

WALLA WALLA SWIM CLUB BYLAWS

January 2018

Article I – Organization

SECTION 1. **INCORPORATION – WALLA WALLA SWIM CLUB**, herein called the CLUB, is incorporated in the State of Washington as a Non-Profit Organization operating under IRC 501(c)(3) 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 CLUB 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 CLUB is not organized and shall not be operated 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.

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:

- (a) Member – A member is defined as any swimmer that is registered with the Club. If a swimmer is a minor, then the 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.
- (b) Honorary Member – An honorary member shall be any adult, not an employee of the CLUB nor meeting the requirements of Article II, Section 1 (a) upon whom the Board, by a vote of not less than two-thirds of the full Board, has bestowed this membership in recognition of services rendered for the CLUB. Such honorary membership shall be for life, shall have the full rights and privileges of regular membership for the first year and thereafter on a year by year basis by majority vote of the Board.

SECTION 2. LIMITATION –

- (a) Membership shall not be limited in number except as required by the availability of coaching and facilities and shall be open to anyone who qualifies under ARTICLE II, SECTION 1 through 1(a).
- (b) Membership shall be terminated for violation of the CLUB's, Inland Empire Swimming or USA Swimming's current Code of Conduct.
- (c) The CLUB will not accept transferring members with outstanding balances due their previous club.

SECTION 3. VOTING -

Each member family in the CLUB shall be entitled to one vote in the affairs of the CLUB. Voting shall be in person.

SECTION 4. PROXIES -

- (a) Proxy voting shall be permitted either in person or in writing signed and dated by the member.

SECTION 5. RIGHTS -

- (a) A swimmer in good standing shall be entitled to participate in any activity sponsored by the CLUB.

SECTION 6. TERMINATION -

- (a) Membership shall terminate automatically if the requirements of ARTICLE II SECTION 1 through 1(a) are no longer met, or if dues are more than sixty (60) days in arrears.
- (b) A member may resign his/her membership at any time by giving written notice to the CLUB, 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 October 1 to the following September 30.

SECTION 2. DUES - Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the CLUB. Fundraising may supplement dues, as needed.

- (a) Member Dues – Dues for members shall be assessed on an annual basis, September 1 – August 31.

(b) 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 groups, and the group's classification. The board will also include costs for the Club focusing on payroll, pool access, plus other fixed and variable costs.

(c) 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.

(d) Change in Swimmer's Team Status – In the event that group assignment of a member's 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 ARTICLE III. SECTION 2(c). Excess dues paid shall be refunded.

(e) Part Year Dues – Dues for members joining after October 1 shall be for the remainder of the fiscal year and shall be computed on a month to month basis, with the first month if partial, rounded off to the nearest whole month. Payment shall be in accordance with paragraph (c) of this SECTION.

(f) Refunds – There shall be no refund of dues or release of obligation to pay dues except as follows:

(i) Change in Swimmer's Team Status – In accordance with ARTICLE III, SECTION 2(d).

(ii) 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 non-allocated costs.

(iii) 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.

(g) Scholarships – The Executive Committee of the Board shall have the power to award scholarships to swimmers deemed needy for such support. The scholarship policy is reviewed and approved by the full board annually.

SECTION 3. **FUNDRAISING COMMITMENT** -

The Board approves a fundraising commitment, as part of the financial commitment of membership, and it shall be reviewed annually.

SECTION 4. **FEES** –

(a) Entry Fees – The CLUB shall bill the member's account for swim meet entry fees. Once a swimmer has committed to events in a meet the member is responsible for payment.

- (i) Deficiencies – No swimmer shall be entered by the CLUB in any event if the member's account is more than 60 days in arrears.
- (ii) Late Entries – Fees for late entries at time of meet shall be the responsibility of individual members.
- (b) Refunds – On termination of membership, all unobligated funds in a member's account shall be refunded in full.
- (c) Special Fees – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.

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 make known to assure that the responsibilities are fairly shared by all members.

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 1. **ANNUAL MEETING**

- (a) Time and Place - The annual meeting of the CLUB may be held at least annually at such place and reasonable time as the Board may designate.
- (b) Purpose - The annual meeting shall be for the purpose of electing Directors to take office at the beginning of the next fiscal year, receiving committee reports, 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, the 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 members.
- (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 - Notice of any meeting of members shall be provided to each member not less than 7 days prior.

(a) Delivery - Delivery of notice to each family shall be by mail, email, or posted on CLUB website.

(b) Waiver of Notice - Required notice of meetings may be waived by a written consent signed by three-fourths (3/4) of the voting members in good standing 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 their 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 their absence, the presiding officer shall appoint an acting secretary.

(c) Parliamentarian – The presiding officer may appoint a parliamentarian to serve for the duration of the meeting.

SECTION 6. VOTING

(a) Method - Voting may be viva voce, but any member has a right to require a division of the assembly by having the affirmative rise and then the negative, so that all may see how members vote. Election of the 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 review by members once approved by the board.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. BOARD COMPOSITION –

The Board shall be composed of not less than three (3) or more than ten (10) Directors, selected in accordance with ARTICLE V. SECTION 3.

SECTION 2. **TERMS** –

Directors shall be elected at the Annual Meeting of Members each year for terms of two years each. From the Directors group, then the officers shall be voted upon by the directors. The President and Secretary terms end in even numbered years. The Treasurer and Vice-President terms end in odd numbered years.

SECTION 3. **ELECTION OF DIRECTORS** –

(a) Nominating Committee – The nominating committee shall consist of a chairman and no more than four (4) members appointed by the president not less than ten (10) days before delivery of notices of the annual meeting of members. It shall be the duty of this committee to nominate members 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 groups and swimming locations.

(i) Notice – The report of the nominating committee shall be distributed to members with the notice of the annual meeting and shall include the names of the nominating committee.

(ii) Nomination – The candidates selected by the nominating committee shall be placed into nomination automatically. Nomination of additional candidates from the floor shall require three (3) seconds.

(b) Election – Balloting, if nominations are contested, shall be by secret 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 teller, but any four (4) members shall have the right to designate an observer. 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.

(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 Director shall assume temporarily the duties of a board member until the next annual meeting. The notice for such next meeting shall include the nomination for the unexpired term, and the election shall be conducted in accordance with ARTICLE V, SECTION 3(a)(ii) and 3(b), except that balloting shall be separately for each unexpired term.

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, quarterly 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 three (3) consecutive meetings of the Board 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 the office.

SECTION 5. MEETING OF THE BOARD

- (a) Time of Meeting – The Meetings of the Board shall be held at the discretion of the board president. It is suggested that the board meets on a regular basis and at least quarterly.
- (b) Notice – At least Seven (7) days' notice, in person, via phone, email, or by mail, shall be given to all Directors of meetings called by the President or by 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 via email or posted on CLUB website, except that executive sessions shall be permitted for the purpose of contract negotiations, discipline concerns, and for administering the scholarship 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 at 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, until such quorum shall have been 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, and shall make such arrangements for carrying on the business as it deems best. In addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Corporation and do all such lawful acts and things as are not by statute, or by the charter, or by these 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) Organization and Planning of Committees – as deemed necessary.
- (c) 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, a 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 election.
- (b) Election – At the Board meeting held immediately after the annual meeting of members, the newly elected Board of Directors shall determine who will be assuming the required officer positions. 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. There is a maximum of 3 two-year terms and then at least one year off of the board before reapplying.
- (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) Sign, with an additional signer on the account, all checks and other instruments of payment issued by the treasurer in excess of \$2,500.00. This does not include payroll checks.
- (d) Be a signer on the financial accounts.
- (e) Perform such other duties as the Board may direct.

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/her failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of them 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.

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 the minutes of all meetings of members.
- (c) Record and keep the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- (d) Keep a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.
- (e) Conduct the general correspondence of the CLUB.
- (f) Be responsible for the timely sending of notices and calls of 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) Ensure no unethical or illegal management of the organization's funds or holdings can occur and all transactions have verification.
- (b) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the CLUB in such depositories as the Board may direct.
- (c) Disburse the funds of the CLUB as may be ordered by the Board, taking proper vouchers for such disbursements.
- (d) 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.

- (e) Prepare any checks and electronic payments as needed for the operation of the CLUB. The Treasurer should not be a signer on any accounts.
- (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.
- (h) Maintain a current list of members with addresses, and prior to any meeting of members, with the assistance of the secretary; update this list in accordance with ARTICLE II.
- (i) Make sure that any and all bank and investment statements are set up to be reviewed on a regular basis by a non signer on the accounts. This may be by receiving a paper copy or by electronic access.

ARTICLE VII - COMMITTEES

SECTION 1. COMMITTEES -

Committees may be established from time to time by the President or by the Board with their duties and powers subject to the authority of the Board. Committee composition will be maintained in the CLUB's operating procedures.

(a) Standing Committees – Standing Committees are committees established by these bylaws with duties and responsibilities as enumerated herein. All powers assigned to standing committees are subject to the authority of the Board of Directors. The Standing Committees shall be as follows:

(i) 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 and the officers.

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. The following are reasonable suggestions for special committees.

(i) Finance Committee – The Finance Committee shall be responsible for budget preparation, management of expenditures, and shall make recommendations for dues.

(ii) Fundraising Committee – The Fundraising Committee shall be responsible for proposing and administering fundraising projects for participation by the CLUB membership.

(iii) Education and Communication – The Education and Communication Committee shall promote the goals of the CLUB through a newsletter, website and parent education as approved by the Board.

- (iv) 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.

ARTICLE VIII - ACCOUNTING, BUDGET and FINANCE

SECTION 1. AUDITS

- (a) Annual Audits – the Books of the Corporation shall be closed on the last day of September of each year to be audited by a qualified individual or individual 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 prepared in time to be presented to the members at the annual meeting.
- (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. CONTRACTS -

Contracts for personal services shall require approval of two thirds (2/3) of the full Board. Contracts involving loans, leases, or other obligations shall have to be ratified by the Board.

SECTION 3. REIMBURSEMENT –

- (a) Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of the CLUB, but shall not otherwise be compensated.
- (b) Expenses not accounted for in the annual budget are considered out of ordinary expenses. Any expenses over \$500 must be justified and approved by the Board prior to purchase.

SECTION 4. 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/her being or having been a Director, Officer, or duly authorized agent of the CLUB, except in relation as to matters to 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 5. DISSOLUTION -

In the event the 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 City of Walla Walla Veterans Memorial Pool or the Walla Walla YMCA Aquatics Center.

ARTICLE IX - BYLAWS AND RULES OF ORDER

SECTION 1. BYLAWS - These bylaws, duly adopted 1969, and amended June 2007, November 2009, and May 2010, 2011, 2017 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 seven (7) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board, or shall be signed by not less than fifteen (15) 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 - Robert's Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Officers, or of Committees, but shall not take precedence over these bylaws.