

**BY-LAWS OF
WACHUSETT STORM SWIM CLUB, INC.**

ARTICLE I – PURPOSE

The Wachusett Storm Swim Club, Inc. is a corporation organized to do the following:

- (1) To develop programs for pre-competitive and competitive swimming for individuals of all ages from Central New England and its adjacent areas; and
- (2) To participate in competitive swimming programs including, but not limited to, those under the sponsorship of USA swimming at the local, regional, and national level; and
- (3) To develop the maximum potential of each individual athlete participating in the organization's swimming programs; and
- (4) To provide quality professional instruction and training that will assist in the development of the maximum potential ability of each individual athlete participating in the organization's swimming programs; and
- (5) To provide opportunities for the physical, social, emotional, and educational development of athletes participating in the organization's swimming programs.

ARTICLE II – GENERAL

Section 2.1 Offices. The principal office of the corporation shall be at 74 Airport Road, Gardner, MA 01440. The corporation may also have offices at such other place or places within or without Massachusetts as the Board of Directors (the "Board") may from time to time determine or as the business of the corporation may require.

Section 2.2 Seal. The seal of the corporation shall be in the form of a circle inscribed with the name of the corporation, the year of its incorporation and the word "Massachusetts." When authorized by the Board and to the extent not prohibited by law, a facsimile of the corporate seal may be affixed or reproduced.

Section 2.3 Fiscal Year. The fiscal year of the corporation shall be twelve months ending December 31 of each year.

Section 2.4 No Members. The corporation shall have no members. No person now or hereafter designated by the corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the articles of organization or by-laws of the corporation or for purposes of Massachusetts General Laws, Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the Directors of the corporation.

ARTICLE III – BOARD

Section 3.1 Purpose. The business and property of the corporation shall be managed by the Board which may exercise all powers of the corporation.

Section 3.2 General. The members of the Board are each required to abide by the required Code of Ethics for Directors, Statement of Responsibilities of Board Members, and Conflict of Interest Policy.

Section 3.3 Election, Number and Term of Office. The Board of Directors shall consist of not more than twenty-two (22) voting directors. A majority of the Directors then in office shall elect the Board at the annual meeting of the Board or at a special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified.

At the January 05, 2007, meeting, eleven (11) Directors shall be elected for one-year terms and eleven (11) Directors shall be elected for a two-year term. Directors shall be elected for two-year terms to a maximum of three complete two-year terms. When necessary to balance the number of Directors in each class, Directors may be elected to terms of one year. Following a two-year hiatus after serving three consecutive terms, a person may be reelected as a Director.

Section 3.4 Composition of the Board.

3.4(a) The President, Vice-President, Treasurer and Clerk of the corporation shall be a Director.

3.4(b) Swim coaches, swim staff and relatives of swim coaches and swim staff may not be members of the Board of Directors, but may attend meetings when invited by the Board of Directors.

3.4(c) Under exceptional circumstances, the President may recommend and the Board of Directors may elect up to two additional Directors to serve until the next Annual Meeting. The immediate past President shall serve as an additional voting Director following his/her term as President.

Section 3.5 Nominations. For Annual Meetings in 2007 and thereafter, the Nominating Committee shall notify the Board of the nomination slate at least six (6) weeks prior to the Annual Meeting. Other nominations also may be accepted by the Board at any time in its sole discretion.

Section 3.6 Resignations. Any Director may resign by giving written notice to the President or the Clerk. Such resignation shall take effect at the time or upon the event specified therein, or, if none is specified, upon receipt.

Section 3.7 Removal. A Director may be removed from office with or without cause by the vote of a majority of the Directors then in office. Cause shall include the absence of any Director from three (3) consecutive meetings.

Section 3.8 Leave. For good cause, the President may authorize a Director to take a leave of absence for a period of time until the next Annual Meeting.

Section 3.9 Vacancies. In the event of a vacancy in the Board or Directors, the President is permitted to appoint up to three people to fill such vacancies. The majority of the Board must vote to approve each such appointed Director.

A person appointed to fill a vacancy as provided by this Section shall hold office until the end of the unexpired term of the vacancy being filled. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term in office.

Section 3.10 Compensation of the Directors. Voting Directors shall not be compensated for any service to the corporation except for reasonable reimbursement of expenses for duties performed on

behalf of the corporation. Such reimbursement must be approved in advance by the President and Treasurer.

ARTICLE IV – MEETINGS

Section 4.1 Place of Meeting. The Annual Meeting of the Board of Directors may be held within or without the Commonwealth of Massachusetts, but within the United States.

Section 4.2 Annual Meetings. The Annual Meeting of the corporation shall be held each year during the month of August.

If the Annual Meeting is not held on the date determined in accordance with this Section, a special meeting in lieu of the Annual Meeting may be held with all the force and effect of an Annual Meeting. Notice of the Annual Meeting setting forth the time, date, and place of any such meeting shall be mailed to all Directors not less than seven (7) days prior to the date of the Annual Meeting. Notice of the meeting shall be given as directed under Section 4.5 of these By-Laws.

Section 4.3 Regular Meetings. Regular meetings of the Board may be held without call or notice at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given notice thereof.

Section 4.4 Special Meetings. Special meetings of the Board, including meetings in lieu of the annual or regular meetings, may be held within one (1) week's notice at any time by the call of the President or upon written application signed by three (3) Directors. The Clerk shall inform the Directors of the time and place and purpose of the meeting. In the case of the death, absence, incapacity, or refusal of the Clerk, any other officer shall inform the Directors.

Section 4.5 Notice of Meetings. Whenever notice of any meeting of the Board of Directors is required by these By-Laws or by vote of the Board of Directors, such notice shall state the place, date, and hour of the meeting and shall be given to each Director by the President, Clerk, or other officer calling the meeting in person, by e-mail, or by postal mail. Notice shall be deemed to have been duly given, if by mail, by depositing the notice in the post office as a first class letter, postage prepaid at least three (3) days before notice is due. If by e-mail, notice shall be deemed to have been duly given if sent to the address on record with the Clerk and not notice of delivery failure was received. If such delivery failure notice is received, notice shall be sent by postal mail. The letter or e-mail shall be sent to the addresses provided by the Director to the Clerk. No notice of any meeting need be given to any Directors who waives such notice (a) in writing executed before or after such meeting and filed with the records of the meeting, or (b) by his or her attendance at such meeting without protesting at or before the commencement of such meeting the lack of notice to each Director.

Section 4.6 Action; Quorum. A vote of the majority of Directors present at any meeting at which a quorum is present shall be required for any action that required a vote of the Board. At all meetings of the Board, a majority of the voting Directors then in office shall constitute a quorum. If a quorum is not present, those present may, by a majority vote, convene the meeting for discussion of issues not requiring a vote.

Section 4.7 Action by Consent. Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is signed by all the voting Directors or all the members of the

applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 4.8 Meetings Held by Telephone Conference Calls. At the discretion of President, Directors, or members of any committee designated by the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participant by such means shall constitute presence in person at a meeting.

ARTICLE V – OFFICERS

Section 5.1 General. The officers of the corporation shall be a President, Vice-President, Treasurer, Clerk, and such other Officers as the Directors may determine.

Section 5.2 The President. The President shall be the chief executive officer of the corporation, subject to the control of the Directors. He or she shall appoint chairs of all standing and ad hoc committees and may designate persons to represent the corporation in his or her absence. The President shall preside at all meeting of the Board of Directors. The President shall be a member of all standing committees.

Section 5.3 The Vice-President. The Vice-President shall preside over meetings of the Board of Directors as necessary, and represent the club in the President's absence. He or she shall assist the President in the development of the Board agenda and chair the strategic planning committee. The Vice-President, in general, shall be considered the President-elect by succession and shall accept assignment as determined in consultation with the President.

Section 5.4 Treasurer. The Treasurer shall be chief financial and accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records and accounts. He or she shall chair the Finance Committee and assist in the development of the annual budget. He or she shall also be responsible for monitoring the work of and receiving reports from the Development and Fundraising Committee(s).

Section 5.5 Clerk. The Clerk shall record and maintain records of all proceedings of the Board and committees along with the records of all meetings of incorporation and attested copies of the Articles of Organization.

Section 5.6 Officer Responsibilities. All standing Officers and others elected shall be charged with such duties and obligations as the Directors may, from time to time, determine.

Section 5.7 Membership on the Board. Membership on the Board of Directors shall not be a necessary qualification to be elected to office, but all Officers shall, by virtue of their elected office, be members of the Board of Directors and included in the fixed number enumerated in Section 3.3.

Section 5.8 Term of Office. Officers shall be elected for one (1) year and shall hold office until the Annual Meeting. The term of office shall commence on the date of election. An Officer shall be elected to serve in the same office for more than three (3) successive years. No officer shall hold more than one (1) office at a time.

Section 5.9 Vacancies. If any office becomes vacant, the Directors may elect a successor to finish serving said office for the unexpired term.

Section 5.10 Suspension or Removal. Any Officer may be suspended or removed by the affirmative vote of the majority of the Board of Directors with or without cause.

Section 5.11 Resignation. Any Officer may resign at any time by filing a written resignation with the Clerk.

ARTICLE VI – COMMITTEES

Section 6.1 General. The Board may create such committees as it determines to be in the best interest of the corporation. The Board shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each committee shall submit to the Board at such meetings as the Board may designate a report of the actions and recommendations of such committees for consideration by the Board. The Board may terminate any committee at any time for whatever reason.

Section 6.2 Standing Committees. The standing committees of the Board shall include Fundraising, Nominating, Strategic Planning, Finance, Facilities, and Recruitment/Retention/Marketing. Descriptions of committee functions shall be found in the Board Manual.

Section 6.3 Committee Chairs. Chairs of standing committees shall be appointed by the President from the body of elected Board members.

Section 6.4 Committee Membership. Membership of committees shall be selected by the committee chair, with input by the President and other Board members.

Section 6.5 Minutes. All standing and special committees of the Board shall record minutes and give them to the Clerk as part of the official record of the corporation. Minutes shall be distributed on a regular basis to Board members.

ARTICLE VII – MISCELLANEOUS

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of the Board of Directors and its committees; and a register of the names and addresses of the Directors. All books and records of the corporation may be inspected by any Director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE VIII – AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed in whole or in part at any meeting of the Board of Directors by a majority vote of the entire Board, provided that notice of the proposed amendment or repeal shall have been given in the notice of such meeting.