

**BYLAWS OF
VILLA PARK HIGH SCHOOL AQUATICS EDUCATION PROGRAM
("Villa Park High School Aquatics Boosters")**

Provisions of the Bylaws shall not be in conflict with the Articles of Incorporation.

Article I. Name

The name of the organization shall be "Villa Park High School Aquatics Education Program." It may also be referred to as "Villa Park High School Aquatics Boosters." The organization is a California Public Benefit Corporation.

Article II. Purpose

A. The primary objectives and purpose of this corporation shall be:

1. To support the interscholastic aquatics programs offered by Villa Park High School including boys swimming, girls swimming, boys water polo, girls water polo and other related programs which the school may offer.
2. To conduct fundraising in support of the aquatics programs.
3. To provide assistance in the procurement and maintenance of aquatics facilities and equipment used by Villa Park High School aquatics student-athletes.
4. To provide advocacy for Villa Park High School aquatics and, where it links to Villa Park High School, advocate for aquatics in the community.
5. To support the school and staff in the administration of Villa Park High School aquatics programs through communications, event organization, and addressing other needs that arise.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons except that the organization may pay reasonable compensation for services rendered, and reimburse expenditures made, on behalf of the organization.

Article III. Membership

"Voting Members" shall be parents and guardians of students participating in Villa Park High School aquatics programs who choose to be members of the organization by submitting registration forms and paying membership fees. Each household, regardless of number of students enrolled in aquatics programs, shall be entitled to one vote. Membership fees shall be fixed at such amounts as the Board of Directors shall determine for a particular year. The Board may determine in any particular year that membership fees are not required.

"At Large Members" shall include school staff and other community members who are interested in supporting the objectives of this corporation.

“Sustaining Members” shall include any person who is not a Voting Member who makes financial or other contributions to the organization and is recognized by a majority vote of the Board as such. Sustaining Members shall have no rights, duties or obligations in the management or in the property of the organization.

Article IV. Fiscal Year

The fiscal year for this corporation shall begin July 1 and conclude June 30.

Article V. Meetings

Annual Meeting – There shall be an annual meeting held during the first four months of the calendar year. Voting Members shall be provided at least 30 days notice of the date and location of this meeting. This meeting may be held in conjunction with another aquatics related meeting or event such as swimming parent meeting, awards banquet, or other such event provided it is an event at which most Voting Members would otherwise be included.

Regular Meetings – The Board shall schedule regular meetings which are open to both Voting Members and At Large Members. Regular Meetings should be scheduled at least nine times throughout the fiscal year. Multiple meetings may be scheduled during a single month but a maximum of one meeting in any four week period may be counted toward the nine meeting minimum. Meetings shall be scheduled or changed with at least 7 days advance notice.

Special Meetings – Special meetings may be scheduled as necessary to address business of the corporation. Such meetings may be called by the President of the Board, or by any three Board members. Board members must be provided at least 72 hours notice of any Special Meeting.

Article VI. Board of Directors

There shall be a Board of Directors consisting of five directors elected from the Voting Members. The number of directors may be expanded to seven provided at least two spots are filled by members having one or more aquatics athletes in their freshman or sophomore years.

A. Responsibilities

The Board of Directors shall be responsible for all matters pertaining to the corporation including, but not limited to, all budget and policy decisions.

B. Nomination

Nominating Committee – Prior to the Annual Meeting, the current board, or a committee assigned by the board, shall identify a slate of candidates to fill Board vacancies for the following fiscal year. The board or committee shall solicit nominations from the Voting Members. It shall also identify and solicit candidates that would be valuable additions to the Board. The Nominating Committee should seek to ensure balanced representation of each sport offered by the Villa Park High School aquatics program. The Nominating

Committee will be led by the Vice President of the corporation. The group shall narrow the list down to a slate to be presented at the Annual Meeting.

C. Election

The slate shall be voted on at the Annual Meeting. The vote shall be a yes/no vote on the entire slate. Upon a floor motion passed by a majority of the Voting Members present the process may be changed to a yes/no vote on each individual nominated. In either a slate vote or an individual vote, a 'yes' vote from a majority of the Voting Members present shall constitute approval.

A quorum for the election of Board members shall be 25 Voting Members or, should there be less than 50 Voting Members in the corporation, two-thirds ($\frac{2}{3}$) of the Voting Members. The Board may, in advance of the Annual Meeting, request proxy votes from the Voting Members. These votes, including abstentions, shall be counted toward the quorum requirement.

If all board vacancies for the following year are not filled, floor nominations from the Voting Members will be accepted. A yes/no vote on individual nominees from the floor will determine approval of each nominee. In the event there are more approved nominees than Board vacancies, the nominee(s) receiving the most 'yes' votes shall be elected to the Board of Directors.

In the event a quorum is not achieved the vote may be completed via ballots subsequently submitted from Voting Members not attending the Annual Meeting.

D. Term

Board members shall be elected to one year terms. A board member may complete his/her term after losing Voting Member status provided such member was a Voting Member when the term began. However, a board member shall not be allowed to start a new term after losing Voting Member status.

E. Vacancies

Board positions that become vacant may be filled by Voting Members elected by the remaining Board members. The term of these positions will be for the remainder of the fiscal year. The position shall then be filled as part of the election process at the Annual Meeting.

Article VII. Officers

A. Election

At the first Regular Meeting of the fiscal year, Board members shall elect officers for the fiscal year. Officers shall be selected from the group of current Board members.

B. President

The President shall preside at the Annual Meeting, Regular Meetings, and Special Meetings. The President and Secretary shall execute all legal papers, document, or other instruments ordered to be executed by the Board of Directors. The President shall appoint committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

C. Vice President

The Vice President shall act in the absence or disability of the President. The Vice President will serve as chair of the Nominating Committee and will be responsible for ensuring the annual election takes place.

D. Treasurer

The Treasurer shall oversee the fiscal program of the corporation. He or she shall cause all funds of the corporation to be deposited in depositories in the name of the Villa Park High School Aquatics Education Program. He or she shall see that an accurate record is kept of corporation funds and shall see that adequate monthly reports are made to the Board of Directors. All checks upon bank accounts of the corporation shall be signed as directed by resolution of the Board of Directors.

E. Secretary

The Secretary and President shall execute such legal papers, documents or instruments as authorized by the Board of Directors. The Secretary shall keep or cause to be kept the minutes of the Annual Meeting, Regular Meetings, and Special Meetings.

F. Communications Chair

The Communications Chair shall be responsible for keeping all members updated on activities of the corporation. This includes ensuring meetings are announced, key dates are communicated, and keeping members informed about activities being planned by the corporation and associated activities of Villa Park High School aquatics.

Article VIII. Management

A. Approval Authority

All decisions regarding the management of the corporation, disbursement of funds, and activities to be undertaken by the organization shall rest with the Board of Directors. Decisions shall require a simple majority of Board members present at a duly qualified meeting.

B. Quorum

For Regular Meetings and Special Meetings a majority of the Directors then in office shall constitute a quorum. The act of a majority of Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors. Proxy voting is allowed for the purposes of establishing a quorum and for voting on any items published in the agenda.

For Annual Meeting a quorum shall be determined as defined in Article VI, Section C of these bylaws.

C. Committees

The President, with consent of the Board, shall have the power to appoint standing or special committees with appropriate job descriptions. All committees shall report their acts and proceedings to the Board of Directors. Committees may include, but are not limited to, Events Support, Facilities/Maintenance, Fundraising, Snack Bar Coordinator, Social Committee, and Travel Committee.

D. Informal Action

An action required to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as the unanimous vote of the Directors. Email or similar electronic communications shall be acceptable as written consent provided that there is reasonable belief by the President and Secretary that the email is authentic.

E. Participation by Teleconference

Directors may participate in and act at Regular and Special Meetings through the use of a telephone conference device or similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation by this method shall constitute attendance and presence in person at the meeting of the person(s) so participating.

F. Records and Reports

The Board shall make available to all Voting Members and At-Large Members minutes of Regular Meetings, minutes of Special Meetings, annual budget, and monthly financial statements.

Article IX. Amendment of Bylaws

These bylaws may be amended with the unanimous consent of the Board of Directors provided they do not affect the rights of members. Changes to these bylaws that alter the definition of members, or their rights to attend all meetings, or their rights of access to records and reports, or their rights to select Board members shall require the approval of 50 Voting Members or, should there be less than 75 Voting Members in the corporation, two-thirds ($\frac{2}{3}$) of the Voting Members.

Article X. Indemnification

The policy of this corporation is to indemnify and hold harmless any natural person who has been, now is, or shall become a duly elected director or committee member of this organization and any natural person acting in a voluntary capacity on behalf of this organization and at the specific direction of such organization, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with actions taken on behalf of the corporation, is such person acted in good faith and, in the case of criminal proceedings, had no reasonable cause to believe the conduct was unlawful.

Prior to the dissolution of the organization, the organization will purchase and fund an "extended period of reporting" or tail insurance coverage for the Directors and Officers liability insurance policy.

Article XI. Dissolution and Disposition of Assets

Repeal of these bylaws and dissolution of the corporation shall require the approval of 60 Voting Members or, should there be less than 50 Voting Members in the corporation, two-thirds ($\frac{2}{3}$) of the Voting Members.

Should this corporation opt to dissolve, the remaining assets of the corporation shall be transferred, as approved by the Board of Directors, to one or more other corporations or organizations engaged in activities substantially similar to those of this corporation, serving substantially the same community and as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Code or Law), and also pursuant to the then applicable state statutes governing not-for-profit corporations.

CERTIFICATION

I hereby certify that the attached is a true and correct copy of the bylaws of the Villa Park High School Aquatics Education Program.

Dated this 5th day of February, 2013.


Maurine Tombrello
Secretary of Board