

Bylaws for the  
**Streamliners Aquatic Recreation Inc.**

Created: January 11, 2009

Amended: April 6, 2010

**Article I – Name and Address**

- Section 1.** The name of the organization shall be the “Streamliner Aquatic Recreation, Inc”. Hereafter referred to as “The Club”, “Streamliner Aquatics” or “SAR”.
- Section 2.** The office address of the SAR shall be: 2442 North Larchmont Place, Meridian Idaho, 83646 or another address recommended and approved by the Board of Directors.
- Section 3.** The fiscal year shall commence on the first day of September each year and terminate on the 31<sup>st</sup> day of August the following year.

**Article II- Objectives and Purpose**

- Section 1.** The purpose of this the Club is to sponsor competitive and developmental swimming, diving and aquatic events in the Boise, Idaho area and to develop in the children affected by this program a love for the sport, advanced aquatic skills, teamwork, and the principles of good sportsmanship. The Club may sponsor activities that are consistent with the purpose of the Club as set forth in these by-laws.
- Section 2.** Notwithstanding any other provisions of these articles, the purposes for which the association is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- Section 3.** Notwithstanding any other provisions of this document, the purposes of the organization will be limited exclusively to exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- Section 4.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to , its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Sections 1, 2 and 3 of Article II of this document. No substantial part of the activities of

the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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, the organization shall not carry on any other activities not permitted to be on (a) by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

### **Article III – Membership**

Section 1. Membership in the Club shall be open to all members of the community who agree to promote the objectives of the Club as set forth in Article II. A member, for voting purposes, shall be defined as the parent, legal guardian, or person having custody of any child who is participating in a program sponsored by the Club. This shall include all participants 18 years or older, as well as paid Coaches.

Section 2. Members must be current with all fees and/or dues levied by the board in order to be in “good standing”.

### **Article IV – Rights and Liabilities of Members**

Section 1. No director, officer, member or authorized agent or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the club to the extent of their unpaid portion of membership dues and entry fees.

Section 2. Members in good standing shall have one (1) vote by family on all matters brought before a vote of the membership. Family is defined as those immediate members of the same nuclear family regardless of current marital status.

### **Article V – Meetings of Members**

Section 1 The Club shall hold a meeting of the membership annually at any time within 2 months after the close of the fiscal year for the purpose of reviewing the activities and financial affairs of the Club, electing Board members and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings may be called by the President of the Board of Directors or by majority vote of the Board of Directors or upon

written request of at least twenty-five percent (25%) of the regular membership.

Section 2. All meetings of the membership shall be held as a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (7) calendar days before the meeting.

Section 3. At any meeting of the membership attendance in person of at least fifteen percent (15%) of the Regular Members shall constitute a quorum. Only Regular Members present at the meeting shall have the right to vote as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the By-Laws, the decision of a majority of the members voting shall be the decision of the Club unless otherwise outlined by these bylaws for specific voting situations.

#### **Article VI – Board of Directors**

Section 1. A board of six (6) Directors shall be elected by the Regular members of the Club. Upon inception of the Club three (3) initial board members shall be elected with three (3) additional members being elected at the annual meeting following the first fiscal year. The term of each Director shall be two (2) years with three (3) Directors being elected each year. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the next annual meeting. Directors should meet at least once a quarter for the matter of reviewing the financial status of the Corporation, to discuss matters affecting the business affairs of the Club and other business deemed necessary by the Directors. The Board may meet more frequently as needed or at the request of any Director.

Section 2. Candidates for the board coming from the general membership must be members in good standing. Candidates from outside the general membership must be nominated and supported by members in good standing from the general membership. Board members may re-elected indefinitely.

Section 3. The Board of Directors shall annually elect from the Directors a President, Vice-President, Secretary, and Treasurer. A majority vote of the Board shall be necessary for the election of officers. No Director shall hold more than one (1) office at a time, with the exception of Secretary and Treasurer, which may be held by the same person in discretion of the Board of Directors.

- Section 4. The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other regular members.
- Section 5. The **President** shall preside at all meetings of the membership and of the Board of Directors, shall perform such duties as may be determined by the Board of Directors and shall perform and discharge such duties as generally devolve upon a chief executive officer.
- Section 6. The **Vice-President** shall perform all duties incumbent upon the President during the absence or disability of the President, oversee all committee chairs appointed by the Board and perform such duties as may be prescribed by the Board of Directors.
- Section 7. The **Secretary** shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall keep a true and complete record of the proceedings of all such meetings, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by the Club members, and shall perform such duties as may be prescribed by the Board of Directors.
- Section 8. The **Treasurer** shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all the monies and the other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe.
- Section 9. In case of the absences of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.
- Section 10. The presence of at least fifty percent (50%) of the sitting Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting on the Board of Directors. Except as may otherwise be provided in these By-Laws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.

- Section 11. Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Directors. All members of the Board shall be advised, either orally or in writing, as to the time and place of any such meeting. Notice shall be given at least three (3) calendar days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.
- Section 12. The Board of Directors shall oversee all hiring and dismissal of employees as the Board see fit in the best interest of the Club with the exception of Executive Head Coach.
- Section 13. Directors can be removed for cause if their actions are deemed illegal, immoral or in a manner which reflects negatively in the best interest of the Club, by a majority vote of the non-charged Directors.
- Section 14. The Board of Directors shall have the right to set membership fees as approved by the membership.

#### **Article VII – Executive Head Coach**

- Section 1. The position of Executive Head Coach shall be elected by the General Membership of the Club upon recommendations from the Board of Directors. The Executive Head Coach shall oversee all other coaches, both head and assistant, instructors, teams and lessons sponsored by the Club and have final decision making on all matters relating to the “wet side” of the Club. The Executive Head Coach will report to the Board of Directors on the status of all activities as requested by the Board and be present for all meetings, both General and Board of Director as the Executive Head Coach’s schedule allows. Minimum requirements for the position of Executive Head Coach are as follows:
1. USA Swimming Certified
  2. ASCA Level 2 minimum, Level 3 or 4 recommended/preferred
  3. BA/BS
  4. Have minimum 5 years coaching experience. If not in head coach position, then experience needs to be verified by the head coach or supervisor of what your role was (ie. manage their own group).
  5. Minimum 2-3 years experience of managing and scheduling multiple aquatic programs
- Section 2. The Board of Directors will provide the Executive Head Coach a Vote of Confidence at the conclusion of fiscal year by no later then

September 30 and only once in a 12 month periods. If the majority of the vote is in favor of the Executive Head Coach the tenure is extend, while is the majority of the vote is negative dismissal proceeding will begin as outlined in these By-Laws.

- Section 3. The executive head coach shall maintain a professional certificate for Swim Coaching. For example, the head coach will maintain a USA Swimming coach's card each USA Swim season. The Club may reimburse coaches for professional certifications, seminar fees, or other swim coaching education.
- Section 4. If the Executive Head Coach receives a negative Vote of Confidence from the Board, each sitting Director, wither present at the meeting or not is to be polled by the Board Secretary and the vote is signed. If five (5) of the six (6) Directors vote negatively the vote is taken before the General Membership. For matters involving removal of the Executive Head Coach at least eighty percent (80%) of the Regular Membership must be present to be considered a quorum. Vote to remove must be seventy-five percent (75%) of the Regular Members and Directors.
- Section 5. While the Executive Head Coach is an elected Position it will be a compensated position with the terms of the contract being negotiated by the Board of Directors annually given a favorable vote of confidence by the Board.

#### **Article VIII – Indemnification of Directors & Officers**

- Section 1. The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these By-Laws.

#### **Article IX – Contracts, Checks, Notes, ETC.**

- Section 1. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, must be signed by either the President, Treasurer, or Entry Chairperson of

the Club. All checks and drafts issued by the Club shall be signed by the President, Treasurer, or Entry Chairperson or such other person as may be from time to time so authorized by the Board of Directors. Checks over the value of \$3,000.00 must be co-signed by the President and Treasurer.

#### **Article X – Order of Business**

Section 1. Normal Order of Business: The normal order of business shall be as listed. Suspension of foregoing order only by majority vote of those present. At regular meetings of the Board the order of business shall be:

Meeting called to order  
Reading and approval of minutes of previous meeting  
Report of Treasurer  
Reports of committees  
Old business  
New business  
Announcements  
Adjournment

#### **Article XI – Termination & Dissolution**

Section 1. The Club may be terminated and dissolved upon the affirmation vote of at least two-thirds (2/3) of all Regular Members entitled to vote. Upon dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the County Court of which the principal office or f the association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated for such purposes.

#### **Article XII – Amendment of By-Laws**

Section 1. The power to make, alter, amend, or repeal these bylaws is vested in the Board of Directors. The affirmation vote of the majority of the actual General Membership shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws.