

January 2008

The By-Laws
of
The Old Dominion Aquatic Club, Incorporated

ARTICLE I

NAME, ORGANIZATION AND OBJECTIVES

SECTION 1. NAME

The name of the organization shall be the Old Dominion Aquatic Club, hereinafter referred to as the "Club". The Club is a member of the Virginia Local Swimming Committee of USA Swimming.

SECTION 2. ORGANIZATION

The Club is a non-profit organization under Section 501C (3) of the Internal Revenue Code. Financial resources to support activities are obtained through membership dues and fund raising activities.

SECTION 3. OBJECTIVES

The objectives of the Club are as follows:

- A. To implement a swimming program on a USA Swimming level.
- B. To develop a capable swimmer, at any age level, to their highest swimming ability.
- C. To compete in such local and national USA Swimming competitive meets as possible.
- D. To conduct and sponsor its own USA Swimming meets.
- E. To promote team spirit and good sportsmanship among the members in practice, as well as in competition.

ARTICLE II

MEMBERSHIP AND MEETINGS

SECTION 1. MEMBERSHIP

- A. Membership in the Club is open to any family with swimmers who demonstrates ability for competitive swimming to the satisfaction of the coach, subject to space limitation within practice teams.
- B. All swimmers must become a member of USA Swimming by paying the USA Swimming membership fee.
- C. All members are required to register annually.
- D. The custodial parent or legal guardian of a swimmer shall automatically become a voting member of the Club. Each family, regardless of the number of swimmers

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- in the Club, shall have only one vote, which must be cast by either of the parents, or jointly.
- E. All members and any Club employee shall abide by the By-Laws of the Club and guidance in the Club Handbook. All members shall comply with dues and other financial requirements set forth by the Board of Directors. Noncompliance may mean loss of the voting rights, suspension or expulsion from the Club as the Board of Directors may decree.
 - F. The Club may extend Associate Memberships to non-athletic individuals who, due to their interest in furthering the objectives of USA Swimming and ODAC, desire to participate and provide support to ODAC activities and functions. Associate members shall pay dues as delineated in the Club's Handbook and shall enjoy all the benefits and privileges and responsibilities of Club membership with the exception that associate members may not vote.

SECTION 2. MEETINGS

A general membership meeting shall be held in each quarter of the calendar year, with the date being set by the Board of Directors. The first meeting of the swimming year (beginning September 1) will be the Annual Meeting. The general membership shall be notified at least one week prior to all regular quarterly meetings and any special meetings that may be called.

To constitute a quorum, families who are in good standing representing 10% of the total number of families in the membership must be present in person. At all meetings of the Club, each family of record shall be entitled to one (1) vote. The order of business at the general membership meetings of the Club shall be as follows: Call to order and roll call to determine presence of a quorum, reading and disposition of any unapproved minutes, reports of officers, election of directors and budget vote (only at the last meeting of the swimming year), unfinished business, new business, and adjournment. All meetings and business of the general membership shall generally follow the provisions of Robert's Rules of Order and Parliamentary Procedure.

ARTICLE III BOARD OF DIRECTORS

SECTION I

All legislative powers, including the power to govern and direct the day-to-day affairs of the Club shall be vested in the Board of Directors, hereinafter referred to as the Board. The Board shall have the authority to assign responsibilities necessary to carry out the Club's day-to-day operations.

SECTION 2

The Board shall be eleven in number and shall be composed of a President, Vice—President, Secretary, Treasurer, Head Coach and Six Members-at-Large.

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SECTION 3

- A. The Board shall be elected by the general membership for a term of two years, five (5) board members being elected each year. Board members shall be elected to serve overlapping terms at the Annual Meeting.
- B. If an individual board member serves on the Board for two consecutive two-year terms, the board member is not eligible to serve again until after one year of being a non-member of the Board.
- C. At least sixty days prior to the final swimming year meeting, the President shall appoint a Nominating Committee of at least three members. The Nominating Committee shall nominate candidates for membership on the Board. Further nominations may be made by the general membership from the floor. The five nominees receiving the most votes will be deemed to be elected as Board members.
- D. Vacancies on the Board will be filled by appointment by majority vote of the Board, the appointee to serve for the unexpired term of their predecessor. The appointee will serve from the time of their Board appointment and must be confirmed or replaced by a vote of the general membership at the next quarterly meeting.
- E. The Board shall elect its officers by a majority vote of its members.
- F. A Board member may be removed from the Board for repeated nonattendance at Board meetings or such other violations or indiscretions as will bring discredit to the Club. Such removal will be by a two-thirds majority vote of the membership present at the general membership meeting.

SECTION 4

The time and place of all meetings shall be fixed by the President. At least two days notice of all such meetings shall be given to each Board member. All Board meetings shall be open to all Club members, except in those situations where by majority vote of the Board it will be in the best interest of the Club to hold a closed meeting (e.g., those meetings relating to corporate or legal matters). A quorum of six Board members is required for the conduct of any business. The President shall be required to call a special meeting of the Board upon request of one-third of the members of the Board. In the absence of the President, the Vice-President may call such a meeting upon the same request.

The order of business at Board meetings shall be as follows: Reading and disposition of any unapproved minutes, reports of officers and committees, unfinished business, new business and adjournment.

All meetings and business of the Board shall generally follow the provisions of Robert's Rules of Order and Parliamentary Procedure.

SECTION 5

The Board shall have the following powers and responsibilities:

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- A. To collect all dues and fees and incur expenses necessary for the subsistence and general welfare of the Club.
- B. To establish the procedures and methods of payment, of the monies to be expended for USA Swimming dues, insurance, registration fees and entrance fees. Expenses for transportation and related items as may be necessary will be under direct supervision of the Board.
- C. To open such bank accounts for the Club as it deems advisable.
- D. To prepare a budget for each swimming year, such budget to be submitted to the general membership for approval prior to the start of the budgeted swimming year.
- E. To select a head coach.
- F. To suspend any parent or swimmer for failure to abide by the By-Laws or rules and procedures of the Handbook, for failure to comply with the financial obligations of the Club, for misconduct or for any reason deemed appropriate by the majority of the Board.

SECTION 6. DUTIES OF OFFICERS

The duties of officers of the Board shall be as usually pertain to their respective offices or as prescribed and assigned by the membership.

- A. President
The President shall preside at all meetings of the Club and the Board, shall be a member ex-officio of all committees except the Nominating Committee and the Grievance Committee, and shall appoint any special committees that are formed.
- B. Vice-President
The Vice-President shall act as aide to the President and shall perform the duties of the President in his absence.
- C. Secretary
The Secretary shall provide each member of the Club with notice of all regular and special meetings of the Club, shall keep the minutes of the proceedings of such meetings and shall provide a copy of such minutes to the Board. The Secretary shall prepare abbreviated minutes, which shall be published in the Club newsletter.
- D. Treasurer
The Treasurer shall be the general financial officer of the Club. The Treasurer shall keep an accounting of all monies and funds belonging to the Club, shall keep adequate books and records of all receipts and disbursements and shall make full report at all quarterly membership meetings. The Treasurer shall prepare an annual financial statement, a copy of which shall be given to each member of the Club in attendance at the Annual Meeting. The treasurer shall act as Chairman of the Finance Committee and shall be a member of the Bingo Committee.
- E. Members-at-Large
In addition to the duties as members of the Board, the Members-at-Large shall act as advisors to the various standing committees and coordinators that are established as required by the Board.

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SECTION 7. COMMITTEES

A. Formation and General Rules:

1. The Board shall appoint members of each committee and coordinators from the general membership or from the Board. Each Standing committee chairperson may also appoint such sub-committees as necessary for execution of the duties assigned to the committee. However, that committee chairperson shall serve on, and be responsible for the action of, all subcommittees.
2. Vacancies in committees shall be filled by the Board as required.
3. Each committee shall be composed of as many members as deemed necessary by the Board. Committee chairpersons may enlist the assistance of additional Club members for the proper execution of the committee's duties.
4. No committee shall have the right to obligate the Club in any way, or in any sum in excess of the specified budgeted amount established for its use for the current year by the Board.
5. All committees shall report on their activities to the Board whenever requested and are at all times under the direct supervision and control of the Board, having only such authority as is assigned herein, and as may be assigned to them by the Board.
6. Specifics regarding committees and coordinators, not presented herein, are contained in the Club Handbook.

B. Standing Committees:

The standing committees shall be as follows: Finance, Membership, Bingo, Grievance, and LSC.

C. Duties and Responsibilities of the Standing Committees:

1. The Finance Committee shall prepare the annual budget for submission to the Board for review and approval by the general membership and advise the Board on the financial affairs of the Club. The Treasurer shall serve as Chairman of the Finance Committee.
2. The Membership Committee shall be responsible for the recruitment and retention of members.
3. The Bingo Committee shall oversee the proper operation of the Club's bingo activities. The Board shall appoint a chairperson and the Treasurer and one other appointed Board member shall serve as members of the Bingo Committee.
4. The Grievance Committee is established in Article V herein.

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5. The LSC Committee: The Head Coach, the President and one other voting ODAC member shall be assigned as representatives to Virginia Swimming. They shall be responsible for attending Virginia Swimming House of Representatives meetings.

D. Other Committees

Other select and special committees may be established as deemed necessary by the Board of Directors. These committees shall be defined in the Handbook.

ARTICLE IV

FINANCIAL OBLIGATIONS OF MEMBERSHIP

SECTION 1. FINANCIAL OBLIGATIONS

Membership dues, entry fee accounts, registration fees and other financial obligations are established by the Board for the financing of Club activities. The dollar amounts payable, the schedule for payment, and other rules and procedures pertaining to these financial obligations are established by the Board and published in the Club Handbook. Dues increases and changes to entry fee requirements and other financial obligations shall be approved by a majority vote of the general membership at a general membership meeting.

SECTION 2. DELINQUENCY

Any member in arrears in dues, entry fees, USA Swimming Registration or other financial obligations by fifteen days will be automatically suspended and will lose all rights and privileges of the Club membership. A suspended member whose account is still in arrears at the end of thirty days shall be recommended to the Board for expulsion. Exceptions to these limits may be granted by the Board in extreme or unusual circumstances.

ARTICLE V

GRIEVANCE COMMITTEE

SECTION 1

A Grievance Committee shall be appointed by the Board to act as liaison between the general membership and the Board, to arbitrate between disputing groups or persons, and to bring to the attention of the Board any and all potential problems.

This Committee shall consist of three representatives from the general membership. No member of the Board shall serve on the Grievance Committee. Grievance Committee members shall be appointed for a term of one year and no person shall serve on the Grievance Committee for more than two consecutive one-year terms. The Committee

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shall be appointed by the Board at the beginning of each swimming year. The names of the members of the Grievance Committee shall be published in the Club newsletter.

SECTION 2

Any member may apply to the Grievance Committee for review of any grievance, including suspension and expulsion, and dissatisfaction with any Board decision or policy. The Grievance Committee will convene immediately, conduct its investigation and report its findings and recommendations to the Board. The Grievance Committee shall be responsible for notifying the applying member of the Board's action on their grievance.

SECTION 3

A Club member may appeal a Board decision, resulting from the Board review described in Section 2 above, by applying to the Grievance Committee for review by the general membership at a general membership meeting. The Grievance Committee will report all circumstances of the grievance to the general membership at the meeting. The Board's decision may be reversed or altered by a majority vote of Club members present at the general membership meeting.

ARTICLE VI

AMENDMENTS

These By-Laws may be amended by a two-thirds vote of the general membership present at any regular or special meeting, provided that the proposed amendment has been communicated in writing to all members of the Club at least two weeks before the meeting.

ARTICLE VII

STANDING RULES AND PROCEDURES

Rules and procedures governing member activities and operations of the Club shall be formulated by the Board with the advice of the various standing and other committees and published in the ODAC Handbook. The Handbook shall be reviewed annually. The Handbook may be amended by a majority vote of the Board of Directors except as stated explicitly herein or within the specific rules and procedures.

ARTICLE VIII

PROPERTY AND FINANCE

Property of the Club may be disposed or transferred only after majority vote of the Board.

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The funds of the Club shall be deposited in national banks, state banks or trust companies in accordance with the laws of the Commonwealth of Virginia, and only in institutions that are insured by the Federal Deposit Insurance Corporation.

ARTICLE IX

PRECEDENCE OF DOCUMENTS

Where there is conflict in wording, spirit or intent of the various documents governing ODAC operations, the following order of precedence shall be followed:

- Articles of Incorporation
- ODAC By-Laws
- ODAC Handbook