

1 HUNTSVILLE SWIM ASSOCIATION

2
3 BY-LAWS

4
5 As Amended September 25th, 2023

6
7 SECTION I

8 Purpose

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10 The purpose of the Huntsville Swim Association (HSA, the club) shall be as stated in the
11 Articles of Incorporation. Specifically, the club shall facilitate the successful participation of
12 swimmers of the Huntsville area in intra-city water sport leagues and in those events and meets
13 falling under the auspices of Southeastern Swimming, Inc. (SES), USA Swimming, of which this
14 club shall be a member.

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16 SECTION II

17 Membership

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19 Active members of HSA shall consist primarily of parents or guardians whose children
20 are participating as athletes of HSA. Athletes over the age of 19 shall become Active members.

21 Upon receipt of appropriate dues and fees, the applicant will become a member of HSA and
22 their children will be allowed to participate in the training sessions and meets scheduled by the
23 coach of HSA. Only Active members may vote on club matters. Each Active member family will
24 have one vote. An Active member may retain his/her voting and other privileges during the
25 swim year in which appropriate dues have been paid.

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27 Parents of participating children will be expected to support the club and help perform
28 the many duties in order to have an efficiently run club. The membership shall abide by the
29 club policy as established by the Board of Directors. No child or adult shall be refused
30 membership due to race, color, religion, sex, or national origin.

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32 HSA athletes and parents are subject to and agree to follow all of USA Swimming's rules and
33 codes of conduct.

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36 SECTION III

37 Officers

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39 The officers of the club shall be a President, Vice-President/President-Elect, a Secretary,
40 and a Treasurer, elected by ballot, by and from the active members of the club. All officers will
41 serve three (3) year terms.

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44 The President shall preside at meetings of the Club and meetings of the Board of
45 Directors. The official Board to Coach communication will be via the President.

46
47 The Vice-President/President Elect will serve as Vice-President during the first year of his/her
48 term. He or She will then serve as President for the last two years of his/her term. He/She will
49 then serve one additional year as an emeritus board member: a non-voting Board Member and
50 an advisor to the newly sitting President.

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52 The Vice-President will serve as President in the absence of the President and perform such
53 other duties as assigned by the President.

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55 The Secretary shall keep the minutes of each meeting and perform such other duties as
56 assigned by the President. The Secretary shall oversee elections. The Secretary shall not serve
57 on the nominating committee referenced in these bylaws.

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59 The Treasurer shall oversee all monies received and paid out and shall be prepared to
60 supply a financial report at any meeting.

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62 SECTION IV
63 Members At Large

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65 Four Members at Large shall be elected by ballot, by and from the active members of the club.
66 The duties and responsibilities of the Members at Large are not fixed but instead vary according
67 to the needs of the club and as directed by the other club officers. The Members at Large shall
68 serve a term period of three (3) years.

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70 SECTION V
71 Directors

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73 The club officers, HSA Head Coach, and four members at large shall constitute the Board
74 of Directors of the club. Directors must have been active members of HSA for at least two
75 years. Directors shall serve for a period of three years and shall be elected by ballot at a
76 designated general membership meeting. Should a Director resign, be removed, or be unable
77 to perform the duties of their office or position, the Board of Directors may, by resolution,
78 designate a Board-eligible active member to the Board of Directors to act in their place for the
79 remainder of their term.

80
81 The Board of Directors, primarily the Head Coach, shall see to the day-to-day operations
82 of the club, and be empowered to enter into contracts and other legal agreements which may
83 bind the club. Any contract binding the club for expenditure of \$10,000.00 or greater must be
84 reviewed and approved by two or more members of the Board of Directors.

85
86 The Board of Directors shall also be responsible for other matters of club policy and
87 management, and the expenditure of funds. The Board of Directors shall prepare standard

88 operating procedures and publish these procedures for the benefit of the club membership.
89 The Board shall coordinate an annual review of these procedures and revise them accordingly.
90 The Board of Directors shall respond to written inquiries or grievances from any active member,
91 according to published procedure. A majority vote of the Board shall carry.
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93 Any member of the Board of Directors may be removed for just cause shown, including but not
94 limited to the following: failing to perform their basic duties in a satisfactory manner; being
95 consistently disruptive during Board meetings; being unable to support decisions made by the
96 Board as a whole; failing to meet financial requirements for Club membership; or consistently
97 preventing the business of the Club from forward progress.
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99 If the Board of Directors proposes the removal of one of its members, said member can only be
100 removed if and when a supermajority of the Board of Directors (2/3 of Board Members) vote by
101 secret ballot to remove said member.
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103 SECTION VI 104 HSA Head Coach 105

106 The Head Coach shall be responsible for providing a competitive aquatic program in line with
107 the objectives and purpose of the Club. He or she will participate with the other Members of
108 the Board of Directors in the selection of assistant coaches. He or she will supervise assistant
109 coaches' activities as related to the team. He or she is responsible for: recommending hiring,
110 firing, and compensation for assistant coaches to the Board; assigning assistant coaches their
111 duties, which groups they will coach, and which meets they are responsible to attend;
112 supervising assistant coaches in the performance of their duties; and handling problems,
113 including complaints, concerning assistant coaches.
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115 If the Board of Directors propose the removal of the HSA Head Coach, the Head Coach can only
116 be removed if and when a supermajority of the Board of Directors (two-third (2/3) of the Board
117 of Directors less the HSA Head Coach) vote by secret ballot to remove the HSA Head Coach.
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119 SECTION VII 120 Mandatory Qualifications for Members of Board of Directors 121

122 In order to serve as a member of the Board of Directors, individuals must meet the following
123 qualifications: (a) must be an active club member in good standing for at least two years prior
124 to election; (b) must have no criminal charges or convictions other than a routine traffic
125 citation; (c) must not have any known conflicts of interest with HSA, defined as a financial or
126 personal interest in direct conflict with HSA; and, (d) must successfully complete all
127 requirements for non-athlete board of director membership from USA Swimming.
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129 SECTION VIII 130 Conflicts of Interest Presented after Election of Member of Board of Directors 131

132 A conflict of interest occurs where a Board Member's obligation to further the club's purposes
133 is at odds with their own financial interests. For example, a conflict of interest would occur
134 where a Board Member votes on a contract between the club and a business that is owned by
135 the Board Member.

136
137 Members of HSA's Board of Directors shall perform their duties without any conflict of interest
138 with any other person or organization. If a Board Member develops a conflict of interest after
139 election to the Board, said Board Member shall disclose the full nature and extent of such
140 interest to the Board no later than the nearest Board meeting, refrain from voting and/or
141 speaking in debate on such issue for which the Member possesses a conflict, and refrain from
142 influencing the Board's decision on the issue for which the Member possesses a conflict.

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144 SECTION IX
145 Committees

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147 The Board of Directors shall have the authority to establish committees as needed. The
148 Board of Directors shall also have the authority to disband committees as needed.

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150 The Board of Directors shall create a nominating committee consisting of 1 Board Member
151 and 3 members at large, including at least one alternate. In order to serve on the
152 Nominating Committee, any Member at Large must have been an active HSA member in
153 good standing for at least two years prior to their appointment.

154 The Nominating Committee will solicit candidates from the membership and present a slate
155 in writing to the membership at least ten (10) days prior to the general membership
156 meeting designated for the election of officers. In order for the Nominating Committee to
157 present a slate to the membership, the slate must have received a unanimous vote from the
158 Nominating Committee. Each HSA family may only nominate one individual for each Board
159 position open for election. If an HSA member nominates himself/herself for an open Board
160 position, neither that member nor a member of that member's family shall be allowed to
161 serve on the Nominating Committee. The Secretary shall not serve on the Nominating
162 Committee. If any member of the Nominating Committee becomes unable to serve prior to
163 the presentation of candidates, the alternate will serve the committee. In the absence of an
164 alternate, a replacement will be selected by the Board.

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166 SECTION X
167 Meetings

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169 The President shall announce and conduct one (1) general membership meeting per
170 year. The President shall provide notice of a general membership meeting to HSA member
171 families entitled to vote by sending an email to the email addresses provided by the HSA
172 member family at the time of registration no less than ten (10) days prior to the meeting. The
173 meeting notice shall contain the time, date and location of the general meeting. Other
174 meetings may be provided for by action taken at a regular meeting or may be called by the
175 President. The President will call a special membership meeting if requested to do so in writing

176 by one-twentieth (1/20) of the HSA member votes entitled to be cast at the meeting.. The
177 President shall provide notice of a special membership meeting to HSA member families
178 entitled to vote by sending an email to the email addresses provided by the HSA member family
179 at the time of registration no less than ten (10) days prior the meeting. The special meeting
180 notice shall contain the time, date and location of the special meeting and the purpose of the
181 special meeting.

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183 Both general membership meetings and special meetings shall be conducted either (a)
184 in-person; or (b) through an audiovisual communications platform.

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186 The Board of Directors shall conduct regular and/or special meetings as needed. Notice
187 of a regular meeting of the Board of Directors shall be provided to each member of the Board
188 of Directors via email at least 36 hours prior to the scheduled regular meetings. Notice of a
189 special meeting of the Board of Directors shall be provided to each member of the Board via
190 email at least 24 hours prior to the special meeting. Regular and special meetings of the Board
191 may be conducted in-person or remotely via an audiovisual communications platform.

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193 SECTION XI
194 Dues and Fees

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196 The Board of Directors shall prepare and vote to approve an annual budget.. Dues will
197 be paid as set forth in the HSA Policies and Procedures Manual. Special dues or fees may be
198 levied on each member by a super-majority vote of the Board (2/3 of the Board).

199
200 Athletes, who are represented by members, as defined in these Bylaws , shall not be
201 eligible to participate in any HSA Team activities unless dues and fees are paid. Dues
202 delinquency shall be cause for dismissal from the HSA as determined by the Board of Directors.

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204 SECTION XII
205 Order of Business

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207 The Board of Directors directs the Order of Business at any regular meeting.

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209 One-tenth(1/10) active member families shall constitute a quorum for a regular or
210 special meeting of the HSA general membership. A quorum shall be counted as the sum of the
211 number of active members in attendance of any regular or special meeting added to the
212 number of active members electronically submitting votes. Each active member family has one
213 vote, which may be cast in person or made electronically. An active member family may vote
214 electronically by submitting their vote on any club business to the Secretary prior to the
215 meeting being called to order, with the exception of a vote to elect the Secretary of the club, in
216 which case the vote shall be submitted to the Vice President prior to the meeting being called
217 to order.

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A majority of the directors shall constitute a quorum for any meeting of the Board of Directors.

SECTION XIII
Amendments

These Bylaws may be amended at any special or regular meeting of the Club by two-thirds (2/3) of a quorum present provided that notice of the intent to do so, together with the proposed amendment, shall be made available to each active member family by the Secretary of the club not less than ten (10) days preceding the meeting at which the amendment or amendments are to be considered.