coordinating pre-season training for all meet officials or otherwise acting as chairperson of any training committee,
- (c) Providing all teams with all forms needed to execute the regular meet season, and
- (d) Fully-understanding and maintaining the Meet Operations Manual.

5.5.4 Associate Regular Season Meet Director

The Associate Regular Season Meet Director shall be responsible for:

- (a) Assisting the Regular Season Meet Director with the scheduling of Regular Season Meets.
- (b) Assisting the Regular Season Meet Director with pre-season training.
- (c) Coordinating and executing any coaching updates for teams or otherwise acting as the chairperson of any coaching committee.

5.5.5 Invitational Meet Director

The Invitational Meet Director shall be responsible for:

- (a) Organizing and scheduling, and running the Invitational Swim Meet.
- (b) Determining additional requirements, logistical, operational, or otherwise, if necessary, given the Invitational Meet venue.
- (c) Coordinating and executing any coaching updates for teams or otherwise acting as the chairperson of any Invitational Meet coaching committee.
- (d) Creating a venue specific Invitational Meet Guide, used as a supplement to the Meet Operations Guide, for use by the Member teams.

5.5.6 Associate Invitational Meet Director

The Associate Invitational Meet Director shall be responsible for:

- (a) Assisting the Invitational Meet Director with the scheduling, operation, logistics, and execution of the Invitational Meet.
- (b) Establishing volunteer requirements for the Invitational Meet.
- (c) Ensuring all NWSC Board members are actively participating in operational capacities associated with the Invitational Swim Meet.
- (d) Communicate Invitational Meet details to the parents of Invitational swimmers.

5.5.7 Bylaws Director and Parliamentarian

The Bylaws Director shall be responsible for assisting the Secretary in the maintenance and comprehension of the Corporate Bylaws, all other NWSC documents, and for enforcing Roberts Rules of Order during all NWSC meetings.

5.5.8 Director

The Board may define this role according to the Board's needs for that year. The role will be the same duration as all other roles.

Section 5.6 Vacancies

5.6.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the death, resignation, or removal of any Board Member.

5.6.2 Removal

Any Board Member may be disqualified from serving and be removed upon:

- (a) Committing a material breach of his or her fiduciary duty.
- (b) Committing an act of moral turpitude.
- (c) Ceasing to have a child who is an active swimmer in the NWSC.

5.6.3 Resignations

Any Board Member may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of:

- (a) The date it is delivered or
- (b) The time specified in the written notice that the resignation is to become effective.

5.6.4 Filling Vacancies

If there is a vacancy on the Board, the unrepresented Member Club shall fill such vacancy by appointing a new Club Representative within 30 days of the vacancy. Until a Board vacancy is filled, the President of the Member Club Board shall serve or appoint a designated member from his/her team as the temporary Board representative for that Member Club.

Section 5.7 Fees and Compensation of Board Members

The Corporation shall not pay any compensation to Board Members or their relatives for services rendered to the Corporation, except that Board Members may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Section 5.8 Non-Liability of Board Members

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 5.9 Ex-Officio Board Members

The immediate past President of the Board, to the extent such person is not an elected Board Member, shall be an Ex Officio Member to the Board of Directors the following year. Ex Officio Members are entitled to attend and participate in meetings of the Board, but have no vote while in an Ex Officio Member capacity.

ARTICLE 6 CONDUCT OF BOARD BUSINESS

Section 6.1 Annual Meeting

Each year, the Board shall dedicate the Regular Meeting in September, or at a time and place fixed by the Board, for the purpose of the election of Officers and Directors.

Section 6.2 Regular Meetings

Regular monthly meetings shall be held on the second Wednesday of each month, or such other time as the Board may fix in the notice of such meeting, at such place as may be designated by the Board. A reminder notice will be sent out to the Board members with an agenda prior to the meeting.

Section 6.3 Special Meetings

Special meetings of the voting members for any purpose of purposes may be called at any time by the President, or by a majority of the directors, or upon written petition by at least twenty-five percent (25%) of the voting members.

Notice of any special meeting shall be given to each Board member entitled to vote thereat and to each Member Club Board President by electronic mail at the email address appearing on the books of the Corporation. Such notices shall be sent not less than 7 days and not more than 14 days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the nature of the business to be considered in such meeting.

- Section 6.4 Place of Meetings
Regular and special meetings of the Board may be held at any place within the circuit area that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board.
- 6.4.1 Meetings by Telephone or Similar Communication Equipment
Any meeting may be held by conference telephone or other communications equipment permitted by TBO Code, as long as all Directors participating in the meeting can communicate with one another and all other requirements of TBO Code are satisfied. All such Board Members shall be deemed to be present in person at such meeting.
- Section 6.5 Quorum and Action of the Board
- 6.5.1 Quorum
The presence of 50% of the voting Board Members plus one shall constitute a quorum for all business and voting.
- 6.5.2 Minimum Vote Requirements for Valid Board Action
Every act taken or decision made by a vote of the majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board Members from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.
- 6.5.3 When a Greater Vote Is Required for Valid Board Action
The following actions shall require a vote by ALL Member Clubs at the specified passage tally, in order to be effective:
- (a) Adding a New Member Club to the Corporation (75% passage tally)
 - (b) Adding a Provisional Member Club to the Corporation (66 2/3% passage tally)
 - (c) Adding an Exhibition Member Club to the Corporation (50% passage tally)
 - (d) Changing Swim Meet Operational Guidelines (55% passage tally)
 - (e) Changing these Bylaws (66 2/3% passage tally)
- Section 6.6 Adjournment
A majority of the Board Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- Section 6.7 Notice of Adjournment
Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Board Members who were not present at the time of the adjournment.
- Section 6.8 Conduct of Meetings
Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice President, or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Board Members present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Roberts Rules of Order insofar as Roberts Rules of Order are not inconsistent with or in conflict with these Bylaws.

Section 6.9 Action without Meeting
Urgent matters or issues that cannot wait until the next monthly Board meeting may be discussed electronically with all the members of the Board. For the purposes of this Section 6.9 only, "all members of the Board" shall constitute only authorized Board Members. If a motion is made and seconded and 75% of the Board Members vote within 72 hours, the result of the vote shall be considered valid.

Section 6.10 Calendar of Activities and Milestones
The Board shall maintain and execute to a Calendar of Activities and Milestones which shall serve as a working document to the activities and deadlines that must be followed to successfully transact Board business over the course of the calendar year as it relates to the management and execution of a successful competitive swim season.

ARTICLE 7 COMMITTEES

Section 7.1 Committees of Board Members
By a majority of the Board Members then in office, the Board may create Committee(s) each consisting of two or more Board Members, to serve at the discretion of the Board. Each Committee shall consist of no less than three (3) and no more than five (5) Board Members, unless otherwise noted in 7.2.

Section 7.2 Meetings and Action of Board Committees
The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules. Per Section 7.1 and the calendar noted in Section 6.10, the Board shall consider establishing the following committees to provide advice, oversight and guidance to the board on key decisions in the execution of the swim season: Typical committees that may be constituted on an annual basis include, but are not limited to:

- (1) Computer Representative Committee,
- (2) Disciplinary Committee,
- (3) Officials Training Committee (with Regular Season Meet Director as committee chairperson),
- (4) Coaching Committee (with Associate Regular Season Meet Director as committee chairperson),
- (5) Divisional Alignment Committee,
- (6) Invitational Committee (with Post-Season Meet Director as committee chairperson)

7.2.1 Computer Representative Committee
The Computer Representative Committee shall be formed every year and formally consist of a single computer representative from each Member Club, although a club may send more than one representative for educational purposes. The Computer Representative Committee shall act to align all teams on the process and procedures for accurately capturing swimmer results for all meets of the swim season. The Chairperson of the Computer Representative Committee shall be elected by the Computer Representative Committee and shall additionally serve as the lead computer operator and scorer for the Invitational Meet, unless otherwise directed by the Board.

7.2.2 Disciplinary Committee
The Disciplinary Committee shall be composed of the Vice-President, the President, and the Secretary, and shall be responsible for investigating all violations of the Code of Conduct as reported by a Member Club's Meet Director or Circuit Representative. The Chairperson of the Committee shall be the Vice-President.

7.2.3 Officials Training Committee
This Committee shall be responsible for defining the training methodology and schedule for training all officials in preparation for each swim season.

7.2.4 Coaches Committee
This Committee shall be responsible for providing circuit oversight and uniform direction to all head coaches as may be necessary from time to time.

7.2.5 Divisional Alignment Committee
This Committee shall be responsible for advising the board of recommended methods for structuring and aligning divisions for the next calendar year season.

7.2.6 Invitational Meet Committee
This Committee shall be responsible for advising the Board on all matters related to the smooth operation of the Invitational Meet. When composed of three Board Members, the Committee shall be composed of the Invitational Meet Director, the Associate Invitational Meet Director, and the Vice President. The Chairperson of the Computer Representative Committee, or a designee from that committee may serve in an Advisory role to the Invitational Meet Committee.

Section 7.3 Revocation of Delegated Authority
The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 7.4 Audit Committee
The Audit Committee shall be formed every year and composed of no fewer than three members. Individuals with check signing authority and their family members may not serve on the Audit Committee, nor may the outgoing or incoming treasurer. The Audit Committee shall be responsible for annual audits and financial reviews.

Section 7.5 Advisory Committees
The Board may create one or more advisory committees to serve as needed. Appointments to such advisory committees need not, but may, be Board Members.

ARTICLE 8 TRANSACTIONS BETWEEN CORPORATION AND BOARD MEMBERS

Section 8.1 Transactions with Board Members
The Corporation shall not be a party to any transaction:
(a) In which one or more of its Board Members has a material financial interest, or
(b) With any corporation, firm, association, or other entity in which one or more Board Members have a material financial interest.

ARTICLE 9 CORPORATE RECORDS AND REPORTS

Section 9.1 Meeting Minute Folder
The Corporation shall keep a minute folder in written form which shall contain a record of all actions by the Board or any committee including:
(a) The time, date and place of each meeting;
(b) Whether a meeting is regular or special and, if special, how called;
(c) The manner of giving notice of each meeting and a copy thereof;

- (d) The names of those present at each meeting of the Board or any Committee thereof;
- (e) The approved minutes of all meetings;
- (f) All written consents for action without a meeting;
- (g) All protests concerning lack of notice; and
- (h) Formal dissents from Board actions.

Section 9.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 9.3 Articles of Incorporation and Bylaws

The Corporation shall keep on a Board approved online storage site, an electronic copy of the Articles of Incorporation and Bylaws as amended to date. Original documents shall be kept with the Secretary.

Section 9.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep on a Board approved online storage site, an electronic copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 9.5 Annual Report; Statement of Certain Transactions

The Board shall present an annual report to the Board Members, as per the calendar noted in 6.10, containing the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities,
- (c) The revenue and expenses of the Corporation.

Section 9.6 Board Member's Rights of Inspection

Every Board Member shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE 10 DEDICATION OF ASSETS

Section 10.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to the execution of a competitive summer swim season. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Board Members, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

Section 10.2 Distribution of Assets upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the development of competitive swimmers in the Austin, Texas area and which has established its tax exempt status under Section 501(c) (3) of the Code.

ARTICLE 11 AMENDMENTS

Section 11.1 Amendment by Board Members

The Board may adopt, amend or repeal bylaws as outlined in 6.5.3.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **[Name of Corporation]**, a Texas nonprofit public benefit corporation; that these Bylaws, consisting of **[##]** pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at _____, Texas.

[NAME]
Secretary