

Bylaws of Los Altos-Mountain View Aquatic Club, Inc.
Approved September 3, 2014

Article I – Name

- 1.1 Name. The name of this organization shall be Los Altos Aquatic Club, Inc., dba Los Altos Mountain View Aquatic Club, hereafter also referred to as “LAMV” or the “Club.”

Article II – Purposes and Non-Profit Status

- 2.1 Purposes. The purposes of LAMV are to train individuals of all ages interested in competitive aquatics, to participate in group activities pertinent to the organization, and to promote other activities related to the Club.
- 2.2 Non- Profit Status. LAMV shall operate exclusively as a non-profit organization incorporated under the laws of the State of California and within the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Article III – Membership

- 3.1 Types of Membership. There shall be four (4) classes of membership:
- (i) Active Membership. Active members are those individuals or families with children participating in the LAMV competitive aquatics program whose annual assessment and dues and/or fees are paid and current. College swimmers may become active members with the approval of the head coach and the Board of Directors.
 - (ii) Absentee Membership. Absentee membership may be granted to swimmers who have major medical problems or other extenuating circumstances which cause them to be absent from swimming for more than 30 days. Absentee memberships must be approved by the coaching staff and the Board of Directors. A written request shall be submitted to the Board for approval thirty (30) days prior to the leave of absence. In the case of a major medical emergency, a request to the Board should be made as soon as possible. Throughout the duration of an Absentee Membership, family volunteer obligations continue as though the swimmer were active.
 - (iii) Masters Membership Masters members are those individuals or families who participate in the LAMV Masters program whose annual assessments and dues and/or fees are paid and current.
 - (iv) Temporary Membership. Defined as a short term membership available for a flat fee or monthly fee and available in two or more categories as determined by the Board.
 - 1. Summer Swim Program

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2. Conditioning for High School Swimmers

A more detailed definition of these programs will be found in the Team Handbook.

- 3.2 Qualifications. Membership shall be open to individuals and parents or guardians of children who are active in the competitive aquatics program of LAMV or who participate in the LAMV Masters program. Members of the Club shall be willing and able to fulfill the requirements placed upon them by the rules of USA Swimming (United States Masters Swimming for Masters), Pacific Swimming, and the Bylaws and other rules and regulations set by LAMV.
- 3.3 Rights of Membership. Active, Absentee, and Masters members may participate in the management of LAMV through election or appointment to office and are expected to be active participants in the Club's programs, sharing the workload and attending meetings. Each family with Active, Absentee, or Masters membership in LAMV shall constitute "one voting member" and shall have one (1) vote.
- 3.4 Resignation. Any member of LAMV may resign in good standing. To resign from the Club, written notification must be sent to the Board of Directors prior to the first of the following month and all financial obligations must be paid and current. The resignation will be effective on the last day of the current month. If written notification of resignation is not received by the Club prior to the first of the following month or financial obligations are not paid or the member continues to use the Club in the following month, that member shall continue be liable for monthly dues
- (i) Involuntary resignation: If a member chooses to have their swimmer(s) stop swimming and/or fails to pay dues for a period of ninety days or more, that member will be considered as having resigned from the Club.
 - (ii) Reinstatement: If a member has resigned voluntarily or involuntarily from the ~~Swim~~ Club during the current swim season and wishes to reenter the Club during the same swim season, that member will be charged a reinstatement fee determined by the Board plus any dues that were in arrears at the time of resignation. The swim season is defined as mid-September to mid-August.
- 3.5 Removal. A member may be removed from membership by a two-thirds (2/3) vote of the Board of Directors after fifteen (15) days notice in writing stating the cause for such action. An opportunity for a hearing before the Board of Directors shall be given.
- 3.6 Meetings.

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- (i) Annual Meeting. An annual membership meeting shall be held at the discretion of the Board of Directors no later than July 1 for the purpose of presenting the President's year-end report, voting on a budget, and electing new officers and members of the Board of Directors.
- (ii) Other Meetings. Other meetings may be called at any time by the President, by a majority of the Board of Directors, or by a quorum of voting members. At least forty-eight (48) hours notice must be given to all voting members by emailing all members at their last known email address and posting notice of the meeting on the Club's website.
- (iii) Quorum and Voting. At regular or special meetings of the membership, those voting members in attendance shall constitute a quorum and a majority vote of those present shall constitute a binding decision of the membership.

Article IV – Dues and Obligations

- 4.1 Amount. Membership Dues and/or assessments will be established by the Board of Directors and approved by the membership at the general meeting or a special membership meeting called by the Board of Directors. Notice of any proposed changes in dues and/or assessments and notice of the membership meeting will be provided on fifteen (15) day notice to all current members at their last known email address and notice of the meeting will be posted on the Club's website no later than fifteen (15) days prior to the membership meeting.
- 4.2 Payment. Dues are payable monthly, no later than the tenth (10th) day of each month. Any family two (2) or more months in arrears in payment will be so advised by the Office Manager, and a fine will be imposed on the tenth day (10th) of the second month, and each succeeding month until all dues are paid. The fine will be fifteen percent (15%) of the amount delinquent for the first two months and twenty percent (20%) for any months after the second delinquent month.
- 4.3 Service Obligations. All member families are required to provide service to the Club as determined by the Board. Failure to meet the service obligation shall result in a penalty fee, as determined by the Board.

Article V – Officers, Advisory Officers and Appointed Positions

- 5.1 Positions.
 - (i) Elected Officers. The elected officers of the Club shall be the President, First Vice-President, Second Vice-President, Treasurer, Secretary, Service Coordinator, Member-at-Large, and Marketing Director.
 - (ii) Head Coach.

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- (iii) Appointed Positions. Individuals shall be appointed to fill volunteer positions or chair committees responsible for various aspects of on-going operations of the Club. Such positions may include: publicity, grocery store scrip, team apparel, sponsorship, group communications for each workout group, and the many aspects of swim meet operations including desk, awards, snack bar, hospitality, clerk of the course and entries. These individuals shall be deemed Advisory Officers.

- 5.2 Nominations and Election. Two months prior to the annual membership meeting, the President shall appoint a nominating committee of five (5) voting members, with no more than two being members of the current Board of Directors and not including the President. These names shall be submitted to the general membership prior to the first meeting of the nominating committee. The nominating committee shall select at least one candidate for each elective office. A nominee's consent must be obtained in advance. Prior to the annual membership meeting, the nominating committee shall present a slate of candidates to the Board of Directors. The general membership shall also be advised of the nominations prior to the annual meeting.

- 5.3 Term. Elected officers shall serve for a term of one (1) year or until their successors are elected. The term of office shall begin on August 1st. No member shall hold more than one office at a time. No member shall be eligible to serve more than three (3) consecutive terms in the same office.

- 5.4 Vacancies. Vacancies in office shall be filled by appointment of the President with the majority approval of the Board of Directors. Appointees shall serve until the next general election.

- 5.5 Duties. The powers and duties of the elected officers shall be as follows:
 - (i) President. The President shall be the Chief Executive Officer of LAMV, shall preside at all meetings of the Board of Directors and the general membership, and shall be an ex-officio member of all committees. The President shall, with the approval of the Board, appoint officers, fill vacancies, and create other committees as deemed necessary and assign their duties. In the case of a tie, the President shall cast the deciding vote.

 - (ii) First Vice President. The First Vice President shall act as the President in the absence of the President and may succeed to the Presidency if at any time the President is unable to complete the full term of office. The First Vice President shall also be the Meet Director.

 - (iii) Second Vice President. The Second Vice President shall supervise membership campaigns and parent orientation of new members.

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- (iv) Treasurer. The Treasurer shall be the custodian of the funds of LAMV. The Treasurer shall prepare the budget, approve payments in accordance with the budget, be responsible for filing all required governmental forms and submit a monthly Treasurer's Report to the Board of Directors. The Treasurer shall turn over to the successor all books and financial records.
 - (v) Secretary. The Secretary shall keep the minutes of all meetings, notify the Board of Directors of meetings, and conduct the general correspondence of LAMV. The Secretary shall serve as Parliamentarian. The Secretary shall be responsible for overseeing the communication of information from the Board of Directors.
 - (vi) Service Coordinator. The Service Coordinator shall oversee all aspects of the service of members to the Club. This shall include the organization of service efforts at all swim meets, which require such service as well as maintain an accurate accounting of hours spent by members in service to the Club.
 - (vii) Member-at-Large. The Member-at-Large shall assume such duties as may be assigned from time to time by the President with approval of the Board of Directors.
 - (viii) Marketing Director. The Marketing Director shall oversee all marketing and advertising activities for the Club.
 - (ix) Head Coach. The Head Coach shall be responsible for the oversight of the coaching staff, recruitment of new coach candidates, development and implementation of a coaching program for the Club. The Head Coach shall not participate in Board discussion or decisions in all matters which involve his/her hiring, termination, or evaluations, or in any other issue which would constitute a conflict of interest, as determined by the elected members of the Board.
- 5.6 General Duties of Officers. Elected and Advisory Officers, and the Head Coach, shall attend all meetings of the Board of Directors, manage the assets of the Club, and represent and consider the wishes of the membership. The Board of Directors shall have the right to hire, pay and terminate individuals providing services to LAMV, specifically including the coaching staff and office manager. The Elected Officers shall have the right to hire, pay and terminate the Head Coach.

Article VI – Board of Directors

- 6.1 Number and Voting. The eight elected, the Head Coach, and Advisory Officers shall constitute the Board of Directors of the Club. Only the eight elected officers and the Head Coach shall be voting members of the Board.

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- 6.2 Meetings. The meetings of the Board of Directors shall be held a time fixed by the Board. The number of meetings will be determined by the business requirements for smooth operations of the Club. Other meetings may be called from time to time by request of the President or any two (2) other Board Members. At least twenty-four (24) hour notice must be given to Board members. A quorum shall consist of a majority of the members of the Board of Directors.
- 6.3 Action Without a Meeting. Any action which could be taken by the Board at a meeting may be effected by contacting all Board members and achieving a majority vote so long as such action is ratified at the next Board meeting.
- 6.4 Resignation; Removal.
- (a) A Director may resign from the Board of Directors at any time by giving notice of his/her resignation in writing addressed to the President or Vice-President or by presenting his/her written resignation at any meeting of the Board of Directors; and
- (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, and Director may be removed for cause by the vote of two-thirds (2/3) of the Elected Officers then in office.

Article VII – Finances

- 7.1 Non-profit Status. The Club shall be a non-profit corporation operating under the laws of the State of California and within the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder:
- (i) Distributions. The Club will not distribute gains or dividends to the members thereof; and no part of the net earnings or assets shall be distributed to or inure in whole or in part to the benefit of the members or any private individual upon the dissolution of this corporation or otherwise. Upon dissolution of the Club, whether voluntary, involuntary, or by operation of law, the remaining assets of the Club, after payment of all debts and necessary charges and expenses, shall be distributed to organizations operated exclusively for education and/or charity and operating under a non-profit status as designated in the Articles of Incorporation and which have established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701 of the Revenue and Taxation Code and meet requirements provided by Section 214 of the Revenue and Taxation Code.
- (ii) Compensation. There shall be no compensation for membership or for member duties or for an officer of this organization when serving in the capacity of a director of corporation.

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- (iii) Income. Sources of income shall be assessments, contributions, and money derived from fund-raising efforts.
 - (iv) Fiscal Year. The fiscal year shall be from September 1 through August 31.
- 7.2 Disbursements. The Treasurer, the President, the First Vice President, the Second Vice President and the Office Manager shall be empowered to make disbursements. Any disbursement over five hundred dollars (\$500.00) requires board of Director's approval. Members shall be reimbursed for expenses that they incur for the Club which have been approved by the Board in advance. All expense reimbursements should be submitted to the Club no later than thirty days after the expense has been incurred by the Member.
- 7.3 Audits. The financial records shall be audited at the end of each fiscal year.
- 7.4 Books and Records. The Club shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors in accordance with Internal Revenue code section 501(c)(3).

Article VII – Effective Date, Amendments and Standing Rules

- 8.1 Effective Date. These Bylaws shall become effective upon their adoption by a majority of the voting membership present.
- 8.2 Amendments to the Bylaws. These Bylaws may be amended at any regular meeting of the Club by a two-thirds (2/3) vote of the membership present and voting, provided that the amendment has been submitted in writing at the previous regular meeting, or to all members at least twenty (20) days before the meeting at which the voting will occur.
- 8.3 Amendments to Standing Rules. The Board of Directors may from time to time adopt Standing Rules not in conflict with these Bylaws for the conduct of this Club and may amend such rules from time to time. Notification of such changes shall be distributed to the membership within twenty (20) days.
- 8.4 Amendments to Articles of Incorporation. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors. Notification of such changes shall be distributed to the membership.
- 8.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the law of California and the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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- 8.6 Indemnification. Unless otherwise prohibited by law, the Club shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Club for damages arising out of his or her own gross negligence in the performance of a duty to the Club.

Article IX- Parliamentary Authority

- 9.1 Parliamentary Authority. *Roberts Rules of Order Newly Revised* shall govern this Club in all cases to which applicable, in which they are not inconsistent with the Articles of Incorporation and Bylaws of the Club, and the rules of USA Swimming and Pacific Swimming.