

Bylaws of the Maple Hills Marlins Swim Team

Article I: Name

The name of this organization shall be the Maple Hills Marlins Swim Team referred to herein as "MHMST".

Article II: Purpose

The purpose of MHMST is to build character, pride, self-confidence, community spirit, a sense of accomplishment, and the feeling of belonging in the youth of the community. These goals will be reached through the competitive sport of swimming.

Article III: Affiliation

MHMST shall be affiliated with the Midlakes Swim League.

Article IV: Membership

Section 1 MHMST membership shall be the parent(s) or guardian(s) of at least one child enrolled on MHMST who has met the minimum requirements of the coaching staff and whose dues, fees and assessments have been paid and/or fulfilled. Each family who is a member in good standing shall be eligible to vote, not more than one (1) vote per family, the voting family member shall be the age of 18 or older.

Section 2 Maximum swim team membership shall be no more than 120 athletes or established by the Board of Directors. No person may be removed from the swim team without prior review and approval by the Board of Directors.

Section 3 Each family shall contribute volunteer time to MHMST during the swim season as specified in the MHMST volunteer policy.

Section 4 No MHMST member may represent, bind, make commitments on behalf of or act as an agent for the MHMST without the express written consent of the Board of Directors.

Section 5: All members of the Maple Hills Marlins Swim Team and their families must agree to abide by the Marlins Code of Conduct.

Article V: Board of Directors and Officers

Section 1 The cooperative powers, management, and control of the business and property of MHMST shall be vested in, conducted, exercised and controlled by a Board of Directors as prescribed by these bylaws.

Section 2 The Board of Directors shall consist of eleven (11) members. All eleven members are elected. A quorum of transaction of board business shall consist of fifty percent (50%) plus one (1) members. The MHMST shall have four (4) officers: President, Vice-President, Secretary and Treasurer. The MHMST shall also have seven (7) board members at large.

Section 3 MHMST elections shall be staggered with five (5) positions elected in one year and six (6) elected the following year. The election years for the President and Secretary shall be offset from the election of Vice-President and Treasurer.

Section 4 Each elected member of the MHMST shall serve a term of two (2) years with a term limit of no more than two (2) elected terms or four (4) consecutive years of service. After reaching the designated term limit, that elected member shall be required to take a one (1) year hiatus from the Board and therefore shall not be eligible for appointment and/or re-election until after the one (1) year hiatus.

Section 5 In the event that a Board member attends less than seventy percent (70%) of the scheduled meetings during the year, said Board member may be relieved of their Board position on the majority vote of the remainder of the Board of Directors.

Section 6 In the event that a Board member fails to perform the duties and requirements of their area of responsibility and/or breaches confidentiality, said Board member may be relieved of their Board position on the majority vote of the remainder of the Board of Directors.

Section 7 In the event of a mid-term vacancy on the Board of Directors, the vacancy shall be filled for the remainder of the vacated term by an MHMST member selected by a majority of the remaining Board. Reasonable attempts shall be made to fill the vacancy within sixty (60) days of removal or receipt of a written resignation from the outgoing Board member.

Section 8 All Board members shall be elected through a vote of the general membership.

Section 9 All elected members of the Board shall take office at the first Board of Director's meeting following their election or another date as designated by the Board.

Section 10 The duties of the MHMST Executive Committee Officers are defined as follows:

- a. **President:** The President shall be the chief executive officer of MHMST and shall preside over all meetings of the general membership, MHMST and its Board of Directors. The President shall sign and execute contracts and other obligations approved by the Board of Directors, in the name of MHMST and perform any other duties as the Board may designate. While the President may delegate any such duties, the President remains responsible. The immediate past President may be asked to serve for the duration of the successor in an advisory capacity if requested by the Board. The past President shall only have a voice but no vote in decisions made by the Board of Directors.
- b. **Vice President:** Vice President shall attend all meetings of the general membership, MHMST and its Board of Directors and in the absence of the President shall preside over all meetings of the general membership, MHMST and its Board of Directors. The Vice President shall also perform such other duties as may be assigned by the Board of Directors. In the event the President resigns during his/her term, the Vice President shall act as President until a new President is appointed by the Board. While the Vice President may delegate any such duties, the Vice President remains responsible.
- c. **Secretary:** The Secretary shall attend all meetings of the general membership, MHMST and its Board of Directors and shall prepare and maintain minutes of such meetings. The secretary shall submit all approved meeting minutes to be posted on the MHMST website. The Secretary shall perform such other duties as assigned by the Board of Directors. While the Secretary may delegate any such duties, the Secretary remains responsible.
- d. **Treasurer:** The Treasurer shall attend all meetings of the general membership, MHMST and its Board of Directors. The Treasurer shall oversee the financial affairs of the MHMST. The Treasurer shall have access to or be provided monthly financial statements for all MHMST accounts, which the Treasurer shall review to assure the bookkeeping and financial responsibilities of the MHMST are being met. The Treasurer must present monthly financial reports of the MHMST to the Board of Directors and provide monthly current bank statements of all MHMST accounts to the Executive Committee. The Treasurer shall oversee the

development of the annual MHMST budget with the guidance of the Board of Directors. The Treasurer is responsible for the review and presentation of the annual budget to the Board of Directors. The Treasurer shall act in accordance with the provisions contained within Article IX of these bylaws. The Treasurer is also responsible for the coordination of periodic financial reviews, as provided in Article IX, Section 4 and report to the Board of Directors the findings upon completion of such reviews. While the Treasurer may delegate any such duties, the Treasurer remains responsible.

Section 11 The duties of the MHMST Board Members at Large shall be determined each swim season based upon the varying needs of the MHMST.

Section 12 If a position on the Board of Directors is not filled or becomes vacant, the Board may appoint a member, or the duties of that position may be shared among the members of the Board of Directors until an election at a membership meeting can be held to fill that vacancy.

Article VI: Committees

Section 1 The establishment, responsibilities and authority of all MHMST committees shall be determined and approved by the Board of Directors. The following shall be, but not limited to, MHMST standing committees and annual committees as appointed by the Board:

- a. **Executive Committee:** The Executive Committee shall be an MHMST standing committee and shall consist of the four (4) Officers: President, Vice President, Secretary, and Treasurer. This committee performs specific tasks officially delegated to it by Board of Directors resolution, including but not limited to tasks involving sensitive information such as salary and contract negotiation. The Executive Committee does not have decision-making authority unless specifically granted by the Board of Directors. The Committee may be used for fact-finding and recommendations in order to provide efficiency and obviate the need for extra Board of Directors meetings.
- b. **Hiring Committee:** The Hiring Committee shall be an MHMST annual committee appointed by the Board of Directors. Duties include posting job openings, coordinating interviews, and reporting findings back to the Board of Directors
- c. **Nominating Committee:** The Nominating Committee may not include the MHMST President, who shall be ineligible to serve on this committee. The Nominating Committee shall solicit and prepare a list of nominees for each of the open Board of Directors' position. The list shall identify the Board of Directors' position and area of responsibility the nominee is being considered for. The Nominating Committee shall provide a means for members to indicate their availability as a nominee. A nominee's acceptance of the nomination must be known by the Nominating Committee prior to placing his/her name on the ballot. The Nominating Committee shall present its list of nominees to the Board of Directors at the general membership meeting held for the purpose of nominations.
- d. **Audit Committee:** The Audit Committee, appointed by the Board of Directors, shall review the MHMST finance records at least once every year and report findings of such review to the Board of Directors. The finance records of MHMST should be reviewed by an independent auditor at least once every three years. The Audit Committee will be responsible for selecting the auditor, providing oversight and reporting findings of such review to the Board of Directors.

Article VII: Coaching Staff

Section 1 A coaching staff shall be maintained by the MHMST.

Section 2 The coaching staff shall be paid employees of the MHMST, selected by the Board of Directors and shall receive and exercise such authority as deemed necessary by the Board of

Directors for the exercise of his or her duties. Compensation for the coaching staff shall be set by the Executive Committee.

Section 3 The coaching staff under the direction of the President shall be responsible for all swim team training, motivation, and athlete discipline (including expulsions with approval of the Board of Directors) along with the care of MHMST property.

Article VIII: Team Captains

Team captains are liaisons to the youth (swimmers) of the team. They are invited to attend all Board meetings, but are required to attend the April board meeting, and also to present (as a group) at the spring Parent Meeting.

Article IX: Non Profit Status

All revenue of the MHMST from whatever source shall be intended solely to finance the operation of the MHMST and in general, to provide a sound and successful swimming program in the Maple Hills community. No part or portion of the income or surpluses of the MHMST shall benefit any individual MHMST member, board member, or officer. Upon dissolution of the MHMST any funds or property which may remain after all obligations are satisfied shall be assigned to a Section 501(c)(3) organization dedicated to the preservation and support of the sport of competitive swimming as designated by the Board of Directors. The Board of Directors shall take any actions necessary to obtain a determination from the Internal Revenue Service that establishes the MHMST as 501(c)(3) organization and to maintain such status.

Article X: Finance

Section 1 As a non-profit organization the MHMST has total responsibility for funding and meeting all of its financial obligations. In accordance with these obligations the Board of Directors shall present each year for general membership approval, an MHMST annual budget in accordance with rules and regulations pertaining to non-profit status and based on the principles of sound financial management. The Board of Directors shall be responsible for conducting the MHMST's financial affairs within the limits of these approved annual budgets.

Section 2 The Treasurer, Secretary, Vice President and President are designated signatories on the main Checking Account.

Section 3 The MHMST finance records shall be reviewed at least once every year by the Audit Committee, appointed by the Board of Directors. The Audit Committee will be responsible for reporting findings of such review to the Board of Directors.

Section 4 The treasurer must provide a financial report at all general membership meetings and at regular Board of Director meetings.

Article XI: Rules of Order

The rules contained in Roberts Rules of Order shall govern the association in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or special rules of order of the MHMST.

Article XII: Meetings

Section 1 A minimum of two (2) general membership meeting shall be called by the Board of Directors each year.

- a. Parent Meeting: For the purpose of approving the annual budget.
- b. Annual Picnic: For the purpose of Board of Directors nominations and elections.

Section 2 Notice and agenda for general membership meetings shall be made available to the MHMST membership at least seven (7) days prior to the date of said meetings. The agenda shall include a provision for new business. No official action on new business items shall be taken at the meeting at which the new business is proposed, unless such action is determined by the Board of Directors to be in the best interest of the MHMST.

Section 3 A minimum of six (6) Board of Director meetings will be held each year. Special meetings of the Board of Directors shall be called upon the request of at least two voting members of said Board of Directors.

Section 4 Special general membership meetings for any purpose or purposes shall be called by the President at the request of a majority of the Board of Directors, or at the request in writing of not less than fifteen (15) members in good standing. Business transacted at all special meetings shall be confined to the object stated in the call for said special meeting.

Section 5 Members may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.

Article XIII: Voting

Section 1 Each MHMST family as defined in Article IV Section 1 shall be entitled to one vote on any issue before the general membership. Voting shall occur at a duly called meeting of the general membership or through electronic means in any MHMST membership election as specified in Article XIII. Votes cast by electronic transmission must be received no later than the date and closing time set forth in the notice of the election.

Section 2 There shall be no voting by proxy, either at a meeting of the general membership or via electronic voting.

Section 3 A quorum of a duly called general membership shall consist of those members present at a meeting of the general membership. Members voting by electronic transmission are deemed present for all purposes of quorum and count of votes.

Article XXIV: Elections

Section 1 The MHMST shall hold annual elections for at least five (5) directors.

Section 2 A Nominating Committee, appointed by the Board of Directors in accordance with Article VI Section 1c, shall perform duties as set forth in Article VI Section 1c.

Section 3 Nominations from the floor at the general membership meeting held for the purpose of nominations shall be accepted. A ballot shall be considered valid even if it contains no nominee for an elected position and provided that no persons are nominated from the floor during the general membership meeting held for the purpose of nominations.

Section 4 A final ballot along with election and voting instructions shall be provided to all MHMST members in good standing within seven (7) days of the general membership meeting held for the purpose of nominations.

Section 5 The election shall be conducted at the End of the Year Picnic, as approved by the Board of Directors. The nominees for the open Board of Directors' positions receiving the highest number of votes shall be declared the winners. Nominees shall be notified of the election outcome at least seven (7) days prior to the next scheduled Board of Directors meeting and then the newly elected Board of Directors will be announced to the MHMST general membership.

Article XV: Amendments

These bylaws may be amended, altered or repealed by a majority vote of the MHMST membership present at any MHMST general membership meeting, providing however that notice of such

amendments, alterations or repeal shall be furnished each member in good standing with the notice of the meeting no less than seven (7) days prior to such meeting. Unless otherwise specified, amendments, alterations, or repeals shall take effect immediately upon ratification.

Article XVI: Dissolution

The MHMST may be dissolved by a majority vote of the membership after a resolution is made and adopted by a 2/3 vote of the Board of Directors and presented in a meeting to the general membership no less than sixty (60) days prior to the special meeting called by the Board of Directors for that purpose. Upon dissolution, all assets of the corporation after payment of outstanding liabilities shall be distributed to one or more organizations described in Section 501(c)(3), as provided in the MHMST Articles of Incorporation.

Article XVII: Indemnification

Each director and officer of the association now or hereafter serving as such, shall be indemnified by the association against any and all claims and liabilities to which he or she has become subject by reason of serving or having served as such officer or director, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such officer or director, to the maximum extent permitted under Washington state law. The association shall to the extent of funds available reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense incurred with, any claim or liability arising out of his or her own willful misconduct or gross negligence, or for which indemnification is prohibited under Washington state law. The right to indemnification hereinabove provided for shall not be exclusive of any rights to which any officer or director of the association may otherwise be entitled by law.

Article XVIII: Insurance

Per the Midlakes Swim League requirement, MHMST shall provide written certification of insurance with a minimum of \$1,000,000 liability coverage for those activities in which MHMST wants to participate, to the Midlakes Board no later than June 1, in the year that the activities occur.

Approved April 29, 2019 at the Marlins Membership Meeting