

**BYLAWS
OF THE
VACAVILLE SWIM CLUB
ADOPTED AND APPROVED APRIL 21, 2015
ARTICLE I - ORGANIZATION**

SECTION A - NAME & GOVERNING LAW

The name of this corporation is Vacaville Swim Club (hereafter referred to as "Club") which was organized under the laws of the State of California and exists as a nonprofit 501(c)(3) corporation. Club provides members a year-round Competitive Swim Team, an organized Novice Program, Summer Swim Team and Masters Swim Team. The Masters swimmers shall swim under the name Vacaville Swim Club Masters (hereafter referred to as "Masters"). These bylaws are supplemented by all laws and regulation affecting or relating to nonprofit 501(c)(3) corporations, and shall be applied and interpreted in a manner that is consistent therewith. Club shall observe all local, state and federal laws which shall apply to nonprofit 501(c)(3) corporations.

Club is a member of USA Swimming and the USA Swimming Local Swim Committee (LSC) known as Sierra Nevada Swimming (SN) and will function in accordance with applicable rules and regulations. All bylaws, policies and rulings pertaining to conduct of the Club and its swim meets will conform to USA Swimming and SN rules and regulations.

Masters is a member of U.S. Masters Swimming and will function in accordance with applicable rules and regulations.

Both Masters and Club shall use the code or initials VACA.

SECTION B - PURPOSE

Club is a year-round competitive swimming club founded with the primary purpose of education, instruction, and training of swimmers of all abilities ages 6 and above. Club will foster, develop and promote amateur competitive swimming for the attainment of the highest development for the mind and body of the competitor, attaining this purpose by emphasizing proper swimming skills and techniques, moral discipline, character and sportsmanship.

The purpose of Masters shall be to promote fitness and health in adults by offering and supporting the development of the sport of swimming for the benefit of adults swimmers of all ages and abilities in accordance with the standards and under the rules prescribed by United States Masters Swimming.

SECTION C - PURPOSE EXCLUSIVELY NONPROFIT

These purposes are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE II - MEMBERSHIP, DUES AND FEES

SECTION A - ELIGIBILITY

Swim Team Membership in the Club shall be open to any and all persons ages 6 and above interested in the purpose for which the Club is organized regardless of sex, color, religion, or national origin subject to the prerequisites for membership appearing in these bylaws. The benefits and services of the Club shall be made available to any person age 6 and above who desires to participate in the competitive swimming program, is physically able to swim one length of the short course pool (25 yards) and is developmentally able to understand and follow directions. Assessment of ability by a coach of Club will determine group placement.

SECTION B - GENERAL MEMBERSHIP

The General Membership is made up of the parents or legal guardians of the year-round Competitive Swim Team and Masters swimmers. Each family of the General Membership shall be entitled to one vote in the affairs of the Club. Membership and voting rights are contingent upon payment of USA Swimming yearly membership fees or U.S. Masters Swimming yearly fees and monthly swimming dues as determined by the Board of Directors. Membership is automatically terminated if the above conditions are not met. Termination of membership does not relieve any member from existing liability for dues or other obligations that are unpaid at the time of termination.

SECTION C - DUES AND FEES

Each member is responsible for payment of USA Swimming yearly registration fees or U.S. Masters yearly registration fees. These fees are nonrefundable. Each family is additionally responsible for payment of monthly dues proposed by the Board of Directors and approved by the General Membership at a General Membership meeting. Meet entry fees are in addition to the monthly dues and are to be paid by the swimmer when registering for swim meets. Swim Club racing suits, caps and other clothing and accessories are additional expenses payable by each swimmer.

The Board shall propose a change in dues to the General Membership at a General Membership Meeting. Dues increases must have a majority vote at a General Membership Meeting in order to be implemented. USA Swimming and U.S. Masters Swimming fees are not a negotiable and must be paid at the current yearly rate.

SECTION D - BILLING AND PAYMENT OF DUES

All members must create an account, or have an account created for them, on the Club Website. All members will be billed monthly according to the fees approved by the general membership. Payment for all dues must be made no later than the 15th of every month to avoid a late fee of \$20.00. All members will pay monthly dues via the Club website by credit

card or debit card/ACH. Members may also pay by check, cashier's check or money order by paying three months dues in advance. The Club will not accept cash payment for dues. Credit is first applied to any unpaid balance owed before accounting for current dues.

SECTION E - ACCOUNTS IN ARREARS

If a member becomes delinquent in payment of dues a notice will be sent on the 16th of the month advising the member of their delinquent status. If a member fails to pay dues for two months, without making payment arrangements, that member will be ineligible to swim until payment arrangement can be made. Suspending eligibility to swim will not relieve member of dues owed.

SECTION F - FINANCIAL ASSISTANCE

Financial assistance may be considered on an individual basis for families that cannot meet the financial obligations required. Requests for financial assistance must be submitted to a member of the Board of Directors or the Head Coach in writing. Distribution of financial assistance is subject to consideration and approval by the Head Coach, President and Vice President of the Board of Directors.

The following criteria will be used to determine eligibility:

1. Financial need supported by documentation
2. Sincere swimmer interest in and commitment to competitive swimming
3. Faithfulness is practice and meet participation

SECTION G - PRORATION AND NOTICE

Members joining the Club on or after the 16th of the month will only be charged one half of dues for that month. Members who leave or suspend their account with notice on or before the 20th of the month prior will not be charged subsequent monthly dues. Notice must be in writing and sent to either the member's coach or the team administrator. Failure to notify

the Club before the 20th of the month may result in the member being billed and or account charged for the following month. Excess dues paid will be refunded.

SECTION H - REQUIRED VOLUNTEER HOURS

Members of the year-round Competitive Swim Team are required to volunteer 30 hours per year, per family, unless adjusted by the Board of Directors due to a reduction or increase in needed assistance from members to run the Club. If a Member fails to fulfill their yearly volunteer hours they will be charged \$10 per hour for each hour not fulfilled, rounded to the nearest hour. Hours will be prorated for new and returning members or members who leave the Club. New members, not returning members, will be given a 4 month grace period before volunteer hour requirements will start to accrue.

ARTICLE III - BOARD OF DIRECTORS

SECTION A - BOARD OF DIRECTORS POSITIONS AND DESCRIPTIONS

The Club Board of Directors (hereafter referred to as “Board”) shall have officers consisting of a President, Vice President, Secretary, Financial Secretary, Treasurer, Masters Representative, and three Age Group Representatives reflective of the age and ability of the swim team as a whole. All officers shall have equal voting rights on matters presented to the board for approval.

PRESIDENT

The President shall conduct all meetings of the Board of Directors and General Membership meetings including setting an agenda for each meeting. The President shall be responsible for appointing committee members subject to the approval of the Board. The President will direct the Board and Club in such a manner as to ensure that the bylaws, regulations and policies adopted by the Board are enforced. The President with the approval of the Board shall fill any Board vacancies for

the remainder of the term. The President will represent the Club at all times and be receptive to member ideas and concerns.

VICE PRESIDENT

The Vice President, in the absence of the President, shall preside at meetings of the Board and serve as the President of the Board during the President's absence. The Vice President shall serve as an Assistant to the Meet Director at all home meets and help the Meet Director organize and run home swim meets. The Vice President shall assist the President in ensuring that the bylaws, regulations and policies adopted by the Board are enforced. In the event that the office of the President shall be vacated, the Vice President shall assume that office for the remainder of the term.

SECRETARY

The Secretary shall keep an accurate record of the proceedings of all meetings of the Board and shall prepare and submit to the Board for approval. The Secretary shall keep record of all minutes and turn over all records kept to the new Secretary when their term is over. The Secretary shall ensure that the minutes are posted to the team website and make sure that proper notice of all Board and Membership meetings is given.

FINANCIAL SECRETARY

The Financial Secretary is responsible for the Club Team Unify administrative and billing as well as maintaining rosters of all members including current contact and billing information. The Financial Secretary shall track all charges to members' accounts and ensure timely payment of charges, including dues. Arrears notifications and penalties are to be sent on the 16th of each month. The Financial Secretary shall make monthly reports to the Board and at General Membership meetings on the

current number of swimmers by team, group and or program as well as the status of members' accounts.

TREASURER

The Treasurer shall maintain the financial records of the club and shall pay out sums as authorized by the Board. The Treasurer shall keep accurate and full account of receipts and disbursements. The Treasurer shall make monthly reports to the Board and at General Membership meetings on the current financial state of the Club as well as make any recommendations necessary to maintain a financially viable Club and accurate financial records.

MASTERS REPRESENTATIVE

The Masters Representative shall welcome new members to the Masters and make themselves available to answer questions from members. The Masters Representative shall report to the Board the ideas and concerns of the Masters swimmers and make recommendations when appropriate to improve the Club. The Masters Representative shall assist the Board in promoting the Club and reaching yearly and long term goals.

AGE GROUP REPRESENTATIVE

The Age Group Representatives shall welcome new members to the age groups assigned and make themselves available to answer questions from members. The Age Group Representatives shall report to the Board the ideas and concerns of the age groups they represent and make recommendations when appropriate to improve the Club. The Age Group Representatives shall assist the Board in promoting the Club and reaching yearly and long term goals.

SECTION B - BOARD OF DIRECTORS ELECTIONS

Nominees for the Board of Directors shall be voted upon at the General Membership meeting held in the fourth quarter of each year.

Nominations may be submitted to the standing Board of Directors prior to, or during, the fourth quarter General Membership meeting. All nominations must be seconded. The candidate for each Board of

Directors position with a majority of the General Membership vote wins. The term for all Board of Directors positions is one year to begin on the commencement of the new year. There is no limit to the number of terms that one member may serve on the Board of Directors.

SECTION C - ELIGIBILITY

The privilege of holding office shall be limited to members of the Club whose dues are paid and who have been a member of the Club for at least three months prior to elections.

ARTICLE IV - BOARD OF DIRECTORS POWERS, DUTIES AND PROCEDURES

SECTION A - DUTY TO HOLD MEETINGS AND VOTING

BOARD MEETINGS

The Board shall meet once a month. A majority of the voting members of the Board shall constitute a quorum for the transaction of business. Issues shall be decided by two-thirds vote of the Board members present. The General Membership must be given notice of monthly Board Meetings one week prior to the meeting. Meetings are open to the General Membership. On issues concerning confidential employee matters the Board may meet without the General Membership present. Separate, confidential minutes will be maintained and turned over to the next Board.

Special Board Meetings may be held if called for by the President or three members of the Board. Special meetings may only be called if there are time pressing issues or an issue that is essential to the management of the Club that urgently requires action before the next scheduled monthly meeting. The General Membership must be given notice two days prior to the Special Board Meetings.

Motions may be made to the Board by any Member of the Board. Motions must be seconded by a Board Member who did not bring the motion. A motion carries by a two-thirds vote of the Board.

At all meetings of the Board and of its Members, any issue that may arise pertaining to procedure not contained in these bylaws shall be decided and resolved according to Robert's Rules of Order.

GENERAL MEMBERSHIP MEETINGS

General Membership Meetings shall be held at least twice a year, one in the fourth quarter for elections of Board officers for the subsequent year. The General Membership must be given notice 30 days prior to the General Membership Meeting. Members present shall constitute a quorum for the transaction of business: including the election of the Board. The privilege of making motions, debating and voting shall be limited to members of the Club whose dues are paid and have been a member of the Club for at least 30 days proper to the general Membership Meeting date.

Special General Membership Meetings may be called by three members of the Board and may only be called for a specific purpose that urgently requires action before the next General Membership Meeting that can only be decided by the General Membership. The General Membership must be given notice one week prior to the Special General Membership Meeting.

Motions may be made by any General Member. To Make a Motion a Member must obtain the floor when no other issue is pending and when business of the kind represented by the motion is in order. Motions must be seconded by a General Member who did not bring the motion to the floor. A motion carries by a majority vote of the General Membership.

At all meetings of the General Membership, any issue that may arise pertaining to procedure not contained in these bylaws shall be decided and resolved according to Robert's Rules of Order.

SECTION B - POWERS AND DUTIES OF THE BOARD

The Board shall control and manage all affairs, properties and funds of the Club. The Board will oversee the annual budget for each fiscal year of the Club. The Board may retain persons, firms or corporations as may be necessary for Club management while maintaining fiscal responsibility. Upon the conclusion of each fiscal year accounts, books and reports shall be reviewed by one or more disinterested accountant(s) selected by the Board. The President shall report on the action of the Board at the General Membership Meeting.

The Board shall set yearly goals for the Club. The Board shall form any committees necessary to accomplish the goals of Club or to investigate best practices for future Club actions. The President shall appoint committee members with the consent of the Board. Once the purpose for which the committee was created has been accomplished the committee will terminate or the Board can terminate a committee.

The Board shall make sure that the Club is current on all applicable taxes and that the proper insurance policies are current as not to expose the Club to avoidable liability. The Board shall do their best to negotiate all contracts with third parties in the best interest of Club and in a timely manner as not to adversely affect the Club.

The Board shall be responsible for the employment and pay of the coaching staff. The Head Coach may hire coaching staff with the consent of the Board. Any changes to the coaching staff that will increase the fiscal responsibility of Club must be approved by the Board. Terminations of coaching staff must be approved by the Board to ensure proper legal protocol is followed and that the termination is justified.

The Board President and Vice President cooperatively are authorized to approve purchases up to \$1000 only if the purchase is crucial and must be made before the next Board Meeting in order not to interrupt the ability to provide services to Club members.

The Board President and Vice President may meet with the Head Coach separately from the Board Meeting to address any routine business of the

Club and to ensure that the Board and Head Coach are working together on Club goals and concerns.

Each officer, upon the expiration of his/her term of office, or in the case of resignation or removal, must turn over to his/her successor all reports, books, funds, and other material pertaining to the office as soon as possible. If after the term of office is complete an Officer is needed by the current Board for clarification on issues pertaining to that Officer, that Officer shall make himself available to the current Board.

SECTION C - REMOVAL AND RESIGNATION

Any Board Member may be removed with cause, by a majority vote of the actual General Membership (calculated by the total members at the time of the vote, not a majority of a quorum), at any Regular or Special Meeting of the Board or General Membership. Any Board Member, whose removal has been proposed by the members or by a member of the Board, shall be given an opportunity to be heard at the meeting called to consider such removal. Any Board Member, who has missed three consecutive Board Meetings, without being excused by the President or Vice President, is deemed to have resigned. Any Board Member may resign at any time by giving written notice to the Board of Directors.

SECTION D - MEMBERS GRIEVANCES

If a member feels they have been treated unfairly or believes that the purpose of the Club is not being perpetuated by the Coaches or the Board, they may bring their grievances to the Board to be addressed. The Board must ensure that time is given to member(s) to be heard at the Board and General Membership meetings. The Board shall address and resolve unfair treatment and or behaviors that are not aligned with the purpose of Club included in these bylaws.

ARTICLE V - AMENDMENTS AND REVISION OF BYLAWS

These bylaws may be amended or revised by a majority vote at any General Membership Meeting provided notice has been given of the

proposed amendments or revision at least 30 days prior to the meeting date.

AMMENDMENTS

1. Upon the dissolution or winding up of Club, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Club shall be distributed to any similar Club intended to act as successor to the Vacaville Swim Club or, if none, to Vacaville Public Education Foundation, which has established its tax exempt status under Section 501(c)(3) of the Code, to be used for athletic or educational purposes. (Adopted December 3, 2016)