

BYLAWS of the JEFFERSON SHELBY SWIM COUNCIL

ARTICLE I Membership

Section 1. Requirements: The Jefferson Shelby Swim Council (the “JSSC”) shall have members. All memberships shall be classified as “club memberships”. One club membership shall be conferred upon the sponsoring organization of one or more children (“participants”) who participate in the swimming activities of the Council. Only one membership shall be conferred upon each sponsoring organization, irrespective of the number of participants sponsored. Prospective members may request membership to the Council by submission of a written petition which shall contain the information required by the Board of Directors. New members will be admitted upon the affirmative vote of a majority of those members present at any regular or special meeting. All disputes concerning the status, rights, privileges, duties, obligations of membership shall be presented to, and resolved by, the Board of Directors from which decision there shall be no appeal.

Section 2. Meetings: Each member is responsible for notifying the Council of the names of the delegate and alternate delegate authorized who shall represent the member at Council meetings and cast the member’s vote on matters before the Council. An annual meeting of the members shall be held in the Birmingham, Alabama metropolitan area no later than the second Tuesday in April at a time and place designated by the Board of Directors. Special meetings may be called at any time by the President, a majority of the Board of Directors, or delegates having one/forth of the votes that may be cast at such meeting. Two weeks’ notice of the day, time, and place of all meetings shall be sent to each member, and to all delegates and alternate delegates of record, via email.

Section 3. Quorum: A quorum shall consist of delegates from a majority of the membership and a majority of the membership of those present shall prevail on any matter before the Council for a vote. Each member’s delegate shall be entitled to only one vote on each matter before any meeting of the members, irrespective of the number of participants sponsored by the member.

Section 4. Membership Dues: Membership dues shall be payable by each club members: (1) upon joining the Council; and (2) annually thereafter: invoices shall be sent to each member on or about the first day of March each year, to be due 30 days after the annual meeting. The amount of the initial and annual membership dues shall be set periodically by resolution of the Board of Directors. Other fees, assessments and reimbursements shall be determined by the Board of Directors as such action is required. The amount of dues and other fees, etc. will be communicated to the membership together with the due date for payment.

Section 5. Organization of Members: The Board shall organize member clubs into groups called "Divisions". The Board shall set the number of Divisions and determine the makeup of the Divisions each year.

ARTICLE II

Board of Directors

Section 1. Duties: The Board shall be responsible for the oversight of the management of the affairs of the Council.

Section 2. Composition: The Board of Directions shall consist of five (5) individuals associated with member clubs and one (1) coach representative associated with member clubs. Additionally, each Division shall be represented on the board by one (1) individual associated with a member club in that Division.

Section 3. Term: Directors shall be elected by the membership to serve staggered terms of two (2) years. The directors elected at the first meeting of the membership will serve the terms set forth in the following schedule and until their successors shall be elected and shall qualify:

Three (3) Class A Directors = 2 year term – President, VP of Rules, VP of Registrations, VP of Scheduling, Treasurer and Secretary.

Five (5) Class B Directors = 1 year term – One from each Division and the Coach Representative

At the expiration of the terms of office set forth above, the elected successor director shall serve a full two year term and until their successors shall be elected and shall qualify. The Coach Representative shall be elected by the coaches of the membership, and shall serve a full one (1) year term until his/her successor shall be elected and shall qualify. The Division Representative elected by the members in each Division shall serve a full one (1) year term until their successor shall be elected and shall qualify.

Section 4. Removal of Directors: By a majority vote of the entire membership, a director may be removed, with or without cause, at any annual, regular or special meeting of the membership. Upon such removal, the membership shall immediately elect a replacement director to serve the unexpired term of such removed director.

Section 5. Vacancies: Any vacancy occurring during a director's term for any reason than removal by the membership shall be filled by appointment of the Council's President, except that any vacancy which shall occur which the unexpired term is greater than one year, the replacement director shall be elected by the membership. A director so appointed or elected shall serve the unexpired term of the director's predecessor.

Section 6: Meetings: An annual meeting of the Board of Directors shall be held in the Birmingham, Alabama metropolitan area. Special meetings may be called at any time by the

President or any two members of the Board. Two weeks' notice of the day, time and place of the meeting shall be given to all members of the Board.

Section 7. Quorum: A quorum of the Board shall consist of three-fifths of the directors and a majority of those present and voting shall prevail on any matter before the Board for a vote.

ARTICLE III

Officers

Section 1: Duties: The normal operations of the Council shall be performed under the control of the officers.

Section 2. Composition: The officers of the Council and their duties shall be as follows:

A. President: The duties of the President shall be: to preside over meetings of members and Directors; to provide such guidance as needed when immediate decisions must be made; to exercise supervision over Council activities and to recommend policies and actions to the Board of Directors which will improve the council's operation; and, to perform all other duties normally associated with the office of President.

B. Vice President of Rules: The duties of the Vice President of Rules shall be: to preside at meetings in the absence of President; to perform any and all duties normally performed by the President in his absence or upon request of the President; to formulate and propose rules for swim meet operation and conduct to be approved by the Board of Directors; to determine certification procedures and oversee the certification process for JSSC officials and Coaches; and, to perform all other duties normally associated with the office of Vice President.

C. Vice President of Scheduling: The duties of the Vice President of Scheduling is to arrange the swim meet schedule for all members; to review/revise time standards; to oversee the annual awards banquet; and, other duties assigned by the Board of Directors.

D. Vice President of Registration: The duties of the Vice President of Registration are to register all member team participants in the JSSC or other sanctioning organization selected by the Board of Director, and other duties assigned by the Board of Directors.

E. Treasurer: The duties of the Treasurer shall be: to be custodian of the corporate records; to keep a general charge of the financial records of the Council; to have charge and custody of and be responsible for all funds and securities of the Council; to be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Council and for the deposit of all such monies in the name of the Council in such bank or banks as shall be selected by the Board of Directors; to keep on file at all times a complete copy of the Articles of Incorporation of the Council and, to perform all other duties normally associated with the office of Treasure.

F. Secretary: The duties of the Secretary shall be: to keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; to see that all notices are duly given in accordance with these Bylaws or as required by law; to keep a register of the names and post office addresses of all Directors; to keep on file at all times a complete copy of the Bylaws of the Council containing all amendments thereto and minutes of all Council meetings (which documents shall always be available for inspection of any Director or member delegate), and at the expense of the Council, forward a copy of the Bylaws and of all amendments thereto to each Director and member; to oversee the bulk ordering of ribbons and awards for the membership, to oversee the annual awards banquet, and, to perform all other duties normally associated with the office of Secretary.

G. Coach Representative: The duties of the Coach Representative are to act as a liaison between the coaches of the membership and the Board, to advise the Board of the technical issues of the sport of swimming, and other duties assigned by the Board of Directors.

H. Division Representative: The duties of the Division Representatives are to act as a liaison between the members in each Division and the Board and other duties assigned by the Board of Directors.

Section 3: Election: The officers of the JSSC shall be elected by the membership at the annual Delegate's meeting and shall serve until their successors are duly elected and shall qualify.

Section 4. Term: The officers shall be elected to serve a term of two years.

Section 5. Vacancies: Any vacancy occurring during an officer's term shall be filled by appointment by the Board of Directors. An officer so appointed shall serve the unexpired term of the officer's predecessor.

Section 6. Powers and Duties of Officers: The powers and duties of officers may be modified from time to time in the discretion of the Board of Directors, but shall remain subject to the provisions of these Bylaws.

ARTICLE IV

Indemnification of Directors and Officers

The Council shall indemnify and hold harmless any director, officer, former director or former officer of the JSSC against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been such director or officer, except in relation to matter as to which he/she shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty; such indemnity shall include amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication if such settlement and indemnification is approved by the Board of Directors. The

foregoing rights of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

ARTICLE V Miscellaneous

Section 1: Waiver of Notice: Any Director of member may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a Director or member delegate at any meetings shall constitute a waiver of notice of such meeting by such Director or member, unless such Director or member delegate attend a meeting for the express purpose of objection to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section 2. Rules and Regulations: The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with the law, the Articles of Incorporation, or these Bylaws, as it may deem advisable for the conduct of the affairs of the Council.

Section 3. Gender and Number: In construing the provision of these Bylaws, feminine pronouns shall be substituted for those masculine in form. And plural terms shall be substituted for singular and singular of plural, any place in which the context so requires.\

ARTICLE VI Amendment

These Bylaws may be altered, amended, or replaced, and new Bylaws may be adopted, by the Board. The resulting Bylaws may contain any provision for the regulation and management of the affairs of the Council not inconsistent with law or the Articles. Any amendment of the Articles inconsistent with these Bylaws shall operate to amend the Bylaws pro tanto, and those Bylaws or parts of bylaws which merely summarize or restate the provision of the Articles or the provisions of the Alabama Nonprofit Corporation Act or other law applicable to the Council shall be operative with respect to the Council only so far as they are descriptive of the application law and of the Articles as amended.

CERTIFICATE

I, the undersigned, as Secretary of the JEFFERSON SHELBY SWIM COUNCIL, INC. an Alabama Nonprofit Corporation, hereby certify that the foregoing Bylaws were duly adopted at a meeting of the Directors of said corporation held on the ____ day of _____, 2009.

Dated this ____ day of _____, 2009

Signature _____

Secretary _____