

BY-LAWS of the Hershey Aquatic Club, Inc.

Amended: October 4, 2004

Article I: ORGANIZATION

1. The name of the organization shall be the “Hershey Aquatic Club, Inc.” or “HAC”, herein called the “Club”, incorporated in the State of Pennsylvania.
2. This organization shall be a non-profit, non-stock corporation.
3. The Club’s mission is to provide a high quality swim program that inspires our swimmers to participate successfully at the local, regional and national levels.
4. The Club shall be managed by a Board of Directors, herein called the “Board”, acting in accordance with these Bylaws.
5. The Club is organized exclusively for charitable, educational and community purposes, including, for such purposes, the making of 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.
6. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Club 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 1, Paragraph 4 above. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club 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 Club 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. Notwithstanding any other provision of these Bylaws this Club 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 Club.

Article II: MEMBERSHIP

1. This Club shall be open to any individual who has paid the approved fee for training and competition and who meets the required qualifications as set by the Board and/or coaching staff.
2. The Board may set participation limits per level as they see fit to maintain quality instruction by the coaching staff.
3. The Board may waive any or all membership conditions or requirements with respect to any member as it may deem advisable based on financial and other criteria.

Article III: BOARD OF DIRECTORS

1. The Board shall have full power and authority to set policy, direct and manage the affairs and business of the club as provided in the Articles of Incorporation and these Bylaws.
2. The Board shall be made up of parents (who have been active volunteers) and the Head Coach.
3. The Board shall consist of not less than seven, or more than eleven adult members. Four of these shall be Officers, with the exception of the Head Coach who can not serve as an Officer.
4. The term for a Director shall be 3 years.
5. New Directors other than the Head Coach shall be nominated by the Board Development Committee. Approval for election to the Board can be completed by majority vote of the Board.
6. Each Director shall have one vote.
7. Directors shall oversee designated committees and participate in club meets and activities.
8. After a Director has fulfilled 2 terms in office and no longer wishes to be an “active board member” they can petition to be a Director Emeritus for up to one year. Confirmation to this position is by majority vote of the Board. This position is non-voting.
9. Directors, other than the Head Coach, shall not receive any compensation for their Board services.
10. Any Director may be removed by 2/3 majority vote of the Board whenever, in the Board's best judgment, the best interests of the club would be served.
11. All contracts entered into on behalf of the Club shall be approved by a majority vote of the Board and shall be signed by the President or in his absence the Vice President. The Head Coach shall not participate in any discussion or vote regarding the Head Coach’s contractual or employment arrangement with the club.

Article IV: MEETINGS

1. The Board shall hold monthly meetings throughout the year on dates designated by the Board and established at the beginning of each season. Additional special meetings may be scheduled as needed.
2. A majority of Directors shall be present at a board meeting to constitute a quorum.

Article V: OFFICERS

1. The Officers of the club shall consist of a President, Vice-President (or President-elect), Secretary and Financial Director.
2. New Officers may be nominated and elected at any meeting of the Board. Approval for election as an Officer can be completed by majority vote of the Board.
3. Any Director is eligible to be an Officer after serving for at least one year on the Board.
4. The term for an Officer shall be 2 years. There is no limit to the number of terms a Director may be an Officer.
5. Any Officer may be removed by 2/3 majority vote of the Board whenever, in the Board's best judgment, the best interests of the club would be served.
6. Officers shall be responsible for maintaining and negotiating contractual agreements with employees of the Club.

Article VI: DUTIES OF OFFICERS

1. President: shall be the Chief Executive Officer of the club, shall supervise and maintain the business and affairs of the club, shall preside at all Board meetings and parent meetings, shall appoint chairmen and members to all standing and *ad hoc* committees.
2. Vice-President: shall preside in the absence of the President and in doing so shall have all the powers of and be subject to all restrictions of the President, shall carry out such duties and assignments, as may be delegated by the President. This position is a President-elect position
3. Financial Director: shall monitor and audit the financial records/operations of the club, shall establish and maintain the clubs tax exempt status, shall oversee all fundraising activity, shall report as necessary to the Board regarding any or all of these activities.
4. Secretary: shall have the custody and care of the corporate records of the Club, shall attend all meetings of the Board, shall keep a true and complete record of the proceedings, shall file and take charge of all papers and documents belonging to the Club, shall perform such other duties as may be determined by the Board.

Other Board Positions: See “Hershey Aquatic Club Board Positions and Succession Planning “

Article VII: COMMITTEES

1. The Board may designate one or more committees. Each committee shall have only those powers and authority granted by the Board; but the designation of such committees and its delegation of authority shall not operate to relieve the board of any responsibility imposed by these by-laws.

2. Board Development Committee (BDC): This shall be a group of 4 – 6 parents and should be comprised of representatives from each swimming level/group. These members can be Directors, committee heads or parents. This committee shall solicit those who are interested in serving on the Board, as a committee head, or on the BDC. Members of the BDC may nominate themselves for any available position.

Article VIII: AMENDMENTS

1. Recommendations to amend, alter or add to these by-laws may be made at any Board meeting or special meeting; however, changes need to be proposed at one meeting and ratified at the next Board meeting. Approval can be completed by 4/5's majority or 80% vote of the Board.

Article IX: DISSOLUTION

1. Upon the dissolution of the Club for any reason, the Board shall after paying or making provision for the payment of all the liabilities of the Club, dispose of the assets of the Club exclusively for the purpose of the Club or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal 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 of by a court of competent jurisdiction of the county in which the principal office of the Club 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.

Date: _____

T. Todd Logan, President