

BY-LAWS OF LINCOLN SWIM CLUB

ARTICLE I

Offices and Registered Agent

The principal office of the Corporation in the State of Nebraska shall be located in the City of Lincoln, County of Lancaster. The Corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nebraska Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

The Lincoln Swim Club is also known as Nebraska Aquatics.

ARTICLE II

Section 1 – Members

(a) Participating. A participating membership in this Corporation shall be limited to families and individuals interested in promoting amateur swimming and who have paid such dues and fees to the Corporation as established by the Finance Committee and the Board of Directors, unless they are waived by the Board of Directors under Article XIII, and who either have members of their family who are swimmers participating in the swimming program of the Corporation, or who participate actively in the swimming program in some other manner.

(b) Non-Participating. A non-participating membership may be obtained by individuals and businesses interested in promoting amateur swimming who have paid the nonparticipating membership fee established by the Board of Directors and Finance Committee and who do not participate actively in the swimming program of the Corporation.

Section 2 – Swimmers

Swimmers participating in the Lincoln Swim Club shall be in a family holding a participating membership and shall be registered with USA Swimming, or one of its subdivisions or associates. The Board of Directors shall be the sole judges as to the qualifications of any swimmer. Any violation by any swimmer of the Lincoln Swim Club Code of Ethics and Conduct, Team Travel Guidelines, By-Laws, or order of its Board of Directors made in conformity therewith, shall render such swimmer liable to suspension by the Board of Directors until the next regular or special meeting of the Board of Directors, and at that meeting such participation cannot be terminated except by two-thirds (2/3) vote of those present.

Section 3 – Voting Rights

Voting rights shall be limited to one vote for each participating membership, whether it be a family or individual membership. Voting rights shall be limited to those present at the specific meeting. Voting by proxies is prohibited.

Section 4 - Definition of "Family"

For purposed of these Articles, the term "family" is defined to mean husband and/or wife, or guardian, and the children of said husband and/or wife, and ward of the guardian. Voting rights shall be limited to one vote for each family.

Section 5 - Termination of Membership

The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a participating member for cause after an appropriate hearing. Reasons for termination may include nonpayment of dues as identified in the Lincoln Swim Club Registration Form or for actions adverse or harmful to or not in the best interest of the Corporation. No terminated member shall have any right, title or interest in and to the Corporation.

Section 6 – Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigned of the obligation to pay any dues, assessments, agreements, or any other charges theretofore accrued and unpaid. In the event of any action of law taken to recover said dues, assessments, or other charges, the Corporation shall be entitled to recover all costs and expenses including reasonable attorney's fees as fixed by the court. Any member so resigning shall relinquish all right, title and interest in and to the Corporation.

Section 7 – Reinstatement

Upon written request to the Board of Directors a former member may apply for reinstatement. The Board of Directors may, by affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8 - Transfer of Membership

Membership in this Corporation is not transferable or assignable.

Section 9 - Term of Membership

Membership in this Corporation shall be on an annual basis and shall be the same period as the Corporation's fiscal year.

ARTICLE III

Meetings of Members

Section 1 - Annual Meeting

An annual meeting of the members shall be held once a year during the month of September at such place as shall be designated by the Board of Directors.

Section 2 - Special Meetings

Special meetings of the membership may be called by the President or Board of Directors, or by written request of at least twenty-five percent (25%) of the participating members of the Corporation who have voting rights.

Section 3 - Notice of Meetings

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, or by United States mail to each participating member entitled to vote at such meeting, not less than seven nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Board of Directors, or the members calling the meeting. In case of a special meeting of one required by statute or by the By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address or in care of such designee or other person as appears on the records of the Corporation, with postage thereon prepaid.

Section 4 – Quorum

A quorum shall consist of twenty-five (25) voting members. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

Section 5 – Voting

Where the Directors are to be elected by the members, such election may be conducted by mail, or in such manner as determined by the Board of Directors. Voting by proxies is prohibited.

ARTICLE IV

Board of Directors

Section 1 - The affairs of the Corporation shall be managed by the Board of Directors.

Section 2 - Number, Tenure and Qualifications

(a) Number

The Board of Directors shall consist of five (5) members of which three (3) shall be elected at the annual meeting by the participating members of the Corporations from a slate of candidates proposed by the Nominating Committee and from nominations made during the annual meeting. At no time shall more than one from a family having a participating membership serve on the Board of Directors.

(b) Tenure

Each Director shall serve a three-year term, with no more than three (3) Directors elected each year, except to fill vacancies as hereinafter provided. Any Director may be nominated and elected to serve more than one term.

(c) Vacancies

Vacancies on the Board of Directors will be filled by persons duly nominated and elected by the existing Board of Directors for the unexpired term.

Section 3 - Regular Meetings

Regular meetings of the Board of Directors shall be held monthly, either on the first Tuesday of the month, or as designated by the President without other notice than this By-Law.

Section 4 - Special Meetings

Special meetings of the Board of Directors may be called by the President or at the request of at least five (5) members of the Board of Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding these special meetings of the Board called by them.

Section 5 – Notice

Notice of any special meeting of the Board of Directors- shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the Corporation. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail. If notice be given by email, such notice shall be deemed to be delivered when the email is delivered to the email company. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where Directors attend the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors need be specified in a notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 6 – Quorum

A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board; but if less than the majority of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7 - 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 By-Laws.

Section 8 - Informal Action of Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors.

Section 9 - Members Attendance at Meetings

All meetings of the Board of Directors shall be open to the Members of the Corporation. Member participation and/or discussion shall occur only at the invitation of the President.

Discussions may be held in executive session if there are matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the club; the subjects would tend to prejudice the reputation and character of any persons, providing that the person may request a public discussion; and matters which, by law, are required to be confidential. A definitive statement of the item of executive session discussion shall be made prior to the adjournment of the Board into executive session. No vote may be taken in executive session.

Section 10 – Compensation

Directors as such shall not receive any stated salaries for their services. But nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE V

Duties and Powers of the Board of Directors

The Board of Directors shall, in addition to the duties and powers elsewhere in these By-Laws proscribed, have power and it shall be their duty:

1. To impose and enforce penalties for any violation of the Articles of Incorporation and By-Laws of this Corporation;
2. To remove from office, by two-thirds (2/3) vote, any member of the Board of Directors who, by neglect of duty, or by conduct tending to impair his/her usefulness as a member of such Board, shall be deemed to have forfeited his/her position;

3. To collect the dues and funds of the Corporation and to expend the same;
4. To institute, locate, and conduct all swimming meets falling under the jurisdiction of the Corporation;
5. To explain, define, and interpret any provision of the Articles of Incorporation or By-Laws of this Corporation upon request of a member;
6. To have the power to certify all swimmers under its jurisdiction;
7. Conduct an annual job performance evaluation of the Head Coach;
8. Review the By-Laws every even numbered year;
9. Approve facility use, practice schedule, pool time, meet scheduling and meet assignments; and
10. Assist the Head coach with marketing the team and recruiting new members.

ARTICLE VI

Officers

Section 1 – Officers

The officers of the Corporation shall be President, Vice President, Secretary and Treasurer. Each officer shall be elected for a term of one year. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2 - Election of Officers

Officers of the Corporation shall be elected annually at the first meeting of the Board of Directors following the Annual Meeting of the membership of the Board of Directors by a ballot and a majority rule of Directors present at the meeting. An individual, to be eligible to serve as an officer, must have been a member of the Board of Directors for at least one year. If election of such officers shall not be held immediately following the annual meeting, such election shall be held as soon thereafter as may be convenient but in no event no later than the next regular board meeting.

New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected.

Each officer shall hold office until the successor shall have been duly elected and shall have qualified. Any officer elected or appointed by the membership may be removed by the Board of Directors whenever in its judgment, the best interests of the Corporation would be served thereby, but such a removal shall be without prejudice to the contract of rights, if any, of the officer so removed.

Section 3 – 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 4 – President

The President shall be the principal executive officer of the Corporation. He/she shall prepare agendas and preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of

Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or these By-Laws or by statute to some other officer or agent of the Corporation; and, in general, he/she shall perform all duties as may be prescribed by the Board of Directors from time to time. The President will serve on the executive committee.

Section 5 - Vice President

In the absence of the President or in the event of his inability to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice-President shall perform such of the duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice President will serve on the executive committee.

Section 6 – Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these By-Laws; pay all bills approved by the Board of Directors; present an annual report of the financial condition of the Corporation with the Finance Committee and a prepared budget; be subject to an annual audit by a committee appointed by the President; and, in general, perform duties incident to the office of Treasurer. Necessary minor expenses, not to exceed \$25.00, may be paid by any committee and turned in to the Treasurer for reimbursement, if recorded in detail. The Treasurer shall be bonded at \$5,000 at the expense of the Corporation. The Treasurer shall be a member of the Finance Committee. The Treasurer will serve on the executive committee.

Section 7 – Secretary

The secretary shall keep minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; issue notices of all meetings of the members and Board; ensure and assist the head coach in keeping a complete record of all swimming events under the jurisdiction of this Corporation; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such members; report unfinished business at previous meetings requiring action and attend to such other business as the Corporation may direct, and, in general, to perform all duties incident to the office of Secretary. The Secretary shall appoint any necessary additional help to assist in keeping the records. The Secretary will serve on the executive committee.

ARTICLE VII

Committees

Section 1 - Committees of Directors

The Board of Directors, by a resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors, in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; or authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore.

Section 2 – Executive Committee

The Executive Committee shall include the Board President, Vice President, Treasurer, Secretary, and when determined by the President, committee chairs and the Head Coach. When authorized by the Board the Executive Committee will address and solve problems between meetings. The Executive Committee usually meets between board meetings, or by call of the Board President if an issue needs to be decided; decisions are later ratified by the Board of Directors.

Section 3 - Term of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Section 4 – Chairperson

One member of each committee shall be appointed chairperson by the person or persons appointed to appoint the members thereof.

Section 5 – Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6 – Quorum

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

Section 7– Rules

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 8 -Duties and Responsibilities

All Committee and sub-committee heads shall be directly responsible to the Board of Directors and no official action may be taken or official decisions made without Board approval. Any other duties and committees may be designated or assigned by the President of the Board of Directors, not inconsistent with the other provisions of these By-Laws.

ARTICLE VIII

Coaches

Section 1 – Selection

The coach or coaches shall be selected and hired by the Board of Directors. The coach may select such non-paid assistants as he/she may desire with the approval of the Board of Directors. The coaches shall be directly responsible to the President.

Section 2 – Contract

A written contract for the coach or coaches shall be drawn up stating the coach's salary, duties, and term of coaching.

Section 3 - Non-voting Board Membership

The Head Coach shall be a non-voting member of the Board of Directors, and he/she shall be considered an independent contractor.

ARTICLE IX

Contracts, Checks, Deposits, and Funds

Section 1 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name and of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 - Checks and Drafts

All checks and drafts for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officers, agent, or agents in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence

of such determination by the Board of Directors, such checks, drafts, notes, and other evidence of indebtedness shall be signed by the Treasurer and counter-signed by the President or Vice President of the Corporation.

Section 3 – Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 – Gifts

The Board of Directors may accept on behalf of the Corporation any contributions, gift, or bequest or devise for the general purposes or for any special purpose for the Corporation.

ARTICLE X

Certificates of Membership

Section 1 -Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing a participating and non-participating membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary, and shall be sealed with the seal of the Corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of their certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

ARTICLE XI

Books and Records

The Corporation shall keep complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees, having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of June and end the on the last day of May in each year.

ARTICLE XIII

Dues

Section 1 – Annual Dues

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

Section 2 – Payment of Dues

The annual dues for each fiscal year shall be paid on or before the opening date of the pool or September 1, whichever date is first. Dues payments for the current year will not be accepted until all dues, assessments, agreements, and charges from the previous year have been paid.

Section 3 – Default and Termination of Membership

When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period of which such dues became payable, his/her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these By-Laws.

Section 4 – Hardship

In the event a family having swimmers otherwise qualified to participate in the swimming program of the Corporation and become a participating member, but shall be found by the Board of Directors to be unable to pay the Corporation dues or fees, the Board of Directors may waive payment of the swimmer's dues and fees and the family may become a participating member.

ARTICLE XIV

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words, "Corporate Seal."

ARTICLE XV

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, 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 of such notice.

ARTICLE XVI

Amendment to the By-Laws

These By-Laws may be amended at any meeting of the Corporation by a two-thirds (2/3) vote. Each proposed amendment must be submitted to the Secretary and the Board of Directors after having been read at a previous meeting or circularized to the membership at least one month prior to the meeting of the Corporation.

ARTICLE XVII

Rules of Order to Govern at Meetings

The rules contained in the Roberts Rules of Order Revised shall govern all deliberations except when they are in conflict with the Articles of Incorporation or the By-Laws.

ARTICLE XVIII

Dissolution

In the event the Lincoln Swim Club dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of the Lincoln Swim Club, after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations. These other organizations shall be determined by the individual members; and their pro rata share of the assets shall be sent to that non-profit organization.

CERTIFICATE

Know all persons by these presents: that the undersigned Secretary of the Corporation known as the Lincoln Swim Club, does hereby certify that the above and foregoing By-Laws were duly adopted by the members of said Corporation, as the By-Laws of said Corporation on the _17th day of September, 2008, and they do now constitute By-Laws of said Corporation.

I declare under penalty of perjury that the foregoing is true and correct.

_____, Secretary