

Constitution and BYLAWS OF
KACHEMAK SWIM CLUB CONSTITUTION
An Alaska Nonprofit Corporation

ARTICLE I. NAME

- A. The name of the organization shall be the Kachemak Swim Club (KSC).
- B. The common name is the KACHEMAK KINGS. The official color scheme shall be navy and gold.

ARTICLE II. PURPOSE

- A. KSC is dedicated to the development of excellence and achievement in competitive and recreational swimming. KSC provides an opportunity for social and emotional development that promotes confidence and positive self-esteem. The KSC program will equally promote the practice of good sportsmanship and team spirit by all swimmers, coaches, and parents participating in club activities.
- B. KSC will maintain membership with Alaska Swimming and United States Swimming.
- C. KSC is a non-profit, unincorporated organization and is organized exclusively for educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.
- D. The affairs of this organization shall be managed by the Board of Directors within the limits of this Constitution and Bylaws. No other persons may collect funds, make contracts, incur expenses or initiate any actions in the name of the organization or use its insignia without prior approval of the Board of Directors.

ARTICLE III. MEMBERSHIP

- A. Classes of Membership: There shall be three (3) classes of membership. These are:
 - 1. Voting Member: Voting members are those parent or guardian of a participating KSC swim team member who is good standing as defined by Article VI, B.2. Each member is authorized one vote per KSC account which is in good standing.
 - 2. Swim Team Member: A swim team member is an individual athlete, who actively participates in the swim program. Membership is maintained only as long as dues are paid in full and the member abides by the Bylaws, including such rules and regulations that may be established by the Board of Directors and/or the coaching staff. Swim team members do not vote.
 - 3. Affiliate Member: Affiliate members are individuals or groups, commercial or not commercial, that wish to assist in the development of the club's goals through financial and organizational support. Affiliate members do not vote.

- B. No person shall be restricted from membership on the basis of race, religion, sex, national origin, age, disability, political affiliation, or belief.

ARTICLE IV. CLUB OFFICERS AND HEAD COACH

- A. Club Officers: Club Officers will be elected by the members of the Board at a meeting immediately following the Spring Annual Meeting. If any board member resigns, the Board of Directors shall appoint a replacement to complete the balance of the term until the next Spring Annual Meeting.
- B. Duties:
 - 1. President:
 - a. Prepare the agenda and preside at all meetings.
 - b. Appoint committees as necessary and appoint the Chairperson.
 - c. Coordinate action between the Coaching Staff, Board of Directors and General Membership.
 - d. Shall have a vote on all committees and all KSC Business.
 - 2. Vice President:
 - a. Perform all Presidential duties in the absence of the President.
 - 3. Treasurer:
 - a. Receive and disburse all KSC funds as directed by the Board.
 - b. Furnish Board of Directors with financial data at each Board Meeting.
 - c. Furnish annual financial report to the membership at the Annual Meeting.
 - d. Oversee the monthly billing.
 - 4. Secretary:
 - a. Record minutes at all Board of Directors and General Membership Meetings.
 - b. Responsible for club correspondence as necessary.
 - c. Maintain copy of KSC Constitution and Bylaws.
 - d. Responsible for a club newsletter. Post all Board of Directors and General Membership Meeting minutes on the KSC website.
 - 5. Head Coach:
 - a. Develop and implement the swim program with the approval of the Board of Directors.
 - b. Hire assistant coaches as needed and as funds are available and approved by the Board to implement the swim program.
 - c. Serves as CEO to the Board regarding the swim program.

ARTICLE V. BOARD OF DIRECTORS

- A. Board of Directors: The Board of Directors will consist of no more than nine (9) voting or affiliate members elected at large from the membership. Elected board members will serve a term of two years, with openings staggered, and shall serve as an officer or committee chair as needed.
- B. Board of Directors – Qualifications: Any member in good standing as specified in Article VI. Section B, Paragraph 2 is qualified to serve on the Board of Directors.
- C. Duties of the Board of Directors:
 - 1. Conduct the business of KSC, establish policies and take appropriate action to fulfill the purpose of KSC.
 - 2. Regularly review KSC programs and goals.
 - 3. Create such committees as they deem necessary to carry out the business of the club. The Committee Chairperson shall be appointed by the President.
 - 4. Resolve problems arising with respect to the available facilities, pool time and other KSC related matters.
 - 5. Act as a Board of Review for any disciplinary action if review or appeal is requested by any party involved.
 - 6. Approve all disbursements of all club funds.
 - 7. Review the KSC Constitution and Bylaws every odd numbered year.
 - 8. Hire the Head Coach and conduct an annual job performance evaluation.
 - 9. Conduct a program evaluation at least once a year.
- D. Board of Directors – Decisions: Any decision of the Board of Directors may be revoked by a two thirds (2/3) vote of the membership attending a General Membership Meeting.
- E. Directors are expected to attend all meetings and to keep informed on business conduct. After two (2) consecutive (unexcused) absences a year, a director may be removed from the Board by a majority vote of the Board.

ARTICLE VI. MEETINGS AND ELECTIONS

- A. Board of Directors Meetings: The Board of Directors shall meet at least once a month. The regular meeting of the Board shall be determined by the Board upon assuming office and shall be communicated to all members. Special meetings of the Board may be called by the President or by a majority of the members of the Board.
 - 1. A majority of the Board of Directors shall constitute a quorum at any Board meeting. Decisions shall be by majority rule.
 - 2. All meetings of the Board of Directors shall be open to the general membership, however, only Board members may vote. Discussions may be held in executive session if there are matters, the immediate knowledge of which would clearly have an adverse effect upon the finances of the club; the subjects would tend to prejudice the reputation and character of any persons, providing that the person may request a public discussion; and matters which,

by law, are required to be confidential. A definitive statement of the item of executive session discussion shall be made prior to the adjournment of the Board into executive session. No vote may be taken during an executive session. The agenda for each meeting shall be posted at the Homer Pool.

- B. General Membership Meetings: There shall be at least two (2) meetings of the general membership. One in the Fall/Winter and Spring Annual Meeting. Meeting dates will be announced to members at least two (2) weeks (14 days) in advance.
 - 1. A quorum for all membership meetings will be those members present, in good standing.
 - 2. Voting members in good standing are those listed on the Treasurer's current membership roster. A member shall not be removed from the Treasurer's current membership roster unless the member has failed to pay dues for one full month and has not made late payment arrangements approved by the Treasurer.
 - 3. A majority of the votes cast will decide each issue.
 - 4. Meetings shall be conducted in the manner prescribed by Robert's Rules of Order.
 - 5. Special membership meetings may be called at any time by the Board of Directors, or upon written request and statement of purpose signed by at least five (5) members as defined in Article III, Section A, Item 1.
- C. Elections:
 - 1. Candidates for the elected directors shall be nominated by a nominating committee consisting of three (3) members of the KSC Board, appointed by the President. No person wishing to be considered a candidate shall be excluded from nomination provided they are a member in good standing.
 - 2. The nominating committee shall submit the names of candidates nominated for the Board of Directors at least three (3) weeks prior to the election. The Board of Directors must then send the list of candidates to each club member at least ten (10) days prior to the election.
 - 3. Additional BOD Member nominations will be submitted in writing to the Board of Directors 3 weeks prior to Annual Spring Meeting.
 - 4. Directors shall be elected by the voting members in attendance at the Annual Spring Meeting: specific date, time and place to be determined by the Board of Directors.
 - a. Elections shall be by secret online ballot except if only one (1) candidate is nominated for each board seat.
 - b. The nine candidates receiving the greatest number of votes shall be elected to the Board.
 - 5. All elected directors shall assume the duties of their office on June 1.

ARTICLE VII. FINANCES

- A. Dues and Fees:
 - 1. The amount of dues and fees shall be determined by the Board of Directors. Notification of a proposed change in the amount of dues or fees shall be sent out to all members fourteen (14) days prior to a regular board meeting and be subject to approval of an online vote.

Approval of the change will be by a simple majority vote of the voting members present at a general meeting.

2. If members of the Coaching Staff have youth participating in the swim program, they shall be required to pay the same dues as other parents or guardians, unless exempted by negotiated agreement.
3. The compensation for each coach shall be determined by negotiated agreement as approved annually by the KSC Board of Directors.

B. Budget:

1. An annual budget shall be submitted to the membership by the Board of Directors ten (10) days prior to the Fall/Winter Annual Meeting.
2. The Board of Directors may not incur indebtedness beyond income for any purpose in the name of the club, without approval of two thirds (2/3) of the current paid up membership present at a General Membership Meeting.
3. All funds received, except monthly dues, shall be used for club expenses incurred other than salaries. Any expenditure not provided for in the budget must be approved by the Board of Directors.

C. Accounts – Authorized Signatures: All KSC funds shall be maintained in insured accounts, and shall be disbursed by two authorized signatures, at least one of which shall be the President or Treasurer.

D. Audit: At the end of the fiscal year, December 31st, a qualified person will be selected by the Board of Directors to review the books and operating statements of KSC and shall submit a general statement covering the findings of this audit to the Board of Directors.

ARTICLE VIII. AMENDMENTS

- A. Amendments to the Bylaws may be proposed by the Board of Directors to the general membership. A request for amendments by the membership must be submitted to the Board in writing, accompanied by a petition signed by a minimum of ten (10) voting members.
- B. Amendments and revisions to the Bylaws shall be made by a simple majority vote of those present at a General Membership Meeting. Amendments adopted, unless otherwise specified, shall be effective immediately and shall supersede any previous Bylaws formerly held by KSC.
- C. Copies of all proposed amendments shall be sent to each club member at least ten (10) days prior to the scheduled meeting at which they will be voted upon.

ARTICLE IX. BOD INSURANCE

Kachemak Swim Club Board Insurance. Kachemak Swim Club shall, to the extent that the Board determines it to be economically reasonable, maintain a policy of directors' and officers' liability insurance ("D&O Insurance"), on such terms and conditions as may be approved by the Board.

ARTICLE X. NONPROFIT BYLAW PROVISION: INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI. DISSOLUTION

Upon the dissolution of KSC, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has established its tax-exempt status under section 501(e)(3) of the Internal Revenue Code.

This Constitution and Bylaws of Kachemak Swim Club were voted on and adopted August 31, 1995. Amended October 9, 1997; Article III Section A 1, Article VI Section B 2 and Article VII Section A 3. Amended May 19, 1998; Article V Section A and Article VI Section E. Amended September 18, 2000; Article VII Section A 3. Amended May 8, 2002; Article II Section B, Article III Section B, Article IV B 5 c. Amended November 15, 2013; Article VI Section B. Amended May 16, 2014; Article VII Section A 3. Amended October 4, 2020; Article V Section A, Article VII Section A 1. Amended December 17, 2024; Article V Section A, Article V11 Section B 1, Article V11 Section D.