

# Bylaws

## **Article I: NAME and ARTICLES of ORGANIZATION**

The name of this organization shall be the "Water Rats Parents' Club, Inc.", a Connecticut Non-stock Corporation located in the Town of Westport, Connecticut, hereinafter referred to as the Club. The Club operates as a tax-exempt 501(c)(3) organization as determined by the Internal Revenue Service and shall be governed by these bylaws.

## **Article II: PURPOSE**

The purpose of the Club shall be to support the Westport Weston Family YMCA Water Rat (WRAT) Swim Team under the rules of the YMCA and USA Swimming as follows:

- a) To promote competitive swimming by affording swimmers the opportunity to learn and to develop their skills and by instilling good sportsmanship and team loyalty in the spirit of the YMCA;
- b) To raise funds to be used for the benefit of the program and its participants;
- c) To maintain and manage an annual budget for the Club that provides financial support for the program and its participants;
- d) To assist the coaches and Westport Weston Family YMCA staff in the administrative and clerical duties associated with a competitive swimming program; and,
- e) To organize and conduct social functions for the participants of the program.

## **Article III: MEMBERSHIP and DUES**

**Section 1. General:** The members of the Club shall be the parents of the swimmers on the Westport Weston Family YMCA Water Rat Swim Team. Water Rat Swim Team coaches shall serve as *ex-officio*, non-voting members who may attend and participate in all meetings of the Club.

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All members of the Club shall be encouraged to actively participate in Club work, activities and programs.

**Section 2. Dues:** Each Westport Weston Family YMCA Water Rat Swim Team family is required to pay an annual Parent Encouragement Tax (PET-WRAT fee) to the Club to ensure the Club's annual operating budget. The Club's Board of Directors shall determine the amount and condition of payment annually. A full explanation of the Club and fees shall be provided to each family at registration.

**Section 3. Suspension or Expulsion:** Any member whose conduct and actions are deemed to be detrimental to the purpose of the Club may be suspended or expelled by a majority vote of the board of directors. If a member wishes to appeal such action, he or she must submit a written request for a hearing before the Board of Directors within ten (10) days of notification of suspension/expulsion.

## Article IV: VOTING

Only parent members in good standing shall have voting privileges, with no more than two voting parents per family.

All members in good standing shall have the right to hold office.

A member shall be considered in good standing if all fee payments are current and if his or her conduct and actions are in support of the Club's purpose.

## Article V: BOARD of DIRECTORS

**Section 1. Composition:** The Board of Directors of the Club shall consist of the following elected officers:

- a) Co-Presidents, with staggered terms of office
- b) Co-Treasurers, with staggered terms of office
- c) Secretary
- d) An *Ex-Officio* member
- e) PET-WRAT Volunteer Coordinator
- f) Co-Officials Coordinators, with staggered terms of office, 1 vote of 2 members if both in attendance.
- g) WRAT USA Swimming Manager, if this role is fulfilled by a swim parent.

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- h) Meet Coordinator
- i) 8/under Representative (s), , 1 vote of 2 members if both in attendance.
- j) Age Group Representative (s), , 1 vote of 2 members if both in attendance.
- k) Senior Representative (s), , 1 vote of 2 members if both in attendance.
- l) Athlete Representative: Shall serve as the Club's liaison to the swimmers. One or two Athlete shall be nominated by the Water Rat Senior Coach to serve a one-year term during the swimmers' junior or senior year in high school. The Athlete Representatives shall disseminate appropriate information to the Water Rat Swim Team members and they shall share their opinions at the monthly business meetings of the Club and shall provide input to the Board of Directors regarding issues and concerns raised by their fellow swimmers. If two athletes share this position, then one of both will be expected to attend all meetings of the Club. If both Athlete Representatives attend a Board meeting, they will share one vote.

**Section 2. Duties of the Board of Directors:** The management of the Club will be vested in the elected officers. The Board of Directors shall ensure the fulfillment of the purpose of the Water Rats Parents Club; assume fiduciary responsibility for all Club funds and resources; establish policies that serve the needs and interests of the Club in support of the Westport Weston Family YMCA Water Rat Swim Team; establish policies for governance of the Club; and, in conjunction with the WRAT coaching staff, plan strategically for the Club and the Water Rat Swim Team.

The Parents Club Inc. savings account shall be designated as restricted and not to be used for the funding of annual operations in the ordinary course of business. An expenditure made for the Club's benefit shall require a vote for the release of the funds from savings. The vote shall be carried if approval is based on quorum of 75% or greater of the Board's composition.

An Investment Committee shall be formed to oversee the investment objectives of the account in a risk averse asset allocation model. The Committee shall consist of the Co-President(s), the Co-Treasurer(s) and a potential member at large to supervise the investment account. The Investment Committee shall report to the Parents' Club Board.

**Section 3. Elections:** A Nominating Committee to be appointed by the Board of Directors at its February –Business Meeting shall nominate the elected officers. The

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Nominating Committee will consist of four or five members: a current Board member who is not a Co-President, a member of the coaching staff, and three General members of the Club. The Nominating Committee shall serve for one calendar year from the date of this appointment.

With adequate time prior to the February meeting, the Board of Directors will actively and publicly solicit volunteers from the Club membership to participate on this committee. If more than three members of the Club volunteer, selection will be by lottery. Once convened, the Nominating Committee will elect its own Chair. The Nominating Committee will be responsible for nominating a slate of candidates for current year vacancies for the Board of Directors. The Nominating Committee will present its recommended slate of candidates to the Club membership at least 30 days prior to the Annual Meeting.

Additional nominations may be made by 10 or more voting members of the Club who present their nomination(s) in writing to the Nominating Committee no later than 20 days before the Annual Meeting. The Nominating Committee shall then present such additional nominations to the entire Club membership at least 10 days before the Annual Meeting. The election of officers shall take place at the Annual Meeting.

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During this same time period, the Nominating Committee will be responsible for identifying and recruiting volunteers to the best of their ability for appointment to volunteer positions as articulated in Article IX with the expectation that these appointments be made by the Co-Presidents at the Annual Meeting as well.

## Article VI. TERMS OF OFFICE and VACANCIES

### Section 1. Terms of Office:

- a) The Co-Presidents shall be elected one each annually for a staggered two-year term.
- b) The Co-Treasurers shall be elected one each annually for a staggered two-year term.
- c) The Secretary shall serve a two-year term.
- d) The *Ex-Officio* member shall serve a one-year term.
- e) The PET-WRAT Volunteer Coordinator shall serve a two-year term.
- f) The USA Swimming Manager shall serve a two-year term when role is fulfilled by a swim parent.
- g) The Meet Coordinator shall serve a two-year term.
- h) The Co-Officials Coordinators shall be elected one each annually for a staggered two-year term.
- i) The 8/Under, Age Group, and Senior Representatives shall serve one-year terms each.
- j) The Athlete Representative shall serve as one-year term.

No elected officer of the Board of Directors shall be eligible for more than two consecutive terms in the same position with the exception of the *Ex-Officio* member who is restricted to a single one-year term of office in that position. The 8/Under, Age Group, and Senior Representatives shall be limited to two consecutive one-year terms as a Representative regardless of the practice group they represent.

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If the Nominating Committee cannot fill a position to the best of its abilities, the Board may vote to ask the current position holder to stay on for an interim term.

The term of office shall be from September 1 through August 31 for the number of years consistent with the defined term of office.

It is understood that the work of the Board of Directors occurs at Board meetings. Board members are expected to attend all meetings. Board members must attend a minimum of 75% of the Board meetings each year to be eligible to remain in office.

**Section 2. Vacancies:** In the event a vacancy occurs on the Board of Directors, the Co-Presidents may consult with the Nominating Committee and/or with other members of the Board, and may recommend a replacement candidate to fulfill the remainder of the current term. Any such candidate must be voted on by a majority of the Board of Directors at the next regularly scheduled Board of Directors meeting. Any director elected in this manner must be re-nominated and presented at the next Annual Meeting, when he/she will be elected in accordance with the procedures identified in Article V. Sec. 3.

## **Article VII: FISCAL YEAR**

The Club shall operate on a fiscal year that runs from September 1<sup>st</sup> through August 31<sup>st</sup>.

## **Article VIII: DUTIES of OFFICERS**

**Co-Presidents:** Shall be responsible for the overall running of the Club, which includes the following but are not limited to: developing initiatives that continuously support the WRAT team on a yearly basis; setting the agenda for monthly Board meetings and directing those monthly meetings; monitoring the work of their colleagues on the Board ensuring that identified duties and responsibilities are carried out; ensuring that the Board and the organization adhere to the Club's Bylaws; acting as liaison for the Club membership with the WRAT Coaching staff, the Westport Weston Family YMCA and other organizations as necessary. Co-Presidents, working collaboratively with the Nominating Committee, shall appoint members to fill the following appointed volunteer positions as laid out in Article IX and any additional ones deemed necessary. The Co-Presidents will ensure a slate of officers is presented to the Club at its Annual

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Meeting for election. The Co-Presidents with majority support of the Board of Directors may appoint committees from time to time as deemed necessary to complete special projects or policy reviews as needed by the Club as set forth in *Article IX, Section 3, Other Committees*.

**Co-Treasurers:** Shall be responsible for the preparation of and accounting for the Club's annual budget, shall maintain appropriate financial records for the Club, shall be responsible for the collection and deposit of all Club funds, shall disburse all Club funds as authorized by the Board of Directors, shall present a financial report at each monthly business meeting of the Club, shall present an Annual Financial report to membership at the Annual Meeting, shall ensure that all necessary tax reports are compiled and filed as required by law and to safeguard the not for profit status of the Club. The Co-Treasurers will be the primary signatories of each and every financial account maintained by the Club.

**Secretary:** Shall be responsible for the recording of minutes for all official meetings held by the Club. The Secretary shall maintain a permanent copy of the records of all meetings and business correspondence in the swim team office or on the swim team's website. The Secretary shall serve as the Club's Parliamentarian.

**Ex-Officio:** The *Ex-Officio* member will serve in an advisory capacity to the Board of Directors and will be responsible for mutually agreed upon special projects as approved by the majority of the Board of Directors. The first right of refusal for this position will be to the outgoing Co-President. Should the outgoing co-president decline to serve as the Member-At-Large, an active Club member with previous WRAT Board of Director experience may be selected for this position. If no active member of the Club with previous WRAT Board experience accepts this position, then the position shall remain vacant for the current year.

**PET-WRAT Volunteer Coordinator:** Shall be custodian of all PET-WRAT account information and shall ensure all PET-WRAT payments are received in accordance with the deadlines and fee schedules established by the Board of Directors. The PET-WRAT Coordinator shall coordinate receiving and recording of PET-WRAT credits, shall work with the Treasurer to ensure the disbursement of PET-WRAT refunds, shall maintain PET-WRAT records in good order, and shall submit a PET-WRAT report at each monthly business meeting of the Club. Shall track the volunteer efforts of each family and monitor fulfillment of the minimum commitment and issue annual disbursement payout.

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**WRAT-USA Swimming Manager:** Shall ensure the collection and disbursement of all USA Swimming funds, shall maintain in good order a USA Swimming account for each swimmer, shall ensure each swimmer's USA Swimming account has a positive account balance, shall submit a USA Swimming Account Report at each monthly business meeting of the Club.

**Meet Coordinator:** Shall coordinate and train existing and prospective Meet Managers in the intricacies of running a home meet. This shall include but not be limited to ordering and coordinating delivery of awards; develop volunteer sign-up lists, ensure the lists are accurate and consistent from meet to meet; recruit volunteers; work with meet concession coordinator on food procurement and set-up for the season; work with Safety coordinator to ensure pool safety; and generally, ensure that all Home Meets are run effectively, efficiently and within budget.

**Co-Officials Coordinators:** Shall arrange for appropriate staffing by certified officials at all swim meets sponsored by the Club and/or the Water Rat Swim Team. In conjunction with the Water Rat Swim Team coaching staff and the Club's Board of Directors, the Co-Officials Coordinators shall recruit Water Rat Parents and train them to become certified, or re-certified, USA Swimming Officials. Co-Officials Coordinators shall encourage Water Rat officials to move up the ranks, so that the Club always has the officials required to host a swim meet. The Co-Officials Coordinators shall serve as liaisons to Connecticut Swimming and shall keep a current list of certifications for all Water Rat officials

**Practice Group Representative for Each Practice Group:** Shall serve as the Club's liaison for the WRAT Swim Team's 8/Under, Age Group and Senior Team practice groups. Practice Group Representatives shall disseminate appropriate information to Club members in the practice groups they represent gathered by attending monthly business meetings of the Club and shall provide input to the Board of Directors regarding issues and concerns raised by their practice groups. The Practice Group Representatives may coordinate social activities for their practice groups in conjunction with the WRAT staff and the Club. If two or more Club members choose to share this position, there will only be one vote per practice group.

## **Article IX: APPOINTED VOLUNTEER POSITIONS AND COMMITTEES**



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**Section 1. Appointed Volunteer Positions:** Club members shall be appointed annually to the following volunteer positions by the co-presidents to ensure the Club's purpose and goals are accomplished each year (these are non-Board positions that report to the Board of Directors):

*WRAT Media and Communications Coordinator:* Will serve as a liaison between the Westport Weston Family YMCA Communications Director, the Club and the Water Rat Swim Team to promote the team's activities and accomplishments in the Family YMCA's media channels and local news outlets. The WRAT Media Coordinator will coordinate with the coaching staff, the Practice Group Representatives and members of the Club in order to report on team events, such as home and away swim meets, fundraisers and WRAT Recognition Night.

*Meet Managers:* Shall plan and organize all USA and YMCA Swimming meets sponsored by the Club in conjunction with the Head Coach of the Water Rat Swim Team. One Meet Manager and one assistant Meet Manager will be appointed for each home meet. They shall work on a committee of Meet Managers with the Meet Coordinator and shall work with the various chairpersons such as Safety, Team Head Timer, Officials, Computer, and Timing System/Scoreboard Operations to ensure that all positions at meets are staffed.

*Safe Sport Club Coordinator:* The Safe Sport Coordinator shall keep apprised of safety policies promulgated by CT Swimming and USA Swimming and shall update the Team's Safety Policy as necessary. The Safe Sport Coordinator shall also be a non-athlete member of USA Swimming responsible for providing information needed to comply with the bi-annual application for the USA Swimming Safe Sport Club Recognition Program.

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*Computer Chair:* Shall coordinate all meet related computer operations for all swim meets sponsored by the Club, shall ensure entries are completed before each meet, shall arrange for appropriate computer staffing at each WRAT sponsored meet and shall ensure all post meet data is generated such as results and necessary documentation required by Connecticut Swimming. The Computer Chair will arrange for appropriate training of volunteers on meet software.

*Y Nationals Coordinator:* A Senior Team parent member of the Club will be designated to work with the Senior Coach to facilitate planning for the teams' participation at the YMCA National Swimming & Diving Championships each year. Working closely with the Senior Coach, this individual shall be responsible for developing a team budget for the trip and presenting this to the Club's Board of Directors no later than February each year, travel planning, assisting the Fundraising Leader with any planned fundraising activities for the National team, coordinating apparel for the National team swimmers and coaching staff, meal planning, publicity and other activities as deemed necessary to support the National team.

*Apparel Chair:* Shall arrange for the sale and distribution of coach-approved team apparel to WRAT team members.

*Concessions Chair:* Shall organize a committee to operate concessions at each meet sponsored by the Club. The Concessions Chair will ensure the purchase of necessary items for sale at the food concessions by organizing volunteers, will oversee the donations of items/baked goods in compliance with the regulations of the Westport/Weston Health District, shall ensure adequate staffing at each meet for concessions set-up, sales, and clean-up, shall ensure appropriate equipment (hot dog cooker, coolers, etc.) and supplies as well as start up cash for food sales are on hand the day of the meet, and assumes responsibility for monitoring funds generated through meet concessions and forwarding those funds to the Treasurer at the conclusion of each meet.

## **Section 2. Standing Committee**

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**Nominating Committee:** There shall be a Nominating Committee as described in Article V, Section 3.

**Section 3: Other Committees:** The Co-Presidents with majority support of the Board of Directors may appoint from time to time other committees as it may deem advisable for special projects or policy review for the Club and shall clearly designate the appointed committees' charter/scope of work, membership and duties. The Board of Directors shall appoint a Chairperson for each appointed committee from Club members in good standing.

Once convened, each committee will determine the time and place of its meetings. A majority of the members of the appointed committee will constitute a quorum for business.

Each committee will submit to the Board of Directors reports of its work. The appointed committees may make recommendations to the Board of Directors for further action or consideration by the Board of Directors. No committee shall enter into any contracts or incur any indebtedness or financial obligations on behalf of the Club.

The appointed committee will be dissolved upon the completion of its assigned charter/scope of work. Conversely, if a special committee becomes of permanent value, it may be designated as a Standing Committee through the Bylaws Amendment process as described in Article XII.

## **Article X: MEETINGS**

**Section 1. Monthly Business Meetings:** The Club shall hold regular business meetings on the first Thursday of each month unless an alternate date is determined by majority vote of the Board of Directors.

Announcement of the meeting and the agenda shall be disseminated to the Team membership at least 7 days prior to the meeting.

All Club members in good standing may attend the general business meetings of the Club.

Only members of the Board of Directors shall have the right to vote at this meeting, unless a bylaw amendment or vote to fill a Board vacancy is included on

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the agenda. In that case, all voting members in good standing present at the meeting may vote on the bylaws amendment(s) or nominations proposed.

Regarding voting, Robert's Rules of Order shall prevail at all meetings and the meeting chair shall withhold his/her vote unless it influences the outcome of the vote.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Voting by proxy shall not be permitted.

**Section 2. Annual Planning and Evaluation Meeting:** A Planning and Evaluation Meeting for the entire Club shall be held bi-annually. In lieu of an Annual Planning and Evaluation Meeting, the Board of Directors can decide to survey the entire membership to solicit input on member reaction to the past year and expectations/goals for the upcoming year.

The date, location, format and agenda will be determined by the Board of Directors and shall be disseminated to Club members at least thirty (30) days prior to the meeting.

The meeting shall be open to all members of the Club in good standing.

All voting members in attendance will be permitted to vote at the meeting. A majority of the Board of Directors shall constitute a quorum for this meeting. Voting by proxy shall not be permitted.

**Section 3. Annual Meeting:** One meeting per year will be deemed the Annual Meeting and its agenda will include the election of officers for the following year.

In addition, the Co-Presidents shall report on the year's activities and the Co-Treasurers shall report on the financial condition of the Club. The date, location, format and agenda will be determined by the Board of Directors and shall be disseminated to the Club membership at least thirty (30) days prior to the meeting.

All voting members of the Club in good standing in attendance may vote at this meeting. Voting by proxy shall not be permitted.

Fifteen (15) voting members of the Club shall constitute a quorum at the Annual Meeting.

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**Section 4. Special Meetings of the Board of Directors:** Special Meetings of the Board of Directors may be called at the discretion of one or both of the Co-Presidents or by written request of three (3) members of the Board of Directors with three (3) days notice given to the Club in advance of the meeting.

The call for the special meeting must specify the purpose of the meeting. No business shall be transacted at any special meeting except that for which the call is issued.

A majority of the Board of Directors shall constitute a quorum for the transaction of business. Voting by proxy shall not be permitted but if necessary as a follow-up from a discussion item, an email vote may be used

**Section 5. Special Meetings of the Membership:** Special meetings of the Club's membership may be called by one or both of the Co-Presidents, or can be called upon written request of five (5) members of the Board of Directors, or can be called upon written request of ten (10) voting members of the Club.

The call for the meeting shall specify the purpose of the meeting. No business shall be transacted at this meeting except that for which the call was issued.

Notice of the special meeting shall be disseminated to the Club at least fourteen (14) days prior to the special meeting.

All voting members of the Club shall be permitted to vote at this meeting.

Fifteen (15) voting members of the Club shall constitute a quorum for any special membership meetings. Voting by proxy shall not be permitted.

Robert's Rules of Order, revised edition, shall be the parliamentary authority for all Club meetings.

## **Article XI: INDEMNIFICATION**

The Club shall indemnify, hold harmless and make whole, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Club, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to the Club specified in this Article and was acting or

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failing to act in one or more of those capacities or reasonably believed that to be the case.

To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement of any judgment, order, decree or other court, administrative, or arbitration decision or settlement arising out of or in connection with such action, suit or proceeding.

The indemnification provided by this Article shall not apply to any Indemnified Person whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, or who is convicted of a crime (including felony, misdemeanor and lesser crimes).

Indemnified Person as used in this Article, shall mean any person who is or was a Board member or Officer or who was serving at the direct request of the Club as a meet manager, official, committee chairman, or member, coordinator, volunteer, or agent of another person or entity involved with the sport of swimming, including the successors, guardians, conservators, heirs, executors, administrators, and trustees of such Indemnified Person.

The Club may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense.

## **Article XII: DISSOLUTION**

**Section 1. Plan of Dissolution:** In the event the Club dissolves pursuant to action of the members, action of the Board of Directors, action of the Board of Directors and members together, or by a court judgment, the Board of Directors shall adopt a plan of dissolution for the satisfaction of its liabilities and the distribution of its assets, pursuant to Connecticut General Statutes.

**Section 2. Distribution of Assets Upon Dissolution:** After payment of all liabilities and obligations of the Club and after the return of all assets which were held by the Club upon condition that they be returned upon the dissolution of the Club, all remaining assets shall be transferred to one or more domestic corporations engaged in activities substantially similar to the Club and qualified as a 501 (c)(3) Corporation by the Internal Revenue Service.

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## **Article XIII: AMENDMENTS OF THE BYLAWS**

A review of these Bylaws should be completed every three years by the Board of Directors or by a committee appointed by the Board of Directors to facilitate such a review.

Any member of the Club in good standing may propose alterations or amendments to these Bylaws.

These Bylaws may be altered or amended by majority vote of the voting members of the Club present at any regular, special or annual meeting of the Club provided that all alterations or amendments shall have been approved by the Board of Directors and shall have been disseminated to the Club for at least thirty (30) days prior to such meeting. Any alteration or amendment to these Bylaws, which is so approved, shall become effective immediately.

Any alterations or amendments to these Bylaws shall be reported to the Club's membership.

Enacted September 1980  
Amended December 1983  
Amended September 1986  
Revised March 1990  
Revised July 1994  
Revised August 1998  
Amended: October 23, 2003  
Amended January 8, 2004  
Amended March 9, 2005  
Reviewed December 2005

Amended March 7, 2006  
Reviewed February 2009  
Amended May 7, 2009  
Amended September 3, 2009  
Amended October 7, 2010  
Reviewed February, 2012  
Amended April 10, 2012  
Amended June 6, 2013  
Amended July 8, 2014  
Amended June 16, 2016  
Amended July 31, 2017  
Amended July 2019  
Amended June 2021