

LRR STINGRAYS SWIM TEAM
BY-LAWS
Rev 4

As amended December 9, 2018

Article I -Purpose of these By-Laws

The purpose of the LRR Stingrays Swim Team (Stingrays) By-Laws is to establish the Stingrays' mission, provide organizational structure, establish membership and general responsibilities for the Stingrays Board of Directors (BOD), and to provide general guidance on how to conduct Stingrays' and BOD business. Additionally, procedures for making changes to these By-Laws are established.

Article II – Mission of the LRR Stingrays Swim Team

The Little Rocky Run Stingrays are an inclusive, community-based swim team. Our philosophy is to foster a love for swimming to every member of the team, no matter their ability, and offer opportunities during the summer swim season for personal development and success.

We participate in the Northern Virginia Swimming League (NVSL) and Western Fairfax Developmental (WFDL) Leagues. We help each of our swimmers achieve their fullest potential by offering knowledgeable and skilled coaching and encouraging strong family involvement and support.

Our goal is to instill in our swimmers the principles of hard work, good sportsmanship and team unity. We pride ourselves in promoting a courteous, enthusiastic and supportive environment at all times as we represent ourselves and our community.

We provide a safe and fun environment that encourages each of our swimmers to do their best. We promote good citizenship by recognizing individual achievements and contributions to our team both in and out of the water.

Article III – Definitions

As used in these by-laws, the following definitions shall apply:

Majority – a simple majority of the votes cast. For the purposes of these definitions, abstentions are not counted as part of the number of votes cast.

Supermajority – a two-thirds vote of the total votes cast.

Absolute Supermajority – a two-thirds vote of the entire BOD, regardless of the actual number present and voting.

Unanimous – the total of all votes cast, with no dissenting votes.

For the purposes of these definitions, abstentions are not counted as part of the number of votes cast.

Article IV - Membership

Section 1: Membership. Membership is required by all participants. A registered swimmer on the Stingrays shall be referred to as a “member.” The member’s parent(s)/guardian(s) shall be referred to as a “parent member.” Together a member, any sibling members, and the parent members shall be collectively referred to as a “general member.” There shall be one vote per general member regardless of the numbers of swimmers in that family.

Section 2: Swim Team Membership. Any resident or homeowner of Little Rocky Run, who is of an age eligible to compete in the NVSL, and who possesses a valid pool pass, shall be eligible for membership on the Stingrays swim team upon payment of fees as assessed by the Stingrays BOD (see Article V). All swim team members shall have a valid Stingrays registration on file with the Stingrays BOD.

Section 3: Obligations. Stingrays swimmers and their parents agree to abide by the rules, policies and procedures established by these By-Laws, the Stingrays BOD, and the coaches. Additionally, all swim families are required to volunteer to support multiple swim team activities. Failure to volunteer will jeopardize swimmer(s) membership and the ability of the Stingrays to continue to function as a member of the Northern Virginia Swim League (NVSL).

Article V - Board of Directors (BOD)

Section 1: Members. The voting members of the BOD shall be comprised of those members elected by the general membership. All BOD members must be a parent member in good standing. To avoid any potential conflicts of interest, no one serving on the BOD may serve on the LRR HOA Board of Trustees. Only one member from a swimmer's family may serve on the BOD. The BOD shall include the following officers: Team Representative, Assistant Team Representative, Treasurer, Secretary, Table Workers Director, Concessions Director, Officials Director, Data Director, Volunteer Director.

Section 2: Nomination and Election of BOD Members. The nomination and voting process shall be administered by the current BOD. The general membership shall elect the new Stingrays BOD by Majority vote. The vote shall be done online and will occur the week before the last NVSL meet. The Board will inform the General Membership of when online voting will be open at least two-weeks before voting opens. In the event the voting date is changed, at least two weeks' notice will be provided to the general membership of the new date.

Nominations for BOD positions may be made by any member in good standing for any member in good standing provided the nominee consents; self-nomination is permitted. The BOD shall send out a reminder that nominations can be submitted to the BOD@LRRStingrays.com in the last two weeks of the season. In the event a member is nominated for more than one position, the member shall identify the position that he or she wishes to run for. Members may not run for more than one BOD position in any election cycle. Officers shall be elected by an online ballot. The member with the most votes for each position up for election shall be considered the winner. In the case of a tie vote, the current BOD will hold a vote to select a winner.

Nominations shall be made to specific open positions on the BOD. Elections shall be held annually; however, only a portion of the BOD will be elected each year. The Team Representative, Treasurer, Officials Director and Concessions Director shall be elected in even numbered years. The Assistant Team Representative, Data Director, Secretary, Volunteer Director and Table Workers Director shall be elected in odd numbered years.

The results of the vote will be announced at the year-end banquet and the new Board members will begin to fulfill their roles following the banquet.

Section 3: Term of Office. BOD terms of office shall be for two years, with the specific exception noted in this section. Any BOD member may be removed with or without cause by an absolute Supermajority vote of the BOD. BOD members may resign by providing written notice to the Stingrays Team Representative one month in advance of their effective resignation date. Vacancies will be filled by persons selected by Majority vote of the remaining BOD until a replacement can be elected by the general membership at the next scheduled election. If there is one year remaining on the regular term for that position, then the election shall be for the remaining year of that term. In all other cases, the election shall be for a two-year term.

A special meeting of the general membership is not required to fill vacancies as long as at least a quorum of the elected members remain on the BOD. If and when less than a quorum of elected members of the BOD remain in office, the BOD must order a special meeting be held within 30 calendar days and the BOD shall have no further authority to act until said vacancies have been filled by the general membership.

Section 4: Board of Directors. The Stingrays BOD will be comprised of nine voting members as follows: Team Representative, Assistant Team Representative, Treasurer, Secretary, Table Workers Director, Concessions Director, Officials Director, Data Director, Volunteer Director. The Registrar will work under the direction of the Treasurer, but is not a member of the Board of Directors.

A. TEAM REPRESENTATIVE - This person serves as the LRR Team Representative to the Division and NVSL, acts as primary liaison between Swim Team Board and coaches, serves as coordinator for all NVSL meets, chairs all meetings of the Swim Team Board, and coordinates activities of all other committees. The Team Representative shall be the official representative of the Stingrays to the NVSL and shall have voting authority of the Stingrays at meetings of the NVSL. The NVSL Representative shall be responsible for attending all NVSL meetings and advising the Stingrays BOD as to the agenda items discussed, any votes taken, and the Stingrays position on said items. In conjunction with the Assistant Team Representative, the Team Representative shall supervise who has access to the team website and shall oversee the maintenance of the website. The Team Representative shall bear in mind that certain issues should be determined by the BOD and seek tabling of any vote by the NVSL when it appears circumstances so warrant. The Team Representative shall, in conjunction with the Assistant Team Representative, serve as the Stingrays liaison with the LRR HOA, including drafting annual revisions to the Use Agreement and communicating other material

items when necessary. The Team Rep shall maintain a detailed Turnover Binder to maintain integrity of the position over time.

B. ASSISTANT TEAM REPRESENTATIVE- The Assistant Team

Representative assists the Team Representative as necessary. The Assistant Team Rep shall act in lieu of the Team Rep in his or her absence. This position is the Team Representative for the current Monday Night League. Other duties include registering swimmers for Monday Meets based on current team rules, recruits meet workers as required and serving as the Monday Meet Manager. The Assistant Team Representative shall also serve as the Tuesday Time Trial Manager. The Assistant Team Representative shall, in conjunction with the Team Representative, serve as the Stingrays liaison with the LRR HOA, including drafting annual revisions to the Use Agreement and communicating other material items when necessary. In conjunction with the Team Representative, the Assistant Team Representative shall supervise who has access to the team website and shall oversee the maintenance of the website. The Assistant Team Representative shall maintain a detailed Turnover Binder in order to maintain integrity of the position over time.

C. TREASURER. The Treasurer shall have primary custody of and maintain detailed records of the Stingrays bank account and all Stingrays related financial transactions, unless otherwise determined by the BOD. The Treasurer shall inform the BOD of total receipts, specific expenditures, and remaining balances at each regular meeting of the BOD. The Treasurer shall maintain a Reconciliation Detailed Report and a Profit and Loss Statement. The Treasurer shall be responsible for all payroll expenditures as scheduled by the current BOD. The Treasurer shall maintain all required tax records and ensure reports are submitted to appropriate government agencies in a timely manner. The Treasurer shall deposit all Stingrays funds, which the Treasurer receives, in such bank accounts as the BOD designates as soon as possible. The Treasurer shall pay out moneys as business may require upon the order of the BOD with proper vouchers to justify the expense. Expenses shall be paid by check only. The Treasurer shall supervise the Registrar, who will administer and maintain the swim team roster (as well as any other duties as directed by the Treasurer). Expenses will not be paid from cash on hand. The BOD may delegate any duties of the Treasurer. The outgoing Treasurer shall account to the incoming Treasurer for all financial books, records, and accounts within 60 days of the election of the new Treasurer. The Treasurer shall submit a written report of the account balances at the regular BOD meetings, including receipts and expenditures since the last report. Stingrays' funds cannot be obligated nor payments made from the Stingrays account unless approved by the Stingrays BOD in advance; either by approval of the annual budget or via

special vote for non-budgeted, emerging requirements. The Treasurer shall maintain a detailed Stingrays Treasurer's Turnover Binder consisting of the reports mentioned above and any additional information as deemed appropriate by the Treasurer and or BOD to maintain integrity of the position over time. The Treasurer will also serve as the Registered Agent for the LRR Stingrays Swim Team. After the election of the Treasurer, the Treasurer if different from the preceding year shall notify the Virginia State Corporation Commission that they are now serving as the Registered Agent. Prior to the notification, the past Treasurer shall continue to serve as the Registered Agent.

D. SECRETARY. The Secretary shall make and keep minutes of all meetings of the BOD and the general membership using an approved standardized format and the following process. A draft of the minutes shall be distributed to the Stingrays BOD within one week of the meeting. The BOD shall review these minutes in advance of the next meeting. During the ensuing meeting, the previous meetings minutes will be adjusted as required and approved by Majority vote. The approved minutes will then be distributed to the Stingrays BOD within one week of approval and shall be available to any member of the community on the LRR website. The Secretary shall maintain a comprehensive record of all documentation generated by the BOD or used by the BOD. The Secretary shall maintain a detailed Stingrays Secretary Turnover Binder in order to maintain integrity of the position over time. The Secretary shall perform other duties as delegated by the BOD or the Team Representative.

E. TABLE WORKERS DIRECTOR. The Table Workers Director prepares, maintains, and disseminates all official competition records of the team, prepares supplies for NVSL meet table workers, and recruits and trains meet table workers. The Table Workers Director is also responsible for organizing ribbons and supplies for each meet. The Table Workers Director shall maintain a detailed Stingrays Turnover Binder in order to maintain integrity of the position over time.

F. CONCESSIONS DIRECTOR. The Concessions Director oversees concession operations at all home meets and special events. The Concessions Director ensures that food and supplies are purchased, inventoried and displayed. The Concessions Director is accountable to the treasurer for money collected and spent and maintains records of food and supplies used. The Concessions Director shall maintain all necessary certifications, as required by Fairfax County. The Concessions Director shall maintain a detailed Stingrays Turnover Binder to maintain integrity of the position over time.

G. OFFICIALS DIRECTOR. The Officials Director coordinates officials for all swim meets and ensures that all officials are properly trained. The Officials Director also assigns a chief timer for each meet. The Officials Director shall maintain a detailed Stingrays Turnover Binder to maintain integrity of the position over time.

H. DATA DIRECTOR. The Data Director shall maintain a list of all participating Stingrays members with name, address, telephone number, email address, and names and ages of swimmers. The Data Director is also responsible for maintaining all recorded times. The Data Director shall maintain a detailed Stingrays Turnover Binder to maintain integrity of the position over time.

I. VOLUNTEER DIRECTOR. The Volunteer Director is responsible for recruiting all volunteers for every swim meet, special event and team activity. The Volunteer Director recruits special events coordinators, is accountable to the treasurer for money collected and spent, and keeps a file of special events activities. The Volunteer Director shall maintain a detailed Stingrays Turnover Binder in order to maintain integrity of the position over time.

Section 5: Committees. Committees will be established by and under the direction of the BOD in accordance with Article VII herein. The BOD may establish other committees as it deems necessary for the conduct and management of the Stingrays. The BOD will determine the committee chairperson of all committees. Only one member of each Stingrays family may serve on any given board. Family members of BOD members may serve on committees subject to the restriction on only one Stingrays family member per committee.

Section 6: Oversight of the Stingrays BOD. The Stingrays BOD will comply with all applicable procedures and policies specified by the LRR HOA. The LRR Stingrays Swim Team agrees to abide by the terms and policies as delineated in the LRR Homeowner's Association User's Agreement.

Section 7: Duties and Authority of the Stingrays BOD. The Stingrays BOD shall manage the affairs of the Stingrays Swim Team. The BOD shall have the authority to do all things necessary for the safe, efficient and effective operation, management, and advancement of the Stingrays to include but not limited to expending Stingrays funds as it deems appropriate, so long as no funds are to be expended for any purpose that would be inconsistent with the LRR Stingrays Swim Team's 501(c)(3) status, including but not limited to the LRR Stingrays Swim Team will not own or provide athletic facilities or equipment.

Section 8: Stingrays Meetings. Every reasonable effort will be made to announce and advertise Stingrays meetings well in advance of the meeting date. All meetings of the Stingrays will be monitored by the Assistant Team Representative who will function as the Parliamentarian. The acting Parliamentarian will use *Robert's Rules of Order* as a guide to conduct all meetings in an organized fashion. Every reasonable effort shall be made to construct a detailed agenda at least one week prior to all meetings and then to follow that agenda to the greatest extent possible. This will provide focus and assure the effectiveness, productivity and efficiency of Stingrays meetings. The Stingrays BOD plans and executes three types of meetings.

A. Regular BOD. Regular BOD meetings are monthly meetings of the Stingrays BOD scheduled on the Stingrays Calendar. These meetings are open to all Stingrays members. The BOD may elect to shift from a Regular forum to an Executive forum during a Regular BOD meeting if the content of the discussion warrants or if the participation by any person present becomes disruptive to the meeting.

B. Executive BOD. Executive BOD meetings will be conducted at the Team Representative's discretion. These meetings are considered closed to all but voting members of the BOD and their invited guests. Executive meetings are conducted when sensitive information needs to be discussed. The BOD may elect to shift from a regular forum to an executive forum during a Regular BOD meeting if the content of the discussion warrants. A public motion must be made to go into Executive Session. In this case all non-voting members of the BOD may be required to leave. If a BOD member is the subject of sensitive discussions, then the Majority of the remaining BOD may require that BOD member to leave the Executive session. Any decisions/votes related to the Executive Session shall then be voted on in regular session with general membership presence.

C. Special BOD. Special BOD meetings will be conducted at the Team Representative's discretion and may be declared either Executive or Regular in nature. These meetings are typically short notice meetings not previously scheduled on the Stingrays Calendar. Special meetings shall be held as determined necessary by the Team Representative or a Majority of the voting members of the BOD. Reasonable effort must be made to provide telephonic, electronic, hard copy, or in-person notice to members at least 24 hours prior to any special meetings.

Section 9: Notice. Notice of the Stingrays general membership meetings shall be made no later than one month in advance of the meeting date using advertising medium determined by the Stingrays BOD to be the best practical means of notification. Notices will be published in the *News on the Run*, and during the season in the Stingrays Newsletter.

Section 10: Quorum and Voting. A quorum shall consist of a Majority of the elected members of the Stingrays BOD. A quorum is required in order for the BOD to vote on issues and make decisions affecting the Stingrays. Once quorum has been established, a Majority vote of those present shall be sufficient for all purposes, except as otherwise specified herein. In the event of a tie, the Team Representative's vote shall be the deciding factor; if the Team Representative is not present then the vote/decision must be deferred. Meetings attended by less than a quorum can discuss issues and exchange general information necessary for the continued operation of the Stingrays. Scheduled meetings of the BOD that consist of less than a quorum must also be documented by minutes.

Article VI – Head Coach

Except for general supervision through the BOD, the Head Coach shall have full direction of the swimming program without outside interference. This authority will extend to all swim practice and meet activities, including the right to establish and enforce rules he/she deems necessary and appropriate. Any complaints by the Members about coaching shall be presented in writing to the Team Representative or Assistant Team Representative, who will then take the complaint to the BOD as specified in Article IX, Section 3.

Article VII - Required Committees

Section 1: Coach Selection/Hiring Committee. The coach selection committee shall be comprised of BOD-appointed members and chaired by the Team Representative. A coach may only be elected by a BOD for the season over which it presides. The duties of the committee will include advertising and collecting resumes of candidates, interviewing candidates and presenting recommendations to the Stingrays BOD. The BOD will vote by secret ballot. A Majority vote shall be required to select the coach; a tie vote shall require re-balloting. Should the newly elected BOD wish to offer a contract to the head coach from the previous swim season for the subsequent season, they may do so with an Absolute Supermajority vote. Upon selection, the Hiring Committee will commence negotiations with the

prospective coach, the final terms of the employment contract to be approved by a Majority vote of the BOD. The coaching contract shall be for a single summer swim season.

Article VIII – Budget

The Stingrays will pay for all operational expenses using Stingrays funds unless LRR HOA funds are approved by the HOA and given to the Stingrays. The Stingrays BOD shall develop a budget for the financial operation of the Stingrays by December 1 of each year. The Treasurer shall maintain a progressive comparison between the original budget submission and actual financial developments. The Treasurer shall provide the Stingrays BOD financial updates on a monthly basis. These updates shall be formally approved (or adjusted) by the Stingrays BOD. Under no circumstances will a decision by the BOD be made to expend funds not planned in the approved Stingrays Yearly Budget or otherwise pre-approved by the BOD, unless the Treasurer has calculated and briefed the financial impact of the desired expenditure to the BOD.

Article IX: Rules of Behavior and Grievance Procedures

Section 1: General Behavior: It shall be considered improper and inconsistent with honorable and dignified behavior for any member of the BOD, member or parent member:

- A. To conduct her/himself in an unsportsmanlike manner on or near any team activity.
- B. To use obscene or abusive language during any team activity.
- C. To conduct her/himself in any manner that can be considered detrimental to the best interests of the team.

Section 2: Violations: Any member or parent member violating any of the above rules of ethics or intentionally disregarding any of these bylaws may be subject to disciplinary action as determined by the BOD, up to and including suspension or expulsion from the Stingrays.

Section 3: Grievances: Any grievance concerning the team or any person associated with the team shall be directed in writing to the Team Representative or Assistant Team Representative, to be considered by a quorum of the BOD at the next Executive BOD meeting (See Article IV, Section 8B).

Article X – User Agreement

The BOD shall have the authority to enter into a User Agreement with the LRR HOA for use of pools, storage capacity, and other physical assets and other services. Such User Agreement shall be executed prior to the commencement of each swim season.

Article XI - Indemnification

Each person who is or was a Chair or member of the BOD or its appointed Committees (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the Stingrays to the full extent permitted by the Nonprofit Corporation Law of the Commonwealth of Virginia against any liability, cost, or expense incurred in the capacity as Chair or member of the BOD or its appointed Committee(s) arising out of acts pursuant to the duties as Chair or a member of the BOD or appointed Committee, including serving at the request of the BOD as a chair, member of the Board of Directors or agent of another corporation.

Article XII - Prohibition Against Sharing in Corporate Earnings and Dissolution

No BOD, officer, Member or person connected with the LRR Stingrays Swim Team, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in furtherance of any of its purposes as shall be fixed by the BOD. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All of the BOD of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hand of the BOD shall be distributed, transferred, conveyed, delivered, and paid over to such other institutions (i) which are organized and operated for purposes substantially similar to those of the Corporation, and (ii) which qualify as exempt organizations under 501(c)(3) of the Code and upon such terms and conditions and in such amounts and proportions as the BOD may impose and determine, to be used by such institutions receiving the same for such similar or kindred purposes as are set forth in the Certificate of Incorporation and any and all amendments thereto.

Article XIII - Amendment

The power to alter, amend, or repeal these By-Laws or adopt new By-Laws shall be vested in the Stingrays BOD, if approved by an Absolute Supermajority vote, at any regular or special meeting. All proposed changes to the By-Laws must be provided to Stingrays BOD membership for consideration at a regular or special BOD meeting, at which time the BOD shall vote to either accept some or all of the amendments for consideration, or shall vote to reject the proposed amendments.

If an Absolute Supermajority vote is not achieved, the decision to accept or reject the proposed amendments for consideration shall be based on a simple majority vote of the General Membership. Any proposed changes to the by-laws accepted for consideration by the BOD shall be provided to the general membership at least two weeks prior to the meeting during which the changes will be voted on for incorporation into the by-laws to provide sufficient time for general membership review and comment. The date, time and location for the meeting for consideration of the amendments shall also be announced at least two weeks in advance.

Once changes to the By-Laws are approved by either of the foregoing methods, the Secretary shall coordinate a rewrite of the By-Laws with approved changes incorporated. The new By-Laws will be signed by all Stingrays BOD members. A signed copy of the By-Laws will be distributed to each BOD member. The Secretary will maintain the original copy of the signed By-Laws. A signed copy shall be available to the General Membership in pdf on the LRR website.

No amendment, alteration or repeal of these By-Laws shall be affected which would result in the denial of tax-exempt status as a public charity under Section 501(c)(3) of the Code and regulations thereunder.

These By-Laws as amended are hereby approved by all members of the Stingrays BOD as of _____(date).

Team Representative, Kristen Elder and Eileen Goff:

Kristen Elder Date January 7, 2019

Eileen Goff Date Jan 7, 2019

Assistant Team Representative, Holly Patrick and Stacey Robinette:

Holly Patrick Date Jan 7, 2019

Stacey Robinette Date January 7, 2019

Secretary, Chip McIntyre:

Chip McIntyre Date Jan 7, 2019

Treasurer, Jamie Thomas:

Jamie Thomas Date Jan 7, 2019

Concessions Director, Suzanne Whaley:

Suzanne Whaley Date Jan 7, 2019

Officials Director, Richard Anderson:

Richard Anderson Date 07 JAN 19

Data Director, Paul Lerke:

Paul W. Lerke Date 1/7/2019

Table Workers Director, Kristin Parrott:

Kristin Parrott Date 1/7/2019

Volunteer Director, Rene Law:

Rene Law Date 1/7/2019