

# **Watertown Aquatic Team BYLAWS**

## **Article I Offices**

**SECTION 1. Registered Office.** The WATERTOWN AQUATIC TEAM (WAT) shall at all times, maintain in the State of Wisconsin, a registered agent, whose business office shall be the registered office of the WATERTOWN AQUATIC TEAM.

## **Article II Purposes**

**SECTION 1. Nature of Corporation.** WAT, a nonprofit organization, is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

## **Article III Board of Directors**

**SECTION 1. Board of Directors Number, Election, and term of Office.** A Board of Directors of Six (6) officers shall be elected. These offices shall be those of President, Vice-President, Secretary, Treasurer, Meet Director, and Member At Large. Only one family member may be on the Board of Directors at a time. The Head Coach shall also serve as a voting member on the Board in all club matters except such things as constitute a conflict of interest (coach's contract, salary, chaperoning decisions, etc.). Any vacancy in the Board of Directors caused by death, resignation or disqualification of an officer shall be filled by a majority vote of the remaining officers until a special meeting can be held.

Elected Board of Directors positions will have term limits of two (2) years.

During even years, the following positions will be voted on: President, Secretary, and Meet Director.

During odd years, the following positions will be voted on: Vice-President, Treasurer, and Member at Large.

Elected positions can be re-elected up to 2 terms in the same position at the annual Membership Meeting.

Should a Board of Directors member be re-elected 2 terms in the same position, a mandatory 1-year sabbatical from any Board of Directors position is required before that member is eligible for election to a position on the Board of Directors. If no one accepts the nomination, or the position goes unfilled, term limits may be extended to another term.

**SECTION 2. Board Candidates and Eligibility.** Candidates for the Board of Directors must be members in good financial standing and have no prior conflicts with the club. Good financial standing is defined as a member with no outstanding balance owed at the end of each session. A volunteer with no active swimmer in the club may serve in an open Board of Directors role. Any person being investigated for a crime will be placed on immediate administrative leave until the investigation is completed. Conviction will result in immediate dismissal from WAT. WAT will have a zero-tolerance policy towards crimes against children. All Board of Directors members must pass a background check, complete Athlete Protection Training, and register for a non-athlete membership all through USA Swimming.

**SECTION 3. Duties and Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of the Watertown Aquatic Team, and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors. From time to time, as necessary, closed Board of Directors meetings may be held to review such topics as: salaries, personal issues, coach contracts, coach evaluations, discipline issues and private financial matters, etc. The officers shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of WAT. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of WAT.

**SECTION 4. Election Vote.** A majority vote of WAT members present at election shall be necessary for the election of Board of Directors member(s). No Board of Directors member shall hold more than one (1) office at any time unless a Board of Directors member vacates his or her position unexpectedly. Interested Board of Directors members may fill the vacant position for a temporary time.

**SECTION 5. Committees.** The Board of Directors shall also have the authority to establish Committees and Committee Chairpersons as may be necessary to further and promote the interests and activities of WAT. Such Committees and Chairpersons may be comprised of both Board of Directors members and regular members. Committees and Chairpersons may include, but not be limited to: Fundraising, Apparel and Meet Entry Director.

**SECTION 6. Compensation.** Board of Directors members as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing will preclude any Board of Directors member from serving WAT in any other capacity and receiving compensation.

**SECTION 7. Resignation/Removal:** (a) A member of the Board of Directors may resign at any time by giving notice of his/her resignation in writing addressed to the President or Secretary of the WAT or by presenting his/her written resignation at an annual, regular or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Board of Directors member may be removed by the vote of a majority of the Board of Directors members then in

office, not including the Board of Directors member who is the subject of the vote. A replacement member will promptly be elected following Article III, Section 4 of these bylaws.

## **Article IV Officers**

### **SECTION 1. President Responsibilities:**

- Serves as chief volunteer of the organization
- Is a partner with the Coaches in achieving the organization's Mission Statement
- Provides leadership to the Board of Directors, who sets policy and to whom the Coaches are accountable
- Chairs meetings of the Board of Directors after developing an agenda
- Encourages the Board of Directors' role in strategic planning, financial accountability, fundraising, evaluation of the Coaches and evaluation of the program performance.
- Helps guide and mediate Board of Directors action with respect to organizational priorities and governance concerns.
- Evaluates the effectiveness of the Board of Directors.
- Performs other responsibilities assigned by the Board of Directors
- Trains and mentors successor to assure smooth transitions. Returns all Board of Directors related materials.

### **SECTION 2. Vice-President Responsibilities:**

- Attends all Board of Directors Meetings
- Carries out special assignments as requested by the President
- Understands the responsibilities of the President and is able to perform these duties in his/her absence.
- Oversees Committees (including Fundraising) and reports their activities and results to the Board of Directors.
- Coordinates periodic coach/session evaluations and gathers parent and Board of Directors feedback.
- Participates as a vital part of the Board of Directors leadership.
- Takes over as President if the President does not fulfill his/her term.
- Trains and mentors successor to assure smooth transitions. Returns all Board of Directors materials.

### **SECTION 3. Secretary Responsibilities:**

- Attends all Board of Directors meetings
- Maintains all Board of Directors Records, and ensures their accuracy and safety
- Sees to it that all actions of the Board and/or Committees are recorded in the minutes. Gives notice of meetings to the membership
- Ensures accuracy of team records: history, archives, current records, and inventory
- Assumes responsibilities of the President in the absence of the President and Vice-President

- Trains and mentors successor to assure smooth transition. Returns all Board of Directors related materials

#### **SECTION 4. Treasurer Responsibilities**

- Attends all Board of Directors meetings
- Understands financial accounting for a non-profit team
- Gives monthly financial reports to the Board of Directors.
- Responsible for accounts payable/receivable
- Prepares the budget, seeking Coach input, and submits it to the Board of Directors
- Oversees preparation and distribution of the annual audit, and answers Board of Directors members' questions about the audit.
- Trains and mentors successor to assure smooth transitions. Returns all Board of Directors related materials.

#### **SECTION 5. Head Coach Responsibilities:**

- Term/contract determined or renewed at least annually by the Board of Directors but more often if deemed appropriate by the Board
- The Head Coach attends all Board of Directors Meetings or appoints a representative if unable to attend.
- Performs duties as outlined in Head Coach Job Description
- Trains and mentors successor to assure smooth transitions.
- Returns all Board of Directors related materials
- Keeps track of all members and enters them into Team Unify
- Ensures registration documents are available on Team Unify.
- Submits USA registrations for all swimmers, coaches, officers and the club.

#### **SECTION 6. Meet Director Responsibilities:**

- The meet director chairs the Meet Committee.
- They are responsible for working with the Coaching Staff to coordinate arrangements for home swim meets, including:
  - Submitting meet bids to the LSC
  - Make sure a full complement of volunteers is available for each home swim meet and be present at the meet to make sure everything is running smoothly. Meet Director will deal with any 'behind the scenes' issues that come up at the meet.
  - The meet director will work with the referee to make sure there are sufficient officials for the meet, with the coaching staff to make sure all equipment and supplies are in place, and with other Committee members to be sure volunteers are in place.

#### **SECTION 7. Member at Large Responsibilities:**

- Member at Large shall be utilized as the need arises to support the members of the Board of Directors.

## **Article V**

### **Meeting of Members**

**SECTION 1. General Board Meetings.** Board of Directors members and Committee Chairpersons will be asked to attend meetings that could occur on a monthly or more frequent basis. Attendance is vital for the good of the Board of Directors. Absences must be communicated and excused by the President or Vice-President of the Board of Directors. There are to be no more than 2 unexcused absences at the position, or it will be vacated. All WAT Board of Directors meetings will be run using Robert's Rules of Order.

**SECTION 2. Special Meetings.** Special meetings of the Board of Directors shall be held on the call of the President or a majority of the Board of Directors. All members of the Board of Directors 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) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

**SECTION 3. Quorum.** The presence of at least four (4) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors.

**Section 4. Voting.** A majority vote of WAT Board members present at election shall be necessary for the passing of motions. All votes shall be taken by voice vote. When a vote is taken, those in favor say, "aye", those opposed say "no". Votes that are close in number and cannot be easily identified by voice vote will go to Roll Call Voting or voting by Ballot, as seen appropriate by the President.

## **Article VI**

### **All Member Meeting**

**SECTION 1. Annual Meeting.** WAT shall hold a meeting of the membership (All-Member Meeting) annually for the purpose of reviewing the activities and financial affairs of WAT, electing a Board of Directors, and conducting other business. The Board of Directors may also hold other special meetings of the membership as necessary to properly conduct the affairs of WAT.

**SECTION 2. Location and Time.** All meetings of members shall be held at 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 (10) days before said meeting.

**SECTION 3. Quorum.** At any All-Member Meeting of membership, attendance in person of at least fifteen percent (15%) of the families shall constitute a quorum.

**SECTION 4. Voting.** A majority vote of WAT members present at election shall be necessary for the passing of votes. All votes shall be taken by voice vote. When a vote is taken, those in

favor say, “aye”, those opposed say “no”. Votes that are close in number and cannot be easily identified by voice vote will go to Roll Call Voting or voting by Ballot, as seen appropriate by the President.

**SECTION 5. Eligibility.** Voting member is defined as the parent or legal guardian of a swimmer that participates within the operating year (Article VII) and/or a member of the Board of Directors.

## **Article VII Electronically Held Meetings**

**SECTION 1. Electronic Meetings.** If federal, state, or local law, policy, or regulation prohibits physical gathering sufficient to conduct a WAT Board Meeting or Annual Meeting, a WAT meeting may be conducted through conference equipment by means of which all persons participating can hear each other at the same time. In that circumstance, participation by such means shall constitute presence at that meeting.

**SECTION 2. Rules for Electronic Meetings.** These electronic meetings of the board and/or membership shall be subject to all rules adopted by the Board, to govern them, which may include any reasonable limitations on, and requirements for, Board members’ participation. Any such rules adopted by the Board shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the team.

**SECTION 3. Voting.** All votes shall be taken by voice vote. When a vote is taken, those in favor say, “aye”, those opposed say “no”. Votes that are close in number and cannot be easily identified by voice vote will go to Roll Call Voting. The Secretary will call the roll, and each member, as his name is called, answers “yes” or “no” or “abstain”. The Secretary will record the answers, and the voting will be tallied and counted. Ballots and/or proxy votes are not allowed in electronically held meetings.

## **Article VIII Contracts, Checks, Deposits and Funds**

**SECTION 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of WAT, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of WAT, and such authority may be general or confined to specific instances. Best efforts will be made by the Board of Directors to notify and review subject contracts at scheduled Board of Directors Meetings.

**SECTION 2. Checks, Drafts, and Similar Documents.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of WAT, shall be signed by the Treasurer and one other Executive Board member of WAT and in such

manner as shall from time to time be determined by resolution of the Board of Directors. Expenditures up to but not exceeding \$200 are authorized with contact of all Board of Directors members, review, agreement, and approval of at least four (4) Board of Directors members.

**SECTION 3.** Deposits. All funds of WAT shall be deposited at least twice a month to the credit of WAT in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4.** Gifts and Contributions. The Board of Directors may accept on behalf of WAT any contribution, gift, bequest, or devise for the general purposes or for any special purposes of WAT. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Wisconsin, and any other relevant jurisdiction.

## **Article IX Books and Records**

WAT shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors.

## **Article X Operating Year**

The Operating Year of WAT shall begin on the first day of April and end on the last day of March the following year to align with the club's operating season. For tax purposes, the fiscal year is defined as the calendar year, beginning the first day of January and ending on the last day of December.

## **Article XI Amendments to Bylaws**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority of quorum vote of the members present at any annual, regular, or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting. Article V Section 3 defining quorum applies. Votes are limited to 1 per family.

Last modified: March 8, 2021 All-Member Meeting