

# TIGER AQUATIC CLUB, INC. BYLAWS

August 21, 2009

## Article I - Organization

SECTION 1. **INCORPORATION – TIGER AQUATIC CLUB**, Inc., herein called TAC, is incorporated in the State of Idaho under the Idaho Non-Profit Corporation Code to qualify as an exempt organization, and shall be managed at all times in such a manner as to qualify the Corporation for such exemption.

SECTION 2. **PURPOSE** - The object and purpose of the Corporation is educational, namely to teach swimming skills and good sportsmanship to children through competitive swimming. The Corporation is also responsible for handling the team's financial affairs.

SECTION 3. **MANAGEMENT** - TAC shall be managed by a Board of Directors, herein called the Board, acting in accordance with these Bylaws.

## Article II - MEMBERSHIP

SECTION 1. **MEMBERSHIP** - The benefits and services of TAC shall be made available to boys or girls who desire to participate in the program sponsored by TAC and who are physically able to do so, with the Board having final say in all membership decisions.

A member shall be the parent, legal guardian, or person having custody of any child who is swimming on any swim team sponsored by TAC.

- (a) Members will be expected to contribute or help in TAC's projects. A quality program as conducted by TAC requires the active participation of its 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 promulgate to assure that these obligations are fairly shared by all members.
- (b) Volunteering is an expectation of all members to support the club. Members may be provided an option of a buyout from fundraising activities.
- (c) In order to maintain membership in TAC, members must ensure that all swimmers maintain a valid membership in USA Swimming, and pay all dues or assessments required by TIGER AQUATIC CLUB.

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, with the Board having final say in all membership decisions.

SECTION 3. **VOTING** – In full-membership meetings, each TAC member present shall be entitled to one vote in the affairs of TAC. Voting shall be in person in such cases. Voting can be held without a team meeting in cases where a membership vote is needed on one topic and no other need for a meeting is required. In such cases voting can be conducted

by ballot, or via e-mail as long as full traceability can be established.

**SECTION 4. PROXIES** - There shall be no proxy votes at full-membership meetings.

**SECTION 5. RIGHTS**

(a) A swimmer in good standing shall be entitled to participate in any activity sponsored by TAC.

(b) The interests of all members shall be equal on a per family basis.

**SECTION 6. TERMINATION**

(a) Membership shall terminate automatically if the requirements of ARTICLE II.

SECTION 1 are no longer met, or if dues are more than thirty (30) days in arrears.

(b) A member may resign his membership at any time by giving notice to TAC, provided all obligations to TAC have been met in full.

**ARTICLE III- DUES, FEES, ASSESSMENTS AND PARTICIPATION**

**SECTION 1. FISCAL YEAR** - The fiscal year of TAC shall be from September 1 to the following August 31.

**SECTION 2. DUES** - Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of TAC.

(a) Member Dues - Dues for members shall be assessed on a monthly basis.

(b) Amount - The amount of dues per family shall be computed on the basis of a schedule set by the Board which shall take into account both the number of the family's children swimming on sponsored team(s), and the swimmer's classification.

(c) Changes in Dues Schedule - The dues schedule may be changed retroactively.

(d) Payment - The Board shall be responsible for establishing the monthly payment schedule for dues and the appropriate policies governing payment of said dues.

(e) Special Situations - The Board will have final say in all issues related to payment or reimbursement of dues in the event of special situations.

(f) Scholarships - The Board shall have the power to award scholarships to swimmers deemed needy for such support. The Board has the right to specify reasonable conditions for qualification for such scholarships as it sees fit.

**SECTION 3. FUNDRAISING COMMITMENT** - The Board may establish a fund raising committee as part of the financial commitment of membership.

**ARTICLE IV - MEETINGS OF MEMBERS**

**SECTION 1. ANNUAL MEETING**

(a) Time and Place - The annual meeting of TAC shall be held during the months of April or May at such place and reasonable time as the Board may designate.

(b) Purpose - The annual meeting shall be for the purpose of electing The Board to take office at the beginning of the next fiscal year, receiving committee reports, and transacting such other business as may be necessary.

## SECTION 2. **SPECIAL MEETINGS**

- (a) Call - Special meetings of TAC shall be held upon the call of President, the Vice-President or the Board. In addition, if requested by fifteen (15) percent of the members, a special meeting must be called by the Board to be held within thirty (30) days of the Board's receipt of said request.
- (b) Time and Place - Special meetings of TAC shall be held at such reasonable time and place as the Board may designate.
- (a) Purpose - The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

SECTION 3. **NOTICE OF MEETING** - Notice of any meeting of members shall be provided to each member either in written or electronic form (via e-mail and/or web site posting) not less than 7 days nor more than 45 days prior to such meeting.

- (a) Delivery - Delivery of notice to each family shall be by mail, email, or by hand delivery.
- (b) Posting - Notice of meetings shall be posted on the team bulletin boards at each facility at which sponsored teams are practicing and on the team's Web site, if applicable.
- (c) Waiver of Notice - Required notice of meetings may be waived by a written consent signed by three-fourths (3/4) of the voting members of TAC. Attendance at a meeting in person shall constitute waiver of notice.

SECTION 4. **QUORUM** - Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

## SECTION 5. **ORGANIZATION**

- (a) Presiding Officer - The President shall preside at any meeting of members, and in his or her absence, the Vice President. If neither is present, the members present shall elect a presiding officer.
- (b) Secretary - the Secretary shall serve as secretary for the meeting, and in his absence, the presiding officer shall appoint an acting secretary.

## SECTION 6. **VOTING**

- (a) Method - Voting may be viva voca, but ten (10) members shall have the right to demand voting by roll call. Election of the Board, if contested, shall be by secret ballot.
- (b) 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 7. **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 Board meeting.

## **ARTICLE V - BOARD OF DIRECTORS**

SECTION 1. **BOARD COMPOSITION** - The Board shall be composed of a President, Vice-President, Secretary, two Treasurers, Head Coach, Fundraising Chair, and up to four at-large members. Up to two at-large members may be appointed to the board from

outside the membership of TAC to provide community feedback and experience from outside the membership at large.

- (a) The Executive Committee of the Board will consist of the Officers of the Board and shall conduct such business as is deemed necessary by the President or the officers.
- (b) At-large members of the Board may be appointed by the Board or elected in the organization's annual election.
- (c) Any officer may be removed from office at any time, with or without cause, by majority vote of the full Board.
- (d) Vacancies of Board officer positions may be appointed by the Board.

**SECTION 2. TERMS** - The Board shall be elected at the Annual Meeting of Members, or in a special election if required to fill more than one vacant positions, for terms of one year each. Terms begin and expire at the end of the fiscal year. The elections in spring allow for a three month overlap of incoming and outgoing Boards for training. Officers may serve no more than two consecutive years in the same position. This limitation shall be interpreted to include all members of the same family. The term limitation can be waived by a specific unanimous vote of the membership of TAC on a case by case basis.

### **SECTION 3. REMOVAL OF BOARD MEMBERS FROM OFFICE**

- (a) Recall by Membership - Any Board member may be removed from office, with or without cause, at any annual or special meeting of members, which stated in its notice that such action was contemplated, by majority vote of the members present.
- (b) Removal by Board Action - A Director missing three (3) consecutive meetings of the Board may be removed from office by majority vote of all the other Board members.
- (c) Automatic Removal - A Director whose membership is terminated in accordance with ARTICLE II, SECTION 6, shall automatically be removed from the office. This may be overruled by unanimous vote of the Board to place said former member in one of the two at-large community member positions.

### **SECTION 4. MEETING OF THE BOARD**

- (a) Time of Meeting - Meetings of the Board shall be held monthly, at times set by resolution of the Board, or a call of either the President or the majority of The Board.
- (b) Notice - Seven (7) days notice, in person or by mail, phone or email, shall be given to all of The Board of meetings called by the President or by the majority of The Board.
- (c) Waiver of Notice - Required notice shall be waived if all absent Board members sign the minutes of the meeting or a separate waiver of notice, which shall become part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.
- (d) 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, personnel matters or for administering the financial assistance fund.
- (e) Quorum - A majority of the Board shall constitute a quorum for the transaction of business and the act of a majority of the Board 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 5. POWERS OF THE BOARD** – The Board shall regulate and supervise the management and operation of TAC. It shall attend to all internal affairs of TAC, 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 TAC shall be subject to any action from time to time taken by vote of the members of TAC. In matters regarding the employment of the Head Coach, the Head Coach shall not participate as a member of the Board.

## **ARTICLE VI - OFFICERS**

**SECTION 1. POWERS AND DUTIES OF THE PRESIDENT** -The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of TAC, and see that all orders and resolutions of the Board are carried into effect.
- (b) Appoint standing and special committees, subject to approval of the Board, and serve as ex-officio member of such committees
- (c) Sign, with another officer (not to include a Treasurer), all checks and other instruments of payment by the treasury in excess of \$3,000.00.
- (d) Perform such other duties as the Board may direct.

**SECTION 2. POWERS AND DUTIES OF THE VICE-PRESIDENT** - The Vice-President shall:

- (a) 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.
- (b) Perform such other duties as the Board may direct.

**SECTION 3. POWERS AND DUTIES OF THE SECRETARY** - The Secretary shall:

- (a) Have charge of the records and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- (b) Record and keep in a separate book, the minutes of all meetings of members.
- (c) Record and keep in same book, the minutes of all meetings of the Board, which minutes shall be presented to the next meeting of The Board for approval.
- (d) Keep in the same book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws and amendments.
- (e) Conduct the general correspondence of TAC.
- (f) 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.

#### **SECTION 4. POWERS AND DUTIES OF THE TREASURERS**

a) The powers and duties of the Treasurers shall be divided in such a way as to insure no unethical or illegal management of the organization's funds or holdings can occur and all transactions have verification. The duties listed below shall be divided as the Treasurers (with Board review) see fit in keeping with the above-mentioned restrictions.

- 1) Keep accurate and full accounts of receipts and monies collected from members by TAC.
- 2) Render to the Board upon its request, an account of any or all member accounts and any or all TAC-related transactions by the Billing Treasurer.
- 3) Serve as ex-officio member of all standing and special committees that have control over any funds of TAC.
- 4) Perform such other duties as are inherent in the office of treasurer or as directed by the Board.
- 5) 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 TAC in such depositories as the Board may direct.
- 6) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of TAC.
- 7) Prepare monthly report for newsletter and for the Board on the financial condition of TAC.
- 8) Disburse the funds of TAC as may be ordered by the Board, taking proper vouchers for such disbursements.
- 9) 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".
- 10) May not sign any checks.

#### **ARTICLE VII - COMMITTEES**

##### **SECTION 1. COMMITTEES -**

- (a) Committees may 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**

- (a) Annual Audits - the Books of the Corporation shall be audited twice each year by a qualified individual or individuals other than the Treasurers and approved by the Board. The audits shall encompass all assets of TAC 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 within 7 days of concluding the audit and presented to the Board
- (b) 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.

(c) Treasurers shall not be allowed to sign any bank accounts or checks.

SECTION 2. **CONTRACTS** - Contracts for personal services shall require approval of two-thirds (2/3) of the full Board. Contracts involving loans, leases or other obligations of more than twelve (12) months' duration shall have to be ratified by the board.

SECTION 3. **REIMBURSEMENT** – Individual Board members may be reimbursed for reasonable out of pocket expenses made on behalf of the TAC, but shall not otherwise be compensated. In addition, the Board Treasurers shall receive reimbursement for one half (1/2) of their swimmer's (highest-level swimmer, if more than one) monthly dues.

SECTION 4. **INDEMNIFICATION** - TAC 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 TAC, 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 5. **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 TAC, after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations as determined by the TAC members or the Board.

#### **ARTICLE IX - BYLAWS AND RULES OF ORDER**

SECTION 1. **BYLAWS** - These bylaws, duly adopted on August 21, 2009, 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 seven (7) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board, or shall be signed by not less than fifteen (15) members.

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

SECTION 4. **RULES OF ORDER** - Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of Committees, but shall not take precedence over these bylaws.