

BY-LAWS OF THE CINCINNATI MARLINS, INC.

(Revised 3.18.13)

1.0 INCORPORATION

The Cincinnati Marlins, Inc., herein called The Marlins, is incorporated in the State of Ohio under The Ohio Non-Profit Corporation Code to qualify as an exempt organization and shall be managed at all time in such a manner to qualify The Marlins for such exemption. The Marlins shall not be operated for monetary gain or profit and shall have no capital stock or stockholders.

2.0 PURPOSE

The purpose of The Marlins is educational, namely to teach swimming skills and to create an environment to allow each swimmer to achieve their individual potential.

3.0 MANAGEMENT

The Marlins shall be managed by a Board of Directors, herein called The Board, acting in accordance with these By-Laws.

3.1 GENERAL POWERS

The Board shall have the control and management of the business, funds, and property of The Marlins and may adopt and enforce resolutions or policies, consistent with these Bylaws in order to do so. Policies will be outlined in the Marlins Handbook and the Board shall edit the policies and handbook as needed.

3.2 BOARD COMPOSITION

The Board shall consist of not less than nine (9) nor more than thirteen (13) Directors. Each Director shall have a specific Chair responsibility for the Marlins. Examples are Membership, Facilities, Sponsors, etc. Each practice location will be represented by a "Site Rep" who will be the spokesperson for their practice location. One of the Site Reps will act as Membership Chair. In addition, the Head Coach/CEO shall be an ex-officio member of The Board. All Directors on the Board, other than the Head Coach/CEO, shall work in a volunteer capacity and shall receive no payment or membership discount for their work on the Board.

3.3 TERMS OF OFFICE

Each Director shall hold office for a period of three (3) years or until earlier resignation, removal from office, or death. Incumbent Board members' terms shall be staggered so that no more than four (4) Board members' terms expire at the same time. No elected Board member may serve more than two (2) consecutive elected terms. Retired Board members may be elected or appointed again after a minimum of a one (1) year absence from the Board.

3.4 NOMINATION PROCEDURES FOR BOARD MEMBERSHIP

Potential candidates for a three (3) year term on The Board shall be nominated by a Nominating Committee named by the The Board. Any Marlins member, in good standing, who desires his or her name to be placed on the ballot for election to The Board may do so by submitting a petition with the signatures of at least ten (10) members, also in good standing, to the Nominating Committee Chairperson within ten (10) days after publication to the general membership of the Nominating Committee's slate of nominees.

3.5 FILLING UNEXPIRED BOARD VACANCIES

Should a vacancy occur on The Board for reasons other than normal expiration of term, the President may, with the approval of a majority of the remaining Board members, appoint a person to fill the unexpired term. An appointed Board member is eligible for two (2) more full terms after completing the term they were appointed into.

3.6 ELECTION OF DIRECTORS

Candidates for a three (3) year term who have met the qualifications of paragraph 3.4 of these By-Laws, shall be elected through a balloting process by the general membership at a meeting of the membership for that purpose. Elections for the Board of Directors shall take place at the annual meeting of the membership in March of each year. Current Board terms will expire the day of the April Board meeting. Newly elected Directors shall begin their terms at the April meeting.

3.7 REMOVAL FROM THE BOARD

Any Director on The Board may be removed from The Board by a two-thirds (2/3) vote of Board members.

3.8 OFFICERS

The Board of Directors shall elect from its membership the following officers: a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The Board shall elect these officers at the April meeting. Officers terms begin immediately after the April meeting election.

3.9 DUTIES OF OFFICERS

President: The President shall preside at all meetings of The Board and members and shall direct all activities of the Marlins except the instruction of swimmers.

Vice-President: The Vice-President shall perform all duties of the President in case of the latter's absence or disability as well as any other duties assigned by the President.

Secretary: The Secretary shall properly and accurately record all minutes of meetings, maintain all official records of the Marlins and any other such matters as deemed necessary.

Treasurer: The Treasurer shall directly receive bank statements and all other statements of financial assets of The Marlins and the funds shall be disbursed under the direction of and to the satisfaction of the Board of Directors. The Treasurer shall render a profit & loss statement

to The Board at each meeting of The Board and at any other time that may be reasonably requested by The Board. Books and financial records of The Marlins shall be open for inspection and examination by The Board or its appointed representative at all times.

3.10 SURRENDERING OFFICIAL RECORDS

Any member of The Board who relinquishes their position on The Board, for any reason is required to immediately deliver all records, books, papers, and property of The Marlins to the President.

4.0 MEMBERSHIP

The benefits and services of The Marlins shall be made available to any person who desires to participate in the program and agrees to abide by applicable rules and regulations. Applications are subject to Board approval and swimmers 17 years of age or younger must submit an application signed by the swimmer's parent(s) and/or legal guardian(s).

4.1 MEMBERSHIP VOTING PRIVILEGES

Each member family in good standing, is entitled to one vote on any Marlins business subject open to a general membership vote. Voting members are required to be actively registered in a Marlins year-round swimming program.

4.2 MEMBERSHIP TERMINATION

Each member who fails to meet the obligations of The Marlins, financial or otherwise, and/or conducts themselves in a manner which in the opinion of the Head Coach or The Board is detrimental to the mission, values and goals of The Marlins is subject to membership termination.

4.2.1 TERMINATION HEARING

Any member subject to membership termination will be so notified and given an opportunity for a hearing at a Board meeting to discuss the pertinent issue.

4.2.2 MEMBERSHIP TERMINATION AUTHORITY

Any membership termination requires a two-thirds (2/3) vote of The Board.

5.0 DUES

The Board shall establish a schedule of dues for the members and shall set forth the date on which said dues are payable.

5.1 DUES REFUNDS OR RELEASE OF OBLIGATION

There shall be no refund of dues or release of obligation to pay dues without the approval of The Board.

5.2 DUES DELINQUENCY

Members who are delinquent in the scheduled payment of their dues shall either lose all rights and privileges of The Marlins or cause their endorsed swimmer(s) to lose said rights until said obligations are met.

6.0 AFFILIATE MEMBERSHIPS

The Marlins shall maintain membership in Ohio Swimming, Inc. and United States Swimming, Inc. and shall abide by all rules and regulations of both organizations.

7.0 DISSOLUTION

In the event of dissolution of The Marlins, either voluntary or involuntary, the assets of said organization shall be used at the direction of The Board for further education and training in the field of swimming.

8.0 ANNUAL OR SPECIAL MEMBERSHIP MEETINGS

The annual meeting of membership will be conducted in March of each year. Special membership meetings, at the direction of The Board, may be called periodically throughout the year. Adequate notification must be given to the members at a reasonable time prior.

9.0 BOARD OF DIRECTORS MEETINGS

The Board of Directors shall hold a minimum of ten monthly meetings during each fiscal year.

10.0 MEETING QUORUMS

A quorum for any official Board meeting shall consist of a majority of the existing Board members. A quorum for any official general membership meeting shall consist of those members in good standing present at that meeting.

11.0 PARLIAMENTARY AUTHORITY

The current edition of Roberts Revised Rules of Order shall be the parliamentary authority for all meetings except where in case of a conflict with these By-Laws, the By-Laws take precedence.

12.0 BY-LAW AMENDMENTS

The By-Laws shall be amended by a vote of two-thirds (2/3) of the members in good standing who are in attendance at a meeting scheduled for the purpose of voting upon such amendments. Any proposed amendment shall be submitted to the membership in writing, a minimum of thirty (30) days prior to the membership meeting called for the purpose of voting upon any amendment. Any such meetings shall either be convened at the direction of the Board of Directors or by a notice in writing signed by at least two-thirds (2/3) of the members in good standing by of the Cincinnati Marlins.

13.0 COMMITTEES

The Board shall establish an Executive Committee composed of the elected Officers empowered to make recommendations to The Board. The Executive Committee of The Board may establish sub-committees to assist in the operation of The Marlins.