

**BYLAWS
OF THE
VALLEY AREA SWIM TEAM, INC.
REVISED July 2019**

ARTICLE I – NAME

The name of this organization shall be the Valley Area Swim Team, Inc. It shall also be a not-for-profit entity. The organization may also be known idiomatically as VAST or Virginia Gators of Harrisonburg.

ARTICLE II – PURPOSE

The purpose of this organization shall be to initiate, foster, support, and assist a program of competitive, pre-competitive and seasonal clinic (high school and summer league prep) swimming in the Shenandoah Valley of Virginia. In pursuit of this purpose, the organization shall,

- cooperate with city, county, state, civic, voluntary, and recreational agencies and bodies to facilitate the development of a successful swim team and support structure;
- provide voluntary support for the competitive swimming program, including executive and administrative officers, meet officials, and other appointees for relevant tasks;
- engage in fund raising activities for the purpose of providing the swim team with necessary materials, instruction and transportation;
- employ a coaching staff and allocate funds for payment of expenses necessary to maintain a swim team;
- promote the highest caliber program possible through the established sanctioning bodies for competitive swimming, namely USA Swimming, and Virginia Swimming.

ARTICLE III - MEMBERSHIP

A member shall be defined as the parent(s) or guardian(s) of any swimmer registered in a program of competitive swimming sponsored by VAST. One account equals one membership for voting purposes. Membership does not include pre-competitive or seasonal clinic programs. Membership shall continue for so long as all dues, fees, and escrows are current. Membership in the organization is open to all individuals supporting its purposes.

ARTICLE IV - BOARD OF DIRECTORS

The Board of Directors shall be composed of at least 6 and no more than 12 officers of the organization. The head swim coach shall be an ex-officio, non-voting member of the Board. Each Director shall be eligible to cast one vote in elections or ballots concerning the Board. The term of each member of the Board of Directors shall be the same as their respective elected or appointed office. The term will begin on Sept. 1 of the first year and finish on Aug. 31 of the final year of the term for all Board positions except President, Vice-President and President-elect. The term for the

President, Vice-President and President-elect will begin April 1 of the first year and finish March 31 of the final year of the term. It is recommended that a one-month transition occur between the "new" board and "old" board officers. The outgoing President will attend Board meetings for one year following the final year of the term.

Duties of the Board of Directors

- employ or otherwise make available a qualified head swim coach and assistant coaches,
- set rules and regulations by which the team and organization operate,
- obtain a suitable place to swim and to store organization equipment,
- set all relevant fees,
- appoint representatives to other bodies, agencies and organizations,
- perform any other duties of the Board of Directors of an organization as allowed by Virginia Law.

ARTICLE V - OFFICERS

The organization shall have at least 6 and no more than 12 officers, four elected by the members, and the rest appointed officers that serve on the Board of Directors of VAST. Only members in good standing shall be eligible for elected office, subject to the limitations of Article V, and to the requirement that the swimmers in the families of the elected officers must be enrolled in the short course or year-round program of the organization.

The elected officers shall be: President, President-elect or Vice-President, Secretary, and Treasurer. The appointed officers shall be: Fund-raising Chair, USA swimming Coordinator, Corporate Fund-raiser, and Members at Large. No officer will receive salary or other compensation for services to the organization.

Nominations and Elections: The annual election of officers will be held at the Spring banquet and general meeting of the VAST. Not later than one month prior to the election, the Board of Directors will name a Nominating Committee to identify potential candidates for each of the elected positions to be filled. During the annual Spring banquet and general meeting, a slate of candidates will be nominated by the chairperson of the Nominating Committee. Additional nominations, with prior consent of the nominee, may be made from the floor at this time. Voting will be by a show of hands, if any of the offices is contested, otherwise by acclamation. The election of a Secretary and a Treasurer, respectively, shall be held on alternating years so as to affect a staggering in the occurrence in said offices. There shall be an election of a President-elect at alternating annual meetings as specified below.

Terms of Office: The four elected officers chosen at the annual general meeting will serve as follows:

- The President will serve for two full year terms, at the end of which the President-elect will automatically assume the office of President. In the first year of the President's term, a Vice-President will serve with the President. In the second year of the President's term, the President-Elect will serve with the President. In this way, a President will require a 3 year commitment to the team. In the event of resignation of a President before the end of the second year of the term but after the first year, the President-elect will assume the office of President for the

remainder of that term and will continue as President for the full term immediately following. In the event of resignation of a President before the end of the first year of the term, the Vice President shall be appointed interim President until a successor is elected. A vacancy in the office of President-elect or Vice President will be filled as soon as possible by an election at a specially called meeting of the membership. In the event of resignation or incapacity of both President and President-elect or Vice-President, the Board will appoint an Interim President to serve until a successor is elected as above.

- The Secretary and Treasurer will serve for an initial two year term and be eligible for reelection. In the event of the resignation of the Secretary or Treasurer, the President may appoint a member of the organization, with the approval of the Board of Directors, to serve out that term.

At the end of eligibility for any elected office currently held, such officer will be eligible for other elected or appointed office without restriction. The appointed board members will be named within 30 days following the election of officers and will serve at the pleasure of a majority of the elected officers. If no suitable candidate for an office can be found, the office may be temporarily left vacant until later in the term; in that case, the duties of that office will be performed by other members of the organization as appointed by the President and the Board. Such appointees may or may not be Board members.

Duties of Officers:

President

- preside at all meetings and serve as chairperson of the Board of Directors,
- with advice of the Board, call special meetings of the organization,
- represent the organization or appoint representatives to relevant agencies,
- initiate procedures to fill vacancies on the Board,
- appoint special committees and chairpersons as deemed necessary to carry out specific functions.
- support the swim coach and the VAST program in order to grow and maintain a foundation for future years.

President-elect/Vice-President

- act as President in the absence of the President,
- assist the President in his/her duties,
- be prepared to act as representatives to other bodies at the appointment of the Board of Directors.

Treasurer

- act as a financial liaison for the organization,
- write checks or direct appropriate accounting agency to write checks as needed by the organization,
- collect all team fees for dues, meet entries, equipment, etc.,
- turn over dues and bills to the appropriate accounting agency,
- ensure that club taxes are filed annually and coaches tax documents prepared and distributed.

- with head coach ensure swimmers are properly registered with VA swimming for each season and assist with team registration at the beginning of each season.

Secretary

- record the minutes of all business meetings of the organization and of the Board of Directors,
- prepare and maintain all relevant correspondence of the organization,
- assist with team registrations at the beginning of each season.

Head Coach

- non-voting member of the Board of Directors of VAST,
- responsible for coaching decisions for VAST,
- supervises and provides direction for the assistant coaches,
- responsible for developing practice pools lane space and fostering positive relations,
- maintains attendance at practices.

Appointed Officers

- carry out duties for such offices as may be provided for in such Resolutions as may be adopted by the Board of Directors.

ARTICLE VI - NON-BOARD POSITIONS

There shall be positions in the organization filled by appointment of the Board of Directors, which shall not have membership in the Board, but shall report directly to the Board. The duties of these positions shall be recorded as Resolutions of the Corporation. If necessary, such functions may be performed by existing members of the Board of Directors.

Positions may be added and deleted from time to time as the Board of Directors identifies the need to perform specific duties. Such additions will be recorded as Resolutions of the Board.

ARTICLE VII - MEETINGS

There are at least two Annual General Meetings (Spring Banquet and Fall Picnic) of the membership, during each calendar year, which may be used to conduct business or change by-laws for VAST. Swim families are encouraged to attend and are notified in advance of the dates for the meetings.

Special Meetings

Special Meetings of the membership may be called by the President or by a majority vote of the Board of Directors or upon receipt by the Secretary of a petition signed by twenty-five members of the organization who are in good standing. Written notice of such a meeting shall be mailed to all members by the Secretary at least twenty five days prior to the date of the meeting, and the notice shall state the purpose of the meeting, and that no other business shall be transacted.

Board of Directors Meetings

The Board of Directors shall hold regular monthly meetings to conduct the business of the organization. These meetings are open to attendance by regular

members of the organization unless circumstances require a portion of the meeting to be closed to discuss a specific need before the Board. Prior written notice of these need not be given to either members of the Board or members of the organization.

Quorum

A quorum of the Board of Directors shall be defined as half members of the Board, two of whom shall be elected officers. A quorum of the membership shall be defined as those members present and voting at any meeting of the organization, with a minimum requirement of 30% of the membership.

Eligibility to Vote

Each member is eligible to cast one vote in any business meeting and election, except that no member may vote or be eligible to hold office in the organization whose accrued swimmer registration dues and fees have not be paid. One account equals one membership for voting purposes

ARTICLE VIII - AMENDING PROCEDURE

Amendments of the Articles of Incorporation or to these Bylaws may be proposed either by a resolution of the Board of Directors or by a petition signed by at least twenty-five members and shall be submitted to the membership at a regular or special meeting. A copy of the resolution or petition must accompany the notice of the meeting. The proposed amendments shall be adopted upon receiving more than two-thirds of all votes as determined by the members present to vote. Proxy votes shall be permitted.

ARTICLE IX - PARLIAMENTARY AUTHORITY

The parliamentary authority of the organization shall be Robert's Rules of Order Revised, except that any provisions of the Bylaws shall take precedence.

ARTICLE X - LIABILITY OF DIRECTORS AND OFFICERS

The liability of the corporation's officers and directors shall be governed by the applicable provisions of the Virginia Nonstock Corporation Act.

The corporation shall indemnify an individual made a party to a proceeding because he or she is or was an officer or director of the corporation against liability incurred in any proceeding in accordance with the provisions of Article 9 of the Virginia Nonstock Corporation Act.

ARTICLE XI - DISSOLUTION

The organization may be dissolved by a recommendation of a three-fourths majority of the Board of Directors approved by a three-fourths majority of members in good standing present and voting at a general meeting. Upon such dissolution, whether voluntary or involuntary or by operation of law, the Finance member shall instruct payment of all outstanding debts, and collect all outstanding receivables. Unused portions of applicable fees will then be refunded to members who have paid such fees. After settlement of all accounts, remaining property and assets of the organization will then be donated to another not-for-profit organization dedicated to the promotion of the

sport of competitive swimming, or to a charitable organization of the kind described in Section 501 of the Internal Revenue Code of 1954. Selection shall be made by the Board of Directors.