

Bylaws of the Woodland Hills Aquatic Team

A Nonprofit Corporation

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

1.01 These Bylaws constitute the code of rules adopted by Woodland Hills Aquatic Team, hereinafter “WHAT,” for the regulation and management of its affairs.

Purposes and Powers

1.02 This corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislations.

A. The primary purpose of the Corporation is to further national and international amateur competition by developing amateur swimmers for national and international competition. This primary purpose shall be achieved within the standards and rules prescribed by USA Swimming, hereinafter, “USS,” and Allegheny Mountain Swimming, hereinafter “AMS.”

B. Distributions Upon Dissolution.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Statement of Non Discrimination

1.03 The corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

2.01 The main place of business of this corporation in Pennsylvania will be located at 818 Eastman St, Pittsburgh, PA 15122. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

Registered Office

2.02 The location of the registered office of this Corporation is stated in the Articles of Incorporation. This office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office through a duly adopted resolution and amend its Articles or file the appropriate statement within the Department of State.

ARTICLE THREE

MANAGEMENT

Management

3.01 The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of the property of the corporation and shall determine its policies. The Board of Directors shall have all power and authority to carry out the business and purposes of the corporation. The corporation will have no shareholders or voting members. The corporation is organized on a non-stock basis.

Definition of Board of Directors

3.02 The Board of Directors is a group of persons vested with the management of the business and affairs of this Corporation.

Qualifications of Directors

- 3.03 A Director of this Corporation must have exhibited an interest in and commitment to the purposes of WHAT and have experience/expertise relevant to the needs of the organization.

Number of Directors

- 3.04 The number of Directors of this Corporation shall consist of no less than three (3) appointed positions.

Terms of Directors

- 3.05 Directors will be appointed for two years. However, unless they formally resign or are removed from office, directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a director may serve.

Vacancies on the Board

- 3.06 Any vacancy occurring on the Board of Directors will be filled by appointment by a majority of the remaining Directors. The new Director appointed or elected to fill a vacancy will serve for the unexpired term of the predecessor in office.

Removal of a Director

- 3.07 A director may be removed from his/her position by a majority of the Board of Directors, for reasonable cause such as neglect of duties, including but not limited to that individual having been in absence of contact for a period of six months.

Location of Directors' Meetings

- 3.08 Meetings of the Board of Directors may be held via conference or video call, at the Woodland Hills High School, or such reasonable place or places as the Board of Directors designates by notice or by resolution duly adopted.

Directors' Meetings

- 3.09 Regular meetings of the Board of Directors will be held quarterly, at a minimum, on a date and time to be determined by the Board of Directors on the final meeting of the fiscal year. If the date set for the meeting falls on a Legal business holiday, then the meeting will be held instead on the following week. Electronic notice of the meeting dates, times and locations will be provided. The Board of Directors shall have the right to waive its regularly scheduled meeting. This provision of the Bylaws constitutes notice to

all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

Notice of Special Directors' Meetings

- 3.10 Electronic notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than two days before the date of the meeting, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

Conflict of Interest

- 3.11 Any member agreeing to be a Director on the Board of Directors must agree to abstain in a vote which the majority of the board recognize as a conflict of interest.

ARTICLE FOUR

OFFICERS

Roster of Officers

- 4.01 The Officers of this Corporation will consist of the following personnel:

President
Secretary
Treasurer

Any of these positions may be held concurrently by two or more individuals with the exception of secretary and president, which must be held by separate individuals. Officers may also be members of the Board of Directors.

President

- 4.02 The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these bylaws or prescribed by the Board of Directors.

Vice President

- 4.03 A Vice President, if appointed, will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other's duties that may be prescribed by the Board of Directors.

Secretary

- 4.04 The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally, perform all duties incident to the office of Recording Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors. In addition, the Recording Secretary shall oversee all documents belonging to the Corporation, conduct all correspondence for the organization as directed.

Treasurer

- 4.05 The Treasurer will have charge and custody of all funds of this Corporation and will deposit and disburse the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accounting to the Directors. The Treasurer will perform in general all duties incident to the office of the Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors and/or the President, including, but not limited to, collecting payment of club dues and filing tax documents.

Election of Officers

- 4.06 The Board of Directors elects/appoints officers to the corporation.

Removal of Officers

- 4.07 Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Officers whenever, in their judgment, the best interest of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE FIVE

MEMBERSHIP

Eligibility of Membership

5.01 The Corporation shall have one (1) class of non-voting Members. This class shall be comprised of the boys and girls who swim under the auspices of WHAT and any parent or guardian of a WHAT swimmer. In addition, the Board shall have authority to establish and grant honorary or free Memberships. Membership in the Corporation is non-transferable and non-assignable.

Membership Dues

5.02 The Board of Directors shall determine any dues requirements applicable to Members of the Corporation.

Non-Voting Membership

5.03 Members of the Corporation are non-voting, but may have input to the Board of Directors, and may participate in committees for the Corporation.

Qualifications to Retain Membership

5.04 Members are currently registered, up-to-date payment of dues/fees (as scheduled and approved) and in good standing.

Assessments

5.05 Membership will be subject to assessments if the Board of Directors deems it necessary to meet the financial needs of the Corporation.

Failure to Pay Dues or Assessments

5.06 Members who fail to pay such dues or assessments within thirty (30) days after receipt of notice of their delinquency, or, who fail to make payment arrangements satisfactory to the Board of Directors shall be deemed no longer to be members of the Corporation and their rights and privileges shall be revoked upon receipt of written notice.

Transferability of Membership

5.07 Membership in the corporation is nontransferable and non-assignable.

Termination of Membership

5.08 Membership will terminate in the Corporation on any of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact.
- (2) The failure of a Member to pay dues on or before their date as set forth in Section 5.04 herein.
- (3) For cause, inconsistent with membership, after notice, an agreed upon probation period with no positive results, hearing, and/or conviction.

Volunteer Positions

5.09 Members in good standing are expected, supported, and encouraged to volunteer for committees and activities deemed necessary by the Board of Directors.

ARTICLE SIX

COMMITTEES

Definition of Committees

6.01 This corporation may have certain Committees, each of which will consist of one or more Heads. Each Committee will have and will exercise some prescribed authority of the Board of Directors in the management of the Corporation. However, no committee will have the authority of the Board in reference to affecting any of the following:

- (1) Submission to members of any action requiring approval of Members under the Nonprofit Corporation Law of 1988.
- (2) Filling of vacancies in the Board.
- (3) Adoption, amendment, or repeal of Bylaws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

6.02 The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Committees and delegate to these Committees the specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of Committees will not

operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

ARTICLE SEVEN

OPERATIONS

Fiscal Year

7.01 The fiscal year of this Corporation shall be from September 1st through August 31st.

Fiscal Policy

7.02 Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation will be

1. Signed by the Treasurer
2. Countersigned by the President, or any other Director that the Board deems fit if greater than five-hundred dollars (\$500) and not including payroll checks.
3. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation must be approved by a majority vote of the Board of Directors.

The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds and mortgages: and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose

Nonprofit Operations

7.03 This corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers or Directors for services rendered.

Budget

7.04 The Board of Directors shall prepare and adopt a budget for approval prior to the start of the next fiscal year.

Annual Financial Statement.

7.05 The corporation shall prepare an Annual Report for distribution to board members

Loans to Management

7.06 This Corporation will make no loans to any of its Directors or Officers.

ARTICLE EIGHT

COACHING

The Coaching Staff

8.01 The Head Coach must assume the responsibility of the entire coaching staff, the general coaching philosophy and the daily coaching activities of WHAT. Salaries and compensation of the coaching staff shall be negotiated by the President and would require the consent of the majority of the Board.

ARTICLE NINE

AMENDMENT

Modification of Bylaws by Directors

9.01 The power to alter, amend or repeal these Bylaws, or to adopt new Bylaws, to the extent allowed by law, is vested in the Board of Directors.

The undersigned certifies that these above Bylaws were
Approved and Adopted by the Board of Directors of the Corporation effective
As of June 13 , 2022, and
Have been entered into the Minute Books by the Corporation

By: Ellen Ayoob, Frank Huck, Bob LaRoche, and Ian Sipula