

BY-LAWS OF
KATY AQUATIC TEAM FOR YOUTH, INC.

ARTICLE I (NAME):

Katy Aquatic Team for Youth, Inc., a Texas nonprofit corporation ("KATY"), has been organized pursuant to the Texas Business Organizations Code and Non-Profit Corporation Act contained therein.

ARTICLE II (PURPOSE):

The purpose of KATY shall be to promote and develop swimming, diving, and other aquatic activities for the benefit of eligible participants of all ages and abilities, in accordance with the standards and under the rules prescribed by the Federation Internationale de Natation Amateur, UNITED STATES SWIMMING, INC., GULF SWIMMING, INC., and KATY; and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any similar provision in any future internal revenue code.

No substantial part of the activities of KATY shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and KATY shall not participate in, or intervene in any political campaign on behalf of, or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, KATY shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III (DEDICATION OF ASSETS):

The properties and assets of this non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in the Internal Revenue Code 501(c)(3). 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 organization is then located.

ARTICLE IV (MEMBERSHIP):

Section 1. Every person who is a resident of the City of Katy, Texas, and such surrounding localities as the Board of Directors may from time-to-time permit, and who pays the membership fees periodically prescribed by the Board of Directors shall be a member of the Corporation. Each member shall have one (1) vote on all matters brought before the membership; provided, however, that such vote shall be exercised

by the member's parent or other legal guardian or representative on behalf of such member if the member is under the age of eighteen (18) years of age. The Board of Directors may remove or suspend any member for good cause, including, but not limited to, violation of such reasonable rules and regulations as the Board of Directors may from time-to-time enact

Section 2. Membership in good standing is maintained so long as assigned fees and monthly dues are paid in full, provided that the member abides by these By-Laws, and such rules as may be established by the Board.

Section 3. Causes of Termination of Membership:

- a. Membership shall be terminated upon occurrence of any of the following events:
 - the resignation of the member,
 - the failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors,
 - the determination by the board of directors or a committee designated to make such a determination that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.

Section 4. A Board member who no longer qualifies as a KATY member as defined in Section 2, may have his or her membership extended by the Board, at the Board's sole discretion.

Section 5. No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

ARTICLE V (FEES):

Section 1. All assigned fees and monthly dues will be reviewed and determined annually by the Board. All assigned fees and monthly dues will be paid as presented in Article, IV Section 3. The Board at its discretion on a case-by-case basis may consider alternative arrangements of payments.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officials, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI (MEETINGS OF MEMBERS):

Section 1. Regular meetings of the members shall be held annually each fiscal year under the chairmanship of the President, or in his/her absence, the Vice-President. If neither of these persons is present, the

meeting will be chaired by a current member of the Board. Regular meetings will be held at locations to be determined by the Board. A 10-day advance notice will be given to the members stating the agenda, date, time, and location of the meeting.

Section 2. Special meetings of the members shall be held when called by any two (2) members of the Board or by members entitled to cast twenty percent (20%) of the votes in KATY, upon not less than ten (10) day notice to each member.

Section 3. Fifteen percent (15%) of the total number of members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum is present shall be regarded as the act of the members.

Section 4. There shall be no voting by proxy at general membership meetings.

Section 5. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting members represented at the meeting; however, in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this article VI. No notice need be given of the adjourned meeting if the time and place are announced at the meeting to be adjourned. No meeting may be adjourned for more than 45 days.

ARTICLE VII (BOARD OF DIRECTORS):

Section 1. The affairs of KATY shall be managed by a board of directors (the "Board"), which shall consist of a minimum of 7 and a maximum of 10 directors, one of whom shall be considered the "Executive Director" (here in so called). No more than 2 members of the Board may be non-Members and, except for the foregoing, each member of the Board shall be a Member. Each member of the Board shall have one vote on any matter that is brought to the Board for a vote.

Section 2. The board of KATY Aquatics should include members with the diverse background (including, but not limited to, ethnic, racial, and gender perspectives), experience, and organizational and financial skills necessary to advance the organization's mission. The Board should have a variety of skills, expertise, backgrounds, and perspectives in order to make informed decisions. The board should always have at least one member with expertise in budgeting and financial management.

Section 3. Each succeeding year, a Nominating committee appointed by the President and presided over by the Vice President, with approval of the majority of the Board, shall serve to recommend a slate of candidates for the Board. All interested candidates will be included on the ballot irrespective of whether recommended by the Nominating Committee and supported by the Board. This includes those surfaced and vetted by the Nominating Committee provided the nominated person is a member as defined in Section IV Article 2, and be in good standing as provided in Article IV Section 3. Nominees may include

current Board members with expiring terms; that is, Board members may serve successive terms. Candidates receiving the majority of the votes shall be elected to the Board. This election shall be by mailing a ballot or making an electronic ballot available to each member family in good standing. The elected members shall fill vacancies created by expiring terms and shall serve for a term of three (3) years. The elected members shall take office at the first Board meeting following the conclusion of the election held subsequent to the annual meeting. The use of corporate funds in order to support the nomination or election of a Board Member is strictly prohibited.

Section 4. A Board member, who fails to attend three (3) consecutive regular meetings of the Board, may have his office declared vacant by the Board.

Section 5. Removal of any Board member will require two-thirds (2/3) majority vote of members present at a Board meeting.

Section 6. In the event of a vacancy on the Board for any reason, such vacancy may be filled by action of the Board. Such an appointed member shall fill the unexpired term held by the vacating member.

Section 7. No member of the Board shall receive compensation for any service he/she may render the corporation. However, any member of the Board may be reimbursed for his or her actual expense incurred in the performance of his or her duties.

Section 8. The members of the Board shall have the right to take any action in the absence of a meeting, which they could take at a meeting by contacting all members by telephone or e-mail using board@katyquatics.org. Any action so approved shall have the same effect as though taken at a meeting of the Board. Each such communication, motion, and votes shall be recorded and maintained by the Secretary in its Minutes. Notwithstanding the above, motions requiring at least a two thirds (2/3) vote, motions pertaining to the Budget, motions to dissolve KATY, or any motions attempting to remove a Board member shall require a physical meeting of the Board.

ARTICLE VIII (DUTIES OF THE BOARD):

Section 1. The Board of Directors (Board) shall have the power to exercise for KATY all powers, duties, and authority vested in or delegated to this corporation pursuant to the Texas Non-Profit Corporation Act and Its Articles of Incorporation.

Section 2. It shall be the duty of the Board to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs;
- (b) Supervise all officers, agents, Executive Director/General Manager, and independent contractors, of the Corporation to see that their duties are properly performed;
- (c) Prepare an annual budget

- (d) Cause all officers, employees, or independent contractors having fiscal responsibilities to be bonded as it may deem appropriate; and
- (e) Shall be responsible for presenting an annual financial statement to its membership.
- (f) Develop or cause to be created and approve strategies to meet the purpose, vision, and mission of KATY Aquatics.
- (g) Develop or cause to be created and approve policies and guidelines, which are deemed prudent to the conduct of KATY Aquatics activities.
- (h) Approve the borrowing money, and incurring of indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

ARTICLE IX (MEETINGS OF THE BOARD OF DIRECTORS):

Section 1. Regular meetings of the Board of Directors (Board) shall be noticed in writing using board@katyaquatics.org and held at least every other month at such place and hour as may be fixed by the Board.

Section 2. Special meetings of the Board shall be held when called by the President of KATY, or by any two (2) members of the Board, after not less than three (3) days' notice to each member of the Board.

Section 3. All decisions of the Board are subject to a majority vote of those Board members present, with a quorum being required. A quorum shall consist of a simple majority of elected members of the Board in attendance. In the event of a tie vote, the President may cast a vote to break the tie; provided, however, that the foregoing shall not apply if the President is also a member of the Board.

ARTICLE X (OFFICERS AND THEIR DUTIES):

Section 1. The officers of KATY shall be a President, Vice-President, Secretary, Treasurer, Parliamentarian, and such other officers as the Board may from time to time by resolution create.

Section 2. Officers shall be elected by the Board from their own membership at the first regular Board meeting following the conclusion of the annual election process. Each officer of KATY shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve. Only those individuals who have completed a one (1) year term as a member of the Board, or who qualify by other previous experience as determined by a majority of the board, shall be eligible for election to the office of President. The new officers shall assume their duties at this time for a period of one (1) year.

Section 3. The Board may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may,

from time to time, determine.

Section 4. Any officer may resign at any time by giving written notice to the Board, the President, or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 6. Any person may simultaneously hold more than one (1) office, if deemed appropriate by a quorum of the Board.

Section 7. The duties of the officers are as follows:

(a) President: The President shall preside at all meetings of the Board of Directors (Board); shall see that orders and resolutions of the Board are carried out; shall co-sign all checks, and other written instruments except as may be otherwise approved by the Board.

(b) Vice-President: The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board. The Vice-President preside over the Membership Advisory Committee, Nominating Committee, and in general shall perform the duties assigned to him/her by the President and as agreed upon by the Board from time to time.

(c) Secretary: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the members and of the Board; serve notice of special meetings of the members and of the Board; and shall perform such other duties as required by the Board.

(d) Parliamentarian: The Parliamentarian's role is advisory in nature and is not binding on the presiding officer of the Board or the Board itself. The Parliamentarian shall unobtrusively call the attention of the presiding officer to errors in procedure and offer advice regarding the correct procedure to follow under the circumstances presented.

e) Treasurer:

- i. Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of

account shall be open to inspection by any director at all reasonable times.

- Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the President and directors, whenever they request it, an account of all of the transactions as treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.
- Bond. If required by the board of directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for the faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under their control on their death, resignation, retirement or removal from office

Section 8. For the purposes of administration and normal operations, the staff and management of KATY, other than the Board shall be as follows:

- (a) One or more employee or independent contractor, depending upon the size of the team and staff needs.
- (b) CPA(s) for the maintenance of the corporation's books and accounts, taxes, and auditing.

Section 9. The Executive Director shall be appointed/contracted/employed by the Board of Directors, as required and be responsible for the direction of the program. The Executive Director shall be responsible for the day-to-day operations and management of KATY. The Executive Director shall have authority to employ an Executive Assistant whose responsibilities will be delineated and managed by the Executive Director. The Executive Director shall use best practices in the operation, management and administration of KATY. The Board shall, from time to time, issue directives to the Executive Director in the form of written Katy Aquatics Mission, Values, Vision & Goals. The Executive Director shall participate and vote in all matters before the Board; except, matters pertaining to the Executive Director's salary or benefits, termination or discipline, or any other matter where the Executive Director has a conflict of interest. In the event of such conflict, the Executive Director shall abstain from voting on a Motion. Upon proper Motion, the Board may determine whether a conflict of interest exists that require the Executive Director to abstain from voting on a Motion.

ARTICLE XI (COMMITTEES):

Section 1. The Standing Committees of KATY shall be:

- (a) Executive Committee.
- (b) Nominating Committee.
- (c) Facility Committee.

Section 2. The Executive Committee shall be comprised of the President, who shall serve as chairperson, Vice-President, Secretary, Parliamentarian, and Treasurer of the Board. It shall be the duty of the Executive Committee to, among other things:

- (a) Prepare all contracts for approval of the Board of Directors.
- (b) Cause to be executed all employee reviews and appraisals.
- (c) Be responsible for the resolution of disputes and reviews of disciplinary action.

Section 3. The Nominating Committee shall have the duty to prepare and recommend a slate of qualified candidates for election to the Board of Directors. The Nominating Committee shall be comprised of the Vice President , who shall serve as chairperson, the Executive Director/General Manager, and at least four (4) members from the general membership of KATY. The nominating committee shall make its report at least 30 days before the date of election and the secretary shall forward to each member, with the notice of meeting, all candidates that have come forward and those who are recommended by majority vote of the Committee and supported by the Board. The nominating committee shall not include any persons who are then serving as officers of the corporation.

The formation of the committee will commence within 120 days of the election. Its members must be agreed 90 prior to the election. Members will come from recommendations and open solicitation of the membership.

Section 4. The Facility Committee shall be comprised of at least three (3) members of the Board, one of whom shall serve as chairperson, and members-at-large. Members shall be appointed by the Executive Committee, with approval of the Board, from the general membership of KATY and shall serve a two-year term. The Facility Committee shall have no executive or legislative authority; however, it shall be the duty of the Facility Committee to:

- (a) Develop options for a KATY-owned and/or operated Facility;
- (b) Secure access and/or agreements to ensure that KATY has the necessary "water" and equipment to maintain KATY's Swim Program and attain KATY's Mission, Values, Vision, and Goals.

Section 5. The Board of Directors shall have the authority to establish, maintain, and dissolve Standing Committees with the exception of those described in Section I, subsections a-d of this Article. In like manner, the charge to any Standing Committee may be modified.

Section 6. A list of Standing Committees, their charge, the names of the chairperson and other members shall be published annually.

Section 7. The President shall appoint all Committee chairpersons, and other committee members, and fill vacancies whenever they occur, except where otherwise specified in these Bylaws. Committee members must be members of KATY.

Section 8. The President, with the approval of the Board, may remove from service any committee chairperson and may dismiss any committee member.

Section 9. The chairperson of any committee, with majority approval of the committee, may establish sub-committees and appoint sub-committee members.

Section 10. The President may appoint annually such Ad Hoc Committees and Delegations as the Board may authorize. Members of an Ad Hoc Committee or Delegation shall be appointed for a term of one year and the President shall appoint a chairperson from amongst its members.

ARTICLE XII (INDEMNIFICATION)

Section 1. For the purpose of this article:

(a) "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;

(b) "proceeding" means any threatened, pending, or completed action or proceeding to which the corporation or its agent is a party, whether civil, criminal, administrative or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this article or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the

provisions of Sections 3 through 5 hereof shall determine whether the agent is entitled to indemnification.

Section 3. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self dealing, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Action Brought by or on Behalf of the Corporation.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- i. the determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- ii. upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found in the manner provided below to have acted in good faith, in a manner he 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 in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with subsection (a) above shall be made by:

- the board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- the voting members by an affirmative vote (or written ballot in accord with Article VI, Section 5) of a majority of the voting members represented and voting at a duly held meeting of members at which a quorum is present, which affirmative vote also constitutes a majority of the required quorum; provided, however, that the person to be indemnified shall not be entitled to vote; or
- the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the attorney of the agent or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. No indemnification or advance shall be made under this article, except as provided in Section 2 or Section 5(b)(3) hereof, in any circumstance when it appears:

- (a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, 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) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

Section 8. Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this article.

ARTICLE XIII (RECORDS):

The books, records, and accounts of the corporation shall at all times, during reasonable business hours, be subject to inspection by any officer or member of the Board. The Articles of Incorporation and the By-Laws of the corporation shall be available for inspection by any member.

ARTICLE XIV (AMENDMENTS):

The By-Laws of KATY are hereby adopted by the Board of Directors (Board) and shall be amended or altered by no less than a two thirds (2/3) vote of the members of the Board.

ARTICLE XV (MISCELLANEOUS):

The fiscal year of the Corporation shall begin on the first day of September and end on the 31st day of August except that the first fiscal year shall begin on the date of incorporation. The operating year shall begin on the first day of September and end on the 31st day of August of every year.

ARTICLE XVI (ELECTRONIC NOTICES AND VOTING):

Section 1. With the consent of the member (of KATY or of the Board of Directors), notice of a meeting may be given to the member by electronic transmission. The member may specify the form of electronic transmission to be used to communicate notice (such as an email address or an electronic network). The member may revoke this consent by written notice to KATY. The member's consent is deemed to be revoked if KATY is unable to deliver by electronic transmission 2 consecutive notices, and the person responsible for delivering notice on behalf of KATY, knows that delivery of these 2 electronic transmissions was unsuccessful. The inadvertent failure to treat the unsuccessful transmissions as a revocation of shareholder consent does not invalidate a meeting or other action.

Section 2. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors, of any committee, or of the general membership of KATY (each, a "Meeting"), may be taken without such Meeting if the requisite number of members to carry the action consent to the same in writing or by electronic transmission. An electronic transmission by a member consenting to such action to be taken and transmitted by such member is

considered written, signed, and dated for the purposes of this section if the transmission sets forth or is delivered with information from which KATY can determine that the transmission was transmitted by such member and the date on which the member transmitted the transmission. Copies of such writings or electronic transmissions will be kept with the minutes of the proceedings of the Board of Directors.



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