

BYLAWS

NORTH PENN AQUATIC CLUB

Effective April 1, 2023

Amended September 27, 2023

ARTICLE I

Name and Purpose

Section 1.01. Name.

The name of the CLUB shall be the NORTH PENN AQUATIC CLUB, INC.

Section 1.02. Purpose.

The purpose shall be to foster interest in and encourage excellence in aquatics programming including swimming, diving, and water polo to stimulate, encourage and promote cooperation and sportsmanship among the children and adults of the community and other like-minded people through this not-for-profit organization.

To develop championship swimming and diving and water polo teams.

The organization is a volunteer group of parents and adults who wish to foster the encouragement of swimming and diving and water polo.

Section 1.04. Definitions

Officers of the club shall be defined as the Executive Board. The Board of Directors shall be appointed by the Executive Board and consist of two groups, one for swimming and diving and one for water polo. Board of Directors shall be capped at ten (10) members for each group. The Board shall refer to the Officers and Board of Directors.

Section 1.03 Diversity, Equity, and Inclusion

The North Penn Aquatic CLUB is committed to creating a culture of inclusion and opportunity for people of diverse backgrounds, including, but not limited to, race, age, income, ethnicity, religion, gender, and sexual orientation. As a community aquatics club, we realize that while diversity is numbers, inclusion is not being blind to these differences. It's recognizing these differences, learning from them, embracing them, giving these athletes a quality experience and learning how coaches, swimmers and teams can benefit from these differences.

As members of the Suburban Aquatic League, Middle Atlantic Swimming, USA Swimming, AAU Diving, and American Water Polo we are committed to increasing the multicultural, ethnic, and socioeconomic diversity of the sport to achieve and foster an inclusive swimming environment that fosters the growth of swimming at all levels. We push these goals through community engagement and outreach. Not only are swimming, diving, and water polo great sports that provides amazing experiences and personal enrichment, they provide a life-saving skill.

ARTICLE II

Membership and Dues

Section 2.01. Members.

A member shall be anyone who pays the required dues and who is on the team roster or who has their child on the team roster. Members shall be limited first to residents of North Penn School District. As space permits, non-residents, when accepted as members by the Board of Directors, shall be permitted to remain as members for succeeding years.

Section 2.02. Dues.

Each Member of the CLUB shall pay such dues as the Officers shall determine in consultation with the Board of Directors. A member who is delinquent in payment of dues shall be ineligible to participate in activities and events of the club. Such prohibition extends to the member and the member's children.

There will be no refund of any dues paid, except as follows:

- Swimmers who never participated in the program or at the coach's recommendation, shall receive a refund of all monies paid except administration and league fees. Request for a refund must be made no more than 30 days from the first day of practice.
- The Board of Directors shall have reasonable discretion to refund the dues paid by a member upon exceptional conditions.

ARTICLE III

Offices and Fiscal Year

Section 3.01. Offices.

The CLUB may have offices at such place as the Board may from time to time appoint or as the business of the CLUB requires.

Section 3.02. Fiscal Year.

The fiscal year of the CLUB shall be October 1 through September 30.

ARTICLE IV

Officers

Section 4.01. Number, Qualifications, and Designations.

The Officers of the CLUB shall be a President, four (4) Vice Presidents (Club Compliance, US Swimming, SAL Swimming, and Water Polo), a Secretary, a Treasurer, a US Meet Director and a Water Polo Tournament Director.

Section 4.02. Election and Term of Office.

The President and Officers of the CLUB shall be members in good standing and a non-athlete member of USA Swimming, AAU Diving, and/or American Water Polo, requiring background checks. The President and Officers shall be elected from those willing to serve the full term of office by CLUB ballot. Elections for vacancies shall be held annually in January or at such other time as the Board shall determine.

The President shall serve for three (3) fiscal years. A President may, with the consent of the Board, remain in office for two (2) additional fiscal years beyond the initial term of office. Service for a newly elected President shall begin on the first day of the next fiscal year with a year of shadowing as President-Elect.

Officers shall serve a minimum of three (3) fiscal years and until the newly elected officer assumes their duties. Service for newly elected officers shall begin on the first day of the fiscal year with a year of shadowing as officer-elect.

Section 4.03. Nominations Process.

Each year the President shall appoint a Board Nominating Committee comprised of three directors. Nominations for officers and directors shall be submitted by members to the Nominating Committee 30 days prior to an election. Election of Board members shall be conducted annually for vacant positions.

Section 4.04. Position Descriptions

The CLUB shall have written descriptions for the President and Officers that accurately reflect the responsibilities and expectations of each position. Position descriptions shall be reviewed and amended annually by the Board, and posted to the CLUB website.

Section 4.05. President.

The President shall preside at all meetings of the membership and of the Executive Board and shall perform the duties as outlined in the position description and such other duties as may from time to time be requested by the Executive Board.

The President shall sign, execute and acknowledge, in the name of the CLUB, any contracts or other instruments, authorized by the Board except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these by-laws, to some other officer or agent of the CLUB; and in general, shall perform all duties incident to the office of President.

Section 4.06. The Vice Presidents.

The Vice Presidents shall attend all meetings of the Executive Board and shall perform the duties of the President in his or her absence, and shall perform the duties as outlined in the position description, and such other duties as may from time to time be requested by the Board or the President.

Section 4.07. The Secretary

The Secretary shall attend all meetings of the Board and shall record the minutes and shall see that notices are given and records and reports are properly kept and filed. In general, the Secretary shall perform all duties incident to the office of Secretary as outlined in the position description, and such other duties as may from time to time be assigned by the Board or the President.

Section 4.08. The Treasurer

The Treasurer shall attend all meetings of the Board and shall keep accurate financial records of the CLUB and shall report to the Board quarterly as to the financial condition of the CLUB. In general, the Treasurer shall perform all duties incident to the office of Treasurer as outlined in the position description, and such other duties as may from time to time be assigned by the Board, or the President.

Section 4.09. Salaries.

Officers shall not be paid for their service to the CLUB as an officer. The Board of Directors shall have power in its discretion to contract for and to pay officers rendering services to the CLUB compensation appropriate to the value of such services.

The Officers children shall receive a 100% membership discount on CLUB registration fees only.

Section 4.09 Removal.

Any officer or director may be removed from office of the affirmative vote of two-thirds of all the Officer and Board of directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the CLUB, for the lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V

Board of Directors

Section 5.01. Powers.

The Board, comprised of Officers and Directors, shall have full power to conduct, manage, and direct the business and affairs of the CLUB; and all powers of the CLUB are hereby granted to and vested in the Board.

Section 5.02. Qualification and Selection.

Directors of the CLUB shall be members in good standing and a non-athlete member of USA Swimming, AAU Diving, and/or American Water Polo, requiring background checks. Directors shall be appointed by the Executive Board annually.

Section 5.03. Number and Term of Office.

The Board shall consist of the nine (9) Officers and as many as 20 Directors as may be determined annually by the then sitting President and Officers. Each Director shall hold office at the will of the President and Officers and shall perform such duties as are incident to the position assigned.

Section 5.04. Position Descriptions

The CLUB shall have written descriptions for all Directors that accurately reflect the responsibilities and expectations of each position. Position descriptions shall be reviewed and amended annually by the Board, and posted to the CLUB website.

Section 5.05. Organization.

At every meeting of the Board, the President or in the case of a vacancy in the office or absence of the President, the Vice President, shall preside. The secretary, or, in his or her absence, any person appointed by the chair of the meeting, shall act as secretary. The President shall serve as the Chair of the Board.

Section 5.06. Resignations.

Any director of the CLUB may resign at any time by giving written notice to the President or to the Secretary and, in the event that those positions are vacant, to the other members of the Board then remaining and, in the event that there are no other members of the board, then remaining to the members of the CLUB.

Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.07. Place of Meeting.

Meetings of the Board may be held at such place within the North Penn School District as the President may from time to time appoint, or as may be designated in the notice of the meeting.

Section 5.08. Regular Meetings.

Regular meetings of the Board shall be held at such time and place as shall be designated from time to time by the President.

Section 5.9. Special Meetings.

Special meetings of the Board shall be held whenever called by the President or by a Director. Notice of each such meeting shall be given to each Director by telephone, or in writing, at least twenty-four hours (in the case of notice by telephone) or forty-eight hours (in the case of electronic notice) before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting.

Section 5.10. Quorum, Manner of Acting and Adjournment.

A majority of the directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Except as otherwise specified in these bylaws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the directors present and voting may adjourn the meeting from time to time until a quorum is present. The directors shall act only as a board and the individual director shall have no power as such.

Section 5.11. Voting.

At every meeting of members of the club, each member shall be entitled to vote in person or in writing via email or text message. Every director shall be entitled to one vote. The vote of officer, upon the demand of any member, the vote upon any question before the meeting shall be initiated at the discretion of the board. All elections shall be had and all questions decided by a majority vote of the persons present in person or in writing.

Section 5.12. Salaries.

Directors shall not be paid for their service to the CLUB as an officer. The Board of Directors shall have power in its discretion to contract for and to pay officers rendering services to the CLUB compensation appropriate to the value of such services.

The Directors children shall receive a 50% membership discount on CLUB registration fees only.

Section 5.13. Removal.

Any officer or director may be removed from office of the affirmative vote of two-thirds of all the directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the CLUB, for the lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

Section 5.14. Club Personnel.

The Board shall be responsible for the recruitment, hiring, evaluation, oversight, and discharge of club personnel, including and not limited to coaches and life guards. Evaluations should be conducted annually and in collaboration with the head coach.

Section 5.15. Executive and Other Committees.

The President may, establish one (1) or more committees.

ARTICLE VI

Amendment of By-Laws

Section 6.01. Amendments.

The power to alter, amend, or repeal these By-laws, or to adopt new By-Laws, to the extent allowed by law, is vested in the members. Amendments to these Bylaws must be presented to the Board in writing and signed by Two (2) or more voting members. Following presentation, a copy of the amendment shall be sent to members at least two weeks prior to the next meeting for all members to review. A vote will be taken at the CLUB meeting and a Two-thirds (2/3) majority of voting members present shall be required for adoption.

ARTICLE VII

Limited-Liability of Directors

Section 7.01. Limited-Liability

A Director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under law, and the breach or failure to perform constitutes self-healing, willful misconduct or recklessness. Provisions of this section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute; or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

ARTICLE VIII

Standing Rules

Section 8.01. Financial Obligations.

All members will be subject to assessment should the CLUB incur any obligations beyond its financial ability to pay.

Section 8.02. Hold Harmless.

The CLUB cannot be held responsible for injuries to its competitors during travel to and from practice and meets. The CLUB is not responsible for any injuries occurring at other pools. The members of the CLUB are responsible for all property damage which is committed by their children.

Section 8.03. Rules and Regulations.

All members will abide by the CLUB's rules and regulations and the United States Swimming and Diving rules and regulations. Violators will be subject to expulsion based upon the severity of the incident.

Section 8.04 Precedents

Officers and members of the Board of Directors shall consist of parent volunteers of age group athletes. Officers and board members with athletes approaching high school age are expected to provide written notice no less than six months prior to their transition off the board.