

BYLAWS of the BLUE HERON BOOSTER CLUB (BHBC)  
(Revised September 2017)

ARTICLE I: OFFICES

SECTION 1. Principal Address

The principal office of the corporation is located in Island County, State of Washington at PO Box 2481, Oak Harbor, WA 98277.

ARTICLE II: NONPROFIT PURPOSE AND POWERS

SECTION 1. Purposes

The purpose of the Club shall include the following:

- To provide an opportunity for all swimmers eligible for membership to engage in a wholesome, lifesaving, lifetime sport and recreational activity.
- To promote the involvement in swimming programs and provide an opportunity for members to compete in organized swimming competition
- To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits
- To provide opportunities for social, emotional, and educational development and to encourage peer and family participation

SECTION 2. Powers

The powers of the club shall include the following:

- The participation and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interest of the club.
- The publication and distribution of programs, newsletters, and other publications designed to promote activities and affairs of the Club.
- The retaining of such persons, firms, or corporation as may be necessary in order to provide special services to the Club.
- The purchase, sale, and conveyance of real or personal property and the entry into any contracts, lease, or other agreements necessary to properly conduct and administer the affairs of the Club.
- The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its affairs.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1. Number

BHBC shall have a minimum of (4) four officers and collectively they shall be known as the Board of Directors and serve without compensation.

## SECTION 2. Meetings

Special and Regular meetings will be held on at least a monthly basis.

## SECTION 3. Quorum for Meetings

A quorum shall consist of three (3) of the members of the board of directors.

- Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

## SECTION 4. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## SECTION 5. Conduct of Meetings

Meetings of the board of directors shall be presided over by the President of the board, or in his or her absence, the vice-President of the board. The secretary of the board shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

- Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

## SECTION 6. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of BHBC.

## SECTION 7. Indemnification by Corporation of Directors and Officers

The directors of the corporation shall be indemnified by BHBC to the fullest extent permissible under the laws of Washington State.

## SECTION 8. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of BHBC against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## ARTICLE IV: OFFICERS COMPOSING BOARD OF DIRECTORS

### SECTION 1. Designation of Board of Directors/Officers

The officers of BHBC shall be a President, Vice-President, Secretary, and Treasurer. The corporation may also have a chairperson of the board, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

### SECTION 2. Election and Term of Office

- Officers shall be elected by the general members at the annual meeting in July.
- Each Director's or Officer's term of office shall be one year with the option to serve two consecutive years following an affirmative vote by the general members, or if he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first.

### SECTION 3. Removal and Resignation

Any Officer may be removed, either with or without cause, by the general membership majority vote, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors of BHBC. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

### SECTION 4. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled temporarily by appointment by the acting president until such time as the general membership can elect someone to fill the vacancy.

## SECTION 5. Duties of the President

The President shall, subject to the control of the board of directors, supervise and control the affairs of Blue Heron Booster Club (BHBC) and oversee the activities of the officers and ensure that committees and representative positions are staffed and functioning. The president shall be an ex-officio member of all committees. Shall preside at all general membership and board of director meetings. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, bonds, contracts, checks, or other instruments that from time to time may be authorized by the board of directors. The president can and should represent BHBC before community groups or organizations such as Pacific Northwest Swimming or USA Swimming.

## SECTION 6. Duties of the Vice-President

The Vice-President shall act on behalf of, with all the powers of, the President should the President be unable or refuse to fulfill his/her obligations. Shall serve as direct coordinator of meets, congruently with Meet Representative, for meets conducted at the NWAC home pool, John Vanderzicht Memorial Pool, during his/her term of office. Shall coordinate and maintain volunteer participation and fundraising commitment records pertaining to the general membership.

## SECTION 7. Duties of the Secretary

The Secretary shall have Charge of the records, original or in copy, bylaws and seal of the corporation as amended or otherwise altered to date. The Secretary shall 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 of Directors. Shall record and maintain all minutes of all BHBC regular, special and closed Board of Directors and General Membership meetings. Shall conduct the general correspondence of BHBC. Shall, in coordination with the Treasurer and New Membership Representative (if one is currently appointed), maintain a current list of members with email, mailing address and telephone contact information to ensure proper notification of BHBC communications. Shall be responsible for timely sending of notices and calls of meetings, as well as, keeping members informed of decisive actions by the Board of Directors and issues to be brought before the membership. Shall maintain all BHBC Board records and files.

## SECTION 8. Duties of the Treasurer

Shall keep accurate and full accounting of receipts, disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of BHBC in such depositories as the Board may direct. Shall work with the bookkeeper, should one be employed or under contract to BHBC, to maintain

accurate accounting, 501(c)(3) filings and records. Shall render to the Board, upon request, an account of any and all transactions and provide monthly the financial condition of BHBC. Annually, at the September General membership meeting, shall present a financial report verbally and written form for the preceding year. Shall serve as ex-officio member of all standing committees that have control over any funds of BHBC. Shall perform such other duties as are inherent in the office of the Treasurer or as directed by the Board. Shall assist in training and orienting the assistant treasurer.

#### SECTION 9. Duties of the Assistant Treasurer

Shall assist the treasurer in all financial matters pertaining to BHBC and act on behalf of the Treasurer in the Treasurer's absence.

### ARTICLE V: COMMITTEES

#### SECTION 1. Committees

The corporation shall have committees as may from time to time be designated by resolution of the board of directors and general membership. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### ARTICLE VI: EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

#### SECTION 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by one of the other bank account designated signees of BHBC.

#### SECTION 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

#### SECTION 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation. A donor receipt will be distributed to all donors. A copy will also be kept with the financial files.

### ARTICLE VII: CORPORATE RECORDS, REPORTS, AND SEAL

#### SECTION 1. Maintenance of Corporate Records

BHBC shall keep available per request:

- Minutes of all meetings of directors, committees of the board, and of all meetings of the general members,
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- A record of its members, indicating their names and addresses and general contact information;
- A copy of the corporations articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

#### SECTION 2. Director and Member's Inspection Rights

- All board of directors and current members, defined as an active member below, may request access to documents electronically.
- Members have the right to request copies of any documents not containing potential harmful personal information.
- No alterations will be made to these documents.

#### SECTION 3. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the State of Washington or to the members of BHBC, to be so prepared and delivered within the time limits set by law. These documents shall be finalized during the regularly scheduled Board of Director's meeting in the month of July for delivery to the State office in the month of August.

#### SECTION 4. Periodic Reviews

- To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### SECTION 5. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### ARTICLE VIII: IRC 501(c)(3) TAX EXEMPTION PROVISIONS

#### SECTION 1. Limitations on Activities

- No substantial part of the activities of BHBC shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code).
- Notwithstanding any other provisions of these bylaws, BHBC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### SECTION 2. Prohibition Against Private Inurement

No part of the net earnings of BHBC shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of BHBC.

#### SECTION 3. Distribution of Assets

Upon the dissolution of BHBC, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal

Revenue Code or shall be distributed to any local organization that supports swimming activities for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### SECTION 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject BHBC to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### ARTICLE IX: AMENDMENT OF BYLAWS

##### SECTION 1. Amendment

Subject to the power of the members of BHBC to adopt, amend, or repeal the bylaws of BHBC and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of the board of directors.

#### ARTICLE X: CONSTRUCTION AND TERMS

- Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and proportions of these bylaws shall be unaffected by such holding.
- All references in these bylaws to a section of sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### ARTICLE XI: MEMBERSHIP

##### SECTION 1: Membership Structure

- There shall be two classes of membership in the Club: (1) regular members and (2) competitor members. Regular members shall be defined as the parents or legal guardians of youth Competitor Members. Competitor members shall be those swimmers who are members of the Club team from time to time.
- Active membership shall be contingent upon payment of such periodic fees such as USA Swimming and US Masters Swimming registration fees, membership



dues, fund raising obligations, meet entry fees, and any other fees that the Board of Directors may from time to time determine.

- Active membership shall also be contingent upon meeting the volunteer obligations as described in the Swimmer Contract.

## SECTION 2. Fee Structure

Swim group training fees and travel/admin fees will be reviewed annually and brought forth to the membership for approval each July along with annual budget approval for the following fiscal year. The Board of Directors may change the annual dues, and such changes of annual dues shall not be deemed, nor required, an amendment of these bylaws:

## SECTION 3. Membership Roster

The membership detail containing the name, email address, and telephone number of each member will be kept up to date in Team Unify as per current registration documents and not in arrears in current year training fee payment.

## ARTICLE XII: MEETINGS OF MEMBERS

### SECTION 1. Regular Meetings

Regular meetings of members shall be announced via email as soon as a location has been obtained. The goal is to establish a regular time and location but in the interest of cost containment the location will be scheduled as close to the same time as possible on a monthly basis.

### SECTION 2. Special Meetings of Members

Special meetings of the members shall be announced in as timely manner as can be executed.

### SECTION 3. Quorum for Meetings

- A quorum shall consist of at least 51% of BHBC members physically present at the monthly BHBC membership meeting. Of this response a majority will rule.
- Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

### SECTION 4. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in

person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

#### SECTION 5. Conduct of Meetings (Robert's Rules of Order)

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson, or in his or her absence, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

- Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.