**Bylaws of the Oregon City Swim Team, Inc.**

Approved by Members on : \_\_\_\_\_\_\_\_

President: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Secretary: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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**ARTICLE I – NAME AND PURPOSE**

***Section 1 - Name***

The name of the Corporation shall be the Oregon City Swim Team Inc. “Team.” It is a non-profit corporation organized and existing under the laws of the State of Oregon, and pursuant to section 501(c)(3) of the Internal Revenue Code.

***Section 2 - Mission/Purpose***

The *Mission* of the Team is to be a community swim team that promotes lifetime fitness, character growth, and personal excellence in a safe and healthy environment through hard work and challenges both in and out of the pool. The *purpose* of the Team shall be to foster the advancement of international amateur swimming competition through the development and continuing support of local amateur swimming. This support shall take the form of providing swimmers the opportunity to train and compete in the sport of swimming at all levels: local, national, and international. The Team shall be a member of United States Swimming, Inc., and Oregon Swimming Inc.

**ARTICLE II – MEMBERSHIP AND VOTING RIGHTS**

The corporation shall not have any voting members, as that term is defined in ORS chapter 65, meaning persons entitled to vote on more than one occasion to elect a Director or Directors. However, the corporation has nonvoting members.

***Section 1 - Parent Membership***

The parents or legal guardians of minor registrants and of registrants who are 18-year-old high school seniors in any of the corporation’s programs are Parent Nonvoting Members of the corporation, as long as they are in good standing. Parent Nonvoting Members are entitled to one vote per registrant (or registrants if the parents or legal guardians have more than one registrant in any of the corporation’s programs) in the annual election of Parent Committee Leadership Positions. (See below for information on the annual Parent Committee Leadership election.)

***Section 2 - Participant Membership***

Registrants who are 18 years old or older and who are no longer high school students are Participant Nonvoting Members of the corporation, as long as they are in good standing. Each Participant Nonvoting Member is entitled to one vote per registrant in the annual election of Parent Committee Leadership Positions. (See below for information on the annual Parent Committee Leadership election.)

***Section 3 - Good Standing, Removal***

Parent Nonvoting Members immediately and automatically lose their membership status when their child or legal ward is no longer a registrant (for any reason) of any of the corporation’s programs. Participant Nonvoting Members immediately and automatically lose their membership status when they are no longer a registrant (for any reason) of any of the corporation’s programs. In addition, the corporation’s Board of Directors may determine, in its discretion, that a Parent Nonvoting Member is not in good standing for any violation of the organization’s policies or failure to pay dues.

***Section 4 - Other Nonvoting Members***

The Board of Directors from time to time may establish one or more additional classes of nonvoting members on such terms and conditions, and with such rights, as the Board in its discretion deems advisable.

**ARTICLE III – BOARD OF DIRECTORS**

***Section 1 – Powers***

All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, a Board of Directors.

***Section 2 – Board Duties***

The Board of Directors shall manage the business, property, and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization’s Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters; employ, direct, and discharge the corporation’s Executive Director; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

***Section 3 – Individual Director Duties***

Directors are called to step into this roll with curiosity and ask questions before drawing conclusions. It is the duty of each Director to comply with the standard of conduct required of Directors in ORS 65.357 (or its corresponding future provision). As such, Directors shall discharge their duties in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interests of the corporation. In addition, Directors will strive to understand all laws, regulations, and rules applicable to the organization, in order to ensure the organization’s legal compliance. In discharging their duties, Directors are allowed to rely on information presented by competent professionals, as explained in ORS 65.357 (or its corresponding future provision).

***Section 4 – Qualifications***

Nominees for Director positions must have demonstrated an interest in and dedication to the mission of the corporation. All Directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Oregon or of the United States of America. In addition, no individual subject to the payment of dues to the corporation is eligible to run for office as a Director if he or she is more than 60 days in arrears of dues or other approved assessments, unless the Board decides in its sole discretion to excuse this requirement for financial need or any other reason.

***Section 5 - Number, Composition, and Ex-Officio Directors***

The Board of Directors shall consist of not fewer than three and not more than nine persons, not including ex-officio directors. The number of Directors may be fixed or changed periodically within the minimum and maximum by the Board of Directors. In addition, the Board shall have one ex-officio director: The Executive Director. Any person filling the Executive Director role automatically becomes an ex-officio director and automatically loses their ex-officio director role when he or she no longer fills the role of Executive Director. Along with one officio director: The Parent Committee President. Any person filling the Parent Committee President role automatically becomes an officio director and automatically loses their director position when he or she no longer fills the role, for any reason, of Parent Committee President. The ex-officio director is entitled to notice of all meetings, although failure to provide such notice does not make any meeting or action taken at such meeting invalid, and may attend all meetings, although the Board may require that they leave during an executive session meeting. However, ex-officio directors have no vote on Board decisions. The Executive Director must always be an ex-officio director.

***Section 6 - Election and Tenure of Office***

Directors shall serve for terms of two years. Directors shall be elected at the corporation’s Annual Meeting held for that purpose by vote of a majority of the current Directors. The Board of Directors may prepare, and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections. Directors may, if reelected, serve any number of consecutive terms. Despite the expiration of a Director’s term, the Director shall continue to serve until the Director’s successor is elected and qualifies.

***Section 7 - Resignation***

A Director may resign at any time by delivering written notice to the President or the Director of Operations. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provision).

***Section 8 - Removal***

A Director may be removed at any time, with or without cause, by vote of three-fourths of the Directors then in office, excluding the Director to be removed. The person being considered for removal has no vote in the process of removal. Notice of the meeting must be given that states that the removal of a Director is to be considered at that meeting.

***Section 9 - Vacancies***

A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any Director or a vote by the Board to increase the number of Directors within the limits for the number of Directors allowed in these Bylaws. A vacancy in the Board of Directors may be filled by a vote of the majority of the remaining Directors still in office, although less than a quorum, at any meeting. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor, or in the case of an increase in the number of Directors, until the next annual election. If the Board of Directors receives the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

***Section 10 - Annual Meeting***

An Annual Meeting of the Board of Directors shall be held during the month of October, unless the meeting is scheduled to take place at a different time by a resolution of the Board of Directors, at a time and place designated by the Board of Directors.

***Section 11 - Regular and Special Meetings***

The Board of Directors must meet at least four times a year, ideally once in each quarter. The Board shall establish by resolution a regular schedule for meetings, and these meetings are called regular meetings. All other meetings are special meetings. The Board of Directors may hold annual, regular, or special meetings in or out of the State of Oregon.

***Section 12 - Call and Notice of Meetings***

Required notices under these Bylaws must be given to each Director currently in office at the time notice is provided. The Annual Meeting must be preceded by at least 21 days’ notice, if given by first-class mail, or 14 days notice, if delivered personally or given by telephone, email, or fax. The schedule of regular meetings must be given to all Directors, with the first meeting on the schedule being preceded by at least 21 days’ notice, if given by first-class mail, or 14 days’ notice, if delivered personally or given by telephone, email, or fax. Once notice has been given of a schedule for regular meetings of the Board of Directors, further regular meetings may be held without further notice of the date, time, or place of the meeting. Special meetings of the Board of Directors must be preceded by at least 24 hours’ notice and must be delivered personally or given by telephone, email, or fax. All notices must give the date, time, and place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The President, the Executive Director, or one-third of the Directors then in office may call and give notice of a meeting of the Board.

***Section 13 - Waiver of Notice*** A Director may at any time waive any notice required by these Bylaws. A Director’s attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director’s arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

***Section 14 - Telephonic/Video Participation***

The Board of Directors may permit any or all of the Directors to participate in any meeting by, or conduct the meeting through use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

***Section 15 - Action Without Meeting (Decision-Making by Email or Other Written Means)*** Any action required or permitted to be taken at a Board of Directors’ meeting may be taken without a meeting if the action is approved in writing by all of the Directors currently in office (meaning a unanimous affirmative vote). Under this provision, a decision may be made by email, mail, fax, or other written communication by sending to each Director a clear motion with instructions that each Director must respond by a specified deadline, in writing, stating his or her vote. If all of the Directors do not respond, in writing, by the stated deadline with an affirmative vote, the motion will not be approved. The written votes of each Director must be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director submits his or her written consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

***Section 16 - Quorum and Voting***

A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken is the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

***Section 17 - Presumption of Assent***

A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The Director objects at the beginning of the meeting, or promptly upon the Director’s arrival, to holding the meeting or transacting the business at the meeting;

(b) The Director’s dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

***Section 18 - No Proxy Voting***

No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

***Section 19 - Compensation***

Directors and members of committees may not receive reimbursement of expenses unless the Board first adopts a Travel & Expenses Reimbursement Policy; thereafter, Directors and members of committees may be reimbursed for expenses in accordance with that policy and as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for service in their capacity as Directors.

***Section 20 - Executive Session Meetings***

The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by members of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A voting Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Ex-officio directors have no right to attend Executive Session meetings, although the Board may invite them to attend. Minutes shall be properly recorded, but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Director of Operations shall take care to record in the minutes only the motions passed and information essential to comply with the law, in order to protect the confidential nature of Executive Sessions.

***Section 21 - Authority of Directors***

The President shall be an official spokesperson for the organization, and may represent the organization and its positions whenever appropriate. This duty may be delegated to the Executive Director by resolution of the Board, although the Board will always have the power, no matter who is the spokesperson, to determine the message disseminated by him or her. No member of the Board of Directors other than the President may officially represent the positions of the organization or speak or act on behalf of the organization without specific approval by the Board to do so.

***Section 22 - Director Conflicts of Interest***

A conflict of interest transaction occurs whenever the corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director who has a vote on the Board of Directors or to a member of such a Director’s or Officer’s family, or if such a Director or Officer otherwise has a direct or indirect interest in the transaction, as defined in ORS 65.361. All conflict of interest transactions must be approved according to the following procedures: 1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee, Executive Director, or other staff even if those individuals or committees would normally approve the type of transaction at issue. 2) Directors and Officers who have a conflict of interest in any matter must a) declare the existence of the conflict of interest, b) disclose on the record to the rest of the Board the details of their conflict and of the proposed transaction, c) leave the room during any Board discussion of the transaction and not otherwise participate in that discussion, and d) abstain from voting on that matter and leave the room where the vote is to take place until the votes have been counted. These steps must be clearly reflected in the minutes to document that they were taken. 3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. 4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the members of the Board of Directors who do not have a conflict of interest involved in that issue. However, a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section.

**ARTICLE IV – OFFICERS AND STAFF**

 ***Section 1 - Officers***. The Officers of the corporation shall be a President, a Secretary (called the Director of Operations), a Treasurer (called the Director of Finances), and such other Officers as the Board of Directors shall from time to time appoint. The Officers shall be appointed by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office, except that the offices of President and Director of Operations may not be held simultaneously by the same individual.

***Section 2 - Term and Election***

Officers will be elected for a one-year term by the Board of Directors at the Annual Meeting. In years that a Director election is also held, the Officer election shall follow the Director election. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, a President or Director of Operations may serve. Director of Finances will serve a maximum of two years.

***Section 3 - Removal***

Any Officer may be removed, either with or without cause, at any time by action of the Board of Directors.

***Section 4 - Resignation***

An Officer may resign at any time by delivering notice to the Board of Directors, the President, or the Director of Operations. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provision).

***Section 5 - Vacancies***

If a vacancy in an Officer position exists due to the death, resignation, or removal of any Officer or for any other reason, the remaining Directors may fill that position by a majority vote. The elected Officer will hold office for the unexpired term of that office.

***Section 6 - President***. The President shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the corporation’s business, shall act as a principal spokesperson and representative of the corporation, shall be the chief executive officer of the corporation and have the general powers and duties of management usually vested in a chief executive officer, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

***Section 7 - Vice President***. The Vice President, if there is one, shall preside at meetings of the Board of Directors at which the President is absent and in the absence of the President shall have the other powers and perform the other duties of the President. The Vice President also shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

***Section 8 - Director of Operations***

The Director of Operations shall have responsibility for preparing minutes of meetings of the Board of Directors and for authenticating records of the corporation. The Director of Operations shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors. In the absence of the President, the Director of Operations shall have the powers and perform the duties of the Vice President. The Director of Operations also shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

***Section 9 - Director of Finances***

The Director of Finances shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Director of Finance shall also provide a detailed financial report at each regular meeting of the Board. However, the Board may delegate any and all of these duties. The Director of Finances books and/or computerized records may be audited at any time. If required by the Board of Directors, the Director of Finances shall give the corporation a bond in such amount and with such surety specified by the Board of Directors for the faithful performance of the duties of the Director of Finances’s office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the Director of Finances’s possession or under the Director of Finances’s control on the Director of Finances’ death, resignation, retirement, or removal from office.

***Section 10 - Executive Director***

The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the organization. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis and the Executive Director shall serve at the pleasure of the Board. Unless the Board determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the corporation. The Executive Director shall generally receive notice of all meetings of the Board of Directors and Executive Committee meetings, although failure to provide such notice does not make any meeting or action taken at such meeting invalid. The Executive Director shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

**ARTICLE VI – COMMITTEES**

***Section 1 - Creation***

The Board of Directors may establish any committee, including standing

committees or temporary committees, Board committees and advisory committees by a resolution of the Board, in accordance with the procedures stated below.

***Section 2 - Board Committees***

The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of two or more Directors who serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings—including action without meetings, notice and waiver of notice, quorum and voting requirements, and minute taking—shall apply to Board committees and their members as well.

***Section 3 - Executive Committee***.
(a) The Board of Directors may establish an Executive Committee of the Board to

make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to

budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees must consist of two or more Directors who are simultaneously full members of the Board of Directors, and it shall not have any members who are not simultaneously members of the Board of Directors. The Board of Directors may place substantive restrictions or limits on the powers of the Executive Committee, and may also require certain procedures for the Executive Committees to follow. The Executive Committee must make reasonable efforts to communicate with the full Board of Directors in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(b) The Executive Committee must comply with the provisions of these Bylaws concerning the meetings and decisions of the full Board of Directors, including the requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board of Directors. Unless the Board of Directors decides otherwise by the majority vote of all of the Directors in office, the Executive Committee will consist of the President, Director of Operations, and Director of Finances, as well as the Vice President if there is one.

***Section 4 - Limitation on Powers***.

No Committee may:
(a) Authorize distributions, provided that this restriction does not apply to payment

of value for property received or services performed or payment of benefits in furtherance of the corporation’s purposes;

(b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation’s assets;

(c) Elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or

(d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.
The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

***Section 5 - Committee Chairs***

One member of each committee will be selected or appointed Committee Chair by the Board of Directors, or if the Board wishes, it may delegate that power to the Board President or to the members of the committee.

***Section 6 - Advisory Committees***

The Board of Directors may create one or more advisory committees and designate the method of selecting committee members. Members of these committees need not be members of the Board of Directors, but at least one Director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors. Advisory committees should hold monthly meetings where they create specific goals and milestones in line with the corporation’s overarching goals and keep meeting minutes. The meeting minutes need to be reported back to the Board of Directors within seven days.

***Section 7 - Parent Committee***

(a) **Committee**. The Parent Committee is an advisory committee which will generally meet once a month if needed. Any Parent and Participant Nonvoting Member in good standing may attend and participate in the committee as members of the committee. The Board of Directors may adopt a policy allowing other individuals to become members of the Parent Committee, or further defining the qualifications and process necessary to become a member of the Committee, or may delegate that authority to the Leadership Positions of the Committee.

(b) **Leadership Positions**. The Leadership Positions on the Parent Committee elected by the nonvoting members are the Parent Committee President, Officials Coordinator, Fundraising Coordinator, Service Coordinator, Events Coordinator and such other Leadership Positions as the Board of Directors shall from time to time appoint. Any Parent or Participant Nonvoting Member in good standing is eligible to be elected to serve in a Leadership Position.

(c) **Parent Committee President** will be an officio Director and work with coordinators to identify team needs and provide support for action, as well as act as team liaison with the Executive board.

(d) **Officials Coordinator** will work with the officials on the team to recruit and train an adequate number of officials to host competitions with the work being shared amongst officials.

(e) **Fundraising Coordinator** will help coordinate fundraising opportunities, team policy regarding fundraising and lead the Swim-A-Thon committee.

(f) **Service Coordinator** will supervise team service hours and advise on team policy regarding service hours.

(g) **Events Coordinator** will recruit meet directors, team banquet directors, and support them in accessing the resources needed to put on those specific events.

(h) **Term and Election**. Parent Committee Leadership Positions will be elected for a one- year term in July, August, or September of each year by the Parent and Participant Nonvoting Members from amongst themselves. This may be done by meeting or by written ballot. If by meeting, the vote shall occur at a meeting of the Parent and Participant Nonvoting Members called by the Board of Directors in July, August, or September of each year, and all Parent and Participant Nonvoting Members present at the meeting and in good standing shall elect, by a majority vote, the Leadership Positions of the Parent Committee. If by written ballot, the Board of Directors shall send via mail or email in July, August, or September of each year a written ballot to each current Parent and Participant Nonvoting Member in good standing on the corporation’s records at the time the ballot is sent. The ballot shall state the nominees for each Leadership Position, offer an opportunity to vote for one nominee for each position, and state the date and method by which the ballot must be returned to the corporation to be counted in the election. A majority vote of the ballots returned shall be adequate to elect a nominee for each position.

Parent Nonvoting Members are entitled to one vote per registrant (or registrants if the parents or legal guardians have more than one registrant in any of the corporation’s programs) for each Leadership Position. Participant Nonvoting Members shall be entitled to one vote for each Leadership Position. No proxy voting is allowed.

The Board may prepare, and adopt by resolution, a formal written policy regarding the details of the Parent Committee Leadership election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

(i) **Removal**. An individual in a Parent Committee Leadership Position may be removed, either with or without cause, at any time by action of the Board of Directors and in its sole discretion.

(j) **Resignation**. An individual in a Parent Committee Leadership Position may resign at any time by delivering notice to the Board of Directors, the Board President, the Board Director of Operations, or the Parent Committee President. A resignation is effective when notice is received, unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors. Disagreements as to when the notice was “received,” and thus effective, should be resolved by reference to ORS 65.034 (or its corresponding future provision).

(k) **Vacancies**. If a vacancy exists for any Leadership Position for any reason following the annual Leadership Position election, the Board of Directors may fill that vacancy with any Parent or Participant Nonvoting Member in good standing by action of the Board.

**ARTICLE VII - SUSPENSION OF RIGHTS OR EXPULSION**

***Section 1 - Delinquent Dues or Assessments***

A member whose dues, fees, obligations, and/or other assessments are delinquent shall be notified by the Treasurer. The Board may suspend all privileges of membership or remove a family from the team for delinquent accounts. The Board may grant additional time for payment or waive fees/assessments under appropriate circumstances.

***Section 2 - Unsportsmanlike Behavior***

An Athlete or Individual Member may be suspended or removed from the team if, in the opinion of the coaching staff, he or she exhibits unsportsmanlike conduct.

***Section 3 - Inappropriate Behavior***

Any member may be asked to leave/be banned from Team events or practices, if in the opinion of the coaching staff and/or Board, they exhibit inappropriate behavior according to the Team’s Code of Conduct. The board may vote unanimously to remove a member of any class for a violation of the Code of Conduct at a team event and/or practice.

**ARTICLE VIII - HEARINGS**

***Section 1 - Hearing and Appeal***

Any action by the Team or Board concerning a member or athlete swimmer rights or privileges shall be subject to the right of hearing.

***Section 2 – Complaint***

Complaints against a member, coach, athlete swimmer, or Board member shall be submitted to the Board in writing. The Board will act as they deem necessary in regards to the complaint.

***Section 3 – Notice***

The Board shall notify the member, coach or swimmer of the complaint, and advise them of the right to a hearing regards to the complaint.

***Section 4 – Hearing***

The hearing shall be held before a panel of no less than three (3) representatives from the team. No party to the complaint or witness may serve on the panel. A date shall be established at a time mutually agreed upon by the panel. A decision of the panel shall require a two-thirds vote of all panel members eligible to vote. Parties associated with the complaint or witness to the complaint are not required to attend if the safety and well being of swimmer may be put in jeopardy by attending.

**ARTICLE IX - INDEMNIFICATION**

Each person who is or was a Director, Officer, or Employee of the Team (including the heirs, executors, administrators of estate of such person) shall be indemnified by the Team to the full extent permitted by the Non-Profit Corporation Law of the State of Oregon, or of any state in which the act or omission in indemnified against occurred, against any liability, cost or expense incurred by him or her in his or her capacity as Director, Officer or Employee, or arising out of his or her status as a Director, Officer or Employee.

**ARTICLE X - TEAM POLICY**

***Section 1 – Team Policy against discrimination***

In administering its affairs, the Team shall not discriminate against any person on the basis of race, color, age, religion, sex, sexual orientation, national origin, or physical handicap in its programs, activities, and employment policies and shall observe the letter and spirit of all equal opportunity and civil rights laws.

***Section 2 – Team Policy Bullying***

Bullying of any kind is unacceptable and will not be tolerated. Bullying is counterproductive to team spirit and can be devastating to a victim. The team is committed to providing a safe, caring and friendly environment for all of our members. If bullying does occur, all athletes and parents should know that incidents will be dealt with promptly and effectively. Anyone who knows that bullying is happening is expected to tell a coach, board member or athlete/mentor.

***Section 3 – Inspection of Books and Records***

All books, records, and accounts of the corporation shall be open to inspection by the Directors in the manner and to the extent required by law.

***Section 4 – Checks, Drafts, Etc.***

All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

***Section 5 – Deposits***

All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories selected by the Board of Directors or be invested as authorized by the Board of Directors

***Section 6 – Loans or Guarantees***

The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364 (or its corresponding future provision), the corporation shall not make a loan, guarantee an obligation, or modify a pre-existing loan or guarantee to or for the benefit of a Director or Officer of the corporation.

***Section 7 – Execution of Documents, Signing Authority***

The Board of Directors may, except as otherwise provided in these Bylaws, authorize any Director or Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Director, Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

***Section 8 – Insurance***

The corporation may purchase and maintain insurance on behalf of any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a Director, Officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any Director, Officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent. It may also purchase general liability insurance.

***Section 9 – Fiscal Year***

The fiscal year of the corporation shall begin on the first day of September and end on the last day of August in each year.

***Section 10 – Budget***

An annual budget shall be reviewed and approved by the Board prior to its Annual Meeting.

***Section 11 – Disbursements***

All disbursements of funds shall be approved by two individuals approved by the Board.

***Section 12 – Audit***

An annual audit shall be conducted by the Finance Committee, another group of Directors, or a third party, as decided by the Board, prior to the Annual Meeting.

***Section 13 – Severability***

A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

***Section 14 - References***

The following are to be used, when required, as references for these Bylaws:

1. U.S.A.SwimmingInc.Rules–CurrentEdition
2. OregonSwimmingInc.SwimGuide–CurrentEdition
3. RevisedRobertRulesofOrder–CurrentEdition.

**ARTICLE XI - BYLAWS AND STANDING RULES**

***Section 1 - Amendments***

Bylaws and Standing Rules may be amended as follows:
*Bylaws* - A two-thirds majority of the voting membership, present at the meeting, is required to amend these Bylaws.

*Standing Rules* - Simple majority of the voting membership, present at the meeting is required to amend the Team’s Standing Rules.