



UASC Bylaws

Adopted September 2007

Revised August 2024

Article 1 - Name and Purpose

The name of this organization shall be the Upper Arlington Swim Club, Inc. "UASC". Its purpose shall be:

- To initiate and maintain an age group, competitive swim program for children and young adults residing in Upper Arlington or attending Upper Arlington Schools.
- To promote high ethical and competitive standards.
- To maintain qualification, membership and status of club and registrants in USA Swimming.
- To maintain status as a tax-exempt organization.

Article 2 - Admission to Membership and Registration

2.1 Admission to Membership. Membership in UASC shall be determined on a seasonal or annual basis, depending on the size of the swim group, to optimize available resources. The members of UASC shall be:

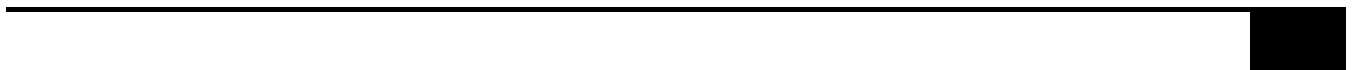
2.1.1 Parents or legal guardian(s) of swimmers registered in accordance with Article 2.2 with whom the swimmer legally resides or is dependent upon for support, and

2.1.2 Coaches and Assistant Coaches of UASC, and

2.1.3 USA Swimming officials who are affiliated with UASC.

2.2 Swimmer Registration. Registration in UASC is available to school-aged children of residents of the Upper Arlington School District. A swimmer residing outside the Upper Arlington School District must petition the head coach to be considered for the team. Grounds for petitions shall include temporary relocation of a child with a custodial or non-custodial parent, when supported by documentation evidencing the parent's domicile.

2.2.1 Swimmer Requirements. A swimmer shall be considered duly registered upon meeting the membership requirements and payment of the appropriate registration fees as set at the discretion of the Board. (See Article 4.7)





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2.2.2 Swimmer Requirements. Within 30 days of trying out for the swim team, a swimmer must register with USA Swimming by visiting the USA Swimming website. The swimmer must remain in “good standing” with USA Swimming in order for swimmers to be able to compete in sanctioned meets.

2.3 Maintenance of Membership Status and Registration Fees. Fees, fines, entry fees or other charges shall be established annually by the UASC Board and must be paid in accordance with Board policy or membership privileges shall be terminated until payment is made. Swim coaches shall be members without fees. Fees (membership exclusive of entry fees) related to dependents of coaches shall be waived.

2.4 Membership Involvement UASC is a volunteer run organization. All members are required to support UASC and its activities through volunteerism. The board of directors will be charged with assigning volunteer requirements to members.

Article 3 - Organization and Procedures

3.1 General. UASC shall include all members as defined in Article 2.1

3.2 Membership. The rights and powers of the membership shall be as defined herein.

Attendance at Meetings. Each member has the right, and is encouraged, to attend all UASC Bylaws meetings of UASC.

3.2.1 Voting Rights. Each member shall have the right and be entitled to one (1) vote on each matter properly submitted to the membership for their vote, consent, or other action. Families with more than one member shall be limited to two votes per swimming family.

3.2.2 Resolution of Membership. As provided in Article 6.2, the members may enact resolutions of the membership, not inconsistent with these Bylaws, which shall be binding upon the membership, the Board of Directors, or committee thereof.

3.2.3 Eligibility. Only members of UASC may serve as UASC officers, directors or on committees thereof.

3.2.4 Board of Directors. The officers, Board of Directors and committees as designated by the Board shall direct the activities of UASC. (See Board Powers and Duties - Article 4.7)



Article 4 - Directors

4.1 Board of Directors. The activities of UASC shall be directed by a Board of Directors consisting of at least 11 but not more than 13 members, and shall include the President, the immediate Past President, the head coach (or, in the absence of a head coach, a coach designated by the working staff), and seven to nine other Directors who have been nominated and elected by a majority of the voting members.

4.2 Nominating Committee. There shall be a nomination committee composed of three (3) members of UASC as appointed by the President. The nominating committee shall consist of one (1) current Board member and two (2) persons from the general membership (not currently members of the Board).

4.2.1 Eligibility. Nominees eligible for election of a directorship must have maintained membership in the Club for at least one year.

4.2.2 Slate of Nominees. The nominating committee's slate of director nominees shall be chosen from the general membership (inclusive of current Board members or officers). This slate of nominees, with the exception of an addition under 4.3, shall be made available to the membership fourteen (14) calendar days prior to the election, and shall inform members of the number of vacancies and the maximum number of votes that may be cast by any member. An addition under 4.3 shall be posted at least 7 days prior to the election.

4.2.3 Nominee Representatives. To the extent possible, nominees should be representative of the mix in swimmer age groups and resident/non-resident status.

4.2.4 Director Nominees. The names of all director nominees and a biographical sketch of each shall be included in the notification of the general membership meeting.

4.3 Additional Nominations. Additional nominees may be considered if a petition signed by at least fifteen (15) general members has been submitted to the board Secretary not less than 3 (3) calendar days after the slate of nominees is announced. The person(s) shall be added to the slate of nominees.

4.4 Election of Directors. Election of Directors shall be for a term of two years beginning in August. To the extent possible, the terms shall be staggered so that approximately one-half but no more than two-thirds of the directors' terms will expire in the same year.

4.4.1 UASC Elections. The election shall be conducted annually through electronic balloting prior to the annual meeting. Only members in good standing (during the preceding summer or winter



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season) shall have voting privileges. The nominating committee shall be responsible for counting the ballots and the results shall be announced at the annual meeting. The nominee(s) with the greatest number of votes shall be elected. The record of voting shall be submitted to the Secretary for inclusion in the minutes of the meeting.

4.5 Vacancies. The position of a Director becomes vacant if a Director dies, resigns, or ceases to be a member of UASC. If a vacancy occurs at the time of election of officers prescribed in Article 5, , the individual receiving the next greatest number of votes in the Directors' election shall fill the unexpired term. If a vacancy occurs at any other time, the remaining Directors shall, by a majority vote, appoint any Member meeting the eligibility requirement to fill said vacancy for the balance of the unexpired term.

4.6 Board Powers and Duties. To administer and coordinate the activities of UASC in accordance with the Bylaws as follows:

- Set policy in a manner which will be non-discriminatory and fair to the membership and benefit the Club.
- Appoint a Secretary and a Treasurer from the elected Board members or, if necessary, from the general membership.
- Set fees (registration, dues, entry fees) at a level to keep UASC financially solvent.
- Work with the head coach to negotiate and set salaries of swim coaches.
- Coordinate and provide liaison with other swim clubs and swimming associations.
- Assure that financial records of the club are properly maintained.
- Consider policies and procedures, and appropriate sanctions that may be warranted when addressing complaints made to UASC.
- Establish conflict-of-interest considerations, to ensure fairness in any matter that may be elevated to the Board.
- Review situations as they may arise which are not specifically addressed in the Bylaws and make decisions for the benefit of the Club, or defer to the membership for vote if deemed necessary.

4.7 Board Meeting. The President, Vice President, or any two (2) Directors may call a meeting of the Board of Directors. Board meetings shall be held at least nine (9) times per year, monthly or more frequently as the President of the Board may deem necessary.

4.7.1 Meeting Notice. Notice of meeting of the Board of Directors shall be by electronic communication, mail or telephone message left at the residence of a Director stating the time and place of the meeting, at least three (3) calendar days before such a meeting. Attendance at a meeting shall constitute a waiver of notice.

4.7.2 Quorum. One (1) member more than fifty percent (50%) of the elected Board of Directors shall constitute a quorum for a meeting, except that a majority of the Board of Directors in office shall constitute a quorum for filling a vacancy on the Board.



4.7.3 Transaction of Business. The Club President or designee (the Vice President if present) shall preside at the meeting of the Board of Directors. The meeting shall be guided by principles for conducting business meetings, as set forth in “Roberts Rules of Order, Revised”.

4.7.4 Absences. A Board member who misses three (3) meetings in one fiscal year without being excused by the President may be removed by a majority vote of the Board.

4.7.5 Proxy. To be excused, the Board member must send a proxy to the meeting whenever possible.

4.7.6 Committees. The Board of Directors, or the President, may create any committees it so desires and delegate to such committees the authority of the Board of Directors. Such committees shall serve at the pleasure of the Board of Directors, and shall be subject to its control and direction. Any such committee may act by a majority of its members at a meeting or by a writing signed by all its members. It is recommended that the Chairman of each committee be a member of the Board of Directors and that the President act as ex-officio member of all committees.

Article 5 - Officers

- 5.1 Officers.** The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. All officers shall serve for a period of one (1) year or until their successors are duly elected or appointed by the Board of Directors. The Board of Directors shall, within thirty (30) days, or as quickly as possible, fill any vacancy in any office.
- 5.2 Election of President.** The Vice President shall become the President after having served as Vice President for one (1) year, unless a petition signed by at least fifteen (15) members requests that another candidate be placed on the ballot to oppose him/her. In that case, the President will be elected by vote of the membership at the same time as director nominations are voted on.
- 5.3 The positions of Vice President, Treasurer and Secretary** shall be nominated and filled by a majority vote of the board of directors.

Article 6 - Meeting of Members

- 6.1 Annual Meetings.** A general membership meeting shall be held consistent with 4.5.1. Notice for the meeting shall be posted along with the slate of nominees announcement pursuant to article 4.2.2.



- 6.2 Special Meetings.** Special meetings of the members may be called: by the President or, in the case of the President's absence, death, or disability, by the Vice President; by action of the Board of Directors without a meeting; or by twenty-five percent (25%) of the members.
- 6.3 Notice Procedure.** Notice of meetings of the members shall be by announcement on the Swim Club website and/or official swim club email, which shall be timed to be received by each member no less than one week in advance of the meeting.
- 6.4** The Members present at any meeting shall constitute a quorum for such meeting.
- 6.4.1** No member shall vote by proxy.
- 6.4.2** The affirmative vote of a majority of the Members present at a meeting shall be necessary for the authorization of taking of any action voted upon by the Members.

Article 7 - Amendments to Bylaws

- 7.1** The members, at a meeting held for such purpose, may adopt an amendment to the Bylaws by the affirmative vote of a majority of the members present.

Article 8 - Action Without Meeting

- 8.1** Any action which may be authorized or taken at a meeting of the Members or the Directors, as the case may be, may be authorized or taken without a meeting with the written approval of a majority of the members or the Directors, as the case may be, who would be entitled to notice of a meeting for such purpose (ORC 1702.25). Such written approval of an action without meeting shall be recorded or retained with the ordinary corporate records of the Club.