

**AMENDED AND RESTATED BYLAWS  
OF**

**LAMORINDA WATER POLO, INC.**

**(A 501(c)(3) Not-for-Profit Corporation)**

**(adopted April 22, 2013 and amended October 16, 2017)**

**ARTICLE I  
NAME**

The name of this nonprofit corporation is Lamorinda Water Polo, Inc. (the “Corporation”).

**ARTICLE II  
PURPOSES**

**Section 1. IRC Section 501(c)(3) Purposes**

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code (the “Code”).

**Section 2. General Objectives & Purposes**

The Corporation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware General Corporation Law (the “Act”), and any other laws governing not-for-profit, Delaware corporations exempt from Federal income tax under Section 501(c)(3) of the Code.

**Section 3. Specific Objectives & Purposes**

The Corporation is specifically organized to promote competitive water polo for the benefit of youths of all ages and abilities, foster and promote the amateur sport of water polo for local, national and international competition through sportsmanlike competition, and develop amateur athletes for such competition through training and coaching.

**ARTICLE III  
OFFICES**

The Corporation shall maintain an office in a place determined by the Board, which is not required to be in the state of Delaware. The Corporation shall have a registered agent as required by law.

**ARTICLE IV  
MEMBERSHIP**

The Corporation will not have members.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. General Powers.**

The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of the Corporation and to committees, such powers as provided for in these Bylaws.

**Section 2. Number.**

The number of Directors shall be not less than two and not more than nine, with the specific number to be as may be determined by the Board of Directors from time to time.

**Section 3. Meetings.**

The Board of Directors may provide by resolution the time and place for holding regular meetings or special meetings of the Board.

The regular and special meetings of the Board of Directors shall be closed except to those persons invited by the President.

**Section 4. Special Meetings.**

Special meetings of the Board of Directors may be called by the Chairman of the Board of Directors (if any), the President, or any two Directors.

**Section 5. Notice.**

Notice of any meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, electronic mail or other mode of written transmittal, not less than 7 days before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

**Section 6. Quorum.**

The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 7. Manner of Acting.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

**Section 8. Teleconferencing.**

Meetings of the Board may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

**Section 9. Action by Unanimous Written Consent.**

Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 10. Vacancies.**

Any vacancy occurring caused by the death, resignation, removal, disqualification, or otherwise, of a member of the Board of Directors, or any vacancy caused by reason of an increase in the number of Directors, may be filled by the Board of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors, or by unanimous written consent.

**Section 11. Term of Office.**

The term of office for all elected Directors shall be two (2) years. In order to ensure continuity within the Board of Directors, each Director shall be classified as a Class 1 Director or a Class 2 Director. The Class 1 Directors were elected in 2013 to serve a two-year term, and thereafter will be elected in odd-numbered years. The Class 2 Directors shall be re-elected in 2014 to serve a two-year term, and thereafter will be elected in even-numbered years.

**Section 12. Nominating Committee.**

At the last board meeting of each calendar year the Board shall designate a Nominating Committee of at least three individuals, at least one of which shall be a Director. The Nominating Committee shall meet as required, so as to nominate at least one candidate to fill each vacancy of the applicable Class of Directors that is to be elected at the Board meeting scheduled to occur in February of the following year (the "February Board Meeting").

### **Section 13. Elections.**

The list of nominees as developed by the Nominating Committee shall be presented to the Board for election, not later than ten calendar days prior to the February Board Meeting. Additional nominations may be made by petition signed by at least twenty (20) individuals who are the parents or legal guardians of athletes who have been members of the Club during the preceding twelve months, and submitted to the Secretary not later than January 15 of each calendar year. The Board shall meet at a scheduled time and date during the month of February of each calendar year, to elect the applicable Class of Directors that is to be elected in such year.

## **ARTICLE VI OFFICERS**

### **Section 1. Officers.**

The officers of the Corporation shall initially be a President, Vice President, Secretary, and Treasurer. The Board may designate such other officers as the Board determines to be in the best interest of the Corporation. Each officer shall be vested with such authority and shall be obligated to perform such duties as shall be prescribed by the Board of Directors.

### **Section 2. President.**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, the President shall preside at all meetings of the Board of Directors.

### **Section 3. Vice President.**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and shall perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **Section 4. Secretary.**

The Secretary shall:

- (a) Certify and maintain the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Maintain at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable,

meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records of the Corporation.
- (e) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 5. Treasurer.**

Subject to any other provisions of these Bylaws, the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
- (f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 6. Election and Term of Office.**

Each officer shall be elected by the Board of Directors to serve until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation.

Such election of Officers shall be by the affirmative vote of a majority of the Directors in attendance.

**Section 7. Removal.**

Any Officer may be removed from office at any time by the affirmative vote of a majority of the Directors in office, whenever in their judgment the best interests of the Corporation would be served thereby.

**Section 8. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

**ARTICLE VII  
COMMITTEES**

**Section 1. Creation, Membership, Etc.**

The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board, may designate one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of the Corporation as the Board shall determine and set forth in such resolution or resolutions. Members of each standing committee may be comprised of Directors as well as non-Directors, provided, however, that at least one Director shall serve on each standing committee and a Director shall be responsible for the leadership and management of each standing committee. Members of standing committees shall be appointed annually to serve for one year or until their successors have been appointed. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these Bylaws, the act of a majority of the members of each committee present at any meeting at which a quorum is present shall be the act of such committee.

Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors. The Board of Directors shall fill any and all vacancies on the standing committees and may, from time to time, appoint alternate members of such committees to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternate member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

## **Section 2. Prohibited Actions.**

Anything in Section 1 to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:

- (a) Make, alter or repeal any By-law of the Corporation;
- (b) Elect or appoint any Director, or remove any officer or Director; or
- (c) Amend or repeal any resolution previously adopted by the Board of Directors.

## **ARTICLE VIII IRC 501 (C) (3) TAX EXEMPTION PROVISIONS**

### **Section 1. Limitations on Activities**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any 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 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement.**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its 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 of the Corporation.

### **Section 3. Distribution of Assets.**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

## **ARTICLE IX AMENDMENTS**

These Bylaws may be amended by a majority vote of the Directors present and voting at a meeting of the Board of Directors, provided notice of such submission of such amendment is given in writing through the mail at least thirty (30) days in advance of the meeting at which action is to be taken. Alternatively, these Bylaws may be amended by an action by the unanimous written consent of the Directors.

## **ARTICLE X MISCELLANEOUS**

### **Section 1. Contracts, Etc., How Executed.**

The Board of Directors may authorize any officer or officers, or agent or agents, to make, enter into, execute and deliver any contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws or the Board of Directors, 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 pecuniary for any purpose or in any amount.

### **Section 2. Checks, Drafts, Etc.**

All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such one or more officers, agents or employees of the Corporation as shall from time to time be determined by resolution of the Board of Directors. Each of such officers or employees shall give such bond as the Board of Directors may require.

### **Section 3. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors may from time to time designate, or as may be designated by any officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation authorized by, or in such other manner as may from time to time determined by resolution of, the Board of Directors.

### **Section 4. Indemnification.**

The Corporation shall, and hereby does, indemnify each of its present and former Directors and officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, officer or agent of the Corporation, provided the Director, officer or agent acted in good faith and

in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.

### **Section 5 Insurance.**

The Corporation may purchase and maintain insurance on behalf of the Board of Directors, officers, former Board members and former officers and all persons who have served at its request or by its election as a director or officer of another association, organization or corporation or in a fiduciary capacity with respect to any employee benefit plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been Board members or officers of the Corporation or directors or officers of such other association, corporation, organization or corporation, or in a fiduciary capacity with respect to any employee benefit plan of the Corporation, whether or not the Corporation would have the power to indemnify them against such liability or settlement under the provisions of this section.

### **Section 6. Fiscal Year.**

The fiscal year of the Corporation shall commence on January 1 and end on December 31.

### **Section 7. Seal.**

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

### **Section 8. Discipline**

#### **Section 8.1. Lamorinda Water Polo Code of Conduct**

LWPC has adopted a Code of Conduct that prescribes the conduct expected of LWPC athletes, parents and coaches. This Code of Conduct is subject to periodic amendment by the LWPC Board of Directors. The Code of Conduct in effect at the time of an alleged violation applies to the alleged violation, even if the Code of Conduct has been subsequently amended.

#### **Section 8.2. Enforcement by LWPC Ethics Committee**

**Manner of Filing Complaint.** The complainant shall file the complaint with LWPC. The complaint shall set forth in clear and concise language the alleged conduct which the complainant believes violates the LWPC Code of Conduct, including identification of the alleged perpetrator of such misconduct. The complainant shall sign the complaint.

**Adjudication of Grievances.** Upon the receipt of a complaint or the receipt of other notification of a possible violation of the LWPC Code of Conduct, the Executive Director shall review the complaint and determine whether the complaint alleges misconduct that, pursuant to rules

adopted by the USA WP's Codes of Conduct, should be referred to USA WP. If, in the Executive Director's judgment, the conduct alleged in the complaint is such as to be required to be referred to the USA WP Zone Board, the Executive Director shall refer the complaint to the USA WP Zone Board, to be administered pursuant to such procedures as the USA WP Zone Board may adopt from time to time. Whether or not the Executive Director refers the complaint to the USA WP Zone Board, the Executive Director shall also determine whether the alleged misconduct shall be referred to the LWPC Ethics Committee. The LWPC Ethics Committee is comprised of three (3) persons: the President, the Vice-President, and the Executive Director. Once a matter is referred to the LWPC Ethics Committee, the Committee shall review the complaint or the notification of alleged misconduct and take any steps reasonably necessary to determine for itself whether further action is required.

**Ethics Committee Responsibilities.** The Ethics Committee shall have responsibilities as follows:

1. Oversee implementation of, and compliance with, the LWPC Code of Conduct as the Board may adopt for athletes, parents and coaches;
2. Report to the Board on all ethical issues and enforcement of LWPC Codes of Conduct;
3. Review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
4. Perform such other duties as assigned by the Board.

**Administration.** The Executive Director shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. The Board of Directors may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with LWPC.

**Conduct of the Proceeding.** If the Ethics Committee determines that further action is required, the Ethics Committee shall hold a hearing on the complaint or the alleged misconduct of which the Committee has received notification. The Ethics Committee shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal. The hearing may be conducted by teleconference, if necessary or convenient to the parties, to witnesses, or to the members of the Ethics Committee. Each party shall have the right to testify personally. All parties shall be given a reasonable opportunity to present and examine evidence and to present argument. Members of the Ethics Committee and any person appointed to administer the hearing shall have the right to question witnesses or the parties to the proceeding at any time.

**Decision.** The Ethics Committee will report back to LWPC Board with a recommendation for further action. A decision shall be determined by a majority of the LWPC Board. The decision shall be in writing and distributed to the parties. The Executive Director will oversee the execution of penalties or suspension upon approval of Ethics Committee.

**Appeal to Board of Directors.** The sole means of appeal from a decision of the Ethics Committee (other than a decision to refer a complaint to the USA WP Zone Board, which is not subject to appeal) shall be by the filing of an appeal to the LWPC Board of Directors, either in

writing or via email. Any request for appeal must be made within 30 days of the date upon which the Ethics Committee announces its decision on the grievance, after which period of time the decision of the Ethics Committee shall become final and not subject to any further appeal. The LWPC Board will act as the Hearing Panel to determine the final decision of the appeal.

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