

BYLAWS OF SPOKANE WAVES AQUATIC TEAM

Article I

Name and Offices

1.01 Official Club Name. The official team name shall be Spokane Waves Aquatic Team (SWAT).

1.01.2 Objectives – The objective and primary purpose of SWAT shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. SWAT shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of USA Swimming, and Inland Empire Swimming. SWAT will provide the best swim facilities, training equipment and coaching to promote competitive swimming and swim lesson programs.

1.02.1 Registered Office; Other Offices. The registered office of the corporation shall be located in the state of Washington, city of Spokane, PO Box 28066, Spokane, WA, 99228. The Corporation may have other offices within or outside the state of Washington at such place or places as the Board of Directors may from time to time determine.

Article II

Members

The corporation shall have the following classes of members.

1. **Athlete Members.** Athlete Members are persons who participate or compete in the sport of swimming and are in good standing with SWAT and USA Swimming. An Athlete's status is subject to the member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws. Any denial of membership may be appealed to the Board for review.
2. **Primary Member.** All persons who contribute to the annual membership fee of the Athlete Member determined for a particular year by the corporation's Board of Directors. One member of a family shall be designated the Primary member. Families with multiple Athlete members shall have a maximum of two primary members. Only Primary members shall be entitled to vote on matters submitted to a vote of the corporation's members. A master's swimmer in good standing with the team will be considered a Primary member.
3. **Associate Member.** If only one Athlete member within the family than other family members who contribute to the annual membership fee are designated as Associate members. The family unit for purposes of the Bylaws shall mean mother, father, primary care giver, minor children living at home with the Primary member, and children under the age of twenty three (23) years who are enrolled in school full-time and dependent on the Primary member for support.

4. Honorary members. Honorary members shall consist of those persons so designated by the Board of Directors.
5. Coach members. All SWAT coaches and assistant coaches participating in practices or representing SWAT must be current USA Swimming non-athlete members in good standing. All coaches must successfully complete and provide proof of their completion and certification of all USA Swimming coaching requirements.
6. Membership is a Privilege not a Right. Membership may be terminated by the Board for violations of a member's responsibilities under these Bylaws or in violation of USA Swimming Rules and Regulations, or any other reason determined by the Board.
7. Compliance. Each member of SWAT shall abide by the codes of conduct and policies and procedures, rules and regulations adopted by USA Swimming and SWAT.

Article III

Members' Meetings

- 3.01 Meeting Place.** All meetings of the members shall be held at the registered office of the corporation, or at such other place as shall be determined from time to time by the Board of Directors, and the place at which such meeting shall be held shall be stated in the notice of the meeting.
- 3.02 Annual Meeting Time.** The annual meeting of the members shall be held each year during the month of July.
 - 3.02.1 Annual Meeting Agenda.** The agenda of the annual meeting shall be as follows, order of agenda maybe altered or added to:
 - a. Calling the meeting to order
 - b. Read summary of minutes of last annual meeting
 - c. Reports of Board
 - d. Reports of Committees as needed
 - e. Election of Officers
 - f. Miscellaneous business
- 3.03 Special Meetings.** Special meetings of the members for any purpose may be called at any time by the Board of Directors.
- 3.04 Notice.** Notice of the day, time, place and purpose of the annual meeting of members and of regular meetings other than the annual meeting shall be given by emailing a notice in conjunction with posting to the website, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

3.04.1 Voting. A Primary member may vote in person, via e-mail or virtually through an online video teleconferencing platform.

3.04.2 Quorum. One-quarter (1/4) of the Primary members entitled to vote represented at a meeting in person or virtually shall be necessary and sufficient to constitute a quorum for the transaction of business.

Article IV.

Board of Directors

4.01 Number and Responsibilities. The management of all the affairs, property and Interests of the corporation shall be vested in a Board of Directors consisting of Seven (7) voting members.

1. President (voting member) Two year term
2. Vice President (voting member) Two year term
3. Meet Director (voting member) Two year term
4. Treasurer (voting member) Two year term
5. Volunteer Coordinator (voting member) Two year term
6. Secretary (voting member) Two year term
7. Head Coach (voting member) Contract term
8. Swimmer (non voting member) term appointed by head coach

All Directors must be members per Article II (Membership) of these Bylaws. The Board of Directors are elected at the annual meeting in July, and their term of office begins September 1. The term of office shall expire after two years at the end of August with the exception of the head coach. Each of the voting Board members shall have one vote. Each person who is a director shall perform the duties of a director in good faith, with common prudence and in a manner that reflects the best interest of the corporation. Two primary members may not serve the board at the same time.

4.02 Change of Number. The number of voting directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

4.03 Vacancies. All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of the predecessor director and until a successor is elected at the next Annual Meeting.

- 4.04 Regular Meetings.** Regular meetings of the Board of Directors may be held at the registered office of the corporation or at such other place as the Board of Directors may from time to time designate. In addition to the annual meeting, there shall be at a minimum quarterly meetings of the Board of Directors held. The time and place of each Board meeting will be posted on the SWAT website.
- 4.05 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President, or upon written or electronic request by any two (2) directors. Such meetings shall be held at the registered office of the corporation or at such other place or places as the directors may from time to time designate. Notice of all special meetings shall attempt to be given to each director by three (3) days prior notice, by phone, email, or personally. Such notice need not specify the purpose of the meeting.
- 4.06 Quorum.** A simple majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- 4.07 Registering a Vote in Abstention.** If a director can not be present at a meeting, and would like to file a written dissent, agreement or abstention to action being discussed by the Board, that director can file their written voice with the Secretary, who will read this voice at the meeting, but, as this director was not privy to the conversation surrounding the vote, their voice will not be counted as a vote.
- 4.08 Executive and Other Committees.** The Board of Directors may appoint standing or temporary committees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the Board of Directors. Each committee will be responsible for keeping regular minutes of their meetings and reporting these minutes to the Board. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by these Bylaws.
- 4.09 Restrictions of Committees.** No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any member of any committee or any director or officer of the corporation; adoption a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of any of the property and assets of the corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; amending, altering or repealing any resolution of the Board of Directors committees so appointed

- 4.10 Remuneration.** No salary shall be paid to directors for their service, but by resolution of the Board of Directors, a fixed sum for expenses of attendance, if any, may be allowed for attendance at regular or special meetings. Members of special or standing committees may be allowed compensation for attending committee meetings.
- 4.11 Loans.** No loans shall be made by the corporation to any director. In addition, no loans shall be made by the corporation that will be carried over into the next fiscal year.
- 4.12 Removal.** Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by Board members having voting rights with regard to the election of any director represented in person or by proxy at a meeting of Board members at which a quorum is present. Notice stating that a named director shall be considered for removal and the cause for such removal must be e-mailed to the director prior to a duly called meeting of the Board of Directors at the same time and in the same manner prescribed for the notice of the meeting. Absence from three (3) consecutive meetings of the Board of Directors, without excuse, will be cause for removal.
- 4.13 Action by Directors Without a Formal Meeting.** Any action decided on through an informal meeting of the directors, or at a committee thereof, may be taken as long as there is written consent setting for the action to be taken, signed by all the directors or all the members of the committee, before such action is taken. Such consent shall have the same effect as a unanimous vote.

Article V

Positions within the Board of Directors

- 5.01 The President.** The President shall preside at all meetings of the Board of Directors, set the agenda and have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors. The president's position is limited to two consecutive terms.
- 5.02 Vice President.** The Vice President assists the President in learning the job-providing consistency and continuity to the Board as to how past budgeting, corporation procedures and policies have been implemented. During the absence or disability of the President, the Vice President shall exercise all the functions of the President.
- 5.03 Meet Director.** The Meet Director is the organizer and coordinator of all meet activities. The Meet Director's main responsibilities include but are not limited to: securing an appropriate meet facility, obtaining a meet sanction, preparing and

distributing meet invitations, organizing meet committees, and distributing final results.

- 5.04 Secretary.** The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall make reports and perform other duties as are incident to the office.
- 5.05 The Treasurer.** The Treasurer shall be of responsible charge of corporation books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.
- 5.06 Volunteer Coordinator.** Plans and coordinates activities after or outside of swimming such as, but not limited to, overseeing group representatives, organizing meet volunteers and contacting parent volunteers for these purposes.
- 5.07 Swimmer Representative:** Swimmer Representative serves to provide input and ideas primarily developed by the swimmers.
- 5.08 Delegation.** If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or any other person it may select.
- 5.09 Vacancies.** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.
- 5.10 Other Officers.** The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- 5.20 Loans.** The corporation shall make no loan to any officer.
- 5.30 Term- Removal.** The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the

affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.40 Salary. The officers of the corporation shall receive no salary. However, officers shall be reimbursed for reasonable expenses incurred in the performance of their duties. The Board of Directors will decide the salary of the Head Coach and the Head Coach will hire and assign wages to assistant coaches within the coaching budget.

5.50 Repayment. Any payments made to an employee of the corporation for salary, bonus, interest, rent or expense incurred by the party, which shall be determined to be unreasonable in whole or in part by the Internal Revenue Service code, shall be reimbursed by such employee to the corporation. It shall be the duty of the Board of Directors to enforce repayment of each such amount. In lieu of repayment, the Board of Directors may determine that owed amounts may be withheld from future compensation to the employee until the amount owed to the corporation shall have been recovered.

Article VI

Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks as the Board of Directors shall designate and shall be drawn from such accounts only by check or other order for payment of money signed by such persons as may be determined by resolution of the Board of Directors.

Article VII

Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally, by email or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at the addressee's last known address in the records of the corporation, postage prepaid.

Article VIII

Indemnification of Officers, Directors, and Employees.

The corporation shall indemnify its officers, directors and employees to the greatest extent permitted by law. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent, against any liability asserted against such person and incurred by such person in any such capacity, whether or not the corporation would have the power to indemnify such person against such liability under the provision of this Article.

Article IX

Contracts and Conveyances

All contracts, deeds, conveyances, negotiable instruments and other instruments of like character which have first been approved by the Board of Directors shall be signed by the president and by the treasurer or as otherwise directed by the Board of Directors. No contract of any officer of the corporation shall be valid without previous authorization or subsequent ratification of the Board of Directors.

Article X

Books and Records

The corporation shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business a record of its directors, giving the names and addresses of all directors.

In the event there is a conflict between a provision of the Bylaws and the Internal Revenue Code, a mandatory provision of the Articles of Incorporation or a mandatory provision of the laws of the state of Washington, then any conflicts shall be resolved by giving priority to the Internal Revenue Code, then the mandatory provision of laws of the state of Washington, and finally the mandatory provision of the Articles of Incorporation shall control.

Article XI

Amendments

The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation; provided, that the board will not approve any such alteration, amendment or repeal that would adversely impact the rights of any class of members unless such alteration, amendment or repeal shall first have received the approval of two-third (2/3) of the members of such class.

Article XII

Charitable Purposes/Negation of Pecuniary Gain

12.01 Charitable Purposes. The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any provisions of these Bylaws to the contrary, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualified for tax-exempt status under 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. Furthermore, this corporation shall neither conduct nor carry on any activities which subject the corporation to liability for excise taxes imposed

pursuant to 4941, 4942, 4943, 4944, or 4945 of the Internal Revue Code or corresponding provisions of any subsequent federal tax laws.

The corporation will not engage in nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office.

12.02 **Negation of Pecuniary Gain.** No part of the net earnings of this corporation shall be for the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the exempt purposes for which it was formed.

Article XIII

Policies and Procedures Manual will be maintained by Board of Director

13.01 **Policies and Procedures**

The board of directors will maintain policies and procedures documents on the team website. These documents will expand on the rules of the teams business, including but not limited to fiscal practices, benefits to volunteers who serve the corporation, handbook and standard document outlines. The documents shall be available for review by any member in good standing. Any modifications or additions to the documents will be posted for review by the membership once adopted.

Adopted by resolution of the corporation's Board of Directors on 12/8/2021.

Signed,

David Hill

President

Wendy J. Soudier

Secretary