**RACE AQUATICS SWIM CLUB, INC.**

##### By-Laws

# ARTICLE 1

# Name

**Article 1.1 Name**

The name of the organization shall be the RACE AQUATICS SWIM CLUB, INC. (hereinafter referred to as “RACE”).

**ARTICLE 2**

**Offices**

**Article 2.1 Principal Office**
The principal office for the transaction of the activities and affairs of the corporation (“principal office”) is located in P.O. Box 51614, Bowling Green, Kentucky, 42102. The directors may change the location of the principal office at any time. Any changes of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location and submitted to the Kentucky USA Swimming authority.

**Article 2.2** **Subordinate Offices**

The board of directors may at any time, establish branch or subordinate offices at any place or places within Kentucky or where the corporation is qualified to conduct activities.

## ARTICLE 3

## Purposes and Objectives

**Article 3.1**

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable purposes.

**Article 3.2**

This corporation is organized exclusively for charitable and educational purposes not for the purpose of fostering national amateur sports competition (but only if no part of its activities involve the provision of athletic facilities and equipment) within the meaning of Section 501(C) (3) of the internal revenue code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provisions of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation and the corporation shall not carry on any other activities not permitted to be carried on by:

* + - * 1. A corporation exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or
				2. A corporation, contributions to which are deductible under Section 170(C) (2) internal revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

**ARTICLE 4**

**Dedication of Assets**

**Article 4.1 Dedication of Assets**

The purpose and assets of the non-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code 501 (C) (3). The closest swim organization to the Bowling Green, Kentucky area will be the recipient if it qualifies for distribution under this Article.

**ARTICLE 5**

**Membership**

**Article 5.1 Membership Qualifications**

1. There shall be one class of membership in this corporation consisting of:

The parents or legal guardians of and living with the minor children who participate in amateur competitive swimming activities conducted by the corporation,

Emancipated persons who participate in amateur competitive swimming activities conducted by the corporation.

1. Members shall pay such dues and fees as may from time to time be fixed by the board of directors.
2. No person may hold more than one membership or a fractional membership.
3. No member may transfer for value of membership or any right arising from such membership. All rights of membership cease upon a member's death.

**Article 5.2 Membership Voting**

1. Each Family is entitled to one vote for each officer and director position and one vote for each business agenda item regardless of how many of their children are swimmers on the team.
2. Swim team members under 18 (children enrolled on the team) have no voting rights or responsibilities.
3. Items that constitute a vote by Membership (Board of Directors positions, Bylaw changes, etc.) will be conducted as a closed ballet controlled by the Board of Directors at a meeting with membership or electronically. If such item will be on the agenda for a meeting, advance notice will be given to membership. If done electronically, a set start/end time will be established and communicated in advance. Majority vote of those that participate will carry. A recount may be requested in writing to the president of the board of directors within 5 days of the election.

**Article 5.3 Membership Fees and Dues**

Each member must pay, as determined by and within the time and on the conditions set by, the board of directors, an initiation fee, if any, and any monthly and/or annual dues to be determined and in amounts to be fixed from time to time by the board of directors.

**Article 5.4 Termination of Membership**

1. Cause for termination. The membership of a member shall terminate upon the occurrence of the following events:
	1. The resignation of the member,
	2. The failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors,
	3. The determination by the Board of Directors that the member has failed in a material and serious degree to observe the Code of Conduct of the corporation or has engaged in conduct materially seriously prejudicial to the interest and purposes of the corporation.
		* Procedure for expulsion. Following the determination that a member should be expelled under subparagraph (iii) above, the corporation shall follow the expulsion procedure set forth by the National USA Swimming Rules and Regulations.
		* The individual that has been determined to be expelled from the club has the right to appeal to the board of directors within 10 days for a special hearing of the board of directors for a final determination.

**Article 5.6 Membership Issues, Concerns, and Grievances**

1. The RACE Grievance Procedure provides swimmers, parents, coaches, club leaders and employees a system to address and report grievances in a productive, systematic way. Following these Procedures provides the appropriate parties a means to properly investigate, intervene, and take disciplinary action when needed.
2. Swimmers or parents desiring to express an issue, concern, or grievance should refer to the RACE Grievance Procedure and proceed professionally and personally using the outlined Chain of Command. If the situation is neither resolved nor corrected, a written letter to the Board with all relevant facts may be submitted so that it may be placed on the agenda for a discussion and a vote, as required.
3. In any controversy involving an interpretation of the RACE Bylaws or of the rules and regulations of RACE, the decision of the Board of Directors as to the interpretation of such Bylaws and rules and regulations shall be final and binding.

**ARTICLE 6**

**Meetings of the Board of Directors**

**Article 6.1 Regular Board of Directors Meetings**

1. The Board of Directors shall meet, in person or electronically, no less than 4-6 times a year. Other meetings will be called by the Board President as deemed necessary. If additional meetings are needed, the President will give board members a minimum of 4 days’ notice.
2. Meeting notices will include the date, time, and location of the meeting and a summary of the agenda or issues to be discussed. The notice should be published at least 4 days before the meetings and no more than 60 days.
3. Topics that are raised prior to or during the Board of Directors meeting which are not listed on the preliminary agenda may be deferred to later meetings or immediately addressed by the Board of Directors.
4. Any member in good standing may attend board meetings. They should contact the Board President at least 5 days prior to the meeting to be included in the agenda. Members in attendance may only comment during their discussion item or during a Members Comments section (if on the agenda), but not during any other sections of the meeting unless called upon.
5. The Board of Directors reserves the right to close the meeting to the general membership and enter executive session due to proprietary or confidential related topics.
6. The below five meetings are strongly suggested for membership involvement:
	1. March (Start of Long Course)
	2. June (Plan for Long Course State Meet)
	3. August (Annual Banquet/Membership Business Update to provide financial/operational review, Board Positions open for nomination, review policies/schedules/expectations)
	4. September (Start of Short Course and Board Position Voting)
	5. January (Plan for Short Course State Meet)

**Article 6.3 Special Meeting**

1. A special meeting of the members for a lawful purpose may be called at any time by any of the following: the Board of Directors, the President, or ten percent or more of the members.
2. If a special meeting is called by Members other than the Board of Directors, the request shall be submitted by such members in writing, specify the general nature of the business proposed and shall be delivered via email to the Board of Directors. The Board of Directors will review the request of the special called meeting not less than ten days and not more than 60 days from the receipt of the request.

**Article 6.4 Quorum**

Percentage required for a Board of Directors meeting. Fifty-one percent (51%) of the Board of Directors must be present at the meeting to conduct voting and business transactions in the name of the corporation.

**ARTICLE 7**

**Board of Directors**

**Article 7.1 Board of Directors General Powers**

1. The Board of Directors (“Board”) is responsible to the swimmers and parents for the operation of the swim club. The board of directors has the ultimate responsibility to employ and manage all RACE employees in a manner conducive to the continued success of the club. All corporate powers and governance responsibilities will be exercised under the authority of the Board, subject to any limitations set forth in these Bylaws, to include managing and conducting the business and financial affairs of RACE.
2. The Board consists of President, Vice President, Treasurer, Secretary, and at least one Member at Large, to serve as needed. The Head Coach serves as a non-voting, ex-officio member of the Board of Directors. An outgoing BOD member may serve in the year immediately following his/her term as a non-voting, ex-officio member of the Board of Directors.
3. The duties of the Board of Directors include, but are not limited to:
	1. Establish policy in all matters relating to the function and operation of RACE, including the administrative functions of its officers and employees, and any items of business that come before the Board of Directors.
	2. Provide responsible leadership and direction for RACE and its employees.
	3. Be responsible for hiring (with input from a search committee) the Head Coach and coaching staff.
	4. Shall review the performance of employees prior to employment contract renewal, or as deemed necessary during the term of employment.
	5. Comply with laws governing incorporated tax-exempt entities.
	6. Support coaching staff in positive way.
	7. Solicit input from the coaching staff and general membership, including swimmers, to achieve the maximum benefit possible.
	8. Develop and follow a succession plan.

**Article 7.2 Election of Board of Directors**

1. RACE will allow no fewer than 5 board of directors’ members at one time and will rely mainly on parent and committee support.
	1. Each member will serve a two-year term and may be reelected as many times as they receive nominations.
	2. Nomination of officers will take place annually in August, unless the board of directors’ fixes another date and so notifies the members.
	3. Voting of officers will take place annually in September, unless the board of directors’ fixes another date and so notifies the members.
	4. Newly elected officers will assume duties annually in October, unless the board of directors’ fixes another date and so notifies the members.
2. All open positions will be posted no less than 15 days prior to nomination due date and reviewed for all Membership at the August Board of Directors Meeting. Members can self-nominate, or second party nominate a member. All nominees will be contacted prior to the vote to confirm acceptance of nomination.
3. Voting, generally held in September, can be held either during a scheduled Parents’ Meeting or by using an online voting system. Elections will be a closed ballet and controlled by the Board of Directors. A recount may be requested in writing to the President of the Board of Directors within 5 days of the election.
4. In the event an officer is unable to fulfill the elected term of office, the RACE Board of Directors can appoint a replacement until the annual vote unless the Board determines a special election will be held at a special called membership meeting.

**Article 7.2 Termination of a Board of Director Member**

1. A board of director may be removed from office if:
	1. He or she fails to make two meetings consecutively without cause. This removal will require a unanimous vote by the remaining members of the board of directors.
	2. Any violation of the RACE code of conduct or any violation of the rules governing USA Swimming rules and regulation.
	3. Any discredit to RACE or USA Swimming by inappropriate conduct as according to a majority of the board of directors.
2. In the event a Board member is removed from office, the RACE Board of Directors can appoint a replacement until the annual membership meeting unless the Board determines a special election will be held at a special called membership meeting.

**Article 7.3 Duties of the Officers of the Board of Directors**

Any duties not specifically mentioned within these bylaws can be assigned as necessary by the Board.

1. The President shall: Be the chief executive officer of RACE. He/she shall be the liaison between the active members and the various officers of the Club as well the coaching staff.
2. The Vice President shall: Serve as an advisor to the President and act in his/her absence.
3. The Secretary shall: Record all Minutes of membership meetings and Board meetings.
4. The Treasurer shall: Be responsible for the collection and expenditures of all RACE money
5. The Member(s) at-large shall: Represent the concerns of the general membership to the Board

**ARTICLE 8**

**Non-Discrimination Policy**

**Article 8.1 Non-Discrimination Policy**

RACE is committed to the principle of equal opportunity and fostering an inclusive environment that prohibits discrimination on the pool deck, in locker rooms and at swim competition.

RACE will provide an equal opportunity to athletes, coaches, trainers, managers, administrators, and officials to participate in the sport of swimming.  Athletes will be allowed to participate and compete to the fullest extent allowed by the Rules and Regulations.  Discrimination against any member or participant on the basis of age, gender, race, ethnicity, culture, religion, sexual orientation, gender expression, genetics, mental or physical disability, or any other status protected by federal, state or local law, where applicable, is prohibited.

**ARTICLE 9**

**Indemnification Clause**

**Article 9.1 Indemnification Clause**

1. Each person who acts as a director or officer of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his being or having been a director or officer of the Club, except in relation to matters as which he/she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duties. The Board is authorized to secure insurance to protect the Club and fund the Indemnification.
2. The right of indemnification provided herein shall inure to each director and officer referred to in Article 7 above, whether or not he is such director or officer at the time such costs or expenses are imposed or incurred and in the event of his death shall extend to his legal representative.

**ARTICLE 10**

**Budget**

**Article 10.1 Budget**

The Fiscal year of the corporation shall commence on the first day of September and end on the last day of August with periodic audits, as needed.

**ARTICLE 11**

**Parliamentary Authority**

**Article 11.1 Parliamentary Authority**

The rules contained in Robert’s Rules of Order, Revised Edition, shall govern in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

**ARTICLE 12**

**Amendments**

**Article 12.1 Amendments**

These Bylaws may be amended or abolished in whole or in part at any regular meeting by a majority vote of the members in good standing present, according to the provisions described in Article 5.

Enacted on this 20th day of September, in 2022 By: \_Tony Rose\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 Vice President