

BYLAWS OF THE KETCHIKAN KILLER WHALES SWIM CLUB

BYLAW I: MEMBERSHIP

A. Active Membership. Any person who subscribes to the purposes and policies of the Association is eligible to become an Active Member of this Association with full voting and other privileges, if qualified under such rules as the Board of Directors may provide.

B. Associate Membership. Anyone interested in the activities of the Association may be awarded an Associate Membership under such terms and with such privileges as the Board of Directors may determine.

C. Voting. Each Active Member Family shall be entitled to one vote in the affairs of the Association. Proxy voting is not permitted. The children of an Active Member under the age of eighteen (18) years and the spouse of a regular member shall be Family Associate Members of the club. Family Associate Members shall have no right to vote except as provided above.

D. Duration of Membership. Membership in this Association may terminate by voluntary withdrawal as herein provided, non payment of dues under circumstances outlined in such rules as the Board of Directors may provide, or otherwise as provided herein. All rights, privileges and interest of a member in and to the Association shall cease on termination of membership. Membership shall be non—transferable. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawal shall be effective on fulfillment of all obligations to the date of withdrawal.

E. Suspension and Expulsion. If, in a written and signed communication addressed to the Board of Directors, any member of the Association shall be charged with conduct detrimental to the objects or interests of the Association or in violation of its Constitution, Bylaws, code of Ethics, or Rules and Regulations, the Board of Directors shall consider the matter, and if it shall decide to take further action, the Secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, whereupon the Board of Directors shall take such further action as it may deem proper.

if three (3) members of the Board of Directors, after a fair and impartial hearing on due notice to the accused member, such notice to be given by the Secretary by registered or certified mail to the accused member at his last know address at least seven (7) days before the hearing, shall be satisfied with the truth of the charges, the Board of Directors may request the offending member to resign or may suspend or expel him. Should he decline to resign on such request, his name shall be stricken from the roles by the Board of Directors.

BYLAW II: DUES

The annual or monthly dues required for membership in the Association shall be determined by the vote of the active Members, on recommendation of the Board of Directors. Dues may be varied from year to year, or from month to month, excepting cases of hardship as determined by the Board of Directors. Dues of Associate Members shall also be determined by a vote of the Active Membership on recommendations of, and classifications suggested by, the Board of Directors.

BYLAW III: MEETINGS

A. Order of Business at the Annual/General meetings shall be as follows :

1. Call to Order
2. Reading of Minutes of Previous Meetings
3. Receiving Communications
4. Reports of Officers
5. Reports of Committee Heads and Committee Members
6. Unfinished Business
7. New Business
8. Election of Officers
9. Adjournment

The Order of Business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in Robert's Rules of Order shall govern, but not conflict, with these Bylaws.

B. Special Meetings . Special Meetings of the Association may be called at any time by the President, and must be called at any time by the President, or in his absence by the President—Elect or Secretary, on the written request of a majority of the Board of Directors or on the written request of not less than twenty (20) members of the Association. Seven (7) days notice of any Special Meeting must be given to the members of the Association and notice must state the object of the meeting.

BYLAW IV: OFFICERS

A. Elective Officers. The elective officers of the Association shall be a President, President—Elect, Secretary, and a Treasurer. Other offices and officers may be established and appointed by the Active Members of the Association at the regular annual meeting.

B. Terms. The President, President—Elect, the Secretary, and the Treasurer shall take office immediately upon their election. The President and President—Elect shall serve a term of at least two years total and until successors are duly elected: one year as President-Elect and the following year as President. The Secretary and Treasurer shall serve a term of one (1) year and until successors are duly elected. Officers are eligible for re—election. Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors.

C. President. The President shall be the chief officer of the organization, and shall be present at the meetings of the Association and of the Board of Directors. He shall be a member ex—officio of all committees. He shall communicate to the Association such matters and make such suggestions as may, in his opinion, tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office.

D. President—Elect. The President—Elect shall perform all duties of the President during the absence of the President. He shall be a member ex—officio of all committees.

E. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board of Directors or such other persons as the active association members may prescribe. All sums received shall be deposited by him in the bank or banks approved by the Board of Directors. The Treasurer shall present a Treasurer's Report at every regular meeting of the Board of Directors and general membership and at other times when requested by the Board of Directors, and shall make a full report to the membership at the Annual Meeting. The duties of the Treasurer, upon approval of the membership, may be delegated to an Assistant Treasurer.

The funds, books and vouchers in the Treasurer's hand shall, at all times, be subject to verification and inspection of any Active Member of the Association, upon reasonable notice. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to his successor all books, monies, and other properties of the Association.

F. Secretary. The Secretary shall keep minutes of all meetings of the Association and of all meetings of the Board of Directors. The Secretary shall notify all officers and members of the various committees of their election. The Secretary shall sign, with the President, all contracts and other instruments when so authorized by the Board of Directors and shall perform such other functions as may be incident to the office.

BYLAW V: FINANCIAL ADMINISTRATION

A. Fiscal Year. The fiscal year of the Association shall be the calendar year.

B. Ways and Means committee. A Ways and Means committee shall be appointed by the Board of Directors at least two (2) months prior to the beginning of the fiscal year to prepare a budget for the ensuing year. The proposed budget shall be presented to the general membership prior to the beginning of the fiscal year and adopted by the general membership. The Board of Directors shall have the authority to amend the Budget as needed. The Treasurer shall not be eligible to serve as Chairman of the Ways and Means Committee.

C. Financial Review . Within one month after the close of the fiscal year, a qualified person (or persons) will be selected by the Board of Directors to review the books and operating statements of the Association and shall submit a general statement covering their findings to the Board of Directors. Such a person (or persons) shall not be the Treasurer or related to the Treasurer.

BYLAW VI: ELECTIONS

A. Election of Officers . The election of Association officers shall take place annually at the time and place of the regular Annual Meeting. Any member shall be eligible for office, but only Active Member Families shall be entitled to vote. Candidates who receive a majority of votes so cast shall be elected.

B. Members of the Board of Directors. At the Annual Meeting next held after the adoption of these Bylaws there shall be elected by vote seven (7) members of the nine (9) member

Board of Directors who shall serve a term of one (1) year. Any member shall be eligible for re—election. The members of the Board of Directors shall, on election, immediately enter on the performance of their duties and shall continue in office until their successors are duly elected.

BYLAW VII: BOARD OF DIRECTORS

The Association shall have a Board of Directors of nine (9) persons, seven (7) of whom shall be elected from the membership at large: President, President—Elect, Treasurer, Secretary, Ways & Means, Membership, and Meet Director.. The two non—voting members are: Pool & Program Manager and the Head Coach.. The Board of Directors shall have supervision, control and direction of the affairs of the organization, shall execute the policies and decisions of the active membership, shall actively pursue the Association’s objects and shall have discretion in the disbursements of funds. It may adopt such rules as the conduct of its business shall deem advisable and may in the execution of powers granted appoint subcommittees or agents to work on specific problems or reports. The Board of Directors shall have a regular meeting at the time and place of the Annual Meeting and shall report on its activities. It shall meet on the call of the President or Secretary, it shall also meet on demand of three (3) members of the Board of Directors or ten (10) Active Members of the Association.

BYLAW VIII: MAIL VOTE

When in the judgement of the Board of Directors, any question shall arise that should be put to a vote of the active membership when it deems expedient to call a special meeting for that purpose, it may, unless otherwise required by these bylaws, submit the matter to membership in writing by mail for a vote and decision and the question thus presented shall be determined according to a majority of the votes received by mail within two (2) weeks after submission by mail to the membership, provided that in each case votes of at least twenty percent (20%) of the member families shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

BYLAW IX: AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part by a majority vote at any duly organized meeting of the Association.

BYLAW X: LIABILITIES

Nothing herein shall constitute members of the Association as partners of any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the Association, Nor shall any member, officer, agent, or employee be liable for his acts or failure to act under these Bylaws, except only acts or omissions arising out of his willful misfeasance.

BYLAW XI: FUNDS

A. Finances. This Association is not intended as a profit making organization, nor is it founded with the expectation of making a profit. This Association shall use its funds only for objects and purposes specified in these Bylaws.

B. Bonding. Persons entrusted with the handling of Association funds may be required at the discretion of the Board of Directors to furnish, at Association expense, a suitable fidelity bond.

BYLAW XII: INSIGNIA

The Board of Directors shall adopt insignia, colors, badges and flags for the Association as it deems desirable.

BYLAW XIII: DISSOLUTION

In the event of dissolution of this Association, its properties shall be distributed as follows:

A. to a successor organization by a majority vote of the Active Membership at a special meeting held for that purpose, and which complies in all respects with the non—profit purpose of this Association, or in the absence of such a decision, to,

B. the swimming program of the Ketchikan Borough Parks and Recreation.

AMENDED:

KKWSC President

Dated: September 24th, 1994

Attested:

KKWSC Secretary/Date