

Bylaws of IEY/SST Parents' Association

Article I Name

1.01 The name of the Corporation shall be IEY/SST PARENTS' ASSOCIATION or such other name as may be reflected in the Articles of Incorporation of the Corporation, as they now exist or may be hereafter amended.

1.02 The affairs of the Corporation shall be conducted in the name of the Corporation or in such other name (as an assumed name) as the Board of Directors may, from time to time, determine.

Article II Purpose

2.01 The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as from time to time amended: Namely, to promote and encourage interest and participation in the sport of amateur competitive swimming and diving; to recruit and train a swimming team or teams; and to enter such team or teams in competition.

2.02 The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its directors or officers except as permitted by the Articles of Incorporation and the laws of the state of Washington.

Article III Membership

3.01 Each parent (and spouse of a parent having legal custody) of a swimmer who is registered and swimming as a [USA Swimming](#) member of a swim team sponsored by the Corporation shall automatically be a member of the Corporation.

3.02 The Board of Directors may, by unanimous vote, elect Honorary Members. Honorary Members shall be exempt from payment of any fees whatever and shall be entitled to all the privileges of regular members. Honorary memberships may be terminated for any Honorary Member upon the unanimous vote of the Board of Directors, excluding therefrom the vote of the Honorary Member who is the subject of the vote, if such member is on the Board of Directors.

3.03 The Board of Directors may, by vote of two-thirds (2/3) of those directors present at a properly called meeting, suspend or expel any member for cause. Membership of any member shall terminate automatically when such member becomes ineligible for membership. Membership shall be suspended during any time any fee, due, or assessment for which the member is responsible is two months or more in arrears.

Article IV Meetings of Members

4.01 Annual Meeting - There shall be an annual meeting of the Corporation on the second Tuesday of September of each year, unless otherwise ordered by the Board of Directors, for election of officers and directors, receiving reports, and the transaction of other business.

4.02 Special Meetings - Special meetings of the Corporation may be called at any time by the President, and must be called at any time by the President, or upon his absence or default, by the Vice-President or Secretary, on the written request of a majority of the Board of Directors, or on the written request of not less than ten members of the Corporation. At least ten days' notice of any special meeting must be given to the members of the Corporation, and the notice must state the object of the meeting.

4.03 Quorum - Ten members of the Corporation, when present at any meeting, shall constitute a quorum, and in case there are less than this number, the presiding officer may adjourn from time to time until a quorum is present.

4.04 Voting - Each member present at a meeting shall be entitled to one vote on each matter presented for voting.

4.05 Mail Vote - When, in the judgment of the Board of Directors, any questions shall arise that should be put to a vote of the membership, and when it deems it inexpedient to call a special meeting for that purpose, it may, unless otherwise required by the bylaws, submit the matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority (unless a greater number is required by these bylaws or the Corporation's Articles of Incorporation) of the votes received by mail within two weeks after such submission to the membership, provided by, in each case, votes of at least ten percent of the members shall be received. Action taken in this manner shall be as effective as action taken at a duly called meeting.

Article V Officers and Their Election

5.01 Officers Elected by the Membership.

The membership shall, at its annual meeting, elect a president-elect, a secretary, and a treasurer. (Revised 09/25/2002)

5.02 Officers Elected by the Board of Directors. Other offices and officers may, at the discretion of the Board of Directors, be established and elected by the vote of the Board of Directors.

5.03 Terms. The president-elect shall serve for a term of one (1) year commencing with the annual meeting at which they are elected and will assume

the position of president commencing with the next annual meeting. The secretary and treasurer shall serve for a term of two (2) years commencing with the annual meeting at which they are elected and until successors are duly elected. Officers are eligible for re-election. Vacancies in any office may be filled for the balance of the term thereof by the Executive Committee. (Revised 09/25/2002)

5.04 Nominating Committee. The Board of Directors shall appoint a nominating committee which shall meet at least one (1) month prior to the annual meeting. The committee shall be charged with selecting at least one (1) nominee for each office to be elected by the membership and shall present their nominees at the annual meeting. Additional nominations may be made at the annual meeting upon the petition of at least eight (8) members. In the event of more than two (2) nominees for any one (1) position, a plurality vote shall be determinative.

5.05 Vacancy. A vacancy occurring in any office elected by the membership shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Committee; provided, however, that in the case of a vacancy in the office of president, the vice-president shall serve the unexpired term and the Executive Committee shall appoint a vice-president to serve the unexpired term of the vice-president.

ARTICLE VI Officers' Duties

6.01 President. The president shall monitor all the business and affairs of the Corporation. The president shall facilitate all meetings of the Board of Directors and members, and shall be Chairman of the Executive Committee. In general, the president shall perform all duties incident to the office of president and such duties as may be prescribed by these by-laws. He shall be an ex-officio member of all committees. (Revised 09/25/2002)

6.02 President-elect. The president-elect shall, in the absence of the president or in the event of the president's inability or refusal to act, perform the duties of the president with all the attendant powers and restriction. In addition, the president-elect shall perform such other duties as shall be assigned by the Executive Committee. (Revised 09/25/2002)

6.03 Secretary. The secretary shall keep the minutes of the meetings of the members, Executive Committee, and Board of Directors. In addition, the secretary shall be responsible to see that all notices are duly given in accordance with the provisions of these by-laws, be custodian of the corporate records, keep a register of the post office address of each member, and, in general, perform all duties incident to the office of secretary.

6.04 Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give

receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks as shall be selected by the Board of Directors, and, in general, perform all the duties incident to the office of treasurer.

ARTICLE VII Board of Directors

7.01 Composition. The Board of Directors shall consist of the four (4) officers elected by the membership, the head coach, and five (5) other directors elected by the membership at their annual meeting. (Revised 09/11/2012)

7.02 Duties. The Board of Directors shall:

(i) Transact necessary business in the intervals between membership meetings and shall be generally responsible for the conduct of the Corporation's business; (ii) Appoint the standing committees; (iii) Approve the plans of work of the standing committees; (iv) Present a report at the membership's annual meeting of the more significant activities of the Board of Directors; (v) Consider and approve a budget for the fiscal year; and, (vi) Approve routine bills within the limits of the budget.

7.03 Meetings. Regular meetings of the Board of Directors shall be held monthly at a time and date to be fixed by the Board of Directors. The Board of Directors may, in their discretion, determine whether such meetings are warranted and may, from time to time, schedule meetings at intervals other than monthly. Meetings may be called upon at least five (5) days' notice. A majority of the Board of Directors shall constitute a quorum. Attendance at a meeting of the Board of Directors may be by means of any telecommunication mode by which each member can, at all times, hear the comments of each of the other directors.

7.04 Unanimous Consent in Lieu of Meetings. In lieu of a meeting the Board of Directors may act by written unanimous consent, which written unanimous consent shall have the same effect as a meeting duly convened and attended by a quorum of the directors.

ARTICLE VIII Committees

8.01 Standing Committees. This Corporation shall have at least two (2) standing committees: an Executive Committee comprised of the president, president-elect, secretary, and treasurer; and a Finance Committee appointed by the Board of Directors comprised of at least three (3) directors. (Revised 09/25/2002)

8.02 Executive Committee. The Executive Committee shall have as its chairman the president of the Corporation and shall supervise and control all the business and affairs of the Corporation. The Executive Committee shall be

responsible for negotiating and monitoring a contract of employment with the head coach of the team or teams sponsored by the Corporation, to serve as a liaison, mediator, and arbitrator. The Executive Committee shall also be responsible for any and all other duties assigned it by the Board of Directors. (Revised 09/25/2002)

8.03 Finance Committee. The Finance Committee shall be responsible for deriving a budget for the review and approval by the Board of Directors, for overseeing the budget once adopted by the Board of Directors, for advising the Board of Directors on financial matters, and for investing any surplus funds. The Finance Committee shall also be responsible for any and all other duties assigned it by the Board of Directors.

8.04 Other Committees. The Board of Directors may, from time to time, appoint such other committees with such duties and powers as it may determine. Without limiting the generality of the foregoing, the following committees may be established and members appointed thereto:

- A. Ways and Means Committee, which among other things, may be charged with organizing fundraisers, soliciting sponsors, and arranging hospitality.
- B. Publicity Committee, which may be charged with publicizing all noteworthy information regarding the Corporation and its sponsored teams.
- C. Swim Meet and Officiating Committee, which may be charged with organizing and conducting officials' clinics and recruiting officials for Corporation-sponsored swim meets. The chairman of this committee should serve as the Corporation's or its sponsored team's Officials Representative to the Inland Empire Swimming Officials' Committee.
- D. Communications Committee, which may be charged with handling all communications to members (telephone committee) and providing up-to-date membership rosters.
- E. Grievance Committee, which may be charged with handling all grievances between coaches and parents.
- F. Accessory Committee, which may be charged with having charge of all items for sale, including patches, goggles, paddles, t-shirts, and the like.
- G. Equipment Committee, which may be charged with keeping an accurate inventory of the Corporation's and its sponsored teams' equipment and ensuring the periodic inspection and repair of such equipment.
- H. Recruitment Committee, which may be charged with the recruitment of new swimmers for the Corporation's sponsored team or teams.

8.05 Quorums. Unless otherwise provided in a resolution appointing the committee, a majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE IX Head Coach

9.01 Duties. The head coach shall be directly responsible for the complete competitive swimming program of the Corporation and shall have direct supervisory responsibility of the coaching staff for the team or teams sponsored by the Corporation.

9.02 Board Member. The head coach shall be a voting member of the Board of Directors and shall assist in the determination of team policy and planning the development of the team or teams sponsored by the Corporation. He shall be an ex-officio member of all committees. (Revised 09/25/2002)

ARTICLE X Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and committees, and shall keep a record giving the names and addresses of the members entitled to vote, as well as a record of the swimmers for each of the teams sponsored by the Corporation. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI Fees, Dues, and Assessments

Fees, dues, and assessments shall be as the Board of Directors may, from time to time, determine, provided, however, such fees, dues, and assessments shall be published and available to each new member and swimmer for any Corporation-sponsored team. Upon any amendment to the fees, dues, or assessments, such amendments shall be likewise published and made available to all members and swimmers.

ARTICLE XII Fiscal Year

The fiscal year of the Corporation shall begin on the first (1st) day of October of each year and shall end on the last day of September of the following calendar year.

ARTICLE XIII
Indemnification

13.01 Each person who is or was a director, officer, or employee of the corporation (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Law of the state of Washington against any liability cost or expense incurred in the capacity as director, officer, or employee, or arising out of the status as a director, officer, or employee (including serving at the request of the corporation as a director, officer, employee, or agent of another corporation).

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

ARTICLE XIV
Amendments to By-Laws

These by-laws may be amended by the affirmative vote of two-thirds (2/3) of the members voting at any regular or special meeting of the Corporation, after notice of such amendment or amendments and the nature thereof.