

ARTICLES OF INCORPORATION
OF
WALNUT CREEK MASTERS SWIM TEAM

I

The name of this corporation is WALNUT CREEK MASTERS SWIM TEAM.

II

The place in this state where the principal office of the Corporation is to be located is the City of Walnut Creek, Contra Costa County, State of California.

III

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purpose of this corporation is to provide to the community at large, the training and coaching necessary to compete in national and international swimming events, as well as local, state, and regional competitions; to promote physical and mental fitness; and to encourage and support interest in competitive swimming.

IV

The name and address in the State of California of this corporation's initial agent for service of process is:

Kerry O'Brien, P.O. Box 8039, Walnut Creek, CA. 94598

V

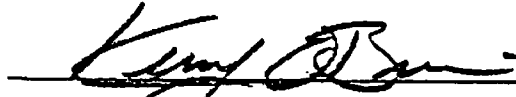
- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

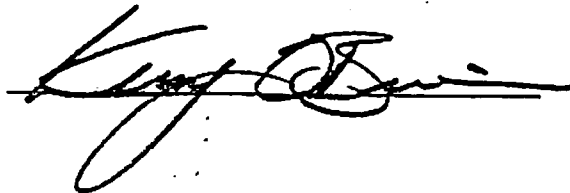
VI

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: 4/18/59


KERRY O'BRIEN

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



BY-LAWS OF THE
WALNUT CREEK MASTERS SWIM TEAM
May 25, 1989

ARTICLE I
NAME AND PURPOSE

- SECTION 1. This corporation shall be known as the WALNUT CREEK MASTERS SWIM TEAM.
- SECTION 2. The purpose of this corporation is to provide to the community at large, the training and coaching necessary to compete in national and international swimming events, as well as local, state, and regional competitions; to promote physical and mental fitness; and to encourage and support interest in competitive swimming.

ARTICLE II
MEMBERSHIP

- SECTION 1. Membership in this corporation is open to any person who is a member of the Pacific Masters Swimming Association and meets the swimming ability standards approved by the coach. Membership is unrestricted as to race, creed, sex or residence.
- SECTION 2. Membership shall consist of two categories: voting and non-voting. Voting members shall be Regular members. All others shall be Associate members and shall not be entitled to vote or hold office in the corporation. However, all members, Regular or Associate, shall be eligible for participation in all competitive swimming events. The Board of Directors may establish additional rights and benefits of membership.
- SECTION 3. Regular members shall be entitled to the privilege of holding office and have the right to to one vote in each election or when a vote of the membership is called. There shall be no provision for, or right to a proxy vote by a member.
- SECTION 4. Dues shall be set annually by the Board of Directors.

SECTION 5. Membership shall be suspended for failure to pay dues within 30 days of the due date. During the period of suspension, the member may not vote nor take part in the activities of the corporation granted to membership. If dues remain unpaid after 30 days beyond the due date for the payment of dues, the member shall be removed from the roles of membership. The Board of Directors may require a reinstatement fee for those members who have been removed from the roles of membership for failure to pay dues.

SECTION 6. A member may be expelled for misconduct prejudicial to the best interests of the corporation or contrary to its purpose.

SECTION 7. Any member may bring an action for expulsion, against another member, alleging misconduct prejudicial to the best interests of the corporation, by submitting the facts supporting alleged misconduct, in writing, to the Board of Directors, and signed by the accusing member. The Board of Directors, upon receipt, in writing, of an allegation of misconduct against a member, will notify the member so accused, in writing, of the allegations of misconduct and furnish a copy of the allegations submitted by the accusing member(s). The Board shall also inform the accused member, in writing, of his/her right to respond in writing and to appear before the Board following submission of such written response. If a member, so accused, fails to respond within 30 days from the date of notice, by the Board, of allegations of misconduct, the Board may make a finding, taking such action as appropriate to remedy the situation. In no event shall any such matter before the Board remain for more than 90 days.

ARTICLE III MEETINGS

SECTION 1. There shall be an annual meeting of the membership for the nomination and election of Directors and any other business as necessary for the corporation.

- SECTION 2. The Board of Directors may call other membership meetings upon a majority vote of the Directors or by petition of 10% of the regular membership. All regular members shall be provided with adequate notice of such meetings, by the Board, through use of a newsletter, written handouts, the posting at workouts or any other means available to provide sufficient notice to the membership.
- SECTION 3. The date, time, and place of all meetings shall be set by the Board of Directors.
- SECTION 4. In the case of a petition of 10% of the Regular members, the Board of Directors shall certify that the petition contains the required signatures and must set the date, time, and place for the meeting within 10 days of certification.
- SECTION 5. A quorum for the transaction of business at all membership meetings shall be 10% of the regular members.
- SECTION 6. All meetings shall be governed by Robert's Rules of Order. Such rules may be revised from time to time in so far as they are inconsistent with or in conflict with these By-Laws, the Articles of Incorporation or with provisions of law.

ARTICLE IV
BOARD OF DIRECTORS

- SECTION 1. The governing body of this corporation shall be its Board of Directors, consisting of up to seven (7) members, including a President, 1st Vice-President, and 2nd Vice President who serve as its Officers.
- SECTION 2. The Executive Committee shall consist of the Officers of the Board of Directors.
- SECTION 3. The Board of Directors shall meet at least four (4) times each year at the date, time and place set by the Board or called by the President.
- SECTION 4. Notice of Board meetings shall be provided to the membership in the same manner as membership meetings.

SECTION 5. Subject to the provisions of the non-profit corporation law, the business affairs of this corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Without prejudice to these general powers the Directors shall have the power to:

- (a) Select and remove all agents and employees of the corporation; prescribe any powers and duties for them consistent with law, with the Articles of Incorporation and with these By-Laws; and fix their compensation.
- (b) Change the principal office of the corporation in the State of California from one location to another.
- (c) Cause the corporation to be qualified to do business within the State of California.
- (d) Adopt, make use and alter the form of the corporate seal.
- (e) Borrow money, incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

SECTION 6 The term of office of the Vice-Presidents shall be two (2) years with the 1st and 2nd Vice-President alternating annually. The President shall serve continuously but shall be ratified every two (2) years by majority vote of the membership. The term of office for all other Directors shall be one (1) year.

SECTION 7. The Board of Directors may declare vacant the office of a Director upon the occurrence of any any of the following events during his/her term:

- (a) The Director has been declared of unsound mind by a final order of the court;
- (b) The Director has been convicted of a felony; or
- (c) The Director has been found by a final order or judgment of any court to have breached any duty under Article III of the California Public Benefit Corporation Law.

SECTION 8. Any Director may be removed without cause if such removal is approved or ratified by a 2/3 vote of the Board of Directors and such removal is approved by a majority vote of the regular membership by written ballot.

SECTION 9. Vacancies on the Board of Directors may be filled to serve the balance of a term declared vacant by a vote of the majority of the remaining Directors.

ARTICLE V FISCAL YEAR

Section 1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE VI ELECTIONS

SECTION 1. The corporation shall hold an annual election to choose the Directors of the Corporation. This election shall take place at the annual meeting as designated by the Board of Directors.

SECTION 2. At least sixty (60) days prior to the annual election, the President shall appoint a nominating committee and its chair, consisting of at least three(3) regular members. The Committee shall meet and propose at least one candidate for each vacant position on the Board and report their decision to the Board at least thirty (30) days prior to the annual election.

SECTION 3. The Board shall notify the regular membership of the nominees selected by the nominating committee, utilizing the newsletter, handouts, posting at workouts and any other means available. At the annual meeting, candidates for election will be allowed oral and/or written statements of candidacy for presentation to the membership.

SECTION 4. The election shall be by written ballot provided to each regular member in attendance at the annual meeting. Absentee ballots will be sent to all remaining regular members not in attendance at the meeting, requiring return by mail or deposit in a ballot box. Members shall be given at least 14 days from the date absentee ballots are mailed to return their ballots.

SECTION 5. Ballots shall be counted by the President and at least three (3) members appointed by the President who are not candidates for election. No proxy votes shall be accepted.

ARTICLE VII
EXECUTIVE COMMITTEE POWERS

SECTION 1. The Executive Committee, to the extent provided by a Resolution of the Board, shall have all the authority of the Board except that the Committee may not, regardless of Board Resolution:

- (a) Take any final action on matters which, under the California Non-Profit Benefit Corporation Law, requires member approval or approval of a majority of all the members.
- (b) Fill vacancies on the Board of Directors.
- (c) Fix compensation of Board members serving on the Board or any committee.
- (d) Amend or repeal By-Laws or adopt new By-Laws.
- (e) Amend or repeal any resolution of the Board of Directors which, by its expressed terms, is not so amendable or repealable.
- (f) Extend Corporate funds to secure a nominee for the Board of Directors after there are more people nominated for the position than can be elected.
- (g) Approve any transaction:
 - (1) to which the Corporation is a party and in which one or more Board members has a financial interest.
 - (2) Between the Corporation and one or more of its Board Members, or between the Corporation or any entity in which one or more of its Board members have a material financial interest.

ARTICLE VIII
DUTIES of OFFICERS

SECTION 1. The President shall be the Head Coach of the Walnut Creek Masters Swim Team. The President shall preside at all meetings of the Corporation and its Board of Directors. The President shall appoint all committees and committee chairs. The President shall prescribe all duties of other members of the Board to provide the functions of a Secretary, Treasurer, Pacific Masters Swimming Representative and other functions as necessary for the operation of the Corporation.

SECTION 2. The 1st and 2nd Vice-Presidents shall be the male and female captains of the Walnut Creek Masters Swim Team.

SECTION 3. The 1st Vice-President shall perform all the duties of President during the absence or inability of the President to act or during the period of a vacancy in the office of President.

SECTION 4. The 2nd Vice-President shall perform all the duties of the 1st Vice- President during the absence or inability of the 1st Vice -President to act or during the period of a vacancy in the office of 1st Vice-President.

ARTICLE IX
AMENDMENT OF BY-LAWS

SECTION 1. These By-Laws may be amended by a 2/3 vote of the Board of Directors and ratified by a majority vote of the regular membership.

SECTION 2. Amendments in the form of additions or deletions to these By-Laws may be proposed at any meeting of the membership and submitted to the membership in the same manner as for the election of Directors.

Amendments to By-Laws

Article VII, Section 1 (c) is amended (ratified by a majority vote of the general membership at the annual membership meeting on December 11, 1993) to read:

“Section 1. “The Executive Committee...

(c) Fix compensation of Board Members serving on the Board or any committee, the Team Manager, Auditor/Accountant, and others who provide services on behalf of the Corporation.”

Article VIII, Section 1 is amended to the by-laws (ratified by a majority vote of the general membership at the annual membership meeting on December 11, 1993) to read:

“The President shall be the Head Coach of the Walnut Creek Masters Swim Team. The President shall preside at all meetings of the Corporation and its Board of Directors. The President shall appoint a Team Manager to administer the day to day operation of the Corporation including the administration of the budget as approved by the Board of Directors, issuing and accepting payments on behalf of the Corporation.

The Team Manager shall be an ex-officio member of the Board of Directors with no voting rights. The Team Manager shall be responsible for accepting membership and registration with Pacific Masters Swimming and United States Masters Swimming.

The President shall appoint an Auditor/Accountant to conduct regular audits of the business of the Corporation and file all documents necessary under Federal and State regulations on behalf of the Corporation.

The President shall appoint all committees and committee chairs.

The President shall prescribe all duties of other members of the Board to provide the functions of a Secretary, Treasurer, Pacific Masters Swimming Representative and other functions as necessary for the operation of the Corporation.”

Article IV, Section 1 (ratified by a majority vote of the general membership at its annual membership meeting on December 9, 2001, to read:

“The governing body of this corporation shall be its Board of Directors, consisting of up to seven (7) members, in addition to the President, 1st Vice-President, and 2nd Vice President who serve as its Officers.”

Article IV, Section 1 (ratified by a majority vote of the general membership at its annual membership meeting on December 9, 2007, to read:

“The governing body of this corporation shall be its Board of Directors, consisting of up to twelve (12) members, including a President, 1st Vice President, and 2nd Vice-President who serve as its officers”
