

BYLAWS
OF
PORT ANGELES SWIM CLUB, INC.

ARTICLE I – NAME AND PURPOSE

1. *Name.* The Port Angeles Swim Club, Inc. (hereafter “PASC” or the “Club”) is a competitive swimming club that accepts qualified and properly registered youth to train and swim competitively with the Club.
2. *Purpose.* The PASC is organized exclusively for charitable and educational purposes and shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. The Club’s purpose is to develop, create, promote, conduct and manage a swim club.
3. If Port Angeles Swim Club dissolves, all holdings will be transferred to like minded, nonprofit organization.

ARTICLE II – JURISDICTION and AFFILIATION

1. *Jurisdiction.* The PASC is an independent swim club incorporated as a Washington State nonprofit corporation. The Club has jurisdiction over all its youth swimmers, Members, coaches and Directors.
2. *Affiliation.* The PASC shall be affiliated with, and shall operate as an active member under the authority of USA Swimming, the National governing body for the sport of competitive swimming. As a member of USA Swimming, PASC shall comply with all of its applicable bylaws, policies, rules, regulations and requirements.

ARTICLE III – MEMBERSHIP IN THE BOARD OF TRUSTEES

1. *Eligibility for Membership.* Membership in the Board of Trustees shall consist of parents/guardians of youth actively participating in the PASC (each a “Member”). There shall be no fewer than thirteen (13) Members in the Membership.
2. *Responsibilities of Members.* The Membership shall govern PASC activities, including, but not limited to:
 - a. Setting Club business policies as determined by the Board;
 - b. Supporting the Club in its efforts to promote swimming as a competitive activity with high standards of sportsmanship and conduct;
 - c. Promoting cordial interaction and communication between parents, coaches, and swimmers;

- d. Raising funds for pool use, coaches' compensation, equipment, and other team needs as determined by the Board;
 - e. Providing volunteer staffing for running of PASC events and activities;
 - f. Supporting the coaching staff as needed;
 - g. Electing the Board of Directors; and
 - h. For such other responsibilities as may be set forth in these Bylaws or by the Board.
3. *Voting Eligibility.* Members are considered "in good standing" and eligible to vote at meetings if they have a child or children currently participating in the Club and are current with all Club financial obligations. Members shall be limited to one vote per family.
4. *Resignation and termination.* Membership shall terminate upon termination of the Member's child or children from active participation in the PASC for a period of thirty (30) days or more as the Board may determine based upon applicable circumstances. Any Member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a Member of unpaid dues, or other charges previously accrued. A Member can have their membership terminated by a majority vote of the Membership. Membership may be reinstated upon a majority vote of the active Members.

ARTICLE IV – MEETING OF MEMBERS

1. *Regular meetings.* Regular meetings of the Members shall be held at a time and place designated by the President. 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.
2. *Annual meetings.* An annual meeting of the Membership shall take place in the month of August, the specific date, time and location of which will be designated by the President. At the annual meeting the Members shall receive reports on the activities of the Club, and help to determine the direction of PASC for the coming year.
3. *Special meetings:* Special meetings may be called by the President, the Board of Directors, or at least ten (10) Members of PASC.
4. *Notice of meetings:* Printed notice of all Membership meetings shall be delivered at least fourteen (14) days before the date of the meeting, by or at the direction of the President, the Secretary, or the Directors or Members calling the meeting, to each Member entitled to vote at such meeting. The notice shall state the place, day, and hour and purpose(s) for which the meeting is called. Any Member may present additional agenda items during any regular or annual meeting.

5. *Quorum.* The Members present at any properly announced meeting shall constitute a quorum.
6. *Voting.* Except as otherwise set forth herein, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.
 - a. Members may cast votes during meetings in person, via telephone, or at such time and using such other methods as the Board of Directors may determine from time to time, including, without limitation, by email.

ARTICLE V – BOARD OF DIRECTORS

1. *Authority and Duties.* All authority of PASC shall be vested in the Board of Directors unless otherwise specified in these Bylaws. The duties of the Board of Directors shall be to establish the general policies of the Club and to manage the business and affairs of the Club. It shall have all powers necessary to carry out the purposes of the PASC as set forth above. The Board may accept, on behalf of the PASC, any contribution, bequest, or devise. The Board shall have the authority to hire and dismiss employees, including, without limitation, the Head Coach, as necessary in order to carry out the purposes of the PASC.
2. *Board size.* The Board shall consist of not fewer than 5 Directors, including the President, Vice President (President Elect), Secretary, Treasurer and Meet Director. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.
3. *Board Membership requirements.* A Director must be a Member of the Club at the time of his or her election. Either parent or guardian of a PASC swimmer may serve as a Director, but only one parent/guardian may serve at any given time.
4. *Election.* All Directors, except for the President, shall be elected at a regularly scheduled meeting of Directors and Members in **June**. All Directors shall be elected by secret ballot by a simple majority of the Members presented at the meeting during which Directors are elected. The Vice President (President Elect) shall be elected annually. The Secretary shall be elected in even numbered years and the Treasurer and Meet Director shall be elected in odd numbered years.
5. *Term.* The term of office shall begin September 1 of the year elected and terminate upon the expiration of the then-current term or as set forth in Section 7 below. When elected, the term of office for President and Vice President shall be one year and the term of office for the Secretary, Treasurer and Meet Director shall be two years. Upon expiration of the Vice President's (President Elect's) term, he/she shall assume the role of President, at which time

a new Vice President (President Elect), already having been elected, shall take office. A Director's term will automatically end if the person is not re-elected.

6. *Vacancies.* Vacancies may be filled at any time by appointment by the President. Those appointed shall serve until the next regularly scheduled Membership meeting at which time a formal election will be held for that position. When a Director is elected to fill a vacancy, such person shall serve until the expiration of the then-current term (as set forth in Section 5 above).
7. *Resignation and termination.* A Director may resign upon notice to the Board thirty (30) days in advance of such resignation. Once the thirty (30) days has elapsed, the termination from the office is automatic. Directors may be removed from office, without notice, upon a four-fifth (4/5) majority vote of the Board of Directors for conduct which is inappropriate to the purposes of the Club or for neglect of Club business.
8. *Meetings.* Meetings of the Board of Directors shall be held at a reasonable time and place designated by the President. The President may designate additional meeting dates. One-third (1/3) of the Directors then sitting may, by written request, schedule additional meetings.
9. *Annual Meeting.* The annual meeting of the Membership shall be designated as the "annual meeting" for the Board at which formal annual business is conducted.
10. *Notice of Meetings.* Directors shall receive ten days' notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.
11. *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.
12. *Informal Action.* If all the Directors severally or collectively consent in writing to any action taken or to be taken by the PASC, the action shall be as valid as though it had been authorized at a meeting of the Board.
13. *Quorum.* A quorum shall be three (3) of the Directors then sitting.
14. *Committees.* The Board of Directors may appoint any committee it deems necessary to help fulfill its functions.

15. *Compensation of Board Members.* No Director shall receive any salary or compensation for their services as a Director. No Director shall receive any service or benefit not provided to the general public. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the PASC. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

ARTICLE VI - OFFICERS

1. *Officers.* The Board of Directors shall consist of a President, Vice President (President Elect), Secretary, Treasurer and Meet Director.
2. *Duties of Officers.* The Officers' individual duties shall be as follows:
- a. *President.* Duties of the President shall be to:
- Schedule, attend and conduct Board meetings and general/annual/special Club meetings.
 - Act as a sole representative of the Club during such times when immediate action must be taken and time constraints make it impossible to call a Board meeting.
 - Appoint standing committees as necessary and designate a chair person of such committees as appropriate.
 - Work with Treasurer, Vice- President and such other persons as may be necessary to prepare the annual budget.
 - Together with the Treasurer and such other persons as the Board may designate, sign checks and other documents as may be necessary from time to time.
- b. *Vice President (President Elect).* Duties of the Vice President (President Elect) shall be to:
- In the absence of the President, conduct Board meetings and general/annual/special club meetings.
 - Attend Board meetings and general/annual/special Club meetings.
 - Act as a President until the next election if necessary.
 - Participate in the preparation of the annual budget with the Treasurer, President and such other persons as may be necessary.
 - Prepare ballots for new Board member elections.
 - Work with the President, Treasurer, and such other persons as may be necessary to prepare annual budget.
 - Together with the President and such other persons as the Board may designate, sign checks and other documents as may be necessary from time to time.
 - Perform other duties as directed by the President.

- c. *Secretary.* Duties of the Secretary shall be to:
 - Attend Board meetings and general/annual/special Club meetings.
 - Take minutes of all Board meetings and general Membership meetings.
 - Keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are Members of the Club.
 - Maintain a file of all Board meeting minutes, general Membership meeting minutes and PASC By-Laws.

- d. *Treasurer.* Duties of the Treasurer shall be to:
 - Maintain all of the financial records of PASC.
 - Attend Board meetings and general/annual/special Club meetings.
 - Collect and keep safe all monies due to the Club and create and safeguard records pertaining to such transactions.
 - Provide a report of all financial transactions, a complete list of checks written, a monthly bank statement and a current financial report to the Board at all regularly scheduled meetings.
 - Review the financial records at least once a month.
 - Act as a liaison between any retained assistant and the Board.
 - Work with the President, Vice-President, and such other persons as may be necessary to prepare annual budget.

- e. *Meet Director.* Duties of the Meet Director shall be to:
 - Discuss proposed home meets with the Board.
 - Attend Board meetings and general/annual/special Club meetings.
 - Attend bid meeting at PNS and bid for desired home meets.
 - Recruit and coordinate meet concessions volunteers and/or vendor; timers, clerk-of-course and other volunteers necessary to run a home meet.
 - Insure that there is a Meet Referee, Starter, and adequate Stroke and Turn Judges at home meets.
 - Attend the meet director meeting and bid meeting in the Spring at KCAC.

ARTICLE VII – FINANCES

1. The Board shall be responsible for all financial matters of the Club.
2. The Board will establish budgets, authorize expenditures, provide financial reports, request audits, establish registration fees, develop and run fund raisers, and develop long term financial planning.
3. The PASC specifically disclaims financial responsibility for, and shall not assume nor be held liable for, the debts or financial obligations of any Members of the Club.

ARTICLE VIII – INDEMNIFICATION

1. Each person who is or was a Director, Officer or employee of the Club (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the Club to the full extent permitted by the Nonprofit Corporation Act of the state of Washington against any liability cost or expense incurred in the capacity as Director, Officer or employee, or arising out of the status as a Director, Officer or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Club for damages arising out of his or her own gross negligence in the performance of a duty to the Club. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Club may advance expenses or, where appropriate, may itself undertake the defense of any Director, Officer, or employee. However, such Director, Officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.
2. The Board of Directors may] also authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a Director, Officer, employee, or agent, whether or not the Club would have the power to indemnify the person against that liability under law.

ARTICLE IX – PARLIAMENTARY PROCEDURES

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

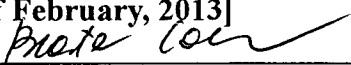
ARTICLE X – AMENDMENTS

1. These Bylaws may be amended, supplemented, or repealed by a two-thirds vote of the Club Membership.

ARTICLE XI – YEAR

1. The fiscal year is September 1 to August 31.

[Bylaws approved by vote of the Membership on this 15th day of February, 2013]


Beata Cole President of Port Angeles Swim Club

[Bylaws Amended by vote of the Membership of this 26th day of August, 2014]


Beata Cole President of Port Angeles Swim Club