

**BYLAWS OF THE FRANKLIN AREA SWIM TEAM, INC.**  
A NON-PROFIT CORPORATION

Revision 7, as amended through March 31, 2012  
Reviewed by Long Term Planning Committee May 2014 with no suggested changes

**ARTICLE I - CORPORATE NAME**

Section 1. The name of the Corporation shall be the Franklin Area Swim Team, Inc.

**ARTICLE II - PURPOSE**

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code") and other applicable federal and state laws. Notwithstanding any other provision of these bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Section 2. Subject to the foregoing, the Corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which non-profit Corporations may be incorporated under the Act of November 15, 1972 P.L. 1063, as amended, under the provisions of which the Corporation is incorporated.

Section 3. [NOTE: CONSIDER ALTERATION] The Corporation shall undertake such acts as it deems necessary to promote and develop swimming skills in the Franklin Regional School District area, with a special emphasis on organized competitive swimming for children 18 years and younger. This purpose shall be fulfilled in accordance with the bylaws, rules and regulations of Allegheny Mountain Swimming and United States Swimming, Inc. (USA Swimming). The Corporation shall at all times maintain itself as a member in good standing of USA Swimming.

### ARTICLE III - OFFICES

Section 1. The principal office of the Corporation shall be located in the Municipality of Murrysville, Westmoreland County, Pennsylvania.

Section 2. The Corporation shall have and continuously maintain in Pennsylvania a registered office as required by the Pennsylvania Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in Pennsylvania and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE IV - MEMBERSHIP

Section 1. Membership. For the purpose of these bylaws, one membership is assigned to one family group, which consists of one or more swimmers and the swimmers' parent(s) or guardian(s) who have remained in good standing with the Corporation and paid their required dues and fees, are in no way financially indebted to the Corporation, and have fulfilled their obligations to the Corporation. The parents or guardians in each membership family group are the members of the Corporation.

Section 2. Duties of Membership. All members shall support team functions as stipulated in the membership agreement and at other such times as requested. Each member shall be aware of team activities and functions (swim meets, fund-raisers, community activities and special meetings) and shall attend and actively support such functions. Swimmers must be current registered athletes of USA Swimming, and are responsible for payment of any associated dues or fees.

Section 3. Qualifications. Swimmer qualifications or requirements will be established by the Board of Directors in conjunction with the Head Coach at the beginning of the swim season. Swimmers from the previous year will be automatically offered positions for the current year provided that their fees are paid and other membership obligations to the Corporation are fulfilled. Membership from outside the Franklin Regional School District shall not exceed 12 families unless specifically approved by a two-thirds majority of the Board in office.

Section 4. Transfer of Membership. Membership in the Corporation is not assignable or transferable.

Section 5. Termination of Membership.

(a) Resignation: A member is deemed to have resigned from the Corporation if twelve (12) months have elapsed from its last registration and the member undertakes no effort to re-register and pay the required dues and fees when required by the Corporation.

(b) Disciplinary: The Board of Directors may, by affirmative vote of two-thirds of

the members of the Board, suspend or expel a member and/or swimmer for cause after an appropriate hearing in which it is determined that the member failed to a material and serious degree to observe the rules of conduct governing the Corporation or its parent organizations or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Corporation. Membership dues will be refunded, pro-rated on a monthly basis.

(c) **Default of payment or obligations:** In addition to suspending a member's privileges as provided in Article X, the Board of Directors may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who shall be in default in the payment of dues or default of obligations. Any dues paid are non-refundable.

## **ARTICLE V - DIRECTORS**

Section 1. **Number and eligibility.** The Board of Directors shall consist of not more than ten nor less than six members of the Corporation. The head coach shall be a non-voting member of the Board with a voice. Not more than one member of a family group may serve on the Board of Directors at the same time. No more than three (3) out-of-district members shall serve on the Board of Directors at any one time.

Section 2. **Tenure.** The term of office for all Directors shall be three (3) years. Terms shall be staggered, to the extent practicable, so that the terms of approximately one-third of the Directors expire each year. A Director may stand for re-election to a consecutive term or terms after completion of the initial term. The number of Directors serving consecutive terms at any one time shall be limited to no more than half of the Board seats. For the purpose of implementing the staggered expiration of one-third of the Directors' terms, the Board of Directors may, during the 2012-13 and 2013-14 seasons, establish seats for certain Directors containing terms of either one (1) year and two (2) years, as the Board of Directors deem necessary to effectuate this section. At the Annual Meeting of Members, the Board of Directors shall specify which seats contain terms of less than three (3) years prior to soliciting nominations and conducting a vote to fill those positions.

Section 3. **Duties of the Board of Directors.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall determine the policies, approve the budget and the financial statement, conduct the affairs of the organization, supervise the work of all committees, and hire all necessary personnel. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to directors of Pennsylvania non-profit Corporations acting as a Board.

Section 4. **Regular Meetings.** Regular meetings of the Board of Directors shall be held monthly during the winter swim season at such time and place as the Board of Directors shall designate.

Section 5. Annual Meeting. The Annual Meeting of the Board of Directors shall be held annually during the calendar year at such time and place as the Board of Directors shall designate in the notice of the meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two officers or directors of the Corporation. The officers or directors calling a special meeting may fix the place and time for the special meeting.

Section 7. Notice of Meetings. Written, electronic or personal notice of every meeting of the Board shall be given at least three (3) days before the scheduled date of the meeting to each director of the Corporation. Any director may waive notice of any special meeting.

Section 8. Quorum. A quorum for the transaction of business at any Regular or Special Meeting of the Board shall consist of a majority of members of the Board of Directors in office. If less than that number of members is present, a majority of those Directors present may adjourn the meeting without further notice. The acts of a majority of Directors present and eligible to vote at a Board meeting shall be the acts of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 9. Actions without Meetings. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if the consent or consents, in writing or by electronic means, setting forth the action so taken shall be signed or acknowledged by at least a majority of all Directors in office, and shall be filed with the Secretary of the Corporation.

Section 10. Conduct of Proceedings. Except where inconsistent with law or these bylaws, corporate proceedings shall be governed by the latest edition of Robert's Rules of Order.

Section 11. Open and Closed Meetings. All meetings of the Board shall be open to the general membership except those meetings, which at the sole discretion of the Board, involve discussions of personal, personnel or other matters inappropriate for open discussion.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors by appointment until the next Annual Meeting of Members at which time an election will be held. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 13. Removal of Directors. Any director elected may be removed by (1) a two-thirds majority of the remaining Board which is not a party to the action whenever, in its judgment, the best interests of the Corporation would be served thereby, or (2) a two-thirds majority of the votes that may be cast by the membership at any legally constituted Regular or Special Meeting of Members.

Section 14. Reinstatement of Directors. Any director removed by the Board may appeal to the general membership at the next Annual or Special Meeting of Members and may be sustained by a

majority of the votes that may be cast by the membership at such Meeting.

Section 15. Compensation. No officer or director shall be entitled to any compensation for services rendered as an officer or director, but each of said persons may be reimbursed for any expenses incurred on behalf of the Corporation if said reimbursement is approved by the Board.

Section 16. Election of Directors. Nominations and elections of members to serve as directors shall take place at the Annual Meeting of Members. The Board may form a nominating committee to search for candidates for directors' positions, and these candidates shall be presented to the Members for nomination. Candidates may also be nominated from the floor at the Annual Meeting of Members.

## **ARTICLE VI - OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, a President-Elect, a Vice- President, a Secretary, and a Treasurer. The Board of Directors may elect or appoint other officers or directors as it shall deem desirable provided that the total membership of the Board does not exceed that specified in Article VI of these bylaws.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected.

Section 3. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board of Directors and at all Meetings of Members. The President shall prepare and negotiate personnel contracts and present such contracts to the Board for approval. He or she shall be a non-voting member of all task forces of the Corporation. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. President-Elect. The President-Elect shall assume the office of President at the time of a vacancy in the office of the President, or upon the expiration of the term of the President. During the absence or disability of the President, or in the event of the President's inability or refusal to act, the President-Elect shall exercise all the functions of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President. He or she shall be a non-voting member of all task forces of the Corporation. The President-Elect shall have such power and discharge such duties as may be assigned to him/her from time to time by the Board of Directors, and will generally assist the President.

Section 5. Vice President. The Vice President shall perform the duties as from time to time

may be assigned to him by the President or the Board of Directors. During the absence or disability of the President-Elect, the Vice President shall fulfill the duties of the President-Elect.

Section 6. Treasurer. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. He or she shall disburse such funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at each Regular Meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such and with such surety or sureties as the Board of Directors shall determine.

Section 7. Secretary. The Secretary shall act as clerk of all sessions of the Board, and record all votes of the Corporation and the minutes of all its transactions in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all Meetings of the Board of Directors, and shall perform other such duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall maintain current membership rosters with post office addresses and telephone numbers of members.

## **ARTICLE VII - MEETINGS OF MEMBERS**

Section 1. Annual Meeting. The Annual Meeting of Members shall be held in the month of March or April each year at such time and place as the Board of Directors shall designate in the notice of the meeting. The purpose of the Annual Meeting of Members is that of electing Directors and for the transactions of such other business as may come before the membership.

Section 2. Special Meetings. Special meetings of members may be called by the President, a majority of the Board of Directors in office, or not less than one-tenth the members having voting rights. The time and place of such meetings shall be selected by those calling the meeting. Notice of a Special Meeting of Members shall be given, in writing or by electronic means, at least seven (7) days before the scheduled date of the meeting to all members of the Corporation.

Section 3. Quorum. The members holding at least fifteen percent (15%) of the votes which are held by the members of the Corporation shall constitute a quorum at any Annual or Special Meeting of Members. If a quorum is not present at any Meeting of Members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4. Proxies. No member is entitled to vote by proxy.

Section 5. Eligibility to Vote. The members eligible to vote shall be those members in good standing as provided in Article IV. There shall only be one (1) vote per family group for voting members.

Such vote shall only be exercised by an adult and, in the event such adults fail to agree how such vote should be cast, then the vote shall be disallowed.

Section 6. Manner of Casting Votes. Voting may be by voice or ballot, provided that any election of directors may be by ballot if demanded by any voting member before the voting begins. Unless otherwise specified, any actions called to a vote of the members shall be determined by the vote of a majority of the voting members represented at the meeting.

#### **ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer, officers, agent or agents of the Corporation, in addition to the officer so authorized by these bylaws, 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 specific instances.

Section 2. Checks. Drafts. etc. All checks, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequest or device for the general purpose or for any special purpose of the Corporation.

Section 5. Audits. The Board of Directors may authorize each year an audit of the financial records and authorized payments of expenditures. The membership may require an audit of these same financial records and authorized payments of expenditures by a majority of the votes that may be cast at any legally constituted Annual or Special Meeting of Members.

#### **ARTICLE IX- BOOKS AND RECORDS**

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office, a record giving the names and addresses of the members entitled to vote. Books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper

purpose at any reasonable time. All books and records are subject to an annual audit as required by law.

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March the following year.

#### **ARTICLE X - DUES AND/OR FEES**

Section 1. Dues. Each member must pay, as determined by and within the time and on the conditions set by the Board of Directors, seasonal dues (to the extent of their registered participation) and other registration fees imposed by the Corporation in such amounts to be fixed from time to time by the Board of Directors in accordance with the financial obligations of this Corporation. The dues will be payable prior to that swimmer being accepted onto the team, with the exact date being set by the Board of Directors.

Section 2. Additional Fees. Other fees, such as meet entry fees, will be collected as they occur. Additional fees will be payable at such time as determined by the Board of Directors. From time to time, the Board of Directors may decide to offer additional programs which may require additional fees if a swimmer chooses to participate.

Section 3. Default and Termination of Membership. Failure to comply with Article X, Sections 1 and 2, will result in suspension of active membership until all financial obligations are satisfied.

Section 4. Gain or Profit. This Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The Board may elect to establish and fund a Reserve Account for the purposes of financing future equipment purchases, investing in facilities or addressing emergencies or contingencies. Funds in the Reserve Account, if any, shall not be considered a gain or profit.

#### **ARTICLE XI – BOARD COMMITTEES**

Section 1. Executive Committee. The Executive Committee is a subcommittee of the Board of Directors and it shall manage and control the affairs and business of the Corporation at such times that the Board is not meeting. The Executive Committee shall consist of the President, the President-Elect, the Vice-President, and the Treasurer. The Executive Committee shall be subject to the orders of the Board of Directors. The Executive Committee shall keep a written record of all actions taken by it and shall report such actions to the Board of Directors at the next regular meeting of the Board of Directors.

Section 2. Ad Hoc Committees. Ad Hoc committees may be appointed by the President for investigation, study, and recommendation within particular areas of concern. An ad hoc task force shall be dissolved upon the completion of its duties or upon the expiration of the term of the President who appointed it, whichever comes first.

Section 3. Committee Members. The President shall appoint the members and chairs of all committees. The President may appoint persons who are not members of the Board of Directors to any committee, but such persons may not serve as chair of any committee except upon approval of a majority of the Board of Directors. Except as otherwise provided in these bylaws, the President shall serve as an ex-officio member of all committees.

## **ARTICLE XII - GRIEVANCES**

Section 1. Settlement of Grievances. In the event of a dispute or disagreement between a member of the Corporation and the coaching staff or an individual coach regarding the discipline or ethics used by the coaching staff in the conduct of practice or other team activity, the following grievance procedure shall be used:

(a) One of the parties involved in the grievance, either the member or the coach, shall notify the President in writing that he or she desires a hearing before the Grievance Committee.

(b) The Board of Directors shall appoint a Grievance Committee consisting of three members of the Corporation, at least two of which have swimmers in the same age group as the member involved in the grievance. One of the appointed members shall be designated Grievance Committee Chairman by the Board.

(c) The Grievance Committee Chairman shall call a hearing of the Grievance Committee to be held within 30 days of the receipt of the written request for a hearing. Each party to the grievance shall be notified of the time and place of the hearing and each shall be entitled to attend to present his or her side of the grievance.

(d) At the hearing, the Grievance Committee shall hear both sides of the grievance and shall make every effort to conciliate and arbitrate any apparent misunderstanding which gave rise to the grievance.

(e) After due deliberation, the Grievance Committee shall make a recommendation to the Board of Directors as to whether or not the grievance was well-founded, and what action should be taken if the grievance was not settled by conciliation and arbitration.

(f) The Board shall consider the grievance at its next Regular Meeting, in a closed Board session, and decide whether to sustain or overrule the grievance in the event that conciliation and arbitration were not successful.

### **ARTICLE XIII - WAIVER OF NOTICE**

Section 1. Whenever any notice is required to be given under the provisions of the Pennsylvania Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or by the bylaws of the Corporation, a waiver thereof sent in writing or by electronic means, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XIV - AMENDMENTS TO THE BYLAWS**

Section 1. Amendments to Bylaws. These bylaws may be altered, amended or repealed, or new bylaws may be adopted on any subject, by a majority of the votes that may be cast by the membership at any legally constituted Annual or Special Meeting of Members.

Section 2. Notice. Notice of the proposed changes in these bylaws must be made at least thirty (30) days prior to the ballot. Notice may be sent in writing or by electronic means, or presentation of proposed changes at a previous membership meeting may constitute effective notice.

### **ARTICLE XV - LIMITED LIABILITY OF DIRECTORS**

Section 1. Personal Liability of Directors.

(a) A director shall not be personally liable, as such, for monetary damages for any action taken unless:

(1) the director has breached or failed to perform the duties of his or her office under Section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); and

(2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) Paragraph (a) shall not apply to:

(1) the responsibility or liability of a director pursuant to any criminal statute, or

(2) the liability of a director for the payment of taxes pursuant to Federal, State or local law.

**ARTICLE XVI - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED  
REPRESENTATIVES**

Section 1.     Scope of indemnification.

(a)     General rule. The Corporation shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:

(1)     where the indemnification is expressly prohibited by applicable law;

(2)     where the conduct of the indemnified representative has been finally determined pursuant to Section 14.06 or otherwise:

(i)     to constitute willful misconduct or recklessness within the meaning of 15 Pa.C.S. § 1746(b) or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or

(ii)    to be based upon or attributable to the receipt by the indemnified representative from the Corporation of a personal benefit to which the indemnified representative is not legally entitled; or

(3)     to the extent the indemnification has been finally determined in a final adjudication pursuant to Section 14.06 to be otherwise unlawful.

(b)     Partial payment. -- If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the Corporation shall indemnify the indemnified representative to the maximum extent for such portion of the liabilities.

(c)     Presumption. -- The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the indemnified representative is not entitled to indemnification.

(d)     Definitions. -- For purposes of this Article:

(1)     "indemnified capacity" means any and all past, present and future service by an indemnified representative in one or more capacities as a director, officer, employee or agent of the Corporation, or, at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2)     "indemnified representative" means any and all directors and officers of the Corporation and any other person designated as an indemnified representative by

the Board of directors of the Corporation (which may, but need not, include any person serving at the request of the Corporation, as a director, officer, employee, agent, fiduciary or trustee of another Corporation, partnership, joint venture, trust, employee benefit plan or any other entity or enterprise);

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost of expense, of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the Corporation, a class of its security holders or otherwise.

#### **ARTICLE XVII – CONFLICT OF INTEREST**

Section 1. Conflicts of Interest. A conflict of interest may exist when the interests or activities of any Director, officer, agent, or staff member may be seen as competing with the interests or activities of the Corporation, or the Directors, officer, agent, or staff member derives a financial or other material gain as a result of a direct or indirect relationship. All Directors shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Director shall vote on any matter in which he or she has a conflict of interest at any meeting of the Board of Directors or any committee.

