

**Amended Bylaws of the Ohio High School Swimming Coaches Association
Effective September 30, 2017**

ARTICLE I

Name

- I. The name of the organization shall be the “Ohio High School Swimming Coaches Association”.

ARTICLE II

Objectives

- I. The objectives of the Association shall be:
- A. To promote harmonious relationships between school administrators and coaches in their respective schools concerning the administration of high school swimming.
 - B. To assist in promoting pure, wholesome, amateur interscholastic swimming in the schools of Ohio.
 - C. To help maintain the highest possible educational, moral, and physical standards for both the coach and the swimmer.
 - D. To work together for the improvement of conditions in Ohio High School swimming, such as: working for necessary rule changes, developing a close relationship with the office of the State Commissioner of Athletics, and providing a clearing house of information for member coaches.
 - E. To endeavor to improve all high school athletics in every phase by understanding the objectives of the various associations and giving our utmost cooperation.
 - F. To have a representative group of coaches to which swimming problems may be referred, with the goal of creating better relationships between schools and between swimming programs within the schools.
 - G. To promote good fellowship and social contacts among coaches.
 - H. To recognize and honor those who made outstanding contributions to the sport of swimming in the state of Ohio.

ARTICLE III

Membership

- I. Active Membership
- A. Active membership shall include only coaches from schools that are members of the Ohio High School Athletic Association and are actively engaged in, or directly associated with, the coaching of swimming and diving, according to the rules of the Ohio High School Athletic Association, have registered for the Association, and whose membership is in good standing.
- II. Honorary Membership
- A. Honorary membership shall include any retired member who has ten or more years in the Association, a retired officer regardless of the years in the Association, or any other person who, in the judgment of the Executive Committee, has contributed to the advancement of swimming in Ohio.
 - B. Honorary members may not serve in any voting position with the exception of Past-President.

III. Application for Membership

- A. Each applicant for active membership shall sign an application indicating his/her desire to become a member of this Association in the manner set by the Association.
- B. Honorary membership to the Association requires a 2/3 vote of the Executive Committee.

IV. Dues

- A. The annual membership fee for active members shall be determined by the Board of Directors.
- B. The dues for honorary members will be waived.

V. Term of Membership

- A. The term of membership will be from June 1st to May 31.

VI. Cancellation/Suspension of Membership

- A. Membership shall be suspended at the end of each term. Suspension shall be lifted with the completion of the membership application and payment of annual dues.
- B. An individual may have his/her membership suspended by 2/3 vote of the Executive Committee. No dues or fees will be refunded to the suspended member.
- C. Any member whose membership has been canceled by the vote of the Executive Committee may appeal directly to the Association for reinstatement at the next, regular annual meeting. The action of the majority of the members present shall be final.

ARTICLE IV

Board of Directors

I. The Association shall have the following positions serve on its Board of Directors:

- A. President
- B. President-Elect
- C. Past President
- D. Secretary
- E. Treasurer
- F. District Representatives
- G. Officiating Chair
- H. Diving Chair
- I. NISCA Chair
- J. Awards Chair
- K. Website Chair

II. Responsibilities

- A. Members of the Board of Directors are responsible for the management of all affairs of the Association.

III. Meetings

- A. The Board of Directors shall have at least two meetings each year, which will be called by the President and the Secretary.
- B. One meeting will be held in the Spring on a date determined by the President and Secretary and announced at least thirty (30) days in advance.

- C. The second meeting, the official annual meeting of the Association, is to be held in the month of September or October in conjunction with the Ohio High School Swimming Coaches Association annual state clinic.

Officers

IV. The Association shall have the following Officers: President, President-Elect, District Representatives, Secretary, and Treasurer.

A. President

- 1. Will assume office at the completion of the annual meeting.
- 2. The term of office shall be for two years.

B. President-Elect

- 1. To be elected at the annual meeting by members of the Association with a majority ballot vote.
- 2. To be eligible for the office, the member must have served at least one year on the Board of Directors.
- 3. The term of the office shall be two years, commencing with the assumption of duties by the new President.

C. District Representatives

- 1. Three representatives will be chosen from each District (at least one from each division) in the state for all those Districts holding a District Meet, as set forth by the Ohio High School Athletic Association.
- 2. To be elected by a majority vote of each district membership, after state competition but before June 1, in the manner determined by the executive committee.
- 3. The term of the office shall be one year.
- 4. The individual must be an active member.
- 5. Must attend both the Fall and Spring meetings or are subject to removal by Board of Directors.

D. Secretary

- 1. To be appointed annually by the President of the Association with the approval of the Board of Directors.
- 2. Must be an active or honorary member.

E. Treasurer

- 1. To be appointed annually by the President of the Association with the approval of the Board of Directors.
- 2. Must be an active or honorary member.

ARTICLE V

Duties of the officers

I. President

- A. To preside as chairman of the Board of Directors and the Executive Committee.

- B. To perform all duties pertaining to the office.
 - C. To appoint a member to fill an unexpired term on the Board of Directors.
- II. President-Elect
- A. To perform all duties of the office as set down by the Board of Directors and the President of the Association.
 - B. To preside as chairman of the Board of Directors or the Executive Committee in the absence of the President.
 - C. See to it that the Wirthwein and Coach of the Year plaques are updated.
 - D. Must designate a coordinator for State Meet Presenters for each Division.
 - E. Must determine ballots for election of District Representatives.
- III. District Representatives
- A. To call and preside at one annual meeting (or more) of the membership in each respective District.
 - B. To perform all duties as set down by the President and the Executive Committee of the Association.
 - C. To be selected by vote of the members of the respective Districts.
- IV. Secretary
- A. To take minutes of the meetings, including the Annual Meeting of Members and any Board of Directors meeting, and distribute as needed.
- V. Treasurer
- A. Keep the financial records of the organization in order with accepted accounting procedures.
 - B. Disburse monies as needed to fulfill the obligations of the organization.
 - C. Prepare an annual budget for approval at the Fall Meeting.
 - D. Prepare, or cause to be prepared, necessary tax filings.

ARTICLE VI

Executive Committee

- I. Members
- A. The members of the Executive Committee shall be the President, President-Elect, Secretary, Treasurer, and Past President.
- II. Responsibilities
- A. Members of the Executive Committee shall be responsible for the management of all affairs of the Association for the Board of Directors and OHSSCA between meetings of the Board and the Annual Meeting of the OHSSCA Membership
- IV. Meetings
- A. Meetings of the Executive Committee shall be held at any time or place when called by the President or three (3) members of the Committee with a minimum three (3) days notice required
 - B. A quorum of the Executive Committee shall consist of three (3) members of the Committee

- C. At the next meeting of the Board of Directors, the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission

ARTICLE VII

Committees

- I. The President shall have the power to appoint any necessary committees.

ARTICLE VIII

Amendments

- I. Any proposed amendments to the bylaws shall be submitted in writing, to a member of the Board of Directors at least one month prior to any regular or called meeting of the Board of Directors.
- II. The proposed amendment to the bylaws, together with the opinion of the Board of Directors, shall be read at a regular meeting of the Association. A 2/3 majority of the members present shall be necessary for the adoption of the amendment to the bylaws.
- III. No amendment to the Bylaws can be changed for a period of two years following its adoption.

ARTICLE IX

Resolutions

- I. All resolutions or changes to the policies and procedures must be submitted, in writing, to a member of the Executive Committee and can only be introduced to the floor by a member of the Board of Directors.
- II. Resolutions or changes to the policies and procedures shall be adopted by a majority vote of the Association members present at the annual meeting.

ARTICLE X

Organization and Dissolution

- I. NON-PROFIT AND CHARITABLE PURPOSES – The Association is organized exclusively for charitable and educational purposes and for the purpose of fostering amateur sports competition within the meaning of section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these Bylaws, the Association shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of the Association or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
- II. DEDICATION OF ASSETS, ETC - The revenues, properties and assets of the OHSSCZ are irrevocably dedicated to the purposes set forth in these Bylaws. No part of the net earnings, properties or assets of the Association shall inure to the benefit of any private person or any member, officer or director.
- III. DISSOLUTION – The Association may be dissolved only upon a two-thirds majority vote of all the voting members of the Executive Committee. Upon dissolution, the net assets of the Association shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director, but shall be distributed to the OHSAA, to be used exclusively for educational or charitable purposes. If the OHSAA is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of the Association shall be

distributed to a corporation or other organization meeting those criteria and designated by the Executive Committee at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE XI

Indemnification

- I. INDEMNITY – The Association shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Association, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to the Association specified in these Bylaws and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. The Association may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- II. EXCLUSION - The indemnification provided by this Article XI, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
- III. INDEMNIFIED PERSONS - As used in this Article XI, "Indemnified Person" shall mean any person who is or was an Executive Committee Member, committee chair or member, coordinator, volunteer, employee or agent of the Association, or is or was serving at the direct request of the Association as a director, officer, Group Member Representative, committee chair or member, coordinator, volunteer, employee or agent of another person or entity involved with the Association.
- IV. EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by the Association or its insurer in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to the Association's obligation to indemnify, the Association may require an undertaking from the Indemnified Person obliging him to repay such sums if it is subsequently determined that an exclusion is applicable. This indemnification shall not be deemed to limit the right of the Association to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.
- V. SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

ARTICLE XII

Parliamentary Authority

- I. ROBERT'S RULES - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern the Association and any of its constituent or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order the Association or its divisions, committees, etc., may adopt or as set forth in the next paragraph.
- II. VOICE AND VOTE - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.

ARTICLE XIII

Miscellaneous

- I. EFFECT OF STATE LAW CHANGES SEVERABILITY - If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State of Ohio become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- II. FISCAL YEAR- The fiscal year of the Association shall correspond to the calendar year.
- III. TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that the Association shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that the Association shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.