

BY-LAWS OF THE PINE-RICHLAND AQUATICS TEAM, INC.

Draft 8/2/94

Registered: 7/22/96

Revisions: 1 – Section 3.4 added, 5/16/98

2 – Section 4.6 added, 4/3/00

3 – Article 2 changed 3/29/01

4 – Section 5.1 changed 3/29/01

5 – Section 5.8 changed 3/29/01

6 – Section 7.3 added 9/12/2009

7 – Section 3.5 added, Sections 3.1, 4.4, 2.1 revised - 10/19/2009

8 – Section 5.4 Changed terms of BoD per 5/5/2010 membership meeting – 8/5/2010

Article I Establishment

- Section 1.1 These By-laws go into effect at the time of Incorporation.
- Section 1.2 The organization shall be established as Pine-Richland Aquatics, Inc. hereinafter referred to as PRA, a non-profit organization incorporated under the laws of the Commonwealth of Pennsylvania.
- Section 1.3 The address of PRA shall be: P.O. Box 15, Gibsonia, PA 15044.
- Section 1.4 The fiscal year of PRA shall be from September 1 each year until August 31 of the following year.

Article II Purpose

- Section 2.1 The purpose of the organization shall include the following:
- To support the Pine-Richland School District by preparing P-R youth to swim competitively at the high school level;
 - To provide an opportunity for all eligible youth to participate and achieve their own potential in the (*recreational*) sport of swimming;
 - To promote fitness, physical conditioning and sound health habits in a stimulating learning environment;
 - To foster social, emotional, and educational development through participation in the activities of the organization;
 - To promote and provide the opportunity to compete in organized swimming meets throughout the year;
 - To involve itself in other types of activities described herein which are necessary for the proper functioning of the organization;
 - To provide an environment that encourages and supports swimmers in pursuit of their competitive goals, whether they be local, regional, or national in scope.

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Article III Team Membership

- Section 3.1 Age of team members shall not be less than 5 years based on the age of the applicant as of November 1st.
- Section 3.2 Pine-Richland School District residents shall maintain a minimum of 60% of the total team membership, and shall be granted membership status over non-residents. If application submissions by non-residents of P-R School District would exceed 40%, then the following selection criteria shall be imposed and exercised by the Board of Directors for the non-residents in the order listed:
1. Prior year membership
 2. Team need for participants of a particular age group
 3. Applicants from school districts lacking swimming programs and facilities
 4. Date of registration.
- Section 3.3 Team Membership shall be contingent upon timely payment of periodic registration fees and membership dues as determined by the Board of Directors.
- Section 3.4 Based upon reduced enrollments for the Spring sessions compared to the Fall session, the restriction of Section 3.1 may be temporarily waived by the Board of Directors for the spring sessions, which will apply only to that specific session. This waiver will be based on availability of pool and lane space, the financial strength of the club, and the desire to maintain employment of quality coaching that will be needed for the next session in order to properly fulfill our purpose as defined in Article II.
- Section 3.5 Membership in PRA, Inc., is open to a limited number of USA Masters swimmers. Masters swimmers shall pay a monthly rate equivalent to the monthly assessment of the "National Team" rate, shall be either registered with USA Swimming or with USA Masters, and shall pay the Out of District fee if applicable. Enrollment for Masters swimmers is contingent upon sufficient pool space and time so as not to adversely affect practices for non-Masters swimmers. Practice times and durations for Masters swimmers shall be coordinated so as not to cause over-crowding for non-Masters swimmers, the determination of which shall be done by the Head Coach and Board of Directors.

Article IV Dues and Fees

- Section 4.1 The Board of Directors shall have full authority to fix and regulate fees and dues related to the membership in the organization.
- Section 4.2 Dues and fees shall be payable as set forth by the Board of Directors.

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- Section 4.3 Non-residents shall be assessed an additional fee as determined by the Board of Directors. These monies shall be escrowed in a separate fund for use in a manner determined by the Board of Directors to promote and benefit swimming programs throughout the Pine-Richland School District.
- Section 4.4 Those participants who also swim for the Pine-Richland High School Team shall be exempt from paying the full membership dues during the high school season. Such participants shall be assessed a reduced fee for the time period in which they participate in the activities of the PRA (typically 2 months). The fee shall be established by the Board. Fees for USA Swimming membership shall be assessed and collected for these swimmers. Out of District fees shall also be collected, if applicable.
- Section 4.5 All team members of Pine-Richland Aquatics shall become members of USA Swimming, and pay the USA Swimming fees.
- Section 4.6 All families of PRA, Inc. will be responsible for working two (2) sessions of each 2-day U.S.S. meet hosted or co-hosted by PRA, Inc. and one (1) session for any one day meet. If the family cannot do so, it is their responsibility to find a suitable replacement, or pay PRA, Inc. a fee of \$50 per session per family not worked. The fee must be paid in full before the swimmer is allowed to swim at the meet or to register with PRA, Inc. again.

Article V Board of Directors

- Section 5.1 The management of PRA shall be vested in the Board of Directors. The Board shall consist of five elected officers: President, First Vice President, Second Vice President, Secretary and Treasurer. The President shall serve as Chairperson of the Board and shall be voting members and residents of the Pine-Richland School District. The first election under these By-laws shall be an exception: any non-resident involved with the Formation Committee of PRAM may become elected to the Board of Directors. *Another exception may apply. A non-resident of the Pine-Richland School District may hold offices of Treasurer, Secretary, or Second Vice-President as long as there is only one non-resident member of the board at any one given time. A non-resident shall not be eligible to fill the office of First Vice-President or President.*
- Section 5.2 The Directors shall have the authority to establish committees and appoint Committee Chairpersons as may be necessary to promote the interests and activities of the organization. Initially under these BY-laws the positions of Publicity Chairperson, Safety Chairperson, Communications Chairperson and Meet Director shall be appointed by the Board. All Committee Chairperson positions will be non-voting in regards to any affairs, activities and business conducted by the Board. The Board may terminate any committee by a majority vote.
- Section 5.3 The Directors shall have the power to adopt rules and regulations, and alter and amend the same to conduct the business and activities of the organization.

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- Section 5.4 The term of each Director shall be two years. On odd years an election shall be held for the position of Treasurer and 1st Vice President; on even years an election shall be held for the positions of President, Secretary, and Second Vice. For the election in year 2010, when this version of the By-Law change was enacted, the existing Treasurer and 1st Vice-Presidents positions (elected in 2009) are to continue in their respective roles until the election of 2011.
- Section 5.5 Elections shall be held annually each March for those positions being vacated by Directors completing their terms. Directors shall take office two months prior to the beginning of the next fiscal year. Any vacancy in the Board of Directors caused by unforeseen reasons shall be filled by a majority vote of the remaining Directors until the next annual meeting.
- Section 5.6 Election of new Directors shall be by written ballot with one vote per household. IN the event that such election results in a tie vote for a position a second vote shall be taken. In the event of a second tie, a majority vote of the current Board shall decide the elected Director.
- Section 5.7 The presence of at least three members of the Board shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors.
- Section 5.8 A Director shall serve no longer than (*four (4)*) six (6) consecutive years on the Board.
- Section 5.9 No more than one family member shall serve on the Board at one time.

Article VI Rights and Liabilities of Voting Members

- Section 6.1 No director, officer, member, or authorized agent or representative of PRA shall be liable or responsible for any debts or liabilities of PRA or liable to PRA except to the extent of their unpaid portion of membership dues and fees.
- Section 6.2 Membership shall consist of one household.
- Section 6.3 Members shall have one vote per household on all matters brought before a vote of the membership.

Article VII Meetings of Voting Members

- Section 7.1 PRA shall hold a meeting of the voting membership annually at any time within eight months after the close of the fiscal year for the purpose of reviewing the activities and affairs of PRA, elections of Directors, approving the annual budget, and conducting other business as may properly come before the meeting. A quorum shall be required for the annual meeting. PRA may also hold other special meetings as may be necessary from time to time to properly conduct the affairs of the organization. Such special meetings may be called by the President,

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or by a majority vote of the Board of Directors, or upon the written request of at least 20% of the membership.

Section 7.2 At any meeting of the voting membership, attendance of at least 20% of the membership shall constitute a quorum. Only members present at the meeting shall have the right to vote. Unless otherwise established by the Articles of Incorporation of the By-Laws, the decision of the majority of the members voting shall be the decision of PRA.

Section 7.3 When announcing a membership meeting for the purposes of changing the By-Laws, PRA may use email and other electronic means (such as posting to the PRA Website) in order to give notice of the meeting to the membership instead of US Postal mail-delivered notice.

Article VIII Coaching

Section 8.1 The coaching staff shall consist of a Head Coach, as designated by the Board, and a sufficient number of Assistant Coaches to carry out all activities and instruction in an effective and safe manner.

Section 8.2 All coaches shall be certified in CPR, First Aid, Water Safety, and any U.S.S. certification required for AMS.

Section 8.3 All coaches will be employees of PRA for a period of one year, with yearly extensions exercised only with the approval of the Board.

Section 8.4 The Head Coach shall be responsible for the training and preparation of all swimmers for competitive swimming and shall have the authority to direct the Assistant Coach(es) and on deck activities.

Section 8.5 The Head Coach shall attend Board meetings for the purpose of providing an appraisal of the Team's progress, and for presentation of other information related to the function of on-deck activities. The Head Coach and Assistant Coaches shall not have voting rights regarding the affairs, activities and business of the Board.

Article IX Indemnification of Directors, Officers and Employees

Section 9.1 PRA shall indemnify and hold harmless any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor, heirs, administrators or assign is or was a Director, Officer, or Employee of PRA against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. PRA may also reimburse to any such Director, Officer or Employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the members that it was to be in the interests of PRA that such settlement be made.

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Article X Statutory Indemnification

Section 10.1 Anything set forth in these By-Laws to the contrary notwithstanding, it is the intent that the indemnification provisions hereof shall be to the full extent permitted by the Non-Profit Corporation Law, 15 Pa, C.C. 5741, et seq. To the extent that the indemnification provisions set forth in these By-Laws do not go to the length permitted by said Law, said indemnification provisions are hereby deemed to be incorporated herein by reference with the same force and effect as if set forth in full.

Article XI Contracts, Checks, Notes etc.

Section 11.1 All contracts and agreements must be approved by a majority of the Board of Directors. Unless otherwise directed by the Board of Directors, all contracts, agreements, checks, etc. must be approved and signed by both the President and Treasurer.

Section 11.2 Any contracts, agreements, checks, etc. exceeding a specified dollar amount as determined by the Board of Directors shall require approval by a majority of the Board.

Article XII Termination and Dissolution

Section 12.1 PRA may be terminated and dissolved upon the affirmative vote of at least two-thirds of all members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of PRA, make a determination for the further disposition of any additional assets or net worth of PRA.

Article XIII Amendment of By-Laws

Section 13.1 The power to make, alter, amend or repeal these By-Laws is vested in the membership. The affirmative vote of a majority of the membership constituting a quorum at a properly noticed meeting, shall be necessary to effect alteration, amendment or repeal of the Code of By-Laws.

Pine-Richland Aquatics, Inc.

BY-LAWS OF THE PINE-RICHLAND AQUATICS TEAM, INC.

August 5, 2010

Attest:

By:

Secretary

President

BY-LAWS OF THE PINE-RICHLAND AQUATICS TEAM, INC.

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Change Log

Date	Author	Purpose
7/19/2009	R. Sanzi	Recreate editable Microsoft Word version of the By-Laws from scanned document.
9/12/2009	R. Sanzi	Updated Section 3.2, out of district percentage, from 20% to 40%, in accordance with membership vote taken on 9/17/2008 (prior year membership meeting).
9/12/2009	R. Sanzi	Added Section 7.3, Email Notification, pursuant to a vote approved at PRA Membership meeting of June 2, 2009.