

By-Laws
Of
CINCO RANCH SWIM TEAM

Last Revised: July 21, 2010

Article I
Name

The name of the organization shall be called the Cinco Ranch Swim Team, herein referred to as "CRST."

Article II
Purpose

CRST is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)3 of the Internal Revenue Code of 1986 (the "Code") or corresponding provision hereafter in effect. CRST shall accomplish its purpose by conducting the operation of a summer swim team program in the Cinco Ranch Subdivision for novice athletes (children) which (1) provides instruction and training in order to develop and improve their individual capabilities in the sport of swimming, (2) hosts swim meets in which all members participate to gain a sense of accomplishment, (3) promotes and develops good sportsmanship, and (4) advances the sport of organized swimming through qualified educational and competitive events. CRST shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. CRST shall organize, finance and publicize the activities of the Cinco Ranch Swim Team. CRST shall cooperate with all other interested groups in the Cinco Ranch Subdivision to ensure the compatibility of interests and the continued growth of the swimming program and facilities in the Cinco Ranch Property Owner's Association, herein referred to as "CRPOA," and shall coordinate all activities with CRPOA on behalf of its' member teams.

Article III
Membership

Membership in CRST is required of all recreational summer league swim teams that exist within the Cinco Ranch Subdivision. Existence within Cinco Ranch is defined by use of a pool, which is owned by CRPOA. Membership in CRST may be extended to any other affiliated subdivision, which has a shared pool facility agreement with CRPOA.

Article IV
Swimmer Eligibility

1. A swimmer must be a resident of Cinco Ranch Subdivision (or of an affiliated subdivision which has a shared pool facility agreement with CRPOA) who is in good standing with the homeowner's association, or the child of a paid coach of a member team.
2. A swimmer must be at least 4 but not older than 18 years of age as of May 1 (of the current swim year) to be eligible to participate in the current year. A swimmer must be a novice swimmer as defined by the League in which the teams participate (currently the West Houston Aquatic League, referred to herein as "WHAle."
3. A swimmer may be terminated from CRST if the conduct of any Team Swimmer or parent of a Team Swimmer shall be found detrimental to the best interest of CRST, WHAle and/or Team. The Board may after due investigation and process, request his/her resignation, suspend or terminate his/her status as a Team Swimmer by a majority vote of the full Board.

Article V
CRST Governance

Section 1: Governance

The Cinco Ranch Swim Team Executive Board shall govern CRST.

Section 2: Officers - Number, Tenure and Duties

The elected officers of the Executive Board shall be President, Treasurer, Secretary, Registrar and other such officers as may be determined necessary by the member teams. All officers shall be Board members in good standing with an active swimmer on the team. Each Executive Board Member shall be a voting member of CRST. The officers shall hold office for a term of two years until their successors are duly elected. No person shall serve more than one consecutive term in the same office unless the position is unchallenged by another candidate. Each team shall be comprised of equal voting member teams. In the event that a team does not have representation on the Executive Board, a Vice President position shall be utilized to maintain equal representation. The team that does not have a vote shall appoint a Board Member of their choice to the Vice President position.

Executive Board members shall be a voting ex-officio member of their respective Team Board. All Executive Board members shall be available to assist with Final Registration of swimmers.

Section 3: Duties

The officers shall be charged with the responsibility and authorities prescribed in the By-laws and with such other powers not prohibited by the By-laws as are necessary for the operation and management of the organization and consistent with the objectives of CRST. These duties shall include, but are not limited to:

President:

The President shall preside over all CRST meetings, shall appoint special committees, and shall be an ex-officio member of all committees except the nominations and auditing committees. The President may appoint a Parliamentarian to rule on points of order and may appoint a Sergeant-at-Arms to aid in disputes. The President shall have primary responsibility, with input from the individual team boards, for the interviewing and hiring of coaches for the teams in CRST. The President shall also serve as liaison to the CRPOA and shall attend CRPOA Board meetings to represent CRST.

Treasurer:

The Treasurer shall keep current records of all monies received and disbursed and shall report same at each regular meeting. The Treasurer shall make available all records for audit should one be requested. He/she shall provide a proposed budget for each swim season and give an annual report of the financial position of the organization after the necessary tax and legal documents to the appropriate parties on a timely basis. The Treasurer is also responsible for retaining historical tax records in accordance with the IRS guidelines. The Treasurer shall have the responsibility for timely payment of the obligations of CRST after he/she has received invoices for such obligations, provided such invoices have been approved by the chairperson of the committee responsible for incurring the obligation. The Treasurer shall prepare the checkout packets, as necessary, for registered swim families. The Treasurer shall have oversight responsibility for the solicitation of community donations.

Secretary:

The Secretary shall keep an accurate record of proceedings of all meetings, attend to all correspondence and act as custodian of all current organization records (e.g. By-Laws, approved motions). The Secretary shall electronically distribute minutes of all meetings for review by all voting members of CRST. The Secretary shall make all reservations and notify all members of special meetings. The Secretary shall be responsible for submission of all advertisements and announcements: to promote registration on the member teams, to

recognize special accomplishments, and for other reasons as may be determined from time to time. The Secretary shall have oversight responsibility for CRST's website.

Registrar:

The Registrar shall, in coordination with the Executive Board, set all deadlines and due dates for registration materials and prepare the pre-registration materials and prepare the pre-registration and registration instructional letters and forms to be distributed to potential swim families. Additionally, the Registrar shall receive the returned registration materials and prepare the pre-registration and registration instructional letters and forms to be distributed to potential swim families. Additionally, the Registrar shall receive the returned registration forms and be responsible for registration of eligible children (as defined in Article IV above) on the particular swim team of their choosing or on the next available swim team, should the first choice be unavailable. The Registrar shall keep a current list of each teams' membership and shall provide necessary electronic and paper copies of those rosters as may be needed by the League or the teams from time to time. The Registrar shall provide a list of all swim families to the CRPOA for review and determination of residency in good standing.

Section 3: Elections and Vacancies

Executive Board members will be elected every two years, in odd numbered years. Executive Board members are subject to the majority vote of all member teams at their end of season team party/annual meeting. Members of the Executive Board must have had a swimmer on a member swim team for at least two seasons, unless the position is unchallenged by another candidate. Individuals are only eligible to serve on the Executive Board if they continue to have a swimmer on a member team. Vacancies shall be filled by a vote of CRST, preferably with an individual from the same team as the one who resigned.

Article VI
Team Governance

Section 1: Each Team shall be governed by a Team Board.

Section 2: Officers - Number, Tenure and Duties

The elected officers of the Team Board shall consist of a Director, League Representative, Volunteer Coordinator, and Member-at-Large. Executive Board members are voting, ex-officio members of their respective Team Board. Each elected officer shall have an active swimmer on the team. The officers shall hold office for a term of one year until their successors are duly elected. No person shall serve more than two consecutive terms in the same office unless the position is unchallenged by another candidate.

The officers shall be charged with the responsibility and authorities prescribed in the By-Laws and with such other powers not prohibited by the By-Laws as are necessary for the operation and management of the individual team and consistent with Article II above. All Team Board Members shall be available to assist with the Final Registration of swimmers. Additional duties shall include but are not limited to:

Director:

The Director shall be ready to assist the President at any time on any assignment by the President. The Director shall be responsible for assisting the President hiring coaches. The Director shall notify team board members and committees of any Executive Board information. The Director shall be responsible for storing and protection of the team's assets and for the general operations of the team. The Director shall be a voting member of CRST.

League Representative:

The League Representative shall be ready to assist the Director at any time. The League Representative shall attend all CRST and all WHALe Board of Directors meetings and voice all team and CRST viewpoints to the other League Representatives. He/she shall have full authority to vote and League meetings on all League matters with the team's sanction (and in the team's best interest) and shall organize and provide registration packets with the League

schedule and information. The League Representative shall communicate all League policies and requirements to the Executive Board and to the Team Boards on a timely basis. The League Representative is responsible for completing any team duty that may be assigned by WHALe. Additionally, the League Representative shall communicate with his/her counterpart on other teams regarding any necessary information for upcoming meets, at least a week prior to the meet. The League Representative shall be a voting member of CRST.

Volunteer Coordinator:

The Volunteer Coordinator

Shall be responsible for assigning or accepting volunteer assignments from swim families to fill all volunteer jobs that are necessary to run all of the team's swim meets, including any end of season championship meet(s). The Volunteer Coordinator shall coordinate with the Director to fill any additional volunteer needs as may be determined by the Director while attending to the general operations of the team.

Member-at-Large:

The Member-at-Large shall be responsible for team jobs assigned by the Executive Board. These include, but are not limited to: apparel, trophies, sponsorship and photography. Each Member-at-Large shall be responsible for obtaining corporate sponsors from within the community to help fund the operation of the team. The Executive Board will set sponsorship requirements annually.

Section 3: Elections and Vacancies

Team Board members will be elected every year at the team's end of season party/annual meeting. Team Board members must be elected by majority vote of the swim families at the annual meeting. A swim family may vote in person or by proxy, executed in writing. To be eligible for a position on the Team Board, an individual shall have had a swimmer on a member swim team for at least one season. Individuals are only eligible to serve on the Team Board if they continue to have a swimmer on the team. Vacancies shall be filled by a vote of the remaining Team Board members.

Article VII
Meetings

A regular meeting shall be held on a date set by the President at a location, date and time to be announced prior to the meeting. Regular and special meetings are to be conducted according to Robert's Rules of Order except as otherwise noted in the By-Laws. Adoption of motions shall require a plurality of affirmative vote of the members present.

Article VIII
Voting

Section 1: Regular Voting

A majority of Executive Board members, Directors and League Representatives in office shall constitute a quorum for transaction of all CRST meetings and convened according to the By-Laws, and any act of a majority present at any meeting in which there is a quorum shall be considered an act of CRST, unless otherwise specifically provided for by the Articles of Incorporation or these By-Laws. Should a voting position in CRST be shared by two or more individuals, they collectively will have only the one vote afforded to the position in voting matters.

A majority of Team Board members in office shall constitute a quorum for transaction of all Team Board meetings convened according to these By-Laws, and any act of a majority present at any meeting in which there is a quorum shall be considered an act of the Team Board, unless otherwise specifically provided for by the Articles of Incorporation or

these By-Laws. Should a voting position on a Team Board be shared by two or more individuals, they collectively will have only the one voted afforded to the position in all voting matters.

A majority of the Team Board and the swim families during the current season shall constitute a quorum for transactions of the teams' annual meeting convened according to these By-Laws, and any act of a majority present at any meeting in which there is a quorum shall be considered an act of the team, unless otherwise specifically provided for by the Articles of Incorporation or these By-Laws.

Section 2: Electronic Voting

From time to time, at the discretion of the Executive Board, it may be deemed necessary to vote on a matter in a timeframe, which precludes holding a special meeting. In those instances, CRST may utilize email communication to put the matter to a vote. The Secretary will be responsible for recording all such votes and adding record of the vote and its outcome to an addendum to the minutes from the last regular or special meeting held.

Article IX
Committees

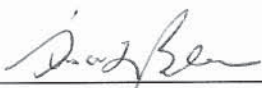
Special committees may be formed to carry out specific projects. The committees may be initiated by the President. In the event of the inability or refusal of an officer or chairperson to carry out the duties of the office or committee, the officers may, by majority vote replace such person, or in the event of the removal of the president, replacement shall be consistent with the Bylaws.

Article X
Amendments to the By-Laws

These By-Laws may be amended at any regular meeting provided the amendment shall have been submitted in writing at the previous meeting. Adoption of an amendment requires two-thirds affirmative vote of the voting members present. Amendments supersede any previous written statements regarding the subject of the amendment.

Certification

I, Susan Banks, hereby certify that I am the President of the CINCO RANCH SWIM TEAM, a Texas non-profit organization, and that attached hereto is a true and correct copy of the BY-Laws of the organization, reflecting all amendments affirmatively voted on as of the date of this signing. Further, these bylaws are in full force and effect on the date hereof.



Susan Banks

2/16/11

Date