

HAMPDEN AQUATIC CLUB BYLAWS

ARTICLE I - NAME

The name of this Club shall be Hampden Aquatic Club (“Club”). The Club shall be a nonprofit organization incorporated under the laws of the Commonwealth of Pennsylvania.

ARTICLE II – PURPOSES

The purposes of the Club are exclusively for charitable purposes as set forth in the Articles of Incorporation. In pursuing such purposes, the Club shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III – REGISTERED OFFICE

The registered office of the Club shall be at such location in Pennsylvania as the Directors may from time to time determine.

ARTICLE IV - MEMBERSHIP

The Membership of this Club shall consist of the parents and guardians of the participants of the swim team representing the Hamden Aquatic Club. Either or both parents and/or guardians may be members, as indicated upon registration of the participants. The participants of the swim team representing the Club shall include any person aged 5 to 19, having not attended college, who can swim 25 yards, member of the Hampden Township Pool and has paid appropriate dues. Membership will be in effect from payment of dues to May 31st of the following year.

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1 - PLACE OF MEETING

All meetings of the members shall be held at such place as determined by the Board of Directors. Written or electronic notice of every meeting of the members shall be posted.

SECTION 2 - ANNUAL MEETING

The annual meeting of the members shall be held at the conclusion of the swimming season. At the annual meeting, the members shall elect a Board of Directors and transact such other business as may be properly brought before the members.

SECTION 3 – SPECIAL MEETINGS

Special meetings of the members may be called at any time by the President or the Board of Directors. Business transacted at all special meetings shall be confined to the purpose stated in the notice and matters germane thereto.

SECTION 4 – QUORUM

A member's meeting duly called shall not be organized for the transaction of business unless a quorum is present.

- (a) The presence of 20% of the members entitled to vote shall constitute a quorum. The members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.
- (b) If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine notwithstanding the previous sentence. In the case of any meeting called for the election of Directors, those who attended the second of such adjourned meeting, although less than a quorum as fixed herein, shall nevertheless constitute a quorum for the purpose of electing Directors.

SECTION 5 – VOTING

Every member of record shall have the right, at every members' meeting, to one vote. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

SECTION 6 – ELECTION OF DIRECTORS

Elections for Directors shall be at the annual meeting. The candidates receiving the highest number of votes to be elected shall be elected.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1 – NUMBER AND TERM OF OFFICE

The property and business of the Club shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than fifteen (15) persons. The Board shall consist of the President, Vice President, Secretary, Treasurer, and up to nine (9) additional Directors to be elected at the annual meeting of the membership. The Immediate past President may also be appointed a member of the Board of Directors by a majority of the current Directors. All Directors shall serve a one-year term and until his or her successors are elected and qualified. Directors shall be selected from the current membership of the Club. A director may complete his/her term even if his/her membership lapses during the next swimming season.

SECTION 2 – REGULAR MEETING

Regular meetings of the Board of Directors shall be held every month during the season and otherwise at the discretion of the Board. The Board of Directors shall determine the time and date of the regular meetings.

SECTION 3 – SPECIAL MEETING

Special meetings of the Board may be called by the President or on the written request of two

Directors.

SECTION 4 – QUORUM

A majority of the Board of Directors in office shall be necessary to constitute a quorum for the transaction of business. All issues to be voted on shall be decided by a simple majority of those present at the meeting.

The Directors may participate in any Board of Directors meetings by means of any electronic communications method. Participation in a meeting pursuant to any electronic communications method shall constitute presence in person at the meeting. Any action required or permitted to be taken at a meeting of the Directors, or of any committee of Directors, may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing setting forth the action so taken is signed by all the Directors in office, or by all of the members of such committee in office, as the case may be, and is filed with the Secretary of the Club.

SECTION 5 – VACANCIES

Vacancies in the Board of Directors shall be filled by the affirmative vote of a majority of the Board at a regularly scheduled Board meeting. The person so appointed shall be a Director until his successor is elected at the next annual meeting. An increase in the number of Directors shall be treated as a vacancy and such vacancy shall be filled by the affirmative vote of a majority of the Board.

SECTION 6 – ORDER OF BUSINESS

The order of business at all meetings of the Board of Directors (at which a quorum is present) shall be substantially as follows, unless otherwise determined by the Board:

- (a) Taking of roll
- (b) Reading and approval of the Minutes of the preceding meeting of Directors
- (c) Reports of Officers
- (d) Unfinished Business
- (e) New Business

SECTION 7 – POWERS

(a) In addition to the powers and authority conferred upon the Board of Director by these Bylaws and the Nonprofit Corporation Law of 1988, the Board of Directors shall have and may exercise all such powers and authority and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by the members.

(b) Without prejudice to the general powers conferred by sub-section (a) hereof and these Bylaws, it is expressly declared that the Board of Directors shall have the following powers:

- (1) From time to time to make and change rules and regulations, not inconsistent with these Bylaws for the management of the Club's business and affairs.

(2) To purchase, take receipt, lease as lessee, take by gift, devise or bequest or otherwise acquire, and to own, hold use, and otherwise deal with any real personal property, or any interest therein, situated in or out of this Commonwealth, which may be appropriate to enable it to accomplish fully and properly its purposes, at such price and on such terms and conditions and for such consideration as they shall from time to time see fit.

(3) In their discretion to pay for any property or rights acquired by the Club, either wholly or partly in money or in notes or other securities of the Club.

(4) To determine who shall be authorized on the Club's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents, in cases not covered by these Bylaws.

(5) To purchase, take by gift, devise or bequest, or otherwise acquire and to hold shares of stock, or bonds securities, or evidences of indebtedness issued or created by any corporation of this or any other State and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; provided, however, that such ownership of such shares, securities, or evidences of indebtedness does not result in a pecuniary profit or gain to the members of the Club.

(6) To appoint, by resolution, a person or persons other than the President, to vote shares of another corporation held and owned by this Club.

SECTION 8 – LIABILITIES OF DIRECTORS

A Director shall not be personally liable for monetary damages for any action taken or any failure to take any action unless, as set forth in 15 Pa. C.S.A. §5713(a), the Director has breached or failed to perform the duties of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the responsibility or liability of such Director pursuant to any criminal statute.

ARTICLE VII - OFFICERS

SECTION 1 – ELECTION

(a) At each annual meeting of this Club the following Officers shall be elected: President, Vice President, Treasurer, and Secretary with up to nine (9) At-Large members. Any candidate for the board shall have participated in at least one (1) summer season to be eligible to hold office.

(b) The Executive Officers of the Club shall be the President, Vice President, Treasurer and Secretary.

SECTION 2 – TERM

The Officers of the Club shall hold office for one year and until their successors are duly elected and qualified. Any Officer elected or appointed by the Board of Directors, may be removed by

the Board of Directors whenever in its sole discretion and judgment the best interests of the Club will be served.

SECTION 3 - POWERS AND DUTIES

The powers and duties of the Officers of the Club shall be as follows:

(a) President: S/He shall be the Chairman of the Board of Directors. S/He shall preside at all meetings of the Board of Directors. S/He shall see that all orders and resolutions of the Board of Directors concerning the business and affairs of the Board are carried into effect.

(b)
S/He shall be, ex officio, a member of all committees, and shall have the general powers and duties of supervision and management usually vested in the President.

(c) Vice President: S/He shall act as the President in the absence of the President and shall exercise all the powers and duties of that office. In the interest of continuity of the organization, it is desirable that s/he be the successor to the presidency should s/he be so nominated and elected.

(d) Treasurer: S/He shall have custody of the funds and securities of the Club and shall keep full and accurate accounts of receipts and disbursements.

S/He shall disburse the funds of the Club as s/he may be ordered by the Board of Directors and shall render, at the meetings of the Directors or whenever they may require it, an account of all transactions. A Treasurer's report shall be reviewed yearly and available for review by any member. The Treasurer shall be responsible for preparing and presenting a suggested annual budget of total income and total expense necessary for all normal operating expenses to the Board of Directors at the September Board of Directors meeting.

(e) Secretary: The Secretary shall record the minutes of all transactions of the Board of Directors meetings and general membership meetings. S/He shall distribute minutes of all meetings to the Board of Directors. S/He shall notify the Board of Directors of all meetings and shall post, in condensed form an account of each meeting of the Board of Directors on the electronic bulletin board (website) of the Club.

SECTION 4 - VACANCIES

If the office of any officer becomes vacant for any reason, the Board of Directors may appoint a successor who shall hold the unexpired term in respect of which such vacancy occurred.

ARTICLE VIII - DEPOSITORY OF FUNDS

The cash funds of the Club shall be kept in an account maintained in the name of the Club at such depository as the Directors shall from time to time select.

Upon dissolution of the Club, all funds in such depository shall be donated to Hampden Township Recreation for a public purpose in the name of said Club, provided that such donation is consistent with the Internal Revenue Code and the Nonprofit Corporation Law of 1988.

ARTICLE IX – RECORDS

The Club shall keep at such location as determined by the Board of Directors, records of the proceedings of the members and of the Directors, a membership register giving the names of the members, and appropriate and complete record of its finances. Every member shall have the right to examine the books of account, the membership registrar and the records of the meetings of the members and Directors.

ARTICLE X – FISCAL YEAR

The fiscal year of the Club shall commence on the 1st day of October and end on the 30th of September in each year.

ARTICLE XI – COMMITTEES

The President shall appoint such committees as are deemed necessary for the proper functioning of the Club.

ARTICLE XII – COMPLIANCE WITH THE INTERNAL REVENUE CODE

Notwithstanding any other provisions set forth herein:

No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;

No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein; and

The Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501 (c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws or (b) by a corporation, contributions to which are deductible for federal income tax purposes.

ARTICLE XIII – CONFLICT OF INTEREST

No Director, Officer or member of a Committee, of the Club shall maintain substantial personal or business interests which conflict with those of the Club. In addition, any Director, Officer, employee or committee member having an interest in a contract or other transaction presented to the Directors or a Committee for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XIV – AMENDMENTS

Any member of the Club can suggest changes to these Bylaws. Changes in the Bylaws will be presented and discussed initially at the Board of Directors meeting. Changes will be posted two weeks prior to the general membership meeting. The Board of Directors will present recommendations to the members of the Club at a regular or special meeting. The Bylaws may be altered amended, or repealed by the majority vote of the members of the Club in attendance.

ARTICLE XV – PARLIAMENTARY PROCEDURE

The Bylaws of the Club shall be the authority for the procedure of the organization and Robert's Rules of Order shall govern when not covered by the Bylaws.