



Bylaws of Mecklenburg Aquatic Club

(DBA SwimMAC Carolina)

Est. 11/1/2013

ARTICLE I - OFFICES

Section 1. Registered Office. SwimMAC Carolina shall at all times maintain in the State of North Carolina a registered agent, whose business office shall be the registered office of the SwimMAC Carolina.

Section 2. Other Offices. SwimMAC Carolina may also have such other offices within or without the State of North Carolina as the Board of Directors may, from time to time, designate, and as the business and affairs of SwimMAC Carolina may require.

ARTICLE II - PURPOSES

Section 1. Nature of Corporation. Mecklenburg Aquatic Club (DBA SwimMAC Carolina), a nonprofit corporation formed under the North Carolina Non-Profit Act, N.C.G.S. § 55A, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. Mecklenburg Aquatic Club is organized for the purposes set forth in its Articles of Incorporation, which are filed with the State of North Carolina. The objectives of SwimMAC Carolina shall be to foster an interest in the community in competitive swimming activities and to offer people of the community an opportunity to engage in a competitive swimming program, together with such other activities which are appropriate and in keeping with the above objectives and are not inconsistent with the primary purpose of competitive swimming.

ARTICLE III - MEMBERS

Section 1. Applications for Membership. Applications for Membership in SwimMAC Carolina shall be made in a form and substance satisfactory to the Board of Directors.

Membership will be renewed on an annual basis in conformity with the fiscal year as established by SwimMAC Carolina.

Section 2. Qualification for Membership. The membership of this Club shall consist of each family household having at least one swimmer participating in SwimMAC Carolina's competitive swimming activities; provided, however, that only one Membership shall be available to each family household regardless of the number of swimmers participating in SwimMAC Carolina's swimming activities. In addition, the CEO designated by the Board of Directors and the other Members of the staff designated by the CEO shall be entitled to Membership without liability for the payment of dues. All Members, by accepting Membership in SwimMAC Carolina agree to abide by the policies and rules, regulations of SwimMAC Carolina.

Section 3. Suspension of Membership. The suspension and expulsion of Members shall be governed by the By-Laws, policies and regulations of SwimMAC Carolina.

Section 4. Membership Meetings. The President or a majority of the Board Members may call special meetings of the Membership of SwimMAC Carolina.

Section 5. Quorum. At any duly called regular or special meeting of the Members a quorum for the transaction of business shall be twenty (20%) of Members in good standing and the affirmative vote of a majority of the Members present in person or by proxy shall constitute the vote of SwimMAC Carolina.

Section 6. Representation. Each family household represents one Membership. Each Membership shall be entitled to one (1) vote. Only adult Members of SwimMAC Carolina shall be counted at all corporate meetings of SwimMAC Carolina.

Section 7. Proxies. At all meetings of Members a Member may vote by proxy executed in writing by the Member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of SwimMAC Carolina before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to oversee and control the affairs and property of SwimMAC Carolina, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

The Board will govern SwimMAC Carolina using the Policy Governance® model.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of no more than ten (10), members. Directors need not be residents of the State of North Carolina. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof. Each Director shall hold office for a term of three years and thereafter until his successor is elected and qualified.

Section 3. Officers. The Board of Directors may designate from among its members a President and Secretary and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the North Carolina as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the SwimMAC Carolina. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Absence from more than two of the Board's regularly scheduled meetings in any (fiscal/Board planning) year will constitute that member's resignation from the Board. In case of extenuating circumstances, a Board member may request a waiver to this provision. These waivers may be granted only by vote of the Board.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services as Directors but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the SwimMAC Carolina in any other capacity and receiving compensation therefor.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the SwimMAC Carolina or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

Section 13. Conflicts of Interest. Any Member of the Board of Directors of SwimMAC Carolina shall disclose to the Board any relationship which he/she may have with any person, corporation, or other entity with whom SwimMAC Carolina proposes to enter into any contract or other transaction which will or may result in financial gain or advantage to such Board Member by reason of such relationship. If the Board Member shall fail to make this disclosure before SwimMAC Carolina enters into any such contract or transaction, the Board may remove him/her from office.

Section 14. Liability And Indemnification Of Directors. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this section which adversely affects the right of an indemnified person under this section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This section constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 15. Dissolution of the Corporation. In the event that the association is dissolved, the Board of Directors is responsible to dispose of the assets or the proceeds of the sale of the assets of the corporation by donating them to a charity of the Board's choice, having first ensured that outstanding debts are paid.

ARTICLE V - CHIEF EXECUTIVE OFFICER

The CEO is hired or appointed by the Board of Directors and is responsible directly to the Board. As the chief executive for all SwimMAC Carolina programs, the CEO has overall accountability for policies, decisions and results that relate to the competitive programs of SwimMAC Carolina. He/She shall have authority over all other SwimMAC Carolina employees.

ARTICLE VI - REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by

the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with the Bylaws or with policies adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VII - OFFICERS

Section 1. Officers. The Officers of SwimMAC Carolina shall be a President and Secretary and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

Section 2. Election and Term of Office. The Officers of SwimMAC Carolina shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office for a term of one (1) year and thereafter until his successor shall have been duly elected and qualified.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of SwimMAC Carolina would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. He/She shall serve as the Board's chair and will be responsible to ensure the integrity of the Board's governance. He/She shall be an ex-officio member of all committees and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary. The secretary will be responsible for the integrity of the Board's documents and will preside at meetings of the Board in the event of the chair's absence. The Secretary shall maintain the documents of the Board of Directors; see that all notices are duly given

in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VIII - BOOKS AND RECORDS

SwimMAC Carolina shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE IX - FISCAL YEAR

The fiscal year of SwimMAC Carolina shall begin on the first day of September and end on the last day of August in each year.

ARTICLE X - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of North Carolina or under the provisions of the Articles of Incorporation or the Bylaws of SwimMAC Carolina, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI - AMENDMENTS TO BYLAWS

Section 1. Amendment of Bylaws. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by 2/3 majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

Section 2. Effective Date. The Board of Directors adopted these Bylaws on November 1, 2013 to be effective on and after such date.