BYLAWS FOR NEWPORT SWIM TEAM, INC.

A Nonprofit Corporation

Revised: September 10, 2025

ARTICLE I

OFFICES

SECTION 1: The registered location shall be Newport Swim Team P.O. Box 451, Newport, Oregon 97365-3818.

SECTION 2: The name of this Corporation shall be Newport Swim Team, Inc. and is hereafter informally referred to as NST. The team colors of NST will be navy blue, silver and burnt orange.

SECTION 3: The corporation shall conduct business and have such other contacts as the Board of Directors may from time to time determine or as business of the corporation may require.

ARTICLE II

PURPOSE

SECTION 1: **Purpose.** NST is dedicated to the development of excellence and achievement in all levels of competitive swimming. NST provides an opportunity for social and emotional development that promotes confidence and positive self-esteem. The NST program will promote a supervised competitive swim team, good sportsmanship and team spirit in all swimmers, coaches and parents participating in club activities, and cooperation among swimmers, parents and coaching staff.

SECTION 2: **Affiliation.** NST maintains membership with USA Swimming and has adopted their goals and objectives.

SECTION 3: **Nonprofit.** NST is a nonprofit corporation organized exclusively for educational purposes and is dedicated to the improvement and progress of competitive swimming and is not for individual or financial gain. No part of the assets, income or profit shall benefit individual members of the Board of Directors, with the exception of the Head Coach which is a paid position.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1: **Structure.** The number of directors of the corporation shall be nine (9) until and unless these bylaws shall be amended. A Board of Directors shall manage the affairs of the NST in accordance with these approved and published bylaws and the rules and regulations of USA Swimming & Oregon Swimming Inc. The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such power of the corporation and do all such lawful acts and things as may be done by a nonprofit corporation. No other persons may collect funds, make contracts, incur expenses or initiate any actions in the name of NST or its insignia/logo without prior written approval of the NST Board of Directors. The Board of Directors shall exercise care that its actions and decisions shall not jeopardize the corporation's nonprofit, tax-exempt status. Board of Director Members shall be active members of NST.

SECTION 2: **Board of Directors Organization.** The Board of Directors shall consist of the following members.

Voting Members:	President Secretary Treasurer Head Coach* Member at Large Position #1 Member at Large Position #2 Member at Large Position #3 Member at Large Position #4 Athlete Representative
Non-Voting Members:	Immediate Past President Immediate Past Treasurer

** The Head Coach should abstain from votes affecting or in direct conflict with their position.*

SECTION 3: Attendance. Board of Directors will attend all meetings and stay informed of club business conducted. After three (3) consecutive absences a year, a Board Director/Member may be removed by the Board of Directors by a majority vote of the Board of Directors.

SECTION 4: Unexpected Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, disqualification, or from any other cause, the vacancy shall be filled without delay. Board members will seek out individuals that are interested and are appropriate for the open position. The appointee shall fill the vacant position until the term of that position is completed.

SECTION 5: Voting. Each Board of Directors position, with the exception of the Immediate Past President and Immediate Past Treasurer, will constitute one (1) vote at any Board of Directors meeting (as long as a quorum is present). A majority vote of the quorum present is required on all official motions. Motions needing an email vote must be approved by a majority. The Immediate Past President and Immediate Past Treasurer will remain on the Board as ex-officio non-voting members. The Head Coach should abstain from votes affecting or in direct conflict with their position.

SECTION 6: Revoking Decisions. Any decision by the Board of Directors may be revoked by the two-thirds (2/3) vote of the general membership, with one vote allowed per family.

SECTION 7: Head Coach Appointment. The Head Coach shall be appointed by the NST Board of Directors and shall serve at their discretion subject to the terms of the Head Coach's employment agreement. No consecutive term limitations will be placed on the Head Coach Position.

SECTION 8: Board of Directors Membership Nomination Procedure. Not less than thirty (30) days prior to the Fall General Membership Meeting each year, the President shall call for new Board of Director Membership Nominations to fill vacant positions. Nominated, qualified candidates will be presented to the Board of Directors for voting. Qualified candidates for Board of Director positions must generally be a parent or legal guardian of a swimmer who is actively participating on the team during the current season. The Board may include up to two (2) additional voting members who are not parents or guardians of active swimmers but have a significant, established connection to the team—such as a retired coach, former team director, or long-serving volunteer. These members shall possess full voting rights and may hold officer positions, including the presidency. Terms for newly elected members to the Board of Directors will begin at the first Board Meeting board meeting of the season. Board of Directors will be selected by the vote of the current Board of Directors. The principal Board Officer Positions (President, Secretary, Treasurer) will be elected by the Board of Directors.

SECTION 9: Term of Office. The term of office for a Board of Director position is 2-years and until his or her successor have been elected. Terms will begin in October (first Board meeting of the season) the Board of Director was elected. Board term ends in October of the third year of Board service; hence a 2-year term.

Each Board Director may serve one (1) 2-year term. Board Directors may not serve consecutive terms. After not serving for one (1) year, a former Board Director may run for Board membership again. If there is no volunteer successor for an opening on the Board, that out-going Board Member may continue for an additional year in one (1) year increments. The term of office for the Athlete Representative Position will be one (1) year. This position will be filled by appointment by the NST Board of Directors. Announcement of the individual filling this position will be done by the head coach.

SECTION 10: Responsibilities

A. The Board of Directors (in accordance with the by-laws) may authorize any Board Officer or agent to contract the name of the club/team on behalf of the NST.

B. The Board of Directors must approve all expenditures on behalf of the NST in accordance with these by-laws.

C. The Board of Directors may NOT incur indebtedness beyond NST income or reserves for any purpose.

D. All Board Members are expected to attend all Board of Director Meetings and General Membership meetings.

SECTION 11: Duties. All newly elected members to the NST Board of Directors are urged to take USA Swimming's Club Leadership & Business Management School 101 Online Course. The course can be found on the following link: https://www.usaswimming.org/coaches-leaders/connect-learn/programs-services/club-leadership-business-management-school/club-leadership-business-management-school.

SECTION 12: Principal Officers. The principal officers of the corporation shall consist of a president, a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person, except the president. The officers shall take care that their actions and decisions shall not jeopardize the nonprofit, tax-exempt status of the corporation.

A. **President** – The president shall be the chief executive officer of the corporation, they shall execute bonds, mortgages, and other contracts except where required by law to be otherwise signed; they shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall call meetings and set agenda of the Board of Directors, general membership and special membership meetings, preside at such meetings, appoint committees from the general membership and the Board, have and maintain signature authority over all club expenses (unless President is in charge of bookkeeping-signature preferences can be removed by the request of

President) and shall represent NST in a manner that is fit for President. The President shall represent NST, assist with NST events and serve on committees as needed. The President must have been with the club for at least two full seasons (1 year) prior to election.

B. **Secretary** – The secretary shall attend all sessions of the Board and record the minutes of all proceedings in a book or electronic file to be kept for that purpose and shall perform like duties for any committee when required. Shall maintain and keep the records of the NST. Develop and distribute minutes of the General Membership and Board meetings to the Board of Directors. The minutes will be reviewed for approval at the following NST Board meeting. Approved minutes will be posted on the NST website. The Secretary shall also act as Volunteer Coordinator for the team, represent NST, assist with NST events and serve on committees as needed

C. **Treasurer** – Shall collect, deposit, and disperse the funds of the swim club as directed by the NST Board of Directors, establish and manage general bank accounts. The Treasurer shall report the financial condition of the NST at the annual Fall General Membership Meeting and at each scheduled NST meeting. The Treasurer shall represent NST, assist with NST events and serve on committees as needed. The Treasurer must have been with the club for at least two full seasons (1 year) prior to election. The treasurer shall have custody of the corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in electronic files belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation, in such depositories as may be designed by the Board of Directors. The records and accounts maintained by the treasurer shall comply with federal and state laws and regulations concerning accounting for non-profit, tax-exempt corporations, and will be such as will protect and maintain the corporation's non-profit, tax-exempt status.

They shall disburse the funds of the corporation when proper to do so, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the Board, or whenever they may require it, an account of all their transactions as treasurer and of the financial condition of the corporation. If required by the Board of Directors, they shall give the corporation a bond in such sum and such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the corporation in case of their death, resignation, retirement, or removal from office, of all books, papers, vouchers, electronic files, money, and other property of whatever kind in their procession or under their control belonging to the corporation.

D. **Members-at-Large** – Shall represent NST, assist with NST events and serve on committees as needed. The members-at-large must have been with the club for at least one full season (1 year) prior to election.

E. **Head Coach** – Shall direct all Newport Swim Team activities in the pool and on deck. The Head Coach will perform additional duties associated with operation of NST as directed by the Board of Directors. The Head Coach shall supervise the coaching staff and receive approval from the Board of Directors for all new hires and pay rate changes. The Head Coach will represent NST as a Club Delegate at all USA/OSI official meetings. The Head Coach's employment agreement shall be maintained and updated by the President in accordance with the specifics outlined within the employment document.

F. **Athlete Representative** – Shall represent the NST athletes, assist with NST events and serve on committees as needed.

G. **Immediate Past President** – Shall assist NST as requested by the Board of Directors and will be permitted to attend all closed session meetings of the Board.

H. **Immediate Past Treasurer** – Shall assist the current Treasurer and the NST as requested by the Board of Directors and will be permitted to attend all closed session meetings of the Board.

SECTION 13: Additional Officers. The Board may elect or appoint such other officers, assistant officers, and agents as it shall deem necessary or desirable, who shall hold their offices for such terms and shall have authority and perform such duties as shall be determined by the Board.

SECTION 14: Compensation. Board positions are volunteer positions. If a salary is requested or necessary, the directors will decide on fixed amount. The Board of Directors shall exercise care in fixing the compensation of officers and agents, so that such compensation does not jeopardize the non-profit status of the corporation.

SECTION 15: Term. The officers of the corporation shall hold office until their successors are chosen and qualify in their stead. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby, by such removal shall be without prejudice to the contract rights, if any, of the person so removed. If the office of any officer becomes vacant for any reason, the vacancy will be filled by the Board of Directors.

SECTION 16: Board Members Personal Email. All Board members will ensure the privacy of any email communication concerning NST business.

SECTION 17: Board of Directors Conflict of Interest. Whenever a director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from the discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the NST to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rational for approval.

SECTION 18: Board Member Code of Conduct. Board Members of NST, commit to each other and to all NST swimmers, coaches and families to act in an honest manner with one another and to make decisions that are in the best interest of the membership of NST. These are the guiding values the Board of Directors will use as to represent the NST.

Respect

We will treat everyone with dignity by being open to one another and by valuing one another.

Integrity

We will embrace and practice a high standard of personal ethics. We demonstrate this through:

- Respecting confidentiality on sensitive or private Board matters, while upholding transparency on public business.
- Standing behind the decisions of the Board regardless of personal opinions.

Communication

We will create an environment that allows for, and encourages, an open and honest exchange of ideas and thoughts. We will listen actively, openly, and objectively.

Accountability

We will be accountable to our members and use the power and responsibility entrusted to us in a wise manner. We demonstrate this through:

- Making decisions that are supported by data and input from key stakeholders
- Being fiscally responsible

Courage

We will accept necessary strategic changes and act on them, even when change is uncomfortable or unpopular.

ARTICLE IV

MEETINGS

SECTION 1: Location and Committees. The meetings of the Board of Directors, regular or special, may be held within or outside the State of Oregon. The Board may appoint or constitute subcommittees, such as an audit committee or budget committee, to perform special functions. Actions of the subcommittees shall be subject to the approval of the full Board. Meetings of the Board of Directors shall be open to all NST membership.

SECTION 2: Timing. Regular Board meetings of the Board may be held upon such notice, or without notice, and at such time and places which shall from time to time be determined by the Board.

SECTION 3: Special Meetings. Except as provided elsewhere in these Bylaws, executive meetings of the Board may be called by the President on one day's notice to each Board Director, either personally, or by mail (email or postal); executive Board meetings are closed to the public. Special Board meetings can be called by either the president or secretary in like manner and on like notice on the written request of two Directors.

SECTION 4: Quorum. A majority of the total number of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors presents at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 5: General Membership Meeting. There shall be at least one (1) meeting of the general membership each year. The Board of Directors shall determine the time and location of each meeting. Written notice stating the day, time, location, and purpose of the meeting shall be given to each member not less than two weeks prior to the meeting.

SECTION 6: **Special Meetings Conducted by Email or Telephonic Conferences.** These special meetings may take place via e-mail or telephonic conference using the process outlined in the NST Policies & Procedures. Each special meeting shall be set in motion to address one issue only. If additional issues need to be addressed, a separate meeting for each issue shall be called.

ARTICLE V

NOTICES – INFORMAL ACTION BY DIRECTORS

SECTION 1: Whenever, under the provisions of Chapter 65, Oregon Revised Statutes, or Articles of Incorporation or these Bylaws, notice is required to be given to any Director, it shall not be construed to mean personal notice, but such notice may be given in writing in mail, addressed to such director, at their address as it appears on the Articles of Incorporation or records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the U.S. mail.

SECTION 2: Whenever any notice is required to be given to any Director under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 3: Any action required by Chapter 65 of the Oregon Revised statutes, or the Articles of Incorporation, or these Bylaws to be taken at a meeting of Directors, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, be signed by all the Directors entitled to vote, with respect to the subject matter thereof.

SECTION 4: Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business to be transacted at, or the purpose of, any meeting of the Board of Directors.

ARTICLE VI

DUES AND FEES

SECTION 1: **Dues and Fees.** The Board of Directors shall determine the amount of dues and fees. Notification of a proposed change in the amount of dues or fees shall be reported to all members. After notification members can provide feedback at a regularly scheduled Board meeting or contact the board via phone or email.

ARTICLE VII

FINANCIAL ADMINISTRATION

SECTION 1: **Fiscal Year.** The fiscal year for NST shall commence on the first day of September of each year. NST taxes are completed for each calendar year.

SECTION 2: **Budget.** The Team Manager shall be appointed by the Board of Directors to prepare a budget for the ensuring fiscal year. The proposed budget shall be presented prior to the beginning of the fiscal year and adopted. The Board of Directors shall have the authority to amend the budget as needed.

SECTION 3: **Financial Instruments.** All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE VIII

AMENDMENTS

SECTION 1: **Amendments.** The Bylaws may be altered, amended, restated, or repealed by the affirmative vote of most of the directors present at a Board meeting.

ARTICLE IX

INDEMNIFICATION

SECTION 1: Except as ORS 65.387(4) or other applicable statues shall otherwise provide, this corporation shall indemnify any Director of this corporation against liability incurred in the proceeding if such individual was made a party to the proceeding because the individual is or was a director, and if the conduct of the individual was in good faith, the individual reasonably believed that their conduct was in the best interest of the corporation, or at least not opposed to its best interest, and, in the case of any criminal proceeding, the individual has no reasonable cause to believe the individual's conduct was unlawful. The foregoing right to indemnification shall be in addition to that right of indemnification provided to ORS 65.394 and ORS 65.401, or otherwise as authorized by law. The corporation shall pay for or reimburse expenses reasonable incurred by a Director who is a party to a proceeding, pursuant to ORS 65.397.

SECTION 2: As provided in ORS 65.407, an officer of the corporation is entitled to mandatory indemnification under ORS 65.394 and to apply for court-ordered indemnification under ORS 65.401. In addition, the corporation shall indemnify and advance expenses with respect to any Officer of the corporation to the same extent as to a Director of the corporation under Section 1 above.

SECTION 3: The corporation, by the discretion of the Board of Directors, shall indemnify and advance expenses to any employee and agent of the corporation, to the same extent as to be a Director.

ARTICLE X

PARLIAMENTARY AUTHORITY

SECTION 1: **Rules of Order.** The rules contained in the latest edition of Roberts Rules of Order Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI

DISSOLUTION

SECTION 1: **Dissolution.** Upon the dissolution of the organization, after paying or adequately providing for the debts or obligations of the organization, the disposition of all remaining proceeds shall be donated to a qualified charitable organization.