

AMENDED AND RESTATED BYLAWS

TEAM NEW YORK AQUATICS,

a New York not-for-profit corporation

(these amended and restated bylaws were approved by a vote of at least two thirds of the membership present at the annual membership meeting held on Monday, January 31, 2011)

TEAM NEW YORK AQUATICS BYLAWS
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ARTICLE 1 – GENERAL

1.1 NAME

The name of this organization shall be Team New York Aquatics.

1.2 MISSION STATEMENT*

The mission of Team New York Aquatics shall be the following:

- (a) To support and develop lesbian, gay, bisexual, transgender and non-gay amateur athletes for national or international competition;
- (b) To promote participation in aquatic sports such as swimming, diving, water polo and synchronized swimming, among lesbian, gay, bisexual, transgender and non-gay individuals;
- (c) To provide an atmosphere where lesbian, gay, bisexual, transgender and non-gay athletes can practice together in mutual understanding and support; and
- (d) To provide an opportunity for athletes of all abilities to participate in organized practices and competitions in a team atmosphere and so to achieve their own goals in their aquatic sports.

These objectives shall be pursued in accordance with the standards of the appropriate national and local governing bodies for the aquatic sports, the International Gay and Lesbian Aquatics (IGLA), and these bylaws.

1.3 AFFILIATION

Team New York Aquatics shall affiliate with the appropriate national and local aquatic sports organizations in a manner to be determined annually by the Board of Directors. These may include but are not limited to the following national organizations: United States Masters Swimming (USMS), United States Swimming (USS), United States Diving (USD), United States Water Polo (USWP), and United States Synchronized Swimming (USSS). These may include but not be limited to the following local organizations: the Metropolitan Local Masters Swimming Committee (MLMSC), the Metropolitan Local Swimming Committee (MLSC), the Empire State Masters Swim Club, and Chapters of Empire.

1.4 NONDISCRIMINATION

Team New York Aquatics shall be nondiscriminatory.

1.5 NONPROFIT

Team New York Aquatics shall be nonprofit.

ARTICLE 2 – MEMBERSHIP

2.1 WHO IS A MEMBER

The membership shall consist of individuals, each of whom:

- (a) Is interested in the purposes and programs of Team New York Aquatics;
- (b) Is registered with Team New York Aquatics;
- (c) Has registered with one or more of the national aquatic sports organizations; and
- (d) Has paid the designated annual dues to Team New York Aquatics.

2.2 MEMBER RIGHTS

All members are Voting Members and may serve on the Board of Directors.

2.3 EXPULSION OF MEMBERS

Any member, whose actions are detrimental to Team New York Aquatics, shall be subject to expulsion by a three-fourths vote of the Voting Membership, taken at a membership meeting.

2.4 MEMBERSHIP YEAR*

The membership year shall start on January 1 and end on December 31.

2.5 ANNUAL DUES

Annual dues for all members shall be set by the Board of Directors.

2.6 VOTING MEMBER DUTIES AND POWERS

The duties and powers of voting members of Team New York Aquatics shall consist of the following:

- (a) To elect the board of Directors, in accordance with Article 4;
- (b) To modify or reverse policy and programs established by the Board of Directors, in accordance with Article 3;
- (c) To amend the bylaws of Team New York Aquatics, in accordance with Article 9;
- (d) To inspect any books or records maintained by the Board of Directors or officers of Team New York Aquatics in the discharge of their official duties; and
- (e) To contribute to the management of Team New York Aquatics by volunteering to, among other things, attend Board Meetings, serve on committees, and/or hold appointed or elected positions.

ARTICLE 3 – MEMBERSHIP MEETINGS

3.1 ANNUAL MEETING

The annual membership meeting shall be held no earlier than January 1 and no later than April 1 of each year.

3.2 BUSINESS OF THE ANNUAL MEETING

The business of the Annual Meeting shall include the following:

- (a) Election of the Board of Directors;
- (b) Discussion and circulation of a sign-up sheet indicating Team New York Aquatics members' interests in performing official team duties, as described in Article 7;
- (c) Presentation of financial report by the Treasurer, or a representative, and overview of the coming year's budget;

- (d) Overview of the coming year's athletic program by each Head Coach, or a representative.

3.3 SPECIAL MEETINGS

Other meetings may be called as needed. If a meeting is not the Annual Meeting, it is considered a Special Meeting. The President, or a representative, must call a meeting if petitioned by at least eight (8) Voting members or 10% of the voting membership, whichever is smaller.

3.4 PLACE OF MEETINGS

All Team New York Aquatics Membership Meetings shall be held within the New York City Metropolitan Area.

3.5 MEETING NOTICES

The notices of membership meetings have the following requirements:

- (a) Time - At least 15 and not more than 60 days written notice must be given for any Annual or Special Membership Meeting.
- (b) Information - The meeting notice shall contain the time, date, place, and a brief agenda. If the meeting involves an election, the names of nominees shall be included. If the meeting is to act on an amendment to these bylaws, a complete copy of the proposed amendment shall be included.
- (c) Address – The notice shall be sent to the physical address or email address last given to the Registrar for each member.

3.6 QUORUM

Eight (8) Voting members or 10% of the Voting Membership, whichever is larger, shall constitute a quorum for the transaction of business requiring a vote of the Voting Membership. A lesser number may hold a meeting but no decisions will be binding.

3.7 VOTING PROCEDURE

Each Voting Member shall be entitled to one vote. Votes shall require a majority except where stated otherwise in these bylaws.

3.8 PROXY VOTES

A Voting Member may vote by proxy for matters explicitly stated in a notice to the members by giving his or her vote, in writing, to the President or the President's representative.

3.9 BOARD OF DIRECTORS OVERRIDE

A two-thirds vote by the Voting members shall be required to override a decision of the Board of Directors. The Board of Directors may not override such a decision.

ARTICLE 4 – NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

4.1 ELECTION AT ANNUAL MEETING

The members of the Board of Directors shall be elected at the Annual Membership Meeting.

4.2 NUMBER OF VOTES

Each Voting Member is entitled to vote by secret ballot for the number of candidates to be elected. Each voting member may vote only once for a given candidate. Any voting member may vote by proxy with prior agreement by the member and proxy.

4.3 SIZE OF BOARD OF DIRECTORS

The number of the members on the Board of Directors shall be nine.

4.4 TERM OF BOARD MEMBERS

Board members shall be elected for a term of two years.

4.5 GENDER REPRESENTATION

There will be a minimum of two Directors of each gender on the Board of Directors. At least one Director of each gender will be elected each year, provided there are such candidates, as provided for in Section 4.7.

4.6 WATER POLO AND SWIMMING REPRESENTATION

There will be a minimum of two Directors from each of the water polo team and the swim team on the Board of Directors. At least one Director from each team will be elected each year, provided there are such candidates, as provided for in Section 4.7.

4.7 ELECTION PROCEDURES

- (a) In even numbered years, the membership shall elect five directors; in odd numbered years, the membership shall elect four directors.
- (b) Each team member (or her or his proxy) may cast votes for candidates up to the number of openings (four or five).
- (c) Candidates shall be elected in the following order:
 - a. The candidate of each gender, if any, receiving the greatest number of votes shall be elected first.
 - b. The candidate from each team (swimming and water polo), if any, receiving the greatest number of votes shall be elected.
 - c. Remaining seats shall be filled by the candidates receiving the most votes.

4.8 TIES

Ties shall be resolved by resubmitting the names of the candidates with the equal numbers of votes to the voting members at the meeting. The Board of Directors will resolve any remaining unresolved ties at the first board meeting following the annual meeting.

ARTICLE 5 – BOARD OF DIRECTORS

5.1 DIRECTORS

The membership of the Team New York Aquatics Board of Directors shall consist of those members elected at the Annual Membership Meeting and those named by the Board of Directors to fill vacancies.

5.2 ELIGIBILITY

Only Voting Members of Team New York Aquatics are eligible to serve.

5.3 DUTIES AND POWERS

Team New York Aquatics Board of Directors shall act for Team New York Aquatics and its members. The Board of Directors shall have the duty and power to:

- (a) Establish the program and policy of Team New York Aquatics subject to membership modification, in accordance with Article 3.9;
- (b) Name officers to act on its behalf in fulfilling these functions;
- (c) Monitor the implementation of the program and policy through the team's officers; and
- (d) Review and adopt a budget.

5.4 TERM OF OFFICE

Directors elected at the Annual Meeting shall generally serve for two years. The term shall start at the close of the Annual Meeting and shall end at the close of the Annual Meeting two years (or one year) after they are elected.

5.5 RESIGNATIONS

Directors may resign by giving written notice to the President or Vice President. Two weeks notice should be given under most circumstances. However, the resignation shall take effect at the time specified in the notice

5.6 DE FACTO RESIGNATIONS

Any director who misses two consecutive meetings without notifying the Board in advance shall be considered to have resigned.

5.7 REMOVAL OF A DIRECTOR

A Director may be removed from the Board of Directors before the expiration of his or her term at a meeting of the Board of Directors or General Membership. A two-thirds vote by the members of the Board of Directors or by the Voting Membership shall be required to remove that Board Member.

5.8 VACANCIES

The Board of Directors will select Voting Members of Team New York Aquatics to fill vacancies on the Board of Directors. The term of a Director filling a vacancy shall expire at the next Annual Membership Meeting. The membership shall be notified of vacancies when they occur and shall be informed as to who fills the vacancies.

ARTICLE 6 - BOARD OF DIRECTORS MEETINGS

6.1 FREQUENCY OF MEETINGS

The Board of Directors shall meet as frequently as required to complete the business of the Board, but not less frequently than four (4) times per year.

6.2 WHO CAN CALL A MEETING

Board of Directors Meetings can be called by the President or the Vice President or by any three members of the Board of Directors who sign and distribute a notice to all Directors, in accordance with Article 6.3.

6.3 MEETING NOTICES

Written or telephonic notice of Board of Directors meetings shall be given to all Directors at least one week in advance. Notice shall include the business of the meeting.

6.4 QUORUM

A majority of currently serving Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors.

6.5 VOTING PROCEDURES

Each Director shall be entitled to one vote. Except as otherwise provided in these bylaws, an act of the majority of Directors represented at a meeting (in person or by proxy) shall be the act of the Board of Directors.

6.6 PROXY VOTES

A Director may vote by proxy for matters explicitly stated in the meeting notice by giving his or her vote, in writing, to the President or his/her representative.

6.7 BUSINESS OF MEETINGS*

At the first Board of Directors meeting after the Annual Membership Meeting, the Board of Directors will elect the President and the Vice President. A vacancy of the Presidency or Vice Presidency must be filled at the first meeting after such a vacancy. At a Board of Directors meeting held no later than March 1, the Board of Directors shall approve a budget for the coming year. For all aquatic sports organizations to which Team New York Aquatics members are also members, the Board will decide annually how Team New York Aquatics will affiliate with that organization. For organizations that have fixed registration years, this must be done at a meeting at least two months prior to the start of that organization's registration year.

6.8 INVITATION TO ATTEND MEETINGS

The Board of Directors may invite anybody to attend Board of Directors meetings and participate as the Board of Directors chooses, with the exception that only members of the Board of Directors may vote at the meetings.

ARTICLE 7 – OFFICERS

7.1 OFFICERS

The officers are President, Vice President, Treasurer, Secretary, and Coach Liaison.

7.2 ELIGIBILITY

Only members of Team New York Aquatics are eligible to serve.

7.3 SELECTION OF PRESIDENT AND VICE PRESIDENT

The President and Vice President are elected by the Board of Directors at its first meeting after the Annual Membership meeting or after a vacancy occurs. They must be elected members of the Board of Directors.

7.4 SELECTION OF OTHER OFFICERS

Other officers are appointed by the President with the advice and consent of the Board of Directors. In appointing officers, President will make an effort to name members of the Board of Directors and/or team members who have made known at the Annual Meeting their interest in holding office.

7.5 SIMULTANEOUS OFFICERS

Offices may be held simultaneously, except the same person may not simultaneously serve as President and either Vice President or Treasurer.

7.6 TERM OF OFFICE

Officers shall serve for a term of approximately one year. They shall generally be chosen after the Annual Meeting and before the end of the calendar year. The term shall end when new officers are selected after the following Annual Meeting. The President, Vice President, Treasurer and Secretary are not eligible to serve in the same office if they have served four consecutive years, until the lapse of two years.

7.7 RESIGNATION

Any officer may resign at any time by giving written notice to the President or the Vice President. One month's notice should be given under most circumstances. However, the resignation shall take effect at the time specified in the notice.

7.8 REMOVAL OF OFFICERS

Any officer may be removed from office by a two-thirds vote of the Board of Directors or the Voting Membership at an Annual or Special Meeting.

7.9 DUTIES

The duties of the officers are described below. The Board of Directors may modify these duties as needed.

- (a) The President shall be responsible for the day-to-day management of the business affairs of Team New York Aquatics. The President shall call Membership and Board of Directors meetings when and where deemed necessary, and shall preside at all such meetings. The President shall report the actions of the Board of Directors at all membership meetings. The President shall appoint all other officers except the Vice President, and shall appoint representatives or liaisons to other organizations. All appointments shall be made with the advice and consent of the Board of Directors. The President shall assist the Treasurer in preparing the annual budget.
- (b) The Vice President shall assist the President in the performance of all duties and will substitute for the President in the event of illness or incapacity. The Vice President is responsible for keeping records of all meetings, conducting official

correspondence, taking minutes of Board of Directors meetings, and making any such reports as may be required by the Board of Directors or these bylaws. The Vice President shall have general charge of Team New York Aquatics books and records, except as otherwise set forth in these bylaws.

- (c) The Treasurer shall receive all monies and pay the bills approved by the President or Board of Directors or authorized by a budget approved by the Board of Directors. The Treasurer is responsible for maintaining all financial records, including bank and checking records, and for submitting reports at each Annual Meeting. The Treasurer is responsible, in cooperation with the President, for preparing an annual team budget to be reviewed and approved by the Board of Directors. The Treasurer will make available to officers, members of the Board of Directors, and other members, who require it for team business, up-to-date information on dues or fees received and bills outstanding or paid.
- (d) The Secretary shall be responsible for the registration of members. The Secretary shall register Team New York Aquatics with the appropriate organizations, as determined by the board of Directors, at the beginning of each registration year. The Secretary is responsible for verifying that members are registered with the appropriate aquatic sports organizations. The Secretary will maintain and make available to officers, Board members, and other members, who require it for team business, up-to-date lists of all members with addresses and phone numbers.
- (e) The Coach Liaison shall be responsible for ensuring that the athletic program and policy established by the Board of Directors is implemented by the head coach, competition coach and all other coaches. The Coach Liaison in consultation with the Board of Directors is the final authority on the conduct of team practices, participation in meets, organization of team relays, and other matters that bear directly on the athletic performance of individual members and the team as a whole. The Coach Liaison shall communicate regularly with the head coach to ensure consistent implementation of the athletic program and policy established by the Board of Directors.

7.10 OTHER OFFICES

The Board of Directors may create other offices as necessary in accordance with the provisions of this Article 7 and these bylaws. Officers will not necessarily serve on the Board of Directors but shall report to the Board of Directors on all planned projects and will have such authority as granted by the Board. Such offices may include a Workout Coordinator, a Publicity Coordinator, an Aesthetic/Costume Coordinator, a Fundraising Coordinator, a Meet Coordinator, a Social Coordinator, a Team Records Coordinator, and Team New York Aquatics representatives to other affiliated organizations.

7.11 COMMITTEES

Officers may appoint committees to assist them in fulfilling official duties.

ARTICLE 8 - FINANCES

8.1 FISCAL YEAR

The fiscal year for Team New York Aquatics shall run from January 1 through December 31.

8.2 BANK ACCOUNT

Team New York Aquatics will have a bank account at a convenient New York City bank.

8.3 REIMBURSEMENT OF EXPENSES

Every member charged by the Board of Directors with fulfilling Team New York Aquatics duties shall be entitled to the reimbursement of expenses reasonably incurred in the fulfillment of those duties, up to amounts included in the annual budget of Team New York Aquatics or approved by the Board of Directors. Request for reimbursement shall be made in writing to the Treasurer, be accompanied by receipts and be signed by the President, Vice President, or the appropriate officer as determined by the Board of Directors.

8.4 TREASURER'S REPORT

Within 60 days following the close of each fiscal year, the Treasurer shall present to the Board of Directors an overview of Team New York Aquatics' financial position. The financial statements will become permanent records held by the Vice President.

8.5 POLICY

Team New York Aquatics shall be a nonprofit organization. It shall be the policy of Team New York Aquatics not to accumulate large cash reserves or to continually budget for revenues to significantly exceed expenses in a fiscal year. A reasonable cash reserve may be maintained as a contingency to protect Team New York Aquatics ability to continue operations.

8.6 AUTHORIZATION TO SIGN CHECKS

The President, Vice President, and Treasurer shall be authorized to sign checks drawn on Team New York Aquatics' bank account. The treasurer will see that the names and signatures of these officers are submitted for approval in a timely fashion to the bank at which the team maintains its account(s). Two signatures shall be required on checks for amounts greater than \$1000. All checks shall be approved by a person other than the person signing it. Additionally, the Board of Directors may designate any third party to receive, disburse and manage funds maintained in any Team New York Aquatics' bank account.

ARTICLE 9 - MISCELLANEOUS

9.1 AMENDMENTS TO BYLAWS

These bylaws may be amended at any membership meeting by a two-thirds vote of the Voting Membership.

9.2 DISSOLUTION

Upon dissolution, the net assets of Team New York Aquatics will not be transferred or passed on for the benefit of any private individual or corporation, but will be distributed to a bona fide organization approved by the Board of Directors to be used exclusively for athletic, educational, or charitable purposes.