

# Cougar Aquatics

## AMENDED BYLAWS

Amended on October 9, 2024

1. **Name:** The name of the organization is COUGAR AQUATICS (“CA”), a non-profit organization organized under the laws of the State of Washington.
2. **Mission:** The mission of Cougar Aquatics is maximizing the potential of all our members in and out of the pool to develop swimmers today and leaders for tomorrow.
3. **Vision:**
  - 3.1. We strive to provide a welcoming, safe, and inclusive community based on respect, acceptance, and diversity.
  - 3.2. In the pool, we strive to develop accountability, teamwork, and discipline – along with a fun competitive environment.
  - 3.3. Our goal is to unlock the full potential of our athletes by developing life skills, such as patience, resilience, tolerance, respect, and self-management.
4. **Purpose:** The purpose of Cougar Aquatics includes:
  - 4.1. To provide athletes with opportunities to develop swimming abilities through exceptional coaching, excellent facilities and resources, and a supportive environment.
  - 4.2. To provide athletes with opportunities to compete at various levels.
  - 4.3. To develop a positive swimming community; and,
  - 4.4. To provide the appropriate level of funding to fulfill these purposes.
  - 4.5. To assist in the development of leaders; to educate, to facilitate maturation, and to build life skills that benefit beyond the swimming pool.
5. **Members**
  - 5.1. Athlete Team Members include athletes participating in CA swimming activities who are in good standing with both CA and USA Swimming. Participation and inclusion in Cougar Aquatics are subject to the continued fulfillment of the established criteria for participation and continued compliance with the individual’s responsibilities as stated in the Bylaws, the Bullying Policy, Handbook and Safety Action Plan. Any decision regarding temporary or permanent removal from the team may be appealed to the Board for review.

- 5.2. Primary Members consist of the designee of a Family Unit (defined in 5.4). Primary Membership is conditioned on compliance with expectations of Handbook, Bylaws, and Safe Sport policies; it requires full payment of all financial obligations to CA related to all Athlete Team Members for whom the Primary Member is financially responsible to CA.
  - 5.2.1. Primary Members are responsible for electing the President (6.4), Vice President (6.5), Treasurer (6.6), Secretary (6.7), Safe Sport Representative (6.10), and both ad-hoc members (6.11), who, along with the WSU Coach (6.8) and Head Coach (6.9), make up the Board of Directors (see Section 6).
  - 5.2.2. Primary Members are entitled to attend monthly meetings of the Board of Directors; attend quarterly parent meetings where updates will be provided, information will be disseminated, policies will be presented, and where the Board will facilitate discussions about the status of the club. Members are encouraged to attend these meetings, to provide feedback on proposed or existing policies or other documents and procedures essential for the function of Cougar Aquatics, participate in committee meetings and communicate with the Board of Directors. Members are also encouraged to participate in annual review of coaches and otherwise contribute to the success of the club through fundraising, attendance at team events, and support for athletes at various swim meets.
- 5.3. Primary Members elect the officers in Cougar Aquatics, who along with the two coaches, form the Board of Directors. Irrespective of the number of swimmers from a single family, each Family Unit is entitled to ONE vote. If a designated Primary Member is not able to be present to vote, he/she may designate another adult within his/her Family Unit to cast his/her vote in the election of the Cougar Aquatic Officers.
- 5.4. For the purposes of these Bylaws, a Family Unit means an Athlete Member, the parent(s) or legal guardian(s) of the Athlete Member, and all minor children under the age of 23 living at home with the Athlete Member, which minor children may also be Athlete Members of the same Family Unit.
- 5.5. Primary Membership and Athlete Membership may be terminated by the Board of Directors for violations of a member's responsibilities under these Bylaws, in the Handbook, in violation of USA Swimming Rules and Regulations, or any other reason determined by the Board. A two-thirds majority is needed in cases involving termination of Primary or Athlete Membership
- 5.6. Member (Parent) Meetings
  - 5.6.1. Member parent meetings will take place four (4) times a year:
    - 5.6.1.1. August: CA will hold a kick-off celebration where families will be provided necessary information on the upcoming swim season. Important information will be given in preparation for registration and otherwise serve as a welcoming event for returning and new Cougar Aquatics families
    - 5.6.1.2. October: A parent meeting will be held at which information will be provided about short course swim season, upcoming meets, fundraising responsibilities, and other important club developments. This will be an opportunity for members to discuss issues surrounding the club. Parent education about nutrition, training, stretching, etc. may also take place during this meeting

5.6.1.3. February: In addition to updating parents on the club, this will be a meeting where the specifics of swim-a-thon or other spring fundraising will be reviewed; suggestions as to best practice, support for preparing athletes; and other information will be provided. This will be an opportunity for members to discuss issues surrounding the club, and to get updates from the Board and various committees. Parent education about nutrition, training, stretching, etc. may also take place during this meeting

5.6.1.4. May: A parent meeting will be held prior to the start of long course season where 1) long course season/meets and the summer schedule will be reviewed; 2) where the voting of the Cougar Aquatics Officers/Board Members will take place (See 5.1.2). Other items of importance will also be shared and discussed during this meeting.

5.6.2. A Primary Member may vote in person at the annual or special member meeting, with the number of votes per Family Unit not exceeding one.

5.6.2.1. Each Family Unit is entitled one vote for each Board of Director /Officer (excluding Coaches); voting will take place in person and/or via zoom. In the case of in-person vote, ballots will be distributed and submitted to the secretary. The secretary will also initiate a zoom poll for those participating online. The secretary will tally the votes and announce the results at the conclusion of the meeting.

5.6.2.2. The person receiving the greatest number of votes is elected, even if that is less than 50% of total votes cast.

5.6.3. Special member meetings may be called for any purpose, including election of Officers, and at any time by the Board.

5.6.4. Specific meeting day/time will be sent 2-3 weeks prior to the scheduled meeting time; an agenda and other relevant materials (including zoom link for online participation) will be sent to all members 1 week prior to the scheduled meeting.

## **6. Board of Directors**

6.1. Role: Management of the affairs, property, and interests of CA is vested in the Board of Directors, which consists of a President, Vice President, Secretary, Treasurer, WSU Coach, Head Coach, the Safe Sport Representative, and two ad-hoc members.

6.1.1. The President, Vice President, Secretary, Treasurer and WSU Coach are each granted one vote on all matters before the Board.

6.1.2. The Head Coach, Safe Sport representative and two ad-hoc members are non-voting members.

6.1.3. Unless otherwise specifically stated, all Board actions require a simple majority vote.

### **6.2. Standards of Conduct for Directors.**

6.2.1. Each director, when discharging the duties of a director, shall act

6.2.1.1. In good faith;

- 6.2.1.2. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- 6.2.1.3. In a manner the director reasonably believes to be in the best interests of Cougar Aquatics.
- 6.2.2. In discharging Board or committee duties a director shall disclose, or cause to be disclosed, to the other Board or committee members information not already known by them but known by the director to be material to the discharge of their decision-making or oversight functions, except that disclosure is not required to the extent that the director reasonably believes that doing so would violate a duty imposed by law, a legally enforceable obligation of confidentiality, or a professional ethics rule.
- 6.2.3. In discharging the duties of a director, a director may rely on information, opinions, reports, or statements, including financial statements or other financial data, if prepared or presented by:
  - 6.2.3.1. One or more officers, employees, or volunteers of the nonprofit corporation whom the director reasonably believes to be reliable and competent in the functions performed or the matters presented;
  - 6.2.3.2. Legal counsel, public accountants, or other persons retained by the corporation as to matters involving skills or expertise the director reasonably believes are matters:
    - 6.2.3.2.1. Within the particular person's professional or expert competence; or
    - 6.2.3.2.2. As to which the particular person merits confidence; or
  - 6.2.3.3. A committee of the board of which the director is not a member, designated in accordance with provisions of the articles or bylaws, as to matters within its designated authority, if the director reasonably believes the committee merits confidence.
- 6.2.4. A director is not a trustee with respect to CA or with respect to any property held or administered by CA, including property that may be subject to restrictions imposed by the donor or transferor of the property.
- 6.3. Liability of Board Members: Board Members of CA are liable, or not liable, to CA, to Members of CA, and to third parties, as provided under the laws of the State of Washington, specifically RCW 24.03A.540, and subsequent amendments

#### **6.4. President**

- 6.4.1. The duties of the President include:
  - 6.4.1.1. Actives executive management of the operations of the Board, subject to control of the Board of Directors. This includes approving all purchasing requests, contracts, payments, payroll, reviewing of account statements and similar day-to-day operations.
  - 6.4.1.2. Presides over all meetings of the Board of Directors.
  - 6.4.1.3. Sets the agenda for each such meeting, providing an agenda in advance to Board members and other constituents 48 hours prior to the monthly meeting.

- 6.4.1.4. Is familiar with the Articles of Incorporation, Bylaws, rules, and procedures of CA. Regularly reviews Bylaws and Articles of Incorporation, updating, revising, and suggesting amendments as needed. Ensure compliance and accuracy of duties being performed by Board members.
- 6.4.1.5. Facilitates votes and Board input on all legal documents and contracts; upon approval of Board, execute contracts and other legal documents,, on behalf of Cougar Aquatics. All documents and contracts should be signed by the president and at least one other Board member.
- 6.4.1.6. Manages and renews club insurance through USA Swimming.
- 6.4.1.7. Serves as the CA delegate and attends all Inland Empire. Swimming (IES)/USA Swimming meetings. Acts as spokesperson for CA as directed by the Board. Participates in all voting opportunities on behalf of the Board. Provides a report of meetings attended, and votes cast during IES USA Swimming meetings during the next regularly scheduled meeting of the CA Board of Directors.
- 6.4.1.8. Makes decisions for CA and mediates conflicts in instances where a meeting or online discussion is not possible. The President must report those decisions to the Board at the next regularly scheduled meeting. Any votes taken between meetings (through email; text or other communication) shall be entered into the record at the next regularly scheduled meeting of the CA Board of Directors.
- 6.4.1.9. Coordinates and schedules pool times with the WSU Coach and Head Coach; sign contracts for pool usage in accordance with signing requirements in section 6.4.15.
- 6.4.1.10. Files annual reports with the Secretary of State's Office; supplies other updates to the Board to ensure that the club is in good standing as an active nonprofit organization.
- 6.4.1.11. Works closely with the Treasurer on any outstanding or delinquent accounts – contact members to bring accounts to good standing.
- 6.4.1.12. Manages cougar.aquatics.pullman@gmail.com; responds, forwards, or addresses all inquiries from parents, coaches, IES representatives or others.
- 6.4.1.13. Compiles parent feedback using surveys or other methods of gauging progress, success, and satisfaction of the coaching staff. Presents this feedback and information as part of annual review to both the Board and Coaches.
- 6.4.1.14. Onboards new member of the Board of Directors, sharing information about roles and responsibilities; provides appropriate members access to the Cougar Aquatics website, social media, and other important communication tools); provides information on completing required USA Swimming background check; ensures each Board Member is properly registered with USA swimming and in good standing.
- 6.4.1.15. Conducts annual review of the Head Coach. Provides the Board of Directors and the Head Coach with a written copy of the Annual Review; provides the Head Coach with the option of an in-person meeting to formally discuss the Annual Review and/or respond to any questions or concerns.
- 6.4.1.16. Ensures all Board members are appropriately managing their roles and responsibilities as assigned.

- 6.4.1.17.Meets with the Head Coach regarding any issues related to CA, including disciplinary actions or matters related to Athlete Members, coaching staff or Primary Members.
- 6.4.1.18.Provides updates on progress, status of projects, and or any upcoming items that need to be shared with the Board.
- 6.4.1.19.Serves as back up to the Treasurer.
- 6.4.1.20.Reviews hiring recommendations put forth by the Head Coach.
- 6.4.1.21. Performs other duties as the Bylaws or the Board may prescribe.
- 6.4.2. The President is one of three debit card holders and a designated signee on the Cougar Aquatics Bank Account.
- 6.4.3. The term for the President is three years, corresponding with the CA Operational Year.
- 6.4.4. Per USA Swimming Requirements of President: The President must (a) Complete the Club Leadership /Business Management School Course as required by USA Swimming (b) Pass a background check performed under the direction of USA Swimming; (c) complete Athlete protection training.
- 6.4.5. The President is a member of the Board of Directors and is afforded one vote on all Board actions.

## **6.5. Vice President**

- 6.5.1. The duties of the Vice President include:
  - 6.5.1.1.In the absence or disability of the President, the Vice President will perform all duties of the President, and when so acting, will have all the power of, and be subject to all of the restrictions on, the President.
  - 6.5.1.2.Manages emails directed to the VP; responds, forwards, or addresses all inquiries from parents, coaches, IES representatives or others.
  - 6.5.1.3.Oversees and coordinates USA Swimming enrollment of Athletes and ensures that USA Swimming membership is renewed before the first scheduled Inland Empire Swimming meet following the first day of September each year.
  - 6.5.1.4.Leads and oversees the “Team Merch Committee,” which is responsible for designing team t-shirts, caps, and other team related apparel. Manages merchandise needs based on the projected swim meets, invitationals and events that CA athletes and coaches will participate/compete in. Works closely with the Treasurer to ensure all projects stay on budget.
  - 6.5.1.5.Manages and oversees “Fundraising Committee,” which is responsible for team fundraising efforts.
  - 6.5.1.6.Manages and oversees “Events committee,” which coordinates events that bring together athletes and families within Cougar Aquatics. This includes events during

meets and those throughout the season as well as those bring awareness of the club, its mission and vision in the community.

6.5.1.7.Works closely with the Treasurer to report accurate volunteer hours from club members for fundraising events so that the Treasurer can update member accounts appropriately.

6.5.1.8.Performs other duties as prescribed by Bylaws or at the discretion of the Vice President.

6.5.2. The term for the Vice President is three years, corresponding with the CA Operational Year.

6.5.3. The Vice President must pass a background check performed under the direction of USA Swimming, and complete Athlete protection training under the direction of USA Swimming.

6.5.4. The Vice President is a member of the Board of Directors and is afforded one vote on all Board actions.

## **6.6. Secretary**

6.6.1. The duties of the Secretary include:

6.6.1.1.Oversees and leads all public communication, publicity, and outreach.

6.6.1.2.Keeps minutes of all regular and special meetings as directed by the Board.

6.6.1.3.Posts Board meeting minutes and Parent meeting minutes to the Cougar Aquatics Team Website.

6.6.1.4.Manages emails directed to the secretary; responds, forwards, or addresses all inquiries from parents, coaches, IES representatives or others.

6.6.1.5.Keeps record of the names and addresses of all Athletes and Primary Members

6.6.1.6.Works closely with the Head Coach to manage and update the CA website to ensure that all information is up to date, relevant and informative.

6.6.1.7.Compiles information needed for the CA newsletter; creates, designs, and produces CA Newsletter; sends to Board for final review and posts on website and by email to all active members.

6.6.1.8.Manages social media accounts; posts updates and photos on social media during swim meets; shares athlete highlights and accomplishments

6.6.1.9.Assists VP in coordinating signup opportunities and events; assists Board and Head Coach in communicating with all members of CA.

6.6.1.10.Performs other duties as prescribed by Bylaws or at the discretion of the President.

6.6.2. The term for the Secretary is three years, corresponding with the CA Operational Year.

6.6.3. The Secretary must complete a background check performed under the direction of USA Swimming, and complete Athlete protection training under the direction of USA Swimming.

6.6.4. The Secretary sits on the Board of Directors and is afforded one vote on all Board actions.

## **6.7. Treasurer**

6.7.1. The duties of the Treasurer include:

6.7.1.1. Collects all mail, sharing relevant information with the Board and providing copies for files.

6.7.1.2. Accounts for and deposits all checks and other electronic payments to CA.

6.7.1.3. Tracks and record billings of members for dues and other CA fees; maintain financial records and accounts of CA; collect and process meet fees.

6.7.1.4. Manages emails directed to the treasurer; respond, forward, or address all inquiries from parents, coaches, IES representatives or others.

6.7.1.5. Assists the Board in establishing a proposed budget.

6.7.1.6. Accounts for all the monies of the CA, which will be deposited in an account approved and established by the Board; maintain deposit records.

6.7.1.7. Makes monthly employment checks/direct deposits to all CA employees; is responsible for reimbursement checks to all CA coaches.

6.7.1.8. Pays all outstanding bills incurred by CA out of CA accounts.

6.7.1.9. Prepares monthly expenditure reports that documents previous month's activities and the upcoming potential expenditures.

6.7.1.10. Prepares end-of-the year report on CA budget, spending, and revenue for presentation to the Board.

6.7.1.11. Is responsible for maintaining the tax-exempt status of CA.

6.7.1.12. Works with accountants or other experts to facilitate compliance with the IRS and other governmental agencies.

6.7.1.13. Makes regular and required tax deposits; is responsible for filing all tax returns required of CA and maintaining tax forms including, without limitation, W2 forms of any employees.

6.7.1.14. Establishes and maintains all accounts including establishing signing authority with accounts such that a Board Member other than the Treasurer is needed to sign checks or otherwise disburse funds.

6.7.1.15. Maintains a current list of USA Swimming enrolled Athlete Members.



- 6.7.1.16.Sends the CA charter renewal list and fee to Inland Empire Swimming officials as required and in a timely manner.
- 6.7.1.17.Performs other duties as prescribed by Bylaws or at the discretion of the President.
- 6.7.2. The Treasurer cannot unilaterally dispose of any CA funds. All checks and other disbursements to any recipient must be signed by the President or Head Coach. Recurring and electronic payments may be set up by the Treasurer and activated after review from the President and Head Coach. Changes may be made to recurring and electronic payments followed by notice to the Board.
- 6.7.3. The term for the office of Treasurer is three years, corresponding with the CA Operational Year.
- 6.7.4. The Treasurer must pass a background check performed under the direction of USA Swimming, and complete Athlete protection training under the direction of USA Swimming.
- 6.7.5. The Treasurer sits on the Board of Directors and is afforded one vote on all Board actions.

## **6.8. WSU Coach**

- 6.8.1. The duties of the WSU Coach include:
  - 6.8.1.1.Oversees the training of all CA Athletes.
  - 6.8.1.2.Appoints a Head Coach as a Board Member.
  - 6.8.1.3.Serves as the primary contact between CA and WSU.
  - 6.8.1.4.Along with CA Coach, sets training times and locations, notifying the Board at least 24 hours before any change to times or locations of training.
  - 6.8.1.5.Obtains at least the minimum levels of all certifications and training for coaching under USA Swimming rules, proof of which should be provided to the Secretary as soon as possible (not to exceed 30 days) when obtaining this role and proof of any renewal required by USA Swimming rules.
  - 6.8.1.6.Ensures all coaches have obtained minimum levels of certifications and training required of coaches under USA Swimming rules; ensure proof of certification has been provided to the Secretary on or before the first day of coaching role.
  - 6.8.1.7.Be familiar with the CA Bullying Policy and Safety Action Plan.
  - 6.8.1.8.Promptly communicates to the Board all instances of bullying and all Safe Sport violations involving Athlete Members, coaches or parents.
  - 6.8.1.9.Refers potential coaching hires to the Board for review before hiring.
  - 6.8.1.10.Oversees all activities of all other coaches.

- 6.8.1.11.Ensures that at least one coach attends each IES meet where at least five CA Athlete Members are competing.
- 6.8.2. The term for the office of WSU Coach corresponds with the term of employment by WSU as the WSU women's swimming head coach.
- 6.8.3. The WSU Head Coach is one of three debit card holders and a designated signee on the Cougar Aquatics Bank Account.
- 6.8.4. Passes a background check performed under the direction of USA Swimming.
- 6.8.5. Succession of a parting WSU Coach by a subsequent WSU women's swimming head coach is subject to approval by a vote of two-thirds of the Board.
- 6.8.6. The WSU Coach has a seat on the Board of Directors and is afforded one vote on all Board actions.

## **6.9. Head Coach**

- 6.9.1. The duties of the Head Coach include:
  - 6.9.1.1.Presides over all practices for, and participation in, the competitive swimming program available through Cougar Aquatics.
  - 6.9.1.2.Oversees all training of athletes; determine practice groups and the criteria for advancement; design the season training plan for each practice group, and the planning and supervision of daily practices for all swimming groups.
  - 6.9.1.3.Establishes performance goals for the team as a whole and facilitate an individual goal-setting process for those swimmers in the Cubs, Junior Cougs, Cougs, & Senior group; this process shall include a review of previous season goals for individual swimmers and providing of time standards to all members of CA.
  - 6.9.1.4.Makes all decisions about swimmer participation on the team; empowered to discipline and suspend athletes for violations of Handbook, Code of Conduct, Safe Sport policies, or other actions that are detrimental to the team. Decisions may be appealed to the Board.
    - 6.9.1.4.1.The coach must notify the Board in writing all disciplinary decisions, providing a written explanation as to the reasons for the decision, any consequences, and the potential remedies.
    - 6.9.1.4.2.All appeals must be submitted in writing and provide a response to the coach's disciplinary decision.
    - 6.9.1.4.3.An appeal shall be granted if two-thirds of the Board votes to overturn the decision of the Coach.
  - 6.9.1.5.Determines the swim meet schedule for the team; select the events for those swimmers who will be attending the meet and submit the entries for the meet. The Head Coach shall have full and exclusive authority and discretion with respect to relay entries for the team, and may delegate such authority to an assistant coach.

- 6.9.1.6. Communicates with athletes and families the meet schedule and provides the Treasurer with specifics on athlete participation to ensure proper billing.
- 6.9.1.7. If unable to attend a meet, ensure that at least one coach attends each IES meet where at least five CA Athlete Members are competing.
- 6.9.1.8. Provides day-to-day feedback, and support to athletes and coaches.
- 6.9.1.9. Serves as primary contact for parents for all swimming-related questions.
- 6.9.1.10. Recruits assistant coaches in accordance with the Cougar Aquatics Hiring Policy. All assistant coaches must maintain all USA Swimming certifications before official employment. Oversees and supervises assistant coaches.
- 6.9.1.11. Manages and coordinates the distribution of ribbons and medals earned by CA athletes during swim meets.
- 6.9.1.12. Assists the president, treasurer, and entire board in developing the annual budget and overseeing month-to-month financial decision-making .
- 6.9.1.13. Along with the WSU Coach, serves as the primary contact between CA and WSU; between CA and USA Swimming.
- 6.9.1.14. In consultation with the WSU Coach, sets training times and locations, notifying the Board at least 24 hours before any change to times or locations of training.
- 6.9.1.15. Ensures all coaches have obtained minimum levels of certifications and training, background checks required of coaches under USA Swimming rules; ensure proof of certification has been provided to the Secretary on or before the first day of coaching role.
- 6.9.1.16. Oversees the enforcement of CA Bullying Policy and Safety Action Plan.
- 6.9.1.17. Promptly communicates to the Board all instances of bullying and all safe sport violations involving Athlete Members, coaches or parents.
- 6.9.2. The Head Coach is one of three debit card holders and a designated signee on the Cougar Aquatics Bank Account.
- 6.9.3. The Cougar Aquatic Head Coach is required to have secured the minimum levels of all certifications and training for coaching under USA Swimming rules, proof of which should be provided to the Secretary as soon as possible (not to exceed 30 days) when obtaining this role and proof of any renewal required by USA Swimming rules.
- 6.9.4. The position of Head Coach is filled by selection by the WSU Coach, subject to approval by a vote of two-thirds of the Board.
- 6.9.5. CA swimmers must be treated with respect and in a manner consistent with the USA Swimming Code of Conduct. The Head Coach should seek to establish an environment that fosters positive team attitudes, and encourages self-discipline, sportsmanship, and personal responsibility. Coaches have the primary responsibility for enforcing the Code of Conduct as set forth in the Team Handbook but may seek the assistance of parents or the Cougar Aquatics Board at any time

6.9.6. The Head Coach is a non-voting member of the Board of Directors.

**6.10. Safe Sport Chair (non-voting member)**

6.10.1. The duties of the Safe Sport Coordinator include:

6.10.1.1. To identify, plan, and execute efforts to raise awareness for Safe Sport within the club's coaches, parents, and athletes.

6.10.1.2. Be a resource for the club on how to create and foster a positive Safe Sport culture.

6.10.1.3. Works with club leadership to:

6.10.1.3.1. Update club Safe Sport website content;

6.10.1.3.2. Include Safe Sport information/fliers in club meet information, heat sheets, meet packets, etc.;

6.10.1.3.3. Coordinates the successful completion of the Safe Sport Club Recognition application.

6.10.1.4. Works with new athletes and parents to:

6.10.1.4.1. Educate them about the Safe Sport program;

6.10.1.4.2. Encourage participation in online courses such as Athlete Protection Training;

6.10.1.4.3. Provide useful literature and information to parents and coaches.

6.10.1.5. As necessary, organizes in-person trainings

6.10.1.5.1. If possible secures a trainer or prepare training as one's expertise allows;

6.10.1.5.2. If necessary, helps coordinates logistics for club members: room/location, any refreshments, communicates date/time/location, materials, etc.;

6.10.1.5.3. Works with the Board with respect to securing funding for training.

6.10.1.6. Provides guidance, input, and insights when conflicts arise.

6.10.1.7. Solicits and receives feedback and suggestions on the Safe Sport policies and programs from the club's membership, then provides feedback to the IES Safe Sport Chair/Coordinator.

6.10.1.8. Manages emails directed to Safe Sport Coordinator; responds, forward, or addresses all inquiries from parents, coaches, IES representatives or others.

6.10.1.9. Is familiar with the CA Bullying Policy and Safety Action Plan. Promptly communicates to the Board all instances of bullying and all safe sport violations involving Athlete Members, coaches, or parents.

6.10.2. The term for the Safe Sport Representative is three years, corresponding with the CA Operational Year. Any parent, parent of a former CA athlete, or community member with ties to CA can serve in this capacity. Those with a professional background focused on child

protection efforts, such as a psychologist, a police officer, social worker, or teacher, are strongly encouraged to serve in this capacity.

6.10.3. The Safe Sport Representative is a non-voting member of the Board of Directors.

#### **6.11. Members at Large (2 non-voting members)**

6.11.1. The duties of the Members at Large:

6.11.1.1. Under the direction of the Vice President, duties will be assigned to oversee sub-committees and/or projects that are in alignment with the club's mission, vision, goals, and objectives.

6.11.1.2. Attends all Board meetings.

6.11.2. The members at large are non-voting members of the Board of Directors.

6.11.3. The members at large are held to the same standard of all members of all Members of the Board of Directors.

#### **6.12. Succession of Board Members**

6.12.1. The election to replace the President will be held during the annual member meeting preceding the start of the 2022 CA Operational Year, and every three years thereafter.

6.12.2. The election to replace the Vice President will be held during the annual member meeting preceding the start of the 2021 CA Operational Year, and every three years thereafter.

6.12.3. The election to replace the Secretary will be held during the annual member meeting preceding the start of the 2021 CA Operational Year, and every three years thereafter.

6.12.4. The election to replace the Treasurer will be held during the annual member meeting preceding the start of the 2022 CA Operational Year and every three years thereafter.

6.12.5. The election to replace the Safe Sport Representative and two members at large will be held during the annual member meeting preceding the start of the 2022 CA Operational Year and every three years thereafter.

#### **6.13. Removal or Resignation of Board Members**

6.13.1. All vacancies on the Board, whether by resignation, death, removal, or otherwise, may be filled by the affirmative vote of a simple majority of the remaining Board.

6.13.2. Board Members elected to fill any vacancy will hold that office for the remainder of the unexpired term.

6.13.3. Any member of the Board of Directors - the President, Vice President, Secretary, Treasurer, Safe Sport Representative and Ad-hoc Board members - may be removed by a vote of two-thirds of the Board.

6.13.4. The WSU Coach or Head Coach may be removed by a vote of two-thirds of the Board after consultation with the Primary members, at which time a vote results in a no confidence of two-thirds of those members in good standing. Upon removal of the WSU Coach, the Head Coach will assume the duties of the WSU Coach. At no time may both the

WSU Coach and the Head Coach be removed such that both positions are both contemporaneously vacant.

- 6.13.5. Any Board Member failing to perform the duties associated with the position for three months is automatically removed upon confirmation of removal by a two-thirds of the Board of Directors.
- 6.13.6. A member of the Board of Directors may resign at any time by delivering and executing notice in the form of record to the President, the secretary of the corporation, or another officer designated for that purpose in the bylaws. A Board member may also resign by giving oral notice to the board at a meeting of the Board.
- 6.13.7. A resignation is effective when the notice is delivered unless the notice specifies a later effective time.
- 6.13.8. If the resignation of a member of the Board of Directors member(s) results in CA having no members in office, then the resigning officers shall notify the attorney general that the charitable corporation has no Board of Directors serving in this capacity. Such notice must be in the form of a record delivered to the attorney general within ten calendar days after the effective date of the resignation.
- 6.13.9. Despite the expiration of a Board of Director's term, the member will continue to serve until a successor is elected, appointed, or designated and until the successor takes office, unless otherwise provided in the articles or bylaws.

#### **6.14. Board of Director Meetings and Board of Director Business**

- 6.14.1. The Board will meet monthly for Regular Board Meetings, and as needed for Special Board Meetings.
- 6.14.2. The times and places of Regular and Special Board Meetings are to be agreed at least one week before the meeting of the majority of the Board.
- 6.14.3. When possible, meetings will take place via zoom or through other online technologies, allowing transparency for Primary Members. An agenda will be sent to Board and Primary Members at least 48 hours prior to scheduled meeting.
- 6.14.4. All Board Members are expected to attend monthly Board Meeting; if unable to attend, members should notify other Board members 48 hours prior to the meeting. For purposes of voting, a quorum of 3 eligible voting members of the Board of Directors are required to carry out all votes, and decisions.
- 6.14.5. When possible, all votes regarding policies, budget, and others shall take place during regularly scheduled Board meetings. In an event that a vote needs to take place prior to meeting, this shall be conducted via email, text or other electronic method. A minimum of 5 eligible voting members of the board of directors must participate. The results of all votes must be reported at the next meeting and shall be entered into the minutes.
- 6.14.6. All votes (except otherwise explicitly stated in this document) will be decided by a simple majority
- 6.14.7. All Board Members have other responsibilities and personal lives outside of their volunteer (non-paid positions) positions in CA. All meetings will therefore take place after 5 but before 9 PM.

- 6.14.8. Board members are asked to utilize text chain or email to communicate with others; discussions that take place outside of Board Meetings should include all members to ensure collegiality, shared governance, and transparency. In some circumstances, smaller groups of the Board can discuss day-to-day issues and operate as deemed appropriate by the President and Head Coach. The WSU Coach is not required to be included on texts, emails, and correspondences regarding conducting general business for the club but should be included in all matters involving votes, policy, and budget.
7. **The “CA Operational Year”** extends from September 1 through August 31 of the following calendar year. The Fiscal Year for CA corresponds with the CA operational year: September 1- August 31. Registration for the CA operational year should take place two weeks prior to the start of the year.
  8. **Depositories.** The monies of CA must be deposited in the name of CA in the Bank the Board designates and will be drawn from such accounts only by check or other order for payment of money signed by a Board Member other than the Treasurer, WSU Coach or Head Coach.
  9. **Indemnification.** CA will indemnify the Board of Directors and employees to the greatest extent permitted by law. CA will have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member or employee of CA or who is or was serving at the request of CA as a Board Member or employee, against any liability asserted against such person and incurred by such person in any such capacity, whether or not CA would have the power to indemnify such person against such liability under the provision of this Article.
  10. **Books and Records.** CA will keep accurate and complete books and records. Each member of the Executive Board -- the President, Vice President, Secretary, Treasurer, and Safe Sport Representative -- will maintain a complete work instruction detailing best known methods for completing required tasks of each respective position. The President shall maintain a binder that includes bylaws, articles of incorporation, contracts, minutes, and other key documents needed for CA operations; The Treasurer shall maintain all materials related to budget, taxes, and other financially related documents.
  11. **Amendments.** The Board of Directors have the power to make, alter, amend, and repeal the Bylaws and Articles of Incorporation provided that the Board will not approve any amendment or repeal that would materially adversely impact the rights of any class of members unless such amendment or repeal has first received approval of two-thirds of the members of such class. No amendment or appeal is effective until 24 hours following written notification to the Primary Members, which notification may be affected by email to an email address provided by the Primary Member or by posting on the CA website.
  12. **Charitable Purpose.** CA is organized exclusively for charitable scientific, literary, or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. Notwithstanding any provisions of these Bylaws to the contrary, CA will not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualified for tax-exempt status under 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. Furthermore, CA will neither conduct nor carry on any activities which subject the corporation to liability for excise taxes imposed pursuant to 4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. The corporation will not engage in nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign

(including the publishing or distributing of statements), on behalf of any candidate for public office. No part of the net earnings of this corporation shall be for the benefit of or be distributed to its directors, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the exempt purposes for which it was formed.



Hereby unanimously adopted by resolution of the Board of Directors on  
9 day of October 2024:

**President**

By: Priscilla Schmidt

Signed:

Date:

**Secretary**

By: Roseanne August

Signed:

Date:

**WSU Coach**

By: Russell Whitaker

Signed:

Date:

**Vice President**

By: Jack Zhang

Signed:

Date:

**Treasurer**

By: Bernadette Reese

Signed:

Date:

**Head Coach**

By: Taylor McCoy

Signed:

Date: