

SUBURBAN AQUATIC LEAGUE, INC.
A Pennsylvania Nonprofit Corporation

BYLAWS
(Adopted March 30, 2017)

ARTICLE I
NAME

The name of the corporation is Suburban Aquatic League, Inc. (hereinafter referred to as the “**Corporation**” or the “**League**”).

ARTICLE II
PURPOSES

2.1 Corporate Purposes. The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

2.2 Mission. The Mission of the Corporation is to further the growth, development, and progress of swimming and diving; to teach good sportsmanship, provide a means of healthy self-expression; to aid teams in furthering aquatic interest in league participation within Bucks, Chester, Delaware and Montgomery counties of Pennsylvania.

2.3 General. The Suburban Aquatic League is the governing body of a voluntary membership organization. The purpose and function of The Suburban Aquatic League is to develop and enforce rules, which are authorized or adopted by its member clubs, regulating athletic competition. The league is made up a 20+ individual teams called Members. The Member teams are made up of male and female participants. The League does not involve itself in the daily operations of, policy making decisions for, or issues that arise within any individual team’s board or management group. The League does not have any involvement with the general membership of, the try-outs for, or the scheduling of a team’s practice groups, days, times or locations. The League does not have any role with regard to a team’s management style or coaching staff. Individual teams are responsible to follow all laws of the State of Pennsylvania and their individual facility’s rules governing staffing and volunteer usage within their facility. While the League is responsible for the enforcement of league rules and adherence to the League Operating Procedures and provides a meet schedule for competitions, the League is not responsible to an individual team’s facility or involved with the organization of any meet, other than The League Championship Meet, including but not limited to the setting of competition times or scheduling of volunteers.

ARTICLE III OFFICES

The principal office and the registered office of the Corporation shall be at 4005 Smoke Road, Doylestown, Pennsylvania 18902, or at such other location as the Board of Directors may designate. The Corporation may have such other offices as the Board may designate from time to time.

ARTICLE IV MEMBERSHIP

4.1. Classes. The Corporation shall have two (2) classes of Members:

(a) Regular Member: A Member whose application for membership has been approved as set forth in these Bylaws and which has completed the one-year probationary period and received final membership approval as described herein. Regular Members shall have full voting and participation rights. Representatives of Regular Members shall be eligible to hold office.

(b) Probationary Member: A Member whose application for membership has been approved as set forth in these Bylaws but who has not yet completed the one-year probationary period and received final membership approval as described herein. Probationary Members shall have no voting or participation rights in Corporation matters. Representatives of Probationary Members shall not be eligible to hold office.

4.2. Members. The Corporation is organized in accordance with the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 (the “**Act**”) as a nonprofit, non-stock membership corporation under the laws of the Commonwealth of Pennsylvania. The members of the Corporation are clubs which have one or more organized boys’ or girls’ swimming or diving teams (the “**Members**”). Current Members of the Corporation shall automatically become Members for the following season unless: (a) they notify the Executive Committee of their intentions to withdraw from the Corporation no later than the Fall meeting immediately preceding the current competitive season; or (b) they fail to pay annual dues as described in Section 4.5 of these Bylaws; or (c) they have been expelled as described in Section 7.5 of these Bylaws.

4.3. Qualifications of Members. Membership in the Corporation is limited to clubs having one or more organized swimming and/or diving teams and located in the counties served by the League (namely Bucks, Chester, Delaware and Montgomery Counties in Pennsylvania). A club may apply for membership by submitting an application to the Corporation in the form prescribed by the Board, accompanied by payment of any application fee established from time to time by the Board. Applications for membership must be received no later than March 1 in any given year. All applications for membership will be presented to the membership at its Spring meeting for approval or rejection. Upon receipt of a club’s membership application, the Board shall request that the club send a representative to the Spring membership meeting to present facts pertaining to the club, its membership, facilities and other pertinent information. Final discussion and voting on the club's application will take place in the absence

of any of the applicant club's personnel. A two-thirds (2/3) vote of the Members present and eligible to vote will be required for approval of the club's application for membership.

Upon approval of a club's application for membership, said club will be admitted for a one year probationary period. Any club on probation may compete in all League- sponsored events, attend all League meetings and participate in all discussions. During this probationary period: (a) no representative of the club may serve as an officer or director of the Corporation; and (b) the club will have no motion or voting rights. At the regularly scheduled Spring meeting following the probationary period a two-thirds (2/3) vote of council Members present and eligible to vote will be required to accept a team as a regular Member.

4.4. Voting Rights.

(a) Each Member shall have the following voting rights:

- (i) One vote for each boys' swimming team sponsored by such Member;
- (ii) One vote for each girls' swimming team sponsored by such Member; and
- (iii) One vote for each combined boys'/girls' diving team sponsored by such Member.

(b) Each Member shall designate a representative to cast each of the votes to which such Member is entitled, provided that no coach may serve as the sole representative. Members may designate alternative and/or replacement representatives for voting purposes as necessary, provided that in no event shall such representatives cast more votes than the Member is entitled to pursuant to this Section and no individual may cast more than one vote.

(c) The representatives of each Member's swimming teams shall comprise a League Swimming Council, which shall serve as the governing body for swimming rules within the League.

(d) The representatives of each Member's diving team shall comprise a League Diving Council, which shall serve as the governing body for diving rules within the League.

(e) The representatives of the girls' swimming teams shall appoint a Girls' League President, who shall serve for a term of two (2) years.

(f) The representatives of the boys' swimming teams shall appoint a Boys' League President, who shall serve for a term of two (2) years.

(g) The representatives of the diving teams shall appoint a Diving League President, who shall serve for a term of two (2) years.

4.5. Dues or Assessments. The annual membership dues as well as special assessments shall be fixed from time to time by the Board and voted on by the membership. Dues and assessments shall be due and payable before December 1st following the date of the annual Fall meeting of the Membership (the “**Due Date**”). A new Member shall pay a pro rata part of the annual dues as determined by the Chair and Treasurer. A Member who has not paid the applicable annual dues and assessments after the Due Date shall be given written notice that if such dues are not paid within one (1) week, such Member’s membership shall lapse, resulting in no longer being able to participate, unless other mutually acceptable arrangements are made. A Member whose membership has lapsed may be reinstated upon payment of the entirety of the then current year’s dues and assessments.

4.6. Nontransferable. Membership in the Corporation is not transferable.

4.7. Meetings of the Members.

(a) Regular Meetings.

(i) There shall be a minimum of three meetings of the membership each year: (A) a pre-season meeting held in the Fall; (B) a Winter meeting preceding the annual seed meeting; and (C) a post-season meeting held in the Spring, at which Directors will be elected in accordance with Section 5.4 of these Bylaws. Attendance at these meetings is mandatory. Failure of a Member to attend any mandatory meeting, in other words, zero individuals representing said team, will result in that team being fined \$200. At the Fall and Spring meetings, the Board shall present to the Members a report, verified by the Chairperson and Treasurer, showing in appropriate detail the assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report, the changes to such assets and liabilities during the fiscal year, the revenue or receipts of the Corporation during the fiscal year, the expenses or disbursements of the Corporation during the fiscal year, the number of Members as of the date of the report, a statement of the increase or decrease in Membership over the year, and a statement of the place where the names and addresses of the Members may be found. Reports will be emailed to Members ten (10) business days prior to the Fall and Spring meetings.

(ii) There shall be a minimum of two meetings (in the Fall and in the Winter) each year for the Members’ coaches. Attendance at these meetings is mandatory. Failure of a Member to send a coach to these mandatory meetings will result in that team being fined \$200. The Fall meeting will be scheduled at least two weeks prior to the beginning of each season and shall serve as the deadline for submitting rosters for the coming season. The Winter meeting will be held prior to the annual seed meeting.

(iii) The League will hold mandatory seed meetings, girl/boy/dive, following the Winter meeting for the purpose of ranking participants for the Championship Meet. Any team without representation by their team representative or a coach from that team at the seed meeting will be fined \$100 per meeting lacking representation, and that team's swimmers or divers will be removed from the lists and not be placed into League Championships for swimmers and either Division or League Championships for divers. Copies of all back up swimming paperwork and diving sheets are required to be brought to the seed meetings.

(b) Special Meetings. Other meetings or ballots (by mail, email or telephone) may be called by the Executive Committee to conduct business of an emergency nature.

(c) Parliamentary procedure shall prevail according to Robert's Rules of Order. The Chairperson has the discretion to enforce or waive these rules at any meeting.

(d) The order of business for all regular meetings shall be:

1. Reading of minutes from previous meeting
2. Report of Treasurer
3. Report of Secretary
4. Report of the Board of Directors
5. Committee Reports
6. Old Business
7. New Business
8. Election of Officers and Directors at the Spring meeting only
9. Adjournment

(e) Quorum: Fifty percent (50%) of council members shall constitute a Quorum for the purpose of conducting League business.

(f) Decisions: All decisions shall be carried by a majority of council members present. The Chairperson is the only member of the Executive Committee who shall have the power to vote when the vote of the council has resulted in a tie.

4.8. Delegation and Reservation of Powers. Except as otherwise required by law or the Articles of Incorporation, the power and authority of the Corporation is delegated to and shall be vested solely in, and all the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors of the Corporation; provided, however, that the following powers are not delegated by the Members to the Board of Directors of the Corporation, but are reserved to the Members (the "Reserved Powers") and may be initiated and exercised directly by the Members, or may be exercised by the Board of Directors of the Corporation only with the specific consent or approval of the Members:

- (a) To change the mission, philosophy, objectives or purposes of the Corporation;
- (b) To amend the Articles of Incorporation or Bylaws of the Corporation;
- (c) To take any action which would affect the non-profit, tax-exempt status of the Corporation;
- (d) To purchase or sell real estate, or to approve any leasing of the Corporation's real property to any other person or organization;
- (e) To admit new Members and remove Members for reasons other than non-

payment of dues;

(f) To elect or remove any elected members of the Board of Directors of the Corporation;

(g) To dissolve or liquidate the Corporation; and

(h) To merge or consolidate the Corporation.

With respect to each of the Reserved Powers, the recommendations of the Board of Directors of the Corporation will be given substantial regard by the Members, so long as sound financial and quality criteria are met. Before any recommendation of the Board of Directors regarding a Reserved Power is rejected, the Board of Directors shall be entitled to present its views to the Members in such format as the Members shall determine.

4.9. Reliance by Third Parties. Any person or entity contracting, agreeing, or otherwise dealing with the Corporation shall be entitled to rely upon a resolution of the Board of Directors authorizing the Corporation to enter into such contract, agreement or other understanding, when such resolution is certified by the Chairperson of the Corporation as being within the delegated powers of the Board or approved by the Members, and any contract, agreement, or other understanding entered into by a person or entity in reliance upon such a certified resolution shall be binding upon the Corporation.

4.10. Relief from Liability. The members of the Board of Directors shall be relieved of liability imposed upon members of the Board of Directors by law for managerial acts or omissions to the extent that, and as long as, any discretionary powers of the Board of Directors in the management of corporate affairs are exercised as Reserved Powers by the Members pursuant to Section 4.8 of this Article.

ARTICLE V BOARD OF DIRECTORS

5.1. Powers. Except to the extent of the powers and authority reserved to the Members, the business of the Corporation, including the establishment of policies of the organization and the control of its property, business, affairs and powers, shall be managed under the direction and authority of its Board of Directors (the “**Board**”). To the extent that any such powers or authority have not been delegated to the Board of Directors, the Board of Directors may act in an advisory capacity to the Members.

5.2. Number. The Board shall consist of nine (9) persons. The Board shall consist of the following individuals:

(a) A Chairperson;

(b) The Boys’ League President;

- (c) The Girls' League President;
- (d) The Diving League President;
- (e) Four (4) Division Representatives;
- (f) The Coaches' Representative;

5.3. Qualifications. A prospective Director must show interest in and commitment to the Corporation and its goals, and bring to the Board a talent or expertise appropriate to furthering attainment of these goals.

5.4. Election Schedule; Appointments.

- (a) Elected Directors.

(i) The following Directors shall be elected by the Membership in accordance with the election schedule set forth in this Section to serve for a term of two years or until such Director's earlier death, resignation or removal: Chairperson, Boys' League President, Girls' League President, Diving League President, Division Representatives, and Coaches' Representative.

(ii) Election of elected Directors other than the Chairperson shall be held every other year on even years at the annual Spring meeting of the Members except when it is necessary to fill a vacancy on an interim basis for an unexpired term as described in Section 5.6. Election of the Chairperson shall be held every other year on odd years at the annual Spring meeting of the Membership, except when it is necessary to fill a vacancy on an interim basis for an unexpired term as described in Section 5.6.

- (b) Appointed Directors.

(i) The following Directors shall be appointed by the Chairperson to serve the Board, as a non-voting Director, for a term of two (2) years or until such Director's earlier death, resignation or removal by the Chairperson: Treasurer and Secretary.

(ii) The following Directors shall be appointed by the Appropriate League Presidents to serve the Board, as a non-voting Director, for a term of two (2) years, concurrent with the term of the appointing President, or until such Director's earlier death, resignation or removal by the Appropriate League President: Girls' Registrar, Boys' Registrar, and Diving Registrar.

(c) Incumbents may succeed themselves in office to the extent that they are re-elected or re-appointed.

5.5. Annual Election Procedure. A Nominating Committee shall be appointed

or charged by the Chairperson prior to the election meeting to develop a slate of candidates to fill anticipated vacancies. Such nominations shall be presented to the Members at least five (5) business days prior to the election meeting. Additional nominations may be made by individual Members in the same manner. Nominations may also be made from the floor by individual Members at the time of the annual meeting. Terms for the Board Members shall commence at the close of the Members' annual meeting at which elections are held. Each Director elected in accordance with this Section shall serve for a term of two (2) years and until his or her successor shall be elected and qualified.

5.6. Vacancies. A vacancy shall be deemed to exist in the case of death, resignation, or removal of any Director, or in the event of an expansion of the Board. If the vacancy occurs with respect to a seat nominated by the Members, the Members promptly shall nominate and elect a person to fill the vacancy. If the vacancy occurs with respect to a seat appointed by the Chairperson or a League President, the Chairperson or League President shall promptly appoint a person to fill the vacancy. Each Director so elected or appointed shall serve out the unexpired term or term designated for the Director and shall be eligible for re-election or re-appointment, as applicable.

5.7. Interested Directors or Officers; Quorum. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this Section.

5.8. Meetings.

(a) Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. If such determination is by standing order of the Board, no notice other than such resolutions shall be required. If such

determination is by resolution or consensus adopted at a duly commenced meeting of the Board with respect to the next meeting of the Board, further notice need be given only to those Directors not present at such duly convened meeting, in person or by telephone, mail or e-mail at least five (5) business days prior to the next meeting. In all other cases, notice shall be given to all Directors in person or by telephone, mail or e-mail at least five (5) business days prior to any regular meeting. Such notice shall specify the general purpose of the meeting if such meeting is to amend the Bylaws or to nominate or elect Directors (or provide notice with respect to such nomination or election).

(b) Special Meetings. Special meetings of the Board may be called at any time by the Chairperson or not less than two Directors by providing at least five (5) business days' prior notice to all Directors. Such notice shall be given personally or by telephone, mail or e-mail and shall specify the purpose of the meeting.

5.9. Waivers of Notice. Whenever any written notice is required under the provisions of the Articles, these Bylaws or the Act, a waiver, in writing, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of said meeting. Attendance of a person at any meeting shall constitute a waiver of notice except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

5.10. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the Board may, at such meeting considering the resolution, without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

5.11. Quorum and Action. The number equal to a majority of the voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws. Except for Major Policy Decisions (hereinafter defined), the acts of a simple majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. Each Director shall be entitled to one vote, which shall be recorded as a yes, no or abstain. There shall be no proxy voting and no Director shall have the right to cumulate his or her votes for any purpose. All Major Policy Decisions shall require the approval of two-thirds (2/3) of all Directors then in office. As used in these Bylaws, the term "**Major Policy Decisions**" means any of the following: (a) Board-initiated recommendation of an amendment to these Bylaws; and (b) Board-initiated recall or removal of a Director of this Corporation.

5.12. Failure of Quorum. At any regular or special meeting of the Directors, the presiding officer shall have the power to adjourn the meeting if a quorum is not satisfied within a

reasonable length of the opening hour. The adjourned meeting may be rescheduled for a date and time not less than ten (10) days' from the adjourned meeting so long as all Directors are given five (5) business days' written notice delivered in person, by registered mail or by email and that such notice shall include a statement of the business to be transacted. Those present at such a duly called meeting shall constitute a quorum for conducting the business stated in the notice.

5.13. Orientation. All new Directors to the Board of Directors shall be oriented to the Board functions and procedures and the Corporation's philosophy. New Directors shall be provided with copies of the Corporation's Bylaws, Policies, Operating Procedures and other major Corporation documents as determined by the Board. Except for the Treasurer, all Directors shall deliver to their successors all official material within 30 (thirty) days following the meeting at which they were elected. Before being released from office, the Treasurer shall submit the financial record for audit to the Audit and Finance Committee. Upon satisfactory completion of this audit, the Treasurer shall immediately transfer all records to his/her successor. The Board shall approve funds as needed for attendance by Directors at conferences relevant to the concerns of the Board.

5.14. Action by Unanimous Consent. Any action required or permitted to be approved at a meeting of the Board of Directors may be approved without a meeting, if a consent or consents to the action in record form are signed, before, on, or after the effective date of the action, by all of the Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary of the Corporation.

5.15. Voting Rights. Each Director shall be entitled to one vote.

5.16. Compensation. Directors shall not receive compensation for their services as a Director. Directors may receive reimbursement for expenses incurred while carrying out the duties of their office. Such expenses shall be reasonable to accomplish the work required and shall be supported by appropriate documentation in accordance with the Corporation's policies.

5.17. Resignation/Removal. Directors who are unable to fulfill their duties or complete their term of office shall notify the Board Chairperson in writing of their intention to resign. Appointed Directors may be removed by the Appointor, with or without cause, and such removal shall be effective as of the date specified by the Board Chairperson. Elected Directors who are asked by the Board Chairperson to resign for cause may request a hearing before the full Board at a regular or special meeting. A decision of two-thirds (2/3) of the Directors present and voting at such meeting (not including the vote of the affected Director) will constitute a recommendation to the Members, who shall vote on the removal of such Director at the next regular meeting of the Members or at a special meeting of the Members convened in accordance with these Bylaws. The decision of the Members, by a vote of two-thirds (2/3) of voting Members where a quorum is present, will be the final ruling. Vacancies resulting from the resignation or removal of Directors shall be filled in accordance with Section 5.6 of these

Bylaws.

ARTICLE VI OFFICERS

6.1. Officers Generally. The elected officers of the Corporation shall be a Chairperson, a Boys' League President, a Girls' League President, a Diving League President, the four (4) Division Representatives, and a Coaches' Representative and such other officers as the Members deem desirable. The appointed officers of the Corporation shall be a Secretary, a Treasurer, an Officials' Chairperson, a Scheduling Chairperson, a Championship Chairperson, a Webmaster, a Senior Award Chairperson, and a Hall of Fame Chairperson, each of whom shall be appointed by the Chairperson, and the three (3) League Registrars appointed by the appropriate League Presidents. No person may hold more than one elected office. In addition to the powers and duties set forth in these Bylaws, the officers shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. Except as set forth below: (a) all elected officers shall hold office for a term of two (2) years (or such other term as the Board shall determine for any office from time to time) or until their successors are elected and have qualified, unless sooner removed by the Board; and (b) all appointed officers shall hold office for term of two (2) years (or such other term as the Board shall determine for any office from time to time) or until their successors are appointed by the Chairperson or appropriate President, unless sooner removed by the Board.

6.2. Chairperson. The Chairperson shall be the Chairperson of the Board of Directors of the Corporation and shall co-ordinate the implementation of the policies and directions of the Board with respect to the property, business and affairs of the Corporation. The Chairperson shall preside at all meetings of the League and shall coordinate the work of the Board. The power to appoint committees and their chairs for the proper operation of the Corporation shall be vested in the Chairperson. Since a special committee is created and appointed for a specific purpose, it will automatically pass out of existence when its work is completed and a final report has been submitted. The names of persons appointed to a special committee shall be recorded in minutes at the time of the appointment. The Chairperson shall be an ex-officio member of all committees.

6.3. Secretary. The Secretary shall be appointed by the Chairperson and shall be the custodian of the corporate records and corporate seal and shall ensure that the same are properly maintained at the office of the Corporation. The Secretary shall cause to be recorded the minutes of all meetings of the Board of Directors, cause all approved minutes of the meetings of the Board to be posted on the League website, and maintain all recorded proceedings and correspondence in a book to be kept for that purpose and perform like duties for any duly authorized committee when required. The Secretary shall give, or cause to be given, all notices required by law, these Bylaws, the Articles of Incorporation or the Board of Directors and shall perform such other duties as may be incident to the office of Secretary or prescribed by the

Board of Directors.

6.4. Treasurer. The Treasurer of the Corporation shall be appointed by the Chairperson and shall be responsible for oversight to assure the financial integrity of the Corporation. He or she shall keep an accurate record of receipts and disbursements. He or she will have access to view all bank accounts online, make deposits, and prepare checks. However, he or she will not be a signer on checks or have access to withdraw monies from said accounts. He or she shall prepare or cause to be prepared billing statements for dues to be presented to the Members not later than the Fall meeting preceding the current competitive season. The Treasurer shall prepare and present periodic financial reports of all transactions of the Corporation and the financial condition of the Corporation to the Audit and Finance Committee, the Chairperson and the Board of Directors at its regular meetings or when requested and to the Members at the annual Spring meeting of the Membership. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors.

6.5. League Presidents. The Chair and the League Presidents shall have governing power of all aspects of their respective leagues (i.e., boys' swimming, girls' swimming, diving). The League Presidents shall act as Vice-Chairpersons and shall assume the duties of the Chairperson with respect to their respective Leagues in the absence or inability of that person to serve.

6.6. Division Representatives. A Division Representative shall be elected by the Members to serve each of the League's four geographic divisions. The Division Representatives shall act as advocates for the teams within their respective division regarding various League operations.

6.7. Coaches' Representative. The Coaches' Representative shall be responsible for the resolution of issues and concerns involving coaches and/or coaching. He/she shall also act as an advocate for the coaches regarding various League operations.

6.8. League Registrars. Appointed by the Appropriate League President, the Registrars shall maintain a database of all rosters, meet results and League records. They shall publish a listing of the fastest 40 times (by event) at least twice during the current competitive season.

The Registrars shall assist the League Championship Chairperson in formulating procedures for entries into the championship meets and in conducting the annual scratch meeting prior to the League Championship Meet. They may also be requested to assist in the preparation of the League Championship Meet program and in the publishing of championship meet results.

6.9. Officials' Chairperson. The Officials' Chairperson shall be appointed by the Chairperson and shall be responsible for ensuring that the quality of officiating at League meets is acceptable to the Board. Among other duties, the Officials' Chairperson shall:

- (a) Establish and maintain a program for certifying officials for League competitions;
- (b) Encourage all teams to use such certification program with the aim of improving the League's officiating;
- (c) Provide proof of completion of certification to individuals by means of a card, patch, shirt, or other article as may be appropriate; and
- (d) Assign officials for the championship meets, as required.

6.10 Scheduling Chairperson. The Scheduling Chairperson shall be appointed by the Chairperson and shall be responsible for establishing and, following approval by the Board, publishing a schedule of all dual, tri, invitational, and championship meets for the season.

6.11 Championship Chairperson. The Championship Chairperson shall be appointed by the Chairperson and shall be responsible for site selection for the championship meet, the scheduling of said meet with the cooperation of the Officials' Chairperson and the Scheduling Chairperson, and the assignment of officials for said meet in conjunction with the Officials' Chairperson and the Scheduling Chairperson. Where appropriate, the Championship Chairperson shall also:

- (a) Assign specific job duties among Members for the championship meet;
- (b) Contract with third parties to perform duties necessary for the successful management of the championship meet, as determined and approved by the Board;
- (c) Arrange for the printing of meet programs for sale at the championship meet; and
- (d) When possible, procure vendor to supply souvenir shirts for sale at the championship meet.

6.12 Webmaster. The Webmaster shall be appointed by the Chairperson and shall be responsible for the design, content and maintenance of the League website. He or she shall make such recommendations as may be necessary from time to time to ensure the integrity of the website and the receipt of materials from any and all sources.

6.13. Senior Award Chairperson. The Senior Award Chairperson shall be appointed by the Chairperson and shall be responsible for publishing the rules governing the eligibility and application process for the annual Senior Award. He or she shall also be responsible for selecting and convening a committee to review the applications submitted and select the recipients of the awards.

6.14. Hall of Fame Chairperson. The Hall of Fame Chairperson shall be appointed by the Chairperson and shall be responsible for receiving and evaluating candidates

for enshrinement in the League Hall of Fame. He or she shall also be responsible for selecting and convening a committee to review the nominations/candidates for awards. The committee shall identify the specific criteria for prospective candidates for admission to the League Hall of Fame. New inductees shall be introduced at the League's Championship Meet each year, to the extent feasible.

6.15 Vacancy. Any vacancy occurring in any elected or appointed office shall be filled in accordance with Section 5.6 of these Bylaws.

6.16. Qualifications of Officers. The officers shall be natural persons at least 18 years of age.

6.17. Election and Term of Office. The elected officers of the Corporation shall be elected by the Members in accordance with Section 5.5 of these Bylaws. Appointed officers shall be appointed in accordance with Section 5.4(b) of these Bylaws. Each elected officer shall serve for a term of two years and until his or her successor has been elected and qualified, or until his or her earlier death, resignation, or removal. Each appointed officer shall serve for a term of two years and until his or her successor has been appointed, or until his or her earlier death, resignation, or removal by the person(s) appointing such officer.

6.18. Removal of Officers. Any officer may be removed by the Board whenever in its judgment the best interests of the Corporation will be served in accordance with Section 5.17 of these Bylaws. Such removal shall be without prejudice to the contract rights, if any, of any person so removed as determined and approved by the Board. Vacancies resulting from the resignation or removal of Directors shall be filled in accordance with Section 5.6 of these Bylaws.

6.19. Resignations. Any officer may resign at any time by giving written notice to the Corporation in accordance with Section 5.17 of these Bylaws. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation. Vacancies resulting from the resignation or removal of Directors shall be filled in accordance with Section 5.6 of these Bylaws.

ARTICLE VII COMMITTEES

7.1. Committees of the Board. There shall be standing and special committees. The board may authorize additional standing committees. At meetings of committees, a quorum shall consist of one-half the number of Members of the committee. Each committee meeting shall submit a written report of each meeting to the Board.

7.2. Executive Committee. The Executive Committee shall consist of the Chairperson, Boys' and Girls' League Presidents, Diving League President, Division Representatives, Coaches' Representative and League Registrars. The Executive Committee shall have and exercise the authority of the Board in the day-to-day management of the

Corporation but is empowered to act for the Board between meetings only on topics which are within the powers of the Board of Directors and which reasonably cannot wait for the full Board meeting. Any action taken by the Executive Committee acting pursuant to such authority shall promptly be reported to the Board of Directors. The Executive Committee shall not have the authority of the Board in reference to amending, altering or repealing the Bylaws of the Corporation or of any affiliated corporation; electing, appointing or removing any Director of the Corporation or any Director of any affiliated 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; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; or adopting a plan for the distribution of the assets of the Corporation. The Executive Committee shall provide copies of the minutes of each meeting held by it to the full Board of Directors at their next meeting.

7.3. Audit and Finance Committee. The Audit and Finance Committee shall consist of the Board Chairperson and no more than six (6) Members of the Board. The Treasurer shall serve as chair of the Audit and Finance Committee. Its purpose is to provide financial and investment policy and oversight to assure the fiscal integrity of the Corporation, to review all annual audits, budgets and periodic financial reports and present them to the Board for approval, and to provide the Board with reports of the financial status of the Corporation at all regular meetings. The Audit and Finance Committee shall meet at least two (2) times during each calendar year.

7.4. Nominating Committee. The Nominating Committee shall consist of three (3) Members of the Board. The Nominating Committee shall act as a search and screening committee for prospective Board Members. It shall be responsible for soliciting nominees for Board Membership and offering a slate of nominees to the Board for approval in time for the Board to submit nominees to the Members as required in Section 5.5 of these Bylaws. In addition, the Nominating Committee shall be responsible for submitting a slate of officers for the Corporation for election at least five (5) business days prior to the date of the Board Meeting at which officer elections are to be held.

7.5. Rules and Protest Committee. The Committee shall be comprised of the Board Chairperson, the Boys' and Girls' Presidents, the Diving President, the Division Representatives and the Coaches' Representative. The committee shall be the sole body empowered to assign disciplinary action. The focus of the Committee shall be to:

(a) Resolve all protests arising during the season in accordance with the provisions of these Bylaws, Operating Procedures and current USA Swimming and Diving Rules.

(b) Interpret these Bylaws, the League's Operating Procedures and USAS and USAD Rules during protests.

(c) Make interim and emergency rulings as necessary

(d) Assess formal complaints against any member of the League

(individual or team) and assign disciplinary actions as deemed appropriate. Disciplinary actions may include, but are not limited to:

- (i) Written warning- detailing the infraction and the further disciplinary remedies for subsequent occurrences.
- (ii) Placing the individual(s) or team(s) on probation - A team or individual placed on probation shall not be eligible for any awards during the period of probation but will be permitted to participate in all League activities. If, at the end of the probationary period, the cause has not been remedied, the team or individual can be suspended or expelled from the League. If the cause has been remedied, the team or individual shall be restored to full League status.
- (iii) Suspending the individual(s) or team(s) - An individual or team suspended from the League shall not participate in any League activity during the period of suspension. Following the period of suspension, the individual or team shall be placed on probation for a period of one year.
- (iv) Expelling the individual(s) or team(s) from the League - An individual or team expelled from the League shall be eliminated from all future League activity. There shall be no provision for readmission to the League.

7.6. Charities Committee. The Charities Committee shall consist of the Chairperson, the Treasurer, and three (3) other Members of the Board. This Committee shall create guidelines, and requirement criteria and update the same from time to time as needed. This Committee shall also evaluate all requests for disbursement to ensure that they meet the requirement criteria. There shall be a separate bank account maintained for deposits and disbursement of all charitable funds.

7.7 Hall of Fame Committee. The Hall of Fame Committee shall consist of three (3) Members of the Board. The Committee will establish and follow the criteria to determine entrance into the following Halls of Fame: The SAL Athletes Hall of Fame, The SAL Leadership Hall of Fame, and the SAL Coaches Hall of Fame.

7.8 Senior Awards Committee. The Senior Awards Committee shall consist of the Secretary and two (2) members of the Board from each Division. The criteria for submissions is located on the Corporation's website. The due date for submissions will be included in the League Schedule each season. The Secretary will be responsible for receiving and organizing all submissions by Division and number the applications. The Secretary will redact all personal information on each submission and distribute such submissions to Committee members; provided, however, that no Committee member shall review submissions from his or her own Division. Each group of two (2) Committee members will then read each submission and identify a winner. If the Committee members are unable to agree on the selection of a winner, the Chairperson will choose a winner from the two finalists.

7.9. Special Committees. Other committees not having and exercising the

authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chairperson shall appoint the chairman and the Members of any such committee, and may remove any Members of any committee whenever in the Chairperson's judgment the best interests of the Corporation shall be served by such removal.

7.10. Term of Office. Members of committees shall serve until the next annual meeting of the Board and until their successors are appointed, unless the committee is sooner terminated, or unless such Member is removed from such committee,

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

7.12. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, one half (1/2) of the whole committee shall constitute a quorum and the act of a majority of the Members present and voting at a meeting at which a quorum is present shall be the act of the committee.

7.13. Limitation on Authority of Committees. No committee will have the authority of the Board with reference to affecting any of the following:

- (a) Filling of vacancies in the Board.
- (b) Adoption, amendment or repeal of Bylaws.
- (c) Amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by Bylaws or resolution of the Board to another committee of the Board.

ARTICLE VIII FINANCE

8.1. Profits. All income of the Corporation shall be received and used in accordance with applicable laws and regulations including Internal Revenue Code Section 501(c) (3) and related provisions and regulations.

8.2. Financial Reports. The Chairperson and Treasurer shall present annually, in accordance with Section 4.7 (a) (i), to the Board a report which shall indicate in appropriate detail the information identified in subsections (a) through (d). Such report shall be filed with the minutes from the meeting of the Board at which they are presented.

(a) The assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report.

(b) The principal changes in assets and liabilities during the fiscal year

immediately preceding the date of the report.

(c) The revenue or receipts of the Corporation for the fiscal year immediately preceding the date of the report.

(d) The expenses or disbursements of the Corporation during the fiscal year immediately preceding the date of the report.

ARTICLE IX REAL ESTATE

Authorization for Transactions. The Corporation shall not purchase, mortgage, lease or otherwise dispose of its real estate unless authorized by the vote of two-thirds (2/3) of the Board, present at a duly called meeting at which a quorum is present. Purchase or sale of real estate and certain leasing transactions also require the approval of the Members.

ARTICLE X INDEMNIFICATION

10.1. Indemnification in Third Party Proceedings. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a Director or officer of the Corporation, or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a director, Director or officer of another corporation, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her action was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

10.2. Indemnification in Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for

negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court of Common Pleas of Bucks County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

10.3. Mandatory Indemnification. Notwithstanding any contrary provision of the Articles of Incorporation or these Bylaws, to the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either Section 10.1 or Section 10.2 above, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

10.4. Advance of Expenses. Expenses (including attorney's fees and court costs) incurred by a Director or officer in defending any action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized by this Article. Section 5.7 (Interested Directors or Officers; Quorum) shall not be applicable to the advancement of expenses under this Section in accordance with Section 5745 of the Act.

10.5. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Corporation and may inure to the benefit of the heirs, executors and administrators of such person.

10.6. Procedure for Determining Permissibility. Unless ordered by a court, to determine whether any indemnification or advance of expenses under this Article X is permissible, the Board by a majority vote of a quorum consisting of Directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met, or such determination shall be made by independent legal counsel if such quorum is not obtainable or, even if obtainable, if a majority vote of a quorum of disinterested Directors so directs. The reasonable expenses of any Director or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

10.7. Modification or Repeal. No modification or repeal of any provision of this Article X shall affect, to the detriment of the Director or officer, the obligation of the Corporation to indemnify or to advance expenses to a Director or officer in connection with a claim based on any act or failure to act occurring before such modification or repeal.

10.8. Indemnification Not Exclusive: Inuring of Benefit. The indemnification and advancement of expenses provided by this Article X shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

10.9. Insurance, Security and Other Indemnification. The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, Director, officer or employee or agent of another profit or non-profit corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a Director, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

10.10. Reliance on Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article provided, however, that this Article shall not affect the liability of a representative with respect to the administration of the Corporation's assets pursuant to Section 5547 of the Act (relating to authority to take and hold trust property).

10.11. Duties; Limitation of Liability.

(a) A Director of this Corporation shall stand in a fiduciary relation to this Corporation, and shall perform the duties of a Director, including the duties of a Member of any committee of the Board upon which he or she may serve, in good faith and in a manner believed to be in the best interests of this Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared as presented by any of the following:

(i) One or more officers of this Corporation whom the Director reasonably believes to be reliable and competent in matters presented.

(ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons.

(iii) A committee of the Board upon which a Director does not serve, duly designated in accordance with law, as to matters within

its designated authority, which committee the Director reasonably believes to merit confidence.

(b) A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

(c) In discharging the duties of their respective positions, the Board, committees of the Board and individual Directors may, in considering the best interests of this Corporation, consider the effects of any action upon the teams of this Corporation and upon communities it serves. The consideration of these factors shall not constitute a violation of Section 10.11(a) hereof.

(d) Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of this Corporation.

(e) A Director of this Corporation shall not be personally liable for monetary damages as such, for any action taken or any failure to take action, unless the Director has breached or failed to perform the duties of office under Section 10.11(a) or the standards set forth in Subchapter B of Chapter 57 of Title 15 of the Act; and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(f) The provisions of Section 10.11 hereof, shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes, pursuant to local, state, or federal law.

(g) An officer of the Corporation shall not be personally liable to the Corporation for monetary damages including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expenses of any nature (including, without limitation, attorneys' fees and disbursements) for any action taken, or any failure to take any action, unless (i) the officer has breached or failed to perform the duties of his or her office under these Bylaws or applicable provisions of law and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

EXCEPTION: The provisions of this Section shall not apply to:

- A. The responsibility or liability of an officer pursuant to any criminal statute; or
- B. The liability of an officer for the payment of taxes pursuant to local, state or Federal law.

**ARTICLE XI
RULES AND REGULATIONS**

Establishment of Procedures. The Board of Directors may establish rules and regulations which detail procedures for effective adherence to the intent and directives of these Bylaws.

**ARTICLE XII
GENERAL PROVISIONS**

12.1. Construction of Powers. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to non-profit corporations by the Act.

12.2. Corporate Seal. The Board shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

12.3. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board.

12.4. Checks. The Board shall establish a policy with respect to the execution of checks or demands for money and notes of the Corporation.

12.5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the nature of the business to be transacted or the purpose of the meeting need be specified in the waiver, except that a waiver for a special meeting shall specify the general nature of the business to be transacted. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except as described in Section 5.9 of these Bylaws.

12.6. Records. An original or duplicate record of the proceedings of the Directors and other bodies, the books or records of account, and the Bylaws, shall be kept at the registered office or principal place of business.

12.7. Disposition of Income and Assets. No part of the income or profits of the Corporation shall be paid, distributed or otherwise inure to the benefit or use of its Directors or officers or other private persons except that the Corporation shall be authorized to pay reimbursement reasonable in amount to its Directors or officers for expenses and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes. Upon dissolution of the Corporation, the assets of the Corporation shall not be distributed to its Directors or officers or other private persons.

**ARTICLE XIII
RESTATEMENT OF EXISTING BYLAWS; AMENDMENTS**

13.1. Restatement Effective Date. These Bylaws amend and restate in their entirety and are intended to supersede all previous Bylaws adopted by the Board. These Bylaws shall become effective on the date adopted by the Board.

13.2. Amendment. The Board of Directors may, by a vote of at least two-thirds of all of the Directors then in office, recommend amendments to these Bylaws or the Articles of Incorporation to the Members. The Members may adopt, amend, or repeal any provision of these Bylaws or the Articles of Incorporation, with or without the recommendation of the Board of Directors, by a vote of at least two-thirds of the Members present at a regular or special meeting of the Members at which a quorum is present.

**ARTICLE XIV
DISSOLUTION**

Dissolution. If, in the event of the dissolution of the Corporation after requisite approval of the Board and the Members, there shall be any assets or property remaining after the payment or satisfaction in full of all just claims and demands against the Corporation, or after the retention of monies for such purpose, such assets or property shall be distributed to the Members, so long as the Member is an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code (as amended from time to time). If the Member is not then an organization which is exempt from taxation under Section 501(c) (3), the assets shall be distributed to any organization designated by the Members which is exempt from taxation under Section 501(c) (3). In the absence of any such designation, the assets shall be distributed as a Court having jurisdiction in the premises, may decide, to such institution or institutions organized and operated exclusively for charitable, scientific or educational purposes as such are described in the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws, and whose purposes and activities are consonant with or similar to those of this organization. Any distribution of assets of property, however, shall be subject to the statutory provisions relating thereto.

ADOPTED BY THE BOARD OF DIRECTORS: March 30, 2017

**Each team is responsible to have a copy of
The Suburban Aquatic League By-Laws,
The Suburban Aquatic League Operating Procedures,
and a current edition of USA Swimming Rules and USA Diving Rules,
along with a team roster inclusive of all swimmers, divers and birthdates,
on deck at all swim and dive competitions.**

CERTIFICATION

I, Jennifer Steinberg, the undersigned, being the duly elected Secretary of Suburban Aquatic Corporation, Inc., a Pennsylvania non-profit corporation, certify that the foregoing are the Bylaws of the Corporation adopted at a duly noticed and called meeting on March 30, 2017, in Upper Dublin, Pennsylvania at which a quorum was present.

March 30, 2017
Date

Secretary