

ALBANY AQUATICS ASSOCIATION BY-LAWS

ARTICLE I. NAME

The name of this organization shall be the Albany Aquatics Association (AAA).

ARTICLE II. MISSION

The missions of the Albany Aquatics Association are:

A. To be a non-profit organization dedicated to the improvement and progress of competitive swimming for children.

B. To further the interest and education of all swimmers and their parents and to encourage increased proficiency in competitive aquatic sports.

C. To maintain membership with USA Swimming by abiding by its rules as long as such membership serves the needs of the Albany Aquatics Association.

D. To assist the coaches in providing aquatics facilities and training equipment.

E. To encourage and develop good sportsmanship, individual integrity, and team play.

F. To uphold the Albany Aquatics Association Mission Statement.

ARTICLE III. THE GOVERNING BODY OF ALBANY AQUATICS ASSOCIATION (AAA) SHALL BE THE BOARD OF DIRECTORS:

EXECUTIVE VOTING MEMBERS

President

Vice President

Secretary

Treasurer

Meet Director

VOTING MEMBERS

Members at Large (Up to six [6])

Head Coach

NON-VOTING MEMBERS

Past President

Athletic Representatives (one [1] for each practice facility)

VOLUNTEER NON-BOARD MEMBERS

Registrar

Volunteer Coordinator

Entry Chair

Activity Coordinator

Social Media Coordinator

Section 1. General Responsibilities of the Board of Directors

A. Shall maintain an active USA Swimming Membership, proper Athlete Protection Training (APT) credentials, background checks, and signed Board Responsibilities and Conflict of Interest contracts to be signed annually at start of fiscal year.

1. All Board Members (new or current) must have this completed by start of the terms in September, or they are placed on probationary period where they have no voting power until all of the above is completed. If they fail to complete these items by the end of September, their volunteer hours will not be counted for the meetings that they attend nor will they have voting power since they are not officially recognized as sitting members of the Board.

B. Keeping Association Members informed of all Association matters.

C. Taking action on recommendations of Committee Chairpersons.

D. Has full authority to set dry side policy, direct affairs, and business.

E. Employing and terminating all paid personnel.

F. All contracts and financial matters.

Section 2. Specific Responsibilities of the Board.

A. President

1. The President shall preside over all Board and Association meetings and call General Membership meetings.

2. Shall have general supervision over all matters pertaining to the Association.

3. Shall see that all By-Laws are preserved and enforced.

4. Shall act as representative of this Association and be a liaison for all business dealings.

5. Set up committees as needed with a governing Board Member.

6. Appoint members to fill vacancies on the Board with the confirmation by a majority vote of the remaining members of the Board.

7. Work directly with Head Coach and Treasurer to verify all facility invoices.

8. Keep a working list of duties/jobs assigned to Board Members and regularly check in with Board Members on status of duties/jobs.

9. Shall send out meeting agendas in a timely manner.

10. Shall actively be communicating with Association members on Association matters.

B. Vice President

1. The Vice President will work closely with the President learning the responsibilities of the office with the intention of the position of President the following year.

2. Shall assume the duties of the President in the absence of the President, or when there is a vacancy in the office of President, provided all criteria for being President are satisfied.

3. Shall serve a term of three [3] years with the second year becoming the President, and the third year becoming Past President, if agreed by the Board of Directors.

C. Past President

1. Shall serve as a consultant to the President and the Board.

2. Shall not be a voting member of the board due to conflict of interest due to advisory role to President.

D. Secretary

1. Shall keep correct minutes of all Board, Annual, Special Meetings, and Executive Meetings.

2. Shall attend to all correspondence subjects to the approval of the President.

3. Shall have charge of the books, papers, records, and By-Laws of the Association.

4. Shall have charge and keep of the Board member and Volunteer non-members paper work, including USA Swimming memberships, background check verification, Athlete Protection Training verification, and signed Board Responsibilities and Conflict of Interest contracts for duration of Board member term of office.

5. Shall send out notice of meeting time, date, and location to all Board members and Association members one [1] week prior to any meeting, with the exception of Executive meetings.

6. Shall send out meeting minutes to all Board Members in a timely manner and make any necessary corrections before having posted to team website.

E. Treasurer

1. Shall receive and handle all funds for Albany Aquatics Association as ordered by the Board.

2. Shall pay all bills against the team as ordered by the Board.

3. Shall keep a current account of the amounts and sources of club money, and keep receipts, amounts and purposes of payments for the appropriate time and safely disposing of past receipts after appropriate time.

4. Shall present a report number of swimmers by swim group at each Board meeting showing the income and expenditures of the funds monthly.

5. Shall present a report of all ninety [90] days past due accounts at each Board meeting.

6. Shall keep a correct mailing and email list of the Association's members.

a. Shall send an email to all Association members at the beginning of each season for correct contact information (email, phone numbers, and addresses).

7. Shall keep records of personal property purchased by the Association.

8. Shall choose a Treasurer Assistant no more than four [4] weeks into the second year of office and train the Treasurer Assistant with intention to assume the Treasurer role.

a. If Treasurer plans on being re-elected for a second term, then they only need to choose a Treasurer Assistant the second year of their second term.

F. Meet Director

1. Shall be responsible for organizing all local swim meets under the guidance of Oregon and USA Swimming rules and regulations.

2. Shall attend all Board Meetings and provide a written report to the Board to be sent to the Board prior to each meeting.

3. Shall choose a Co-Director no more than four [4] weeks after assuming office and train the Co-Director with intention to assume the Meet Director role.

a. If Meet Director is unavailable for a meeting, the Co-Meet Director can attend and vote by proxy.

4. Shall choose other members of Meet Director team (Volunteer Coordinator and Entry Chair) within four [4] weeks assuming office.

G. Member at Large (up to six [6])

1. Number shall be the ratio of one [1] member at large per every fifteen [15]- twenty [20] swimmers up to a maximum of six [6] members.

2. Shall attend all Board Meetings and provide a written report to the Board on any assigned or unassigned duties/jobs prior to each meeting.

3. Shall actively participate in all Board proceedings, including reading all email communications.

4. Shall assume duties as directed by the President.

H. Athlete Representative

1. Shall attend Board meetings, Association meetings, swim meets and other Association activities.

2. Represents all active swimmers of the Association at the above events by conveying swimmers' concerns.

3. The swimming members will elect a representative for each practice facility.

4. Must be fifteen [15] years old or older and/or enrolled in practice level Novice 3.

5. Must have been on team for one [1] consecutive year prior to nomination.

6. Must remain on AAA team during high school team season.

7. Elections will be held at the beginning of Short Course season (September) and at the beginning of Long Course season (April). Each season being a defined as a term.

8. Representatives shall not serve more than two [2] consecutive terms without a one [1] term break.

9. Is a non-voting member of the Board of Directors, subsequently may serve on the Board concurrently with a family member.

I. Volunteer Non-Board Positions

1. Volunteer positions may be filled by any Board member or by volunteer Association members.

a. If filled by volunteer Association member, volunteer must report directly to the President or assigned Board member for all tasks being performed.

b. If filled by volunteer Association member, volunteer must also agree to required training and background checks as Board members.

2. Shall have no voting power on Board.

J. Removal Of Board Member

1. All Members of the Board can be removed from the Board "with or without cause" by a two-thirds vote of all the remaining Board members.

2. Removal from the Board does not remove the member from the Association.

3. Reasons for removal from the Board (but not limited to):

a. Not attending meetings and not doing the designated work.

b. Embezzlement of funds or other criminal activities.

c. Harming the good name of the organization.

d. Abusing the privilege of the their office.

e. Violation of Board of Directors Duties and Responsibilities contracts.

f. Acting in a way that is self-serving, for themselves or their swimmer, instead of for the good and focus of the team as a whole.

ARTICLE IV. COACHING RESPONSIBILITIES

Section 1. Responsibilities of the Head Coach

A. Shall be responsible for swimmers and coaches at the pool and at all other places where the swim team is represented.

B. Shall supervise all wet side aspects of the competitive swim program including, but not limited to:

- 1. Training**
- 2. Scheduling**
- 3. Registration in swim meets**
- 4. Association equipment**
- 5. Discipline, challenge, and rewards of swimmers**

C. Shall be responsible for providing adequate coaching at all meets.

D. Shall supervise assistant coaches.

E. Shall be responsible for selecting and hiring of assistant coaches with Board approval.

F. Shall attend all Board Meetings or submit a written report.

G. Shall have voting power.

1. Can send an assistant coach as a Coach Representative as their proxy and proxy will have voting power.

Section 2. General Responsibilities of the Coaching Staff.

A. Shall be a member of U.S.A. Swimming.

B. Shall actively recruit age group swimmers to provide balance and growth for the team.

C. Shall attend all necessary Oregon and U.S.A. Swimming meetings.

D. Will maintain accurate statistics of team standings and progressive reports on the abilities and improvements of each swimmer.

ARTICLE V. ASSOCIATION MEMBERSHIP

Section 1. General Membership

A. Membership is open to everyone.

B. The Membership shall consist of all swimmers, their parents, sponsors, coaches, and staff in good standing.

1. A Sponsor is a Member that directly pays dues for a swimmer but is not their legal parent or guardian.

Section 2. Active Membership

A. Members are considered active when:

1. Dues and fees are paid up to date according to the Treasurer's records.

a. If accounts are ninety [90] days past due, they are no longer considered an active account and are unable to vote in Association matters.

2. Members abide by U.S.A. Swimming, Oregon Swimming, Inc., and AAA rules and policies.

Section 3. Suspension of a Member

A. Members may be suspended from the Association when:

1. Dues and fees are not paid according to the Treasurer's records and AAA Policies and / or

2. Actions or attitudes are detrimental to the swimmers or Association.

B. Suspension of any Member may be determined by a simple majority vote of the Board.

C. The coach in charge of swimmers has temporary authority to suspend any swimmer. Any permanent suspension must be reviewed and approved by a majority vote of the Board of Directors.

D. An appeal of any suspension may be made at the next Board meeting or at any Special Board meeting.

ARTICLE VI. ELECTION OF BOARD MEMBERS

Section 1. Election of the Board

- A. Election of Board members shall be held in May, with training to take on role beginning in June, by attending meetings and working with sitting office member with the assumption of office on September 01.**
- B. An alternative election date may be selected upon with a majority of the Board.**
- C. Elections shall be conducted by ballot. Each family will have one [1] votes.**
- D. No two [2] family members may be elected to the Board of Directors at the same time.**

Section 2. Terms of Office

- A. Vice President shall serve a three [3] year term: One [1] year as Vice President, and the second year as President, and a third year as Past President as consultant, if agreed by the Board. The Vice President must have been a Board member for one [1] year prior to serving in office, and shall not hold the same office more than two [2] terms.**
 - 1. If no one is nominated for Vice President, then a President Elect can be nominated**
 - a. President Elect must be an Association member for at least six [6] months prior to assuming office, with assumption of office of Vice President in the second year.**
 - b. President Elect will not have voting power.**
- B. The President shall serve a term of one [1] year, but shall not hold the same office for more than two [2] terms.**
- C. The President Elect shall serve a term of one [1] year, and they may either move into the Vice President role or vacate the position.**
- D. The Treasurer and the Secretary shall serve a term of two [2] years, and shall not hold the same office more than two [2] terms.**

E. Members at Large shall serve for a term of two [2] years and must have been an Association member for six [6] months prior to serving in office.

F. Members at Large can be reelected as Member at Large for up to two [2] terms.

G. The Meet Director shall serve a term of two [2] years and must have been an Association member for six [6] months prior to serving in office, and shall not hold the office more than two [2] terms

H. The Secretary must have been an Association member for at six [6] months prior to serving in office.

I. Candidates for President and Treasurer must have served on the Board for one [1] year prior to being nominated by the Association or approved as a candidate by a majority vote of the board.

1. Treasurer can also have professional work experience instead of being on Board for one [1] year prior to nomination.

J. No Board Member can hold two [2] offices in the same term.

K. If Board member no longer has an active swimmer associated with AAA team, they may end their term early after training a replacement.

Section 3. Nominations

A. A slate of candidates shall be determined by the Board members and presented to the General Membership at least two [2] weeks prior to the election.

B. Additional nominations may be accepted from the General membership providing approval has been obtained by the nominee.

Section 4. Vacancies on the Board

A. Vacancies on the Board shall be filled by appointment by the President or acting President, with a majority vote of the remaining Board members. The new appointee shall serve until that vacant term expires.

ARTICLE VII. MEETINGS

Section 1. Written Notice

A. Written notice of Membership or Board meetings shall be posted or sent to the Association and Board Members one [1] week prior to any meeting. Written notice shall indicate time, place, and purpose of the meeting prior.

Section 2. Board Meetings

A. Board meeting should be held monthly. There will be, at minimum, ten [10] meetings per year.

B. Board meetings are open to the public.

C. Meetings will be conducted under Robert's Rules of Order.

D. All matters requested to be placed on the agenda shall be sent to the President prior to each meeting.

E. Meetings will be conducted under direction of:

- 1. The President**
- 2. The Vice President**
- 3. The Secretary**
- 4. The Treasurer**

F. A quorum shall consist of $\frac{1}{2}$ plus one [1] of all voting Board members, a quorum must be present to hold a meeting.

G. All Board meetings can be held in person and/or virtually.

1. If a meeting is being held in person or virtually, active participation is expected to ensure engagement, effective communication and the efficient conduct of meetings. Only those participants who are actively engaged will be counted toward meeting the quorum requirements.

2. If meeting is being held in person and some Board members are attending virtually either by calling in or video calling, the meeting minutes must record who was attending and in what manner.

3. If conducting a meeting virtually, a member is marked as present if they actively participate in the meeting. Active participation within a virtual meeting is defined at:

a. Video: Keeping camera on, unless there is a valid reason (e.g. technical issues).

b. Vocal or Chat: Speaking or using chat function during the meeting (e.g. share thoughts, concerns, ask clarifying questions, vote).

H. Any Board Member may call a Special Membership meeting at any time. Any active Member in good standing of the Association may request a Special Board meeting by submitting in writing a request stating the purpose of the meeting. Five [5] members of the Association must sign such a request. All Members of the Board of Directors shall be notified of these meetings. All standards for regular meetings shall be instituted.

1. For recorded meeting minutes, it must be titled that the meeting is a Special Meeting and noted who called the meeting and who the five [5] signatures belong to.

I. The Board may call an Executive Meeting as needed. These meetings are closed meetings where a sensitive topic that needs to be handled with confidentiality is needed. Guests such as, subject matter experts or witnesses may be invited to participate in Executive Meetings. Situations that warrant an Executive Meeting include:

1. Discussion of Head Coach performance and salary.

2. Review of alleged or actual improper behavior of a Board Member, Head Coach, or other staff.

3. Meeting with an auditor on Association's financial matters.

4. Major business transactions, such as real estate discussions.

All Executive Meetings will be handled and conducted as regular meetings with meeting minutes including: all discussion matters, attendance and absentees, and any voting that may occur will be recorded and distributed only to those attending the Executive Meeting.

J. If issues arise between meetings that need to be voted on via email, the Board has the ability to have those issues addressed and voted on, as long as the following parameters are met:

- 1.** The voting issue is presented in its own separate email, stating what the issue is, what a vote for or against the issues means, and what the deadline to declare a vote is.
- 2.** Board members get no less than forty-eight [48] hours to cast their vote, with the ability to change their vote as many times as they feel necessary before that deadline.
- 3.** Just as in normal Board meetings, voting is not anonymous, neither is voting by email so the voting should be declared in “reply all.”
- 4.** After the voting is closed, the email thread, votes, and results must be recorded with Board records.

Section 3. General Membership Meeting

A. There shall be one [1] General Membership Meeting per year.

B. The Purposes of the General Membership Meeting are:

- 1.** To elect new Board Members.
- 2.** To approve next year’s budget.
- 3.** To handle other business that may come before the Membership.

ARTICLE VIII. ASSOCIATION FUNDS

Section 1. General Rules

A. The finances of this Association shall be managed by the Board.

B. The Board shall propose a budget for the following year’s income and expenses.

C. The Board must approve the use of funds from any source for any purpose.

D. No Board member may incur indebtedness beyond income for any purpose in the name of the Association without the approval of majority vote of the Board.

Section 2. Board Rules

A. Only Board members or members designated by the President shall or may collect funds, make contracts, incur expenses, make payments, propose budgets, approve policies, and approve the use of funds.

Section 3. Annual Budget

A. The Association's fiscal year shall be from September 1.

B. The Treasurer shall submit to the General Membership a financial report and budget for the following year at the General Membership meeting.

C. The Board shall require in writing a copy of the annual financial report and annual budget. The budget shall reflect the current and expected future needs of the Association. All financial reports shall define income and expenditures from all sources. September 1st thru August 31st.

ARTICLE IX. COMMITTEES

Section 1. Committee Responsibilities

A. Any Committee shall be established by the Board and each Committee Chairperson will be a sitting Board Member approved by the Board.

B. The Committee Chairperson shall report to the Board at the monthly meetings on Committee progress and/or needs.

C. The Chairperson shall be responsible for any funds budgeted to their Committee.

D. The Chairperson shall be responsible for requesting help from the Membership to operate their Committee.

E. The Board will maintain the standing committees of the Facility Contracts and Scholarship, and may add in ad hoc committees when deemed necessary for the duration of time they are applicable, after which they may be disbanded.

D. All Committee meetings will be recorded in minutes that will be turned into the Board of Directors within one [1] weeks time of each meeting.

ARTICLE X. AMENDMENTS TO THE BY-LAWS

Section 1. Proposed Amendments

A. Proposed amendments to the By-Laws must be in writing and signed by not less than five [5] Board members or ten [10] Association Members.

B. Proposed amendments must be delivered to Board Members not less than ten [10] days prior to the next Board or General Membership Meeting.

Section 2. Adoption of Amendments

A. Shall be approved by majority vote of the Board.

B. Shall be approved by a majority of present Active Members at any General or Special Membership meeting.

C. Adoption of amendments shall take effect immediately after approval.

ARTICLE XI. POLICIES

Section 1. General Policies

A. Current Written Policies shall be maintained and approved by the Board. Policies may be changed by a majority vote of the Board.

ARTICLE XII. DISSOLUTION

Section 1. Dissolution

In the event of Association dissolution, the Board shall hold all Association records and property in custody until they can be turned over to a suitable successor. To qualify as a suitable successor, an organization must be non-profit, charitable, or have educational purposes.

ARTICLE XIII. INDEMNIFICATION

Section 1. Indemnity

AAA shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of AAA, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to AAA specified in Article XIII Section 3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. AAA may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

Section 2. Exclusion

The indemnification provided by this Article XIII, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the National Board of Review or the U.S. Center for SafeSport to have committed actions which would be the

basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

Section 3. Indemnified Persons

As used in this Article XIII, "Indemnified Person" shall mean any person who is or was a Board Member, Presiding Officer or member, officer, official, coach, committee chair or member, chair, volunteer, employee or agent of AAA, or is or was serving at the direct request of AAA as a director, officer, meet director, official, coach, committee chair or member, chair, volunteer, employee or agent of another person or entity involved with the sport of swimming.

Section 4. Extent of Indemnity

To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by AAA in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to AAA's obligation to indemnify, AAA may require an undertaking from the Indemnified Person obliging them to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if AAA determines that there is reasonable doubt as to such person's ability to make any repayment, AAA shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of AAA to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

Section 5. Successors, Etc.

The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit

of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

The above By-Laws of this Association were ratified by the General Membership at the Annual Meeting held [month day, year], with an unanimous vote of all present.

I, [current acting Board President], as President Albany Aquatics Association, certify that these are the true and accurate By-Laws of this Association.

The below Board members propose the amended By-Laws to be presented to the Board at the next scheduled board meeting on May 08, 2025, to be voted on to and presented to the General Membership at the Annual Meeting scheduled on May 15, 2025, to be approved and adopted.

- 1.** _____
- 2.** _____
- 3.** _____
- 4.** _____
- 5.** _____