



# BYLAWS OF THE SOUTH SAN FRANCISCO AQUATIC CLUB (SSFAC)

## **ARTICLE I. Name and Address**

The name of this organization shall be called the South San Francisco Aquatic Club, hereinafter referred to as SSFAC. The board of directors may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located in the City of South San Francisco, County of San Mateo, California.

## **ARTICLE II. Objectives**

The SSFAC's purpose shall be to educate, encourage, and promote competitive aquatic sports in all levels in cooperation with USA Swimming and other amateur aquatic sports organizations; and to foster physical and mental growth, sportsmanship, and teamwork.

## **ARTICLE III. Membership**

SSFAC membership shall be available to all children interested in competitive swimming, subject to the conditions of set forth by these by laws.

- a) Active membership is open to all swimmers and their families who have been accepted by the coaching staff for participation in the SSFAC aquatic program.
- b) Special membership shall be accepted on terms and conditions set for each individual case by the coaching staff with approval of the general membership.
- c) Honorary membership may be extended by nomination and approval of the general membership.
- d) All swimmers must turn in required membership documents (Emergency Form, Release Form, etc.) and be registered with United States Swimming. Membership is maintained as long as dues are paid in full, and members abide by the current code of conduct and such rules and regulations as established by the SSFAC's operating procedures and these bylaws.

## **ARTICLE IV. Board of Directors**

- A. Composition of the Board of Directors. The number of board members shall be at least 3 and no more than 6. Directors shall be of adult age. Directors shall be the following positions and duties (see ARTICLE V. Officers).
- B. Election. Candidates for membership shall be selected from among those nominated by the Nominating Committee, which shall consist of six (6) persons appointed by the President. A majority of members present may also nominate candidates for positions on the board of directors. Directors shall be elected by a majority vote of those members present.
- C. Terms. Each director shall serve for a term of two (2) years, or until a successor is selected. Initially, one-half of the directors shall serve two year terms and one-half shall serve one year terms. Terms shall be established so that one-half of the directors may be elected each year.
- D. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.
- E. Vacancies. Vacancies may be filled at any time by a majority vote of members then sitting.
- F. General Powers. The board of directors shall constitute the governing body of the SSFAC. The board shall manage the business and affairs of the SSFAC. It shall have all powers necessary to carry out the objectives of the SSFAC as set forth in Article 2. The board may accept, on behalf of the SSFAC, any contribution, bequest, or devise. The board shall have the authority to hire and dismiss the director as necessary in order to carry out the objectives of the SSFAC.
- G. Meetings. Meetings of the board of directors shall be held at least once per month, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.
- H. Annual Meeting. A meeting during the fourth quarter of the year shall be designated as the "Annual Meeting," at which new members are elected and other formal annual business conducted.

- I. Notice of Meetings. Board members shall receive ten day's notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.
- J. Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
- K. Adjournment. A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.
- L. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the SSFAC, the action shall be as valid as though it had been authorized at a meeting of the board.
- M. Attendance by Telephone. If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear, or be advised of the discussion of business, and other members can hear, or be advised of the absent member's votes or comments. A member participating by telephone may count toward a quorum.
- N. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.
- O. Quorum. A quorum shall be 30% of the directors then sitting.
- P. Proxy Voting. There shall be no proxy voting. Upon a vote of two-third members then sitting, the board may allow proxy voting on a specific resolution, provided that a copy of the resolution shall be distributed to members at least 30 days prior to the meeting at which proxy voting on the resolution is proposed.
- Q. Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions.
- R. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. No member shall receive

any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the SSFAC. Members shall be entitled to receive reasonable fees for goods or services rendered to the SSFAC in capacities other than as members of the board.

## **ARTICLE V. Officers**

A. Officers. The board of directors shall have a president, a vice-president, a secretary, and a treasurer. Any person may hold two or more offices except that the president shall not also be vice-president, secretary or treasurer.

B. Duties of Officers.

1. The president shall preside at all meetings of the board and executive committee. The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time to time assign.
2. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity; and shall perform whatever duties the board may from time to time assign.
3. The secretary shall have charge of such books, documents and papers as the board of directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors; shall give, or cause to be given notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the SSFAC, showing their places of residence, the names of persons entitled to participate in SSFAC affairs. Such books shall be open for inspection as provided by law. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform other duties as may be prescribed by the board of directors.
4. The treasurer shall have custody of all corporate funds, property and securities subject to such regulations as may be imposed by the board of directors. The treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the name of and to the credit of the SSFAC in a depository or depositories designated by the board of directors. Corporate funds may be deposited only in banks or institutions which are insured by the Federal

Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the SSFAC and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.

- C. Executive Committee. The Executive Committee shall be composed of the officers of the board of directors and other board members as a majority of the board shall designate. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.
- D. Election and Terms. The officers shall be elected by the board of directors. The term of office shall be for one (1) year.

## **ARTICLE VI. Staff**

- A. Head Coach. The head coach is responsible for administering the program of the SSFAC. The head coach is accountable to the board of directors and shall work closely with the board to fulfill its objectives. The head coach, as authorized by the board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the board of directors, which are necessary to carry out the objectives of the SSFAC. The head coach may hire other staff members as the board of directors authorizes. The head coach shall be an *ex officio* member of the board. The head coach shall be entitled to one (1) vote concerning SSFAC business at any board meeting, except those portions of a meeting at which matters directly relating to the head coach is discussed.
- B. Other Staff. All other staff shall be supervised by and accountable to the head coach.
- C. Hiring policies. Hiring shall be conducted in full compliance with the SSFAC's anti-discrimination policy. The SSFAC shall hire no employees who are members of the immediate family (spouse, grandparent, parent, brother and sister, son or daughter) of any board members, or of any person who will supervise the employee.

## **ARTICLE VII. Finances**

- A. Fiscal Year. The board shall establish the SSFAC's fiscal year.
- B. Budget. The board of directors shall prepare and adopt a budget at its first meeting each year.

- C. Annual Financial Statement. The SSFAC shall prepare an annual financial statement for distribution to board members.
- D. Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligations of funds; approval of contracts, leases, deeds and mortgages; and other significant aspects of the organization's fiscal operations. The fiscal policy shall assure that the SSFAC shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.
- E. Seal. The SSFAC will not use a common seal. The signature of the name of the SSFAC by an authorized person shall be legal and binding.

### **ARTICLE VIII. Parliamentary Procedures**

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

### **ARTICLE IX. Amendments of the Charter and Bylaws**

The charter and these bylaws may be amended, supplemented, or repealed by two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

### **ARTICLE X. Statement of Nondiscrimination**

The SSFAC shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by laws. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973; and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.