

**Bylaws of Long Beach Aquatic Association  
A California Non-profit Mutual Benefit Corporation**

**Article 1  
Name**

The name of this corporation is Long Beach Aquatic Association. Corporate #C2478410

**Article 2  
Offices**

**2.1 Principal Office**

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 3350 East Seventh Street, #123, City of Long Beach, County of Los Angeles, State of California 90804. The directors may change the location of the principal office at any time.

**Article 3  
Purposes and Objectives**

**3.1 Non-profit Corporation**

This corporation is a non-profit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Mutual Benefit Corporation Law of the state of California.

**3.2 Tax-Exempt Status**

This corporation is organized exclusively for the purpose of fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

**Article 4  
Nonpartisan Activities**

**4.1 Nonpartisan Activities**

This corporation has been formed under the California Non-profit Mutual Benefit Corporation Law for the purposes described above and it shall be non-profit and non-partisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **Article 5 Dedication of Assets**

### **5.1 Dedication of Assets**

The properties and assets of this non-profit corporation are irrevocably dedicated to the purposes described above. 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 Internal Revenue Code 501(c)(3). That organization shall be International Gay and Lesbian Aquatics, if it qualifies as a distributee under this Article.

## **Article 6 Number and Composition of Board of Directors**

### **6.1 Number and Composition of Board of Directors**

The Board of Directors of the corporation shall consist of at least six (6) directors, all of whom must be members. For the purpose of designating the areas of responsibility of the directors of the corporation, the following titles may be used: President, Vice President, Secretary, Treasurer, Swimming Organizations, Coaches' Representative, Swim Meet Coordinator, New Member Development Coordinator, Communications Coordinator, Member-at-Large, Facilities Coordinator and Open Water Coordinator. Any director may assume multiple areas of responsibilities, except President and Secretary may not be served by the same individual. A director position may also be served by multiple individuals.

### **6.2 Responsibilities**

The Board of Directors of the corporation will/shall have the following areas of responsibility:

**(a) President.** The president shall, subject to the control of the Board of Directors, generally supervise, direct and control the business of the Corporation. He/She shall preside at all meetings of the members at all meetings of the Board of Directors. President shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws. President of the corporation is also referred to as Captain of the Team.

**(b) Vice president.** In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the chairman of the board. Vice President shall be responsible for overseeing and directing the Corporation's marketing activities in accordance with the guidelines and policies as established by the Board of Directors. Vice President shall act as the chairperson of the Corporation's Sponsorship Committee.

(i) **Facilities Coordinator.** The vice president will act as Facilities Coordinator in the absence of an active board position. The vice president will ensure pool availability at all swim practices; identify, negotiate and finalize facilities rental agreements; coordinate all insurance needs with our broker; request and obtain insurance certificates and additional insured endorsements as required; and inform facilities of any changes in pool use.

**(c) Secretary.** The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a record of minutes of all meetings and actions of directors, committees of directors and members, with the time and place of holding,

whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal office as determined by resolution of the Board of Directors, a record of the corporation's members, showing the names of all members and their addresses.

**(d) Treasurer.** The treasurer shall attend to the following:

(i) Books of account shall be maintained in Quicken. 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. An internal audit may be conducted by the board on a quarterly basis.

(ii) 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 chairman of the board and/or the president and directors, whenever they request it, an account of all of his 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.

**(e) Swimming Organizations Representative.** Represent the Corporation in the Southern Pacific Masters Association, International Gay and Lesbian Aquatics, Federation of Gay Games and other swimming organizations as the corporation may deem appropriate to seek representation. Swimming Organization Representative will represent the Corporation in order to further the Corporation's interest, standing within the organization and otherwise participate in activities that facilitate the goals and objectives of the Corporation through these organizations.

(i) Swimming Organization Representative shall attend or cause his or her representative to attend the Southern Pacific Masters Association's meetings, and shall be informed of events and issues that are relevant to the corporation and report to the Board of Directors regularly.

(ii) Swimming Organization Representative shall attend or cause his or her representative to attend IGLA meetings at its annual general meeting. Swimming Organization Representative shall be informed of events and issues that are relevant to the Corporation and report to the Board of Directors regularly. For the purpose of voting at IGLA meetings, Swimming Organization Representative shall choose a delegate equal to the number of votes that the Corporation is entitled by IGLA. Votes of the corporation shall be cast as a block vote. Majority vote of the delegates so chosen by the Swimming Organization Representative will determine the corporation's vote. In the event of a tie, Swimming Organization Representative's shall cast an additional vote to break the tie.

(iii) Swimming Organization Representative shall attend or cause his or her representative to attend any other meetings or events on behalf of the corporation as designated by the Board of Directors from time to time. Swimming Organization Representative shall be informed of events and issues that are relevant to the corporation and report to the Board of Directors regularly.

**(f) Coaches' Representative.** Represent the vision and concerns of the coaching staff on the Board, and serve as the liaison between the coaches and the Board of Directors. As necessary,

recruit candidates for the position of Head Coach; involve the coaching staff in the process; conduct interviews; and present the coaches' recommendation to the Board for approval.

**(g) Swim Meet Coordinator.** Oversee and direct the Corporation's program to encourage swim meet participation by members' ensure appropriate equipment and nutritional supplements are available at swim meets; and coordinate team swim meet schedule. Also responsible for:

- Coordinate team swim meet schedule with head coach and Board

**(h) Membership Development Coordinator.** Oversee and direct the Corporation's program to develop new members to join the Corporation and to participate in the Corporation's practice, social events and other activities. The Membership Development Coordinator will prepare or cause to be prepared new member application forms and other related documents. The Membership Development Coordinator will prepare or cause to be prepared introductory material. The Membership Development Coordinator will also conduct new member orientation sessions as needed, as determined by the Board of Directors.

**(i) Communications Coordinator.** Oversee and direct the management, maintenance and upgrade of the Corporation's official website. Ensure that the content of the website is updated on a regular basis and that information is accurate. Also be in charge of the Corporation's communications to the members, by way of publishing or causing to be published the Grunion Report in such manner and frequency as established by the Board of Directors. This position will also coordinate and manage all Grunions social media channels.

**(j) Facilities Coordinator.** The vice president will act as Facilities Coordinator in the absence of an active board position. The facilities cocordinator will ensure pool availability at all swim practices; identify, negotiate and finalize facilities rental agreements; review and approve all monthly invoices for payment by the treasurer; coordinate all insurance needs with our broker; request and obtain insurance certificates and additional insured endorsements as required; and inform facilities of any changes in pool use.

**(k) Open Water Coordinator:** will oversee and coordinate all aspects of open-water swimming within the corporation. These may include but are not limited to developing and implementing an open water swimming program for the team, including training schedules, competitions, safety protocols, event organization, communication, budget management, and advocacy.

### **6.3 Powers**

Subject to the provisions of the California Non-profit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be proved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

### **6.4 Fees and Compensation**

Directors and members of committees shall receive:

- (a) no compensation for their services solely for holding offices of the Corporation; and
- (b) such reimbursement of expenses and/or such fees for services rendered as may be determined by resolution of the Board of Directors to be just and reasonable.

## **Article 7 Election of Directors**

### **7.1 Eligibility for Voting**

Any monthly dues paying member or active coach may vote for directors. For the purpose of determining the eligibility, the Secretary of the Corporation shall determine the date on which such eligibility determination is to be made, and shall provide a list of eligible members to a person officiating the election. Election official shall be appointed by the Board of Directors.

## **7.2 Nominations and Solicitations for Votes**

Any monthly dues paying member or active coach may nominate a member as a director.

### **7.3 Vote Required to Elect Director**

Candidates receiving the highest number of votes shall be elected as directors, except otherwise provided in Section 7.4 below. If there is only one candidate for a particular board position, such person is deemed to have received the highest number of votes without actually casting votes by the members.

### **7.4 Election and Term of Office of Directors**

Directors shall be elected at its annual meeting of the members of the corporation to be held each year in November for the following year. Directors' term will be one year, commencing on the 1<sup>st</sup> day of January and ends on December 31<sup>st</sup>.

Director may not hold multiple offices. There is no term limit to hold offices of the Corporation.

### **7.5 Removal of Directors**

Removal of a board member must be brought forth by at least three (3) board members as a business item to a duly held board meeting. A board member may be removed from the board of the Corporation by 2/3 majority vote at a duly held board meeting. Such removal shall be deemed effective immediately unless otherwise resolved.

### **7.6 Vacancies**

If a vacancy or vacancies in the board occurs because of death, resignation, removal or otherwise; the remaining board members may appoint and elect a new director to fill such vacancy until the next annual meeting.

## **Article 8 Directors Meeting**

### **8.1 Place of Meetings**

Regular meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the board. Special meetings of the board shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice.

### **8.2 Special Meetings**

(a) Authority to call. Special meetings of the Board of Directors for any purpose may be called at any time by the president, the vice president, the secretary or any two directors.

(b) Notice for such special meetings shall be given by: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by e-mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation at least 24 hours before the time set for the meeting.

### **8.3 Quorum**

A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Non-profit Corporation Law, particularly those provisions relating to:

- (a) Approval of contracts or transactions in which a director has a direct or indirect material financial interest,
- (b) Appointment of committees, and
- (c) Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### **8.4 Action without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

### **Article 9 Committees**

#### **9.1 Committees of Directors**

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

### **Article 10 Indemnification of Directors, Officers, Employees and Other Agents**

#### **10.1 Definitions**

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.

#### **10.2 Successful Defense by Agent**

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 12 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 12.3 through 12.5 hereof shall determine whether the agent is entitled to indemnification.

#### **10.3 Action Brought by Persons Other than the Corporation**

Subject to the required findings to be made pursuant to Section 12.5, 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 within the meaning of California Corporations Code Section 5233, 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.

#### **10.4 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 12.5, 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.

#### **10.5 Determination of Agent's Good Faith Conduct**

The indemnification granted to an agent in Sections 12.3 and 12.4 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:

- (i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii) The voting members by an affirmative vote (or written ballot in accord with Section 7.9) 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
- (iii) 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.

#### **10.6 Limitations**

No indemnification or advance shall be made under this Article 12, except as provided in Sections 12.2 or 12.5(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.

### **10.7 Advance of Expenses**

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 12.

### **10.8 Contractual Rights of Non-directors**

Nothing contained in this Article 12 shall affect any right to indemnification to which persons other than directors of this corporation may be entitled by contract or otherwise.

### **10.9 Insurance**

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 10.

## **Article 11 Records and Reports**

### **11.1 Maintenance of Corporate Records**

The Corporation shall keep:

(a) Adequate and correct books and records of account;

(b) Minutes in written form of the proceedings of its members, board and committees of the board;

(c) A record of its members, giving their names and addresses.

All such records shall be maintained by the Board's designee.

### **11.2 Maintenance and Inspection of Articles and Bylaws**

The Corporation shall maintain as appropriate the original or a copy of the Articles of Incorporation and bylaws as amended, to date, which shall be open to inspection by the members or other authorized representatives at all reasonable times during office hours.

### **11.3 Inspection by Directors**

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations, if any. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

## **Article 12 Construction and Definitions**

### **12.1 Construction and Definitions**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Non-profit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the

singular number includes the plural, the plural number includes the singular and the term "person" includes both the corporation and a natural person.

### **Article 13 Amendments**

#### **13.1 Amendment**

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the Board of Directors, subject to any provisions as set forth by the California Corporations Code.

### **Article 14 Fiscal Year**

#### **14.1 Fiscal Year of the Corporation**

The fiscal year of the corporation shall begin on January 1st and end on December 31<sup>st</sup> in each year.

### **Certificate of Secretary**

I, the undersigned, certify that I am the presently elected and acting secretary of Long Beach Aquatics Association, d.b.a., Long Beach Grunion Swim Team, a California non-profit mutual benefit corporation, and the above bylaws, consisting of 9 pages, are the bylaws of this corporation as adopted by the Board of Directors of the Corporation on April 19, 2020.

Date:

Secretary: