BYLAWS

**WEST COAST AQUATICS**

Amended **January 2014**

***ARTICLE I***

**Name**

The name of the corporation shall be the West Coast Aquatics, hereinafter referred to as "WCA", formally known as the Mill Creek Swim Team incorporated in the State of Washington.

WCA is a non-profit organization focused on developing swimming skills from basic swimming competency (through comprehensive lesson programs) to competitive swimming via a year around swim team.

***ARTICLE II***

**Definitions**

“WCA” shall mean the West Coast Aquatics organization including the swim team, lesson and program, staff, Board of Directors, and membership.

"Team" shall mean WCA Swimmers, parents/guardians and coaches collectively.

"Swimmers" shall mean swimmers who hold current USA Swimming athlete membership with WCA.

"Adult Member" shall mean parents/guardians of Swim Team Members, and designated senior full time members of management as determined by the board to include (but not exclusively) the Head Coach and the General Manager.

"Board of Directors" includes elected Director Positions.

"USA Swimming" shall mean the organization, which sanctions and governs swim meets in which WCA will participate.

“Executive Session” shall mean a closed meeting of voting members of the board.

***ARTICLE III***

**Purpose**

**Section 1.** The Mission of West Coast Aquatics is to embrace all levels of swimmers, providing each and every swimmer with the best possible resources to progress through all levels of competitive and/or non-competitive swimming. WCA members participate in meets sanctioned by USA swimming and are governed by USA Swimming rules and regulations.

**Section 2.** The goals of the organization are to:

1. Develop basic swimming skills and water safety through swim lesson programs aimed at swimmers of all ages.
2. Foster an environment where every swimmer is encouraged to improve abilities and perform to their potential.
3. Teach discipline, hard work and goal orientation while having fun in a competitive environment.
4. Develop mental, physical, and social fitness.
5. Foster high standards of sportsmanship, conduct, and integrity.
6. Teach the enjoyment and sense of accomplishment inherent in the sport of competitive swimming.
7. Develop competitive swimmers for USA Swimming competition.
8. Provide the competitive swim program of WCA with adequate liaison and representation with the officially recognized state, regional, and national swimming associations.
9. Garner parent support for the overall program through volunteering on committees, work events, and/or competitions.
10. Own, operate, manage, maintain, and make improvements to a pool or pool facility for use by the team.
11. Engage in other non-team related income measures with the guidelines to keep within the WCA goals and the regulations of a 501c3 organization.

***ARTICLE IV***

# Voting Membership

**Section 1. Qualifications**

Adult Members shall be limited to one vote per family at membership meetings.

1. Membership shall be defined as those members who are current with all team fees.
2. Parents/guardians of Swimmers who move away or transfer to another swim team or who give notice of permanently quitting competitive swimming are automatically dropped from membership at the time of notice.

***ARTICLE V***

**Fees**

**Section 1. Amounts**

The Board of Directors sets fees for programs according to expenses necessary for the successful operation of WCA.

**Section 2. Payables**

A. All fees shall be due in accordance with the fee schedule as set by the Board of Directors. Membership renewal becomes effective upon payment of each year's registration fees. Fees are to be paid in advance and are due on the 1st day of each month. Fees become delinquent after the 10th of each month and will be assessed a late fee unless prior arrangements are made.

B. Accounts delinquent over thirty (30) days shall be denied team privileges, unless prior arrangements are made.

**Section 3. Privileges**

Adult Members not fulfilling their financial obligations to the team shall result in their Swimmer(s) being denied practice, competition, and awards privileges until these obligations are satisfied.

**Section 4. USA Swimming Fees**

An annual fee is due for individual participation in USA Swimming. Participation in this program is required of every Swimmer.

**Section 5. Other Payment Arrangements**

Other payment arrangements must be applied for in writing and require approval by the Board of Directors.

**Section 6. Fiscal Year**

The Teams fiscal year shall run from September 1st to August 31st or unless changed as necessary by the Board.

***ARTICLE VI***

**Membership Meetings**

**Section 1. General Membership Meetings**

There will be a minimum of one (1) General Membership Meeting each year in January. All WCA General Membership Meetings are open to every team member in good standing. Notice of all General Membership Meetings shall be given at least one week before the meeting via email, written notice, or public posting.

**Section 2. Election Meeting**

The elected Directors of the Board are elected at the January General Membership Meeting.

**Section 3. Special Meetings**

Special meetings of the general membership may be called by the President, or shall be called by the Secretary upon receipt of written petition by twelve (12) Adult Members (no more than one per family) in good standing**.** Written notice of all special General Membership Meetings shall be given at least one week prior to the meeting.

**Section 4. Quorum**

A quorum at General Membership Meetings shall consist of 20% of all eligible voting members.

**Section 5. Procedure**

When not in conflict with these bylaws, procedures for all meetings shall be governed by the latest edition of Robert's Rules of Order. There shall be no proxy voting.

***ARTICLE VII***

**Head Coach and General Manager**

**Section 1. Reporting Structure**

The board, at is sole discretion, may determine the appropriate structure for the organization. At minimum there will be one senior manager reporting directly to the board with full accountability for all management activities, however, this responsibility may be broken down into more than one position reporting to the board if required. The President of the Board will be the direct contact for all employees reporting to the board. The positions outlined below will be referred to as ‘management’ in general.

**Section 2. Titles and Responsibilities**

All titles listed are examples, and other titles as determined appropriate by the board may be used in concordance with Section 1 and with the current needs of the organization. Responsibilities may be conjoined or further broken down as needed based on current needs of the organization.

**Section 3. General Manager Responsibilities**

The General Manager is the senior manager responsible for the daily and ongoing operations of the facility, management of all non coaching staff, and development of all non WCA Swim Team programs, including (though not limited to) summer swim team, lessons, non swimming water programs, gym programs, and the general membership program. The General Manager is also accountable to the financial health of all aspects of WCA, the development of annual budgets in partnership with the Treasurer, and reporting of results. The General Manager may be full time exempt or hourly depending on the current needs of the organization. The General Manager ensures that volunteer requirements for facilities are met.

**Section 4. Head Coach Responsibilities**

The Head Coach is the senior manager responsible for all aspects of management of the WEST Swim Team. This includes the authority to make all decisions regarding training groups, training programs, swimmer progression, and assistant coaching staff and staff placement. The Head Coach must operate the WEST swim team to an agreed budget (inbound cash flow, labor) developed in partnership with the General Manager and approved by the board annually. The Head Coach may be full time exempt or hourly depending on the current needs of the team and will be on an employment agreement of two years duration, updated each two years by the Board of Directors. This employment agreement provides no less than 4 weeks of severance (and no more than 2 weeks per year of employment, to a maximum of 12 weeks) and outlines the conditions of employment and conditions for ending employment for the Head Coach. Termination with cause will not be protected on the Head Coaches employment agreement nor will it trigger any severance payments. The Head Coach determines what meets the team will participate in, and with board approval, which meets the team will host. Additionally the head coach will be responsible for all meet management and volunteer coordination activities to ensure the success of the meet.

**Section 4. Board of Directors Oversight of Head Coach and General Manager**

The Board of Directors is to ensure that the requirements of the bylaws are fulfilled by the Head Coach and the General Manager, and that the will of the membership is adhered to by the same.

***ARTICLE VIII***

**Board of Directors**

**Section 1. Duties**

The Board of Directors shall manage the General Manager and the Head Coach. Additionally, the Board of Directors shall ensure that the actions of management are in alignment with the bylaws and the will of the membership. The Board of Directors shall set budgetary and program goals annually with the General Manager and the Head Coach, and provide formal Annual reviews (to be administered by the President).

**Section 2. Non-Voting Management Members**

All members of the management team (as defined as those reporting directly to the board) will be regular non-voting members of the board, and will take part in all non executive session board meetings, however, will not carry board votes, though they will be able to participate in all dialog and decision making processes up to the vote.

**Section 3. Number**

The Board of Directors shall number, **five (5)** voting members and shall be comprised of **three (3)** members at large, the Secretary, and the Treasurer. At least one member of the Board shall have a swimmer, age twelve (12) or younger, at the time of election. Members of the senior management team (as defined as those directly reporting to the board) will be regular non-voting members of the board.

**Section 4. Election**

The elected Directors of the Board are elected by majority vote. Nominations may be taken from the floor. Following closing of all nominations(s), voting is immediately taken by written ballot. .

**Section 5. Terms**

Elected Directors shall hold office for a term of two (2) years. Terms begin immediately following a transition period of 3 months after the close of the January General Membership Meeting. During the transition, new Directors shall attend all meetings of the Board of Directors. Terms shall expire at the end of the three (3) month transition period.

The Board of Directors shall include five (5) members voted for by the membership to serve two (2) year terms. Two Directors (members-at-large) and the Secretary will be voted for in even years. One Director (members-at-large) and the Treasurer will be voted for in odd years. The Board of Directors will elect the President and the Vice President from Directors (members-at-large) at the conclusion of each annual meeting or at the next scheduled Board meeting. These elections shall be by majority vote, all board members must participate in the vote. The remaining Directors will continue to be members-at-large.

All Board members including the Secretary and the Treasurer may succeed themselves if re-elected by the association members at the end of their two-year period in office.

**Section 6. Indemnification**

WCA shall, to the fullest extent now or hereafter permitted by law, hold harmless and indemnify any present or former officer or director of WCA against any claim made, or threatened to be made, or any suit or proceeding brought as a result of the performance of his or her duties as an officer or director of WCA, and against any judgment, fine, amount paid in settlement and reasonable expenses, including attorney’s fees.

**Section 7. Nominations**

The Board of Directors shall appoint a nominating committee for the elected positions no less than sixty (60) days prior to the Election Meeting and deliver the nominations to the Secretary for placement on the ballot. The nominating committee shall number between 3 and 5 members of which sitting board members must comprise less than half. Open board positions shall be posted publically and posted to the website and/or sent via email to all membership no less than 30 days ahead of the elections.

**Section 8. Eligibility**

An individual satisfying the conditions stated below is eligible to hold elected office or a Board position.

1. Parent/guardians who have child(ren) participating on another USA Swimming team while their other child(ren) continue with WCA are eligible to vote at General Membership Meetings, but not to hold office.
2. It is preferable that an Adult Member with previous board experience fills the office of President.
3. No person shall hold two (2) elective offices at the same time.
4. Only one (1) Adult Member per family can be on the Board of Directors during the same term.
5. Up to one (1) member of the five (5) members board may be non-WCA members. The remaining members of the Board must be members in good standing with WCA.
6. All Directors shall be required to sign and abide by the WCA “Volunteer Code of Ethics,” ~~the~~ **~~“Conflicts of Interest Policy~~**~~,”~~ and the “Board Service Commitment Pledge.”

**Section 9. Meetings**

Meetings of the Board of Directors shall be held a minimum of four (4) times a year. The Board will schedule the time and place. Notice of all Board meetings shall be posted on the website and at the pool seven (7) days in advance of meetings. Board meetings shall be open to all members, though only Board members may vote.

1. Additional Board meetings may be called by the President, and shall be called by the Secretary upon receipt of a written petition by four (4) members of the Board.
2. Executive Sessions may be called at the discretion of the Board of Directors.
3. The Board of Directors shall meet in Executive Session for the purpose of the review of the members of management. The President will meet with the members of management to present the review.
4. Minutes of all Board meetings are to be published within thirty (30) days. Minutes shall be available by request.

**Section 10. Quorum**

A majority (four) of the voting Board of Directors shall constitute a quorum for the transaction of business. When appropriate and without objections, a vote by email is acceptable. An email vote shall be formalized at the next meeting.

**Section 11. Vacancies**

Vacancies shall be declared by the Board upon acceptance of a written resignation or may be declared upon absence from duties of any officer or committee chairman for more than three (3) consecutive meetings. A Director shall be selected to fill a vacancy for the unexpired term of his predecessor in office by a majority vote of the remaining board members.

1. Any Director may be removed from office by a 2/3 vote of the membership present at any general or special meeting provided that at least 20% of voting members are present. Notice of the proposed removal of the Director must be given to such Director prior to the date of the meeting at which such removal is to be voted upon. Such notice must state the cause for the proposed removal.
2. Unexcused absence from three (3) consecutive meetings of the Board of Directors shall be due cause for removal of a Director.
3. Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director shall be filled by majority vote of the Directors. Such appointee shall serve during the unexpired term of the Director whose position has become vacant.

***ARTICLE IX***

**Directors**

**Section 1. Duties**

1. President - Shall preside at all meetings of the Board and general membership; supervise all activities of the Board, appoint committee chairs and be an ex-officio member of each committee; insure that orders and resolutions of the Board are carried out; acts as the primary contact for members of management, including the administration of annual reviews, and administration of any disciplinary actions.
2. Vice President - Shall act in the capacity of the President in the absence of the President at all Board and membership meetings. The Vice President will assist the President and serve at the direction of the President and/or the Board.
3. Secretary - Is responsible for recording, distributing and maintaining minutes of all meetings and performs the duties regularly pertinent to the position.
4. Treasurer - Performs the duties regularly pertinent to the position; provide oversight in all matters relating to the financial condition of the team and facility.
5. Member(s)-at-large shall be responsible for committee(s) as determined by the Board and to assist in whatever additional duties that shall be required.
6. Non-voting members of management shall provide key data and expertise in regards to the critical functions of the organization and represent those functions and their needs.

***ARTICLE X***

**Committees and Appointees**

The management team may utilize committees, either ongoing or temporary at their sole discretion. All committees and appointees are advisory and shall report to the designated member of management who has been determined to lead the committee.

***ARTICLE XI***

**Staff**

***Section 1.*** **General Employment:**

WCA employs all employees in accordance with all federal and local employment and tax laws. WCA does not compensate for any position or role through barter or exchange of services. Volunteers are not considered employees of WCA.

**Section 2. Head Coach**:

Qualifications and requirements for the Head Coach shall be set forth by the Board, shall conform to league and insurance requirements and shall be set forth in a written job description and Employment Agreement.

**Section 3. Assistant Coaches**:

Assistant Coaches are employed as needed. The Head Coach is responsible for all hiring of assistant coaches. All assistant coaches work directly under the supervision of the Head Coach.

***Section 4.*** **Other members of management:**

Qualifications and requirements for other senior management positions (those that report to the board) shall be set forth by the Board and shall be set forth in a written job description.

***Section 5.*** **Swim Instructors General Office, Lifeguards or other:**

The senior management team is responsible for the hiring and management of all other staff. This staff must be hired and maintained within the constraints of the budget or, in the case of revenue generating positions, reasonable utilization in accordance with the general business plan.

***ARTICLE XII***

**Conflicts of Interest**

**Section 1. Areas in Which Conflict May Arise**

Conflicts of interest may arise in the relations of directors, officers, management employees, employees, or volunteers with any of the following third parties:

1. Persons or firms supplying goods and services to WCA.
2. Persons and firms from whom WCA leases property or equipment.
3. Persons and firms with whom WCA is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors or others support WCA.
6. Agencies, organizations and associations which affect the operations of WCA.
7. Family members, friends, and other employees.

**Section 2. The Nature of Conflicting Interest**

It is considered a conflict of interest when a decision is made in a way that may not be to the benefit of the WCA organization based on conflicts created from various types of undue influence or inappropriate business or personal relations. WCA requires that its Board, employees, and volunteers operate in such a way as to avoid any undue influence upon the organization due to conflicting interests. Due to the importance of member confidence in the WCA board and employees, it is critical that the Board, employees, and volunteers of WCA avoid even the appearance of impropriety. The board retains the rights to investigate any potential Conflict of Interest issues and moderate the issue to a solution with the involved parties.

**Section 3. Resolving Conflicting Interest Issues**

Should the board become aware of a potential conflict, by whatever means, a committee consisting of the President, Vice President, and Secretary will investigate the issue and determine if a conflict of interest does exist. Should any member of the aforementioned group be indicated in the investigation, they will be replaced by a member at large in regards to the investigation. Should a conflict of interests be determined to exist, the committee will bring their findings and recommendations to the board who will vote on appropriate actions to include:

1. Disclosing such conflict to the general membership.
2. Requiring involved parties to remove themselves from the situation in which the conflict or interest arises.
3. Development of a plan of action to change behaviors should the conflict be based on undue influence at a personal level.
4. Other steps as required up to and including changes in staff, board members, volunteer groups, etc.

***ARTICLE XIIII***

**Swim Team Rules and Discipline**

**Section 1. Rules and Discipline**

Swim team rules and discipline shall be set and enforced by the Board and Coaching staff. These are outlined in the WCA Handbook and are given to each member upon registering.

**Section 2. Disciplinary Resolution Committee**

This committee shall be appointed by the Board as necessary, comprising the President, the Head Coach, and a third neutral Adult Member. In the event that the President and/or Head Coach are personally involved in a dispute, a neutral Adult Member(s) shall be appointed. The membership of the committee shall remain the same until there is total resolution of any given problem, but may change for any other non-related disputes.

***ARTICLE XIV***

**Team Qualifications and Activities**

**Section 1. Physical Examination**

Medical release and waiver forms must be filled out and signed prior to participation with the team.

It is strongly recommended that all Swimmers have an annual physical examination. The doctor should be informed that the child plans to participate in competitive swimming so an applicable examination can be made.

**Code of Conduct**

The Head Coach and the General Manager will ensure that an athlete and parent Code of Conduct is in place, and reviewed and updated each year. The Code of Conduct shall be upheld at all times and will be a critical component of defining, and maintaining the culture of WCA.

***ARTICLE XV***

**Affiliations**

WCA shall maintain an active membership in the following organizations:

1. USA Swimming
2. Pacific Northwest Swimming (PNS)
3. Other affiliations as deemed necessary

***ARTICLE XVI***

**Amendments**

Amendments of these Bylaws shall require a two-thirds affirmative vote of the voting members present at a membership meeting, which must be attended by a quorum of 20% of the total eligible voting members. Proposed changes must be posted on the website and/or emailed to all membership and physical copies must be posted in a visible location at the facility not less than thirty (30) days prior to the meeting.

***ARTICLE XVII***

**Dissolution**

In the event WCA shall dissolve itself for any reason, assets remaining after the payment of all obligations shall be donated to a recognized tax-exempt swimming organization to be determined by the Board.

***ARTICLE XVIII***

**Effective Date**

These Bylaws as adopted shall become effective at the General Membership Meeting of **January 2014**