

UNITED SOUTHWEST AQUATICS (Sweetwater Aquatics Team WEST)

BY-LAWS

ARTICLE I: NAME AND OBJECT

1) SECTION I:

- a)** The name of this organization shall be Green River, Wyoming United Southwest Aquatics Incorporated.
- b)** This organization is a mutual benefit corporation incorporated under the laws of the State of Wyoming.

2) SECTION II:

- a)** United Southwest Aquatics (hereinafter referred to as USA) shall be a competitive and instructional swim program for motivated people of all ages, promoting safety and fitness through swimming.

3) SECTION III:

- a)** USA members will compete under the Wyoming Swimming Incorporated registered name of Sweetwater Aquatics Team (hereinafter referred to as SWAT).
- b)** SWAT was formed in an effort to combine the separate swim clubs from Green River, Rock Springs and Lyman to provide competitiveness at championship meets as well as providing the opportunity to participate in relay teams when individual clubs did not have enough age group members to do so.

ARTICLE II: MEMBERSHIP

1) SECTION I:

- a)** Membership in USA shall consist of all persons taking swimming instruction through the corporation, team participants and parents of those participants or their spouses. No Member under the age of 18 shall be admitted to USA without parental or guardian consent.

2) SECTION II:

- a)** Membership dues shall be at such a rate or rates, schedule or formula as may be prescribed by the Board of Directors, payable annually. Monthly participation fees shall be at such a rate as may be prescribed by the Board of Directors, payable monthly.

3) SECTION III:

- a)** Membership shall entitle each family unit to one vote at the general meetings.

4) SECTION IV:

- a)** Members may be expelled under a procedure which is fair and reasonable.
- b)** Members may be suspended for a period or expelled for a non-payment of fees or for cause, such as a violation of any of the By-Laws or rules of the corporation, for conduct prejudicial to the best interests of the corporation.
- c)** Suspension and expulsion shall be a 2/3 vote of the members of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under the charges at least fifteen days before final action is taken.
 - i)** This statement shall be accompanied by notice of the time and place where the Board of Directors is to take action.
 - ii)** The member shall be given opportunity to present a defense at that time.

5) SECTION V:

- a)** A member has the right to:
 - i)** Inspect the annual financial statement of the corporation.
 - ii)** Inspect all records of the corporation, provided the records are not considered confidential otherwise by law.
 - iii)** Inspect board meeting minutes
 - iv)** Inspect all other property records if the Member's demand is made in good faith, for the proper purpose and so long as the records are not considered confidential otherwise by law.

ARTICLE III: FISCAL YEAR

1) SECTION I:

- a)** The first year, the fiscal year shall begin in May, 1993 and end August 31, 1994.
- b)** Thereafter, the fiscal year of the Corporation shall begin on the first (1) day of September and end on the thirty-first (31) day of August the following year.

ARTICLE IV: MEETINGS

2) SECTION I:

- a)** The General Meeting of the members of the corporation shall be held during the first month of the fiscal year (September).
- b)** Notice of the time and place of the General Meeting shall be given, in writing, to each member at least one week in advance.
- c)** The Board shall report on activities and the financial condition of the corporation.

3) SECTION II:

- a)** The Board may call special meetings of the members at any time on their own initiative, upon written request of ten members.

- b)** Notice of the meeting, through writing, mail, text or social media, shall be given at least one week in advance.
- c)** Only the business as is specified in the notice of the meeting shall be considered.
- d)** A District Court in the County where the corporation's principle office is located may order a meeting of the membership.

4) SECTION III:

- a)** A majority of all members in attendance shall constitute a quorum at all meetings of the corporation.
- b)** A By-Law amendment to increase quorum requirements of member action must be approved by the members.

5) SECTION IV:

- a)** The corporation shall prepare an alphabetical list of members entitled to notice which shall be available for member inspection.

ARTICLE V: BOARD OF DIRECTORS

1) SECTION I:

- a)** The number of directors of the corporation may be an odd number with a maximum of twenty-one (21) directors and a minimum of one (1) director, the exact number to be fixed from time to time by resolution of the Board of Directors.
- b)** No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

2) SECTION II:

- a)** As of February 21st, 2021, the Board of Directors consists of the following positions:
 - i)** President
 - ii)** Vice-President
 - iii)** Treasurer
 - iv)** Secretary
 - v)** Safe Sport Coordinator
 - vi)** Coaching staff representative
 - vii)** Fundraising Coordinator
- b)** The members of the Board of Directors shall be elected to serve a two year term with the positions of President, Treasurer, Safe Sport Coordinator and Fundraising Coordinator being elected on odd numbered years.
- c)** No member may serve more than six consecutive years as a Board Director.

3) SECTION III:

- a) The Board of Directors shall meet not less than once a month in an agreed upon manner and at a time and place as shall be determined by them.
- b) A majority of the Board of Directors in attendance shall constitute a quorum at a meeting.
- c) The Board of Directors shall have the power to act during an emergency.

4) SECTION IV:

- a) The Board of Directors shall have the authority to:
 - i) Suspend or expel members, for cause, by a majority vote.
 - ii) Appoint members to particular committees from the general membership and from members of the Board of Directors.
 - iii) Audit bills and disperse the funds of the corporation.
 - iv) Employ agents and employees for the proper management of the corporation.
 - v) Employ a Head Coach whose compensation shall be determined by the Board of Directors.

5) SECTION V:

- a) A nominating committee shall present to the Board of Directors a slate of candidates to replace the Directors whose regular terms are expiring prior to the September general meeting.
- b) The Board shall notify the membership, in writing, prior to the annual meeting, of the names of the person nominated as candidates for Directors.
- c) The nominated slate of candidates shall be elected by a majority vote of the Members.

6) SECTION VI:

- a) If any member of the Board is absent three meetings in a calendar year without a reasonable excuse, the Board may declare the position vacant and fill the position by appointment.

7) SECTION VII:

- a) The Board of Directors shall have the power to fill vacancies occurring in the Board of Directors between annual meetings by a majority vote of the Board, but it is not required to fill such vacancies unless the vacancies cause the Board membership to fall below three members.
- b) Said vacancy shall be filled for the remainder of the term of the member being replaced.

8) SECTION VIII:

- a) At the expiration of the term of the office of any member of the Board of Directors, he/she shall turn over to his/her successor all the money, property, paper, records and books of the corporation that may be in his/her possession.

9) SECTION IX:

- a) No member of the Board of Directors shall conduct business with the corporation for profit, gain or otherwise.

- b) This conflict of interest shall be reason for expulsion from the Board of Directors.
- c) No person elected as a Director of USA may concurrently serve on the board of another swim club (either officially or as an ex-officio member).

10) SECTION X:

- a) Neither the officers serving on the Board of Directors nor the members serving on committees shall be paid or receive direct pay profit, salary or compensation for services rendered by them to the corporation for pecuniary (monetary) advantage.

11) SECTION XI:

- a) A majority vote of the general membership may remove any Director elected by them without cause.
- b) Directors may be removed by judicial proceedings.

12) SECTION XII:

- a) The corporation shall not lend money to Directors or officers except for advancing expenses of a Director facing litigation.

13) SECTION XIII:

- a) The members of the Board of Directors are not individually liable for any actions, inactions or omissions by the corporation.
- b) This does not affect individual liability for intentional torts or illegal acts.

ARTICLE VI: OFFICERS

1) SECTION I:

- a) The Directors, including newly elected Directors, within thirty (30) days after the annual election, shall meet.

2) SECTION II: DUTIES OF THE DIRECTORS

- a) A Director shall preside at all meetings of the corporation and the Board of Directors, shall nominate all committee chairperson for Board approval and transact such other business as may pertain to the office. This Director shall be an ex-official member of all committees. This Director shall sign all contracts and other instruments affecting the operation of the corporation with the approval of the Board of Directors.
- b) One member of the Board of Directors shall maintain records of the swim meets and thereafter, coordinate and maintain swimmers' times, etc.
- c) One member shall:
 - i) Conduct the official correspondence, preserve all books, documents and communications.
 - ii) Maintain an accurate record of the proceedings of the corporation and the Board of Director's meetings.
 - iii) Attest all minutes and authenticate all documents.

- e) The Head Coach shall be responsible for the functions of the swim program and be autonomous in his/her functions as coach, as long as the good of the team, as a whole, is served.
- f) The Head Coach shall keep the Board of Directors informed of rules, regulations and all other pertinent information for swimmers and coaches.
- g) The Head Coach shall take all necessary disciplinary action on swimmers breaking rules and regulations and report to the Board, in written communication, of such action.

ARTICLE VIII: COMMITTEES

1) SECTION I:

- a) The standing committees shall be the Executive Committee, Nominating Committee, Communication Committee and such other committees as may be determined necessary to the operations of the corporation.

ARTICLE IX: FINANCES

1) SECTION I:

- a) All monies secured by the corporation shall be turned over to the Board for deposit, as here-in provided.
- b) All checks drawn upon the account of USA shall be signed by two authorized Board members who shall not be from the same family unit.
- c) All disbursements shall be made through the club approved checking account.

ARTICLE X: LIABILITY

1) SECTION I:

- a) The private property of the members and officers of this corporation shall not be liable for debts and actions of this corporation, but shall be wholly exempt there from.
- b) Members are not individually liable for any action, inactions or omissions by the corporation.
 - i) This does not affect individual liability for intentional torts or illegal acts.

ARTICLE XI: CONSOLIDATION AND DISSOLUTION

1) SECTION I: CONSOLIDATION

- a) The minimum vote requirement for a plan of merger or consolidation is two-thirds (2/3) of the votes cast or a majority of voting powers, whichever is less.
- b) The minimum vote requirement on sale of assets, not in regular course of business, is two-thirds (2/3) of the votes cast or a majority of voting powers, whichever is less.

2) SECTION II: DISSOLUTION

- a) The minimum vote requirement for dissolution of the corporation is two-thirds (2/3) of the votes cast or a majority of the voting powers, whichever is less.
 - i) Upon dissolution, USA shall transfer all assets to one or more persons described in the 501C of the Internal Revenue Code or to one or more mutual benefit corporations.
- b) A District Court may dissolve the corporation upon petition of the Attorney General, A Director or a certain number of members.
- c) Upon dissolution of the corporation, any monies left shall be used to satisfy all remaining debt of the corporation.
 - i) Monies remaining after the payment of debt, shall be evenly distributed among the active athlete members.

ARTICLE XII: AMENDMENT OF BY-LAWS

1) SECTION I:

- a) These By-Laws may be amended by a majority vote of the Board of Directors, only after the approval of a majority vote of the general membership present at a meeting of the corporation.
- b) Notice of all meetings to vote on any proposed amendment shall be furnished to members of the corporation at least one week in advance of the meeting.

Revisions

Update	Description	Board Vote Date	Members Vote Date
1	Formatting and additions	9/1/2021	9/7/2021