

BYLAWS
OF
LAKE OSWEGO SWIM CLUB

(Revised June 13, 1985)
(Revised August 14, 1989)
(Revised June 8, 2002)
(Revised March 5, 2008)
(Revised September 29, 2011)
(Revised September 25, 2014)

ARTICLE I
Name

The name of this organization is Lake Oswego Swim Club. It is a non-profit organization within the meaning of section 501 (C) (3) of the Internal Revenue Code of 1954, incorporated and existing under and by virtue of the Laws of the State of Oregon. This name may be abbreviated officially as LOSC.

ARTICLE II
Objectives

The purposes for which this club has been formed are to provide a competitive swimming program that will provide athlete members with the opportunity to compete on local, associational, regional, national and international levels; to help promote all aspects of competitive swimming and to provide the moral, physical, and emotional benefits derived from participation in competitive swimming.

ARTICLE III
Fiscal Year

The tax year of the club shall be from January 1st of each year through December 31st and the fiscal year shall be September 1st of each year through August 31st.

ARTICLE IV
Membership

Section 1: The Membership of this organization shall be LOSC swimmers and their parents/guardians in good standing. The parents/guardians and their swimmers shall constitute a single Member Family. A Member Family shall be in good standing upon completion of registration and payment of dues and fees and shall remain in good standing as long as they are not in violation of Article VIII Section 3.

Section 2 - Responsibility of Member Family: Every Member Family shall be responsible and liable to the club for their conduct and the conduct of their swimmer(s), and all indebtedness incurred by their swimmer(s).

Section 3 – Involuntary Termination of Membership:

- a. A Member Family will be considered delinquent and subject to termination if its dues and fees are in arrears for more than two months, unless other arrangements have been made with the Board of Directors.
- b. A Member Family's swimmer will be subject to suspension if, in the opinion of the coaching staff, he or she does not meet training standards, exhibits unsportsmanlike conduct or is a continuing discipline problem. Reinstatement will be at the discretion of the coaching staff after a meeting between parent, swimmer, coach, and an elected director.
- c. If, in the opinion of the coaching staff and a majority of the Board of Directors, a Member Family has interfered with the established program, or has demonstrated conduct prejudicial to the welfare, best interest or reputation of the club, they may be subject to expulsion from the club per the following procedures:

Upon thirty days written notice to such Member Family of the nature of the charges, and after such Member Family

shall have had an opportunity to address the Board of Directors orally or in writing and explain or refute the same, the Board of Directors may, by a vote, expel such Member Family from the club.

Section 4 – Scholarship Swimmers: At the discretion of the Board of Directors, a Member Family may be considered on scholarship. The Board of Directors must approve all Scholarships. The Board of Directors has the discretion to waive payment of fees by any Member Family for good cause.

ARTICLE V Board of Directors

Section 1: The Board of Directors will consist of nine elected Directors: President, Vice-President, Secretary, Treasurer, Accounts Payable, Meet Director, Membership, Ways and Means, and Communications. To be eligible to serve on the Board of Directors an elected Director must be a Member in good standing of LOSC, be a continuous Member for more than one calendar year, be willing to commit to three years of continuous Membership and must not have immediate family members who train with another OSI affiliated competitive swim team, must acquire and maintain non-athlete membership in USA Swimming. The tenth member shall be the Head Coach who must also maintain non-athlete membership in USA Swimming. Article VI will define the terms of office and roles of each of the board members.

Section 2: All members of the Board defined above shall have voting rights. Should any Board of Directors member have a conflict of interest regarding a motion before the Board, that member shall excuse him/herself from the vote. Should they not do so voluntarily, a majority vote of the remaining Board members present may

deem that a conflict does exist and require that member to be excluded from the vote in which it has been deemed that a conflict exists.

The Board of Directors shall establish policies concerning rules and regulations concerning the use of the properties and facilities of the club; shall appoint such committees as it may deem advisable and shall prescribe their duties; shall make and enter into such contracts as in its judgment and discretion may be deemed to be in the best interests of the club; shall designate depositories for the funds of the club and the person or persons by whom checks drawn on such depositories shall be signed; shall make alter, amend and enforce rules for its own government, and in general shall do and perform every act and thing whatsoever that it shall deem necessary, expedient or advisable to carry out the purposes of the club in accordance with the articles of incorporation and the Bylaws.

Section 3 – Nominations for Directors: The nominating committee shall prepare a single slate of eligible Members in good standing for the Board of Directors as required by Article VI, Section 1, and shall deliver its report in writing to the Secretary at least 30 days prior to the annual Election Meeting to be held not before April 1st or after May 31st.

Section 4 – Election of Directors: The Secretary shall notify each Member Family of the names of all nominees at least twenty days prior to the Election Meeting. At the Election Meeting, the chairperson of the nominating committee shall present said names and accept any further nominations made from the floor for the Board of Directors. The Chairperson of the nominating committee shall determine whether ballots are required. Not less than three members of the nominating committee, if required, shall count the ballots. Terms of office will commence June 1st.

Section 5 – Meetings of the Board of

Directors: The Board of Directors shall meet at least once each calendar quarter. Meetings shall be held by call of the President or of any six members of the Board, and shall be held at such place as may be designated by the person or persons calling such meetings. Six members of the board shall constitute a quorum at any meeting; a majority of those present and voting for or against a proposition shall prevail except where otherwise specified by these Bylaws. Any Board Director may make a motion for closed session for any one of the following reasons: potential litigation, personnel matters or sensitive membership issues. The President may call at his/her discretion-closed session for any of the above reasons.

Section 6 – Nominating Committee: The Nominating Committee shall consist of:

- The Chairman who shall be a Member in good standing appointed by the Board.
- At least two other Members in good standing appointed by the Board.

Any Member in good standing may be appointed to the Nominating Committee except those who are currently members of the Board of Directors.

Section 7 – Vacancies: Vacancies on the Board of Directors or Nominating Committee shall be filled by another eligible Member in good standing, appointed by the President, subject to the approval of the Board of Directors, for the duration of the unexpired term. In the event of simultaneous vacancies in the offices of President, Vice-President and Secretary, the board will schedule a special election meeting and impanel a special nominating committee to bring forward a set of candidates to fill the vacant positions. In the interim the board will operate with fewer members, not withstanding the quorum requirements for the board.

ARTICLE VI

Directors

Section 1 – Term of Office: Each elected Director (Article V, Section 1) shall hold office for three years. Election of the President, Vice President and Ways and Means Directors shall be held in 2015. Election of the Accounts Payable, Secretary and Membership Directors shall held in 2016. Election of the Treasurer, Meet Director and Communication Directors shall be held in 2017. The election cycle shall then repeat on a 3-year interval.

Section 2 – Duties of the President: The President shall preside at all meetings of the membership and of the Board of Directors. In the name of the club and with the Secretary, and as directed by action of the Board of Directors, the President shall sign all written contracts and obligations of the club. He/she shall be an ex-officio member of all club committees. He/she shall, with the approval of the board, appoint an auditor. He/she shall exercise general supervision over the business and affairs of the club and at the Annual Meeting of the membership, shall make a report relative to such business and affairs during the term of his/her presidency.

Section 3 – Duties of the Vice-President: In the case of the absence, incapacity or inability of the President to perform the duties of his office, the Vice-President shall perform such duties.

Section 4 – Duties of the Secretary: The Secretary shall keep the minutes of all meetings. He/she shall have custody of the letter of incorporation and the club records, other than financial records. With the President, he/she shall sign all written contracts and obligations of the club. He/she shall provide timely notices of all meetings, both the Directors and of the membership, as required by these Bylaws. He/she shall maintain the official correspondence of the club and do and perform all other duties as may be required

of him/her by the Board of Directors. In the event of his/her absence, incapacity or inability to act, any other Director of the club may perform his/her duties and if he/she is not present at any meeting of the Board of Directors or of the membership, a Secretary protem may be chosen to perform his/her duties. The Secretary will assume the role of President in the event that the President is unavailable to serve and the Vice-President is also not available to serve.

Section 5 – Duties of the Treasurer: The Treasurer shall be responsible for the maintenance of the financial records of the club, shall account for the receipt and disbursement of all club funds, and shall keep books current. He/she shall present a written financial statement at the Annual Meeting. Such financial statement shall be subject to audit and a review by the auditor.

Section 6 – Duties of the Membership Chair: The membership chair shall be responsible for recruiting, registering and welcoming new swimmers and new member families to the club. These responsibilities shall include but not be limited to ensuring that the new swimmer is initially provided with information regarding practice times, meet sign-ups, volunteering, and fund raising.

Section 7 – Duties of the Ways & Means Chair: The Ways & Means chair is responsible for identifying ways for the club to increase the operating budget of the club. The chair's management responsibilities include but are not limited to sponsorships, advertising, success of the annual swim-athon and other fund raising opportunities as the board may approve.

Section 8 – Duties of the Communications Chair: The Communications Chair shall manage communications internal to the club such as club newsletters, websites and communications to the membership either directly or through appointed intermediaries. The Chair shall also manage external communications in consultation with the

Board to local press, Oregon Swimming and USA Swimming.

Section 9 – Duties of the Meet Director: The Meet Director shall ensure the success of Meets that the club sponsors. The primary function of this role is soliciting and managing volunteers and delegates to perform the necessary functions associated with sponsoring a meet. There are individual responsibilities that the Meet Director may be required to perform such as obtaining the approval to hold the meet and other administrative duties that require the personal attention of the Meet Director.

Section 10 – Duties of the Accounts Payable Chair: In accordance with club policy, the Accounts Payable Chair shall be responsible for reviewing and paying all incoming club bills and reimbursements. He/she will also be responsible for submitting payroll for paid staff. He/she shall provide receipts and payment stubs to Treasurer for reconciliation and tracking.

ARTICLE VII Professional Staff

The professional staff of this club may consist of the Head Coach, and all other coaches, to carry out the objectives as stated in Article II. The Board of Directors shall employ, periodically review, and terminate if necessary, any member of the professional staff.

ARTICLE VIII General Membership Meetings

Section 1 – Election Meeting: The slate of officers to assume office June 1st will be presented to the general membership for vote. It shall be held not before April 1st or after May 31st of each year.

Section 2 – Annual Meeting: The Annual Meeting of the entire membership of the club shall be held in

the month of September each year. The Secretary shall provide notice of such meeting to all members not less than ten days prior to the meeting.

Section 3 – Special Meetings: Special meetings of the membership may be called at any time by the President or by ten Member Families of the club. The Secretary, upon being notified in writing of the request for a special meeting, shall provide notice of such meetings to all Member Families not less than ten days prior to the meeting. The special meeting must be held within thirty days from the date of the meeting request.

Section 4 – Order of Business: The President shall set the order of business at each meeting of the membership.

Section 5 - Voting: At General Membership meetings each Member Family in good standing shall have one (1) vote. Absentee Ballots: In the event a Member Family cannot attend a meeting they can deliver a written and signed ballot to a Director, prior to that meeting.

ARTICLE IX Committees

The Board of Directors from time to time, shall establish such committees as the Board might deem necessary.

ARTICLE X Financial Control

Section 1 Accounts: The club shall maintain such cash accounts that the Board deems necessary.

Section 2 Expenditures: the Board of Directors must approve any non-budgeted expenditure over \$100.00.

ARTICLE XI Procedure for Amending Bylaws

These bylaws may be amended by a two-thirds vote of the Members present at any meeting of the club or represented by absentee ballot, provided that notice of the proposed amendment shall be provided to each Member Family with notice of the meeting.

ARTICLE XII Governance

The conduct of all meetings shall be in accordance with Roberts Rules of Order, Revised.

ARTICLE XIII Dissolution

In the event that the club dissolves, the assets of the club will be given to Oregon Swimming, Incorporated or another non-profit organization within the meaning of section 501(C)(3) of the internal revenue code of 1954.