

# **BYLAWS**

## **Raleigh Swimming Association**

### **ARTICLE I - ORGANIZATION**

#### **1. NAME**

The Name of the corporation is "Raleigh Swimming Association," hereinafter referred to as the "Association."

#### **2. MANAGEMENT**

The Association shall be managed by a Board of Directors (hereinafter, the "Board") acting in accordance with these Bylaws and Articles of Incorporation.

#### **3. PRINCIPAL OFFICE**

The Principal office of the Association shall be located at such place as the Board may from time to time designate.

#### **4. PURPOSES**

The purpose of the Association shall be:

- A. To provide aquatic programming services to the local community.
- B. To attract, educate and train individuals in all aspects of aquatic programming.
- C. To promote and protect the disparate interests of all of the Association's members.
- D. To provide the Association's members and program participants with proper equipment and services.
- E. To promote public appreciation of and interest in aquatic programming.
- F. To raise public awareness of the importance of learning to swim.
- G. To obtain and disseminate to its members and program participants reliable information with respect to matters of mutual concern.
- H. To provide opportunities for members and the public to experience aquatic sports through local, regional, and national competitions.
- I. To cooperate with and assist other organizations having purposes or objectives in whole or in part consistent with those of the association.

### **ARTICLE II – MEMBERSHIP**

#### **1. MEMBERSHIP**

The following shall be eligible for membership in the Association, regardless of national origin, ethnic background, race, religious affiliation, sex or sexual orientation:

- A. The parents or legal guardians of (and living with) any individual who is interested in the purposes of the Association and who is registered with the Raleigh Swimming Association and holds current or pending registration with one (or more) of the following national organizations: USA Swimming, USA Diving or US Masters Swimming.
- B. Any individual who is interested in the purposes of the Association and who is registered with the Raleigh Swimming Association and holds current or pending registration with one (or more) of the following national organizations: USA Swimming, USA Diving or US Masters Swimming.

Membership is by application and approval, as described in Section 2 of this Article II. Members shall pay such dues and fees that are determined in accordance with Section 2 of Article III. The right of members to vote shall be determined as provided in Section 6 of Article IV.

#### **2. APPLICATION**

All applications for membership shall be on standardized membership forms containing information required by the Board subject to compliance with provisions of the Federal Privacy Act. Said forms shall be required of members annually. All memberships are subject to approval by the Board. Applications will be available electronically.

### **3. DUTIES OF MEMBERS**

Each member shall abide by the Articles of Incorporation, Bylaws, Rules, Regulations, and Policies of the Association. A Member Handbook will be made available electronically to all members of the Association or, via hardcopy, if specifically requested.

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

### **1. FISCAL YEAR**

Unless otherwise fixed by the Board, the fiscal year of the Association shall run from September 1 through August 31.

### **2. DUES AND FEES**

The Board Treasurer, Board President, and Director of Operations will prepare an annual operating budget, including dues, membership or other fees, leases and ancillary revenue for presentation and approval by the Board. After approval, the Treasurer or authorized designee will present and recommend the Board approved budget to the membership of the Association.

## **ARTICLE IV - MEETINGS OF MEMBERS**

### **1. PLACE OF MEETING**

Meetings of the membership shall be held at any place designated by the Board. In the absence of such designation, meetings shall be held at the principal office of the Association.

### **2. SEMI-ANNUAL MEETINGS**

Semi-annual meetings of the Association shall be held in June and December of each fiscal year, or during such other months as determined by the Board, at a time selected by the Board and announced to the membership in accordance with Section 5 of this Article IV.

A. The purpose of the June semiannual meeting shall be to:

- i. Elect the members of the Board
- ii. To approve the budget and fee structure for the next fiscal year

B. The purpose of the December meeting shall be to receive a semiannual report from the Board and Committees and to transact such other business as may properly come before the membership.

### **3. SPECIAL MEETING**

Special meetings of the membership may be called by the Board at any time or within thirty (30) days of the Secretary's receipt of a written request from at least ten percent (10%) of the voting members.

### **4. QUORUM**

Unless a higher number is required by these Bylaws or by applicable law, at any semi-annual or special meeting of the members of the Association, a minimum of ten percent (10%) of the voting members are required to be present or to be represented by proxy to constitute a quorum. Proxy details shall be determined by the Board, based upon the issues up for vote, and included with the meeting notices.

### **5. NOTICE OF MEMBERSHIP MEETING:**

- A. Notice of the place, date and time of all semi-annual and special membership meetings shall be provided to each voting member no fewer than ten (10) days before said meeting. Notice shall be delivered by electronic mail based on the email address provided by the Member. Notice may also be provided through the Association website upon the login of a Member.
- B. Where two members entitled to vote are residents of the same household and have the same mailing address, and delivery of notice via electronic mail was unavailable, a single notice may be provided to both Members jointly.
- C. Notice of any special membership meeting shall include a description of the matters for which the meeting is called. Notice of a semi-annual meeting at which the membership will vote to approve (i) an amendment to the Articles of Incorporation or Bylaws; (ii) conflict of interest of a member of the Board; (iii) indemnification of a member of the Board; (iv) merger, asset sale or dissolution; (v) other matters as required by applicable law shall include a description of the matters for which the meeting is called.

**6. VOTING**

- A. Voting rights belong to (i) the parents or legal guardians (the “parents”) of (and living with) the individual athlete member(s) (the “member”) or (ii) the athlete member, if he or she is an emancipated minor.
- B. Each family shall have one (1) vote per parent, restricted to two (2) votes per family; provided, however, that an athlete member is an emancipated minor shall have one (1) vote (and his or her parents shall have no votes).
- C. The voting rights described above apply to any member of the full-time staff who is the parent of an athlete member.
- D. All matters coming before the members shall be decided by majority vote of all of the voting members present (or represented by proxy) at any meeting at which a quorum is present, unless a higher percentage is required by some other provision of these Bylaws or by applicable law.

**7. SUSPENSION, TERMINATION AND RESIGNATION FOR NON-PAYMENT OF DUES:**

- A. Upon delinquency of payment of dues or fees for sixty (60) days, all rights and privileges of membership may be suspended by the Association without hearing. While membership is suspended, Members shall retain Member status in name only, and will not be allowed to participate in Association events, use Association facilities, or cast a vote in any election or referendum that requires a vote of Membership.
- B. Should nonpayment of dues or fees be delinquent by ninety (90) days, all rights and privileges of membership may be terminated by the Association without hearing.
- C. Notices of suspension and termination shall be delivered by electronic mail and shall contain a statement of all dues and fees currently outstanding. With full payment, a suspended membership shall automatically be reinstated. With full payment, a terminated membership shall only be reinstated upon a majority vote of the Board.,
- D. A Member may resign his membership at any time by communicating his or her resignation to the Office Manager. Resignation of a Member does not relieve the Member from any financial obligations or commitments made to the Association prior to resignation.

**8. SUSPENSION, TERMINATION AND EXPULSION FOR NON-DUES RELATED MATTERS:**

- A. A Member may be immediately suspended without hearing by the Association for violation of the Articles of Incorporation, Bylaws, Rules, Regulations, Policies of the Association, provisions and/or rules of the Association’s governing body including USA Swimming, or for other acts detrimental to the Association.
- B. A Member may be terminated and expelled for violation of the Articles of Incorporation, Bylaws, Rules, Regulations, Policies of the Association, provisions and/or rules of the Association’s governing body including USA Swimming, or for other acts detrimental to the Association by the vote of a three-fourths (3/4) majority of the Board at any regular or special Board meeting at which a quorum is present. A Member facing expulsion must be provided with ten (10) days notice of such action and an opportunity to be heard before the Board.

**ARTICLE V - BOARD OF DIRECTORS**

**1. BOARD OF DIRECTORS:**

- A. The management of the Association shall be vested in the Board of Directors (hereinafter referred to as the “Board”).
- B. The Board of Directors shall be made up of nine (9) members.
- C. Of the nine (9) members, at least seven (7) members shall represent USA Swimming, a maximum of one (1) member shall represent USA Diving and a maximum of one (1) member shall represent US Masters Swimming.
- D. To serve on the Board, Directors must be members of the Association.

**2. OFFICERS:**

The Board shall annually elect a President, Vice-President, Secretary and Treasurer.

**3. TERMS OF OFFICE:**

- A. The Directors (also known as “Board Members”) shall be elected by the Association membership at the June, or similarly situated, semiannual meeting and shall serve a three (3) year term.
- B. Directors may serve a maximum of two consecutive terms.
- C. Only one (1) parent per family may serve on the Board at any given time.

**4. ELECTION OF BOARD MEMBERS:**

- A. A Nominating Committee shall be formed by the Board each year to nominate candidates to join the Board.
- B. The Nominating Committee shall be formed by at least three (3) Board Members giving preference to any Board Members whose terms are scheduled to end that same calendar year. In the event that more than three (3) Board Members have terms scheduled to end that same calendar year, the Nominating Committee may be expanded to include such additional Board Members. In the event that there are less than three (3) Board Members with terms scheduled to end that same calendar year, the Board Members with terms scheduled to end that same calendar year shall appoint the additional participants on the Nominating Committee.
- C. The Board may choose to appoint non-Directors to serve on the Nominating Committee.
- D. The Nominating Committee shall present the slate of Director candidates to the Board for discussion.
- E. The Board shall vote on the slate of candidates and make a recommendation to the membership at the June, or similarly situated, semiannual membership meeting.
- F. Board members must have served a minimum of one year of their three year terms before being eligible for nomination as officers.

**5. VACANCIES ON THE BOARD:**

- A. A vacancy that occurs on the Board by death, resignation, removal, or otherwise during any given fiscal year shall be filled by the election of additional Board Members during the regularly scheduled annual elections as set forth above to ensure that the Board begins the upcoming fiscal year with nine (9) Board Members as set forth above. Between the date the vacancy occurs and the date of the election of additional Board Members, the remaining Board may appoint a Member to serve in place of the departing Board Member until such election occurs and the newly elected Board Member(s) takes office. Such appointment will be made by a majority vote of the remaining Board. Any such Member who fills a vacancy shall not have the time served in this capacity counted against any future elected term.
- B. For the duration of the vacancy on the Board in the office of Vice President, Secretary, or Treasurer, the remaining Board members shall delegate the authority to perform the duties of the vacant office to members of the Board (or to existing committees or committees it establishes expressly for this purpose).

**6. REMOVAL OF BOARD MEMBER:**

- A. Removal by Board Action:
  - 1. A Board member missing three (3) consecutive meetings of the Board may be removed from office by a 66.6% majority vote of the other Board members.
  - 2. A Board member may be removed from office FOR CAUSE by a 66.6% majority vote of the other Board members.
  - 3. Acts which may constitute FOR CAUSE include continued violations of the Articles of Incorporation, Bylaws, Rules, Regulations, Policies of the Association or other acts detrimental to the Association.
- B. Automatic Removal:  
A Board member whose membership in the Association is terminated in accordance with these Bylaws shall automatically cease to be a member of the Board.
- C. Recall by Membership: Any Board member may be removed from office, with or without cause, by action of the members at any semi-annual or special meeting of the members that stated in its notice that such action was contemplated.
- D. A Board member may resign from the Board at any time.

**7. ESTABLISHMENT OF COMMITTEES**

Except as otherwise provided in these Bylaws, the Board in its discretion may create one or more standing or temporary committees of the Board and appoint members of the Board to serve on them. Each committee

must have at least two members, at least one of whom is a member of the Board, and each committee member shall serve at the pleasure of the Board. The creation of a committee and appointment of members to it must be approved by a majority of the Directors in office. To the extent authorized by law and specified by the Board, each committee of the Board shall have and may exercise all of the authority of the Board in the management of the Association, except that a committee is not authorized to (a) authorize distributions, with the exception of the Personnel Committee and the Finance Committee (b) recommend to members or approve dissolution, merger on the sale, pledge or transfer of all or substantially all of the Association's assets, (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any committees, or (d) amend or repeal the Articles of Incorporation or Bylaws. The provisions of this Article VII, which govern meetings of the Board, shall likewise apply to meetings of any committee of the Board.

**8. CONTRACTS:**

The Board may at its discretion authorize any Officers or agents of the Association to enter into contracts or to execute and deliver any instrument in the name of and on behalf of the Association. The Board may confer such authority generally or may confine it to certain specific instances.

**9. LOANS:**

No loans shall be contracted for on behalf of the Association and no evidence of indebtedness shall be issued in the name of the Association unless specifically authorized by written resolution of the Board. The Board may confer such authority generally or may confine it to specific instances.

**10. EMPLOYEES:**

- A. The Board shall manage the hiring, evaluation, compensation, and termination of all staff. The Board may at its discretion authorize any Officer or agent of the Association to manage said duties. The Board may confer such authority generally or may confine it to certain specific instances.
- B. The Board shall develop and approve a contract of employment for each full-time employee.

**ARTICLE VI - DUTIES OF THE OFFICERS**

**1. PRESIDENT:**

- A. The President shall be the chief executive and administrative officer of the Association.
- B. The President shall preside at all meetings of members and the Board.
- C. The President shall be responsible for the operations of the Association and the functioning of the office or offices of the Association and may sign or endorse checks.
- D. The President shall appoint, with the advice and consent of the Board, such committees as may be deemed advisable from time to time. The President shall be an ex-officio member of all committees, with the exception of the nominating committee.
- E. The President shall see that all orders and resolutions of the Board are carried into effect.
- F. The President shall perform such other duties as the Board may direct.

**2. VICE-PRESIDENT:**

- A. In the absence or disability of the President, the Vice-President has the power to perform the duties of the President.
- B. The Vice-President shall serve as a Coordinator of committees as assigned by the president.
- C. The Vice-President shall perform such other duties as the President or the Board may designate.

**3. SECRETARY:**

- A. The Secretary shall be responsible for the keeping of the minutes of all meetings, preparing any necessary notices of meetings, and circulating copies of minutes of meetings to all Board members and to any Association member who requests them.

**4. TREASURER:**

- A. The Treasurer shall oversee the signing of all checks and paying of all bills approved by the Board,
- B. The Treasurer shall be responsible for presenting a monthly report on the financial affairs of the Association to the Board, and the reports on the financial affairs of the Association to the membership at the semiannual meetings, special called meetings, and at times as may be requested by the Board.
- C. The Treasurer shall be bonded in an amount fixed by the Board from time to time, the premium for said bond to be paid by the Association.
- D. The Treasurer shall be responsible for having the books of the Association audited at such times

as the Treasurer or Board deems necessary, or when requested by twenty percent (20%) of the members entitled to vote.

- E. The Treasurer shall oversee the operating of all accounts for the Association. Such accounts will only be used for the Association in furtherance of the purposes set forth in these Bylaws or any other related projects recommended by the Board.
- F. The Treasurer shall be responsible for paying all salaries and filing the proper employee related government forms and payments.
- G. The Treasurer shall also serve as Chair of the Finance Committee.
- H. The Treasurer shall handle financial inquiries from the membership.

**5. NEW OFFICER APPRENTICESHIP:**

- A. Newly elected Officers shall serve as ex-officio members of the Board from the time of their election until the expiration of the term of office of the incumbent Board members. During this period, the newly elected officers will apprentice with their respective incumbent Board member.
- B. In the interim between the annual meeting and the beginning of the next fiscal year, the newly elected Officers shall participate in the discussions of the Board, but shall not vote unless already an Officer of the current Board.

**ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS**

**1. REGULAR MEETINGS:**

The Board shall hold a monthly Board meeting at such time and place as may be agreed upon by the Board. Any such regular meeting may be cancelled by the President after consulting with the Board.

**2. SPECIAL MEETINGS:**

Special meetings of the Board may be called at any time by the President or by formal request to the President by three (3) or more Board members. Notice of the time and place of special meetings shall be provided to Board members at least twenty-four (24) hours prior to such meeting.

**3. QUORUM:**

Unless otherwise provided in these Bylaws, a majority of the number of Board members in office immediately before the meeting begins shall constitute a quorum at any regular or special meeting of the Board. All matters coming before the Board shall be decided by majority vote of the members of the Board present and voting at any meeting at which a quorum is present, unless a higher percentage is required by some other provision of the Bylaws or by law. Roberts Rules of Orders will be followed for decisions regarding determination of majority vote during board meetings.

**4. ATTENDANCE:**

With the exception of closed meetings, members are welcome to attend regular meetings of the Board.

**5. ACTION WITHOUT MEETING:**

Action may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. Such action is effective when the last director signs the consent, unless the consent specifies a different effective date. A director's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

**ARTICLE VIII - ACCOUNTING, BUDGET FINANCE**

**1. FINANCES AND ASSETS**

- A. No part of the earnings of the Association or the funds contributed by any person or Association shall inure to the benefit of any Director or Officer of the Association or any private individual, or member, or other persons, except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes.
- B. In the event of the liquidation or dissolution of the Association whether voluntary or involuntary, no Director or Officer of the Association or any Private individual, or member, or other person shall be entitled to any distribution or division of its remaining property to its proceeds, and the balance of all money and all other property received by the Association from any source, after the payment of all

debts and obligations of the Association shall be used or distributed exclusively for purposes similar in nature to those set forth in these Bylaws and within the intent of Section 501 (c)(3) of the Internal Revenue code of 1954 and the Regulations thereafter as the same now exists or as they may hereinafter be amended from time to time.

**2. REIMBURSEMENT:**

Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of the Association.

**3. INDEMNIFICATION**

The Association shall indemnify and hold harmless to the fullest extent permitted by law any individual against the expense of any action, suit or proceedings, whether or not brought by or on behalf of the Association, in which he or she is made a part by reason of his or her being or having been a Director, Officer or duly authorized agent of the Association, except in relation as to matters to which (a) the individual is adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of his or her duties; (b) the individual's activities were, at the time taken, known or believed by the individual to be clearly in conflict with the best interests of the Association; or (c) the individual received an improper personal benefit. This right shall extend to all such persons, their successors, heirs and legal representatives.

The rights of those receiving indemnification hereunder shall, to the fullest extent from time to time permitted by law, cover (x) reasonable expenses, including without limitation all attorneys' fees actually and necessarily incurred by him or her in connection with any such action, suit or proceeding, (y) all reasonable payments made by him or her in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he or she may have become liable in such action, suit or proceeding; and (z) all reasonable expenses incurred in enforcing the indemnification rights provided herein.

Expenses incurred by anyone entitled to receive indemnification under this Section 3 in defending a proceeding may be paid by the Association in advance of the final disposition of such proceeding as authorized by the Board in the specific case or as authorized or required under any provisions in these Bylaws or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association against such expenses.

The Board shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Section 3, including without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

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

**1. ROBERT'S RULES OF ORDERS:**

Robert's Rules of Order shall be the rules of order for all meetings, except as may otherwise be provided in these Bylaws.

**2. INTERPRETATION:**

Any question as to the proper interpretation of any portion of these Bylaws shall be determined by the Board.

**3. AMENDMENTS:**

Proposed amendments to these Bylaws may be generated (a) by at least 10% of the members as part of a written request for a special meeting to approve such amendment, or (b) by the Board. Unless a lesser vote is permitted by applicable law, amendments to these Bylaws shall require the approval of the lesser of (x) two-thirds (2/3) of the members present (or represented by proxy) at a meeting where a quorum is present and (y) the majority of votes entitled to be cast (not limited to those present or represented by proxy).

**4. INCORPORATED:** April 14, 1959

**5. AMENDED:**

April 27, 1960

December 29, 1981

March 18, 1982

April 8, 1982  
September 9, 1991  
May 26, 1992  
May 21, 2012  
May 29, 2013  
June 16, 2014  
June 15, 2017

#### RATIFICATION DATE

These Bylaws, dully adopted and as amended succeed any and all previous Bylaws and amendments thereto, which are declared null and void.