



# **Bylaws of Souderton Area Community Aquatic Club**

## **Article I – Name**

The organization shall be known as the Souderton Area Community Aquatic Club, hereinafter referred to as SACAC. SACAC serves as a separate entity from the Souderton Summer Swim Team and the Harleysville Swim and Dive Team.

## **Article II – Mission**

SACAC aims to develop a love for swimming and diving in an environment that promotes achievement, commitment and sportsmanship.

## **Article III – Purpose**

The purpose of SACAC is to further the growth, development and progress of swimming and diving through seasonal team membership and competition in the Suburban Aquatic League (SAL), as well as to provide the option for competitive participation in nationally recognized USA Swimming designated meets. SACAC is a non-profit organization under section 501(c)3 of the Internal Revenue code with a fiscal year-end of June 30<sup>th</sup>.

Notwithstanding any other provision of these Bylaws, SACAC is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code (“IRC”), or corresponding section of any future federal tax code. The corporation shall not carry out any other purposes not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code (or corresponding section of any future tax code). No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

## **Article IV – Membership**

Membership in the organization is open to all parents or guardians, regardless of race, creed, religion, gender or origin of birth, who have a participant(s) swimmer and/or diver in SACAC. All parents or guardians of said participants are automatically members of the organization.

## **Article V – Dues and Fees**

1. Each participant in SACAC will be required to pay an annual activity fee to the organization. The amount of this fee and due date shall be determined by the Board of Directors of the organization.
2. Non-payment of this fee will result in non-participation in team practices and competition, until such time as the fee is paid in full.
3. Any USA Swimming participant/member is responsible for paying his/her USA swimming fees.
4. SACAC cannot be held responsible for any injuries to its club members. Each participant/member will be responsible to pay the cost of his/her own medical care and to provide proof of insurance at the time of registration.
5. Refunds will be considered when applicable in accordance with policy, review and approval of the Board of Directors.

## **Article VI – Officers and Advisors**

### ***Section I – Officers***

There shall be five elected officers to the governing body of the organization:

1. President

2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer

There shall be four appointed officers to the governing body of this organization:

1. Boys Swimming League Representative (SAL)
2. Girls Swimming League Representative (SAL)
3. Boys and Girls Diving League Representative (SAL)
4. USA Swimming Representative

These officers comprise the Board of Directors and will hereinafter be referred to as the Board. Each officer must be a current dues paying member in good standing with SACAC. Board members will not receive any salary or compensation for their services to the organization.

Each member of the Board is entitled to one vote at any Board meeting. Membership to the Board will be terminated by resignation, expiration of the term of office, or by dismissal by a majority vote of the Board for failure to perform duties as set forth in the Bylaws.

### ***Section II – Advisors***

The SACAC Head Coach and the Souderton Area High School Aquatics Coordinator will serve as non-voting advisors to the Board. As well, the chair of any Standing Committees will serve in an advisory capacity to the Board in matters related to that specific committee.

## **Article VII – Duties**

### ***Section I - Primary Duties of All Officers***

1. Attend SACAC Board and Membership meetings.
2. Operate as the governing body of SACAC.
3. Exercise appropriate stewardship in governing the finances of SACAC.
4. Select all SACAC team equipment, uniforms, and spirit apparel.
5. Partner with the coaching staff to ensure that swim and dive practices are meeting the goals as set forth by SACAC's purpose and mission.
6. Serve as advocates for the parent membership in all SACAC related matters.
7. Establish and appoint, as deemed necessary, committees to support the growth and development of the organization.

### ***Section II – Duties of Each Officer***

1. **President** – shall preside at all meetings of the membership and the Board, and shall have responsibility for the general and active management of the business of the organization. The President provides general supervision of all other Board members and shall see to the proper performance of their duties.
2. **First Vice President** – shall act as an aide to the President. In the absence or inability of the President to serve, the First Vice President shall carry out the duties of the President.
3. **Second Vice President** – shall act as an aide to the First Vice President and perform all duties of the First Vice President in his/her absence.
4. **Secretary** – shall record, maintain and post the minutes of all meetings of the Board and the general membership. The Secretary shall be responsible for all incoming and outgoing correspondence of SACAC and shall maintain a copy of such correspondence.
5. **Treasurer** – shall have charge and custody of all funds of the organization and shall keep an accurate record of receipts (including, but not limited to, participant/membership dues and fundraising monies) and disbursements and payouts of all monies authorized by the Board. All authorized disbursements shall be signed by the President or the Treasurer and shall be approved by both. The Treasurer shall maintain a bank account in the name of the organization. The Treasurer shall present a financial statement at each Board meeting, or as deemed necessary by the Board. The Treasurer shall be bonded at the expense of the club, and shall comply with all Federal, State and Local tax laws.
6. **League Representatives** – shall review the SAL Team Representatives Handbook and perform the duties proscribed therein. In addition, the League Representatives shall identify all volunteers needed for meets throughout the season and provide a schedule of such volunteers.
7. **USA Swimming Representative** – shall be responsible for coordinating all activities related to Middle Atlantic USA Swimming.

## **Article VIII – Terms, Elections and Voting**

### ***Section I – Terms***

1. The terms of office for the Board shall be for two (2) years beginning at the final general membership meeting of the season.
2. No one shall serve on the Board for more than four (4) consecutive years.
3. These term limits shall be waived, at the discretion of the Board, in the event that a public search has been conducted for replacement officer(s) and none have been identified.

### ***Section II – Elections***

1. Election to the Board shall be via a nomination process to be determined by a Nominating Committee.
2. Elections will take place at the expiration of terms.
3. The Board will be approved by the general membership of SACAC.
4. A ballot shall be provided to each member at the final general membership meeting of the season.

### ***Section III – Voting for Board of Directors***

1. Each dues paying member in good standing is entitled to one vote.
2. Each Board member in good standing is entitled to one vote.
3. The SACAC Head Coach and the Souderton Area High School Aquatic Coordinator are each entitled to one vote.

### **Article IX – Vacancies and Resignation**

When a vacancy occurs in an elective office, other than the President, the unexpired term of such office shall be filled by the appointment of the remaining officers through a majority vote of the remaining Board.

In the case of a President not completing an elected term, the First Vice President shall assume the responsibility of that office, and the resulting vacancy shall be filled as stated above. Any Board member may resign prior to the end of his/her term by submitting written notice of such resignation to the Board.

### **Article X – Quorum**

In order to legitimately transact business at any Board meeting, a quorum of the Board of Directors must be present. Two thirds of the Board (six out of nine members) will constitute a quorum.

### **Article XI – Standing Committees**

The Board will designate and assign, as needed, various committees to carry out the essential business of SACAC. All committees will be authorized and approved by a majority vote of the Board and shall serve at the discretion of the Board. The committees shall be chaired by a volunteer parent and shall be appointed by the Board (in quorum). At any given time, one person may not lead more than two (2) committees. Each committee chair will report to a designated Board Member. No committee chairs will receive salary or compensation for their services.

### ***Section I – Nominating Committee***

1. Thirty days prior to the election, a Nominating Committee will be selected via a majority vote of the Board.
2. Prior to this, the Board will enact a public search of SACAC for membership interested in volunteering for the Nominating Committee.
3. The committee chair will report directly to a current elected Board member.
4. The committee will be responsible for handling the election process.
5. Nominations may be received from the floor at the final general membership meeting.

### ***Section II – Meet Management Committees***

1. There will be separate meet management committees for Boys, Girls and Diving. The committees will report to their respective League Representatives.
2. The meet management committee shall ultimately be responsible for successful management of all meets.

### **Article XII – Meetings**

#### ***Section I – Annual Meeting***

A meeting of the members of SACAC shall be held twice annually – once prior to the start of the winter season and once at the conclusion of said season. The purpose of the preseason meeting will be: 1) to make appropriate announcements of goals and personnel for the upcoming season and 2) to present a preview of the coming season, including financials.

The purpose of the final season meeting will be to elect board members and to present a review of the previous year, including financials. Members physically present at the final Annual Meeting of the season will be permitted to vote for open balloted board positions and motions on the floor.

## ***Section II – Special Meeting of the Membership***

A special meeting of the membership may be called at any time by a vote of one-third of the Board or by a written petition specifying the purpose of the meeting and signed by at least 25% of the SACAC membership.

## ***Section III – Meeting Notices***

Notice of all meetings of the membership must be made in writing no later than ten (10) days prior to such meetings.

## ***Section IV – Meeting Conduct***

Robert's Rules of Order shall be the rules of order for all meetings.

## ***Section V – Regular Meetings of the Board***

Regular meetings of the Board shall be held monthly at such a time and place as may be agreed upon by the Board. The President may cancel any regular meeting after consultation with the Board, and with the majority agreeing. The Membership will be notified of the time and place of all such meetings, and as such, members are permitted to attend for the open business sections of these meetings.

## **Article XIII – Indemnification Clause**

SACAC shall indemnify each of its officers and employees whether or not then in service as such, against all reasonable expenses actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been party because he or she was an officer or employee of the organization.

## **Article XIV – Bylaw Amendment Procedure**

1. Any member of SACAC in good standing may propose an amendment to the Bylaws by submission of such amendment in writing to the Board.
2. Any proposed amendment to the bylaws shall come up for a vote at the next regularly scheduled Board meeting. If approved by majority of the Board (in quorum), the amendment will then be presented to the General Membership for approval at a regular or special meeting duly convened after notice to the members of that purpose.
3. Amendments require a majority vote of the membership present at this meeting.

## **Article XV – Operating Procedures**

SACAC shall create and maintain a set of informal guidelines to be titled Operating Procedures. These procedures shall be used as guidance in the operations of the organization. These Operating Procedures may be modified, as deemed necessary, by the Board.

## **Article XVI – Conflicts of Interest**

### ***Section I - Definition of Conflict of Interest***

1. An Officer shall be deemed to have a conflict of interest when an Officer or an Officer's spouse, parent, child, or sibling (including in-laws):
  - (a) has a direct pecuniary interest of a material nature in a transaction with the organization in excess of \$5,000 in any one calendar year; or
  - (b) has an ownership interest in a business entity that is involved with a transaction with the organization in excess of \$5,000 in any one calendar year.

### ***Section II - Procedure for Dealing with Conflicts of Interest***

1. Disclosure. Whenever any matter arises that creates a possible conflict of interest with an Officer, the affected Officer shall fully disclose all relevant facts pertaining to the possible conflict of interest to the Secretary.
2. Determination of Conflict of Interest. The determination as to whether a possible conflict of interest is indeed a conflict of interest shall be made by the Secretary in conjunction with the non-affected officers of the Board and the President.
3. Withdraw of a Conflicted Officer. An Officer affected by a conflict of interest shall not be permitted to participate in deliberations concerning such matter except to answer any questions that may be asked of him/her. Furthermore, upon request of the Secretary, the Officer shall be required to leave the board room during any discussion or vote on the matter. The Officer's initial presence at the board meeting shall not be counted in determining the quorum for any vote with respect to a matter in which he or she has a conflict of interest.
4. Process for Dealing with an Affected Officer. In the event that it has been determined that a conflict of interest does exist, a competitive sealed bid process or a suitable alternative determined by the Board given the nature of the proposed activity shall be utilized for all business relationships that involve the affected Officer.

5. Conflict of the Secretary. In the event that the Secretary is affected, he or she shall disclose such conflict to the President and take no role in the determination of the Conflict of Interest.

#### **Article XVII – Procedure for Dissolution of SACAC**

The assets of the corporation are irrevocably dedicated to charitable and educational purposes, and upon a dissolution of the corporation or the winding up of its affairs, the assets shall be distributed at the board's discretion, to any other charitable and educational organization operated for aquatic related purposes similar to SACAC which then qualifies as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they hereafter may be amended.