

NORTH COAST SWIM CLUB
BY-LAWS

Amended and Adopted November 5, 2008

ARTICE I—ORGANIZATION

Section 1. INCORPORATION – NORTH COAST SWIM CLUB, herein called “the Club”, is incorporated in the State of Oregon and registered as a tax exempt 501(c) 3 corporation.

Section 2. PURPOSE – The North Coast Swim Club is a year-round competitive swim club providing education in the sport of swimming to athletes of all ages. Through training and guidance, swimmers have the opportunity to develop lifelong skills needed to attain their goals in a fun and safe environment and in accordance with the standards, rules and regulations of USA Swimming, Inc.

Section 3. MANAGEMENT – The Club shall be managed by a Board of Directors, herein called “the Board,” and shall act in accordance with these by-laws.

ARTICLE II—MEMBERSHIP

Section 1. – MEMBERSHIP –

- (a) The benefits and services of the CLUB shall be made available to any boy or girl who desires to participate in the program sponsored by the CLUB and who is physically able to do so.
- (b) Members shall be defined as all swimmers and parents and swimmers with membership fees in good standing and current registration with the Club and with USA Swimming, Inc.
- (c) An honorary member shall be any adult, not an employee of the CLUB nor meeting the requirements of Article II, Section 1 (a) upon whom the Board, by a vote of not less than two-thirds of the full Board, has bestowed this membership in recognition of services rendered for the CLUB. Such honorary membership shall be for life, shall have the full rights and privileges of regular membership for the first year and thereafter on a year by year basis by majority vote of the Board.

Section 2. LIMITATION – Membership shall not be limited in number except as required by the availability of coaching and facilities and shall be open to anyone who qualifies under Article II, Section 1

Section 3. VOTING – Each adult member as defined in Article II, section 1 (b) shall be entitled to one vote in the affairs of the Club. Voting shall be in person.

Section 4. PROXIES – There shall be no proxies.

Section 5. RIGHTS –

Any member in good standing shall be entitled to participate in any activity sponsored by the Club.

Section 6. TERMINATION –

(a). Membership shall terminate automatically if the requirements of Article II, Section 1 (b) are no longer met, or if dues are more than sixty (60) days in arrears.

(b). A member may resign membership at any time by giving notice in writing to the Secretary. Resignation of membership does not release any financial obligations to the Club in arrears.

ARTICLE III – DUES, FEES, ASSESSMENTS, AND PARTICIPATION

Section 1 – FISCAL YEAR – The fiscal year of the Club shall run from January 1 to December 31.

Section 2 – DUES – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the Club.

- Member Dues – Member dues shall be assessed on an annual basis, per fiscal.
- Part Year Member Dues- Dues for members joining in a mid-year season shall be assessed for the remaining season.
- Amount – The amount of dues per family shall be computed based on the number of swimmers in the family and classification of swimmer
- Changes in Dues Schedule – The Board of Directors retains the right to adjust the dues schedule, fees, and assessments.
- Payment – The Board of Directors shall establish the payment schedule for dues, fees, and assessments and establish appropriate guidelines and policies for payment of said dues.
- Change in Swimmer Status- A change in a swimmer's status mid-year will result in a recalculation of dues owed on a pro rata basis.
- Refunds – Refunds of prepaid annual dues for swimmers who quit the team shall be computed on a pro rata basis.

Section 3. FUNDRAISING COMMITMENT – The Board of Directors shall establish appropriate policies determining fundraising commitment per family and may establish a fundraising committee as part of the financial commitment of membership.

Section 4. FEES –

- USA Swimming Membership Fee – The Club shall designate a portion of the monthly/yearly dues to be dedicated to a separate fund for USA Swimming registration fees as required in Article II. Section 1 (b).
 - New members shall pay the USA swimming fee upon joining, thereafter, membership in USA Swimming shall be paid out of the fund designated in Article III. Sec 4 (a) .
- Entry Fees – The Club shall assess the appropriate entry fees based on entries submitted and are the responsibility of the Member.
- Special Fees – The Board shall set special fees for special events & clinics

SECTION 5. **PARTICIPATION** – A quality program as conducted by the CLUB requires the active participation of all members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, and in other activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall establish to assure that these obligations are fairly shared by all members.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1. **ANNUAL MEETING** –

Time and Place – The annual meeting of the CLUB shall be held on a Monday evening during the months of September at such place and reasonable time as the Board may designate.

Purpose – The annual meeting shall be for the purpose of electing Board Officers to take office the following Oct 1, receiving committee reports, and transacting such other business as may be necessary.

SECTION 2. **MONTHLY MEETINGS** –

Time and Place – Quarterly meetings of the CLUB shall be held during each month at such reasonable times and places, as the Board shall designate.

Purpose – Monthly meetings shall be for the purpose for transacting such business as may be necessary. In addition, the first monthly meeting of the fiscal year shall be for the purpose of receiving and approving a budget for the fiscal year.

SECTION 3. **SPECIAL MEETINGS** –

Call – Special meetings of the CLUB shall be held upon the call of President, the Vice-President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by fifteen (15) percent of the members

Time and Place – Special meetings of the CLUB shall be held, preferably on a Monday evening, at such reasonable time and place as the Board may designate.

Purpose – The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

SECTION 4. **NOTICE OF MEETING** - Written notice of any meeting of members shall be given to each member not less than 7 days nor more than 30 days prior to such meeting.

Delivery – Delivery of notice to each family shall be by e-mail or by mail delivery, if e-mail address is not provided.

Posting – Notice of meetings shall be posted on the team bulletin boards at each facility at which sponsored teams are practicing.

SECTION 5. **QUORUM** – Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 6. **ORGANIZATION** –

Presiding Officer – The President shall preside at any meeting of members, and in his absence, the Vice President. If neither is present, the members present shall elect a presiding officer.

Secretary – the Secretary shall serve as secretary for the meeting, and in his absence, the presiding officer shall appoint an acting secretary.

Order of Business – The order of business at any meeting, if applicable, shall be:

- Call to Order;
- Approval of Previous Minutes;
- Reports of Officers;
- Election of Board Officers;
- Reports of Committees and Task Groups;
- Old Business;
- New Business.

SECTION 7. **VOTING** –

Method – Voting may be by voice or show of hands but ten (10) members shall have the right to demand voting by roll call. Election of Directors, if contested, shall be by secret ballot.

Decision – All matters coming before the meeting for vote shall be decided by majority vote of those voting, except where different requirements are given elsewhere in these Bylaws.

SECTION 8. **MINUTES OF MEETING** – Minutes of each meeting shall be available for inspection by any member desiring to do so as soon as practicable but no later than with the notice of the next immediate annual or monthly meeting of members.

ARTICLE V – BOARD MEMBERS

SECTION 1. **BOARD COMPOSITION** – The Board shall be composed of Five (5) Board Officers, selected in accordance with ARTICLE V. SECTION 3, plus the any current Committee Directors and Board Members at Large.

The Board Officers shall be comprised of the following positions:

- President
- Vice-President
- Secretary
- Treasurer
- Club Development Officer

SECTION 2. **TERMS** – 2 Board Officers shall be elected at the Annual Meeting of Members each year for terms of two years each. The Vice President, Club Development Officer, and Treasurer shall be up for election in even numbered years; the President and Secretary shall be up for election in odd numbered years.

SECTION 3. **ELECTION OF OFFICERS & DIRECTORS** –

Nomination – Nomination shall be by self-nomination or a nomination from the floor with a second.

Election – Balloting, if nominations are contested, shall be by secret ballot with each member casting one vote per office up for election. The Secretary shall act as teller, but any four (4) members shall have the right to designate an observer. The nominees receiving the greatest number of votes shall be declared elected and shall assume office at the Oct 1 unless elected to fill an unexpired term, in which case they shall assume office immediately.

Vacancies – Should a vacancy occur on the Board for reasons other than normal expiration of term, the President shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume temporarily the duties of Member until the next quarterly or annual meeting. The notice for such next meeting shall include the nomination for the unexpired term, and the election shall be conducted in accordance with ARTICLE V, SECTION 3(a)(3) and 3(b), except that balloting shall be separately for each unexpired term.

SECTION 4. **REMOVAL OF BOARD MEMBERS FROM OFFICE** –

Recall by Membership – Any Board Member may be removed from office, with or without cause, at any annual, quarterly or special meeting of members, which stated in its notice that such action was contemplated, by majority vote of the members present.

Removal by Board Action – A Board Member missing three (3) consecutive meetings of the Board may be removed from office by majority vote of all the other Board members.

Automatic Removal – A Board Member whose membership is terminated in accordance with ARTICLE II, SECTION 6, shall automatically be removed from the office.

SECTION 5. **MEETING OF THE BOARD**

Open Meetings – All meetings of the Board shall be open to any member, and notice of meetings shall be distributed at each location where sponsored teams are practicing if time permits, except that executive sessions shall be permitted for the purpose of contract negotiations and for administering the financial assistance fund.

Quorum – A majority of the Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until such quorum shall have been attained.

SECTION 6. POWERS OF THE BOARD – The Board shall regulate and supervise the management and operation of the CLUB. It shall attend to all internal affairs of the CLUB, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the Board, it may exercise all the powers of the Corporation and to all such lawful acts and things as are not by statute or by the charter or by these bylaws required to be done or exercised by the members. The control of the Board over these affairs of the CLUB shall be subject to any action from time to time taken by vote of the members of the CLUB.

SECTION 7. POWERS AND DUTIES OF TRANSITIONING OFFICERS – In the interim between the annual meeting and the transferring of duties to the new directors at the next monthly board meeting, officers who have been in office during the past year shall retain their official duties and the new officers shall (put training in). The retiring officers shall provide transitioning services for a period of 30 days following the monthly meeting upon with the new officers officially take position.

SECTION 3. POWERS AND DUTIES OF THE PRESIDENT –The President shall:

- Preside at all meetings of members of the Board, have general and active management of the business of the CLUB, and see that all orders and resolutions of the Board are carried into effect.
- Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees except for the nominating committee.
- Sign, with the Treasurer, all checks and other instruments of payment by the treasury in excess of \$1,000.
- Conduct the general correspondence of the CLUB. Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.)
- Perform such other duties as the Board may direct.

SECTION 4. POWERS AND DUTIES OF THE VICE-PRESIDENT – The Vice-President shall:

In the absence of the President, or in case of his failure to act, in conjunction with the Secretary, have all the powers of the President, and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.

Perform such other duties as the Board may direct.

SECTION 5. POWERS AND DUTIES OF THE SECRETARY – The Secretary shall:

- Record and keep in a separate book, the minutes of all meetings of members, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- Keep a separate book, a copy of the Articles of the Corporation, together with a dated copy of the current bylaws and amendments.
- Maintain a current list of members with addresses obtained through USA Swimming registrations, and prior to any meeting of members, with the assistance of the treasurer update this list in accordance with ARTICLE II, SECTION 6.

SECTION 6. POWERS AND DUTIES OF THE TREASURER – The Treasurer shall:

- Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the CLUB in such depositories as the Board may direct.
- Disburse the funds of the CLUB as may be ordered by the Board, taking proper vouchers for such disbursements.
- Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of the CLUB, and at the annual meeting of members present a like report for the preceding year.
- With the President, sign all checks and instruments of payment by the treasurer in excess of \$1,000.00; and by his or her self all checks of \$999.99 or less.
- Serve as ex-officio member of all standing and special committees that have control over any funds of the CLUB.
- Perform such other duties as are inherent in the office of treasurer or as directed by the Board.
- Appoint, with approval of the Board, one or more Assistant Treasurers, who may or may not be Directors, to whom from time to time, may be delegated, under the Treasurer's supervision, responsibility for specific operational "funds".
- Serve as ex-officio member of all standing and special committees that have control over any funds of the CLUB.
- Perform such other duties as are inherent in the office of treasurer or as directed by the Board.

ARTICLE VII – COMMITTEES

SECTION 1. CLASSES OF COMMITTEES – Special committees will be established from time to time by the President or by the Board with their duties and powers subject to the authority of the Board.

ARTICLE VIII – ACCOUNTING, BUDGET FINANCE

SECTION 1. AUDITS –

Annual Audits – the Books of the Corporation shall be closed on the last day of December of each year to be audited by a qualified individual or individual other than the Treasurer and approved by the Board. The audit shall encompass all assets of the CLUB or under its control, with property valued at cost, depreciated value, or replacement cost, whichever is least. Separate "funds" shall have a separate accounting with the net gain or loss shown in the consolidated statement. The written report of the audit shall be prepared in time to be presented to the members at the annual meeting.

Special Audits – An audit similar to the annual audit shall be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2. **BUDGET** – A budget for the next fiscal year shall be prepared by the Board of Directors Elect for presentation and approval at the first quarterly meeting of members. A copy of this budget shall be distributed not later than ten (10) days prior to this meeting.

SECTION 3. **CONTRACTS** – Contracts for personal services shall require approval by majority of the full Board of Directors. Contracts involving loans, leases or other obligations of more than twelve (12) months' duration shall have to be ratified by a majority of all members.

SECTION 4. **REIMBURSEMENT** – Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of the CLUB, but shall not otherwise be compensated.

SECTION 5. **INDEMNIFICATION** – The CLUB shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of the CLUB, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

SECTION 6. **DISSOLUTION** – In the event this CLUB dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of the CLUB, after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations. These other organizations shall be determined by the individual members; and their pro rata share of the assets shall be sent to that non-profit organization.

ARTICLE IX – BYLAWS AND RULES OF ORDER

SECTION 1. **BYLAWS** – These bylaws, duly adopted and amended succeed any and all previous bylaws and amendments thereto, which are declared null and void.

SECTION 2. **AMENDMENTS** – These bylaws may be amended by a majority of the members present in person at any regular or special meeting provided that the proposed amendment has been submitted to the membership not less than ten (10) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board of Directors, or shall be signed by not less than four (4) members.

SECTION 3. **INTERPRETATION** – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.