

**BYLAWS OF  
BILLINGS AQUATIC CLUB  
(revised 6/8/20)**

**ARTICLE I  
NAME**

The name of this organization shall be the Billings Aquatic Club. (herein after called the Club.)

**ARTICLE II  
MEMBERSHIP**

- (A) Eligibility: The following persons and entities are eligible for membership in the Club:
- (1) Each parent or guardian of a member of a Billings Aquatic Club swim team.
  - (2) With Head Coach approval, any person through age 19 interested in competitive swimming and former BAC Members in good standing through age 24 may swim with the team.
  - (3) Any person, corporation, or other group desirous of encouraging the purposes and activities of the Club.
- (B) Effecting Membership: Each person or entity eligible for membership in the Club shall become a member of the Club by:
- (1) The payment of dues in the amount as prescribed in Article III hereof OR
  - (2) The agreement to become a member of the Club and the payment of dues in such amount within the period stated in Article III hereof.
- (C) Voting: Each Member family shall be entitled to no more than two votes in the affairs of the Club during the Annual and Semi-Annual Meetings. During regular meetings, votes will be cast by the members of the elected Board only.
- (D) Termination of Membership: The Board, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or terminate a Membership. If, in view of the Board, behaviors or actions of any Member adversely affect or are detrimental to the operations, morale, or overall functioning of the Club, that Member can have their BAC membership revoked or denied. Normal determination will include a verbal warning, a written warning, and then the action will go to the Board for final disposition., however the Board reserves the right to act immediately and terminate a Membership in the Club without following the normal determination warnings.

**ARTICLE III  
DUES, FUNDRAISING, AND VOLUNTEER HOURS**

- (A) Amount: The dues and fund raising shall be established by the Board each year. The year shall run from September 1st through August 31st.
- (B) Payment of Dues: Dues shall be paid on the date or dates as prescribed by the Board, but no annual dues may be extended into the subsequent year or years.
- (C) Delinquent Dues: Dues are payable the first of each month and become delinquent if not paid by the end of the month. No swimming, practice, or meets will be allowed if swimmers' dues are not paid by the 15th day of the subsequent month. Dues must be current to participate in any Championship meet. Dues rates and payment procedures will be set by the Board each year and posted in the team handbook.
- (D) Fundraising: The fundraising obligation and due dates for members shall be established by the Board each year. Members who do not meet their obligation by the due date may be billed for the remainder of their obligation. Excess fundraising may be carried over from one season to the next following season, however the limit will remain from one season to following season only.
- (E) Volunteer Hours: The volunteer obligation and due dates for members shall be established by the Board each year. Members who do not meet their obligation by the due date may be billed for the remainder of their obligation at a prorated hourly dollar rate as established by the Board.

**ARTICLE IV  
MEMBERS MEETING**

(A) Meetings:

- (1) Annual Meeting: There shall be an Annual Meeting of the Club the first Tuesday of May each year for the purpose of electing officers, the receipt of reports, and the transaction of other business.
- (2) Semi-Annual Meeting: There shall be a Semi-Annual Meeting of the Club the first Tuesday of December each year for the purpose of the receipt of reports and the transaction of other business.

(B) Time and Place of Meeting: The Annual Meeting shall be held in May at a time and place to be determined by the Board. The Semi-Annual Meeting shall be held in December at a time and place to be determined by the Board. The dates for both the Annual and Semi-Annual Meetings are subject to change as long as there is a minimum of 7 days notice of the change prior to the date of the meeting.

(C) Notice of Meetings: Notice of the Annual and Semi-Annual Meetings shall be emailed by the Head Coach and included in the newsletter at least 7 days before the time appointed for the meetings. Notice by email to the last recorded email address of the Member family at least 7 days before the time appointed for the meetings will suffice to meet this notice requirement. The dates for both the Annual and Semi-Annual Meetings are subject to change as long as there is a minimum of 7 days notice of the change prior to the date of the meeting.

(D) Quorum: Those members of the Club present at the Annual and/or Semi-Annual Meetings of the Club or present at any "regular meeting" shall constitute a quorum for the purpose of transacting business brought before the Club and affecting the membership of the Club.

(E) Order of Business: The order of business at the Annual Meeting shall be as follows:

- (1) Call to order
- (2) Distribution of minutes of previous Annual Meeting and of the preceding regular meeting.
- (3) Reports of officers
- (4) Reports of committee chairman
- (5) Unfinished business
- (6) New business
- (7) Election of officers
- (8) Adjournment

The order of business may be altered or suspended at any such meeting by a majority vote of the Members present. The order of business for the Semi-Annual Meeting will be the same as described herein with the exception that item (7) Election of officers will be reserved exclusively for the Annual Meeting.

(F) Regular Meetings: The number of regular meetings each year shall be determined by the Board and when called shall be on the first day of the month in which the meeting is called which facilitates the attendance of the largest number of Board Members. The Board must make a reasonable effort to notify each Member family of the meeting at least five (5) days prior to the meeting. Notification by newsletter, telephone, or electronic mail will be satisfactory.

(G) Action at Meetings: Any action to be taken at the Annual or Semi-Annual Meetings may be taken by the affirmative vote of the Members present, with the exception that the Bylaws of the Club may only be changed at the Annual and Semi-Annual Meetings. Any action taken at regular meetings may be taken by the affirmative vote of the elected Board members only.

**ARTICLE V  
BOARD AND OFFICERS**

(A) The Board: The Board shall consist of no more than ten percent (10%) of the total Club membership, not to exceed eleven (11) members total.

- (1) Total Club membership shall be determined in accordance with Article II of these Bylaws by the Board member responsible for dues and registration and shall be reported at the Semi-Annual Meeting.
- (2) The total Club membership will be based on the number of Club members from the prior Club year (as defined in these Bylaws).
- (3) For the purposes of determining the size of the Board for the ensuing two years, total Club membership for years ending in odd numbers will be used (i.e. For the 2012 and 2013 Club years, the Board will be no more than 10% of the total Club membership as reported by the Board member responsible for dues and registration at the Semi-Annual Meeting in December 2011.)

(B) Officers: The election of the officers shall take place at the Annual Meeting. Candidates who receive a majority of votes cast shall be elected.

- (1) The elected officers of the Club shall be President, Vice-President, Secretary, Treasurer/Dues/Registration, and the requisite number of Members At Large to ensure the Board is in compliance with these Bylaws. Board Members shall serve a minimum of a two year term. Board Members may serve as long as they are willing and receive the majority of votes cast during the election process.
- (2) The Head Coach will be a non-elected voting member of the Board.
- (3) The Vice-President will be elected and will serve two years as Vice-President then transition to President.

(C) Assumption of Office: The officers shall assume office on June 1st following the Annual Meeting in May during which they were elected and serve through May 31st of their term year.

(D) President: The President shall be the chief executive officer of the Club and, subject to the direction of the Board, shall have general supervision, direction and control of the affairs of the Club. The President shall preside at all meetings of Members, and at all meetings of the Board. The President shall be a member ex-officio of all committees of the Club. The President shall communicate to the Members and to the Board such matters and make such suggestions as may in their opinion tend to promote the welfare and increase the usefulness of the Club, and shall perform such other duties as are necessarily incident to the office. The President shall assume the position of President following their tenure as Vice-President.

- (1) Succession: Should the position of President become vacant, the Vice-President shall assume the duties of the position of President and, with the approval of a simple majority of the Board, shall fulfill the unexpired term.
- (2) In the event that no Vice-President is elected by the Club Membership, the serving President shall appoint a Member of the Club, subject to approval by simple majority vote of the Board, who shall assume the duties and fulfill the position of Vice-President and thereafter serve as President.

(E) Vice-President: The Vice-President shall serve as the executive vice president of the Club and have such duties as shall from time to time be determined by the President or the Board. In the event that the President is unable to act for any reason, the Vice-President shall perform all the duties and have all the powers of the President.

- (1) Succession: If the office of Vice-President becomes vacant, the position shall be filled by: 1) a volunteer from the Club Membership, upon approval by a simple majority vote of the Board or 2) in the event that no volunteer presents themselves to the Board for approval, by Presidential appointment, subject to approval by simple majority vote of the Board.
- (2) Term: The Vice-President of the Board shall be elected, or in the scenario described in Article V Section (D) (2), appointed for a term of four years. The term of service will include: a) two years as Vice-President, b) two years as President.

(F) Secretary: The Secretary shall attend all meetings of the Members and of the Board, keep a true and complete record of the proceedings thereof and be custodian of the Club. The Secretary shall properly notify the Members in writing prior to the date set for the Annual Meeting, shall mail information and all notices required to Members, and perform such other duties as the Board may prescribe. (In the event the Secretary cannot be present at a meeting, a substitute will be appointed by the President.)

(G) Treasurer/Dues/Registration. The Treasurer/Dues/Registration Chair shall have primary responsibility to develop the annual projected budget for the Club. The presentation of the Club Budget shall be made by the Treasurer/Dues/Registration for approval at the Annual Meeting. The Treasurer/Dues/Registration Chair shall have

the primary responsibility to supervise the bookkeeping for the Club. The Treasurer shall perform such other duties as the Board may prescribe. The Treasurer/Dues/Registration shall deposit all monies into the bank account. He/She will retrieve items from the Post Office box and distribute accordingly.

(H) Members At Large: The Members At Large will be under the direction and supervision of the President and shall serve in a leadership role on a committee and at club events.

## **ARTICLE VI THE BOARD AND OTHER COMMITTEES**

(A) The Board: The Board of the Club shall be composed of all the Officers of the Club. The Board shall have supervision, direction and control of the affairs of the Club, shall carry out the decisions of the Members, shall actively carry out the Club's objectives, and, subject to any limitations directed by the Members, shall have discretion in the disbursement of funds. The Board shall be responsible for scheduling meetings on such date and place as shall be determined by the President. The President, or Secretary acting at the direction of the President, shall give appropriate notice of each meeting to each other Member of the Board. The Board may adopt such rules for the conduct of its business as shall be deemed advisable. Subject to a super majority vote equal to or exceeding 75% of the Board members will empower the Board with the authority to override a decision made by the Executive Committee.

(B) Executive Committee: The Executive Committee shall be made up of the Head Coach, President, Vice-President, Treasurer/Dues/Registration, and Secretary of the Board. The Executive Committee shall meet on such date and place as shall be determined by the President. The Executive Committee shall convene to conduct business of the Club which cannot, in the determination of a majority of the Executive Committee, be delayed until the regular meeting of the full Board. All decisions of the Executive Committee must be by unanimous agreement and shall be presented to the full Board at the next regularly scheduled Board meeting. All disciplinary actions required within the normal operations of the Club will be reported to the Executive Committee for further action as deemed necessary by the Executive Committee.

(C) Other Committees: The Club shall have the following committees and such additional committees as shall from time to time be determined by the Board:

- (1) Safety Committee
- (2) Budget Committee
- (3) Fundraising and Corporate Sponsorship Committee
- (4) Special Projects and Events Committee
- (5) Officials Recruitment and Management Committee
- (6) Volunteer Coordination Committee
- (7) Swim Shop Committee

The chairman of each committee shall be appointed by the Board, and the chairman of each committee along with the Board shall select the members of such committee and shall determine the nature and function to be carried out by each committee. The chairman of each committee shall give a report on the status of the committee at the Annual and Semi-Annual Club meetings and at regular meetings at the discretion of the President.

## **ARTICLE VII COACHES**

(A) Employment: The Head Coach and Assistant Coaches shall be chosen by the Board by majority vote at any meeting called for that purpose. The Coaches shall be employed under contract upon such terms and conditions and at such salary as the Board may from time to time prescribe. The Board may from time to time appoint an assistant coach(s) upon the request and recommendation of the head coach.

(B) Duties: The Coaches, with the approval from the Board, shall have full responsibility for scheduling workouts, training, and coaching, entering swimmers in swim meets, selection of team efforts and recommending meets for individual efforts. The coaches shall attend all team efforts and be responsible for maintaining discipline at workouts and swim meets. The coaches shall maintain appropriate records and perform such other duties as the Board may prescribe. The immediate reporting responsibility of the Coaches shall be to the President.

(C) Employee Benefits: Employees of the Club are encouraged to support the Club through participation on the Club teams by their progeny, fundraising activities as may from time to time be promoted by the Club, and shall receive the following Benefits:

- (1) Dues for any progeny participating on Club teams will be voided.
- (2) The fundraising obligations assigned to swim team members will be required of those swimmers who are progeny of employees of the Club.

#### **ARTICLE VIII FUNDS AND FEES**

(A) Signing Checks: All checks and all contracts issued or entered into by the Club shall be executed on behalf of the Club by any of the following officers: President, Vice-President, or Treasurer/Dues/Registration. Any check or contract in excess of \$5,000 shall be pre-approved by the Executive Committee.

(B) Use of Club Debit/Credit Cards: The following officers may be issued a debit or credit card secured by the Club: President, Vice-President, Treasurer/Dues/Registration, Head Coach, & Head Age Group Coach. Any amount assessed to the Club debit or credit card in excess of \$5,000 shall be pre-approved by the Executive Committee.

(C) Board Approval: At each monthly meeting of the Board, it shall review and approve the disbursements of funds for the forthcoming month and shall review the disbursement of funds during the immediately preceding month.

(D) Finances: As a non-profit organization, the Club shall use its funds only for the objectives and purposes for which it was created. All dues and other funds pertaining to the activities of the Club shall be deposited with such depositories as are designated by the Board.

- (1) A financial summary of the Club's revenues and expense will be public and distributed at Club meetings.
- (2) A financial statement will be available at the Semi-Annual and Annual Parent Meetings, in December and May each year.
- (3) Financial information from the BAC Board will be available upon Member request.
- (4) An accountant will be retained to keep correct and, complete records of account showing accurately at all times the financial condition of the Club and shall furnish to the Board, whenever requested, a statement of the financial condition of the Club. The Treasurer shall be the legal custodian of all the Clubs Monies, notes, securities, and other valuables.
- (5) The Head Coach shall have primary responsibility to develop the annual projected budget for the Club. The presentation of the Club Budget shall be made by the Head Coach for approval at the Annual Meeting. The Head Coach & Treasurer shall have the primary responsibility to supervise the bookkeeping for the Club. The Treasurer shall perform such other duties as the Board may prescribe.

#### **ARTICLE IX PURPOSES**

(A) Objectives and Purposes: The objective and purposes of the Club are to promote and encourage competitive swimming and interest in competitive swimming for the benefit of swimmers of all ages and abilities, to foster team spirit and sportsmanship and to support the activities of the team.

(B) Jurisdiction: The Club will pursue the above purposes within the standards and rules of USA Swimming Inc., and Montana Swimming (LSC).

#### **ARTICLE X GRIEVANCES AND COMPLAINTS PROCEDURES**

Grievances and complaints expressed in writing by Club Members and received by the Board shall be investigated for the purpose of appropriate action by the Executive Committee. The Executive Committee, with agreement from the Member filing the grievance or complaint, shall endeavor to involve the fewest number of people necessary to address the grievance or complaint and come to a satisfactory solution for all parties. However, should the grievance or

complaint be brought to the full Board for deliberation, the decision reached by the Board shall be considered final, and shall be reported to the Member making the grievance or complaint as soon as practical.

The Board shall establish a grievance policy to be included in the handbook, outlining these procedures.

**ARTICLE XI  
BOARD VACANCIES**

In case of a vacancy in one of the Board positions, the remaining members of the Billings Aquatic Club Board shall appoint, by simple majority vote, a person to fill the position or unexpired term.

**ARTICLE XII  
AMENDMENT**

These Bylaws may be amended, altered or repealed, in whole or from time to time in part, by the affirmative vote of the majority of the Members present at the Annual and Semi-Annual Meetings of Members.

**ARTICLE XIII  
LIABILITIES**

Nothing herein shall constitute the Members of the Club as partners for any purpose. No Member, officer, or agent shall be liable for the acts or failure to act of any other Member, officer or agent of the Club. Provisions shall be made to protect the swimming club, coaches, officers, and volunteers against claims or suits for damages and to protect the assets of the swimming club from loss, by insurance.

**ARTICLE XIV  
INVESTIGATIONS AND REVIEWS**

For incidents where Board attention is required, no less than three members of the Board can meet privately with a Parent, Parent and Swimmer, or Member Family unless previously agreed upon by the Board.

Dated this 8<sup>th</sup> day of June, 2020.

Rod Kimmet  
President & CEO, BAC