

# **BYLAWS OF THE SHARKS SWIM CLUB, INC.**

## **Article I: Name and Organization**

- Section 1. The name of this organization is Sharks Swim Club, Inc. ("Sharks Swim Club" or "SSC"). SSC is organized as a non-profit corporation under Chapter 22 of the Texas Business Organizations Code (the Texas Non-Profit Act) and Section 501(c)(3) of the Internal Revenue Code (26 U.S. Code § 501(c)(3)).
- Section 2. Oversight of the team is by the Head Coach and SSC Board of Directors, as defined and outlined in these Bylaws.

## **Article II: Mission and Vision**

- Section 1. Mission Statement: The Sharks Swim Club is dedicated to providing the environment, resources and encouragement for all of its swimmers to make a commitment to the highest level of personal potential and the pursuit of humble excellence.
- Section 2. Vision Statement: The Sharks Swim Club will provide a model for excellence for committed athletes and create the best competitive swimming program for families within the community and surrounding area to excel at all levels of competition.

## **Article III: Objective and Purposes**

- Section 1. Objective: The objective of the Sharks Swim Club is to create and offer activities which foster unity and stability during our Team Members' critical developmental years. Team functions, travel/swim meets and fundraisers link parents, swimmers, coaches and community in a spirit of acceptance and cooperation. Sharks Swim Club parents and relatives contribute time and effort to support a motivating and enjoyable atmosphere for a child's growth. Success and winning with Sharks Swim Club will be a by-product of the fun, enthusiasm, relationships and hard work of its membership.
- Section 2. Purposes:
- (a) To sponsor and develop a nationally ranked aquatic team and further the interest and education of children and parents in competitive aquatic sports.
  - (b) To maintain membership with USA Swimming and Gulf Swimming LSC, abiding by their rules and regulation for competitive aquatic sports.
  - (c) To support middle school and high school aquatic sports in the surrounding area.

## **Article IV: Membership**

- Section 1. Membership in SSC shall consist of the following classes (collectively referred to as "Members"):
- (a) Family Member: Any parent, legal guardian, or other person having custody of a SSC Team Member, or those persons responsible for a Team Member's assigned fees and dues.
  - (b) Team Member: Any SSC aquatic participant whose assigned fees and dues are paid by a Family Member as defined in Section 2(a) of this article. A Team Member is under the billing account of a Family Member.
  - (c) Adult Team Member (Masters Program): Any SSC aquatic participant eighteen years or older who is responsible for all SSC assigned fees and dues.
- Section 2. Membership carries no voting rights or privileges.
- Section 3. Membership in SSC is a privilege and not a right individuals are entitled to by virtue of application. Membership is established upon payment of any assigned fees, dues, and completion of registration by a Team Member (or Family Member) or Adult Member and approval by the Head Coach or his designee.
- Section 4. Members are in good standing when their account is paid in full, provided that the Member abides by SSC Bylaws and any rules/policies as may be established by the Board of Directors and Head Coach.
- Section 5. A Family Member who serves on the Board of Directors, but who no longer meets the requirements of Family Membership, may have their Family Membership extended by a vote of the majority of the remaining Board of Directors in order that they may fulfill their remaining term on the Board of Directors. This term of the membership extension shall run for so long as the Family Member is to remain on the Board of Directors.

## **Article V: Suspension and Termination of Membership**

- Section 1. Any Member may be suspended or expelled by majority vote of the Board of Directors, upon recommendation by the Head Coach. A seven (7) day written or email notice of the impending suspension or expulsion shall be given to the Member, affording him/her the opportunity to be heard by the Board of Directors prior to suspension or expulsion.
- Section 2. A Member may be suspended or expelled by the Board of Directors for:
- (a) Interference with the team, coach, or coaching techniques;
  - (b) Exploiting any member of the team or using the team for personal gain;
  - (c) Failure to pay fees and assessments without showing reasonable

cause, i.e. loss of employment;

- (d) Any overt action, communication, or interference which would bring discredit or reflect adversely on the team, coaching staff, or Board of Directors;
- (e) Interference with the safety of the team, Member(s), or coaches;
- (f) Violation of the USA Swimming Code of Conduct;
- (g) Refusal to adhere to the Policies or Bylaws of SSC; or

- Section 3. A Team Member may be suspended by the coaching staff, with the approval of the Head Coach, but without approval by the Board of Directors, for a period not to exceed seven (7) days. A suspension for a longer time must be approved by the Board of Directors.
- Section 4. Members with accounts that are in arrears for one month or more shall be suspended from practice and meets until the balance is paid.
- Section 5. A suspended Team Member may be expelled permanently by majority vote of the Board of Directors.
- Section 6. Fees and assessments of any kind shall continue to accrue and shall not be waived during any suspension period.
- Section 7. No refunds of monies shall be made as a result of expulsion.

## **Article VI: Board of Directors**

- Section 1. The authority to govern SSC shall be vested in a Board of Directors, which shall consist of five (5) Directors, as defined below.
- Section 2. The Board of Directors will consist of the following Directors:
- (a) One (1) Family Member of SSC, whose account is in good standing or a former Family Member whose membership has been extended by the Board as described in Article IV, Section V of these Bylaws. Prior to serving as a Family Member Director, one must have served in a SSC volunteer position for one year or more.
  - (b) Three (3) Directors who have interest in the swim community, but are not SSC Members.
  - (c) The current Head Coach shall be an ex officio member of the Board of Directors by virtue of his or her employment with SSC. As the fifth member of the Board of Directors, the Head Coach shall have all of the privilege, rights, and liabilities of Board membership, including the right to vote on all matters.
  - (d) All of those serving on the Board of Directors shall be supportive of the philosophy

vision, mission, policies, and Bylaws of SSC.

Section 3. Responsibilities of the Board of Directors include:

- (a) The overall administrative and financial management of SSC and its assets.
- (b) The hiring of the Head Coach, including contract negotiations and establishment the Head Coach's salary, compensation, and benefits. The Board will also be responsible dismissal of the Head Coach per the terms of his or her employment contract.
- (c) Working with the Head Coach and coaching staff in the strategic planning of SSC.
- (d) Recommending and implementing policies for SSC.
- (e) The Head Coach will direct the vision, mission, and policies of SSC with the support of the Board of Directors.

Section 4. The Board of Directors shall serve a one (1) year term and may serve unlimited successive terms as approved by the remaining Directors and as permitted these Bylaws. The Head Coach shall serve as an ex officio member of the Board of Directors for the duration of his or her employment as Head Coach.

Section 5. A Director may be removed by from the Board. Removal of any Director will require 3/4 vote of the remaining Directors.

Section 6. Resignation of a Director shall be made in writing to the Board and shall become effective immediately upon receipt of such notice.

Section 7. Vacancies on the Board shall be filled by a majority vote of the remaining Directors.

Section 8. Candidates for vacancies on the Board of Directors shall be presented to the remaining Directors by a Nominating Committee. The Nominating Committee will be comprised of the President (as identified in Article VII) and the Head Coach. The Nominating Committee will seek candidates meeting the requirements described in Section 2 of this Article.

Section 9. The Board of Directors shall not receive any compensation for serving in such capacity; with the exception of the Head Coach, who by virtue of his employment agreement receives a salary for his position coaching SSC.

## **ARTICLE VII: OFFICERS**

Section 1. Three (3) members of the Board of Directors will serve as Officers of SSC. All officers must be currently serving on the Board of Directors.

Section 2. The Officers will be selected by the Board of Directors.

Section 3. The Officers of SSC are:

- (a) President. The President shall work with the Head Coach in the management of SSC. The President will preside at all meetings of the Board and serve as an official representative of SSC. In addition, he/she will oversee athlete/club registration, and will have the authority to sign checks and contractually bind SSC.
- (b) Secretary. The Secretary shall keep all records of meetings and conduct all official correspondence for the organization, with approval of the Board. In addition, he/she will oversee the volunteer coordinating.
- (c) Treasurer. The Treasurer shall oversee the budget, payroll, and maintain records of all financial transactions pertaining to SSC. The Treasurer will have the authority to sign checks. The Treasurer will have the responsibility and duty to oversee any outside professionals hired by the Board for purposes of financial management, including, but not limited to certified professional accountants, bookkeepers, or financial advisors. The Treasurer will serve a minimum three (3) year term.

**Article VIII: Head Coach**

- Section 1. The Head Coach oversees the entire aquatics training program. . The Head Coach's role is to lead, manage, communicate, motivate, educate, be the "face" of SSC and have the responsibility for all aspects of the competitive aquatic program, including the coaching staff, and will participate in the management of SSC.
- Section 2. The Head Coach is selected by a 3/4 vote of the Board of Directors. The current Head Coach may not vote on the incoming candidates for the Head Coach position.
- Section 3. The Head Coach will serve as an ex officio member of the Board of Directors and a member of the Nominating Committee as outlined in Article VI above.
- Section 4. The Head Coach will make decisions regarding the hiring of assistant coaches, and the determination and negotiations of their salaries and benefits and/or hourly wages. The overall budget for all coach compensation shall be approved by a 3/4 vote of the Board of Directors and the Head Coach shall determine all assistant coach's compensation within the coaching budget. Any request for additional funds relating to coaching budget must be approved by a 3/4 vote of the Board of Directors.

**Article IX: Board Meetings and Voting Procedure**

- Section 1. All Board meetings shall be held under the chairmanship of the President, or in his/her absence, a designee.
- Section 2. Notifications for Board meetings shall be prepared by the President, with an email notice to each Director stating the date, time, location, agenda, and any necessary attachments.
- Section 3. The Board of Directors shall meet a minimum of four (4) times during the fiscal year.

- Section 4. A quorum of three (3) Directors is required to conduct business or vote on any matter. A Director may attend a meeting via conference call or other electronic means.
- Section 5. A Director may give his or her proxy to another voting Director.
- Section 6. A Director who is represented by a valid proxy or by conference call in a vote is considered present for purposes of a quorum. A Director who abstains from a vote is not considered to be present and voting.
- Section 7. Members may attend Board meetings, but must submit a request to attend a meeting to the President. Notice is required so that the Board may remove confidential information from the meeting agenda, or prepare to conduct the confidential portion of the meeting in private. Only Members in good standing may attend or present to the Board of Directors.

### **Article X: Membership Meetings**

- Section 1. Membership meetings shall be held at a convenient place in close proximity to the primary practice pool. Notifications for Membership meetings shall be prepared by the President and sent by a team administrator. An email notice will be sent to each SSC Member billing account stating the date, time, place of the meeting and an agenda. At least two (2) Membership meetings shall be held per year. The first Member meeting of the season shall occur in the fall, and the second in the spring.
- Section 2. The agenda for each Membership meeting shall be determined by the Board of Directors.
- Section 3. Only Members in good standing have the right to speak at membership meetings or present items to the Board of Directors to be included in the agenda of a Membership meeting.

### **Article XI: Committees**

- Section 1. Committees shall be formed as determined by the Board. Each committee shall have a committee chair(s) that reports to the Board.
- Section 2. Before financial expenditures are made by a committee, the Chairperson(s) of the committee shall supply a report to the Board stating the issue, findings, and recommendations. Financial decisions must be approved by the Board, or their designated representative.
- Section 3. Committee chairpersons shall communicate with the Board regarding plans and decisions. All actions and activities by committees may be subject to approval by the Board of Directors.

### **Article XII: Finance**

- Section 1. The fiscal year of SSC shall be from August 1<sup>st</sup> to July 31<sup>st</sup> of each year.
- Section 2. Dues shall be payable in an amount and manner established by the Board of Directors. Any change in dues or other assessments deemed necessary may be made by a majority vote of the Board of Directors.
- Section 3. The funds of SSC shall be deposited to an institution whose deposits are insured by an agency of the federal government and shall be so deposited within a reasonable time after their receipt. The President and the Treasurer will be signers on the account. The payment of bills and obligations shall be by bank check or club debit/credit card. All checks must be signed by the President or Treasurer.
- Section 4. At the end of each fiscal year, a licensed certified public accountant shall review the books of SSC and submit the annual tax return for the club and all other documents required by the state of incorporation and the IRS.
- Section 5. The Board shall have the authority to hire any professional including, but not limited to attorneys, certified professional accountants, or financial advisors to assist in team management.

### **Article XIII: Contracts**

- Section 1. No Officer, agent, or Director of SSC shall have unlimited authority to bind SSC to any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount. The Board of Directors may, however, designate a person to enter into a specific contract or instrument in behalf of SSC.

### **Article XIV: Amendments**

- Section 1. These Bylaws may be amended by majority vote of the Board of Directors.

### **Article XV: The Dissolution of Sharks Swim Club**

- Section 1. Upon dissolution or liquidation of the organization (whether voluntary or involuntary), all accounts must be reconciled with the President and a certified public accountant. Any and all outstanding debts must be satisfied. If any assets remain, the net assets shall be distributed by the Board of Directors to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any such corresponding provisions of any enactment in the future.

## Article XVI: Indemnification of Directors

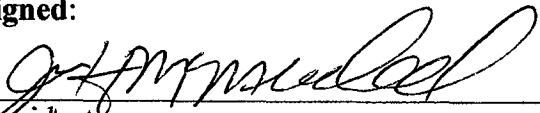
Section 1. Sharks Swim Club shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that such person, or his successor or assigned, is or was a Board of Director of Sharks Swim Club. All expenses, including attorney fees, will be paid on behalf of such person in connection with the defense of such action, suit or proceeding. Such rights of indemnification and payment on behalf shall not be deemed exclusive of any other rights to which such Director may be entitled apart from the provision of these Bylaws.

## Article XVII: Assets of Corporation

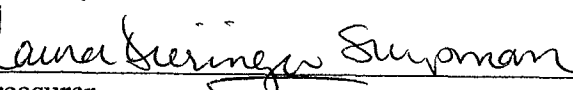
Section 1. Any records, data, assets, property, equipment, software or other property of Sharks Swim Club that is provided to the Board, coaches, staff or volunteers shall remain the property of the corporation. All such property shall be immediately returned to the corporation upon completion of task, termination of position or when required. Failure to return such property may result in criminal prosecution according to the appropriate civil law.


The preceding Bylaws are hereby adopted in compliance Section 501(c)(3) of the Internal Revenue Code and Chapter 22 of the Texas Business Organizations Code by the Sharks Swim Club Board of Directors.

Signed:

  
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President

  
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Secretary

  
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Treasurer

  
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Director

  
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Tim Hill, Head Coach, Director