

BYLAWS OF THE LAS VEGAS SWIM CLUB

ARTICLE I – NAME

- SECTION 1. The name of the organization shall be the "Las Vegas Swim Club.", hereinafter referred to as the "Club".
- SECTION 2. The office address of the Club shall be:
10300 W. Charleston Blvd., Ste 13-80
Las Vegas, NV 89135
- SECTION 3. The fiscal year of the Club shall commence on the first day of January each year and terminate on the 31st day of December the following year.

ARTICLE II – MEMBERSHIP

- SECTION 1. All swimmers attached to the Las Vegas Swim Club are USA Swimming member athletes (referred to as "Athlete") and one parent or legal guardian must represent the athlete as "Member".
- SECTION 2. The Las Vegas Swim Club is a youth organization with members not younger than 5 years old.
- SECTION 3. All Athletes must be members in good standing of the USA swimming organization.
- SECTION 4. The Membership shall also be contingent upon payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine.
- SECTION 5. The Membership shall terminate upon occurrence of any of the following events:
- A. The resignation notice of the member by the 10th day of the month of cancellation.
 - B. The failure of the member to pay dues or assessments, if required, within the times set forth by the Board.
 - C. The determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the Club or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation.

ARTICLE III – PURPOSES AND POWERS

- SECTION 1. The purpose of the Club shall include the following:
- A. To provide an opportunity for all children eligible for membership to engage in a wholesome, lifesaving, lifetime sport, and recreational activity;
 - B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
 - C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and,

- D. To promote involvement in age-group programs and provide an opportunity for members to compete in organized swimming competitions.

SECTION 2. The powers of the Club shall include the following:

- A. The participation in and conduction of such meets and competitions as the head coach, in conjunction with the Board of Directors, shall determine from time to time to be in the best interests of the Club;
- B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the Club;
- C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- D. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
- E. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- F. The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons; and
- G. The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE IV – RIGHTS AND LIABILITIES OF MEMBERS

SECTION 1. No director, officer, member, or authorized agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the club except to the extent of their unpaid portion of membership dues, registration fees, late fees and entry fees.

SECTION 2. Members shall have one (1) vote on all matters brought before a vote of the membership.

SECTION 3. All fundraising activities shall be conducted by and as a benefit to the Club. All proceeds from such activities shall be used for the benefit of the Club and not for any one individual member.

SECTION 4. Any donations made by the Club must be reviewed and voted on by the board of directors.

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1. The Club shall hold a meeting of the membership annually at any time within six (6) months after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, announcing a Board of Directors, and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Board of Directors, or by majority vote of the Board of Directors, or upon the written request of at least ten percent (10%) of the Regular Members.

SECTION 2. All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than forty-eight (48) hours before said meeting, except annual meeting, which shall require thirty (30) days' notice.

SECTION 3. At any meeting of membership, attendance in person of at least fifteen percent (15%) of the Regular Members shall constitute a quorum. Only Regular Members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the Bylaws, the decision of a majority of the members voting shall be the decision of the Club.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1. The LVSC Board of Directors shall be made up of up to eight (8) Directors, although the Club may function with no fewer than five (5) Directors. Selection of the Board of Directors shall be by majority vote of the members of the Board of Directors. Each Director shall hold office for a term for three (3) years and no more than 2 consecutive terms. Any vacancy in the Board of Directors caused by death, resignation, or disqualification shall be filled by appointment and majority vote of the remaining Board of Directors. In the case of a vacancy, the appointed Director shall fill the remainder of that term. If the remainder of the term is 18 months or longer, it must count as a first term. If it is less than 18 months, the Director may be retained for 2 full terms. No more than four (4), or no more than half, of the Directors shall leave concurrently. Past Directors shall not return for a period of three (3) years. Candidates for the Board should be parents or legal guardians of athletes in good standing for at least six (6) months and shall exclude employees and independent contractors or their spouses of Las Vegas Swim Club. Each family shall be limited to two adult members on the Board at any time. Community members may serve at the discretion of the Board of Directors. A Nominating Committee may be used whenever practicable to solicit candidates for the Board.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club, including, but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. However, the Board of Directors may not exercise any powers relating to either of the following:

- A. Termination or discharge of coaches or other person providing special services, with the exception of the Head Coach, as the Board will exercise all supervisory functions of this position;
- B. Entering into a contract or agreement for the purchase or sale of real estate. Such matters may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these Bylaws.

SECTION 3. The Board of Directors shall annually appoint from among the Directors - a President, Vice-President, Secretary, two (2) Treasurers, and three (3) Directors at Large. A majority vote of the Board shall be necessary for the selection of officers. No Director shall hold

more than one (1) office at any time, excepting the office of Treasurer, which may be combined, and Directors at Large, which may be combined at the discretion of the Board of Directors.

SECTION 4. The Head Coach is an integral part of the Club. As such, the Head Coach shall be invited to all board meetings to provide input and represent the wet side. In instances of confidential issues, the Head Coach shall be excused from the meeting until such time as the confidential items are concluded.

SECTION 5. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular Members.

SECTION 6. The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

SECTION 7. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors.

SECTION 8. The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board of Directors.

SECTION 9. The Treasurer(s) shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe.

SECTION 10. Directors at Large shall perform duties as may be prescribed by the Board of Directors.

SECTION 11. In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.

SECTION 12. The presence of at least a majority members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these Bylaws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

SECTION 13. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in

writing, as to the time and place of any such meeting. Notice shall be given at least twenty- four (24) hours prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

SECTION 14. In case of a Code of Conduct infraction of any Director of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors shall disqualify a Director by majority vote of the Directors. The Director shall be immediately removed from the Board of Directors and all rights and access therein revoked.

SECTION 15. Directors shall receive no financial compensation from the Club during their service. Monthly dues shall be waived for no more than two (2) swimmers, who are dependents of any Director. Directors shall be responsible for all hard costs associated with Club membership, such as meet fees, annual fees and renewals, or team store purchases. Dues waiver can be temporarily suspended at the discretion of the Board of Directors with a majority vote.

ARTICLE VII – INDEMNIFICATION OF DIRECTORS & OFFICERS

SECTION 1. Each person who is or was a Director, officer, or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Law of the state of Nevada against any liability cost or expense incurred in the capacity as director, officer, or employee, or arising out of the status as a director, officer, or employee (including serving at the request of the corporation as a director, officer, employee, or agent of another corporation).

SECTION 2. The corporation may maintain insurance, at its expense, to protect itself and any such person against liability, cost or expense.

SECTION 3. The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of the Club against the reasonable expenses, including attorney fees, actually and reasonably incurred by such person in connection with the defense of such action, suit, or proceeding. The Club may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these Bylaws.

ARTICLE VIII – CONTRACTS, CHECKS, NOTES, ETC.

SECTION 1. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, be signed by either the President or the Treasurer of the Club. All checks and drafts issued by the Club shall be signed by the President or the Treasurer, or such other person as may be from time to time so authorized by the Board of Directors. At the discretion of the Board, contracts may be authorized by the Head Coach, when such authority is granted.

SECTION 2. No Director shall at any time use Club checks or credit/debit cards for personal use. In the event that a purchase is combined Club and personal, the Director shall use personal funds and submit for reimbursement. All payments shall be reimbursed by another authorized Director and shall not be executed by the Director seeking reimbursement.

SECTION 3. Whenever possible, all accounts shall be opened under the Club name and not a Director's personal information. No Director shall benefit from reward programs under the Club name or involving team travel.

ARTICLE IX – NON-PROFIT ORGANIZATION

SECTION 1. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall insure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these Bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

SECTION 3. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, distribute remaining assets 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 the state or local government, for a public purpose.

ARTICLE X – AMENDMENT OF BYLAWS

SECTION 1. The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the Code of Bylaws.

These Bylaws, including Appendix A (Conflict of Interest Policy), have been amended this 7th day of March 2025, by the LVSC Board of Directors.

APPENDIX A CONFLICT OF INTEREST POLICY

ARTICLE I – PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Las Vegas Swim Club) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II – DEFINITIONS

- Section 1. **Interested Person** - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- Section 2. **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- A. An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
 - B. A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
 - C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- Section 3. **Compensation** – Includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

ARTICLE III – PROCEDURES

- Section 1. **Duty to Disclose** - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- Section 2. **Determining Whether a Conflict of Interest Exists** - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- Section 3. **Procedures for Addressing the Conflict of Interest**
- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - B. The chairperson of the governing board or committee shall, if appropriate, appoint a

disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- C. After exercising due diligence, the governing board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflicts of Interest Policy

- A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV - RECORDS OF PROCEEDINGS

Section 1. The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V - COMPENSATION

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction

includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI - ANNUAL STATEMENTS

- Section 1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- A. Has received a copy of the conflicts of interest policy,
 - B. Has read and understands the policy,
 - C. Has agreed to comply with the policy, and
 - D. Understands the Club is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII - PERIODIC REVIEWS

- Section 1. To ensure the Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII - USE OF OUTSIDE EXPERTS

- Section 1. When conducting the periodic reviews as provided for in Article VII, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted