

# **BYLAWS OF THE WASILLA WAVES SWIM CLUB**

May 20, 2023

## **ARTICLE I: NAME**

The name of this non-profit organization shall be the WASILLA WAVES SWIM CLUB (WWSC).

## **ARTICLE II: PURPOSE**

- A. The WWSC is organized for education purposes and is dedicated to the improvement and progress of competitive swimming. To assist the coach(es) in providing facilities, training and encouragement for increased proficiency in amateur aquatic sports among boys and girls for use in competition and in developing lifelong skills. To further the interest and education of children and parents in aquatic sports for use in competition and in developing lifelong skills. To maintain membership with USA Swimming, abiding by its rules and regulations for competitive swimming as long as such membership serves the objectives for the WWSC. To encourage and develop good sportsmanship, individual integrity and team play.

## **ARTICLE III: MEMBERSHIP**

- A. Membership in the WWSC shall consist of all swimmers and parents or guardians of those participants. Membership is maintained only as long as membership dues and/or swimmer fees are paid in full in a timely and consistent manner. Members must abide by the Bylaws and other such rules and regulations as established by the Board of Directors and/or coaching staff. A swimmer can be temporarily suspended or terminated from the club by the head coach based on any attitude or action that is deemed to be detrimental to the team or the organization. This may be subject to Board review. Permanent expulsion of a swimmer must be passed by a majority vote of the Board of Directors.
- B. A Parent's membership can be temporarily suspended or terminated by the Board of Directors should a parent's attitude or action be deemed detrimental to the team or the organization. This will be subject to Board review. Permanent expulsion of a parent member must be passed by a majority vote of the Board of Directors.

## **ARTICLE IV. BOARD OF DIRECTORS**

- A. The Board of Directors shall consist of five (5) adult members composed of the President, Vice President, Secretary, Treasurer, and a Director to be chosen from one of the support positions. The term of office for each member of The Board of Directors shall be two (2) years even if their swimmer leaves the team or until successors can be elected if they decide to step down from office when their swimmer leaves the team. Election of board positions shall stagger election periods, the President and Secretary will be elected in the same period and the Treasurer and Vice President will be elected in the same period. The fifth director may be elected in either period. Vacancies on the

Board of Directors shall be filled by appointment by the remaining Directors. The new appointee shall serve until the vacant term expires.

- B. A board member who is absent from three (3) consecutive monthly meetings or four (4) within a six-month period may be considered removed from the board and someone shall be appointed to fill the vacancy. The affairs of this organization shall be managed by the Board of Directors within the limits of these Bylaws. No other person may collect funds, make contract, incur expenses, or initiate any actions in the name of the organization or use its insignia without prior approval of the Board of Directors. The Board of Directors may authorize any officer, or agent, to enter into any contract in the name on or on behalf of WWSC. The Board of Directors may not incur indebtedness in the name of the club beyond its income for any purpose without approval of one-half of the listed membership. Board Members are expected to exercise discretion in all matters that are considered confidential, especially any issues discussed within an Executive Session. The Board of Directors shall have sole authority to issue or revise the Policies & Procedures for the organization.
- C. Any Board member who will be fiscally responsible and on the team bank accounts shall have a background check completed.

## ARTICLE V. VOTING

### A. BOARD OF DIRECTORS

- a. A quorum shall consist of no fewer than three (3) members of the Board of Directors.
- b. A majority of the votes cast will decide each issue.

### B. GENERAL MEMBERS

- a. The general membership shall elect the Board of Directors during the Annual Membership Meeting.
- b. Each member family shall be entitled to one (1) vote.
- c. A quorum shall consist of six (6) parent members eligible to vote who are not on The Board of Directors.
- d. The Nomination Committee will submit a list of candidates to each member family at least five (5) days prior to the Annual Membership meeting.
- e. Additional candidates may be nominated by any member from the floor so long as the nominee has as given their permission to be nominated.
- f. A provision will be made for absentee voting by proxy so long as written authorization is provided to the board for the individual casting a vote for the absent member family.
- g. A majority of the votes cast will decide each issue.

## ARTICLE VI: MEETINGS

### A. GENERAL MEMBERSHIP MEETINGS

- a. General Membership meetings shall be held at least quarterly, the time and place to be set by the President.

- b. Membership meetings will be open to the entire membership with the exception of Executive Sessions to which the subject matter and corresponding agendas and minutes shall be kept confidential.
- c. Conduct of all meetings shall be under the direction of the President according to the Roberts Rules of Order. Minutes of the Meeting will be kept by the Secretary and e-mailed to the general membership for review and approval at the next following meeting.
- d. Annual general membership meetings shall be held for the purpose of presenting year-end and next fiscal year financial reports, election of officers, and for the transaction of other business as needed.
- e. A special membership meeting may be called at any time by the Board of Directors or will be held upon written request and statement of the purpose signed by one-third of the adult members.
- f. Written notice of membership meetings, regular or special, will be e-mailed to the membership indicating purpose, the time and place, at least five (5) days prior to the meeting

#### ARTICLE VII: FINANCIAL MATTERS

- A. The cost of member dues and swimmer fees shall be proposed by the Board of Directors and approved by a majority vote of the adult members. The funds from sponsors or other sources must be approved by the Board of Directors. The coaching staff shall be exempt from dues unless they have children participating in the competitive swimming program in which case they will be required to pay the same dues as the other team participants. The fiscal year shall run from April 1st through March 31st of each calendar year.
- B. Member dues and employee wages shall be evaluated on an annual basis.
- C. A projected annual budget shall be submitted in writing by the Board of Directors to the general membership at the annual meeting. The budget shall be prepared to reflect current and future needs of the club.
- D. The books and operating statements of WWSC will be open for review by any adult member upon specific request, at the convenience of the Treasurer. The books of the WWSC shall be reviewed at least every two (2) years by a professional accountant (preferably a CPA) to assure that the club's books are in sound financial order,

#### ARTICLE VIII: PROPERTY

- A. Responsibility for the acquisition, management and care for all club equipment shall be given to the coaching staff under the supervision and control of the Board of Directors.

#### ARTICLE IX: DISSOLUTION

- A. Upon dissolution of this Club, and after paying or adequately providing for the dept obligations of the Club; all records and property shall be held in custody of the Board of Directors to be distributed to a non-profit fund, foundation or corporation, which has established a tax exempt status. The net assets of the WWSC shall not be distributed to any private individual or corporation.

- B. Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

#### ARTICLE X: AMENDMENTS

- A. Amendments to the Bylaws may be proposed by the Board of Directors or the general membership. A request for the amendments to the Bylaws by the membership must be submitted to the Board of Directors in writing, accompanied by a petition signed by a minimum of ten (10) active members or one-third of the membership, whichever is greater. Amendments to the Bylaws shall be made by a simple majority of those present casting an affirmative vote at a general membership meeting. Amendments adopted are effective immediately. Copies of all proposed amendments shall be sent to each member family at least five (5) days prior to the scheduled meeting at which time they will be voted upon.

#### ARTICLE XI: INDEMNIFICATION

- A. Each person who is or was a director, officer, or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the Wasilla Waves Swim Club to the full extent permitted by the Nonprofit Corporation Law of the state of Alaska, (Alaska Statute 09.65.170 Limited Liability of Certain Directors and Officers) against any liability cost or expense incurred in the capacity as director, officer, or employee, or arising out of the status as a director, officer, or employee (including serving at the request of the corporation as a director, officer, employee, or agent of another corporation).
- B. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

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PRESIDENT

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VICE-PRESIDENT

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SECRETARY

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TREASURER

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DIRECTOR