

# Bylaws of the Naval Academy Junior Swim Team

## Article I Club Charter

**Section 1.01.** The name of the organization is “Naval Academy Junior Swim Team doing business and trading as the “Naval Academy Aquatic Club”, herein referred to as “NAAC”, or the “Club”.

**Section 1.02 Mission.** The Naval Academy Aquatic Club Is a competitive organization that inspires and empowers athletes to achieve excellence in swimming and water polo, and in life.

**Section 1.03 Vision.** The Naval Academy Aquatic Club produces athletes with the ability to compete at the collegiate and national level.

**Section 1.04 Terms.** As used herein, the term “NAAC”, or the “Club”, shall be used to refer to the Naval Academy Aquatic Club. The term “EC” shall be used to refer to the Executive Committee. The term “Membership” shall be used to refer to the members/member-families of the NAAC in good standing, to be explained in Article II, Section 2.01 of these Bylaws. The term “age group athlete” shall be used to refer to all athletes (swimmer or water polo player) in NAAC.

## Article II Club Organization

**Section 2.01 Membership** The membership is open to all interested persons. A member shall be an age group athlete. A member-family shall be defined as an age group athlete and their immediate family members (parents or guardians, regardless of each family members athlete status in the Club), and shall constitute one voting unit as long as each member/member-family is in good standing. Rights of membership remain, as long as the member/member-family remains in good standing as defined by the EC and the rules of the bylaws. The voting rights of members and member-families are set forth in Article III below.

**Section 2.02 Registered State Agent** The NAAC registered state agent shall be located in the State of Maryland duly authorized to accept notice and service on the Club. The Board of Directors shall maintain the name and contact information of the registered state agent and shall ensure the state is notified of any changes.

**Section 2.03 Officers** The officers of the NAAC shall be the President, Vice-President, Secretary, and Treasurer, to be elected by the membership.

**Section 2.04 Executive Committee** The EC shall consist of the President, Vice-President, Secretary, Treasurer, and four Members-at-Large, to be elected by the membership.

**Section 2.05 Nomination and Election** The EC shall appoint a Chairman of the Nominating Committee from the Membership, no later than January 31 of each election year. The Chairman will then form a Nominating Committee, consisting of the Chairman and individuals from member-families in good standing. The President cannot serve in any capacity on the Nominating Committee. No member of the Nominating Committee shall be a candidate for a position on the EC. No more than one EC member can serve on the Nominating Committee. The Head Swim Coach and Head Water Polo Coach may advise the Nominating Committee, if he or she wishes to do so in a non-voting role.

The task of the Nominating Committee shall be to solicit candidates from the membership of the Club to fill upcoming vacancies on the EC. The solicitation of candidates must be made in a manner designed to reach all member-families of the club, and must occur at least 90 days prior to an annual general Membership meeting of the Club held in May. The Nominating Committee shall select the list of candidates, and present it to the EC at the March EC meeting. The list will include at least one (1) eligible person for each open EC seat.

Candidates for President must have at least one year of prior EC membership experience with the NAAC, or other aquatic club board of director or EC membership experience, or experience as deemed appropriate by the Nominating Committee.

The EC will give each member-family a proposed slate of solicited candidates, with provisions for write-in candidates for each current election, for officer positions on the EC. The ballot shall be delivered by a method deemed appropriate by the EC, not less than 10 (ten) days prior to the election, to all member-families in good standing, and each member-family shall vote on the ballot. An adult representative of the member-family shall return the ballot to the Nominating Committee, or their designee.

Ballots from member-families attending the meeting shall be handed to the Nominating Committee or their designee. If a member-family is unable to attend the Annual General Membership meeting, a ballot may be submitted to an e-mail address that will be provided on the ballot or any other electronic method that the EC feels is appropriate. All ballots must have the family name on the ballot or the vote will not count.

Those candidates that receive the most votes from among the member-families by ballots shall be elected to the EC, to the position for which they were nominated. In the event of a tie, the EC will conduct a vote of the member-families present to determine a winner.

**Section 2.06 Terms of Office and Limits** All officers of the EC shall serve a term of office for two years commencing June 1<sup>st</sup> of the year elected until August 31 of the second year. The overlapping terms are designed to provide a smooth transition, particularly in the light of the planning and budgeting that occurs in the June-August period. All member-at-large members will serve until May 31<sup>st</sup> of their second year. The officers who are leaving the board as of August 31<sup>st</sup> will no longer have a vote after the May 31<sup>st</sup> of the second year as the incoming officer will have voting rights.

**Section 2.07 Compensation** No EC member shall receive compensation for the office, duties, or responsibilities as a member of the committee. Under no circumstance shall the use of revenues or assets of NAAC be used for private benefit, private inurement, or excess benefit transactions, for EC members.

### **Article III Membership**

**Section 3.01 General provisions** Whenever possible, NAAC will accommodate the sons and daughters of retired, reserve, and active duty military, Department of Defense civilians, and any persons working for the Naval Academy Athletic Association (NAAA). NAAC will strive to have 50% of our membership with military affiliation.

The voting power of all members shall be equal, with one (1) vote per member-family on any matter brought before a vote of the membership. No member-family shall have more than one (1) vote, regardless of the number of member age group athletes (swimmers, water polo players, or both) in the member-family. The rights and obligations of any member younger than 18 years of age will be held by the member's parent, legal guardian, or other eligible member-family individual 18 years or older.

Memberships are not transferable, unless deemed appropriate by the EC and Head Coach.

A copy of the Bylaws and copy of the team Rules and Parent Handbook shall be available to all members and member-families. All members and member-families shall be bound to comply with the Rules, Parent Handbook and Code of Conduct of NAAC as members/member-families of the Club.

Membership in NAAC and participation in its activities shall be open to any persons regardless of race, gender, religion, creed, color, national origin, ancestry, handicap, or sexual preference. Within the limitations imposed by the facilities available to the NAAC, any person who meets the requirements of participation in a competitive swim or water polo program, as determined by the EC and Head Coach is eligible to hold membership.

A roll of member-families in good standing will be maintained by the Treasurer. The roll of active swimmers/water polo players, by membership classification, will be maintained by the webmaster.

The EC, with the advice of Head Coaches, shall establish the allowable number of athletes in the NAAC.

Masters swimmers are not voting members of the club and incur none of the work obligations of members in good standing. Novice B Lite shall be voting members effective September 1, 2016.

**Section 3.02 Dues and Fees** Membership Dues and fees shall be set and approved by the EC as part of the budget approval process for the upcoming year. Fees shall be paid in accordance with a schedule established by the EC. Any member who falls thirty (30) days in arrears of any financial obligation (dues, fees, entry fees, registration fees, or other individual debts, reimbursements, commitments, or liabilities) owed to the Club may be deleted from the rolls of membership and forfeit all rights accrued as a member in good standing.

**Section 3.03 Suspension/Termination of Membership** The EC, after due deliberation, may restrict, suspend, or terminate the membership of any member/member-family, for good cause, including but not limited to (a) non-payment of any financial obligation owed by such member, or (b) violation of the bylaws, or (c) conduct which (I) endangers said member or others; (II) involves illegal activities; (III) involves violation of the Code of Conduct of NAAC, as may be amended by the EC from time to time as deemed appropriate. This provision is not intended, in any way, to limit opinion of course, expression of dissatisfaction, differences of opinion, or freedom of speech. All dispute and argument of this provision will be heard by the EC. Any member/member-family who shall commit an act deemed detrimental to the interests of NAAC, upon approval of majority of the quorum of the EC, shall be terminated from the Club, forfeiting all rights of membership.

**Section 3.04 Registrar** The Registrar shall be a position appointed by the EC, by majority vote of the quorum of the EC, and shall have the responsibility of registering the respective team, registering all athletes (except Master swimmers), and ensuring all forms are in order. The Registrar shall make sure that all coaches are credentialed and up to date with requirements.

**Section 3.05 Limits of Liability** No member, member-family, EC member, authorized agent, or representative of the Club shall be liable or responsible for any debts or liabilities of the Club, or liable to the Club except to the extent of unpaid dues and fees, entry fees, registration fees, or other individual debts, commitments, or liabilities owed to the Club.

**Section 3.06 Indemnification** The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Club; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Club and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or

employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### **Article IV Executive Committee**

**Section 4.01 Duties and Responsibilities** The EC shall work to fulfill the Mission and Vision of the NAAC. The EC shall make and amend necessary rules and regulations, for the guidance of the officers and members/member-families of the NAAC. The EC shall employ and direct, professional coaches, instructors, and other personnel; conduct, manage and control all of the affairs and business of the Club, including managing all financial matters. The President, VP, and Treasurer shall enter into contracts, leases, or other agreements necessary to carry out the Mission and Vision of the NAAC.

The EC shall appoint and remove committees, agents, advisors, and the like, upon approval of majority the voting members of the EC. The EC shall appoint and remove coaches upon approval by 2/3 of the voting members of the EC.

The EC shall have custody and control of all funds and equipment of the Club.

The EC must obtain approval of the Membership by majority of those present before exercising any powers related to the following: (a) changes of the Bylaws, (b) entering into contracts or agreements for the acquisition, purchase or sale of real estate, clubs, or facilities, (c) Annual Budget.

**Section 4.02 Vacancies** In the event of a vacancy on the EC caused by death, resignation, change in the Bylaws, dismissal or removal of an officer, the EC, by majority vote of the remaining members, shall appoint an otherwise eligible member to the EC to serve out the remainder of the term.

**Section 4.03 Removal of a Member of the Executive Committee** A member of the EC may be removed from office by (a) a 2/3 vote of members present at a general Membership meeting provided in these bylaws; or (b) a majority vote of the voting EC members (except the EC member being considered for removal), under the condition that the EC member in question has missed three (3) consecutive committee meetings or four (4) meetings in a 6 month period, or the EC member in question is no longer in good standing, as prescribed in these Bylaws.

**Section 4.04 Committees** The EC shall have the authority to establish committees as may be necessary to further and promote the interests and activities of the NAAC. The EC shall appoint a chairperson and members of all necessary committees. The specific duties and responsibilities of each committee shall be prescribed by the EC. The committee chairperson shall ensure that the committee is functioning properly under the direction of the EC and shall report all committee activities to the EC. The EC shall always retain all final decision-making authority as it pertains to committee activity.

Certain committees shall be Standing Committees, appointed by the EC, and duration of service shall be determined by the EC. Standing Committees shall include Budget, Nominating, Risk Management, Legal, Parking and Water Polo.

The Budget Committee shall always be chaired by the Treasurer. The Head Coaches shall be designated as members of the Budget Committee.

Certain committees shall be Special Committees, and shall be appointed by the EC on an as-needed basis. They may include, but are not limited to: Bylaws, Pools, Club Services, and Events.

## **Article V Meetings**

### **Section 5.01 General Membership Meetings**

An annual Membership meeting will be held in May each year at a convenient hour and place designated by the President. Notice shall include date, time, and location, candidates for the EC positions and agenda items. Notification of the meeting will be sent in a manner deemed appropriate by the President, to be distributed to all members/member-families of the Club no less than ten (10) days prior to the meeting. Fifteen (15) member-families present or by proxy shall constitute a quorum. The President shall preside over the meeting. All member-families shall have an equal vote, except for the President, who shall vote only in the event of a tie vote or to make a tie. The agenda shall always include, but is not limited to, the following items:

- President's remarks
- Approval of previous annual meeting minutes
- Head Coaches reports
- Financial Reports including
- Balance Sheets and Statement of Cash Flows
- Elections to open EC positions (if applicable)
- Old business
- New business

The annual budget may be included on the May agenda, but if not, an additional general Membership meeting shall be called no later than August of the same fiscal year in order to approve the budget. The budget may be approved with a majority vote of the members present at the general membership meeting.

**Section 5.02 Additional Membership Meetings.** Additional general Membership meetings may be called, as required, by the President of the EC, or at the request of four (4) EC members, or at the request of at least twenty (20) voting member-families of the Club. Notice shall include date, time, and location, and agenda. Notification of the meeting will be sent in a manner deemed appropriate by the President, to be distributed to all members/member-families of the Club no less than ten (10) days prior to the meeting. Fifteen (15) member-families, present or present by proxy shall constitute a quorum. The President shall preside over the meeting. All member-families shall have an equal vote, except for the President, who shall vote only in the event of a tie vote or to make a tie.

### **Section 5.03 Non Governance Membership Meetings**

The President, the EC and the Head Coaches may call and organize general Membership meetings and training group meetings in support of the Club's affairs and the athletic programs. However, these shall not be construed as Governance meetings.

**Section 5.04 Executive Meetings** Monthly meetings of the EC shall be at a time and place to be designated by the President of the EC. The meeting shall be attended, when possible, by the officers of the EC, the Members-at-Large, the Naval Academy Representative to the Club, the Head Coach of NAAC Swimming, and the Head Coach of NAAC Water Polo. Monthly EC meetings shall be open to the Membership, and notice of the meetings shall be posted in manner deemed appropriate by the EC. The presence of a majority of voting EC members at the meeting is necessary to constitute a quorum for the purpose of conducting the business of the Club. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meeting of the EC. The President of the EC shall preside over all EC meetings. All EC members shall have an equal vote, except for the President, who shall vote only in the event of a tie vote.

The purpose of the EC Meetings shall be to conduct, manage, and control, through discussion, all business of the NAAC. The meetings shall be conducted to discuss the making of all necessary rules and regulations for the guidance of the officers, coaches, and member-families in the appropriate management and implementation of NAAC affairs. The EC may conduct meetings closed to the general Membership, as deemed necessary, but cannot take action/vote unless the meeting is for one of the following purposes:

- (i) Discussion of matters pertaining to employees and personnel;
- (ii) protection of the privacy or reputation of individuals in matters not related to NAAC business;
- (iii) consultation with legal counsel on legal matters;
- (iv) consultation with staff personnel, consultants, attorneys, board members, or other persons in connection with pending or potential litigation or other legal matters;
- (v) investigative proceedings concerning possible or actual criminal misconduct;
- (vi) consideration of the terms or conditions of a business transaction in the negotiation stage if the disclosure could adversely affect the economic interests of the NAAC;
- (vii) compliance with a specific constitutional, statutory, or judicially imposed requirement protecting particular proceedings or matters from public disclosure;
- (viii) discussion of individual members or member-family accounts.

The EC may conduct a closed session outside of the conditions defined above, provided that no action is taken. If a meeting is held in closed session, a statement of the time, location, and the purpose of said meeting, along with the record of any vote conducted, shall be included in the minutes of the following Executive Meeting.

**Section 5.05 Special Executive Meetings** Special meetings of the EC may be called, as required, by the President, or at the request of four (4) EC members, or at the request of at least ten (10) voting member-families of the Club. Notification of the meeting shall be sent in a matter deemed appropriate by the EC, at least ten (10) days prior to the scheduled meeting date. The presence of the majority of the voting EC members shall constitute a quorum. Minutes shall be kept at all special meetings and the minutes shall be entered into the minutes of the next EC monthly meeting.

**Section 5.04 Informal Action by the Executive Committee** Any action required to be taken at a meeting of the EC may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all EC members entitled to vote with respect to the subject matter thereof.

## **Article VI Officers**

**Section 6.01 Duties and Responsibilities** The officers of the NAAC are the President, Vice-President, Secretary, and Treasurer.

(a) The President shall whenever possible preside over all meetings of the Membership and the EC; shall perform such duties as may be proposed by the EC; shall act as chairperson of the EC; shall perform and discharge such other duties as generally devolve upon a chief executive officer; shall sign all official correspondence. The President shall present a slate of three eligible officers to The Naval Academy, for the selection of a representative for the NAAC to the United States Naval Academy. The President shall ensure that official Club representatives are appointed to the U.S. Swimming, Maryland Committee.

(b) The Vice-President shall perform all duties incumbent upon the President during the absence of the President. The Vice-President shall perform such other duties as to assist the President and/or as may be prescribed by the EC.

(c) The Secretary shall have responsibility for the custody and care of the Club records; record and maintain the minutes of EC, general Membership, and special meetings; shall keep true and complete record of the proceedings of such meetings; shall perform such duties as prescribed by the EC; shall deliver minutes to the EC members in a timely fashion after each meeting. The Secretary shall send out notifications of meetings to the general Membership in a timely fashion.

(d) The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club; shall maintain records of all monies obtained and dispersed by the Club; shall sign all checks along with another officer, as authorized by the EC; act as the chairperson of the Budget Committee (Art IV, Sec 4.04); shall furnish at meetings of the Membership and EC, or whenever requested by the EC, a statement of the financial condition of the Club in a timely fashion; shall perform such other duties as prescribed by the EC.

(e) The Members-at-Large shall act as direct representatives of the general Membership to the EC. They shall serve as committee member of at least one committee, as assigned by the President.

(f) The Naval Academy Representative shall be selected by the EC, as described in the Presidents responsibilities [Art. VI, Sec 6.01,(a)]. To the maximum extent possible, the Representative should be a senior military officer attached to the USNA and have an athlete member in the Club. The Representative, in coordination with the Head Coaches, will carry out all liaisons between the NAAC and the USNA. The Representative shall serve as a member of a parking committee and carry out the duties of the vetting officer.



## Article VII Coaches

**Section 7.01 Head Coaches** The Head Coaches shall be hired by the EC and employed by the NAAC under the terms and conditions set by the EC. The Head Swim Coach shall be held by a three (3) year contract to be reviewed by the EC yearly. The Head Water Polo Coach shall be held by a three (3) year contract to be reviewed yearly by the EC. The Head Swim Coach and the Head Water Polo Coach may be referred to herein individually as the Head Coach or collectively as the Head Coaches.

**Section 7.02 Head Coaches Duties and Responsibilities** The Head Swim Coach shall develop a coaching philosophy and be responsible for the structure, development and operation of the swimming program and teams for the Club. The Head Swim Coach shall serve on the Budget Committee to formulate funds for EC approval needed to operate the swimming program. The Head Swim Coach shall hire all assistant swim coaches, negotiate assistant coach terms of employment and employment contracts (subject to EC approval), and submit assistant coach candidates and contracts to the EC for approval. The EC shall exercise an appropriate level of due diligence before approval and hiring. The Head Swim Coach will also be responsible for early termination of an assistant coach's contract, provided that the Head Swim Coach discusses and agrees the rationale with the Board President *prior* to any termination action taking place. The board will retain the authority to terminate any coach's contract due to a violation of the code of conduct. Such termination will require a 2/3 majority vote of the EC.

The Head Water Polo Coach shall develop a coaching philosophy and be responsible for the structure, development, and operation of the water polo program and teams for the Club. The Head Water Polo Coach shall serve on the Budget Committee to formulate funds for EC approval needed to operate the water polo program. The Head Water Polo Coach shall hire all assistant water polo coaches, negotiate assistant coach terms of employment and employment contracts (subject to EC approval), and submit assistant coach candidates and contracts to the EC for approval. The EC shall exercise an appropriate level of due diligence before approval and hiring. The Head Water Polo Coach will also be responsible for early termination of an assistant coach's contract, provided that the Head Water Polo Coach discusses and agrees the rationale with the Board President *prior* to any termination action taking place. The board will retain the authority to terminate any coach's contract due to a violation of the code of conduct. Such termination will require a 2/3 majority vote of the EC.

**Section 7.03 Vacancy and Termination** The EC may declare vacant any coaching staff position in the event of resignation for any reason or termination. Should termination of a Head Coach be necessary, it shall be by a 2/3 majority vote of the EC. All coaching staff is bound by the Code of Conduct and Bylaws of the NAAC.

## Article VIII Finances

**Section 8.01 Fiscal year** The fiscal year shall be from September 1<sup>st</sup> to August 31<sup>st</sup> of the following year.

**Section 8.02 Budget** A budget record shall be kept by the Treasurer of the EC. The spending limit of the EC is the total amount set forth in each budget rather than any line item restriction. Any net spending individual or in aggregate, which exceeds the net budget for the fiscal year by more than \$1,500, must have prior approval by the Membership of the Club. Such approval shall be granted by majority vote of the Membership attendance of a meeting (including a monthly EC meeting), which has been noticed and set forth to approve such expenditures. Accurate record of the budget shall be maintained and all expenditures shall be recorded.

A Financial Officer shall be appointed by the EC to assist the Treasurer each year, as needed. The duties of the Financial Officer shall be to collect all cash transactions from the appropriate source, keeping an itemized accounting record for the Treasurer and the EC, and depositing said funds into correct accounts for the Club.

The Financial Officer and the officers of the EC shall be bonded annually in an amount sufficient to cover all funds of the club.

The Club shall maintain a checking account(s) and a savings account(s) in banking institutions where the accounts monies are federally insured. The funds of the checking account shall be for approved expenses in the operating budget set forth for the fiscal year. The savings account may be used for unbudgeted expenses as determined by the EC and as approved by the general Membership, not otherwise specified in the operating budget, which arise in the budget during the fiscal year. A goal for the standing savings account shall be equal to one year of full outside facility fees.

The President, Vice-president, Secretary, and Treasurer shall be authorized to sign checks drawn on the checking account of the NAAC. The signature of two of the above officers (President, Vice-President, Secretary, or Treasurer) is required to withdraw funds from the accounts of the NAAC.

There shall be an audit of the books and records of the Club at the close of every other fiscal year, to be administered by an independent Certified Public Accountant, who shall prepare a report in accordance with generally accepted auditing standards, consistently applied. The completed report shall be presented to the EC for review, and submitted to the financial records of the Club.

## **Article IX Books, Notes, and Records**

**Section 9.01 Bylaws** These Bylaws shall be made, altered, revised, amended, or repealed at general or special Membership meetings. All proposals for said changes shall be submitted to the EC. The EC will then distribute the proposal after review to the Membership, in sufficient time, by a method deemed appropriate by the EC, prior to the meeting. If necessary, the President of the EC shall establish a Bylaws Committee to review the proposal and present to the EC.

The Bylaws change proposal shall be presented at a meeting set forth for such purpose as an agenda item on a general or special Membership meeting. All interested parties shall be allowed to present views pertaining to the proposal. At the conclusion of all arguments, the proposal will be put before the

Membership for a vote. A majority vote of those present shall effect action upon the proposal; either to amend, revise, repeal or alter the Bylaws, or adopt additions to the Bylaws.

**Section 9.02 Contracts** All contracts and agreements authorized by the EC, unless otherwise directed by the EC, must be signed by the President, Vice-President, or Treasurer provided such have been approved as required by these Bylaws. All checks and drafts issued by the Club shall be signed by the President or Treasurer of the Club or by such other person as may from time to time be authorized by the EC and in accordance with Article VIII of these Bylaws.

**Section 9.03 Records** At the conclusion of each fiscal year, all records, reports, minutes, and like notes of the Club shall be filed into the permanent Records of Operations of the Club, to be maintained by the Secretary.

**Section 9.04 Distribution of Assets** Upon the dissolution of the Club, the EC shall, after paying or making provision for the payment of all the liabilities of the Club, distribute any remaining assets of the Club to another not for profit organization that has a similar mission to its own pursuant to IRS requirements in effect at the time of the dissolution.