



### **Article I – Name**

The name of this organization is the Lenah Run Froggers, herein referred to as Froggers. It is a local swim team for swimmers 18 years of age and under.

### **Article II – Articles of Organization**

The articles of organization of the Froggers consist of these Swim Team By-Laws.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article III – Purpose**

**Section 1.** The Objectives of the Froggers are:

- a) To instill in all swim team members the love for swimming in a safe, quality, athletic training program;
- b) To recognize and promote swimming as a life-long activity, which can contribute significantly to the physical and emotional growth and development of swim team members through healthful exercise;
- c) To develop, among swimmers, good sportsmanship, as well as a sense of team effort and spirit;
- d) To improve the technical ability of each swimmer.

**Section 2.** The Objectives of this organization are promoted through the Swim Team Board and Froggers Parent Organization to all members. The swimmers and their families are governed and qualified by the basic policies set forth in Article IV.

**Section 3.** This non-profit organization is exclusively for the enjoyment of its members.



## **Article IV – Basic Policies**

**Section 1.** The Froggers will seek diversity for its swimmers by supporting both “competitive” and “developmental” swimming programs. All programs and activities will adhere to the swim team Purposes set forth in Article III. The following are basic policies of the Froggers:

- a) The swim team requires parent involvement in the organization. No child is permitted to register unless a parent volunteers for committee work and meets the team volunteer requirement during swim meets.
- b) The Froggers is affiliated with Old Dominion Swim League. In order to change league affiliations, there needs to be a vote by the BOD, with a simple majority ruling.
- c) All new swimmers ages 8 and under will have to successfully complete a tryout. The child must complete one lap of the pool unassisted and comfortably demonstrate their ability to put their face in the water.
- d) All swimmers are required to purchase the necessary equipment required for practices and meets.
- e) All swimmers, coaches, parents and spectators are expected to adhere to all pool, Old Dominion Swim League and USA swimming rules. Failure to adhere to these guidelines will result in the child not being allowed to participate.
- f) Swimmers and families will conduct themselves at practices and meets so as to exhibit good discipline and sportsmanship toward all swimmers, coaches, and meet officials as outlined and communicated to in the Lenah Run Froggers Code of Conduct. Any swimmer not adhering to this guideline, by the discretion of the Head Coach, Meet Officials or Swim Team Board, may be suspended from practices, meets, social events, or expelled from the team. Each Parent must sign the team’s Code of Conduct and ensure that all family members abide by it.
- g) Communications between swimmers, coaches, parents and Board is accomplished via email, website and family folders or any other means communicated to the swimmers by the Froggers Parent Organization at the pool. Parents and swimmers are responsible for checking their emails on a weekly basis and before League meets.
- h) All swimmers must report meet attendance (and stroke selection) through the website [www.gofroggers.com](http://www.gofroggers.com) under events at least one week prior to the event. For unanticipated absences or changes to your child’s participation in swim meets (including event changes), call the Head Coach and/or the computer operator ASAP. No changes or additions will be made on deck at the meet.
- i) Regardless of weather conditions, swimmers and parents must arrive at Home meets 1 hour, Away meets 1/2 hour, before the start of the meet. **SWIMMERS MUST ARRANGE THEIR OWN TRANSPORTATION!**
- j) Home meets will be at the Lenah Run Pool located at 40406 Lenah Run Circle.
- k) Parents should contact the Meet Manager if they are unable to keep their volunteer commitment with the name and contact information of their replacement for that volunteer obligation.



## **Article V – Membership and Fees**

**Section 1.** Membership on the Froggers shall be allowed without regard to race, color, creed, religion or national origin, under such rules and regulations as may be prescribed in the guidelines of this swim team to any individual who subscribes to the objectives and the basic policies.

- a) Membership is allowed only on the condition that the individual is a bona fide “swimmer” i.e., can swim one length of the pool unassisted and comfortable putting their face in the water.
- b) The Froggers shall register its summer swim team members in the spring, prior to the summer season (June-July). The Board of Directors will set up registration dates.

**Section 2.** Each summer program participant shall pay a membership fee. The Swim Team Board will determine program fees. A \$25 late registration fee will be imposed for registration received after the set due dates. A refund policy will be determined by the Board and will be given for the summer program if notice is given based on due dates. Refer to the Froggers Fee policy for the most current season details regarding fees.

**Section 3.** Swim families that do not reside in the Lenah Run HOA, will be required to pay non-resident fee dictated by the current Lenah Run HOA Board. This fee is paid to the HOA and allows for registered swimmers use of the pool during swim team activities only.

**Section 4. Budget**

- a) An annual budget shall be created and approved by the Swim Team Board.
- b) The Board may not incur indebtedness beyond reserves for any purpose.
- c) Funds received shall be used for the Swim Team’s expenses. The Swim Team Board must approve any expenditure that is not provided for in the approved budget.
- d) The Fiscal Year shall be defined as January 1 through December 31.
- e) The Board of Directors must approve all unbudgeted expenditures exceeding \$350.

**Section 5. Accounts – Authorized Signatures**

- a) The Swim Team’s funds shall be maintained in insured accounts, and shall be disbursed by an authorized signature.
- b) A minimum of two Board Members (Treasurer and President) shall have authorization to sign checks on behalf of the Swim Team.
- c) All checks in excess of \$1,000 will require two signatures (Treasurer and President).



## **Article VI – Board of Directors**

**Section 1.** The administrative Board of Directors of the Froggers shall be known as the Board of Directors, hereinafter referred to as the “Board.” The Board shall consist of the President, Vice President/Meet Manager, Secretary, Treasurer, Team Representative, Computer Operator, and Parent Liaison/Member-at-Large. As needed, the Board may appoint one additional member referred to as Ex Officio Board Member.

**Section 2.** A quorum of the Board shall be a majority of the voting members thereof. Any business decisions or proposed changes that would impact the team must be brought to the attention of the President and Board (including but not limited to suit selection, management of coaching staff, rule changes, schedule, budget and expenditures) and shall be approved only upon majority vote with input from all members. Each Board member shall have only one vote, regardless of the number of positions.

Although expected to fully engage in discussion, the President shall only vote in order to break a tie and, of appointed, the Ex Officio Board Member is a non-voting member. The President’s vote, whether cast or not, will be counted to determine two-thirds majority in the appointment of a successive Board. The singular exception to this majority approval shall be the appointment of successive Boards or filling of Board vacancies, which process is described in Article VII, sections 1 and 2.

**Section 3.** Meetings of the Board shall be held at the call of the President or any member of the Board, but will occur at least four times per calendar year.

**Section 4.** The Board shall create a Parent Organization with standing Committees. The Board will appoint the chairperson of any committee created upon recommendation from the Parent Organization.

**Section 5.** Board Members are only exempt from volunteer duties and committee assignments if we have enough families to field the meet.

**Section 6.** Email will be the definitive source of communication for the Board. When business is conducted by phone or in person, a confirmation email should be sent to the affected parties and the President should be copied. The Board operates with full and open communication.

## **ARTICLE VII – Board Officers’ Term of Service**

**Section 1.** The offices of the Froggers Board shall be appointed positions held for two years.

**Section 2.** If an Officer becomes inactive (as evidenced by missing three consecutive regularly-scheduled meetings in one year or neglecting the basic obligations of that office as described in the By-Laws), the member may, at the discretion of the Board, be removed by a majority vote of the Board. The position will be filled for the remainder of the term by appointment and approval by two-thirds majority of the Board, with the counsel of the Parent Organization Members.



## **ARTICLE VIII - Duties of the Officers**

### **Section 1. President:**

- a) President shall have general supervision of the business and finances of the Froggers and shall see that all orders and resolutions of the Board are carried into effect
- b) Prepares agenda and resides at meetings
- c) Serves as point of contact between the Board, Parent Organization Members and Parents, and Coaching staff
- d) Assists in budget creation by Treasurer
- e) Acts as the HOA Liaison for administration coordination, including HOA User Agreements
- f) Represents the Froggers at Lenah Run HOA Board meetings
- g) Heads sponsorship initiative and coordinates team t-shirt with logos
- h) Responsible for managing the selection of coaching staff and facilitates Senior and Junior coach process and selection
- i) Manages coaching staff
- j) Work with Coaches to guide Junior Coaches in meeting expectations, particularly at meets when coaches are engaged in other duties
- k) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board

### **Section 2. Vice President / Meet Manager**

- a) Fills all duties and roles of President if the President is unable to fulfill those responsibilities
- b) Prepares Parent Handbook for posting on the Froggers website
- c) Serves as Meet Manager:
  - 1. Coordinates all the volunteers necessary to run a swim meet
  - 2. Ensures all meet equipment is available and in good operating condition
  - 3. Responsible for staffing the set up and clean up of the pool before and after swim meets
  - 4. Ensures families meet team obligations
- d) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board

### **Section 3. Secretary:**

- a) Prepares the agenda
- b) Records minutes at Board Meetings
- c) Maintains copy of the Organizational By-Laws
- d) Prepares registration flyers and responsible for informing community of the registration process
- e) Responsible for disseminating communications to the team via email, phone tree or any other means deemed appropriate
- f) Prepares coaching and committee materials including Rosters, Emergency Contact and Insurance rosters
- g) Writes and delivers thank you letters to all sponsors
- h) Assists Meet Manager as needed throughout the season
- i) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board



**Section 4.** Treasurer:

- a) Receives and disburses the Organization's funds as directed by the Board, remits such funds for deposit in the regular accounts maintained in the name of the Organization, and keeps records of such transactions
- b) A/R and A/P throughout the season and bank reconciliation
- c) Prepares annual tax filing 990-N as well as necessary payroll 1099 filings
- d) Prepares monthly sales tax filing March through July
- e) Prepares and maintains Articles of Incorporation and pays associated annual fees
- f) Pays all Old Dominion Dues and Insurance fees
- g) Preparation of the budget
- h) Furnishes the Board with updates on financial status at each Meeting
- i) Works with Computer Operator to manage registration process online, including collection of fees and handling of refunds
- j) Prepares all coaching contracts
- k) Maintains a log of coach's attendance throughout the season, handles payment to coaches and any adjustments based on attendance, etc.
- l) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board

**Section 5.** Team Representative to the League:

- a) Represents the Froggers interests at League meetings and serve as liaison between the team and the League
- b) The Representative shall be responsible for attending all ODSL meetings and informing the Board as to the agenda items discussed, any votes taken, and the position taken on said items. The Representative shall bear in mind that certain issues should be determined by the Board and seek tabling our vote to ODSL when it appears that circumstances warrant
- c) Responsible for contacting the opposing team's Team Representative three days in advance of meet and coming to an agreement on availability of officials and warm-up procedures and communicating deadline for meet entries file to computer operator
- d) Responsible for preparing and sending pre-meet email to entire team with meet related information (date, time, place, directions, warm-up times, etc.) at least one day before the meet
- e) Responsible for lodging protests involving questions of fact such as turns, strokes and other swimming technicalities to the Referee – NOTE: Protests will only be considered when made by the Team Rep or the individual designated by him/her for a particular meet
- f) Responsible for lodging protests involving questions of League Rules and Irregular entries – NOTE: Parties concerned should first work to resolve their differences; Failing resolution, protests should be made in writing to the League President within 3 days from the date of the meet
- g) Responsible for serving on a “Protest Committee” if appointed by the League President to resolve League rules and Irregularities entries protests
- h) A Team Representative may serve as an official at a dual meet only if that representative appoints an “Acting Team Representative” to serve in his / her capacity at such dual meet
- i) Responsible for signing off on the official meet sheet with the Referee and opposing team's Team Representative to certify that the meet results are final and that the meet has concluded
- j) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board



**Section 6. Computer Operator:**

- a) Responsible for Website management and support for the team;
- b) Responsible for the coordination of computer operations coverage at each meet;
- c) Responsible for pre-meet preparations, managing the official meet software during meets and posting results at swim meets;
- d) Prepares meet reports and end of season reports, as needed;
- e) Prints ribbon stickers and distribution of ribbons to swimmers;
- f) Represents the Froggers' interests to Team Unify and serves as liaison between the Froggers and Team Unify
- g) Updates Board on all computer related business
- m) Works with Treasurer to manage registration process online, including monitoring numbers for Resident vs. Non-Resident members and managing waitlist, if applicable
- n) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board

**Section 7. Parent Liaison / Member at Large:**

- a) Serve as point of contact between the Board, committee Members, parents, and coaching staff
- b) Assists Spirit wear coordinator with selection, fittings, distribution
- c) Ensure that all families and swimmers abide by the team Code of Conduct during practices, meets and team activities
  - a. Oversee Parent Organization Members (see Article IX) and Committees
  - b. Ensure all Committees are properly staffed and functioning with needed supplies
  - c. Serve as Point of Contact between the Board and Committee Chairs
    - i. Collect updates from Board and Committee Leads prior to Board Meetings & send to Secretary for inclusion in agenda
    - ii. Provide committee updates at Board meetings if a Committee Chair is unable to attend
- d) Plans and executes Parent Information Meeting PRIOR to the start of the season
- e) Assist other Board members with their duties on an ad hoc basis
- f) Available to represent Board at coaches meetings held as needed throughout the season, and ensures results of meeting are provided to board



## **ARTICLE IX – Parent Organization Members**

**Section 1.** The Board shall maintain a functioning Parent Organization to assist in the operation of the Organization. The Parent Organization is comprised of the below-defined Committee Chairs. The Members of the Parent Organization are volunteer positions, approved by the Board. The Members attend meetings called by the Board and provide their opinions on matters before the Board.

**Section 2.** The terms of the Parent Organization Members are for one year. It is encouraged that Parent Organization Members volunteer for additional years or seek other Parent Organization positions to allow for the natural progression to seek positions on the Board.

**Section 3.** If a Parent Organization Member becomes inactive (as evidenced by missing three consecutive regularly-scheduled meetings in one year or neglecting the basic obligations of that office as described in the By-Laws), the member may, at the discretion of the Board, be removed by a majority vote of the Board.

## **ARTICLE X – Duties of the Parent Organization Members**

**Section 1.** Concessions Chair:

- a) Creates and presents a concession plan that includes the estimated costs and selling prices for the concessions to the BOD with a profit estimate;
- b) Coordinates the set-up, cleanup and staffing of the concession booth;
- c) Assists the Social Chair with the organization of the End of Season Party;

**Section 2.** Spirit Wear Chair:

- a) Determines and oversees spirit wear items to purchase and distribute;
- b) Devises a plan to include costs and estimated profits;
- c) Coordinates the staffing of the Spirit Wear table at swim team events;
- d) Oversees the distribution of team suits to families;
- e) Acts as a liaison with equipment provider.

**Section 3.** Swimmer Recognition Chair:

- a) Coordinates team pictures including pictures at all events;
- b) Prepares weekly recognition awards and post at the pool and on the web site;
- c) Purchases trophies for all swimmers;
- d) Responsible for end of season awards;
- e) Creates end of season video presentation;
- f) Disseminates team information to media outlets.

**Section 5.** Social Chair:

- a) Organizes team social events;
- b) Coordinates the kick off and end of the year parties.
- c) Coordinates activities for the Mentor Program.



## **ARTICLE XI – General Membership Meetings**

**Section 1.** There shall be at least one general membership meeting of the Froggers annually. This meeting shall be referred to as the General Membership Meeting. This meeting shall be open to parents, swimmers and any individuals who are interested in promoting and advancing the objectives of the Organization.

**Section 2.** Any suggestions made at a General Membership Meeting concerning a modification of established Team policy, procedure or operation shall be referred to the Board and Parent Organization Members for consideration prior to any vote on such modification.

**Section 3.** Any member wishing to address the Board during a formal meeting may do so by advance notice to the Board of at least three days. The Board may, in its discretion and for the sole purpose of concluding its business in a timely fashion, limit the amount of time dedicated to addressing the Board.

**Section 4.** Any business decisions of the Froggers must be approved by a majority vote of the Board.

**Section 5.** Every attempt shall be made to discuss significant issues of the Froggers at regularly scheduled Board Meetings. If circumstances dictate a decision were made outside the regularly scheduled meetings, the following process shall be followed:

- a) The President shall attempt to schedule a meeting with all members in attendance.
- b) If an in-person meeting date/time cannot be established in time to make the necessary decision, an email will be sent to all members to provide their opinion/vote. The email shall contain the following general format: (1) Background of Issue, (2) Description of Options, and (3) Summary of previous discussion on the issue (if applicable). The President shall send the email to all Officers and Parent Organization Members with each providing his/her vote and any comments as appropriate.



## ARTICLE XII – Conflict of Interest

### Section 1. Purpose

The purpose of the conflict of interest article is to protect Lenah Run Froggers interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definitions

- a) **Interested Person:** any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
- b) **Financial Interest:** a person has a financial interest if the person has, directly or indirectly, through business, investment or family:
  - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not substantial.

A financial interest is not necessarily a conflict of interest. Under Section 3b a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 3. Procedures

- a) **Duty to Disclose:** in connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining Whether a Conflict of Interest Exists:** after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he / she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest**
  - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he / she shall leave the meeting during the discussion



of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter in the transaction or arrangement.

**d) Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a)** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether the conflict of interest in fact existed.
- b)** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 5. Compensation**

- a)** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b)** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c)** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.



### **Section 6. Annual Statements**

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with this policy, and
- d) Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organization conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE XIII – Dissolution**

The Lenah Run Froggers Swim Team may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members. Upon dissolution or other termination all remaining assets, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of Lenah Run Froggers Swim Team) as shall be chosen by the then existing Board of Directors of Lenah Run Froggers Swim Team.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.



**This document, the By-Laws of the Froggers Swim Team, was voted on and adopted October 21, 2012.**

**This document, the By-Laws of the Froggers Swim Team, was voted on and adopted November 19, 2015.**

**This document was amended and accepted by the current Froggers Swim Team Board on April 6, 2017.**

**This document was amended and accepted by the current Froggers Swim Team Board on February 21, 2018.**