

**BYLAWS  
FOR  
DOUGLAS DOLPHINS SWIM TEAM**

Preamble:

The Douglas Dolphins Swim Team is a competitive swimming program organized to promote and foster all phases of amateur swimming in the Carson Valley. The intent of this program is to provide an age-group swimming program based on the rules and regulations set forth by USA Swimming.

Article I                    **NAME**

The name of the swim team is to be known as the Douglas Dolphins Swim Team, also known and referred to as DDST.

Article II                   **PURPOSE**

The purpose of the Douglas Dolphins Swim Team is to teach the foundations of fun, fitness, self-discipline, sportsmanship, and team work through the sport of competitive swimming within the meaning of Section 501(c)(3) of the Internal Revenue Code, and operate a competitive swimming team within the state of Nevada and to engage in such other activities as shall promote and support such purpose.

Article III                   **OBJECTIVES**

The objectives of DDST are:

- A. To stimulate an interest in and provide training for competitive swimming.
- B. To provide an opportunity to learn sportsmanship and team cooperation.
- C. To contribute to the increased skills and knowledge for high school, college, and senior levels of swimming.
- D. To furnish a positive wholesome and worthwhile physical, mental, and recreational outlet.

Article IV                   **MEMBERSHIP**

All DDST swimmers without delinquent financial obligations to DDST are members of the swim team. Parents and/or guardians of all full-time (nonseasonal) dues paying team members are the voting members of DDST, also referred to hereinafter as "The Membership." The Membership shall be entitled to one vote per family billing account in all matters requiring a vote of The Membership.

Active assistance and participation by The Membership in swim meets, team events, and fundraising activities is necessary to support the cost of the pool fees, coach compensation, and general operation of DDST, and is an obligation of membership in DDST in accordance with policies established by the DDST Board of Directors.

Article V                    **DIRECTORS AND OFFICERS**

Section A

The DDST Board of Directors, hereinafter referred to as "The Board," shall consist of the Head Coach contractor, plus an even number of Directors elected from and by The Membership by a simple majority of the votes cast by The Membership during

the annual election. Each year the President or designee(s) shall accept oral or written nominations for seats on The Board during the first ten (10) days of August. No more than one (1) member of each eligible family shall be nominated or eligible to serve as a Director. Ballots containing the names of all nominees shall be mailed or hand delivered to each voting member no later than the next business day following the 14th day of August, and must be returned no more than 10 calendar days later. Elected Directors shall be directly notified of their election first, and then the election results shall be announced to the entire voting membership no later than the 31st day of August. The new Directors shall take office at the first Board meeting in September. Terms of office shall be for one year, expiring at the first meeting in September of the following year.

All Directors are required to annually read and sign their acceptance and understanding of the DDST Conflict of Interest Policy (Addendum A in these Bylaws).

#### Section B

The number of Directors shall not exceed one third (1/3) of the families in The Membership, except that the number of Directors shall not be fewer than five (5). The actual number of Directors shall be revised as needed by simple majority vote of The Board in July of each year, shall be documented in the minutes of that meeting, and shall become effective the following September.

#### Section C

Upon taking office, the first duty of The Board shall be to elect, by simple majority of all voting families present at the meeting, Directors to serve as officers of DDST for a one (1) year term. A President, Vice President, Secretary, and Treasurer shall be elected, and no person shall hold more than one of these offices at the same time. No person shall fill the office of President or Vice President for more than three (3) consecutive years.

The Board shall also appoint one or more Meet Director(s), and such other position(s) as it may deem necessary. Appointed positions need not be filled by current Directors, but must meet any and all membership and registration requirements imposed by USA Swimming. Unless otherwise provided for in these Bylaws, appointees who are not also elected Directors shall have voice but not vote in matters coming before The Board.

#### Section D

Should a Director cease to be an eligible voting member of DDST, that Director is no longer eligible to sit on The Board, except as provided elsewhere in these bylaws. A replacement to serve out the remainder of his/her term shall be appointed by the President subject to approval by The Board. This does not apply to a Director whose swimmer is inactive (i.e. on a temporary leave of absence) provided all membership obligations continue to be met.

Any Director who is not fulfilling his/her duties may be removed from The Board by a 2/3 majority vote and a new member appointed.

#### Section E

Each year one (1) seat on The Board may be filled by an elected individual who does not meet the requirements set forth in Article V, Section D. If there is not an individual who is in this position and a current Director has ceased being an eligible voting member of DDST, by approval of The Board that Director may continue to serve the remainder of their term. Any office held by that Director may be reappointed by The Board to another eligible Director.

Section F

Each Director, upon expiration of his/her term of office or in the event of resignation, shall without delay turn over to his/her successor all records, procedures, books, funds, or other material pertaining to his/her office. These data must be current in order to facilitate an orderly transition.

Section G

Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of DDST, but shall not otherwise be compensated.

Section H

The Douglas Dolphins Swim Team (DDST) shall indemnify and save harmless any individual against the expense of any action, suit, or proceedings in which they are made a party by reason of their being or having been a Director, Officer, or duly authorized agent of DDST, except in matters for 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.

Article VI

**DUTIES OF THE OFFICERS**

Section A

The President shall set the agenda for and preside at all meetings of The Board or The Membership. Subject to approval by The Board, the President shall appoint successors to fill any vacancies which may occur on The Board; shall appoint chairs of all committees and make sure all jobs delegated are properly taken care of; shall meet with the Secretary and Treasurer to organize yearly USA registration; shall confer with the Head Coach contractor, the Meet Director, the Zone-4 Board, and other teams regarding swim meet dates; shall oversee the activities of the Meet Director and the Head Coach contractor; shall accept nominations for The Board of Directors and notify the Secretary of the nominations; shall arrange a photographer for the annual team picture; shall keep communication channels open to new competitive possibilities; and shall confer with the Vice President and Treasurer to set a budget for the fiscal year.

Section B

The Vice President shall act as an aide to the President, and shall, in the absence of the President, perform the duties of the President and shall keep the Bylaws up to date.

Section C

The Secretary shall maintain an accurate, permanent record of the proceedings of all meetings of The Board of Directors; shall keep a record of membership registration forms, maintain the swim team roster and mailing list up to date with aid of the Coaching staff; and mail out or hand deliver ballots for any changes to the Bylaws and for the annual election for The Board of Directors.

Section D

The Treasurer shall collect all dues and receive all funds for DDST and shall deposit them in DDST's name in a bank approved by The Board; shall keep an accurate record of receipts and disbursements; shall file a written statement of account at every meeting of The Board, and an oral statement at other times upon request by The Board;

shall file an annual financial report with The Board following the end of each fiscal year; shall handle all necessary bookkeeping; shall pay all bills properly owed including contractor compensation and pool fees; shall ensure that income tax and 501(c)(3) status is up to date; shall send out delinquent dues statements monthly; and shall follow through on collection of dues, with cooperation of The Board as necessary.

Section E

The President and Head Coach contractor shall be the team representatives to the Pacific Swimming Zone-4 Board of Directors and to the Pacific Swimming House of Delegates. The Vice President and/or the Meet Director shall be the alternates.

Section F

Subject to approval by the President and The Board, any officer may delegate the performance of (but not the responsibility for) of any of their duties as listed above.

Article VII **DUTIES OF THE BOARD OF DIRECTORS**

Section A

The Board of Directors, under the direction of the President, shall coordinate the necessary persons to complete all tasks assigned. The Board shall have final approval of the dates for all swim meets and other team activities sponsored by DDST.

Section B

The Board of Directors shall be responsible for contracting with a Head Coach, and Assistant Coaches and/or Coaches Aides as needed. The Head Coach contract shall be for a term of one (1) to three (3) years at the discretion of The Board. The performance of all Coaches will be evaluated annually. The performance ratings will be coordinated with, reviewed, and approved by The Board.

Section C

The Board of Directors shall set and adjust monthly dues and other fees, and shall establish policies and requirements regarding swim meet support, fundraising, team travel, member conduct, etc., as necessary to fulfill the objectives and obligations of DDST. Policies, dues and fee schedules, multi-swimmer discounts, and other conditions related to swimmer fees shall be set forth and communicated to The Membership in the DDST Team Handbook, Newsletter, and on the DDST web site.

Section D

No DDST funds shall be spent without prior Board Approval, except as provided herein. The Board may authorize certain regular recurring expenditures, such as Coach compensation, pool use fees, and normal snack bar purchases and payments. In addition, the President and Vice President may at their discretion, authorize expenditures up to one hundred dollars (\$100.00) without prior approval of The Board. However, subsequently, all such expenditures shall be coordinated with the Treasurer, and reviewed and validated by The Board.

Article VIII **MEET DIRECTOR**

Section A

The Meet Director(s) shall be appointed by The Board, and shall serve at their discretion.

Section B

The Meet Director's responsibilities include, but are not limited to: preparing meet sheets in coordination with Coaches and other interested members; obtaining sanctions; preparing the facility; arranging for personnel, equipment, and supplies necessary for meet operation; processing entries; printing programs; preparing and distributing the summary of meet results within three (3) days after each meet; and filing the LSC report.

Article IX

**HEAD COACH**

The Head Coach contractor shall oversee and direct the activities of all other coaching contractors, and shall satisfy the tasks set forth in the contracts. The Head Coach contractor shall serve as a Director and shall have one (1) vote on The Board. If the Head Coach contractor is unable to attend a Board meeting, an Assistant Coach contractor may be sent in their place and vote for them. The Coach's vote will be abstained for all salary issues.

Article X

**MEETINGS**

Section A

The Board shall meet at least once a month or more often as necessary at the call of the President. All meetings of the Board are open except for executive sessions. During open sessions, unless otherwise provided in these bylaws, DDST members who are not also Directors shall have voice but no vote on all matters before the Board. Non-members of DDST shall have no vote, and no voice except as approved by the presiding officer or by a majority of Directors present. The Board reserves the right to exclude any person whom a majority of Directors present determines to be disrupting the orderly conduct of the meeting. Executive sessions may be called, by either the presiding officer or by a majority of Directors present, to discuss contracts, budgetary matters, personnel evaluations, compensation, and any other issues of a confidential or personal nature.

Section B

A General Membership Meeting of the voting Membership of the swim team shall be held at least once during each calendar year in the month of August or September, or at the call of The Board. The Board, or a quorum of the voting membership, may also, upon written notice of at least seven (7) days, call a special meeting of the Membership to conduct any DDST business specified in such notice.

Section C

Only a quorum can decide the results of voting issues, and only at meetings duly convened in accordance with these bylaws. A quorum at meetings of the Board of Directors shall be the presence of a majority of the total number of Directors currently serving. A quorum at General Membership meetings shall be the presence of at least Twenty Percent (20%) of the eligible voting DDST family billing accounts.

Section D

Eligible Voting Members of DDST shall be entitled to one (1) vote per family billing account.

Article XI **AMENDMENTS**

Section A

Amendments to the Bylaws may be initiated in either of two (2) ways. First, The Board shall, by a two-thirds (2/3) majority vote, propose a Bylaw amendment or change to be sent to the total voting membership for approval. Second, by initiative vote of at least fifty percent (50%) of the voting membership, an amendment or change shall be proposed which The Board shall send to the total voting membership. (This may be done in form of a petition.)

Section B

Amendments to these Bylaws can only be approved by a two-thirds (2/3) majority vote of the ballots returned by the voting membership, except for changes required to comply with local, state, or federal law which shall be made and become effective immediately without further notice or approval.

Section C

For amendments requiring approval of The Membership, The Board shall allow not less than ten (10) days from the date the proposed amendment or change is sent out for the ballots to be returned.

Section D

All voting members will be notified within 30 days of all changes made to these Bylaws. These Bylaws were modified by the appropriate parties on 26 January 2007, and most recently on 25 August 2010, and succeed any and all previous Bylaws and amendments thereto, which are declared null and void.

Article XII **RULES OF ORDER**

Roberts Revised Rules of Order shall be the parliamentary guide for all meetings convened under these Bylaws, but shall not take precedence over these Bylaws. Any question as to the proper interpretation of any provision of these bylaws shall be determined by The Board.

Article XIII **CONFLICT OF INTEREST POLICY**

Section A **PURPOSE**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section B **DEFINITIONS**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

## **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Part III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section C PROCEDURES

### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above

determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section D RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section E COMPENSATION**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section F ANNUAL STATEMENTS**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and



4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section G      PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section H      USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Part VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.