

# **PORTLAND AQUATIC CLUB BYLAWS**

As approved by vote of the membership November 17, 2003

Amended by the members on October 6, 2008

Amended by the members on September 20, 2015

Amended by the members on September 18, 2017

Amended by the members on October 5, 2019

Amended by members on September 14, 2024

## **ARTICLE I - NAME**

The name of the corporation shall be the Portland Aquatic Club (hereinafter "Club"). The name may be abbreviated officially to PAC.

## **ARTICLE II – FORM OF ORGANIZATION**

The Club shall be a charitable, nonprofit public benefit corporation, existing under the laws of the state of Oregon, organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

It is affiliated with USA Swimming and with Oregon Swimming Inc.

## **ARTICLE III – PURPOSE**

The purposes of the Club are to foster, develop, and promote swimming activities, including competitive swimming, for the residents of the City of Portland and surrounding communities.

## **ARTICLE IV – FISCAL YEAR**

The tax year of the club shall be from September 1st of each year through August 31st and the fiscal year shall be the same.

## **ARTICLE V – MEMBERSHIP**

The membership of the Club shall be comprised of families of swimmers who have been accepted by the coaching staff for participation in Club activities.

Swimmers maintain good standing by meeting standards of good sportsmanship and poolside discipline established by the coaches in consultation with the Directors. Parents or guardians maintain good standing by meeting financial obligations of the program and by participating in Club activities in accordance with such policies, rules and regulations as the Directors

determine are necessary or appropriate to assure that Club remains financially viable and that club obligations are fairly shared by the membership.

Coaches shall be granted membership without payment of dues or fees.

We strive to build and sustain an inclusive environment that embraces and values diversity. To this end, we pledge to foster fairness, equity, inclusion, and belonging of every race, color, national origin, ethnicity, gender identity, sexual orientation, religion, age, disability, and family income level. This commitment will help the club create equal access to its programs, facilities, and employment.

## **ARTICLE VI – GENERAL MEMBERSHIP MEETINGS**

Meetings of the membership shall be held each fall, and at any other time the Board of Directors deems necessary. At least 7 days advance notice of any general meeting shall be given to each member family of the Club. A majority vote of those present and voting will decide all questions presented to the membership by the Board, as authorized by the Articles of Incorporation. No proxy or absentee ballots shall be permitted.

At a general meeting of the membership, each family is entitled to one vote. For the purpose of conducting a meeting of the membership, a quorum shall constitute those present.

## **ARTICLE VII – BOARD OF DIRECTORS**

As provided by the Articles of Incorporation, management of the Club is vested in a Board of Directors, will consist of not less than three persons and not more than thirteen. As provided by the Articles of Incorporation, the Board shall have the authority to do all things necessary for the orderly management of the Club including, but not limited to: signing contracts, hiring personnel and establishing reasonable policies, rules and regulations to implement the purposes of the Club.

Directors will be nominated to serve on the Board by a committee organized by the Board prior to the fall general meeting of the membership. Members in attendance at the meeting which the Directors are to be elected may nominate candidates for the Board. All nominees must consent to having their names placed into nomination.

Persons nominated to service on the Board must be elected by a majority vote of members present at the general meeting. Upon their election, Directors will serve a two-year term, subject to earlier resignation or removal. A Director may be elected for successive terms.

A Director may resign at any time by delivering written notice of such resignation to the President or Secretary. The Board may remove any Director by the vote of a majority of the

Directors then in office. The Board shall fill any vacancy on the Board on an acting basis until the next meeting of the membership.

A majority of the number of Directors then in office will constitute a quorum for the transaction of business. Attendance at Board meetings is open to any member in good standing of the Club.

The Directors may choose to conduct certain business by electronic communication. In such instances, every Director must have the opportunity to register a vote. A majority vote of all currently serving Directors will be required to arrive at such a decision. The results of such a vote will be recorded in the minutes of the next regular meeting of the Board.

The Board of Directors is authorized to increase the dues paid by the membership to the Club by no more than 5% annually. Any increase proposed to exceed 5% annually shall be authorized by a majority vote of the general membership present at a general membership meeting.

## **ARTICLE VIII – OFFICERS**

At the first regular meeting of the Board of Directors following the fall membership meeting, the members will elect from among the Directors a President, Vice President, Secretary, and Treasurer. The Executive Director/Head Coach shall serve as an ex-officio non-voting member of the Board.

The *President* shall be the chief officer of the Board. The President shall perform such duties as may be determined by the Board of Directors and shall use the authority of the office to carry out the responsibilities of the office in the best interest of the Club.

The *Vice President* is the chief liaison between the Board, the President, and the Executive Director/Head Coach with the mandate to help ensure the Board Directives and resolutions are carried out. The Vice President shall preside over all meetings, if present, or assign an officer as a designee. In the absence of the president or in the event of the president's inability to act, the Vice President will perform the duties of the president. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the president. The Vice President shall perform such other duties as may be prescribed by the Board of Directors.

The *Secretary* shall keep a record of the proceedings of meetings of the Club and shall perform such other duties as may be prescribed by the Board of Directors.

The *Treasurer* will perform or oversee the performance of the following duties: a) be responsible for the proper management and control of all funds of the corporation; b) prepare full and accurate financial records on a timely basis of all the income, expenses and assets of the corporation; c) present reports at every Board meeting on the financial affairs of the corporation; d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of

the corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

The *Executive Director/Head Coach* shall hold responsibility and authority of the management of the daily operation of the Club.

The Board may also elect such other officers as it may deem necessary and shall have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Together, the Board of Directors shall evaluate the performance of the Executive Director/Head Coach hired by the Board on an annual basis.

## **ARTICLE IX - INDEMNIFICATION**

Each person who is or was a director, officer, coach, agent for the club or employee of the club (including heirs, executors, administrator, or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Oregon Nonprofit Corporation Act against any liability, cost or expense incurred in the capacity as director, officer, coach or employee or arising out to the status as a director officer, coach agent for the club or employee including serving at the request of the Club as director officer, employee or agent of another corporation or legal entity).

The cooperation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

## **ARTICLE X - AMENDMENTS**

These bylaws may be amended or repealed by a majority vote of the members of the club at any general membership meeting provided that the notice of the meeting will state that one to the purposes of such meeting is to consider a proposed amendment to these bylaws and is accompanied by a copy or summary of the proposed amendment or statement of the general nature of the amendment.

## **ARTICLE XI -SEVERABILITY**

If any provision of the Bylaws is found in any actual suit or proceeding to be invalid or ineffective, the validity and effect of the remaining provision will not be affected.