

West Allegheny Aqua Club Bylaws

As Amended, June 17, 2019

Article I – Organization

SECTION 1 **NAME – WEST ALLEGHENY AQUA CLUB**, herein called WAAC, or the CLUB, is incorporated in the State of Pennsylvania under the Pennsylvania Non-Profit Corporation Code to qualify as an exempt organization, and shall be managed at all times in such a manner as to qualify the Corporation for such exemption.

SECTION 2 **PURPOSE** – The object and purpose of the Corporation is educational, namely to teach swimming skills to children, and pursuant to such educational purpose to encourage physical fitness through swimming club competition in water sports among children. The Corporation is not organized and shall not operate for pecuniary gain or profit, and shall have no capital stock and no stockholders.

SECTION 3 **MANAGEMENT** – The CLUB shall be managed by a Board of Directors, herein called the Board, acting in accordance with these Bylaws.

SECTION 4 **ADDRESS** – The office address of the club shall be: P.O. Box 738, Imperial, PA 15126

Article II – Membership

SECTION 1 **MEMBERSHIP** – The benefits and services of the CLUB shall be made available to any boy or girl who desires to participate in the program sponsored by the CLUB and who is physically able to do so.

There shall be two classes of membership:

- Regular Member** – A member shall be the parent, legal guardian, or person having custody of any child who is swimming on any swim team sponsored by the CLUB.
- Competitor Member** – A competitor member shall be defined as the swimmers who are members of the club.

SECTION 2 **LIMITATION** – Membership shall not be limited in number except as required by the availability of coaching and facilities and shall be open to anyone who resides in the West Allegheny School District. Out of district swimmers may also be accepted into membership from time to time as long as the total number of out of district swimmers does not exceed 18% of total membership. (Pursuant to club agreement with WA Athletic Department)

SECTION 3 **VOTING** – Each member family in the CLUB, shall be entitled to one vote in the affairs of the CLUB that are brought by the Board to the attention of the membership. Voting shall be in person or in writing.

SECTION 4 **PROXIES** – There shall be no proxies.

SECTION 5 **RIGHTS** –

- A member in good standing shall be entitled to participate in any activity sponsored by the CLUB.
- The property rights and interests of all members shall be equal on a per family basis.

SECTION 6 **TERMINATION** –

- a) Member may be terminated if:
 - Requirements of Article II, SECTION 1(a) are no longer met,
 - If dues are more than thirty (30) days in arrears,
 - If a member exhibits disruptive behavior that is determined by the Board and the coaches to be detrimental to the welfare of the CLUB and its members.
- b) A member may resign his membership at any time by giving notice in writing to the Secretary, provided all obligations to the CLUB have been met in full.

Article III – Dues, Fees, Assessments and Participation

SECTION 1 **FISCAL YEAR** – The fiscal year of the CLUB shall be from September 1 to the following August 31

SECTION 2 **DUES** – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the CLUB. Dues and Fees Schedule are available by request to the Treasurer.

- a) Member Dues – Dues for members shall be assessed on an annual basis, per fiscal year.
- b) Out of District Member Dues – Out of District members may be assessed a surcharge not to exceed 10% of regular club membership dues
- c) Amount – The amount of dues per family shall be computed on the basis of a schedule set by the Board which shall take into account both the number of family children swimming on sponsored teams, and the team's classification.
- d) Changes in Dues Schedule – The dues schedule may be changed retroactively.
- e) Payment – The Board of Directors shall be responsible for establishing the annual payment schedule for dues and the appropriate policies governing payment of said dues.
- f) Change in Swimmers Team Status – In the event that team assignment of a members child is changed during the year, the resulting change in dues shall be computed on a pro rata basis per month. Extra dues shall be payable immediately or may be paid in installments as outlined in paragraph (e) of this SECTION. Excess dues paid shall be refunded.
- g) Part Year Dues – Dues for members joining after September 1, shall be for the remaining of the fiscal year and shall be computed on a pro rata, twelve month basis, with the first month if partial, rounded off to the nearest whole month. Payment shall be in accordance with paragraph (e) of this SECTION
- h) Refunds – There shall be no refund of dues or release of obligation to pay dues except as follows:
 - Change in Swimmer's TeamStatus -- In accordance with Article III, SECTION 2(f).
 - Swimmer Quitting Team – In the event a swimmer quits the team for any reason, upon giving thirty days' notice, the member shall be entitled to a refund of any dues installments paid in advance of the end of such notice period.
 - Resignation upon Increase of Dues – If dues are increased during the fiscal year in accordance with Article III, SECTION 2(d), a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis.
 - Resignation upon Passage of Assessment – If a new assessment is passed during the fiscal year in accordance with Article III, SECTION 4, a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis.
 - Special Situations – The Board, in the event of special situations, may by two-thirds (2/3) vote of the full Board, authorize the refund of dues on a pro rata basis.

SECTION 3 **FUNDRAISING COMMITMENT** – The Board may establish a fundraising obligation as part of the financial commitment of membership.

SECTION 4 **FEES –**

- a) **Entry Fees** – The CLUB shall collect individual entry fees from each entered swimmer upon submission of the competitor members entry form.
 - 1. **Relays** – Swimmer accounts to be charged for relay participation
 - 2. **Late Entries** – Fees for late entries at time of meet shall be the responsibility of individual members
 - 3. **Refunds** – Entry fees will only be refunded in the event that a particular meet was cancelled and the club receives a refund.
- b) **Special Fees** – Fees for special events and activities shall be set by the Board in a uniformed manner and shall be paid in advance in full.
- c) **Registration Fees** – The CLUB shall collect individual registration fees at the time of registration to cover the cost of USA Swimming registration, liability insurance, and other registration cost as determined by the Board.
- d) **Activity Fees** – The CLUB may establish certain activity fees set by the Board and applied in a uniformed manner. Such fees can be paid in advance or payable in a manner set by the Board.

SECTION 5 **ASSESSMENTS**—The Board may recommend any assessment deemed necessary by sending such recommendation in writing to each member family not less than ten (10) days prior to any annual, regular or special meeting of the CLUB. Passage shall require a majority affirmative vote of the members present. Assessments may be made effective as of a certain date, but shall not be made retroactive.

SECTION 6 **PARTICIPATION** – A quality program as conducted by the CLUB requires the active participation of all members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, and in other activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all members. Failure of member families to fulfill this obligation may result in a financial assessment to the member.

Article IV – Meetings of Members

SECTION 1 **ANNUAL MEETING –**

- a) **Time and Place** – The annual meeting of the CLUB shall be held at the beginning of the fiscal year at such place and reasonable time as the Board may designate.
- b) **Purpose** – The annual meeting shall be for the purpose of announcing the Directors to take office for the fiscal year, receiving and approving a budget for the fiscal year, providing initial CLUB information, and transacting such other business as may be necessary.

SECTION 2 **SPECIAL MEETINGS –**

- a) **Call** – Special meetings of the CLUB shall be held upon the call of President, Vice President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by fifteen(15) percent of the members or as deemed necessary by the Board.
- b) **Time and Place** – Special meetings of the CLUB shall be held, at such reasonable time and place as the Board may designate.
- c) **Purpose** – The purpose of any special meeting shall be stated in the notice of the call and no other business shall be transacted.

SECTION 3 **NOTICE OF MEETING** – Written notice of any meeting of members shall be given to each member not less than (10) days or more than (45) days prior to such meeting.

- a) Delivery – Delivery of notice to each family shall be by mail, by hand delivery, or by electronic mail.
- b) Posting – Notice of meetings shall be posted on the team bulletin boards at each facility at which sponsored teams are practicing.
- c) Waiver of Notice – Required notice of meeting may be waived by a written consent signed by three-fourths (3/4) of the voting members of the CLUB polls. Attendance at a meeting in person shall constitute waiver of notice.

SECTION 4 **QUORUM** – Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 5 **ORGANIZATION** –

- a) Presiding Officer – The President shall preside at any meeting of members, and in his absence, the Vice President. If neither is present, the members present shall elect a presiding officer.
- b) Secretary – The Secretary shall serve as secretary for the meeting, and in his absence, the Presiding officer shall appoint an acting secretary.
- c) Order of Business – The order of business at any meeting, if applicable, shall be:
 1. Call to Order
 2. Proof of Notice of Meeting
 3. Approval of Previous Minutes
 4. Reports of Officers
 5. Election of Directors
 6. Reports of Committees and Task Groups
 7. Old Business
 8. New Business

SECTION 6 **VOTING** –

- a) Method – Voting may be by voice, but ten (10) members shall have the right to demand voting by roll call. Election of Directors, if contested shall be by secret ballot.
- b) Decision – All matters coming before the meeting for vote shall be decided by majority vote of those voting, except where different requirements are given elsewhere in these Bylaws.

SECTION 7 **MINUTES OF MEETING** – Minutes of each meeting shall be available for inspection by any member desiring to do so as soon as practicable but no later than thirty (30) days after said meeting.

Article V – Board of Directors

SECTION 1 **BOARD COMPOSITION** – The Board shall be composed of:

- Eleven (11) Directors, selected in accordance with Article V, SECTION 3, each of whom shall be a voting member of the Board; and
- Two (2) Associate Directors, selected in accordance with Article V, SECTION 3, each of whom shall be a non-voting member of the Board; and
- The most recent past President not currently a Director, who shall be a non-voting member of the Board, and whose service shall not be considered as service as a Director.

SECTION 2 **TERMS** – Directors and Associate Directors shall be elected as needed each year for terms of three years each. Directors are to be limited to two (2) consecutive terms on the Board. Candidates for the Board must be members in good standing and shall exclude employees or their spouses of WAAC.

SECTION 3 ELECTION OF DIRECTORS & ASSOCIATE DIRECTORS –

a) Nomination—

1. Nominating Committee – The nominating committee shall consist of a Chairman and two (2) members appointed by the President not less than ten (10) days before a call for nominations which will be posted by April 1. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination. Consideration shall be given to maintaining reasonably balanced representation of all sponsored teams and swimming locations on the Board.
2. Notice – The report of the nominating committee shall be distributed to members by May 15 and shall include the names of the nominating committee.
3. Nomination—The candidates selected by the nominating committee shall be placed into nomination automatically.

- b) Election – Balloting, if nominations are contested, shall be by confidential ballot with each member voting for the same number of different nominees, as there are vacancies, on the one ballot. The Secretary shall act as the teller with the President verifying the results. The nominees receiving the greatest number of votes shall be declared elected and shall assume office at the beginning of the next fiscal year unless elected to fill an unexpired term, in which case they shall assume office immediately. The President will notify all nominees with the outcome of the election.
- c) Vacancies – Should a vacancy occur on the Board for reasons other than normal expiration of term, the President shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume the duties of Director for the remainder of the fiscal year.

SECTION 4 REMOVAL OF DIRECTORS FROM OFFICE –

- a) Recall by Membership – Any Director may be removed from office, with or without cause, at any annual or special meeting of members, which stated in its notice that such action was contemplated, by majority vote of the members present.
- b) Removal by Board Action – A Director missing more than three (3) meetings of the Board during a fiscal year may be removed from office by majority vote of all the other Board members.
- c) Automatic Removal – A Director whose membership is terminated in accordance with Article II, SECTION 6, shall automatically be removed from office.

SECTION 5 MEETING OF THE BOARD

- a) Time of Meeting – Meeting of the Board shall be held monthly, at times set by resolution of the Board, or a call of either the President or the majority of Directors.
- b) Notice – Seven (7) days notice, in person or by mail, shall be given to all Directors of meetings called by the President or the majority of Directors.
- c) Waiver of Notice – Required notice shall be waived if all absent Directors sign the minutes of the meeting or a separate waiver of notice, which shall become part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.
- d) Open Meetings – All meetings of the Board shall be open to any member, and notice of meetings shall be distributed at each location where sponsored teams are practicing if time permits, except that executive sessions shall be permitted for the purpose of contract negotiations and for administering the financial assistance fund.
- e) Quorum – A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until such quorum shall be attained.

SECTION 6 **POWERS OF THE BOARD** – The Board shall regulate and supervise the management and operation of the CLUB. It shall attend to all internal affairs of the CLUB, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Corporation and to all such lawful acts and things as are not by statute or by the charter or by the bylaws required to be done or exercised by the members. The control of the Board over these affairs of the CLUB shall be subject to any action from time to time taken by vote of the members of the CLUB.

SECTION 7 **POWERS AND DUTIES OF DIRECTORS ELECT**—In the interim between the annual meeting and the beginning of the next fiscal year, Directors who will be in office during the coming fiscal year shall have the following powers and duties as a “BOARD OF DIRECTORS ELECT”:

- a) Election of Officers—to serve in the coming year
- b) Preparation of a budget – for presentation to the membership at the first quarterly meeting
- c) Organization and Planning of Committees – as deemed necessary
- d) Participation –with voice but not vote unless already a Director at any meeting of the current Board.

Article VI – Officers

SECTION 1 **SELECTION** –

- a) Officers – The Board shall elect a President, Vice President, a Secretary, a Treasurer, and such other officers as it may deem proper from time to time, all of whom shall be Directors or Directors Elect at the time of elections.
- b) Election – At the Board meeting held immediately after the election, the Board of Directors Elect shall elect officers. Officers elected at that meeting shall take office at the beginning of the fiscal year, but in the interim shall function in their respective capacities for the purpose of carrying out the duties enumerated in Article V, SECTION 7.
- c) Terms – The term of office of all officers shall be until their successors are elected and take office. Officers may succeed themselves provided their term as Director has not expired.
- d) Vacancies –Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board.

SECTION 2 **REMOVAL OF OFFICERS** – Any officer may be removed from office at any time, with or without cause, by majority vote of the full Board.

SECTION 3 **POWERS AND DUTIES OF THE PRESIDENT** – The President shall:

- a) Preside at all meetings of members of the Board, have general and active management of the business of the CLUB, and see that all orders and resolutions of the Board are carried into effect.
- b) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees except for the nominating committee.
- c) Part of the three (3) person group with check signing authority, including President, Vice President, and Treasurer. Of this group, two (2) of three (3) must provide the two (2) signatures necessary for signing all checks and other instruments of payment by the treasury.

SECTION 4 **POWERS AND DUTIES OF THE VICE PRESIDENT**—The Vice President shall:

- a) In the absence of the President, or in case of his failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of the acting together shall see that all orders and resolutions of the Board are carried into effect
- b) Perform such other duties as the Board may direct.

- c) Part of the three (3) person group with check signing authority, including President, Vice President, and Treasurer. Of this group, two (2) of three (3) must provide the two (2) signatures necessary for signing all checks and other instruments of payment by the treasury.

SECTION 5 POWERS AND DUTIES OF THE SECRETARY – The Secretary shall:

- a) Have charge of the records and seal of the Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- b) Record and keep in a separate book, the minutes of all meetings of members.
- c) Record and keep in a separate book, the minutes of all meetings of Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- d) Keep a separate book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.
- e) Maintain a current list of members with addresses, and prior to any meeting of members, with the assistance of the treasurer update this list in accordance with Article II, SECTION 6.
- f) Conduct the general correspondence of the CLUB.
- g) Be responsible for the timely sending of notices and calls for meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

SECTION 6 POWERS AND DUTIES OF THE TREASURER –The Treasurer shall:

- a) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies ad other properties and effects in the name of and to the credit of the CLUB in such depositories as the Board may direct.
- b) Disburse the funds of the CLUB as may be ordered by the Board, taking proper vouchers for such disbursements.
- c) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of the CLUB, and at the annual meeting of members present a like report for the preceding year.
- d) Part of the three (3) person group with check signing authority, including President, Vice President, and Treasurer. Of this group, two (2) of three (3) must provide the two (2) signatures necessary for signing all checks and other instruments of payment by the treasury.
- e) Appoint with approval of the Board, one or more Assistant Treasurers, who may or may not be Directors, to whom from time to time, may be delegated, under the Treasurer's supervision, responsibility for specific operational "funds".
- f) Serve as ex-officio member of all standing and special committees that have control over any funds of the CLUB
- g) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.

Article VII – Committees

SECTION 1 CLASSES OF COMMITTEES – There shall be three (3) classes of committees:

- a) **Standing Committees** – Standing committees are committees established by these bylaws with duties and responsibilities as enumerated herein. Attachment II will designate the current committee chairman(s). All powers assigned to standing committees are subject to the authority to the Board. The Standing Committees shall be as follows:

1. **Executive Committee** – The Executive Committee shall consist of the officers of the CLUB and shall conduct such business as is deemed necessary by the President or the officers.
2. **Finance Committee** – The Finance Committee shall be responsible for budget preparation, management of expenditures and shall keep a record of dues, the entry fund and the incentive program and shall review and make recommendations to the Board for approval of major expenditures. The Finance Committee shall also, in conjunction with the head coach, receive and decide requests for financial assistance for team membership on a non-discriminatory, uniformly administered and confidential basis.
3. **Fundraising Committee** – The Fundraising Committee shall be responsible for proposing and administering fundraising projects for participation by the CLUB membership.
4. **Swim Meets Director and Committee** – The Swim Meets Director and Committee shall be responsible for the management of the swim meets scheduled by the head coach and conducted by the CLUB.
5. **Pool Facilities Committee** – The Pool Facilities Committee shall be responsible for the supervision of personnel and maintenance of all pool facilities utilized by the CLUB.
6. **Apparel Committee** – The Apparel Committee shall be responsible for all functions related to the selection, acquisition and distribution of team apparel and related items.
7. **Hospitality and Special Events Committee** – Hospitality and Special Events Committee shall be responsible for making recommendations for and implementing all special events to be conducted by the CLUB and for hospitality at all CLUB functions.

- b) **Special Committees** – Special Committees are committees established from time to time by the President or by the Board with their duties and powers subject to the authority of the Board. Attachment III to these Bylaws will designate special committees.
- c) **Select Committees** – A Select Committee shall be a committee not subject to the authority of the Board, which shall have been established by vote of the members with the Committee's powers, duties and composition stated in the resolution.

Article VIII—Accounting, Budget Finance

SECTION 1 AUDITS

- a) **Annual Audits** – The books of the Corporation shall be closed on the last day of August of each year to be audited by a qualified individual or individuals other than the Treasurer and approved by the Board. The audit shall encompass all assets of the CLUB or under its control, with property valued at cost, depreciated value, or replacement cost, whichever is least. Separate “funds” shall have a separate accounting with the net gain or loss shown in the consolidated statement. The written report of the audit shall be available for review by any member's request.
- b) **Special Audits** – An audit similar to the annual audit shall be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2 BUDGET—The Budget for the next fiscal year shall be prepared by the Board of Directors Elect with the assistance of the current Executive Committee, for presentation and approval at the annual meeting of members. A copy of this budget shall be available upon a member's request.

SECTION 3 FINANCIAL OBLIGATIONS – Any financial obligations over \$1000.00 shall require the Boards approval by quorum plus two (2).

SECTION 4 **REIMBURSEMENT**—Officers and Directors may be reimbursed with appropriate receipt for reasonable out of pocket expenses made on behalf of the CLUB, but shall not otherwise be compensated. The President and/or Treasurer will determine if expenses are reasonable.

SECTION 5 **INDEMNIFICATION**—The CLUB shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of the CLUB, except in relation as to matters in which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

SECTION 6 **DISSOLUTION**—In the event this CLUB dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of the CLUB, after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations. These other organizations shall be determined by the individual members, and their pro rata share of the assets shall be sent to that non-profit organization.

Article IX – Bylaws and Rules of Order

SECTION 1 **BYLAWS** – These bylaws, duly adopted on February 1, 1996, as amended in January 2000, and February, 2006, and August, 2011, succeed any and all previous bylaws and amendments thereto, which are declared null and void.

SECTION 2 **AMENDMENTS**—These bylaws may be amended by a majority of the members present in person at any regular or special meeting provided that the proposed amendment has been submitted to the membership not less than ten(10) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board of Directors, or shall be signed by not less than four (4) members.

SECTION 3 **INTERPRETATION** – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

SECTION 4 **RULES OF ORDER** – Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of Committees, but shall not take precedence over these bylaws.

Revision Log

Rev date	Section revised	Date of membership vote
10/2013	Article VI Section 3 c) Section 4 c) & Section 6 d) - signatures	10/13
9/23/14	Article III Section 4 a) 1 – Relays	9/22/14
6/18/19	Article V Section 1 – Board Composition & Section 2 – Terms (added 2 Associate Director Positions with terms)	6/17/19