

**BYLAWS OF
SANDPOINT SHARKS
SWIM CLUB, INC.**

**Article I
Name, Purpose, and Offices**

- 1.01 Official Club Name.** The official team name shall be Sandpoint Sharks Swim Club, Inc. (SSSC)
- 1.02 Purpose.** The objective and primary purpose of SSSC shall be to foster a safe and competitive swim environment through education, instruction and training of athletes at all levels in accordance with the standards, rules, regulations, policies and procedures of USA Swimming, and Inland Empire Swimming.
- 1.03 Registered Office; Other Offices.** The registered office of the corporation shall be located at 293 Ponder Point Dr., Sandpoint, ID 83864. The Corporation may have other offices within or outside the state of Idaho at such place or places as the Board of Directors may from time to time determine.
- 1.04 Fiscal Year.** The Fiscal Year for the corporation shall begin on January 1 and end on December 31 each year, except for the year of the corporation's formation which Fiscal Year shall begin on the date of incorporation.
- 1.05 Club Code.** The official club code that is registered with USA Swimming is SHRK

**Article II
Members**

- 2.01 Admission to Membership.** The parents or legal guardians of swimmers duly enrolled and in good standing with SSSC shall be admitted as members of the Corporation. Members of the Board of Directors and Coaches employed by SSSC shall also be members of the Corporation, regardless of whether they are parents or legal guardians of a swimmer. The Board may admit other members on a case-by-case basis by majority approval, on such terms and with such voting rights as deemed appropriate by the Board.
- 2.02 Good Standing.** A member who has paid all dues and fees, has completed the current SafeSport Training, and who has agreed to comply with these bylaws, the SSSC Handbook, the Safety Action Plan, the Bullying Policy and all other rules of the corporation, shall be considered a member in good standing in SSSC.

- 2.03 Suspension of Membership.** A member may be suspended and barred from practice and competition as determined by majority vote of the Board of Directors for conduct unbecoming a member of SSSC, for violations of these bylaws or other rules and regulations adopted by the corporation, or for the non-payment of dues or fees for a period of more than one month, or a period of inactivity for more than one month. A coach may suspend a swimmer from practice and competition for these reasons, which suspension must be reviewed by the Board of Directors as soon as practicable, but no later than the next scheduled Board Meeting.
- 2.04 Termination of Membership.** Membership in the corporation may be terminated by majority vote of the Board of Directors if a swimmer retires, fails to pay accrued dues or fees for a period of more than two months, becomes inactive for a period of more than two months, and for repeated or serious offenses. Retirement, inactivity, and termination of membership shall not relieve a member of the obligation to pay all dues and fees accrued but unpaid at the time of retirement, inactivity, or termination.

Article III **Members' Meetings**

- 3.01 Annual Meeting.** The annual meeting of the members shall be held each year at a time, date, and place fixed by the Board of Directors.
- 3.02 Annual Meeting Agenda.** The President of the Board shall set the agenda for each annual meeting of the members. The agenda may include any of the following items, or such other items as deemed appropriate by the President:
- a. Calling the meeting to order
 - b. Read summary of minutes of last annual meeting
 - c. Reports of Board
 - d. Reports of Committees
 - e. Election of Directors
 - f. Old business
 - g. New business
 - h. Adjourn
- 3.03 Special Meetings.** Special meetings of the members may be called at any time for any purpose by a majority vote of the Board of Directors or by affirmative vote of 75% of the Members.
- 3.04 Notice.** Notice of the day, time, place and purpose of the annual meeting of members and of regular or special meetings other than the annual meeting shall be given by the Secretary of the Board by delivering personally or emailing a notice

in conjunction with posting to the website and bulletin board at the pool if available, at least ten (10) days, and not more than fifty (50) days, prior to the meeting.

- 3.05 Quorum.** One-quarter of the members entitled to vote, represented at a meeting in person or by written proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business.
- 3.06 Voting.** If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be an act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, these Bylaws, or otherwise. The parents or guardians of a swimmer shall have one vote, regardless of the number of swimmers enrolled in the club by said parent or guardian. All other members, including coaches and directors, shall have one vote on membership matters.
- 3.07 Proxies.** A member may vote in person or by proxy executed in writing by the member.
- 3.08 Transaction of Business.** All meetings should be conducted according to Robert's Rules of Order.
- 3.09 Action by Members without a Meeting.** Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by 75% of all members entitled to vote with respect to the subject matter thereof.

Article IV **Board of Directors**

- 4.01 Composition of the Board.** The Board shall be composed of seven (7) members. Every Board Member must pass a background check, complete SafeSport Training, and abide by these Bylaws and all other such rules and regulations as may be promulgated by the Board.
- 4.02 Change of Number.** The number of Directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director and in no event shall there be fewer than three Directors on the Board.
- 4.03 Responsibilities of the Board.** The management of all the affairs, property and interests of the corporation shall be vested in the Board of Directors. A Director shall perform the duties as a member of the Board in good faith and in a manner such Director reasonably believes to be in the best interests of the Corporation. The Directors' responsibilities include, but are not limited to: overseeing corporate

finances and membership, establishing policies and guidelines for safe practices and competitions, setting the terms of employment for the Head Coach and any other employee of the corporation, and arranging for accommodations and safe travel to and from competitions.

4.04 Election of the Board. The Board of Directors are elected at the annual meeting of the members, and their term of office shall commence immediately upon election. The Board of Directors shall propose a slate of candidates for office to the members at the annual meeting of the members, which slate may be approved by a majority of the members. If the slate is not approved by the members, the members shall nominate and vote on individual candidates until all positions are filled. Every candidate for the Board of Directors must pass a background check within six (6) weeks prior to his or her election to the Board.

4.05 Positions on the Board.

4.05.1 The President. The President shall preside over the annual meeting of the members and at all meetings of the Board of Directors, shall propose the agendas for all such meetings, have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Directors.

4.05.2 The Vice President. The Vice President elect sits on the board to learn the business and procedures of the corporation for a year before taking over as the President.

4.05.3 The Treasurer. The Treasurer shall be responsible for the corporation's books of account. The Treasurer shall disburse the funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the members and the Board of Directors from time to time as may be required, a report containing an account of all transactions undertaken as Treasurer and of the financial condition of the corporation. The Treasurer shall be responsible for proposing a yearly budget to the Board and shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

4.05.4 The Secretary. The Secretary shall issue notices for all regular meetings, shall keep minutes of all meetings, shall make reports, and perform other duties as are incident to the office.

4.05.5 The Head Coach. The responsibilities of the Head Coach include:

- a. Serve as primary deck coach for a minimum of five days each week.

- b. Set attendance and disciplinary procedures for athletes.
- c. Assist the Treasurer in overseeing and managing the budget for the Swim Team.
- d. Set practice schedule and provide helpful feedback to swimmers.
- e. Serve as main point of contact between the Swimmers/Members and the Board.
- f. Maintain a schedule that allows appropriate and successful communication with the Board of Directors, Members and swimmers.
- g. Maintain regular and timely attendance.
- h. Plan, schedule, and staff all programming in and out of the pool, including periodic swim meets and events, swim and stroke clinics, and team gatherings.
- i. Schedule and lead regular coaches' meetings to ensure all coaching staff understand and implement the training cycle.
- j. Ensure all team competitive swimmers are registered with USA Swimming or US Master Swimming.
- k. Ensure all coaching staff have completed required training and certification per District and USA Swimming requirements.
- l. Know and follow all SafeSport policies and be current on training.
- m. Attend all pertinent SSSC meetings and trainings.
- n. Oversee team equipment and property needs and assist with equipment and supply acquisition.
- o. Represent the team and actively participate in USA Swimming or US Master Swimming when called upon.
- p. Keep and maintain swimmer's times.
- q. Other duties as assigned.

4.05.6 The Safe Sport/Fundraising Chair. The Safe Sport shall be responsible for the club's consistent accreditation as a Safe Sport club. The chair is responsible for scheduling all athlete and parent training throughout the year. The Safe Sport Chair is required to comply with all reporting as required by USA Swimming. The Safe Sport Chair will oversee and form a Fundraising committee for the SSSC. The fundraising chair's job duties include:

- a. **Planning:** Working with a committee to plan and organize fundraising activities, including events
- b. **Budgeting:** Collaborating with leadership to create a budget that covers expenses while generating revenue
- c. **Delegating:** Assigning tasks to committee members
- d. **Reporting:** Presenting reports on fundraising activities to the board.
- e. **Securing opportunities:** Working with volunteers to identify potential donors and with organizational leaders to find fundraising opportunities.

- 4.05.7 Member At Large.** As needed the responsibilities of the Member at Large are as follows:
- a. **Attend meetings:** Attend all board meetings and committee meetings.
 - b. **Serve on committees:** Join committees and serve as a committee chair.
 - c. **Provide perspective:** Offer a broad perspective and diverse insights to the board.
 - d. **Act as a liaison:** Serve as a liaison between the membership and the board of directors.
 - e. **Participate in policy making:** Participate in global strategic planning and policy-making.
 - f. **Share knowledge:** Participate and share knowledge to inform and educate other board representatives.
 - g. **Take on special projects:** Take on special projects, oversee committees, or mentor membership.
- 4.06 Vacancies.** All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of the predecessor director and until a successor is elected at the next Annual Meeting.
- 4.07 Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place fixed by the President. In addition to the annual meeting of the members, there shall be at a minimum quarterly meetings of the Board of Directors each year. The time and place of each Board meeting will be posted on the SSSC website. Members may attend regular meetings of the Board of Directors, but are not entitled to vote on matters before the Board. Members do not have a right to be heard on matters before the Board, but the President may, in his or her discretion, recognize members to be heard on relevant matters before the Board.
- 4.08 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or upon written request by any two (2) Directors for any purpose over which the Board has authority. The Secretary shall attempt to give notice of the time and place of such meeting to each Director at least three (3) days prior to the meeting by phone, email, or personally. Such notice need not specify the purpose of the meeting.
- 4.09 Quorum.** A simple majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- 4.10 Voting.** Each Director shall have one vote on matters before the Board, regardless of the number of swimmers in the Board's family. The Head Coach and members

of the Head Coaches' family or household may not vote on matters relating to the Head Coach's wages, salary, or terms of employment. The affirmative vote of a majority of the Directors shall constitute an act of the Board, unless these bylaws or another rule or regulation set a different threshold.

- 4.11 Registering a Vote in Abstention.** If a Director cannot be present at a meeting, and would like to file a written dissent, agreement or abstention to action being discussed by the Board, that Director can file their written voice with the Secretary, who will read this voice at the meeting, but, as this Director was not privy to the conversation surrounding the vote, their voice will not be counted as a vote.
- 4.12 Executive and Other Committees.** The Board of Directors may appoint standing or temporary committees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the Board of Directors. Each committee must be chaired by at least one Director, but may be staffed by as many Members of the Corporation as deemed necessary by the Committee Chair. The Committee Chair will be responsible for keeping regular minutes of their meetings and reporting these minutes to the Board. The designation of any such committee and the delegation of authority thereto, shall not relive the Board of Directors, or any Member thereof, of any responsibility imposed by these Bylaws.
- 4.13 Restrictions of Committees.** No such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws; electing, appointing or removing any Member of any committee or any Director or officer of the corporation; adoption a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease or exchange of any of the property and assets of the corporation other than in the ordinary course of business and in the manner consistent with the non-profit status of the corporation; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors.
- 4.14 Remuneration.** No salary shall be paid to directors for their service except for the Head Coach. The Board of Directors shall set the Head Coach's yearly salary and terms of employment.
- 4.15 Loans.** No loans shall be made by the corporation to any Director. In addition, no loans shall be made by the corporation that will be carried over into the next fiscal year.
- 4.16 Suspension and Removal of Directors.** Any Director may be suspended from the Board at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes cast by Board Members having voting rights with regard to the election of any director.

In the event a Director is suspended as provided in the preceding paragraph, the Secretary (or acting Secretary in the event the Secretary was suspended) shall add the removal of said director to the agenda of the next scheduled meeting of the Members or, if no regular meeting of the Members is scheduled, the Secretary shall call a special meeting of the Members of SSSC and provide notice to all Members stating that a named director shall be considered for removal and the cause for such removal. The Secretary shall cause Notice to issue to the members in the manner provided in section 3.04 above. If the Director is removed by majority vote of the Members at the Members Meeting, an election shall be held immediately thereafter to appoint a replacement Director who is in good standing and has passed a background check, in the manner set forth in section 4.04 above.

4.17 Action by Directors Without a Formal Meeting. Any action decided on through an informal meeting of the directors, or at a committee thereof, may be taken as long as there is written consent setting for the action to be taken, signed by all the directors or all the members of the committee, before such action is taken. Such consent shall have the same effect as a unanimous vote and shall be entered into the corporate records.

4.18 Transaction of Business. All meetings should be conducted according to Robert's Rules of Order.

Article V

Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons as may be determined by resolution of the Board of Directors.

Article VI

Indemnification of Officers, Directors, and Employees

The corporation shall indemnify its officers, directors and employees to the greatest extent permitted by law. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer or employee of the corporation or who is or was serving at the request of the corporation as an officer, employee or agent, against any liability asserted against such person and incurred by such person in any such capacity, whether or not the corporation would have the power to indemnify such person against such liability under the provision of this Article.

Article VII

Contracts and Conveyances

All contracts, deeds, conveyances, negotiable instruments and other instruments of like character which have first been approved by the Board of Directors shall be signed by the President and by the Treasurer or as otherwise directed by the Board of Directors. No contract of any officer of the corporation shall be valid without previous authorization or subsequent ratification of the Board of Directors.

Article VIII

Books and Records

The corporation shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of all meetings; and shall keep at its registered office or principal place of business a record of its directors and members, giving the names and addresses of all directors and members.

In the event there is a conflict between a provision of the Bylaws and the Internal Revenue Code, a mandatory provision of the Articles of Incorporation or a mandatory provision of the laws of the state of Idaho, then any conflicts shall be resolved by giving priority to the Internal Revenue Code, then the mandatory provision of laws of the state of Idaho, and finally the mandatory provision of the Articles of Incorporation shall control.

Article IX

Amendments

The Members shall have the power to make, alter, amend and repeal the Bylaws of this corporation. A modification to these Bylaws may be proposed by the Board or the Members. Any proposed modification to the Bylaws must be duly noted upon the proposed agenda for a meeting of the Members. Any modification to the Bylaws shall be effective upon majority approval of the members present at a meeting.

Article X

Charitable Purposes/Negation of Pecuniary Gain

10.01 Charitable Purposes. The corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any provisions of these Bylaws to the contrary, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualified for tax-exempt status under 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. Furthermore, this corporation shall neither conduct nor carry on any activities which subject the corporation to liability for excise taxes imposed pursuant to 4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

The corporation will not engage in nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distributing of statements), on behalf of any candidate for public office.

- 10.02 Negation of Pecuniary Gain.** No part of the net earnings of this corporation shall be for the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the exempt purposes for which it was formed.

Article XI

Policies and Procedures Manual will be maintained by Board of Director

The Board of Directors will establish and maintain a Club Handbook, a Safety Action Plan, and other such policies and procedures manual as deemed necessary. These documents may expand on the rules of the team's business, including but not limited to fiscal practices, benefits to volunteers who serve the corporation, and standard document outlines. Such documents shall be available for review by any member in good standing. Any modifications or additions to the manual will be posted for review by the membership once adopted.

Article XII

Operating Reserves Policy

- 11.01 Purpose** The purpose of maintaining operating reserves for SSSC is to promote long-term financial health, support continuity of programs, and safeguard against unexpected expenses, revenue shortfalls, or seasonal fluctuations in membership and fundraising.
- 11.02 Minimum Reserve Requirement.** SSSC shall maintain unrestricted operating reserves equal to a minimum of **three (3) months of average operating expenses for payroll, pool rental and all accounting/web software services**. This amount shall be calculated annually based on the previous fiscal year's actual expenditures, excluding one-time capital improvements or extraordinary expenses.
- 11.03 Oversight and Monitoring.** The Treasurer, in coordination with the Board of Directors, shall monitor the operating reserve levels on a quarterly basis and provide updates during regular Board meetings. If reserve levels fall below the required minimum, the Treasurer shall present a written action plan to restore reserves within a reasonable period, typically not to exceed 12 months.
- 11.04 Use of Reserves.** The use of operating reserves must be approved by a two-third (2/3) majority vote of the Board of Directors. Approved uses include, but are not limited to:

- Temporary shortfalls in program income or dues
- Unforeseen costs related to coaching staff or training schedules
- Opportunities that support SSSC's mission and long-term strategic goals

11.05 Replenishment of Reserves. If reserves are drawn below the required minimum, SSSC must adopt a replenishment plan, outlining specific steps and a timeline for restoring reserves to the minimum threshold. This plan shall be reviewed at each monthly Board meeting until the reserve is fully restored.

Adopted by resolution of the corporation's Board of Directors on _____

Signed,

President

Safe Sport

Vice President

Member at Large

Treasurer

Secretary

Head Coach