

BYLAWS WEST COAST AQUATICS

Amended February 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.

"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:

- A. Develop basic swimming skills and water safety through swim lesson programs aimed at swimmers of all ages.
- B. Foster an environment where every swimmer is encouraged to improve abilities and perform to their potential.
- C. Teach discipline, hard work and goal orientation while having fun in a competitive environment.
- D. Develop mental, physical, and social fitness.
- E. Foster high standards of sportsmanship, conduct, and integrity.
- F. Teach the enjoyment and sense of accomplishment inherent in the sport of competitive swimming.
- G. Develop competitive swimmers for USA Swimming competition.
- H. Provide the competitive swim program of WCA with adequate liaison and representation with the officially recognized state, regional, and national swimming associations.
- I. Garner parent support for the overall program through volunteering on committees, work events, and/or competitions.
- J. Own, operate, manage, maintain, and make improvements to a pool or pool facility for use by the team.

- K. 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

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 V

Board Meetings

Section 1. Open Meetings

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

Section 2. Vote of Confidence

At the annual open meeting, prior to the election results being announced, as a regular item of business, a vote of confidence will be taken in the current board. This vote will be a written ballot with two line choices: 1. Yes I am confident in the current board and 2. No I am not confident in the current board. This process is intended to enable swim team members to force a change out in individual members of the board (or the entire board except the President) should it be deemed the board is not performing, or is performing in a manner counter to the long term best interests of the organization.

- A. A 2/3 vote by a quorum of 20% of swim team families (one vote per family) is required for a binding vote of no confidence. A vote is held regardless, and the results of the vote will be openly discussed, even if a quorum is not achieved, though this will NOT result in a membership based vote.
- B. A quorum vote of no confidence will result all board positions (except the President) being vacated and existing board members still interested in running will be put up for a public vote against any candidates nominated or self nominated prior to or at the meeting.

- C. This vote will be for up to 5 positions (regardless of current number of seats held) based on desired participation from the membership and candidates presented.
- D. Each candidate (including existing members excluding President) will run for a specific board seat (Treasurer, Secretary, at large 1 and at large 2) and will run either unopposed or against however many other candidates select to run for the given position.
- E. Each position vote will be decided by majority decision of the quorum attendance.
- F. After this vote all rules revert to standard bylaws. A no confidence vote does not change bylaws outside of this particular voting instance to change a board.

Section 3.

Election Meeting

The board shall, through majority vote, determine whether each board member (excluding President) is to continue for another annual term or be replaced in closed session before the annual open meeting. The results shall be discussed at the open meeting. These results shall be vacated should the results of a **Section 2** quorum vote of no confidence occur as defined in **Section 2**.

Section 4.

Special Meetings

Special meetings open to the general public may be called by the President, or shall be called by the Secretary upon receipt of written petition by twelve (12) Swim Team or Swim Lesson parents or community members should such parties desire a forum with the board. Written notice of all special meetings shall be given at least one week prior to the meeting.

Section 5.

Quorum

A quorum at General Membership Meetings shall consist of a simple majority of total number of board members.

Section 6.

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 VI

Head Coach and General Manager

Section 1.

Reporting Structure

The board, at its sole discretion, may determine the appropriate structure for the organization. The Head Coach shall also preside as President of the board and is not an elected position, but is accountable to the board and shall never represent more than a single vote, therefore never a majority position.

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. The head coach shall

also preside as President of the board. As the critical member of management and the board, and the central position of authority and stability of the organization, the head coach can only be removed by a unanimous (excluding their own vote) vote of the board, and would be entitled to 2 week of severance per year of employment (no less than 4 weeks of severance and a maximum of 12 weeks) unless terminated for cause. Termination with cause will not 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 organization is always operated in the best interests of the local and swimming community it serves.

**ARTICLE VII
Board of Directors**

Section 1. Duties

The Board of Directors ensure the bylaws are upheld and provide oversight on the Head Coach. The Board of Directors shall set budgetary and program goals annually with the Head Coach, and provide formal Annual reviews (to be administered in a group session of the board).

Section 2. Non Voting Management Members

The General Manager (if an independent position) and any full time assistant coaches 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 at a minimum of 3 and a maximum of 5 and shall be comprised of a President, a Secretary, and the Treasurer if a three member board and will also include two at large members if a 5 member board. The size of the board will be determined annually by the board and can be increased or decreased by majority vote at each annual open meeting. At least one member of the Board shall have a swimmer on the team and will represent the parents and their swimmers. 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 will be elected by majority vote. The board shall nominate themselves to continue in each position (or a different position) or a replacement candidate and then votes shall be taken. Votes can be done verbally or on a ballot as desired.

Section 5. Terms

The board is a self-perpetuating board with no fixed terms, however, each member must stand for re-election each year with the exception of the President. A board member may be voted off of the board by unanimous (outside of the member being removed) vote between annual cycles.

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

There shall be a public posting in a visible location each year one month prior to board elections notifying the public of the upcoming elections and outlining the process for self-nomination or nomination of others for consideration as a board member. The notification shall be posted by the President with their contact information. All nominations shall be considered by the board in the re-election process should an existing board member seek to step down, or a different board member

be desirable due to skills required. These nominees can also be used to move the board from 3 to 5 members should that be determined desirable.

Section 8. **Eligibility**

The following conditions must be upheld in determining eligibility for a board position.

- A. Parent/guardians who have child(ren) participating on another USA Swimming team while their other child(ren) continue with WCA are not eligible to hold office.
- B. No person shall hold two (2) elective offices at the same time.
- C. No two members of the board shall be related to each other.
- D. 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. All board members shall be invited and expected to attend all board meetings.

- A. Additional Board meetings may be called by the President, and shall be called by the Secretary upon receipt of a written petition by a majority of the Board.
- B. Minutes of all Board meetings are to be published within thirty (30) days. Minutes shall be available by request.

Section 10. **Quorum**

A majority 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 by a majority vote of the remaining board members.

- A. Unexcused absence from three (3) consecutive meetings of the Board of Directors shall be due cause for removal of a Director.
- B. 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.

ARTICLE VIII

Directors

Section 1. **Duties**

- A. 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.
- B. Secretary - Is responsible for recording, distributing and maintaining minutes of all meetings and performs the duties regularly pertinent to the position. Secretary shall fill in for President should President be unable to attend a meeting.
- C. Treasurer - Performs the duties regularly pertinent to the position; provide oversight in all matters relating to the financial condition of the team and facility and reports on finances to the board.
- D. 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.
- E. 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 IX

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 X **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 with 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 XI **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 good 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 supporting 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 the board shall meet and as a whole 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 excluded in regards to the investigation. Should a conflict of interests be determined to exist, the board will vote on appropriate actions which could include:

1. Disclosing such conflict to the general public.
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 XII

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

The Head Coach is responsible for all disciplinary actions required. Should the Head Coach have a conflict of interests, or be unable to take action, the board shall, as a whole take responsibility for taking action to ensure discipline is maintained.

ARTICLE XIII

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 XIV

Affiliations

WCA shall maintain an active membership in the following organizations:

- A. USA Swimming
- B. Pacific Northwest Swimming (PNS)
- C. Other affiliations as deemed necessary

ARTICLE XV

Amendments

Amendments of these Bylaws shall require a unanimous vote of the current board and may only be voted on at the open meeting following discussion by meeting attendees. 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 XVI

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 XVII
Effective Date

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