

**Bylaws of the Mighty Marlins Swim Club**  
**Adopted: March 9, 2010**  
**Revised: September 22, 2025 (Updated Art 1 Sec 5,**  
**Art 6 Sec 17, Exh A)**

**ARTICLE I**  
**NAME**

- SECTION 1. The name of the organization shall be the "Mighty Marlins Swim Club", hereinafter referred to as the "Club".
- SECTION 2. The office address of the Club shall be:  
1242 State Ave, Ste I PMB 305  
Marysville, WA 98270
- SECTION 3. The fiscal year of the Club shall commence on the first day of September each year and terminate on the 31st day of August of the following year.

**ARTICLE II**  
**MEMBERSHIP**

- SECTION 1. There shall be two classes of membership in the Club: (1) Non-Athlete members and (2) Athlete members. Non-Athlete members shall be defined as the parents or legal guardians of Athlete members. Athlete members shall be those swimmers who are registered members of the Club team.
- SECTION 2. The membership shall be open to any resident of the State of Washington. Membership is contingent on the membership in USA Swimming. New Athlete members must join USA swimming immediately following the free trial period. Returning members must renew their membership within the timeline defined by USA swimming.
- SECTION 3. The Membership shall also be contingent upon payment of such periodic registration fees and membership dues as the Board of Directors may from time to time determine.

**ARTICLE III**  
**PURPOSES AND POWERS**

- SECTION 1. The purpose of the Club shall include the following:
- A. To provide an opportunity for all children eligible for membership to engage in a whole-some, lifesaving, lifetime sport, and recreational activity
  - B. To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
  - C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and,
  - D. To promote the involvement in age-group programs and provide an opportunity for members to compete in organized swimming competitions.

ARTICLE IV  
RIGHTS AND  
LIABILITIES  
OF MEMBERS

- SECTION 2. The powers of the Club shall include the following:
- A. The participation in and conduction of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the Club;
  - B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the Club;
  - C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
  - D. The contribution of money or other things of value for scholarships, programs or other causes in furtherance of the affairs and interests of the Club;
  - E. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
  - F. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
  - G. The operation of food concessions to its' members and other persons; and the authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its' affairs.

ARTICLE V  
MEETINGS 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 except to the extent of their unpaid portion of membership dues and entry fees.

- SECTION 2. Regular members shall have one (1) vote on all matters brought before a vote of the membership; provided, however, if both parents or legal guardian of an Athlete member are Regular members, then such parents or guardians shall only have one (1) vote between them. Competitor members under 18 shall have no voting rights. Competitor members over 18 shall have one (1) vote, but if one or both parents are regular members then they shall only have one vote between them.

- SECTION 1. The Club shall hold a meeting of the membership annually at any time within six (6) months after the close of the fiscal year or communicate to the general membership by email or US mail for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, 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 the written request of at least ten percent (10%) of the Regular members.

SECTION 2. 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. Written notice may be provided by E-mail.

SECTION 3. At any meeting of 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.

ARTICLE VI  
BOARD OF  
DIRECTORS

SECTION 1. A board of 6-10 Directors shall be elected by and from the Regular members of the Club depending on the size of the team. The term of each Director shall be two (2) years, or until his successor is elected and qualified, with five (5) Directors being elected in 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 or a vote of the membership may be called. Candidates for the board must be members in good standing and shall exclude employees or their spouses of Mighty Marlins Swim Club. Each family shall be limited to one adult member on the board at any time.

SECTION 2. The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing the date, and making all arrangements necessary for holding meetings of the Club and the publication of whatever data the Directors deem essential to the benefit of the Club. The Directors 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 the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purposes of the Club. However, the Board of Directors may not exercise any powers relating to either of the following:

A. Entering into a contract or agreement for the purchase or sale of real estate.

Such matters may only be accomplished by vote of the membership. The Directors shall otherwise exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these By-Laws.

- SECTION 3. The Board of Directors shall annually elect from among 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 any time.
- 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 other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer, including general decision making, and bidding and hosting season swim meets.
- SECTION 6. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as may be prescribed by the Board of Directors. The Vice President will also serve as the team Registrar, performing duties related to team registration, Club registrations, and Coaches registrations.
- 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, 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 monies and 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, shall keep a list of members entitled to vote at the Club's principal office and make them available for inspection by Club members, and shall perform such other duties as the Board of Directors may prescribe.
- SECTION 9. In case of the absence 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 2/3<sup>rd</sup> of the Board of Directors including the president or the vice president (or others

performing the duties of the president as allowed by these by-laws) shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or 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 acting 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) days prior to the date of the meeting. Attendance at any meeting shall constitute a waiver of notice thereof.

SECTION 12. Each member of the Board of Directors in attendance at a board meeting or by common communication to all members (US mail or Email) shall have one vote on an item called for vote by the president, vice-president or others acting in capacity of the president as prescribed by these By-laws. The president, vice-president or other acting in capacity of the president at a board meeting or in a particular common communication will not vote, but will announce the results of the vote taken either by verbal, written or role call.

SECTION 13. If any conflict of interest arises during the course of voting on any subject, a member shall excuse themselves from the vote and that member is temporarily suspended from the meeting for purposes of determination of sufficient attendance for a quorum. If during the discussion phase of an item any member questions that a member has a conflict of interest and the member accused of a conflict of interest does not wish to excuse them self from the vote, than the acting president shall suspend the present discussion calling for discussion and vote on the conflict of interest. The accuser and accused member shall be excluded from the vote, but the rules of quorum determination do not apply.

SECTION 14. Further definition of each of the Board of Directors roles is attached in Exhibit A

SECTION 15. The Board of Directors member fulfilling the position of president, as defined in Exhibit A, shall receive a swim fee waiver for a single swimmer.

SECTION 16. The Board of Directors member fulfilling the position of Treasurer, as defined in Exhibit A, shall receive a  
swim fee waiver for a single swimmer.

SECTION 17. The Board of Directors member fulfilling the position of Vice President/Registrar as defined in Exhibit A shall receive a swim  
fee waiver for a single swimmer.

SECTION 18. If any Board of Directors member believes that another member is not fulfilling the volunteer role as outlined in the By-Laws and Exhibit A, the acting president shall call for discussion and vote on the ability of the Board of Director

member to fulfill their role. The accuser and accused member shall be excluded from the discussion and vote.

SECTION 19. In compliance with USA Swimming bylaw 2.6.6, all Board of Director members must be non-athlete members of good standing with USA Swimming. This application must be submitted within 1 month of joining the board of directors and submitted annually at the onset of each season.

ARTICLE VII  
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 VII  
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 Vice President. All checks and drafts issued by the Club shall be signed by the President, Treasurer, or Vice President, or such other person as may be from time to time so authorized by the Board of Directors.

ARTICLE IX  
NON-PROFIT  
ORGANIZATION

SECTION 1. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall insure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses

incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these By-Laws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE X  
TERMINATION &  
DISSOLUTION

SECTION 1. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club.

ARTICLE XI  
AMENDMENT OF  
BY-LAWS

SECTION 1. The power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the Code of By-Laws.

Adopted this 22nd day of Sep by the Board of Directors.

Mighty Marlins Swim Club

By:

\_\_\_\_\_  
President

Attest:

\_\_\_\_\_  
Secretary

## Exhibit A - Marlins Board of Directors Member Job Expectations

### President

- Conduct the board meetings on the assigned schedule
- Send out notice for board meeting 1 ½ to 2 weeks prior to the meeting
- Send out any items for review at least 2 days before the meeting
- Distribute board meeting notes along with to do list following the meeting
- Fulfill any duties as prescribed in the policies and bylaws
- Frequent interaction with Treasurer, Billing and others at the Swim Pool Deck table, including coaches, to ensure smooth day to day operation of the team
- Host parent meetings on prescribed schedule
- Attend PNS meetings (HOD, etc..)

- Arrange and run hosted meets

### Vice President

- Fill in as the President wherever the President is unable to be present, act as team Registrar

### Treasurer

- Maintains the all banking accounts
  - Process all expense reports and receipts and balances budget
  - Present checking account information to the board of directors at each board meeting
  - Sign checks for all team accounts.
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- Maintain family accounts in team website
  - Send out bills to the team population by the 1st of each month
  - Receive payments either through the PO box or from the table
  - Work with swimming families to ensure proper payments including review of attendance reports
  - Ensure that attendance is taken at each swim practice
  - Maintains Family Meet account ledger
  - Makes all deposits
- 
- Review team budget information on a monthly basis and report to the board of directors the status of the budget at each board meeting.
  - Develop budget for future years
  - Present preliminary budget to board of directors
  - Present final budget to board for review and approval

### Secretary

- Take and issue notes at board meetings (President may distribute notes with “to do list.”)
- Work with President and other officers to wordsmith documents as required



Other Presidential Responsibilities:

- Meet director for all Meets hosted by the Marlins
  - Deliver needs for the meets to Board and General population of the team
  - Coordinates signup sheets for meet assignments
  - Reports back to board all specific costs and income of the meet working with the Board Treasure.
- Email communications to the team
- Maintain website structure and events with head coach
- Coordinate update of bulletin boards
- Attend Fall House of Delegates meetings with assistant coach
- Attend Spring House of Delegates meetings with assistant coach
- Coordinate Pool Rental Contract with School District Representative.
- Coordinate the reviews and salary administration for team coaches
  - Interview swimmers and parents starting in May
  - Combine interview information with review of goals from coach's contract
  - Present completed evaluations to the board for approval in July
  - Present coaches' contracts to board for approval including suggested compensation package in July
  - Review evaluations, contracts and compensation package with coaches

Other Board Members

- Attend board meetings on prescribed schedule
- Review material sent out by President, to be prepared for board meetings