

BYLAWS OF DAVIS AQUATIC MASTERS
(Revised November 2015)

STATEMENT OF PURPOSE

The purpose of Davis Aquatic Masters (DAM) is to better the community by providing increased physical fitness through swimming and competitive opportunities made available to all adult members of the community (Article IIa, Articles of Incorporation; amended February 18, 1988).

DAM is organized and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No part of DAM's net earnings shall inure to the benefit of any private person or individual, and DAM shall not attempt to influence legislation or to participate 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.

ARTICLE I
General Provisions

1.1 Principal Office

The principal office for the transaction of the business of DAM is located in Davis, Yolo County, California. The board of directors (board or directors) may at any time change the location of the principal office in this county.

1.2 Fiscal Year

The fiscal year of DAM shall begin on the first day of January of each year and end on the last day of December in the same year.

ARTICLE II
Membership

2.1 Active Members

Any person 18 years of age or older who is a current member of United States Masters Swimming and who pays the required DAM dues shall be an active member of DAM (member).

2.2 Voting Rights

2.2.1 Each person who is a member one week prior to any scheduled election shall be entitled to one vote.

2.3 Dues

Dues amount and payment deadline shall be set by the board.

2.4 Liabilities of Members

No member shall be personally liable for the debts, liabilities, or obligations of DAM.

ARTICLE III Meetings

3.1 Annual Meeting

The annual meeting of the members shall be held within the last three months of DAM's fiscal year at a time and place to be determined by the board. The board shall provide members a minimum of 30 days notice of the annual meeting. The annual meeting shall be for announcing the results of the election of the board and modifications to the bylaws, receiving reports from officers and committees, and for any other business that may arise.

3.2 Special Meetings

3.2.1 Special meetings of the members may be called at any time by the president of DAM, by any four directors, or by petition signed by 20 members. Special meetings may be called for any purpose.

3.2.2 Notice of the time, place, and purpose of a special meeting shall be provided to members by the president, or by the directors or other members who called the special meeting, at least 15 days in advance of that meeting.

3.3 Board Meetings

3.3.1 Regular Meetings

The board shall hold a regular meeting each month to conduct the business of DAM. Reasonable advance notice of such meetings shall be given to all members. Regular meetings shall be open to all members.

3.3.2 Special Meetings

The board may hold special meetings as necessary and for any purpose. Any director may call a special meeting.

3.3.3 Notice of Meetings

Notice of the time and place of each meeting of the board not fixed by an express provision of the bylaws or by a standing resolution of the board shall be given to each director not less than 48 hours before the date of the meeting if given personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, and not less than four days before the date of the meeting if given by first-class mail.

3.3.4 Executive Sessions

Legal, personnel, or other matters requiring confidentiality shall be held in an executive session called by the president. Such executive session shall be closed to all but elected directors.

3.4 Quorum

A quorum for the annual meeting or any special meeting shall be 20% of all members entitled to vote.

3.5 Elections and Voting Procedures

The election of directors and voting for bylaw modifications shall be conducted at the annual meeting. Alternatively, the board may conduct the election and voting electronically within one week prior to the annual meeting. The board or its designees shall establish the election procedures and supervise the election process in a way that shall reasonably accommodate all members. Notice of the election and bylaw modifications shall be included with the notification of the annual meeting. In the event of a tie, a run-off election shall be held under the supervision and direction of the board.

3.6 Parliamentary Authority

All DAM meetings shall be conducted following the current edition of Robert's Rules of Order Revised unless those rules conflict with these bylaws or any special rules of order the board may adopt.

ARTICLE IV Board of Directors

4.1 Number of Directors and Qualifications

4.1.1 The board shall consist of seven directors.

4.1.2 Directors must be members of DAM. Individuals who are employed by DAM under contract are not eligible to serve on the board.

4.1.3 The board may designate employees who have a right to attend and participate in meetings of the board. Employees who have a right to attend and participate in meetings of the board shall not have a right to attend and participate in executive sessions of the board and shall have no voting powers.

4.2 Quorum

Four directors shall constitute a quorum for the transaction of business. Decisions require four concurring votes.

4.3 Board of Directors Authority, Duties and Responsibilities

Subject to limitations of the articles of incorporation, other sections of the bylaws, and California law, the board shall have the right and authority to conduct and control all business and affairs of DAM. The board's authority, duties, and responsibilities shall include but not be limited to the following.

4.3.1 Hire and fire all agents, consultants, and employees of DAM; prescribe their duties and responsibilities; and set their compensation consistent with law, the articles of incorporation, and bylaws.

4.3.2 Conduct, manage, and control the affairs and business of DAM, and make rules and regulations consistent with law, the articles of incorporation, and bylaws.

4.3.3 Borrow money and incur indebtedness for the benefit of DAM, and cause to be executed and delivered promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, or other evidence of debt and securities in the name of DAM.

4.3.4 Prepare an annual budget before the start of each fiscal year, prepare a financial annual report that shall be made available to the members within three months of the end of the fiscal year, and, if warranted or required by outside authorities, conduct or have conducted on behalf of DAM an audit of DAM's finances.

4.3.5. May appoint an executive committee and such other standing or special ad hoc committees as deemed necessary or appropriate to conduct the business and further the objectives of DAM. A committee shall consist of two or more persons and shall include at least two directors. Any committee having authority of the board shall consist entirely of directors.

4.3.6. May, to the full extent allowed by the articles of incorporation, bylaws, and law, delegate to any employee or agent any powers possessed by the board and may prescribe their respective title, terms of office, authorities, and duties.

4.4 Vacancies

4.4.1 Vacancies on the board shall be filled by a vote of a majority of the remaining directors regardless of whether there is a quorum, or by the sole remaining director. A director so elected shall serve until the next regular election.

4.4.2 In the event that there are no remaining directors, the remaining officers of DAM shall appoint a nominating committee and call for a special meeting for the purpose of electing a new board.

4.5 Election of Officers

At the first regular meeting following the annual election, the board shall elect its officers.

4.6 Action without Meeting

Any action of the board may be taken through any form of communication without a

meeting if all directors consent to this action and such communication is documented. Such consent or comments shall be filed with the minutes of the board at the next regularly scheduled meeting.

4.7 Recall

4.7.1 A director may be removed from office, for cause, by a two-thirds vote of the members participating in a special meeting.

4.7.2 A director may be removed from office by the remaining directors for cause, including but not limited to failure to attend three consecutive regular meetings without an absence excused or acknowledged by the president.

4.8 Compensation

Directors shall receive no compensation for their services on the board.

4.9 Director Indemnity

No director, officer, or employee of DAM shall be personally liable for the debts, liabilities, or obligations of DAM. Directors, officers, and employees shall be held harmless and indemnified from any claims, judgments, expenses, fines, settlements and other amounts incurred in connection with any legal proceeding against DAM as long as that person acted in good faith and within the law.

ARTICLE V Election and Terms of Office

5.1 Nominations

5.1.1 At least 30 days prior to the election, the board may appoint a nominating committee of three members to prepare a slate of candidates willing to serve on the board.

5.1.2 Candidates may be nominated by themselves, other members, or the board.

5.1.3 All candidates shall provide a statement of qualifications and interests to the nominating committee at least 15 days prior to the election.

5.1.4 The names and statements of candidates shall be made available to the members in a reasonable manner at least ten days prior to the start of the election.

5.2 Director Terms

5.2.1 The term of service of each director shall be two years or until his or her successor is elected. Successors for directors whose terms of office are then expiring shall be elected in the year in which such terms expire. All directors shall take office at the first regular meeting following the annual meeting. There is no limit on the number of terms a director may serve.

5.2.2 At the first meeting attended by the newly elected directors, the directors shall first fill the two-year term positions and then fill the remaining one-year term positions created by any early resignations or removals of directors. The terms of the seven directors should be staggered such that in alternating years, three and four of the directors' terms expire.

ARTICLE VI Officers of DAM

6.1 Officers

Officers of DAM shall be the president, vice president, secretary, treasurer, and such other officers as the board may appoint. Other than the president, any member may hold more than one office. The offices of the president and vice president must be filled by directors.

6.2 Duties of Officers

6.2.1 President

Subject to the control of the board, the president shall have general supervision, direction, and control of the business and affairs of DAM. The president shall preside at all meetings of the members and board, and shall have such other authority, duties, and responsibilities as may be prescribed from time to time by the board. The president shall direct and control the activities of the employees of DAM unless he or she delegates such duties to others.

6.2.2 Vice President

In the absence or disability of the president, the vice president shall perform the duties of the president and in so acting shall have the authority, duties, and responsibilities of the president. The vice president shall have and perform other duties and responsibilities as may be prescribed from time to time by the Board.

6.2.3 Secretary

The secretary shall be appointed by a majority of the board. The duties of the secretary include the following.

- a) Keep a record of all proceedings of DAM, including the minutes of meetings;
- b) Keep on file all committee reports;
- c) Make the records available to members on request;
- d) Notify officers and committee members of their election or appointment furnish committees with whatever documents are required for the performance of their duties, and have at each meeting a list of all existing committees and their members;
- e) Maintain records of the bylaws, any special rules of order, and standing rules, and have these records on hand at every meeting;
- f) In the absence of the president and vice president, call meetings to order and preside until a chair pro-tem is elected as the first order of business;
- g) Perform such other duties as the board may from time to time assign.

6.2.4 Treasurer

The treasurer shall be appointed by a majority of the board. The duties of the treasurer include the following, which may be delegated.

- a) Receive and safely keep all funds of DAM and deposit them in one or more financial institutions designated by the board. These funds shall be paid out only on DAM checks signed by either the treasurer or his or her designee.
- b) Keep a current membership roster containing the name and contact information for each member. The treasurer shall grant leaves of absence in accord with prescribed policy.
- c) Prepare an annual financial report within 90 days of the end of the fiscal year and provide copies of that report to the president, secretary, and incoming treasurer.
- d) Perform such other duties as the board may from time to time assign.

ARTICLE VII Changes to the Bylaws

7.1 Amending, Repealing, or Modifying the Bylaws

These bylaws may be amended, repealed, or otherwise modified by a quorum of members consistent with the processes described above.

7.2 Submitting Changes to the Bylaws

Proposals for bylaw amendments, repeal, or other modifications shall be submitted in writing to the board at least 30 days prior to the annual or special meeting.

7.3 Notifying Members of Proposed Changes to Bylaws

Reasonable advanced notice of all proposals for changes to the bylaws shall be made available to the members at least 15 days prior to the annual or special meeting.

The undersigned president of DAM hereby certifies that the foregoing bylaws were duly adopted by the members and now constitute the bylaws of DAM.

President

Date