

AMENDED, RESTATED, and COMBINED CONSTITUTION and BYLAWS SWIMMING WITH ALASKA MASTERS

(REVISED April 2022)

ARTICLE I GENERAL

Section 1 The name of this incorporated non-profit is Swimming With Alaska Masters and hereafter referred to as SWAM.

Section 2 The mission of SWAM shall be to promote health, fitness and competition for adults through swimming in accordance with the standards and under the rules prescribed by the United States Masters Swimming, Inc. (USMS) and the Alaska Local Masters Swim Club (Alaska LMSC) henceforth known as Alaska Masters Swimming (AKMS).

Section 3 SWAM shall comply with Internal Revenue Service code to maintain its 501(c)(3) status.

ARTICLE II MEMBERSHIP

Section 1 Membership in SWAM is open to interested swimmers age 18 and above.

ELIGIBILITY.

1. Current paid-in-full member of the USMS.
2. Current payment of SWAM dues as defined in Article II Section 2.
3. Compliance with the rules and regulations of the existing pool facility, SWAM, AKMS, USMS, and
4. Participation in SWAM workouts to the satisfaction of the coach on deck including
 - a. Swim 200 yards continuously without stopping or touching the pool bottom.
 - b. Capable of following the rules of lane etiquette such as circle swimming.

Section 2 SWAM membership dues shall be paid per swim or monthly. The amount of dues shall be determined by the Board of Directors. Dues will be reviewed annually.

DUES.

1. *Payment Plans are all follows:*

- a. Monthly: Dues must be paid at the beginning of the month. Dues shall be delinquent if not received by the end of the first week of each month. Under extenuating circumstances, dues may be prorated.
 - b. Per swim: Payment must be made prior to each swim, by use of the lockbox labeled for SWAM payments.
 - c. Due may be accepted using alternate payment methods with approval of the Treasurer.
2. Waiver: Membership dues may be reduced or waived for hardship by approval of the Board of Directors.
 3. New Swimmers may swim without charge for one (1) day.

Section 3 VOTING PRIVILEGES. Each member is authorized via one vote on matters brought before the membership. Coaches are non-voting members.

ARTICLE 2

BOARD OF DIRECTORS, OFFICERS AND ELECTIONS

Section 1 BOARD OF DIRECTORS – OFFICERS.

1. Only current members of SWAM, including per-swim members, are eligible to hold office.
2. The Elected Officers are:
 - a. President
 - b. Vice President/President Elect (henceforth VP)
 - c. Secretary
 - d. Treasurer
 - e. optional morning or evening at-large representative
3. Each of these officers shall have one vote.

Section 2 TERMS of OFFICE.

1. The term of office of the President and VP shall each be for two years. The VP may assume the President position after having served for one year as VP.
 - a. If, after the term of two years, the VP declines or fails to assume the President's position, new elections shall be held for the positions of President and VP.
 - b. If the President resigns prior to the end of their term, and the VP is unable to assume the role of President, the Board of Directors and the VP may appoint an interim President for the remainder of the term until such time as the VP may assume the role of President.
 - c. If the President and VP resign, the remaining Board Members may appoint an interim President until an election can be held for replacement officers according to Article 3 Section 3.
 - d. SWAM coaches, by both unanimous vote of the Board Members and majority vote of the members, may serve as President, in instances where no other current members are able to assume the position.
2. After having completed their term of office, the President and VP/President Elect are eligible for reelection to any Board position.
3. The term of office for all other elected officers shall be two years with all officers eligible for re-election to any Board position.
4. At-large representatives may be appointed by unanimous vote of the remaining Board members at any time.

Section 3 ELECTIONS.

1. SWAM shall elect officers by a majority vote at a scheduled meeting in April of each year and the officers shall assume their offices May 1.
2. Candidates for the elected offices shall be nominated to the VP by the membership at least two weeks prior to the election and must be posted two weeks before the scheduled vote.
3. The list of candidates shall be presented to the membership for a majority vote.
4. Additional nominations will be accepted from the membership provided the candidates:
 - a. Have agreed to serve
 - b. Have been active members for not less than six months
 - c. And are members in good standing (dues are current).
5. The Officers shall be elected by the membership of SWAM by a show of hands, or if only one candidate for an office by voice vote. Alternatively, in lieu of election of officers taking place at the spring meeting, the Board may, by majority vote, conduct an electronic vote for officers. The Board shall notify members of the decision and determine the procedures and time frame for casting electronic votes.
6. In an instance where two members are vying for the same position, a candidate receiving the greatest number of votes for that office is elected to that office.

ARTICLE IV DUTIES OF THE BOARD OF DIRECTORS

Section 1 GOVERNING BODY.

1. The affairs of SWAM shall be managed by the Board of Directors within the limits of these Bylaws. No other persons may collect funds, make contracts, incur expenses, or initiate actions in the name of SWAM or use its insignia without prior approval of the Board of Directors.
2. The Board of Directors may not incur indebtedness beyond the income in the name of SWAM for any purpose.
3. The Board of Directors shall transact regular business and handle items referred by the membership, shall create standing committees, and shall report to the membership.

Section 2 GENERAL DUTIES.

1. Attend Board and Membership meetings, and other appropriate committee meetings.
2. Regularly review SWAM programs and goals. Present recommendations to the membership if required.
3. Establish membership dues and fees.
4. Recommend to the membership amendments to these Bylaws.
5. Hire and fire coaching staff, including removal of the President should the President also be a coach.
6. Conduct an annual review of the coaching staff.
7. Resolve problems arising with respect to available pool facilities, pool times, pool maintenance, and other SWAM-related matters.
8. Approve all disbursements of SWAM.
9. Review Bylaws every three years.
10. Coordinate with Webmasters to maintain SWAM website and list serve.
11. Select a committee of two or three people (SWAM members if possible), to review the books and operating statements of SWAM at the end of each fiscal year, or more frequently as needed.

Section 3 DUTIES of OFFICERS.

1. President

- a. Preside at scheduled meetings.
- b. Schedule annual meeting as specified in Article VI or as deemed necessary to conduct SWAM business.
- c. Chair the Board of Directors.
- d. Appoint special committees as necessary.
- e. Coordinate action between the coaching staff, Board of Directors, and pool management (including coaching and facility contracts).
- f. Ensure that all coaching certificates are current.
- g. Ensure that all coaching contracts are current.

2. Vice President/President Elect (VP)

- a. Perform all Presidential duties in the absence of the President.
- b. Review minutes of Board meetings, and other reports prior to distribution to all members.
- c. Contact members with delinquent or outstanding dues.
- d. Recruit officer candidates.

3. Secretary

- a. Record minutes of Board meetings and present to VP for distribution.
- b. Maintain file of agendas, meeting minutes and other pertinent documents until scanned and posted on website, or otherwise addressed.

4. Treasurer

- a. Perform all Presidential duties in the absence of the President and VP.
- b. Receive and disburse SWAM funds.
- c. Coordinate contract and payment with Pool Facility Manager.
- d. Furnish Board of Directors with financial status at each meeting.
- e. Furnish annual financial report to the Board of Directors no later than the January meeting covering the preceding fiscal year. The financial report shall be reviewed as directed by the Board of Directors.
- f. Make the financial record available for review within two weeks of a written request by the Board of Directors.
- g. Maintain necessary financial communication with the Roll Keeper.

5. Roll Keeper

- a. Maintain attendance list for coach use.
- b. Track attendance and paid pass use and inform coaches.
- c. Notify VP of members with outstanding dues so VP can take action.
- d. Monitor and maintain general membership list.

6. AT-Large Representatives

- a. Make announcements at practice.
- b. Keep the Coach and Board abreast of concerns of the membership.
- c. Perform designated role in SWAM Grievance Procedure.

ARTICLE V COACH(ES)

SWAM Coaches shall be employed and paid as recommended and approved by the SWAM Board of Directors. All SWAM coaches are At-Will Employees and serve under the Board of Directors

Section 1 GENERAL Requirements.

1. The requirements for all the coaches will follow the current Board of Directors established and maintained "Coaches' Guidelines."
2. The "Coaches Guidelines" will be reviewed annually prior to the start of the Fall Trimester and other times, if deemed necessary by the Board of Directors or membership.
3. Changes to the "Coaches Guidelines" require a 2/3 vote of the Board of Directors.
4. The "Coaches Guidelines" shall be posted to the membership at large.

Section 2 COMPENSATION.

1. Coaches are to be paid on a monthly basis.
2. Rates are set by the SWAM Board of Directors.
3. The Board of Directors will prepare a verbal and/or written evaluation of each coach annually.
4. Compensation may include non-salary benefits such as paid USMS membership, payment for CPR/1st Aid recertification, swimming workouts without fee payment, or other benefits at the discretion of the Board of Directors.
5. In absence of a new contract, the terms of the most recent contract will remain in effect.

ARTICLE VI MEMBERSHIP MEETINGS

1. A general membership meeting will be held in December or January of each year.
2. A second meeting shall be held in April to complete elections; in the absence of a second meeting, elections may be completed in accordance with Article III Section 3.

3. Additional membership meetings may be held if deemed necessary by the President or Board of Directors.
4. A majority of the Board of Directors shall meet at least once per trimester.
5. Board meetings shall be open to all SWAM members. Members who wish to present an item of new business may contact any member of the Board of Directors.
6. Meeting agenda will be made available at least 48 hours in advance.

ARTICLE VII AMENDMENTS

1. Amendments to these Bylaws may be proposed by the Board of Directors or the General Membership. A request for amendments by the membership must be submitted to the Board in writing and signed by five current members.
2. Copies of the proposed amendments will be posted at the pool and on the SWAM website at least ten days prior to the scheduled vote.
3. Amendments to the Bylaws shall be made by a majority vote of the Membership. Amendments adopted, unless otherwise specified, shall be effective immediately.

ARTICLE VIII DISSOLUTION

Upon dissolution of SWAM, after paying or adequately providing for the debts and obligations of the club, all club records and property shall be held in custody by the Board of Directors to be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for the charitable and/or education purposes and which has established its tax exempt status under section 501 (c) (3) of the Internal Revenue Code. The net assets of SWAM shall not inure to any private shareholder, individual, or corporation, and shall be distributed to such suitable successor as described above.

ARTICLE IV CONDUCT OF PROCEEDINGS

Consensus agreement or majority vote shall govern the proceedings of SWAM in all cases in which they are applicable and consistent with the Bylaws.