

**BY-LAWS
THE AQUATIC CLUB OF THE WEST SHORE**

ARTICLE I

GENERAL

Section 1. Corporate Name – The name of the corporation shall be “The Aquatic Club of the West Shore” (Hereinafter “ACWS”)

Section 2. Purposes – The purposes of ACWS are:

- A. To sponsor and promote amateur competitive swimming in the best interest of the program participants.*
- B. To develop good citizenship, sportsmanship, socialization, enthusiasm for swimming, and personal responsibility among all team participants.*
- C. To promote and maintain the highest level of physical fitness, team spirit, ethics, growth, and enjoyment of sports.*
- D. To promote swimming as a lifetime sport*
- E. To serve as a feeder program to the local high school swim teams.*
- F. To solicit, receive, invest and expend funds for the accomplishment of the above purposes.*

Section 3. Political Action – ACWS shall not support any political party or candidate for public office and shall take no position on matters of governmental policy other than those relevant to its purposes.

Section 4. Address – The official address of ACWS shall be initially set at

**117 Sunset View Drive
New Cumberland, PA 17070**

Section 5. Non Profit Status – ACWS shall be a non-profit corporation.

Section 6. Recruitment & Services – ACWS will not discriminate in its hiring practices or in the provision of programs and services based on race, color, religion, ancestry, creed, sex, age or disability.

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ARTICLE II

DIRECTORS

Section 1. Authority – The Board of Directors of the ACWS shall manage its affairs. The Board shall have all authority that is reasonably necessary or proper in order to carry out its responsibilities.

Section 2. Members of the Board – The Board of Directors shall consist of a maximum of 15 members, 4 of which will be non-voting members.

Section 3. Selection of Board Members – New members of the Board of Directors will be nominated by a majority vote of the then existing Board, as well as the membership of the corporation.

Section 4. Vacancies – The Board of Directors will have the authority to fill any vacancy on the Board by a majority vote of the remaining Board members. The new Director, so elected to fill the vacancy, will serve for the unexpired term of the predecessor in office.

Section 5. Terms of Board Members – All Board members will serve a two-year term and will hold office for the term for which elected and until a successor has been selected and qualified.

Section 6. Meetings – The Board of Directors shall meet no less than four (4) times per year. The day and place of the board meeting will be designated by the President.

Section 7. Special Meetings – Special meetings of the Board will be held at the call of the President, at the time and place designated by the President. It shall be the duty of the President to call special meetings upon the request of one-third of the directors.

Section 8. Quorum – The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall have one vote. Non-voting board members will have no vote in decisions of the Board.

Section 9. Notice of Meetings – Notice of regular and special meetings of the Board of Directors shall be given to each Director by written notice at least five (5) days prior to the meeting. Written notice may be provided by 1st class mail, fax, electronic mail (email), or personal delivery.

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Section 10. Liability – A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

1. The Director has breached or failed to perform the duties of his/her office in good faith, in a manner s/he reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 11. Removal of Officer(s) – Any officer elected or appointed to the Board may be removed by a majority of the Directors in Office whenever, in their judgment, the best interests of the Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

Section 12. Election of Officers – Officers of the Corporation shall be elected at a meeting of the membership so designated for the expressed purpose of considering a ballot of nominated candidates. Elected Directors shall take office officially at the beginning of the Corporation's fiscal year.

**ARTICLE III
OFFICERS**

Section 1. Designation – The officers of the corporation shall consist of the President, Vice President, Secretary, League Representative, and Treasurer

Section 2. Election of Officers – The President, Vice President, Secretary, League Representative and Treasurer shall be nominated by the Board of Directors and voted upon by the membership for a term of two years. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by action of the Board of Directors, by a majority vote of the remaining members at any regular or special meeting. A non-voting member of the Board, can not be elected to hold an Officer's position on the Board.

Section 3. Duties

The President shall preside at all meetings of the Board of Directors and shall perform such other duties as may from time to time be requested by the Board of Directors. The President shall also serve as the Chief Executive Officer of the

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Corporation and shall have general supervision over the business and operations of the corporation, subject however, to the control of the Board of Directors. The President shall sign, execute, and acknowledge, in the name of the corporation, deeds, mortgages, contracts, or other instruments authorized by the Board of Directors, excepting cases where the signing and execution thereof shall be expressly delegated by the President and/or the Board of Directors or by these by-laws, to some other officer or agent of the corporation; and in general, shall perform all duties incident to the Office of President and such other duties as from time to time may be assigned by the Board of Directors.

The Vice President of the board of Directors shall preside at meetings of the Board of Directors in the absence of the President and shall perform such other duties as may from time to time be requested by the Board of Directors

The Secretary shall attend all meetings of the board of Directors and shall record all votes of the Directors and minutes of the meetings of the Board and of the Committees of the Board in a book or books to be kept for such purpose; shall see that notices are given and records and reports properly kept and filed by the corporation as required by law; and in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors.

The Treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive, or provide for the collection and receipt of monies earned by or in any manner due to, or received by the corporation; shall deposit all funds in his/her custody in such banks or other places of deposit as the Board of Directors may from time to time designate; shall whenever so required by the Board of Directors, render an account showing all transactions as treasurer and the financial condition of the corporation; and shall discharge such other duties as may from time to time be assigned by the Board of Directors.

The League Representative shall represent the interests of the corporation at all league meetings and shall maintain a high level of ethical goodness, organizing the league into dual meet and championship formats that build equitable competition among teams through selecting and adapting a proven set of rules and regulations (NCAA, NAT, FED, USS, etc.).

**ARTICLE IV
FINANCIAL MATTERS**

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Section 1. Fiscal Year – the fiscal year of the Corporation shall begin September 1st and end on August 31st of each year.

Section 2. Bonding - Each officer or employee of ACWS whose work involves the handling of money shall be bonded in such amounts as may from time to time be determined by the Board of Directors.

Section 3. Audit – The financial records of the Corporation shall be audited as required by public and private organizations and/or agencies with whom the ACWS contracts. Upon the completion of the fiscal year, the Corporation’s entire financial records will be audited and at such times as may be requested by formal action of the Board of Directors. All audits of the Corporations financial records will be performed by an independent agent, so certified to perform such functions for the corporation.

Section 4. Disbursement of Funds – The disbursement of funds of the ACWS shall be made on the basis of checks that shall be signed by such officers or employees as the Board may from time to time appoint.

**ARTICLE V
EXECUTIVE COMMITTEE**

Section 1. Authority – The executive committee shall have the same responsibilities and authority as the Board of Directors between meetings of the Board, provided the Executive Committee shall take no action that is inconsistent with any action previously taken by the current Board of Directors.

Section 2. Members – The Executive Committee shall consist of the Officers of the ACWS.

Section 3. Voting – At meetings of the Executive Committee, each member of the Committee shall have one vote. A quorum for meetings of the Executive Committee shall consist of at least three (3) members of the Executive Committee.

**ARTICLE VI
COMMITTEES**

There shall be such committees as may from time to time be determined by the President with the advice and consent of the Board of Directors. Committee chairs shall be appointed by the President for each committee established by the board.

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**ARTICLE VII
DISSOLUTION**

In the event of the dissolution of this corporation, no part of the property of the Corporation, or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Non Profit Corporation Law, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds or foundations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501 (c)(3) of the Internal Revenue Code of 1954.

**ARTICLE VIII
MISCELLANEOUS**

Section 1. Conflicts of Interest – No employee or the ACWS, shall serve as an Officer and/or member of the Board of Directors. All Officers, board members, or committee members shall fully disclose all conditions that may create a conflict of interest. A conflict of interest shall exist whenever an individual has an interest in a decision that actually does or presumably might create a bias or prejudice or inure to the benefit of the individual. The restrictions contained herein relating to Officers, Board members, committee members and employees shall be equally applicable to their spouses, children, and parents.

**ARTICLE IX
INDEMNIFICATION**

Section 1.

- A. Subject to the limitations hereinafter set forth, the Corporation shall indemnify each director, officer, employee or agent of the Corporation and his heirs, executors or administrators, to the fullest extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount

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- paid in any settlement), which were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative in which s/he was involved because of anything s/he may have done or omitted to do as a director, officer, employee or agent of the Corporation—but as to employees and agents, such Indemnification shall be made only if a Determination is made as hereinafter provided. Such indemnification shall not impair any other right any such person may have available to them.
- B. Said indemnification as to employees and agents may be made only if a Determination has been made, with the advice of Counsel for the Corporation, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding, or by independent legal counsel in a written opinion.
1. That the employee or agent acted or failed to act in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, and
 2. That the amount of the proposed indemnification is reasonable, and
 3. That the proposed indemnification is just and proper and can be legally made by the indemnification shall be made by the Corporation in an amount stated in the Determination.
- C. The Indemnification provided for herein shall be available so long as the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct, recklessness or self dealing.

Section 2. Insurance or Indemnification Fund – the Corporation shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the directors, officers, employees and agents of the Corporation and a person serving at the request of the Corporation as a director, officer, employee or agent of another organization, against liability in any such capacity, or arising out of his/her status as such.

Section 3. Validity – The invalidity of any portion of this Article IX shall not affect the validity of the remainder hereof.

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