

**BYLAWS  
OF  
IRVINE SWIM LEAGUE, INC.**

A California Nonprofit Public Benefit Corporation  
December 5, 2018

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**ARTICLE 1**  
CORPORATION NAME AND LOCATION OF OFFICES

**Section 1.1. Corporation Name.** The name of this corporation is Irvine Swim League, Inc. It is a California nonprofit public benefit corporation.

**Section 1.2. Location of Offices.** Irvine Swim League, Inc. shall hold its principal offices at 5319 University Drive #302, Irvine, California 92612.

**ARTICLE 2**  
PURPOSE

**Section 2.1. General Purpose.** The Irvine Swim League, Inc. is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law. The corporation is organized exclusively for charitable and educational purposes, and to foster amateur sports competition, all within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provisions 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 the corporation, and the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from general income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law.

**Section 2.2. Specific Purpose.** The corporation is organized and operated exclusively for providing the various Irvine homeowner association/subdivision swim teams and the Irvine Swim League city swim teams with the opportunity to join an ongoing and well organized summer swim league, and substantially all of its activities are for pleasure, recreational and other nonprofit purposes, including recreational competitive swimming for children in the Irvine community who meet the eligibility requirements.

**ARTICLE 3**  
PHILOSOPHY

**Section 3.1. Philosophy.** The philosophy of the Irvine Swim League is to promote neighborhood and city-wide swim teams through a formal ongoing organization. This should provide the type of individual competition that has, as its primary goal, the safe teaching of swimming with proper strokes, and the improvement of each swimmer's self-esteem through the improvement in one's individual performance. This should also promote sportsmanship and promote improved relationships between swimmers, parents, and neighborhoods throughout the City.

As a secondary goal, used to provide some motivation to each swimmer as a member of a team, the Irvine Swim League provides friendly and healthy team competition.

#### **ARTICLE 4** DEFINITIONS

**Section 4.1. Executive Board of Directors.** The Executive Board of Directors (also referred to as the “Executive Board”, or individually as “Directors”) shall govern the day to day activities of the corporation. The Executive Board shall be governed in accordance with all duties, rights, powers, and obligations as defined by Article 5 of these Bylaws.

**Section 4.2. Member Swim Teams.** The Member Swim Teams are teams which have been accepted and Chartered by the Executive Board in accordance with Article 6 of these Bylaws.

**Section 4.3. League Director.** The League Director refers to the employee hired by the Irvine Swim League to run the day to day operations of the league. The League Director is an ex-officio member of the Executive Board, the Member Swim Teams, and all committees. The League Director does not, however, have voting rights on any board or committee. The League Director is also exempt from any qualifications listed in these Bylaws for membership on any board or committee.

**Section 4.4. Quorum.** For the purpose of holding official meetings of either the Executive Board of Directors, or the Member Swim Teams, or for the purpose of holding any official vote, a “quorum” is required, which shall be defined as the majority, in person or by proxy, or by properly submitted absentee ballot, of either the Executive Board members, or the Member Swim Teams respectively. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Public Benefit Corporation Law may provide, the act or decision done or made by a majority present, including all absentee ballots properly submitted, at a meeting duly held, at which a quorum is present, shall be the act of record.

**Section 4.5. Majority.** For the purpose of tallying either attendance (for quorum) or votes, if the term “majority” is stated, majority shall be defined as “fifty percent (50%) plus one (1).”

**Section 4.6. Good Standing.** The term “good standing” shall mean any Member Swim Team, parent/guardian, or swimmer who is current with the payment of all dues, is absent any current or ongoing investigation, disciplinary action, or penalty, and has not engaged in conduct that is inconsistent with the principles and philosophies of the Irvine Swim League, and (in the case of Member Swim Teams) is current with the filing of all required reports to the League and has not acted in a manner inconsistent with the principles and philosophies of the Irvine Swim League.

#### **ARTICLE 5** EXECUTIVE BOARD OF DIRECTORS

**Section 5.1. General Purpose.** The Executive Board of Directors shall serve as the official Directors of the corporation. The Executive Board shall govern the day to day activities of the corporation. The Executive Board shall be comprised of the President, Treasurer, Secretary, Commissioner of Officials, Championships Chairman, and members at-large. Each member of the Executive Board may hold only one position (President, Treasurer, Secretary, Commissioner of Officials, Championships Chairman, or At-Large) at any given time, and all Directors shall have one (1) vote for the purpose of any vote or decision making action. The Executive Board shall have powers as outlined in Section 5.3, and shall be elected in accordance with Section 5.4 of these Bylaws. Minutes shall be kept of each meeting of the Executive Board and filed with the Secretary of the corporation, as prescribed in Section 5.2.3.

**Section 5.2. Officers.** The officers of the Executive Board and duties thereof shall be as follows:

**5.2.1. President.** The President shall be the Chief Executive Officer of the corporation and shall have general supervision, control, and direction of the activities, affairs, and Officers of the corporation. The President shall preside over all meetings of the Executive Board and Member Swim Teams. The President shall also be an ex-officio member of the Member Swim Teams, and all standing committees. The President shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other duties and powers as may be prescribed by the Bylaws.

**5.2.2. Treasurer.** The Treasurer shall be the Chief Financial Officer of the corporation and shall, either personally or by delegation to another officer or employee of the corporation: a) have charge and custody of, and be responsible for, all funds of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories designated by the Executive Board; b) receive, and give receipt for, monies due and payable to the corporation from any source whatsoever; c) disburse or cause to be disbursed the funds of the corporation as may be directed by the Executive Board through the approved budget, taking proper documentation of such disbursements; d) keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, and ensure all accounts are regularly reconciled appropriately; e) provide, at all reasonable times, the books of account and financial records to any member of the Executive Board or Member Swim Team on request thereof; f) render to the Executive Board, whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the corporation; g) prepare, or cause to be prepared, and certify the monthly and annual financial statements to be provided to the Executive Board; h) prepare, or cause to be prepared, a budget for the current season for review by the Executive Board by the February meeting of the Executive Board each year; i) prepare, or cause to be prepared, the annual tax returns and any other required filings; j) prepare, or

cause to be prepared, the regular payroll for all employees; and, k) have other powers and perform other duties as may be prescribed by the Executive Board. The Treasurer may elect, at his or her discretion, to delegate any of the above duties to the League Director.

**5.2.3. Secretary.** The Secretary shall keep, or cause to be kept, a Book of Minutes at the office or other place as the Executive Board may order, of all meetings of the Executive Board, Member Swim Teams, or various committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at all meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Board, Member Swim Teams, or various committees, required by these Bylaws or by law to be given, shall keep, or shall cause to be kept, the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Executive Board. The Secretary shall keep, or cause to be kept, at the office of the corporation, a membership register, or a duplicated membership register, showing the names of all Executive Board Members and their addresses.

**5.2.4. Commissioner of Officials.** The Commissioner of Officials shall be responsible for holding the annual training course for officials. The Commissioner of Officials shall also make recommendations, from time to time, to the league for changes in swimmer disqualification protocol, and other various rules as they relate to officiating. Such rule changes, however, shall be decided by vote of the Member Swim Teams as outlined in Section 8.2 of these Bylaws.

**5.2.5. Championships Chairman.** The Championships Chairman shall be responsible for working with the League Director to ensure the efficient and timely running of the League Championship Meet. The Championships Chairman shall be responsible for the running of the yearly meeting of the Championships Committee meeting. The direct duties of the Championships Chairman on the day of the Championship Meet shall be decided on a yearly basis between the Championships Chairman and the League Director.

**5.2.6. Members At-Large.** There may be up to four (4) members at-large elected to the Executive Board at any one time.

**Section 5.3. Powers.** Subject to limitations of the Articles and these Bylaws, and of pertinent restrictions of the Corporations Code of the State of California, all of the activities and affairs of the corporation shall be exercised by or under the direction of the Executive Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is expressly

declared that the Executive Board of Directors shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all of the agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require, from these agents and employees, security for faithful service.
- (b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation's Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal, and to alter the form of the seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (e) To consider and rule upon requests for exemptions to any rule or regulation, including, but not limited to, residency, detachment from Club teams, and eligibility. Any such exemption shall require a majority vote of the Executive Board members present, providing quorum has been met, at any meeting of the Executive Board for approval. The ruling of the Executive Board on an exemption request is final.
- (f) To approve or deny any request by an individual to join a board, or enter into any position of authority or leadership, of a Member Swim Team.
- (g) To open an investigation into any allegation of wrong-doing, unethical or other behavior that is contrary to the principles of the Irvine Swim League, rules violations, or improprieties of any kind by any individual associated with the Irvine Swim League, including employees, coaches, parents, swimmers, or any members of a Member Swim Team board. The Executive Board shall also have the ability to reprimand, impose sanctions, impose probationary periods, suspend, or expel any individual based upon the findings of an investigation of this nature. Any such action requires a majority approval of the Directors.

**Section 5.4. Number of Directors.** The authorized number of Directors of the corporation shall not be less than five (5), nor more than nine (9). The Executive Board should, when possible, strive have an odd number of Directors, though an even number shall be acceptable when necessary.

**Section 5.5. Election and Tenure of Office.** Election of the Executive Board of Directors shall take place once a year at the Annual Meeting of the Member Swim Teams, typically held each September. Each Member Swim Team shall be given one (1) vote per team for each of the Executive Board positions. The election of Directors shall take place via anonymous ballot, which shall be tallied by the Secretary. Results of the election of Directors shall be stated verbally at the conclusion of the annual meeting of the Member Swim Teams, and shall be recorded in the minutes of the meeting. Each Director shall serve for a period of one (1) year, marked by the Annual Meeting of the Member Swim Teams, and shall serve until a successor has been qualified and elected.

**Section 5.6. Qualifications.** Each member of the Executive Board of Directors shall have served in some capacity on the board of an individual Member Swim Team within the preceding three (3) years. Additionally, each member of the Executive Board shall have at least one (1) child still eligible and on the active roster of a Member Swim Team. All Executive Board members, and all candidates for office on the Executive Board, must remain in good standing at all times.

**Section 5.7. Subordinate Officers.** The Executive Board of Directors may appoint, and the President may appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws, or as the Executive Board may from time to time determine.

**Section 5.8. Removal of Directors.** The Executive Board of Directors may declare vacant the office of a Director who has been determined to have engaged in conduct inconsistent with the philosophies of the Irvine Swim League, is unable to fulfill their duties as a Director, or has been found to have breached his/her duty to the corporation. A Director may also be removed from office if any of the following has been found to have occurred:

- (a) A conflict of interest is found to exist between the Director and the corporation.
- (b) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.
- (c) The Director is found to be willfully engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully or on a repeated basis.

- (d) A majority of the Directors determined that the Director has not continued to meet these qualifications.

Before removal occurs, the Director shall be advised of the allegation and the basis for the allegation, and will be given an opportunity to present any contrary evidence or explanation he or she may have to the Executive Board of Directors. Removal must be by a majority of all of the Directors, not including the Director in question, who shall not vote.

**Section 5.9. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur, and not on an annual basis.

**Section 5.10. Resignation of Directors.** Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the Director is a party, by giving written notice to the Executive Board of Directors, or to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.11. Inability to Act.** In the case of absence or inability to act of any officer of the corporation, and of any person herein authorized to act in his or her place, the Executive Board of Directors may from time to time delegate the powers or duties of the officer to any other officer or member of the Executive Board of Directors whom the President may select.

**Section 5.12. Place of Meetings.** Notwithstanding anything to the contrary provided by these Bylaws, any meeting (whether regular, annual, special, or adjourned) of the Executive Board of Directors of the corporation may be held at any place within California which has been designated for that purpose by the Executive Board of Directors.

**Section 5.13. Regular Meetings.** Regular meetings of the Executive Board of Directors shall be held on a regular basis on a date and at a place designated by the Executive Board of Directors.

**Section 5.14. Special Meetings.** Special meetings of the Executive Board of Directors may be called at any time by order of the President, the Secretary, or two or more of the Directors.

**Section 5.15. Notice of Special Meetings.** Special meetings of the Executive Board of Directors shall be held with two (2) days notice given personally, by telephone, or by any technology designed to record and communicate messages, including email, text message, or other electronic means. This notice shall be delivered to each Director. In the event of an emergency Special Meeting, one (1) day notice shall be given, provided the President is also in agreement that an emergency special meeting is necessary. Notice of any meeting of the Board of Directors shall specify the place, the day, and the hour of the meeting and the general nature of the business to be transacted.

**Section 5.16. Waiver of Notice.** Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of meetings of the Executive Board.

**Section 5.17. Adjournment.** A majority of the Executive Board of Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of the adjourned meeting shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**Section 5.18. Action Without Meeting.** Any action required or permitted to be taken by the Executive Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing or via email to the action. The consent or consensus shall have the same effect as a unanimous vote of the Executive Board of Directors, and shall be filed with the minutes of proceedings of the Executive Board of Directors.

**Section 5.19. Absentee Ballots.** Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular, annual, special, or adjourned meeting of the Executive Board of Directors. These ballots may be used by Directors who are unable to attend and who request an absentee ballot from the Secretary in advance of the meeting.

**Section 5.20. Rights of Inspection.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind related to either the corporation itself, or any Member Swim Team, and to inspect the physical properties thereof, for the purpose reasonably related to the person's interest as a Director.

**Section 5.21. Committees.** The Executive Board of Directors or the President shall appoint various standing and other temporary committees as needed to conduct the business and activities of the corporation. The committees shall have the powers as may be expressly delegated to them by these Bylaws, by delegation of the President, or by resolution of the Executive Board, with the exception of any action for which the California Nonprofits Public Benefit Corporation Law requires the approval of the Member Swim Teams including, but not limited to, the filling or election of the Executive Board, the amendment or repeal of the Bylaws or adoption of new Bylaws, the amendment or repeal of any resolution of the Executive Board by which its express terms is not so amendable or repealable, or the appeal of any self-dealing transaction, as these self-dealing transactions are defined in Corporations Code Section 7233(a). The Executive Board or the President shall have the power to prescribe the manner in which proceedings shall be conducted. Unless the Executive Board or the President shall otherwise prescribe, the regular and special meetings and other actions of any committee shall be governed by the provisions of this Article applicable to meetings and actions of the Executive

Board. Minutes shall be kept of each meeting of each committee and filed with the Secretary of the corporation. Upon formation, each committee shall remain in existence until terminated by the Executive Board or the President.

**Section 5.22. Standing Committees.** The standing committees of the corporation, as may be changed from time to time by the Executive Board or the President, shall be:

**5.22.1. Championships Committee.** The Championships Committee shall be comprised of at least one (1) representative of each Member Swim Team. The representative may be any individual the Member Swim Team designates, provided that individual has at least one (1) child currently enrolled on the Member Swim Team in question. The committee shall be responsible for working with the Executive Director and the Championships Chairman on the planning, staging, and coordination of the volunteers and obligations of each Member Swim Team at the annual Championships Meet, held at the conclusion of each season.

**5.22.2. Rules Committee.** The Rules Committee shall be responsible for the annual review of the Rules, and for proposing revisions to the Member Swim Teams. Membership on the Rules Committee is open to any representative of the Member Swim Teams. The Rules Committee shall meet once a year in July and the Secretary of the corporation shall prepare for the Member Swim Teams a report of the proposed and properly endorsed revisions to be voted upon at the Annual Meeting of the Member Swim Teams in September. The Rules Committee shall submit all such proposed and endorsed revisions to the Rules in accordance with Section 8.2. of these Bylaws.

**Section 5.23. Fees and Compensation.** Directors shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Executive Board of Directors. Reimbursement for expenses may be fixed or determined by the Executive Board of Directors. Directors shall not serve the organization in some other capacity for which compensation is paid.

## **ARTICLE 6**

### **MEMBER SWIM TEAMS**

**Section 6.1. Members.** There shall be one class of membership, as follows: Member Swim Teams which have been accepted and Chartered by the Executive Board of Directors of the corporation in the manner provided in this Article, and which continue to comply with the Bylaws of the corporation as adopted or amended. Membership is nontransferable and non-assignable. To be a member, a Member Swim Team must pay the annual dues and assessments, must participate on a regular basis in the activities of the corporation, and must have otherwise fully complied with all league rules.

**Section 6.2. Structure.** A Chartered Member Swim Team shall be either a) a homeowner association team with a membership within a reasonably coherent geographical area (village or neighborhood within the City of Irvine) and shall be the only Member Swim Team within that geographical area, unless modified by the Executive Board of Directors, or b) a city team with a membership from throughout the City of Irvine which will service those villages or neighborhoods where homeowner association teams are not possible or where the demand for participation exceeds the capacity of the homeowner association teams. Homeowner association teams shall generally use private pool facilities, and City teams shall generally use City of Irvine or Irvine Unified School District pool facilities. Requests for homeowner association teams to use a pool other than their association pool shall be submitted to the Executive Board of Directors for prior approval.

**Section 6.3. Membership Requirements.** To maintain its good standing in the Irvine Swim League, each Member Swim Team must maintain a minimum of fifty (50) active Team Members, each of whom has paid current dues. Member Swim Teams are expected to hold a minimum of two (2) home meets per season, and any exception to this requirement must be approved by the Executive Board of Directors. Member Swim Teams are expected to send at least one representative to attend all meetings of the Member Swim Teams throughout the year. The Member Swim Team must also have paid its current dues to the corporation.

**Section 6.4. Qualifications for Swim Team Membership.** Team Members of each Member Swim team shall predominantly be those individuals whose parent(s), grandparent(s), or legal guardian(s) reside(s) in the geographical area of that Member Swim Team, except that those registered in an area where there is no Member Swim Team may become members of a Member Swim Team in a nearby area until a new Member Swim Team may be Chartered. Membership on any City Team, however, is open to swimmers regardless of location within the City of Irvine. Each prospective Team Member must be accepted under the Bylaws of his or her Member Swim Team, and must continue to comply with those Bylaws, and must pay such annual dues as may be fixed. Notwithstanding anything in this Article to the contrary, all members of Member Swim Teams must meet the requirements set forth in the Rules pertaining to eligibility to swim in the Irvine Swim League.

**Section 6.5. Bylaws.** Each Member Swim Team shall develop its own Bylaws, which may be based on model bylaws available from the League Director. Member Swim Team Bylaws must be in conformance to these Bylaws, and are subject to review and approval of the Executive Board of Directors. From time to time, as need may arise, Member Swim Teams may be required to add or remove particular language to their Member Swim Team Bylaws at the direction of the Executive Board of Directors.

**Section 6.6. Officers and Directors of Member Swim Teams.** Each Member Swim Team shall have a Board of Directors consisting of a President, a Secretary, and a Treasurer at minimum, plus such additional directors as may be specified in the Member Swim Team's Bylaws. All officers and/or directors of the Member Swim Team must be a parent, grandparent, or legal

guardian of a current registered swimmer on that Member Swim Team. Each member of the Board of Directors of a Member Swim Team may hold only one position (President, Secretary, Treasurer, or At-Large) at any given time, and all directors shall have one (1) vote on that respective board for the purpose of any vote or decision making action.

**Section 6.7. Elections.** Each Member Swim Team shall elect its officers and directors annually, in accordance with the procedures set forth in the respective Team's Bylaws. Also, its representative and alternate(s) shall be so elected. Results of the annual election must be noted in the minutes of the board meeting in which it took place, or in the event of an election by ballot, such results shall be noted in the first board meeting minutes after the election takes place.

**Section 6.8. Meetings.** Each Member Swim Team shall hold meetings in accordance with its Bylaws. Minutes shall be kept of every meeting, including members present, resolutions passed, and results of all votes of any kind.

**Section 6.9. Reports.** Each Member Swim Team shall submit to the Secretary of the corporation, or other designee, periodical complete and accurate reports of its membership, finances, meeting minutes, election results, names and addresses of its board of directors, plus such other information as may be required at such times and in such manner as may uniformly be provided by request of the Executive Board of Directors of the Irvine Swim League. Member Swim Teams shall also maintain a yearly budget, which shall be submitted to the Executive Board of Directors for review upon request.

**Section 6.10. Records.** All records of each Member Swim Team shall be maintained by the secretary and treasurer of that Member Swim Team, available for examination by its board of directors, Team Members' parent(s) or guardian(s), and by the League Director, officers, or Executive Board of Directors of the Irvine Swim League. Member Swim Teams must keep accurate and reasonably up-to-date records of all financial transactions and books. The Treasurer of each Member Swim Team should provide an update on all finances at each meeting of a Member Swim Team board, and shall provide all such books when requested by the Executive Board of Directors of the Irvine Swim League.

**Section 6.11. Charters.** Member Swim Teams may be formed and Chartered as the Bylaws provide, in each village, neighborhood, or other geographical area in the City of Irvine, California. The process for the formal Chartering of a Member Swim Team shall be as follows:

**Section 6.11.1. Petition for Charter.** A Petition for Charter of a new Member Swim Team shall be made on the standard petition form as adopted by the Executive Board of Directors of the Irvine Swim League. The Petition must be signed by at least five (5) eligible Team Members' parent(s) or guardian(s) for the prospective Member Swim Team. At least five (5) of these eligible Team Members' parent(s) or guardian(s) must reside within the geographical area of the prospective Member Swim Team. The Petition must be formally submitted

to the League Director no later than the 1<sup>st</sup> of October of the year immediately preceding the proposed first season of a new Member Swim Team. The Executive Board of Directors shall review a Petition for Charter within thirty (30) days of receipt by the League Director, and each Petition must receive a majority vote of approval from the Executive Board of Directors to be moved forward. Once a majority approval of the Executive Board has been achieved, the Petition shall be put before the Member Swim Teams for vote. The Petition must receive two-thirds vote in favor of granting the Charter to be approved. The vote of the Member Swim Teams must take place no later than the January regular meeting of the Member Swim Teams. If no action is taken on the application on or before that date, the applicant team will not be accepted to the league for that year, and the team may re-apply for admission the following year.

**Section 6.11.2. Conditions of Organization.** Upon approval of the Member Swim Teams as outlined in Section 6.9.1., the organization of the new Member Swim Team shall be completed, under the direction of the League Director, provided that the new Member Swim Team shall first have:

- (a) Ratified these Bylaws;
- (b) Adopted its own Bylaws;
- (c) Elected its own officers and directors, and accomplished its organization with its bylaws;
- (d) Certified to the Secretary of the corporation that its officers, directors, committees, and members have been instructed in their duties by the League Director; and
- (e) Agree to abide by and follow the Rules adopted by the Member Swim Teams pursuant to Article 8 of these Bylaws.

**Section 6.11.3. Completion of Organization.** Upon satisfaction of the requirements set forth in this Article, the Executive Board of Directors may issue the new Member Swim Team a Charter signed by the President and Secretary of the corporation, under the seal of the Irvine Swim League. This Charter shall state the name of the new Member Swim Team and the date of membership, which shall be the date of acceptance by the Member Swim Teams of the Irvine Swim League.

**Section 6.12. Inactive Status.** Member Swim Teams may be placed on “inactive” status for a period of up to two seasons by paying the annual team dues and providing written notice to the Executive Board of Directors by February 1<sup>st</sup> of each year.

**Section 6.13. Termination of Member Swim Teams.** Membership of any Member Swim Team shall cease on the happening of any of the following events:

- (a) The failure of a Member Swim Team to actively participate in the activities of the organization, including but not limited to, not having the minimum number of swim participants as set by the Bylaws;
- (b) The failure of the Member Swim Team to pay its dues or assessments in a timely fashion after due notice;
- (c) Any Member Swim Team more than sixty (60) days in arrears for any indebtedness;
- (d) The resignation of the Member Swim Team;
- (e) Violation of or failure to follow the Rules adopted in these Bylaws; or
- (f) Failure to return to active status after two (2) years.

On determination by a two-thirds vote of the Executive Board of Directors that one or more of these events (other than that Member Swim Team's resignation) has occurred, and that the Member Swim Team should be expelled or suspended, or its membership terminated or suspended, the following shall occur:

- (a) A minimum of 15 days prior notice of the termination and related reasons shall be given to the Member Swim Team. If the Member Swim Team does not pay the dues (should that be the issue in question) or otherwise contact the corporation within 10 days of the notice in order to protest termination, the Member Swim Team shall be removed from the membership list.
- (b) If the Member Swim Team files a protest in a timely manner, the Member Swim Team shall be given an additional five (5) days to present a written explanation/objection for presentation to the Executive Board of Directors. Thereafter, the Executive Board of Directors shall consider the written explanation/objection prior to making a final decision on whether or not the Member Swim Team shall be terminated, and shall notify the Member Swim Team accordingly.
- (c) All notices required under this section shall be given by first-class or registered mail, sent to the last known address of the Member Swim Team, as shown on the corporation's records.

**Section 6.14. Resignation.** Any Member Swim Team may resign by filing a written resignation signed by their team president and the members of the swim team's board. No such

resignation shall release the Member Swim Team so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued but unpaid.

**Section 6.15. Reinstatement.** Upon written request signed by a representative of a former Member Swim Team and filed with the Secretary, the Executive Board of Directors may reinstate such former membership upon such terms as the Executive Board of Directors may deem appropriate.

**Section 6.16. Dissolution of a Member Swim Team that is a “City Team”.** Notice shall be given to the President immediately upon the officers of a city team contemplating dissolution of a team. Only after the Executive Board of Directors has determined there is no longer a need for this particular city team shall the Executive Board consider dissolution of a city team. Upon such determination, written notice of dissolution, signed by all of the city team’s officers, shall be given to the President. Upon receiving that written notice, the Executive Board shall vote on dissolution, with a majority in favor of dissolution necessary in order to dissolve said team.

**Section 6.17. Voting Rights.** Every Member Swim Team shall be entitled to one (1) vote by its representative at any meeting of the Member Swim Teams.

**Section 6.18. Representation.** Each Member Swim Team in good standing and Chartered by the corporation shall be entitled to elect one (1) representative to any meeting of the Member Swim Teams. By default, the President of the Member Swim Team shall be the designated representative unless otherwise decided by the Member Swim Team. Any member of the Member Swim Team may represent that Member Swim Team, provided, however, that the representative may not be a coach (either employed or volunteer) of that Member Swim Team and, at the time of the individual’s designation as a representative, the individual must be a parent, grandparent, or legal guardian of at least one swimmer (collectively referred to as “Children”) on that Member Swim Team. If a representative thereafter ceases to have any Children actively participating with the Member Swim Team, said individual may continue to serve as a representative for no longer than one (1) year thereafter. Each Member Swim Team in good standing may also elect alternate representatives in number not to exceed two (2). Each representative and alternate(s) shall be elected by the board of each Member Swim Team and shall meet the qualifications set forth in this Section. A list of each Member Swim Team’s representative and the rank of its alternate(s) shall be provided to the Secretary of the corporation prior to the Annual Meeting of the Member Swim Teams. In the event of the substitution of an alternate representative, the alternate for each Member Swim Team shall be substituted in the priority stated in its list, and such change shall be reported to the Secretary of the corporation.

**Section 6.19. Absentee Ballots.** Absentee ballots specifically setting forth the resolution to be voted on may be prepared for any regular, annual, special, or adjourned meeting of the Member Swim Teams. These ballots may be used by representatives who are unable to attend and who request an absentee ballot from the Secretary in advance of the meeting.

**ARTICLE 7**  
AMENDMENTS TO BYLAWS

**Section 7.1. Amendments.** These Bylaws may be amended by repeal and new and additional Bylaws may be adopted only by the following procedures:

- (a) Proposed amendments or repeals of Bylaws may be put forth by either a member of the Executive Board of Directors, or by a representative of a Member Swim Team. Such amendments or repeals must be submitted to the Secretary of the corporation.
- (b) The Secretary of the corporation shall put forth the proposed amendment or repeal to the Executive Board of Directors for review. After such review, the amendment or repeal must receive a majority vote of the Executive Board of Directors in affirmation of the amendment or repeal measure. If a majority vote of affirmation is not received, the amendment or repeal shall not move forward to a vote of the Member Swim Teams.
- (c) Upon an affirmative vote from the Executive Board of Directors, the proposed amendment or repeal shall be put forth to the Member Swim Teams for review. The Secretary shall then call for a vote of the Member Swim Teams at the next scheduled regular (or annual) meeting of the Member Swim Teams. The amendment or repeal must then receive a two-thirds vote of the Member Swim Teams in affirmation of the amendment or repeal measure in order to amend the Bylaws.

**Section 7.2. Record of Amendments.** Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be stated in the Book.

**ARTICLE 8**  
RULES

**Section 8.1. General Provisions.** The Irvine Swim League shall be governed by the league Rules which are attached to these Bylaws (Attachment 1). All Rules, both current and as may be proposed at a future time, may not be in violation of the following basic principles and guidelines:

- (a) A recreational swim league within the City of Irvine where every eligible swimmer participates.

- (b) For children 5-18 years old at the start of the season, with each child to swim not more than two individual events and two relays, or three individual events and one relay.
- (c) Meets are generally held on Saturday.

**Section 8.2. Amendments.** The Rules may be amended by repeal and new and additional Rules may be adopted only by the following procedures:

- (a) Proposed Rule changes may be put forth by either a member of the Executive Board of Directors, or by a representative of a Member Swim Team. Such amendments or repeals must be submitted to the Secretary of the corporation in writing by a date set forth by the Secretary prior to the annual meeting of the Rules Committee. The Secretary shall assemble all Rule change proposals, including the name of the Member Swim Team and individual proposing the change, and communicate all proposed Rule changes to the Member Swim Teams prior to the annual meeting of the Rules Committee.
- (b) All proposed Rule changes shall be discussed individually at the annual meeting of the Rules Committee. The individual or team representative proposing the Rule change must be present, or designate a representative to speak on their behalf, at the annual meeting of the Rules Committee. After presentation and discussion of each individual proposed Rule change, the Secretary will call for endorsements of the proposals from the Member Swim Teams. Each proposal must receive the endorsement of three Member Swim Teams (in addition to the Team proposing the change) in order to be moved forward for a final vote at the Annual Meeting of the Member Swim Teams. The names of the Member Swim Team endorsements shall be duly noted in the meeting minutes by the Secretary. In the event a proposal does not receive the three additional endorsements as required, the proposal shall not move forward to a vote at the Annual Meeting of the Member Swim Teams, and shall be considered defeated.
- (c) During, and only during, the annual meeting of the Rules Committee, a representative may choose to voluntarily withdraw a Rule change proposal they have put forward, for the purpose of amending or changing said proposal for reconsideration. The representative shall then have ten (10) days from the date of the annual meeting of the Rules Committee to resubmit the amended proposal to the Secretary of the corporation. Upon receipt of the amended proposal, the Secretary shall communicate, via email, the amended proposal to the Member Swim Teams, and shall call for endorsements of the amended proposal. Within five (5) days of the amended proposal being sent to the Member Swim Teams for consideration, the

amended proposal must receive the endorsement of three Member Swim Teams (in addition to the Team proposing the change) in order to be moved forward for a final vote at the Annual Meeting of the Member Swim Teams. The names of the Member Swim Team endorsements shall be duly noted in the meeting minutes of the next regular or annual meeting of the Member Swim Teams by the Secretary. In the event a proposal does not receive the three additional endorsements as required within the time frame prescribed, the proposal shall not move forward to a vote at the Annual Meeting of the Member Swim Teams, and shall be considered defeated.

- (d) Upon receiving the necessary endorsements at the annual meeting of the Rules Committee, the proposed rule change shall be moved forward for a vote at the Annual Meeting of the Member Swim Teams. Proposed changes to the Rules must receive a majority vote of the Teams present, including all absentee ballots submitted in accordance with Section 6.19, in order to pass. Each Member Swim Team shall be given one (1) vote per team for each of the proposed rule changes. The vote shall take place via anonymous ballot, which shall be tallied by the Secretary. Results of the vote shall be stated verbally at the conclusion of the Annual Meeting of the Member Swim Teams, and shall be recorded in the minutes of the meeting.

**Section 8.3. Record of Amendments.** Whenever an amendment or new Rule is passed, it shall be copied in the Book of Minutes with the original Rules in Attachment 1, in the appropriate place. If any Rule is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be stated in the Book.

## **ARTICLE 9 OTHER PROVISIONS**

**Section 9.1. Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by the President, and any one of the Secretary or the Treasurer of this corporation, shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. The Executive Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Executive Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

**Section 9.2. Representation of Shares of Other Corporations.** The President or any other officer or officers authorized by the Executive Board of Directors are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

**Section 9.3. Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

## **ARTICLE 10**

### **INDEMNIFICATION OF AGENTS OF THE CORPORATION**

**Section 10.1. Definitions.** For the purposes of this Section, “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 10.4 or 10.5(b) of this Article.

**Section 10.2. Indemnification in Actions by Third Parties.** This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the rights of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalents shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

**Section 10.3. Indemnification in Actions by or in the Right of the Corporation.** This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this

corporation or brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 10.3:

- (a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, without prior approval of the Executive Board of Directors; or
- (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General, without prior approval of the Executive Board of Directors.

**Section 10.4. Indemnification Against Expenses.** To the extent that an agent of this corporation had been successful on the merits in defense of any proceeding referred to in Section 10.2 or 10.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 10.5. Required Indemnification.** Except as provided in Section 10.4. of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 10.2 or 10.3, by;

- (a) A majority vote of a quorum consisting of Executive Board members who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

**Section 10.6. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**Section 10.7. Other Indemnification.** No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Executive Board, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

**Section 10.8. Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article, except as provided in Sections 10.4 or 10.5(b) in any circumstances where it appears that:

- (a) It would be inconstant with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Executive Board or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 10.9. Insurance.** The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article provided, however, that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

## **ARTICLE 11**

### **RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS**

**Section 11.1. Receipt of Funds.** The corporation shall receive all moneys, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Executive Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

**Section 11.2. Investment of Funds.** The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation. The Executive Board of Directors shall designate the depositories of all funds of the corporation.

**Section 11.3. Disbursement of Funds.** All disbursements shall be made solely by check. No disbursement of corporation money or property shall be made until it is first approved by the President of the corporation or by the Treasurer or by the Executive Board of Directors. However, the Executive Board of Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

**Section 11.4. Signers of Checks.** All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation shall be signed by the officer or officers, agent or agents, as the Executive Board of Directors may from time to time by resolution designate.

**Section 11.5. Fees and Dues.** The revenues of the Irvine Swim League shall be derived from fees and dues and from other sources consistent with the purpose and tax-exempt status of the corporation.

**Section 11.6. Team Dues.** The annual dues shall be forwarded to the Treasurer of the corporation within thirty (30) days of due date. Any delinquency in the forwarding of dues when payable may result in the suspension of the Member Swim Team. The annual dues of the Irvine Swim League shall be one hundred twenty-five dollars (\$125.00) per Member Swim Team or as may be changed by resolution of the Executive Board of Directors.

**Section 11.7. Swimmer Dues.** The annual swimmer dues shall be forwarded to the Treasurer of the corporation by the registrar or treasurer of the Member Swim Teams, after swimmer registration is complete. A swimmer is not considered a member of the Irvine Swim League until the dues are accepted by the League. The annual swimmer dues of the Irvine Swim League shall be determined and approved per vote by a majority of the Executive Board of Directors.

**Section 11.8. Budget.** The expenditures of this corporation will be controlled by an annual budget which shall be presented to the Executive Board of Directors before the February meeting. After the approval of the budget, the budget shall serve as the primary document which dictates and controls the annual expenditures of the corporation. The budget will be approved and may be amended from time to time by a majority vote of the Executive Board of Directors. The Treasurer of the corporation shall be responsible for the execution of the budget and shall have the authority necessary to restrict expenditures to sums and objects within the budget. The Treasurer may delegate any portion of the creation and implementation of the annual budget to the League Director should they so choose.

**ARTICLE 12**  
CORPORATE RECORDS AND RECEIPTS

**Section 12.1. Records.** The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All books, records, and accounts shall be kept at its place of business in California, as fixed by the Executive Board of Directors from time to time.

**Section 12.2. Inspection of Books and Records.** The membership register or duplicate membership register, the books of account, and minutes and proceedings of the Executive Board of Directors, Member Swim Teams, or any committees of this corporation shall be open to inspection on the written demand of any Member Swim Team at any reasonable time, for a specifically stated purpose reasonably related to the interests of a Member Swim Team, and shall be exhibited at any time when required by the demand of any members' meeting. Every Executive Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation or any Member Swim Team, and also of its subsidiary organizations, if any.

**Section 12.3. Certification and Inspection of Bylaws.** The original or a copy of these Bylaws, as amended, certified by the Secretary, shall be open to inspection by the Members and Directors of the corporation at all reasonable times during office hours.

**ARTICLE 13**  
FISCAL YEAR

**Section 13.1. Fiscal Year.** The fiscal year of the corporation shall begin on the first day of October and end on the last day of September each year.

**ARTICLE 14**  
DISSOLUTION

**Section 14.1. Dissolution.** On dissolution of this corporation, the Executive Board of Directors shall cause the corporation's assets to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

ISL Bylaws Amended:  
December 5, 2018 (Bylaws Repealed and Replaced)  
September 27, 2012  
March 19, 2012  
September 14, 2008