

BYLAWS OF

OLD Dominion Swim League

As Amended and Adopted by the ODSL Membership 01.23.25

ARTICLE I NAME

1.1 Name. The name of this corporation (the "Corporation") shall be the Old Dominion Swim League.

ARTICLE II OFFICES

2.1 Offices. The Corporation shall have its principal contact with the secretary of the league and a secondary contact with the league's treasurer.

ARTICLE III MEMBERSHIP

3.1 Membership. Members of the league are those swim teams that participate actively in the program and the league's work. Application for membership in the league shall be submitted in writing to the BOD before the ODSL End of Season league meeting, in October, for approval to participate in the next year's swim season. Membership in the league shall be continuous unless voluntarily surrendered, terminated, or revoked. Membership in the league may be terminated by vote of the Officers of the Board of Directors for the failure of the member to pay the annual dues or insurance to the Treasurer or the failure of the member pool to pay any other assessment by the date set forth, and voted by the Team Representatives.

3.2 Designation of Members. Each Member Pool shall designate a Team Representative who shall be a member in good standing of that pool. The member pools shall notify the corresponding secretary no later than April 1 of each year and register their information in Swimtopia, or the league system of record. It is the responsibility of the member teams to ensure updated and correct contact information in the system. The Treasurer shall establish and maintain an accurate list of members in good standing. The list maintained by the Treasurer shall be binding and conclusive for all purposes.

3.3 Annual and Regular Meetings. The annual meeting of the members shall be held on the 3rd Thursday of October each year for the election of directors and the transaction of such other business as may be properly brought before such meeting. Regular meetings of the members shall be held on the 3rd Thursday of January, March,

and the first Thursday of June. The ODSL Board shall meet as needed to prepare for league meetings, and events or discuss pertinent information.

3.4 Special Meetings. Special meetings of the members of the Corporation may be called by the President of the Corporation or by a majority of the members of the Board of Directors. Special meetings also may be called by written request signed by at least fifty percent (50%) of the voting members (in good standing) of the Corporation, and filed with the President, which written request shall state the purpose for which such special meeting is called,

3.5 Notice of Meetings. Electronic notice of annual and special meetings shall be provided by a board designee to the members not less than thirty (30) days before the date of the meeting.

3.6 Voting Rights. Members shall have the right to one (1) vote in League matters. The Team Representative or a designated alternate shall cast the vote. The Team Representative shall constitute the governing body of the League and shall, subject to the provisions of these Bylaws, have full authority to act for, and on behalf of Unless otherwise required by law, any provision of the Articles of Incorporation or these Bylaws, unless otherwise provided by these Bylaws or by the laws of the Commonwealth of Virginia, voting members shall be entitled to vote by proxy on matters presented to the voting membership for its consideration. There may be occasions for the organization to hold electronic voting. Each member shall be entitled to one electronic vote.

3.7 Quorum. Fifty percent (50%) or more of the voting members of the Corporation, present in person, shall constitute a quorum for the transaction of business at any membership meeting.

3.8 Action by Members. Except as otherwise required by the Articles of Incorporation, these Bylaws or by an applicable provision of law, the following actions of a majority of the voting members shall equally constitute the action of the membership of the Corporation.

(a) A majority vote among those present at a meeting of the membership of which notice has been duly given and at which meeting a quorum of the voting membership is present; or,

(b) A majority vote is cast by electronic mail whose participants constitute a quorum of the voting membership.

(c) In the event the quorum is not met, and an electronic vote is not possible, the Board of Directors will vote on impending matters.

ARTICLE IV BOARD OF DIRECTORS

4.1. Management. The business and the affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors, which shall be the governing body of the Corporation. No more than two (2) members from any team may sit on the ODSL Board. (10/21 vote)

4.2. Duties of the Board of Directors. The Board of Directors shall manage all of the affairs, the property, and funds of the Corporation, and shall have the duty and authority to do and perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation, and any amendments thereto, and the laws of the Commonwealth of Virginia. The Board of Directors shall have such other duties as may be prescribed by law. Each member of the Board of Directors shall have one (1) vote when matters are presented to the members and votes are taken.

4.3. Treasurer. The Board of Directors shall appoint a Treasurer who may be a member or other individual so voted by the members. The Treasurer shall serve as an ex-officio member of the Board and in such role may vote on matters coming before the Board, and shall be considered as a member of the Board of Directors. The Treasurer shall be responsible to the Corporation for maintaining membership records, billing and collecting dues, maintaining corporate records, paying invoices authorized by the BOD, and accounting for all monies collected and disbursed by the Corporation.

4.4 Numbers and Length of Service. The Board of Directors shall consist of seven (7) persons who shall all be Executive members of the Corporation. Members of the Board of Directors shall serve for a term of two (2) years. The positions shall be President, Vice President, Secretary, Treasurer, Coaches Liaison, and two (2) At Large positions.

4.5 Election of Directors. Directors shall be elected by the voting members of the corporation during the annual meeting. If any Board positions remain unfilled at the annual members' meeting in October, those positions may be filled during the January meeting, provided a quorum is present

4.6 Terms of Office. All directors shall retain their respective offices as directors until their successors are duly elected and qualified. Occasionally, shadow positions may be permitted, such as for the roles of computer operator and head officials, to ensure continuity. These shadow positions are intended for learning purposes and will not have an official vote on board matters.

4.7 Voting and Quorum of Directors for Transaction of Business. A majority of directors and a majority of the voting members of any committee of the Board shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board or of any committee of the Board, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. Each director shall have one vote on each matter submitted to the Board of Directors for its vote, consent, waiver, release or other action. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum present shall be the act of the Board, or of the committee except where a larger vote may be required by the laws of the Commonwealth of Virginia, these Bylaws or the Articles of Incorporation of the Corporation. Directors shall not be entitled to vote by proxy but may send a representative to any meeting of the Board that he cannot attend. Such representatives shall be entitled to speak for or against any question presented to the meeting but shall not be entitled to vote

4.4. Conference Telephone or Virtual. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all persons participating in the meeting can communicate with one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

4.5. Powers of the Board of Directors. All corporate powers shall be exercised by, or under the authority of, and the business of the corporation shall be managed under the direction of, the Board of Directors, subject to any limitation outlined in the Articles of Incorporation. The directors may exercise such powers whenever the same shall be in the interests of the Corporation, as shall be conclusively determined by the Board of Directors of this Corporation. The Board of Directors may create one or more committees and appoint members to serve on them. Each committee shall have two (2) or more members who shall serve at the pleasure of the Board of Directors.

4.6. BOD Meetings. Meetings of the officers of the Board shall be called by the President, or by any four (4) members of the Officers of the Board, no less than three

4.7. (3) days advance notice shall be given. The Board of Directors meetings shall be open forums, and members in good standing are welcome to attend.

5.1 Officers. The officers of this corporation shall consist of a President, Vice President, Secretary, Treasurer, Coaches Liaison, and two (2) Members at Large. Such other officers with duties as may be authorized and determined by the Board of Directors.

5.2 Election and Terms of Office. The officers of the Corporation shall be elected by the voting representative of each member team at its annual meeting. Only a member representative, in good standing, may be elected to an office. The terms of office to be held by the officers thus elected shall be for two (2) years or until their successors are duly elected and qualified.

5.3 Vacancies. In the event of a death, resignation, removal or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until the successor shall be elected.

5.4 Duties of Officers.

(a) The President shall preside at all meetings of the Board. The President shall be the official spokesman of this Corporation in all matters of public policy. The President shall perform all other duties usual to such office.

(b) The Vice-President, in the absence of the President, if so designated, shall perform all the duties of the President, and shall perform such other duties as may be delegated by the President.

(c) The Secretary shall be responsible for maintaining meeting minutes and for performing such other duties usual to such office.

(d) The Coaches' Liaison will be responsible for team coaches' communication.

(e) The Members at Large shall be responsible for such duties usual to such office.

5.5 Employees and Advisors. The Board of Directors may employ such employees and advisors, as it deems appropriate and necessary.

ARTICLE VI FISCAL POLICY

6.1 Checks. All checks, drafts, or orders for the payment of money, shall be executed in the name of the Corporation, by the Treasurer.

6.2 Contracts. When the execution of any contracts, conveyances, or other instruments has been authorized without specifying the executing officers, any officer may execute the same in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

6.3 Insurance. The Old Dominion Swim League provides insurance coverage for all team members and charges a small fee for each of their team members. This fee is determined before the beginning of each season.

6.4 Alternate Insurance. If a team or team's HOA has its insurance, they must provide the league with a copy of the said document by June 10 of that year.

6.5 Registration Totals. Teams will provide the league with their estimated swimmer registration totals before May 1 to ensure proper insurance coverage by the league. This number will be updated one additional time after time trials are completed and before the first league meet takes place.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Committees. The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board and shall define the powers and responsibilities of such committees. Each committee shall have two (2) or more member representatives, who shall serve at the pleasure of the Board. A committee may have such specific powers and responsibilities as may be determined by the Board of Directors, except that it shall not have the power:

(a) To amend these Bylaws or the Articles of Incorporation;

(b) To approve any action or exercise any authority requiring the approval of

more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Virginia, the Articles of Incorporation, or these Bylaws;

(c) To take any action for which final authority is reserved to the membership of this Corporation;

(d) To fill any vacancies on the Board of Directors or any of its committees;

(e) To take any other action, that may not be delegated to it under the laws of the Commonwealth of Virginia or the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE VIII INDEMNIFICATION

8.1 Right of Indemnification. The 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, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director or officer of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if: (1) he conducted himself in good faith; (2) he believed, in the case of conduct in his official capacity with the Corporation that his conduct was in the best interests of the corporation and, in all other cases, that his conduct was at least not opposed to the best interests of the Corporation; (3) with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; (4) in the case of the amounts paid in settlement, that such settlement was reasonable and in or not opposed to the best interests of me Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the standard of conduct described in this section of this Article. If at any time, any provisions contained in the laws of the Commonwealth of Virginia prohibit or limit indemnification in respect of any claim, action, suit, or proceeding, except upon a determination of the extension thereof in the manner provided in such provision, indemnification shall be made only under such provision, and the provisions of this section shall be superseded concerning transactions governed by such provision.

8.2 Expenses of Successful Defense. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 8.1 hereof or in defense of any claim, issue or

matter therein, he shall be indemnified against expenses (including attorneys' fees), actually and reasonably incurred by him in connection therewith.

8.3 Determination of Propriety of Indemnification. Any indemnification under Section 8.1 hereof (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct outlined in Section 8.1 hereof by a majority vote of a quorum (as defined in these Bylaws) consisting of directors who were not parties to such action, suit, or proceeding; or (b) if such quorum is not obtainable by majority vote of a committee duly designed by the Board of Directors (in which designated directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (c) by special legal counsel determined in the manner prescribed by law. Notwithstanding the failure or refusal of the directors or counsel to make provision therefore such indemnification shall be made if a court of competent jurisdiction determines that the director or officer has a right to indemnification hereunder in any specific case upon the application of such person, or if a court of competent jurisdiction determines that such person has satisfied the standards for indemnification specified in Section 8.1 hereof.

8.4 Insurance. The Corporation, with the approval of the member representatives, may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against them or the Corporation and incurred by them or the Corporation in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article,

8.5 Advice of Counsel. Neither the Corporation nor its directors or officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this article or for taking or omitting to take any other action under this Article if such action or omission is made in reliance upon the advice of counsel.

8.6 References Included. Each reference herein to directors or officers shall be deemed to include references to former directors, officers, and then respective heirs, executors, and administrators. The indemnification hereby provided shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, concerning claims, issues, or matters about which the Corporation would not have the power to indemnify such person under the provisions of this article.

ARTICLE IX MISCELLANEOUS

9.1 Fiscal Year. The fiscal year of this Corporation shall be the calendar year.

9.2 Gender. Any usage of specific gender terminology shall be deemed to include reference to both genders and any title involving gender shall be permitted to be used in an alternative form for another gender.

9.3 Audit. An annual review of the financials will be presented to the membership at the October annual meeting.

9.4 Prohibited Transactions.

(a) Directors and members of the Corporation are prohibited from discussion at scheduled meetings or for meetings for the express purpose of discussing current or future prices, what constitutes a "fair" profit level, possible increases or decreases in prices, standardization or stabilization of prices, pricing procedures, cash discounts, credit terms, control of sales, allocation of markets, refusal to deal with corporations because of their pricing or distribution practices and whether or not the pricing practices of any industry member are ethical or constitute an unfair trade practice.

(b) Directors and members of this Corporation shall be prohibited from entering into any agreement or understanding involving the division of or allocation of customers.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in its Articles of Incorporation.

(d) The Corporation shall, in the development and administration of all its program policies, endeavor to avoid preferential treatment of any member entity or director.

9.5 Nondiscriminatory Policy. The Corporation shall not discriminate based on race, color, sex, national and ethnic origin, or religion in the administration of any of its educational or employment policies, programs, and operations.

9.6 Amendments. The power to amend, alter or repeal these Bylaws or adopt new Bylaws shall be vested in the voting members. Proposed amendments shall be mailed or e-mailed to each voting member at least ten (10) days prior to a meeting to change any portion of the bylaws. Such a proposal must receive an affirmative sixty percent (60%) vote of the voting members for adoption. If approved by the Board of Directors, voting members are entitled to vote by proxy on proposed changes to the bylaws.

9.7 Check List of Membership Voting Rights. The Members in good standing will have voting rights for the following:

- A) Rules of the League
- B) Annual Budget
- C) Officers
- D) Bylaws

9.8 Changes to these Bylaws. Proposals to change these Bylaws shall be submitted in writing by Team Representatives or members of the league, to the Board of Directors no later than August 31 of the current year. The Board of Directors shall review and recommend proposed changes to these Bylaws and will deliver such proposals to the Team Representatives not less than seven (7) days before they are voted on by the league. Amendments to these Bylaws shall require a two-thirds vote of the entire league membership for acceptance. A roll call vote will be required.