

By-Laws of Northern Kentucky Swim League, Inc.

The By-Laws of the Corporation contain provisions for the regulation and management of the affairs of the Corporation, originally effective September 1, 2004, and as amended from time to time by the Board of Delegates. Defined terms in the By-Laws shall be identified in the applicable section through the use of initial capitals.

Article 1 Corporation's Name

The registered name of this Corporation is "Northern Kentucky Swim League, Inc." and shall also be known as "Northern Kentucky Swim League (NKSL)."

Article 2 Corporation's Office

The principal office for the transaction of activities of this Corporation is located at 708 Fair Oaks Lane, Edgewood, KY 41017 The Directors may change the location of the principal office at any time and it shall be noted in the By-Laws.

Article 3 Corporation's Purpose and Objectives

3.1 Purpose:

The purpose of the NKSL is to promote and foster amateur swimming and diving and good sportsmanship within local competitions.

3.2 Non-profit Corporation

This Corporation is a non-stock, non-profit Corporation and is not organized for the private gain of any person. It is organized under the Non-stock, Non-profit Corporation Law for charitable purposes of Chapter 273 of the Kentucky Revised Statutes.

3.3 Tax-Exempt Status

This Corporation is organized exclusively for charitable and educational purposes and to foster national or international amateur sports competitions (but only if not part of its activities involve the provision of athletic facilities or equipment) within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these bylaws, this Corporation shall not, except to an insubstantial degree, engage in any activities or

exercises any powers that are not in furtherance of the purposes of this Corporation and the Corporation shall not carry on any other activities not permitted to be carried on by:

- a) Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or
- b) Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

Article 4 Nonpartisan Activities

This Corporation has been formed under the Kentucky Non-stock, Non-profit Corporations Law for the public purposes described above and it shall be non-profit and non-partisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described herein.

Article 5 Dedication of Assets

C. On the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 6 Members and Delegates

6.1 Qualifications

Any swim pool or club in Northern Kentucky which sponsors a swim and/or dive team for its membership shall be eligible for membership in the NKSL if it meets all of the following requirements:

- a. Membership in the pool or club is restricted to a paid membership payable annually or by the season, guest memberships are not included; and
- b. The pool or club employs a summer coach or manager-coach; and

- c. The pool or club agrees to pay the appropriate dues and be governed by the Articles of Incorporation and NKSL Rules which are incorporated by reference; and
- d. The pool or club submits a formal written petition to join; and
- e. The pool or club has not been terminated from the NKSL within the past one year: and
- f. The pool or club cannot have access to an indoor facility that has a competition pool and/or houses a year round competitive swim program.

The NKSL Board of Delegates shall review and discuss the pool or club's written petition before submitting it for a vote. If the pool or club's membership is approved by a majority vote of the NKSL Board of Delegates it shall become a "Member" effective upon payment of the upcoming season's dues.

6.2 Delegates

Each Member shall be represented on the Board of Delegates by a delegate appointed by the President of their governing Board of Directors. The Member delegate must hold regular membership in the Member club and only the appointed delegate or alternate shall have the right to vote. Any member of the Member club may attend the regular meetings.

6.3 Dues, Fees and Penalties

The NKSL Board of Delegates shall annually establish the amount of dues for NKSL Members and shall set forth the date on which said dues shall be paid. Members who are delinquent in the payment of their dues shall lose all rights and privileges, including any active voting rights, until such time as the dues have been remitted and accepted by the Board of Delegates.

6.4 Termination

The NKSL Board of Delegates may discharge any Member club by a two-thirds vote of the delegates for willfully violating the Articles of Incorporation or the NKSL Rules governing competition and overall sportsmanship. However, the President of the NKSL Board of Delegates must send a letter to the Member club and identify the violations. The Member club must be given an opportunity to respond to the allegations in the letter and meet and review them with the Board of Delegates. The Board of Delegates may either place the Member club on probation or terminate its membership in the NKSL. The Board of Delegates may determine a reasonable probationary period for a Member club. The Board of Delegates has the final determination to submit the violations to a vote for discharge and termination of the Member club from the NKSL. A former Member club may reapply in the future to become a Member of the NKSL based in the criteria in Section 6.1.

Article 7

Meeting and Voting of Participating Members

7.1 Meetings

Meetings of the Delegates and Officers shall be held on dates and at a place determined by the Board of Directors.

7.2 Special Meeting

Special meetings of the Delegates may be called by the President or the Board of Directors.

7.3 Notice of Meeting

Written notice stating the date, place, and time of any meeting of the Delegates shall be made to the Delegates entitled to vote at such meetings at least (7) days before the date of such meeting using one of the following methods:

- a) delivered using e-mail,
- b) delivered in person,
- c) delivered by phone or phone message.

The meeting may be called by or at the direction of the President or the Delegates. The purpose of the meeting shall be stated in the notice.

7.4 Quorum

A quorum must exist for a vote to be binding and it shall consist of two-thirds (2/3) of the voting Delegates.

7.5 Voting Rights

Voting rights shall be limited to one vote per each Member Club. Member Clubs must be in good standing as of the date of that meeting. The President shall have no voting rights except in the case of breaking a tie vote. When the President votes, the vote can be on any matter (i.e. operation, budget and policy) except in the case of a dispute, the President shall vote only in case of a tie unless the President is a member of one of the member clubs involved in the dispute in which case the President shall abstain voting.

7.6 Voting Procedures

Voting procedures for any action voted on by the members shall be based on those contained in the most recent edition of Robert's Rules of Order Newly Revised.

7.7 Informal Action by Delegates

Any action required by law to be taken at a meeting of the Delegates which may be taken at a meeting of Delegates, may be taken without a meeting if there is written consent setting forth the action that is signed by a unanimous number of Delegates.

Article 8 Board of Delegates

8.1 Management

The NKSL shall be operated by a Board of Delegates which shall consist of a non-employee Delegate or non-employee alternate delegate of each participating Member club. A Member club shall be represented on the Board of Delegates by a Delegate appointed by the President of the governing Board of the member club. The President of the governing board of each pool shall annually send a list to the NKSL President naming the delegate, alternate and coaching staff from such member pool. The Delegate or the Delegate's legal dependent must hold regular membership in the Member club. Only the appointed Delegate or alternate shall have the right to vote. Any Member of the Member club may attend the regular meetings.

The NKSL shall elect from its membership the following officers: President, Vice President, Secretary and Treasurer. The Board of Delegates shall appoint standing and special committees and shall adopt rules and regulations concerning competition which shall be identified in the NKSL Rules, which must be consistent with these Bylaws. The Board of Delegates shall manage the affairs of the Corporation, herein called the Board. A Delegate shall discharge his/her duties in good faith, on an informed basis, and in a manner he/she honestly believes to be in the best interests of the Corporation.

8.2 Number and Composition

The Board shall consist of a Delegate from each Member Club as well as the President.

8.3 Election

The initial Board of Delegates will be named in the Articles of Incorporation and will serve until the new Delegates are elected at the Corporation's first annual meeting. The Officers will be elected at the annual meeting from a list of candidates recommended by the Nominating Committee and approved by the Board. The Officers shall be elected from the sitting Board of Delegates at the August meeting. The Board consists of one Delegate from each Member club. The elected Board and Delegates' terms will run from September 1 through August 31.

8.4 Tenure

For the first year of this Corporation, two of the Officers, the President and the Secretary, shall be elected for a one (1) year term and the Treasurer, shall be elected for a two (2) year term. Thereafter, each Officer shall serve a two year term and may serve as many consecutive terms as elected. Officers, other than the Vice President, will be elected. The Vice President's term is one year and this person must be the Delegate of the Member club hosting Champ Meet.

8.5 Vacancies

Vacancies on the Board will be filled by persons duly nominated and elected by the existing Board for the unexpired terms.

Article 9
Duties and Powers of the Board of Delegates and Officers

The Board shall, in addition to the duties and powers prescribed elsewhere in these By-Laws, have the power, and it shall be their duty:

- a) To set all fiscal policies of Corporation, including establishment and collection of all dues, fees, penalties, charges and other assessments of Member Clubs, the establishment of a budget and to oversee all expenditures of money;
- b) To institute, locate and conduct all athletic events falling under the jurisdiction of the Corporation;
- c) To explain, define and interpret any provision of the By-Laws of this Corporation upon the request of a Participating Member;
- d) To remove from office, by 2/3 Board Members vote, any Member of the Board or Officer of the Corporation. Such Member or Officer shall have the right to discuss the motion to remove him/her;
- e) To set and implement policies, procedures, rules and regulations deemed necessary for the operation of the Corporation so long as they are consistent with the By-Laws of this Corporation;
- f) To impose and enforce penalties for any violation of the By-Laws of this Corporation;
- g) To further the advancement of the swimming and diving program for the best interests of the Corporation.
- h) To maintain the tax-exempt status of the Corporation.
- i) To enter into an agreement or contract with officials/individuals to assist in conducting the amateur competitions.

Article 10
Officers

10.1 Designation

The principal Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer.

10.2 Election

The Officers of the Corporation shall be elected annually at the first meeting of the Board. Each Officer, unless removed by the Board, shall hold office until his/her successor shall have been duly elected and qualified. Any vacancy occurring in office may be filled by the Board for the unexpired portion of the term.

10.3 Removal

Upon an affirmation vote of a majority of Delegates, any Officer may be removed from office either with or without cause, and his/her successor elected at any regular meeting of the Board or at a special meeting duly called with notice for such purpose.

10.4 Responsibilities of Officers

- a) President - The President shall be the Chief Executive Officer of the Corporation and will generally supervise, direct and control the Corporation's business affairs and the Officers of the Corporation. The President shall prepare agendas and preside at all meetings of the Delegates and shall direct the activities of all appointed committees with the exception of the Rules Committee. He/she shall sign, along with the Vice President or any Officer of the Corporation authorized by the Board, file required annual reports with the Secretary of State as required by law; promissory notes, contract, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution there of shall be expressly delegated by the Board, or these By-Laws, to some other Officer or agent of the Corporation; and, in general, he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time-to-time.
- b) Vice President – The Vice President shall perform the duties of the President in the absence of the President or in the event of his/her inability to act. The Vice President shall perform such of the duties from time-to-time that may be assigned to him/her by the President or the Board.
- c) Secretary - The Secretary shall keep minutes of the meeting of the Participating Members and of the Board in one or more books provided for that purpose; issue notices of all meetings of the Board; keep a complete record of all athletic events under the jurisdictions of the Corporation; keep a register of the post office address of each Delegate; report unfinished business at previous meeting requiring action, and attend to such other business as the Corporation may direct; and, in general, to perform all duties incident to the office of Secretary. The Secretary may appoint an individual to assist with the record keeping of the Corporation.
- d) Treasurer - The Treasurer shall have custody of all funds and securities of the Corporation, and shall keep full and accurate account of all receipts and disbursements, records and books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of, and to the credit, the Corporation in such depositories, as may be designated by the Board. He/she shall disburse the funds of the Corporation as may be ordered by the Board, after receipt of proper vouchers for such disbursements. He/she shall render to the Board at each regular meeting thereof, or whenever they may require it, an account of all of the Corporation's transactions, the financial condition of the Corporation, and shall perform all duties incident to such office and such other duties as may from time-to-time be required by the Delegates. The Treasurer may appoint an individual to assist with record keeping of the Corporation

financial activities. The Treasurer and its agents shall be bonded in an amount determined by the Board.

10.5 Delegation of Officer Responsibilities

An Officer in Section 10.4 may delegate one or more of its responsibilities, or solicit the assistance of other Delegates, Participating Members, Non-Participating Members or other individuals to carry out its responsibilities. However, the Officer will still be responsible for any and all actions of the individuals to whom such responsibilities have been delegated.

10.6 Fees and Compensation

Officers shall receive:

- a) No compensation for their services and
- b) Such reimbursement of expenses as may be determined by resolution of the Board to be just and reasonable.

10.7 Bonding

All Officers or their agents shall be bonded in an amount set by the Board.

Article 11

Indemnification of Directors, Officers, Employees and Other Agents

11.1 Definitions

For the purpose of this article:

- a) "agent" means any person who is or was a Director, Officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a/an Director, Officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee or an agent of a foreign or domestic Corporation that was a predecessor Corporation;
- b) "proceeding" means any threatened, pending, or completed action or proceeding to which the Corporation or its agent is a party, whether civil, criminal, administrative or investigative; and
- c) "expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

11.2 Successful Defense by Agent

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article 11 or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 11.3 through 11.5 hereof shall determine whether the agent is entitled to indemnification.

11.3 Action Brought by Persons Other than the Corporation

Subject to the required finding to be made pursuant to Section 11.5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by or on, this Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of the Revised Statutes, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgment, fines and settlement, and other amounts actually and reasonably incurred in connection with the proceeding.

11.4 Action Brought by or on Behalf of the Corporation

- a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement of the disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.
- b) Claims and suits awarded against agent. This 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 brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (i) The determination of good faith conduct required by Section 11.5, below, must be made in the manner provided for in that section; and
 - (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

11.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 11.3 and 11.4 above is conditioned on the following:

- a) Required standard of conduct. The agent seeking reimbursement must be found in the manner provided below to have acted in good faith, in a manner he/she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this Corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with subsection (a) above shall be made by:
- (i) The Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
 - (ii) The voting Members by an affirmative vote of a majority of the voting Members represented and voting at a duly held meeting of Member at which a quorum is present, which affirmative vote also constitutes a majority of the required quorum; provided, however, that the person to be indemnified shall not be entitled to vote; or,
 - (iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the attorney of the agent or other person rendering a defense to the agent, whether or not the application by the agent, attorney or their person is proposed by this Corporation.

11.6 Limitations

No indemnification or advance shall be made under this Article 11, except as provided in Sections 11.2 or 11.5 (b)(3) hereof, in any circumstance when it appears:

- a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or the amounts were paid, which prohibits or otherwise limits indemnification, or
- b) That the indemnification would be inconsistent with any condition expressly imposed by a court approving a settlement.

11.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance, unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article 11.

11.8 Contractual Right of Non-Directors and Non-Officers

Nothing contained in this Article 11 shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

11.9 Insurance

The Board must adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article 11. Coverage will include Board of Delegates, swimmers/divers and volunteers. Each Delegate is responsible for providing a list of the swimmers and divers and both participating on the team. This list must

include the name, age, date of birth and be provided to the president by the end of the 2nd week of the season.

Article 12 Committees

12.1 Committees

The President has the power to establish committees, other than the Rules Committee, and appoint appropriate delegates to serve on such committees, each of which shall have such powers as may be delegated to it by the President. The Rules Committee shall consist of the voting delegates or alternate of each member club. They shall supervise the conduct of the meets in accordance with United States Swimming rules and regulations, as amended, and NKSL Rules, as amended, and shall investigate all violations of which it has knowledge, shall arbitrate disputes, and shall report its actions and recommendation(s) to the Board of Delegates. In a dispute, the member club involved shall not be eligible to vote and shall not be present at the time of the vote. The President shall vote only in case of a tie unless the President is a member of one of the clubs involved in the dispute in which case the President shall abstain voting.

12.2 Chairman

The President shall appoint one Member of each Committee as chairperson.

12.3 Quorum

A majority of each Committee shall constitute a quorum and the act of a majority of the Participating Members present at a meeting at which a quorum is present shall be the act of a Committee unless otherwise provided.

12.4 Rules

Each Committee may adopt rules for its own government not inconsistent with these By-Laws or rules adopted by the Board.

12.5 Duties and Responsibilities

Each Committee chairman shall be directly responsible to the President and to the Board except for the chairperson of the Booster Committee, which shall report to the Vice President and the Board. The President and Board, not inconsistent with the other provisions of these By-Laws, may designate any other duties and Committees.

Article 13 Contracts, Checks, Deposits & Funds

13.1 Contracts

The Board may authorize in writing any Officer or Officers, agent or agents of this Corporation, in addition to the Officers so authorized by these By-Laws, to open accounts, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

13.2 Checks and Drafts and Loans

All checks and drafts for the payment of money, notes or other evidence of such indebtedness issued in the name of the Corporation, shall be signed by such Officers, or agent, in such manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such checks, drafts, notes and other evidence in excess of one-thousand dollars (\$1,000) must be signed by two Directors, one of whom must be the Treasurer or the President. Any loans that the Board deems necessary must be approved by a 2/3 vote.

13.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

13.4 Gifts / Contributions

The Board may accept on behalf of the Corporation any contributions, gifts, bequests or devises for general or special purposes of the Corporation, but Board members cannot accept any gifts for their own personal or family's benefit. The Board will establish the criteria for any such contributions, gifts, bequests or devises. The Secretary shall be responsible for complying with the documentation requirements of Section 170(c)(2) of the Internal Revenue Code, as amended, to acknowledge receipt of any contributions, and gifts.

Article 14 Records and Books

14.1 Records and Books

The Corporation shall keep accurate and complete books and records of account, and shall also keep minutes of the proceedings of meetings of the Board, and committees having any authority of the Board, and shall keep a record giving the names and addresses of Delegates entitled to vote. All books and records of the Corporation may be inspected by any Delegate, or his agent or attorney at the Corporation's principal office, for any proper purpose, at any reasonable time, after giving 5 business days written notice to the Board in advance of the inspection. All such books, records, etc. shall be the property of the Corporation and cannot be removed from the premises.

14.2 Financial Reporting

An annual accounting of the financial condition of the Corporation will be prepared as soon as administratively feasible after the completion of each fiscal year.

Article 15 Fiscal Year

The fiscal year begins on September 1 and ends the last day of August.

Article 16
Member Dues, Fees, Penalties, and Obligations

16.1 Amount

The Board may determine from time to time the amount of any dues, fees, penalties which are owed to the Corporation. The Board has the right to charge to any Member any fine(s) assessed to the Corporation as a result of that Members' action.

16.2 Payment of Amounts

The dues, fees, and penalties shall be payable according to a fee schedule as determined by the Board.

16.3 Hardship

The Board may reduce or waive the payment of any Members' dues, fees, and penalties.

Article 17
Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt.

Article 18
Amendment to the By-Laws

These By-Laws may be amended by a two-thirds (2/3) vote of the Board, provided that the meeting and notice specifying the proposed amendment follows procedures set forth in Article 7.3.

WHEREFORE, these By-Laws of the Northern Kentucky Swim League, Inc. were duly adopted by the Board of Directors at the duly called meeting of the Board of Directors on the 26th day of October, 2009.

Sue Heist (signature on file)
Secretary