

Constitution and By-Laws of the Pennridge Aquatic Club

CONSTITUTION

ARTICLE I: **NAME**

Section 1: The name of this organization shall be the PENNRIDGE AQUATIC CLUB (PAC).

Section 2: The principal office of PAC shall be located in Perkasio, Pennsylvania with a mailing address of PO Box 172, Perkasio PA 18944.

ARTICLE II: **AFFILIATION**

Section 1: PAC may from time to time be affiliated directly with the Suburban Aquatic League; BuxMont Swim League; USA Swimming and other state and/or national aquatic programs, which might be deemed appropriate for our boys and girls.

ARTICLE III: **PURPOSE**

Section 1: It shall be dedicated purpose of PAC to:

- Provide an opportunity for all children eligible for membership to engage in a healthy, lifesaving, lifetime sport, and recreational activity.
- Promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits.
- Provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and,
- Promote the involvement in age-group programs and provide an opportunity for members to compete in organized swimming and diving competitions (and other organized aquatic competitions).

ARTICLE IV: **MEMBERSHIP**

Section 1: Any person of good character who is willing to participate and further the purpose of PAC may be a member.

ARTICLE V: **GOVERNMENT**

Section 1: The government of PAC shall be vested in a Board of Directors from both Summer and Winter divisional board members;

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President, Vice President, and Secretary. Summer division will consist of President, Vice President, Treasurer, Secretary, and one (1) League Rep. Winter division will consist of President, Vice President, Treasurer, Secretary, two(2) League Swim Reps and one (1) League Dive Rep. In the event the divisional boards do not have a League Rep, League Rep can be a Trustee voted in by the PAC Membership.

Section 2: The officers of the Board of Directors will be elected in the manner prescribed by the By-Laws and shall hold office until their successors are duly elected.

Section 3: The term of office for Summer and Winter divisional boards shall be up to three (3) years. Officers may not serve more than two (2) consecutive full terms.

ARTICLE VI: **DISSOLUTION**

Section 1: Upon dissolution of PAC, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or state or local government, for public purpose, PAC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) 3 of the Internal Revenue Code (or the corresponding section of any future federal tax code). No part of the net earnings of PAC shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that PAC shall be authorized and have power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) 3 purposes. No substantial part of the activities of PAC shall be carrying on of propaganda, or otherwise attempting to influence legislation, and PAC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, PAC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt

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from federal income tax under Section 501 (c) 3 of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c) 2 of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE VII: **AMENDMENTS**

Section 1: This constitution may be amended by two-thirds (2/3) vote of the voting eligible Board of Directors present at any regular or special meeting to provide a two (2) week notice to the general Board of Directors

BY-LAWS

ARTICLE I: **MEMBERSHIP**

Section 1: Membership in PAC shall be as provided in the Constitution.

Section 2: Dues shall be set at the beginning of each fiscal year and payable on registration days.

ARTICLE II: **GOVERNMENT**

Section 1A: The government of PAC shall be as provided in the Constitution with the following members as the Board of Directors, each of whom shall have one (1) vote. BOD and each Division will have an odd number of votes.

President of Summer Division

President of Winter Division

Vice-President of Summer Division

Vice-President of Winter Division

Secretary of Summer Division

Secretary of Winter Division

Each Division will have the following board member position, each of who shall have one (1) vote.

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President (Summer and Winter)

Vice President (Summer and Winter)

Secretary (Summer and Winter)

Treasurer (Summer and Winter)

League Rep of Summer Division

League Rep of Boys and Girls Winter Divisions

League Rep of Dive Winter Divisions

Section 1B: A Chairman of the Board is to be elected from within this group of divisional officers by a vote of the Board. A split decision is decided by a vote of the PAC membership. This position of Chairman of the Board will be held by the President of the Summer Division for two (2) years beginning January 2016, followed by the President of the Winter division for two (2) years.

Section 2: The Board of Directors shall manage PAC and shall have control of the assets subject to the will of the membership. No expenditures, financial commitments or obligations shall be made without the approval of the majority of the Board of Directors except as expressly set forth herein.

Section 3: A vacancy in any office shall be filled following the recommendations of the VP and Secretary of each division (if one position is vacant, President fills in) by a vote of the Board of Directors.

Section 4: A director of this Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take action, unless the director has breached or failed to perform the duties of his office under Section 8363 of the Director's Liability Act of the Commonwealth of Pennsylvania (relating to standard of care and justifiable reliance) and the breach or failure constitutes self-dealing, willful misconduct or recklessness. This provision shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for payment of taxes pursuant to local, State, or Federal Law.

Section 5: The PAC organization is comprised of multiple divisions, each responsible for their own day to day operations and

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expenditures. Each division is subject to PAC by-laws.

ARTICLE III: **ELECTIONS**

Section 1: Summer Division: Not later than the last Board meeting in July, the Summer President shall appoint a nominating committee of not less than three (3) members.

Winter Division: Not later than the last Board meeting in February, the Summer President shall appoint a nominating committee of not less than three (3) members.

Section 2: The Nominating Committees shall submit in writing its recommendations at the board meetings described in Article III, Section 1.

Section 3: Additional names may be nominated from the floor at the time of balloting at the season-ending member meeting for each division.

Section 4: Summer Division: Elections shall take place at the year-end meeting in August, and all officers shall assume their elected offices as of September 1st and remain in that office until August 31 of the following year.

Winter Division: Elections shall take place at the year-end meeting in February, and all officers shall assume their elected offices as of March 1st and remain in that office until the end of February of the following year.

Section 5: Each candidate must be elected by a majority vote by ballot.

ARTICLE IV: **MEETINGS**

Section 1A: PAC Board of Executive Directors shall have at least two (2) scheduled meetings a year as during the months of March and August. Any Executive member may call for additional meetings during the year if needed.

Section 1B: Specific consideration

March - Budget

August - Insurance

Section 2: A quorum for all meetings shall consist of 2/3 voting eligible PAC board members.

ARTICLE V: **RULES OF ORDER**

Section 1: Robert's Rules of Order shall govern all proceedings of all

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meetings except as provided in these By-Laws.

ARTICLE VI: REMOVAL FROM OFFICE

Section 1: Any officer or director may be removed from office as a result of failure to fulfill the duties of his/her office or for conduct detrimental to the best interest of PAC.

Section 2: Removal Procedures:

- A. A petition stating the charge must be filed with the Secretary and signed by a majority of the Board or twenty-five percent (25%) of the active membership.
- B. Said officer or director shall be permitted written notice of the charge five (5) days before the question is to be placed on the agenda.
- C. The petitioners shall present their case first, the officer or director second. A two-thirds (2/3) vote of the Board of Directors shall be necessary for removal.
- D. Should the charged officer be the Secretary, the Treasurer shall receive and distribute the petition. Should the charged officer be the President, the Vice-President shall preside during the proceedings.

ARTICLE VII: FINANCES

Section 1: The funds of each division within the PAC organization shall be deposited with any approved insured institution.

Section 2: Disbursement of funds shall be made through each division's checking account and a minimum of two (2) signatures is required for any disbursement over 750.00, excluding salary payments. Receipts shall accompany all transactions.

Section 3: Each division is responsible for submitting and maintaining its own budget and financial records. All division budgets and financial records will be consolidated for tax filing purposes. A qualified CPA must be held on retainer and have access to both division accounting records.

Section 4: The Officers or any other individuals who have access to PAC funds shall be covered by a blanket position bond in the amount of Thirty Thousand Dollars (\$30,000.00).

Section 5: The fiscal year shall begin the first day of April and end with the last day of March of the following year.

ARTICLE VIII: DUTIES OF THE BOARD OF DIRECTORS

Section 1: The duties of CHAIRMAN OF THE BOARD shall be as follows:

- A. Work within both Divisions as a leader for bi-annual

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Board meetings of both Divisions.

B. Oversee and organize PAC Finances for tax filing preparation.

C. Manage Insurance responsibilities/details.

D. Manage background checks, clearances, and coaching related certificates.

Section 2: The duties of the DIVISIONAL PRESIDENTS shall be as follows:

A. Attend required board meetings

B. Supervise the affairs and activities of PAC

C. Represent PAC within the community.

D. Have the divisional budgets prepared for review in a timely fashion.

E. May appoint an Audit Committee, excluding the Treasurer, to audit the divisional books from the previous year.

F. Preside and maintain order at all meetings.

G. Supervise and assist officers in the performance of their duties.

H. Make an annual report to the membership.

I. Review in detail the By-Laws and Policies of PAC, which include the duties and responsibilities of each new Board member.

J. Set a schedule of meetings.

K. Establish and maintain an agenda for each meeting.

L. Ex-officio member of all committees.

M. Act as coordinator for all facility leases, agreements, and scheduling.

N. Head a committee responsible for interviewing coaches, reviewing coaches' contracts, salaries, and practice schedules.

Section 3: The duties of the DIVISIONAL VICE PRESIDENT shall be as follows:

A. Attend required meetings.

B. Perform duties of the President in his/her absence.

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- C. Provide encouragement and assistance for committee participation.
- D. Assist the President in carrying out all administrative matters pertaining to PAC.
- E. Act as ex-officio member of all committees designated by the President and Board of Directors in all matters pertaining to Administrative affairs.
- F. Carry out other special duties and assignments with the President's delegate.
- G. Be responsible for and coordinate registration for all sports activities.

Section 4: The duties of the DIVISIONAL SECRETARIES shall be as follows:

- A. Record the minutes of all board meetings and send them to all board members and make them available to coaches in season.
- B. Be responsible for sending out notices of all meetings and activities pertaining to PAC.
- C. Maintain complete records of all PAC activities and team/pool swimming and diving records.
- D. Make a complete list of Board of Directors, including names, addresses, phone, and email addresses.
- E. Maintain an accurate record of changes to the Constitution, By-Laws, and Policy.
- F. Publicize registration details; including printed flyers, school communications, yard signs, and all digital and social media outlets.
- G. Appoint and be responsible for all Awards Banquet Committees, awards/trophies and plaques.

Section 5: The duties of the DIVISIONAL TREASURERS shall be as follows:

- A. Attend all required meetings.
- B. Assume complete responsibility for all PAC finances.
- C. Keep PAC books and financial records
- D. Prepare and sign checks, including salaries and normal operating expenditures.
- E. Maintain a list and location of PAC's assets.
- F. Give a fiscal report at the divisional board meetings.
- G. Keep each Chairman/Director aware of the spending relative to the approved budget.
- H. Be a member of the budget committee.
- I. Handle all insurance related matters as directed by the Chairman of the Board.
- J. Maintain all income and expenses via online accounting software that is accessible to the Sub-

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Treasurer and Accountant on Record and Divisional President.

K. Manage employee/subcontractor tax filing documents and distribute 1099 forms by due date.

Section 6: The duties of LEAGUE REP shall be as follows:

A. Attend all required League meetings and cast vote for PAC on League decisions.

B. Report back to respective Board with League meeting notes.

ARTICLE IX: **AMENDMENTS**

Revision dates: The By-Laws shall be amended by a two-thirds (2/3) vote of the voting eligible Board of Director members present at any meeting. Two (2) weeks written notice of proposed amendments shall be given.