

BYLAWS OF TIGARD TUALATIN SWIM CLUB OF OREGON, INC.

ARTICLE I

NAME

The name of this organization shall be Tigard Tualatin Swim Club of Oregon, Inc. It is a nonprofit organization organized and existing under the laws of the State of Oregon. The legal name may be abbreviated to, and used officially as TTSC.

ARTICLE II

LOCATION

The place in this state where the principal office of the Corporation is to be located is the City of Tigard, Washington County.

ARTICLE III

PURPOSE

The mission of the Tigard Tualatin Swim Club is to promote the sport of competitive swimming in the community with an emphasis on individual progress and team unity, developing excellence as both citizens and athletes. TTSC will provide the opportunity for development of youth through competitive swimming, to promote the interest, welfare, and development of TTSC, Oregon Swimming Inc., USA Swimming, Inc., and to participate in local, regional, national, and international swimming competition.

This organization is organized exclusively for educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation 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 of 1986 (or the corresponding provision of any future United State Internal Revenue law) of (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

OPERATIONAL LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or

distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 V

DISSOLUTION

Upon the dissolution of this 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 corresponding section of any future 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 by the Circuit Court 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.

ARTICLE VI

FISCAL YEAR

The fiscal year of TTSC shall be from September 1st of each year, and ending on August 31st of the following year.

ARTICLE VII

MEMBERSHIP

A "member" of TTSC is the father, mother, or domestic partners and, if applicable, legal guardian of one or more swimmers. A "member family" of TTSC is the father and mother or domestic partners (whether or not residing together), or if applicable, legal guardian, of one or more swimmers. A "swimmer" is an individual duly registered, in good standing, and eligible to participate in TTSC activities.

Section 1: The maximum number of swimmers who may participate in TTSC may be periodically set by the Board of Directors depending on the maximum capacity of the Club. The Head Coach and Head Age Group Coach, in consultation with the Board of Directors and considering the purpose of the Club, shall determine the necessary skill level and qualifications of any potential swimmer to join the Club.

Section 2: A member and member family shall be in good standing if all of the swimmer's dues, pool fees, and USA Swimming membership have been paid, and the member or member family is not in arrears for more than 15 days from the date of the second notice for any amount due.

Section 3: Each member family is authorized one vote on any matter requiring a vote of the membership, regardless of the number of swimmers in the family. At the discretion

of the Board of Directors, any membership vote may be held by mail or in person. If a membership vote is held in person, at least one member of a member family must be present to cast a vote. Voting by proxy is prohibited.

Section 4: TTSC is a volunteer operated club, and the successful operation of TTSC requires the participation of each member family. Each member family is required to assist with TTSC activities pursuant to such policies as may be periodically set by the Board of Directors.

Section 5: Every member shall be responsible and liable to TTSC for his or her conduct and the conduct of his or her swimmer, children and guests, and all indebtedness incurred by his or her swimmer, children and guests.

The Board of Directors shall adopt a grievance procedure available to the coaches, all swimmers, members and member families.

Section 6: A scholarship may be provided to a swimmer for TTSC dues and any pool fees at the discretion of the Board but based on the financial circumstances of the member family. The USA Swimming annual fee will be the responsibility of the member family. A swimmer may be nominated for a scholarship at the recommendation of the Head Coach or any board member.

ARTICLE VIII

GOVERNING BODY

The governing body of TTSC shall be the Board of Directors. The Board of Directors shall consist of not less than three members and not more than fifteen members. Subject to the foregoing limitation, the number of members of the Board of Directors may be periodically changed by the Board of Directors. The members shall be elected in accordance with Article IX herein.

Section 1: Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board, provided that the Board of Directors shall meet at least once in each calendar quarter. No other notice of the date, time, place or purpose of these meetings is required. Meetings shall be held at the call of the President or a majority of the members of the Board. A majority of the current members of the Board of Directors shall constitute a quorum at any meeting. Provided a quorum is present, a majority of those present and voting for or against any proposition shall prevail, except where otherwise specified in these Bylaws. If a position is jointly held by a husband-wife or domestic partners, that position shall only have one vote.

ARTICLE IX

ELECTION, TERM OF OFFICE, AND VACANCIES ON BOARD OF DIRECTORS

The Board of Directors of TTSC shall be elected annually by the membership in July and take office on

September 1st of the same year. Any position on the Board of Directors must be held by a member in good standing with TTSC. Except, as otherwise provided by these Bylaws, a position on the Board of Directors shall be held by either one person or jointly by a husband-wife. A position held jointly by a husband-wife shall have one vote. In no case may more than one member of a member family hold a position on the Board of Directors at the same time, except in the case of a husband-wife sharing a position.

Section 1: Members of the Board of Directors will hold the office of the President, Immediate Past President, First Vice President, Second Vice President, Secretary, Treasurer, or Member at Large. The positions of President and Secretary may not be held jointly by a husband-wife or domestic partners. The Board of Directors may periodically create additional positions as necessary for the effective operation of the Club.

Section 2: A nominating committee shall be appointed by the President and approved by the Board. The nominating committee shall not be less than three members, and shall include at least one member who does not hold a position on the Board of Directors. The nominating committee shall solicit candidates for each elective position on the Board of Directors from the current membership and provide said list to the Secretary no later than July 1st of the same year.

Unless the Board of Directors has created additional positions as provided by these Bylaws, the positions on the Board of Directors for which nominations will be accepted are President, First Vice President, Second Vice President, Secretary, Treasurer, and Member-at-Large. The position of Past President is not an elective office. The current President automatically becomes Past President at the end of his or her term as President. In its discretion, the Board of Directors may assign specific responsibilities for any elected position.

Any candidate for the position of President shall be a current member of the Board of Directors. If no member of the Board of Directors is willing, able and qualified to serve as President if elected, the nominating committee shall solicit one or more candidates from the general membership.

Section 3: Ballots shall be mailed to the membership of TTSC no later than July 15 of each year, by the Secretary of the organization. One ballot shall be mailed to each member family at the most current address on file for TTSC dues billing. The ballot shall contain a designation of the position for which each candidate is running, a description of the specific responsibilities for each position as determined by the Board of Directors, and a summary of the qualifications of each candidate.

Election to a position on the Board of Directors occurs when a candidate receives a majority vote of those members of the organization who have timely returned the ballot to the Secretary. A ballot will be considered timely returned if it is received by TTSC or deposited in a receptacle designated by TTSC for that purpose, no later than July 31 of the same year. The Board of Directors may change the foregoing time lines as necessary under the circumstances, provided that (1) the membership has at least 15 days within which to return the ballot, and (2) elective positions are

effective September 1st of the same year.

A member may be elected pursuant to a write in vote even though that member was not nominated, provided that the person otherwise qualifies under these Bylaws.

Section 4: Subject to any exceptions herein, the term of each position shall be for two years, ending on August 31st of the second year following election. If no successor is elected and able to assume the position as of August 31st, the term shall continue until a successor is elected and able to assume the position. The terms of the President, Member at Large, and Immediate Past President shall be one year.

Effective with the first election following approval of this Section, the positions of Secretary and Second Vice President shall be elected for a one year term, and the positions of Treasurer and First Vice President shall be elected for a two year term. Thereafter all of the foregoing positions subject to election shall be for a two year term.

If additional positions are added to the Board of Directors, the Board of Directors shall determine whether each position shall be initially elected for a one or two year term. In making this determination, the Board of Directors shall attempt to have approximately one half of the Board of Director positions subject to election each year.

Section 5: If a vacancy occurs on the Board of Directors as the result of a resignation or a newly created position, a majority of the Board members shall select a replacement. That person shall serve the remainder of the term of the position.

Section 6: A member of the Board of Directors elected by the Board may be removed by the Board of Directors. The Board of Directors may remove a member under this Section only by an affirmative vote of two thirds of the current members of the Board and after reasonable notice to the member and an opportunity to be heard at a scheduled meeting of the Board at which the vote will occur as to why the member should not be removed. "Reasonable notice" will occur if a written notice specifying the reasons for the potential removal and the date of the Board meeting is mailed to the member at the member's billing address on file with TTSC, at least ten days prior to the Board meeting.

If a member of the Board of Directors is removed pursuant to this Section, the Board of Directors shall select a replacement. That person shall serve the remainder of the term of the position.

A member of the Board elected by the Board to fill a vacancy elected by the membership may be removed only by the membership.

Section 7: A member of the Board of Directors elected by the membership may be removed from the Board by an affirmative vote of two-thirds of the membership entitled to vote. Such a recall election may be initiated by either (1) the vote of at least two-

thirds of the members of the Board of Directors during a meeting of the Board of Directors, or (2) a petition submitted to the Secretary which is signed by at least one-half of all members of the organization entitled to vote.

A recall election shall be held in the same manner as the election procedure described in this Article, except that a mail election is not prohibited. If the recall is successful, the Board of Directors shall select a nominating committee to select one or more candidates to replace the Board member. The nominating committee shall select at least one candidate from the current membership. A ballot shall be mailed to all members in good standing within seven days of such nomination. Election shall be by majority vote of those members who have timely returned the ballot to the Secretary. A ballot will be considered timely returned if it is received by TTSC or deposited in a receptacle designated by TTSC for that purpose, no later than 15 days after the date the ballot was mailed. A member elected to the Board of Directors in this manner will serve until completion of the vacated term.

ARTICLE X

BOARD OF DIRECTORS DUTIES

The members of the Board of Directors, by accepting their respective positions, shall pledge to uphold the Bylaws and rules, and promote the mission of TTSC in a positive and collegial manner which will benefit the membership of the organization today and in the future.

- Section 1: The President shall preside at all meetings of the membership and of the Board of Directors. In the name of TTSC and with the Secretary, and as directed by action of the Board of Directors, the President shall sign all written contracts and obligations of TTSC. The President shall be an ex officio member of all TTSC committees, and shall exercise general supervision over the business and affairs of TTSC and at the meeting of the membership shall make a report relative to such business and affairs during the term of his or her Presidency. The President will serve as the representative at all meetings of Oregon Swimming requiring a team representative, or appoint a substitute. The President will, at the end of his or her term, automatically hold the office of Immediate Past President for the next fiscal year.
- Section 2: The First Vice President shall assist the President and in case of the absence, incapacity or inability of the President to perform the duties of office, the First Vice President shall perform such duties. The First Vice President shall be responsible for fund raising and such other responsibilities as assigned by the Board.
- Section 3: The Second Vice President shall in case of the absence, incapacity or inability of the President or the First Vice President to perform the duties of office takes charge and performs such duties. The Second Vice President shall be the Meet Director. The Board of Directors may assign other responsibilities to the Second Vice President.

Section 4: The Secretary shall make and keep the minutes of all meetings of the Board of Directors and the general membership. The Secretary's responsibilities shall include (1) custody of all TTSC records other than financial records; (2) providing timely notices of all meetings of the Board of Directors and of the membership as required by these Bylaws; and (3) maintaining the official correspondence of TTSC. In the event of his or her absence, incapacity or inability to act, any other member of the Board of Directors may perform the duties of the Secretary, and if the Secretary is not present at any meeting of the Board of Directors or the membership, a Secretary Pro Tem shall be chosen to perform the Secretary's duties. The Board of Directors may assign other responsibilities to the Secretary.

Section 5: The Treasurer shall be responsible for the maintenance and custody of the financial records of TTSC. The Treasurer's responsibilities shall include (1) the timely payment of all legal financial obligations of TTSC, (2) the collection and safekeeping of all monies due to the organization, (3) the creation and safeguarding of records pertaining to financial transactions involving TTSC; (4) making timely reports of the current financial situation of TTSC to the Board of Directors; (5) maintaining the official membership roster, and registering all swimmers with Oregon Swimming, Inc., and United States Swimming, Inc., (6) creating an annual budget to be submitted for approval by the Board of Directors; (7) timely filing all required tax returns and other documents or reports required by state or federal authorities. With the President, the Treasurer shall co-sign all written contracts and obligations of TTSC. The Board of Directors may create other responsibilities.

Section 6: The Immediate Past President will be a voting Bboard member with the responsibility of attending the Board meetings and lending guidance to the new members of the Board of Directors.

Section 7: The Members-at-Large have the responsibility of attending the Board meetings and presenting to the Board any information regarding concerns or questions from the general membership about the operations of the organization. The Board of Directors may assign additional specific responsibilities to any position as a Member at Large, either periodically or as part of the election process.

ARTICLE XI

MEMBERSHIP MEETINGS

TTSC shall hold an annual meeting of the membership.

Section 1: The annual meeting shall be held in the first quarter of the swim year at a time and place determined by the Board of Directors. It shall be the duty of the Secretary to cause a written notice of the annual meeting to be mailed or otherwise disseminated to each member in a manner reasonably appropriate to provide adequate notice at least 10, but not more than 50, days prior to the annual meeting. The notice shall state the date, time and location of the meeting.

Section 2: Special meetings of the members may be called at any time by the President or by a written request signed by at least one third of current members in good standing of TTSC. The Secretary, upon being notified of the request for a special meeting, and determining that the meeting request complies with this Section, shall mail written notice of such meeting to all members not less than 10, but not more than 30, days prior to the meeting. The special meeting must be held within 30 days from the date of the meeting request.

Section 3: Decisions on all matters before the TTSC membership at the annual meeting or at a special meeting as provided in this Section shall be decided by a majority vote of the members in good standing in attendance.

ARTICLE XII

COMMITTEES

The Board of Directors may from time to time establish committees. A committee of the Board of Directors must have at least two members of the Board, and only a committee consisting of members of the Board may exercise the functions of the Board. A committee with non-Board members may act in an advisory capacity in regard to any function otherwise within the responsibilities of the Board.

Section 2: No committee, any member thereof, or any other member of TTSC shall represent TTSC in any matter except as authorized by the Board of Directors.

ARTICLE XIII

FISCAL MANAGEMENT

Financial transactions of TTSC shall be approved by the Board of Directors prior to any monetary commitments being conducted.

Section 1: Before the end of the first quarter of the swim year, the Board of Directors shall prepare and approve an annual budget and dues structure for TTSC, reflecting income and expenditures.

Section 2: All funds of TTSC shall be deposited by the Treasurer, or the Treasurer's designee approved by the Board, in a timely manner, in such accounts as may be deemed appropriate by the Board of Directors, in a bank organized and existing under the laws of the State of Oregon, provided that funds may be withdrawn from such accounts by the President and the Treasurer.

Section 3: In the event of any concerns or discrepancies in the financial matters of TTSC, the President shall appoint a Financial Review Committee and the Treasurer shall immediately, upon demand, thereafter deliver all books of account and financial records to said committee. The committee shall conduct such review and shall prepare a written report thereon for presentation at the next regularly scheduled

meeting of the Board of Directors. The Board of Directors will make every effort to secure a qualified accounting professional to assist in the financial review, preferably a Certified Public Accountant.

Section 4: No member of TTSC, unless duly authorized by the President and approved by the Board of Directors, shall have the authority to obligate TTSC for any financial obligation.

ARTICLE XIV

AMENDMENT PROCEDURE

Both the Board of Directors and the members must vote to amend or repeal these Bylaws, or adopt new ones. The Board of Directors must vote to amend or repeal these Bylaws, or adopt new ones, by a two thirds vote of directors present if a quorum is present. Prior to the adoption of the amendment, each member of the Board of Directors shall be given at least ten days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

The members must vote to amend or repeal these Bylaws, or to adopt new ones, by an affirmative vote of two thirds of the members entitled to vote and present at any meeting of TTSC held in compliance with these Bylaws. A mail-in ballot may also be used to amend the Bylaws by an affirmative vote of two thirds of the ballots returned in compliance with these Bylaws.

Section 1: The Secretary shall mail to each current member of TTSC a copy of the proposed change in the Bylaws using the following timetable:

- A. Meeting: The notice of the meeting and the proposed change to the Bylaws shall be mailed at least 10 days, and not more than 30 days prior to the meeting date. The notice shall state the date, time and place of the meeting.
- B. Mail-In: The notice of the proposed change shall be mailed at least 15, and not more than 30 days prior to the date the ballots will be counted. All mail-in ballots shall be retained for a period of one year from the date count is conducted.
- C. The Board of Directors will determine the date by which ballots must be timely returned to be valid, provided that the date may not be less than 14 days from the date the ballots are mailed. One ballot will be mailed to each member family at the most current address on file for TTSC dues billing. A ballot will be considered timely returned if it is received by TTSC or deposited in a receptacle designated by TTSC for that purpose, no later than the date set by the Board of Directors.

ARTICLE XV

COACHING STAFF

- Section 1: As appropriate considering the financial condition of TTSC, the Board of Directors shall have the final approval regarding hiring a Head Coach, Head Age Group Coach, and such Assistant Coaches as are necessary and who have the qualifications to fulfill the mission of TTSC as stated in Article III. The coaches shall be employees at will of TTSC.
- Section 2: The Board of Directors will create a job description for each coach hired by TTSC. The job description will reflect the duties and responsibilities of the coach. Job requirements shall include qualifications sufficient to fulfill the mission of TTSC as described in Article III. The job description may be periodically modified by the Board of Directors.
- Section 3: Compensation for the coaching staff shall be determined by the Board of Directors, provided that the Head Coach and Head Age Group Coach will be paid on a monthly basis for 12 months.

ARTICLE XVI

TRAVEL FUND

An Athlete Travel Fund may be provided for expenses related to a specific swim meet.

ARTICLE XVII

EQUIPMENT AND FACILITIES FUND

A fund shall be established and maintained exclusively for the future acquisition of and maintenance of equipment and/or pool facilities. The Board of Directors shall have full authority to determine the specific use of this fund whether it be a direct purchase or an investment for the purpose of a specific future purchase.

ARTICLE XVIII

GOVERNANCE

Unless modified by the Board of Directors or these Bylaws, the most current version of Roberts Rules of Order shall determine all procedural matters not expressly provided for herein.

ARTICLE XIX

EFFECTIVE DATE

Any amendments to these Bylaws will become effective upon the date the election results are certified by the Secretary of TTSC. However, subject to subsequent modification by the Board of Directors, those members of the Board of Directors elected pursuant to the election held in July, 2003 will assume the elected position subject to the position description and responsibilities specified in the nomination form.

I hereby certify that I am the Secretary of the Tigard Tualatin Swim Club, and that the foregoing Bylaws were approved by a unanimous vote of the members of the Board of Directors present at the meeting of the Board of Directors in Tigard, Oregon on July 30, 2003 and a 2/3 vote of those members of TTSC voting in the vote by mail election concluding on August 22, 2003.

Dated this ___ day of August, 2003.

DIANE CHESNEY

Proposed Amendment #1 to the Bylaws of Tigard Tualatin Swim Club, INC.

This amendment shall allow the Tigard Tualatin Swim Board to have the option of using e-mail each and every time that the Bylaws state that a Ballot or other form of communication must be mailed to the membership. Once this amendment is approved, the TTSC Board will be able to use email or regular mail, whichever is more convenient, for all communication. Furthermore, this amendment was voted on and approved by the general membership and thus became officially part of TTSC by-laws as of July 31, 2015.

Dated this 31st day of July, 2015.

Tara Steward
Secretary, Tigard Tualatin Swim Club

Proposed Amendment #2 to the Bylaws of Tigard Tualatin Swim Club, INC.

This amendment shall add the terms domestic partner to the description of family.

Proposed Amendment #3 to the Bylaws of Tigard Tualatin Swim Club, INC.

This amendment shall change the acronym USS Swimming, which is no longer in use, to USA Swimming. This change shall affect every use of the acronym USS Swimming through the bylaws.

Proposed Amendment #4 to the Bylaws of Tigard Tualatin Swim Club, INC.

This amendment shall allow the TTSC general membership to meet anytime in the first quarter. Article XI Membership Meeting, Section 1.

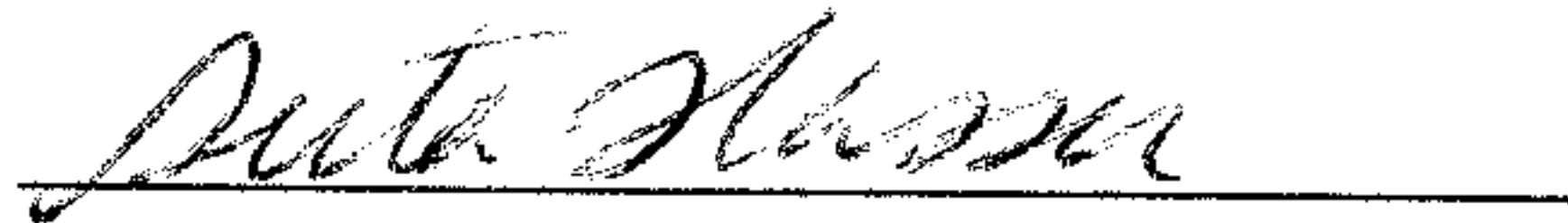
Proposed Amendment #5 to the Bylaws of Tigard Tualatin Swim Club, INC.

This amendment shall correct a grammatical error secretaries to secretary's. Article X, Section 4.

Proposed Amendment #6 to the Bylaws of Tigard Tualatin Swim Club, INC.
This amendment shall allow a budget to be prepared and approved before the end of the first quarter.
Article XIII Fiscal Management, section 1.

I hereby certify that I am the Secretary of the Tigard Tualatin Swim Club, and that the Bylaw Amendments #2-#6 were approved by a unanimous vote of the members of the Board of Directors present at the meeting of the Board of Directors in Tualatin, Oregon on March 12, 2020 and greater than 2/3 vote of those members of TTSC voting in the vote email election concluding on February 14, 2020.

Dated this 15th of March 2020.



Geeta Glasser
Secretary, Tigard Tualatin Swim Club