

RALEIGH SWIMMING ASSOCIATION

BYLAWS

ARTICLE I - ORGANIZATION

1. NAME

The Name of the corporation is "Raleigh Swimming Association," hereinafter referred to as the "Association."

2. MANAGEMENT

The Association shall be managed by a Board of Directors acting in accordance with these Bylaws and Articles of Incorporation.

3. PRINCIPAL OFFICE

The Principal office of the Association shall be located at such place as the Board of Directors of the Association may from time to time designate.

4. PURPOSES

The purpose of the Association shall be:

- A. To provide a year-round program for age group and senior competitive amateur swimmers.
- B. To attract, educate and train individuals in all aspects of age group and senior competitive swimming.
- C. To promote and protect the mutual interests of age group and senior competitive amateur swimmers.
- D. To provide age group and senior competitive amateur swimmers with proper equipment, training, and coaching to enable them to develop, improve their skills, and have the opportunity to excel at competitive swimming.
- E. To promote public appreciation of and interest in age group and senior competitive amateur swimming.
- F. To obtain and disseminate to its members reliable information with respect to matters of mutual concern.
- G. To provide opportunities for members and the public to experience age group and senior competitive amateur swimming through local, regional, and national competitions.
- H. To cooperate with and assist other organizations having purposes or objectives in whole or in part consistent with those of the association.

ARTICLE II - MEMBERSHIP

1. MEMBERSHIP

Any individual age group or senior competitive amateur swimmer who is interested in the purposes of the Association and who holds current or pending Age Group North Carolina Swimming registration with the Raleigh Swimming Association, or the families of such individuals, are eligible for membership in the Association, regardless of national origin, ethnic background, race, religious affiliation, or sex.

2. APPLICATION

All applications for membership shall be on standardized membership forms containing information required by the Board of Directors subject to compliance with provisions of the Federal Privacy Act. Said forms shall be required of new and returning swimmers annually.

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3. APPROVAL

All memberships are subject to application to and approval by the Board of Directors.

4. DUTIES OF MEMBERS

Each member shall abide by the Articles of incorporation, Bylaws, Rules, Regulations, and Policies of the Association. With the exception of the Articles of Incorporation, all new members must receive a copy of the membership handbook (at the time they become members). All yearly modifications of the membership handbook will be made available to all members of the Association via the RSA website or hardcopy, if requested.

5. VOTING

Voting rights belong to the parents, head of household, or guardian of the individual swimmer (hereinafter referred to as "parent"). All full-time coaching staff may vote on all matters subject to vote of the membership. Each family shall have only one vote per parent, restricted to two (2) votes per family. All full-time coaching staff shall be restricted to one (1) vote.

ARTICLE III - DUES, FEES, ASSESSMENT AND PARTICIPATION

1. FISCAL YEAR

Unless otherwise fixed by the Board of Directors, the fiscal year of the Association shall run from September 1 through August 31.

2. DUES

The Board of Directors shall appoint a duly authorized Committee of the Association to recommend for approval by the membership of the Association an annual operating budget and annual dues and membership or other fees, along with a method for their payment. Said Committee shall consist of the Treasurer, who shall serve as chairman of the Committee, a Finance Committee member, the Head Swimming Coach, and the President.

ARTICLE IV - MEETINGS OF MEMBERS

1. SEMI-ANNUAL MEETINGS

The semiannual meetings of the Association shall be held in May and September of each fiscal year at a time and place selected by the Board of Directors.

A. The purpose of the May semiannual meeting shall be to:

1. Elect the members of the Board of Directors
2. To approve the budget and fee structure for the next fiscal year
3. To receive the Semiannual Report of the Directors, Officers, and Committees
4. And to transact such other business as may properly come before the membership.

B. The purpose of the September meeting shall be:

1. To receive the Semiannual Report of the Board of Directors, Officers and Committees
2. To receive proposals from the Fund Raising Committee for the coming fiscal year
3. And to transact such other business as may properly come before the membership.

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2. SPECIAL MEETING

Special meetings of the membership may be called by the Board of Directors at any time, or upon the written request of at least twenty percent (20%) of the voting members.

3. QUORUM

At any year-end or special meeting of the members of the Association, a minimum of ten percent (10%) of the voting members are required to be present or to be represented by proxy to constitute a quorum. Proxy details shall be determined by the Board, based upon the issues up for vote, and included with the meeting notices.

4. NOTICE:

- A. Notices of year-end or special membership meetings shall be posted and/or distributed at least ten (10) days in advance of each meeting.
- B. Adequate notice of all regular and special meetings, changes or cancellation of said meetings shall be made available to the general membership.

ARTICLE V - BOARD OF DIRECTORS

1. OFFICERS:

The Officers of the Association shall consist of a President, Vice-President, Secretary, Treasurer and five committee coordinator Members. All said Officers are required to be elected from the eligible parent members.

2. TERMS OF OFFICERS:

- A. Terms of office for Board of Directors shall run from September 1 through August 31 of each year.
- B. The Officers of the Association shall be elected by the membership at the May semiannual meeting and shall serve a term of one (1) year.
- C. Only one (1) parent member per family may serve on the Board at any given time.
- D. No member may be elected to the Board of Directors for more than four (4) consecutive terms.

3. BOARD OF DIRECTORS:

The management of the Association shall be vested in the elected Officers of the Association plus two additional non-voting members:

- A. The Head Swimming Coach, who shall serve as an advisor to the Board of Directors
- B. The Immediate Past President, who shall serve as an advisor to the Board of Directors

4. ELECTION OF OFFICERS:

- A. Nominating Committee:
Nominations for President, Vice-President, Secretary, Treasurer and four committee coordinator positions open each year, and must be made by a nominating committee. The president may appoint the nominating chair and committee. The committee will not consist of, or answer to, the current board. The slate of nominees must be made available to the President, President-elect, and Head Coach for their comments prior to presentation to the board.
- B. Nominations:
Nominations for each of the elected positions as set forth above may be made from the floor by any voting member as set forth at the May semiannual meeting of the Association, provided that any individual so nominated has given consent.

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5. VACANCIES:

Whenever a vacancy occurs in the Offices or Board of Directors of the Association, by death, resignation, or otherwise, (see Article V., 2 for Terms of Office) it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a special meeting called for that purpose, subject to the approval of the members at the next special or semiannual membership meeting. A vacancy at any Board position may be declared by a 3/4 majority vote of the Board members, for failure or inability to perform the duties of that position or office.

6. REMOVAL OF DIRECTOR FROM OFFICE:

A. Removal by Board Action:

A Director missing three (3) consecutive meetings of the Board of Directors may be removed from office by majority vote of all the other Board members.

B. Automatic Removal:

A Director whose membership is terminated in accordance with these Bylaws shall automatically be removed from office.

C. Recall by Membership:

Any Director may be removed from office, with or without cause, at any annual or special meeting of members, which stated in its notice that such action was contemplated by majority vote of the members present.

ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS

1. PRESIDENT:

- A. The President shall be the chief executive and administrative officer of the Association.
- B. The President shall preside at all meetings of members and the Board.
- C. The President shall be responsible for the day-to-day operations of the Association and the functioning of the office or offices of the Association and may sign or endorse checks in the absence of the Treasurer.
- D. The President shall be responsible for having the books of the Association audited at such times as the President or Board of Directors deems necessary, or when requested by twenty percent (20%) of the general membership.
- E. The President shall appoint, with the advice and consent of the Board of Directors, such committees as may be deemed advisable from time to time. The President shall be an ex-officio member of all committees, with the exception of the nominating committee.
- F. The President shall see that all orders and resolutions of the Board are carried into effect.
- G. Sign with the Treasurer, all checks and other instruments of payment by the treasury in excess of \$3000.00.
- H. Perform such other duties as the Board may direct.

2. VICE-PRESIDENT:

- A. In the absence or disability of the President, the Vice-President has the power to perform the duties of the President.
- B. The Vice-President shall serve as a Coordinator of committees as assigned by the president.
- C. The Vice-President shall perform such other duties as the President or the Board of Directors may designate.

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3. SECRETARY:

- A. The Secretary shall be responsible for the keeping of the minutes of all meetings, preparing any necessary notices of meetings, and circulating copies of minutes of meetings to all Board members and to any Association member who requests them.

4. TREASURER:

- A. The Treasurer shall oversee the bookkeeper in signing all checks and paying all bills approved by the Board.
- B. The Treasurer shall be responsible for presenting a monthly report on the financial affairs of the Association to the Board of Directors, and the reports on the financial affairs of the Association to the membership at the semiannual meetings, special called meetings, and at times as may be requested by the Board of Directors.
- C. The Treasurer shall be bonded in an amount fixed by the Board from time to time, the premium for said bond to be paid by the Association.
- D. The Treasurer will operate all accounts for the Association solely for the purpose of depositing money raised by the Association and from official entry fees in competitions. Such accounts will only be used for the Corporation in furtherance of the purposes set forth in these Bylaws or any other related projects recommended by the Board of Directors. A semiannual financial reporting of these accounts shall be made available to every voting member of the Association during the May and September semiannual meetings.
- E. The Treasurer shall oversee the bookkeeper and be responsible for paying all salaries and filing the proper employee related government forms and payments.
- F. The Treasurer shall also serve as co-chairman of the Budget and Dues Structure / Finance Committee.
- G. With the President, sign all checks and instruments of payment by the Treasurer in excess of \$3000.00.
- H. The Treasurer shall handle financial inquiries from the membership.

5. NEW OFFICER APPRENTICESHIP:

- A. Newly elected Officers shall serve as ex-officio members of the Board of Directors from the time of their election until the expiration of the term of office of the incumbent Board members. During this period, the newly elected officers will apprentice with their respective incumbent Board member.
- B. In the interim between the annual meeting and the beginning of the next fiscal year, the newly elected Officers shall participate in the discussions of the Board, but shall not vote unless already an Officer of the current Board.

6. HEAD SWIMMING COACH:

- A. The Head Swimming Coach shall administer all swimming programs for RSA, including, but not limited to coaching, recruiting and retaining swimmers. The coach shall be responsible for the daily administrative duties required and necessary to operate the RSA swimming program.
- B. The Head Swimming Coach shall be responsible for the management of all swimming related areas, (training, team policies, team activities, and team related affairs).
- C. The Head Coach shall serve as an advisor to the Board of Directors, and shall attend board meetings.
- D. The Head Coach shall participate in the nomination process as described in Article V, section 5A of these By-Laws.

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7. ESTABLISHMENT OF COMMITTEES:

- A. Budget and Dues Structure

8. CONTRACTS:

The Board of Directors may at its discretion authorize any officers or agents of the Association to enter into contracts to make delivery of instruments on behalf of the Association. The Board may confer such authority generally or may confine it to certain specific instances.

9. LOANS:

No loans shall be contracted for on behalf of the Association and no evidence of indebtedness shall be issued in the name of the Association unless specifically authorized by written resolution of the Board of Directors. The Board may confer such authority generally or may confine it to specific instances and must obtain approval from the membership if such loans would result in a total indebtedness exceeding ten percent (10%) of the annual operating budget of the Association. At the time of presenting the membership with loan information, a proposed plan of repayment methods must also be presented for approval by the membership.

10. EMPLOYEES:

- A. The Board of Directors shall manage the hiring, evaluation, salaries, and termination of the Head Coach and Bookkeeper.
- B. The Head Coach, with the assistance of the Personnel Committee, shall be responsible for the hiring, developing, evaluations, and termination of all coaching staff and instructors. The Head Coach, with the assistance of the Personnel Committee, shall determine the salaries for the coaching staff and instructors within the approved budget.
- C. The Board of Directors shall have developed and shall approve a contract of employment for each full-time employee.

11. SUSPENSION:

At any time, upon delinquency of payment of dues or fees for more than thirty (30) days beyond written notice to a member requesting payment, a majority of the Board of Directors may suspend all rights of the member, including the right to vote, in the Association. When such payments of dues are made current, the suspended member shall automatically be restored to full membership privileges in the Association.

12. EXPULSION:

A 75% majority of the Board of Directors may expel any member of the Association only after providing that member with ten (10) days notice of such action and an opportunity to be heard before the Board and only for the following violations:

- A. Prolonged non-payment of dues or fees, or
- B. Continued violation of the Articles of Incorporation, Bylaws, Rules, Regulations, or Policies of the Association.

13. TERMINATION

- A. Membership shall terminate automatically if the requirements of Article II, (1) are no longer met, or if dues are more than (30) days in arrears.
- B. A member may resign his membership at any time by giving notice in writing to the Secretary, provided all obligations to the Association have been met in full.

ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

1. REGULAR MEETINGS:

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The Board of Directors shall hold a monthly Board meeting at such time and place as may be agreed upon by the Board. Any such regular meeting may be cancelled by the President after consulting with the Board of Directors and with agreement of a majority of its members.

2. SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called at any time by the President, or by formal request to the President by three (3) or more Board members. Efforts to provide notice of the time and place of such meetings must be made to Board members and head coach at least twenty-four (24) hours prior to such meeting.

3. QUORUM:

Over 50% of the Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. All matters coming before the Board of Directors shall be decided by majority vote of all of the members of the Board present and voting at any meeting at which a quorum is present, unless a higher percentage is required by some other provision of the Bylaws or by law.

4. ATTENDANCE:

Except for closed meetings of the parent members of the Board of Directors called by the President and relating to employee salaries and performance, any and all individual members are welcome to attend all regular, semiannual, or special meetings of the Board or membership.

ARTICLE VIII - ACCOUNTING, BUDGET FINANCE

1. FINANCES AND ASSETS

- A. No part of the earnings of the Association or the funds contributed by any person or Association shall inure to the benefit of any Director or Officer of the Association or any private individual, or member, or other persons, except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes.
- B. In the event of the liquidation or dissolution of the Association whether voluntary or involuntary, no Director or Officer of the Association or any Private individual, or member, or other person shall be entitled to any distribution or division of its remaining property to its proceeds, and the balance of all money and all other property received by the Association from any source, after the payment of all debts and obligations of the Association shall be used or distributed exclusively for purposes similar in nature to those set forth in these Bylaws and within the intentment of Section 501 (c)(3) of the Internal Revenue code of 1954 and the Regulations thereafter as the same now exists or as they may hereinafter amended from time to time.

2. REIMBURSEMENT:

Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of the Association.

3. INDEMNIFICATION:

The Association shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of the Association, except in relation as to matters to which they shall be adjudged

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in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.

ARTICLE IX - BYLAWS AND RULES OF ORDER

1. ROBERT'S RULES OF ORDERS:

Robert's Rules of Order shall be the rules of order for all meetings, except as may otherwise be provided in these Bylaws.

2. INTERPRETATION:

Any question as to the proper interpretation of any portion of these Bylaws shall be determined by the Board of Directors.

3. AMENDMENTS:

These Bylaws or any portion thereof may be amended, altered, or repealed by the affirmative vote of a simple majority of the members present at a semiannual or special meeting of the members, or by their Board-ordered proxy, provided that posting and distribution of the proposed changes occur ten days prior to the meeting.

4. INCORPORATED:

April 14, 1959

5. AMENDED:

April 27, 1960
April 8, 1982

December 29, 1981
September 9, 1991

March 18, 1982
May 26, 1992

_____ RATIFICATION DATE

These Bylaws, dully adopted and as amended succeed any and all previous Bylaws and amendments thereto, which are declared null and void.