

**Wichita Falls Elite Swim Team, Inc.
(WEST)
BYLAWS
And
Articles of Incorporation**

As Adopted, May 1st , 2019

Article I – ORGANIZATION

SECTION 1. **INCORPORATION** – Wichita Falls Elite Swim Team, Inc., herein called the CLUB, is incorporated under the laws of the State of Texas.

SECTION 2. **PURPOSE** – The object and purpose of the Corporation is educational, namely to teach swimming skills to children, and pursuant to such educational purpose to encourage physical fitness through swimming club competition in water sports among children. The Corporation is not organized and shall not be operated for pecuniary gain or profit, and shall have no capital stock and no stockholders.

SECTION 3. **MANAGEMENT** – The CLUB shall be managed by a Board of Directors, herein called the Board, acting in accordance with these bylaws.

Article II – MEMBERSHIP

SECTION 1. **MEMBERSHIP** – The benefits and services of the CLUB shall be made available to any boy or girl who desires to participate in the program sponsored by the CLUB and who is physically able to do so.

Definitions:

- a. **Member in good standing** – A member shall be the parent, legal guardian, or person having custody of any child who is swimming on any swim team sponsored by the CLUB.
- b. **Honorary Member** – An honorary member shall be any adult, not a contractor of the CLUB nor meeting the requirements of Article II, Section 1 (a) upon who the Board, by a vote of not less than two-thirds of the full Board, has bestowed this membership in recognition of services rendered for the CLUB. Such honorary membership shall be for life, shall have the full rights and privileges of regular membership the first year and thereafter on a year by year basis by majority vote of the Board.

SECTION 2. **LIMITATION** – Membership shall not be limited in number except as required by the availability of coaching and facilities and shall be open to anyone who qualifies under ARTICLE II, SECTION 1 (a)

SECTION 3. **VOTING** – Each member family in the CLUB shall be entitled to one vote in the affairs of the CLUB. Voting shall be in person or by pre-arranged proxy.

SECTION 4. **RIGHTS** – A member in good standing shall be entitled to participate in any activity sponsored by the CLUB. The property rights and interests of all members shall be equal on a per family basis.

SECTION 5. **TERMINATION** – Membership shall terminate automatically in the requirements of ARTICLE II SECTION 1(a) are no longer met, or if dues are more than thirty (30) days in arrears. A member may resign his membership at any time by giving notice in writing to the Treasure , provided all obligations to the CLUB have been met in full.

ARTICLE III – DUES, FEES, ASSESSMENTS AND PARTICIPATION

SECTION 1. **FISCAL YEAR** – The fiscal year of the CLUB shall be October 1st to the following September 30th.

SECTION 2. **DUES** – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of the CLUB.

- A. **Member Dues** – Dues for members shall be assessed on a monthly basis, with a discount for a year paid in full, per fiscal year.
- B. **Amount** – The amount of dues per family shall be computed on the basis of a schedule set by the Board, which shall take into account the number of children swimming on sponsored teams.
- C. **Changes in Dues Schedules** – The dues schedule may be changed retroactively.
- D. **Payment** – The Board of Directors shall be responsible for establishing the annual payment of schedule of dues for the appropriate policies governing payment of said dues.
- E. **Refunds** – There shall be no refund of dues or release of obligation to pay dues except as follows:
 1. **Swimmer Quitting Team** – In the event a swimmer quits the team for any reason, upon giving thirty (30) days notice, the member shall be entitled to a refund of any dues installments paid in advance of the end of such notice period.
 2. **Resignation on Increase of Dues** – If dues are increased during the fiscal year in accordance with ARTICLE II, SECTION 2(c), a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis.
 3. **Resignation on Passage of Assessment** – If a new assessment is passed during the fiscal year in accordance with ARTICLE III, SECTION 4, a member resigning because of such increase shall be entitled to a pro rata refund of dues paid, computed on a monthly basis as the effective date of the assessment.
 4. **Special Situations** – The Board, in the event of special situations, may by two-thirds (2/3) vote of the full board, authorize the refund of dues on a pro rata basis.

SECTION 3. **FUNDRAISING COMMITMENT** – The Board of Directors may establish a fundraising committee as part of the financial commitment of membership.

SECTION 4. **FEES**

- A. **Deficiencies** – No swimmer shall be entered by the CLUB in any event in any swim meet if entry fees are not made in advance, unless the deficiency is occasioned by bookkeeping or billing delays.

- B. **Relays** – Entry funds for relays shall be charged to individual entry fee accounts after the event.
- C. **Late Entries** – Fees for late entries at the time of the meet shall be the responsibility of individual members.
- D. **Refunds** – On termination of membership, all unobligated funds in a member's account shall be refunded in full. Meet fees will not be refunded once a swimmer has been approved by swim coaches for a meet.
- E. **Special Fees** – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.

Section 5.

PARTICIPATION – A quality program as conducted by the CLUB requires the active participation of all members in the hosting and staffing of swim meets at various levels of competition, in the operation and maintenance of the necessary facilities, and in other activities. Membership carries with it the obligation to participate in these activities to the extent and in accordance with such rules and regulations as the Board shall promulgate to assure that these obligations are fairly shared by all members.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1.

ANNUAL MEETING

- A. **Time and Place** – The annual meeting of the CLUB shall be held at such place and reasonable time as the Board may designate.
- B. **Purpose** – The annual meeting shall be for the purpose of electing Directors to take office at the beginning of the next fiscal year, receiving committee reports, and transacting such business as may be necessary.

SECTION 2.

QUARTERLY MEETINGS

- A. **Time and Place** – Quarterly meetings of the CLUB shall be held during the first, second and third quarters of the fiscal year at such reasonable times and places, as the Board shall designate.
- B. **Purpose** – Quarterly meetings shall be for the purpose of electing Directors to fill vacancies on the Board for transacting such other business as may be necessary. In addition, the first quarterly meeting of the fiscal year shall be for the purpose of receiving and approving a budget for the fiscal year.

SECTION 3.

SPECIAL MEETINGS

- A. **Call** – Special meetings of the CLUB shall be held upon the call of President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by fifteen (15) percent of the members.
- B. **Time and Place** – Special meetings of the CLUB shall be held at such reasonable time and place as the Board may designate.
- C. **Purpose** – The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

SECTION 4.

NOTICE OF MEETING – Written notice of any meeting of members shall be given to each member not less than seven (7) days nor more than forty-five (45) days prior to such meeting

- A. **Delivery** – Delivery of notice to each family shall be by email

B. **Waiver of Notice** – Required notice of meetings may be waived by a written consent signed by three-fourths (3/4) of the voting members of the CLUB polls. Attendance at a meeting in person shall constitute waiver of notice.

SECTION 5. **QUORUM** – Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 6. **ORGANIZATION**

A. **Presiding Officer** – The President shall preside at any meeting of members, and in his absence, the Treasurer. If neither is present, the members present shall elect a presiding officer.

B. **Secretary** – The Secretary shall serve as secretary for the meeting, and in his absence, the presiding officer shall appoint an acting secretary.

C. **Order of Business** – The order of business at any meeting, if applicable, shall be:

1. Call to Order
2. Proof of Notice of Meeting
3. Approval of Previous Meeting
4. Reports of Officers
5. Election of Directors
6. Reports of Committees and Task Groups
7. Old Business
8. New Business

SECTION 7. **VOTING**

A. **Method** – Voting may be viva voca (voice vote), but ten (10) members shall have the right to demand voting by roll call. Election of Directors, if contested, shall be by secret ballot.

B. **Decision** – All matters coming before the meeting for vote shall be decided by majority vote of those voting, except where different requirements are given elsewhere in these Bylaws.

SECTION 8. **MINUTES OF MEETINGS** – Minutes of each meeting shall be available for inspection by any member desiring to do so as soon as practicable but no later than the notice of the next immediate annual or quarterly meeting of members. Records of meeting minutes are maintained by Board Secretary

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. **BOARD COMPOSITION** – The Board shall be composed of not less than (3) Directors, selected in accordance with ARTICLE V, SECTION 3, plus the head coach, who shall be a voting member of the Board, and whose services shall be considered as service as a Director. The only exception is the head coach will not vote on coaching contracts, including pay, at the beginning of each swim year.

SECTION 2. **TERMS** – All Directors shall be elected at the Annual Meeting of Members each year for terms of two years each

SECTION 3. **ELECTION OF DIRECTORS**

A. **Nomination**

1. **Nominating Committee** – The nominating committee shall consist of a chairman and two (2) members appointed by the president not less than ten (10) days before the delivery of notices of the annual meeting of members. It shall be the duty of this committee to nominate candidates to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination. Consideration shall be given to maintaining reasonably balanced representation of all sponsored teams and swimming locations on the Board.
 2. **Notice** – The report of the nominating committee shall be distributed to members with the notice of the annual meeting and shall include the names of the nominating committee.
 3. **Nomination** – The candidates selected by the nominating committee shall be placed into nomination automatically.
- B. **Election** – Balloting, if nominations are contested, shall be by secret ballot with each member voting for the same number of different nominees, as there are vacancies, on the one ballot. The Secretary shall act as teller, but any nominees receiving the greatest number of votes shall be declared elected to fill an unexpired term, in which case they shall assume office immediately.
- C. **Vacancies** – Should a vacancy occur on the Board for a reason other than normal expiration of term, the President shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume temporarily the duties of Director until the next annual meeting. The notice for such next meeting shall include the nomination for the unexpired term, and the election shall be conducted in accordance with ARTICLE V, SECTION 3 (A)(3) AND 3(B), except that balloting shall be separately for each unexpired term.

SECTION 4.

REMOVAL OF DIRECTORS FROM OFFICE

- A. **Recall by Membership** – Any Director may be removed from office, with or without cause, at any annual, quarterly or special meeting of members, which stated in it's notice that such action was contemplated, by majority vote of the members present.
- B. **Removal by Board Action** – A Director missing three (3) consecutive meetings of the Board may be, but is not required to be, removed from office by majority of vote of all other Board members.
- C. **Automatic Removal** – A Director whose membership is terminated in accordance with ARTICLE II, SECTION 5 shall automatically be removed from the office.

SECTION 5.

MEETING OF THE BOARD

- A. **Time of Meeting** – Meetings of the Board shall be held immediately after the annual meeting, at times set by resolution of the Board, or a call of either the President or the majority of Directors.
- B. **Notice** – Seven (7) days' notice, in person or by email, shall be given all Directors of meetings called by the President or by the majority of Directors.
- C. **Waiver of Notice** – Required notice shall be waived if all absent Directors sign the minutes of the meeting or a separate waiver of notice, which shall

become part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.

- D. **Open Meetings** – All meetings of the Board shall be open to any member, and notice of meetings shall be distributed at each locations where sponsored teams are practicing if time permits, except that executive sessions shall be permitted for the purpose of contract negotiations and for administering the financial assistance fund.
- E. **Quorum** – A majority of the Directors shall constitute a quorum for the transactions of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time until such quorum shall have been attained.

Section 6.

POWERS OF THE BOARD – The Board shall regulate and supervise the management and operation of the CLUB. It shall attend to all internal affairs of the CLUB, shall make such arrangements for carrying on the business as it deems best and in addition to the powers by these bylaws expressly conferred upon the board, it may exercise all the powers of the Corporation and to all such lawful acts and things as are not by statute or by the charter or by these bylaws required to be done or exercised by the members. The control of the Board over these affairs of the CLUB shall be subject to any action from time to time taken by vote of the members of the CLUB.

ARTICLE VI – OFFICERS

SECTION 1.

SELECTION

- A. **OFFICERS** – The board shall elect a President, a Secretary, a Treasurer, and such other officers as “Member at Large” as it may deem proper from time to time, all of whom shall be Directors at the time of elections.
- B. **ELECTION** – At the Board meeting held immediately after the annual meeting of members, the Board of Directors Elect shall set a place and time, not more than two (2) weeks hence, for a meeting at which officers shall be elected. Officers elected at that meeting shall take office at the beginning of the fiscal year, but in the interim shall function in their respective capacities for the for the purpose of carrying out the duties enumerated in ARTICLE V, SECTION 7.
- C. **TERMS** – The term of office of all officers shall be until their successors are elected and take office. Officers may succeed themselves provided their term as Director has not expired.
- D. **VACANCIES** – Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board.

SECTION 2.

REMOVAL OF OFFICERS – Any officer may be removed from the office at any time, with or without cause, by majority vote of the full Board.

SECTION 3.

POWERS AND DUTIES OF THE PRESIDENT – The President shall:

- A. Preside at all meetings of members of the Board, have general and active management of the business of the CLUB, and see that all orders and resolutions of the Board are carried into effect.
- B. Appoint standing and special committees, subject to approval of the Board and serve as ex-officio member of such committees except for the nominating committee.
- C. Sign, with the Treasurer, all checks and other instruments of payment by the treasury in excess of \$2,000.
- D. Perform such other duties as the Board may direct.

SECTION 4.

POWERS AND DUTIES OF THE SECRETARY – The Secretary shall:

- A. Have charge of the records and seal of the Corporation, and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- B. Record and keep in a separate book, the minutes of all meetings and members.
- C. Record and keep in a separate book, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of Directors for approval.
- D. Keep a separate book, a copy of the Charter of the Corporation, together with a dated copy of the current bylaws with amendments.
- E. Maintain a current list of members with addresses, and prior to any meeting of members, with the assistance of the Treasurer update this list in accordance with ARTICLE II, SECTION 5.
- F. Conduct the general correspondence of the CLUB.
- G. Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.

SECTION 6.

POWERS AND RESPONSIBILITIES OF THE TREASURER – The Treasurer shall:

- A. Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of the CLUB in such depositories as the Board may direct.
- B. Disburse the funds of the CLUB as may be ordered by the Board, taking proper vouchers for such disbursements.
- C. Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of the CLUB, and at the annual meeting of members present a like report for the preceding year.
- D. With the President, sign all checks and instruments of payments by the Treasurer in excess of \$2000; and by his or herself all checks of \$2000 or less.
- E. Serve as ex-officio member of all standing and special committees that have control over any funds of the CLUB.
- F. Perform such other duties as are inherent in the office of Treasurer or as directed by the Board.

SECTION 7.

POWERS AND DUTIES OF THE MEMBER-AT-LARGE – The Member-at-Large shall perform such duties as directed by the President.

ARTICLE VII – COMMITTEES

SECTION 1.

CLASSES OF COMMITTEES – There shall be three (3) classes of committees:

- A. **Standing Committees** – Standing Committees are committees established by these bylaws with duties and responsibilities as enumerated herein. All powers assigned to Standing Committees are subject to the authority of the Board. The Standing Committees shall be as follows:
1. **Executive Committee** – The Executive Committee shall consist of the officers of the CLUB and shall conduct such business as is deemed necessary by the President or the Officers.
 2. **Finance Committee** – The Finance Committee shall be responsible for budget preparation, management of expenditures and shall keep a record of dues, the entry fund and the incentive program and shall review and make recommendations to the Board for approval of major expenditures. The Finance Committee shall also, in conjunction with the head coach, receive and decide requests for financial assistance for team membership on a non-discriminatory, uniformly administered and confidential basis.
 3. **Fundraising Committee** – The Fundraising Committee shall be responsible for proposing and administering fundraising projects for participation by the CLUB membership, and shall be responsible for proposing and administering external fundraising projects. In addition, they shall be responsible for making recommendations for and implementing all special events to be conducted by the CLUB and for hospitality at all CLUB functions.
 4. **Pool Facilities Committee** – The Pool Facilities Committee shall be responsible for the supervision of personnel and maintenance of all pool facilities utilized by the CLUB.
 5. **Apparel Committee** – The Apparel Committee shall be responsible for all functions related to the selection, acquisition and distribution of team apparel and related items.
 6. **Special Committees** – Special Committees are committees established from time to time by the President or by the Board with their duties and powers subject to the authority of the Board.
 7. **Select Committees** – A Select Committee shall be a committee not subject to the authority of the Board, which shall have been established by vote of the members with the Committee's powers duties and composition stated in the resolution.

ARTICLE VIII – ACCOUNTING, BUDGET FINANCE

SECTION 1.

REVIEWS

- A. **Annual Reviews** – The books of the Corporation shall be closed on the last day of September of each year to be reviewed by a qualified individual or individual other than the Treasurer and approved by the Board. The review shall encompass all assets of the CLUB or under it's control, with property valued at cost, depreciated value, or replacement cost, whichever is least. Restricted "funds" shall have separate accounting with the net gain or loss

shown in the consolidated statement. The written report of the review shall be prepared in time to present to the members at the annual meeting.

B. **Special Reviews** – Shall be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2. **BUDGET** – A budget for the next fiscal year shall be prepared by the Board of Directors Elect with the assistance of the current Executive Committee, for presentation and approval at the first quarterly meeting of members. A copy of this budget shall be distributed not later than ten (10) days prior to this meeting.

SECTION 3. **CONTRACTS** – Contracts shall require approval of two-thirds (2/3) of the Board of Directors. Contracts involving loans, leases or other obligations of more than twelve (12) months duration shall have to be ratified by a majority of members.

SECTION 4. **REIMBURSEMENT** – Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of the CLUB, but shall not otherwise be compensated.

SECTION 5. **INDEMNIFICATION** – The CLUB shall indemnify and save harmless any individual against the expense of any of 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 CLUB, except in relation as to matters to which they shall be adjudged 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.

SECTION 6. **DISSOLUTION** – In the event this CLUB dissolves, splits or otherwise ceases to legally exist under the terms and conditions of these bylaws, the remaining assets of the CLUB, after all just debts have been discharged, shall be disbursed to any non-profit organization or organizations. These other organizations shall be determined by the individual members; and their pro rata share of the assets shall be sent to that non-profit organization.

ARTICLE IX – BYLAWS AND RULES OF ORDER

SECTION 1. **BYLAWS** – These bylaws, duly adopted on May 1st, 2019 succeed any and all previous bylaws and amendments thereto, which are declared null and void.

SECTION 2. **AMENDMENTS** – These bylaws may be amended by a majority of the members present in person at any regular or special meeting provided that the proposed amendment has been submitted to the membership not less than ten (10) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board of Directors, or shall be signed by not less than four (4) members.

SECTION 3. **INTERPRETATION** – Any question as to the proper interpretation of any provision of these bylaws shall be determined by the Board.

SECTION 4.

RULES OF ORDER – Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of Committees, but shall not take precedence over these bylaws.