

University Place Aquatic Club, 2000

BY-LAWS

Article I- ORGANIZATION

SECTION 1. INCORPORATION - UNIVERSITY PLACE AQUATICS CLUB, 2000, herein called UPAC, is incorporated in the State of Washington under the Washington *Non-Profit Corporation Code* and Section 501 (c) (3) of the U.S. Internal Revenue Service Code, to qualify as an exempt organization, and shall be managed at all times in such a manner as to qualify UPAC as a non-profit organization under federal law. UPAC shall not engage in any activity prohibited by the U.S. Internal Revenue Service code applicable to non-profit corporations granted 501 (c) (3) status. UPAC shall limit its activities to the purposes described in its application.

SECTION 2. MISSION STATEMENT- The **MISSION** of UPAC is to promote life-long health and enjoyment through swimming in our community. Our goal is to provide instruction that focuses on improving swimming technique & helps develop recreational swimmers into competitive athletes. We strive to provide training in a relaxed, fun and motivating environment.

SECTION 3. MOTTO – The motto of UPAC is:

United Perseverant Athletic and Courageous
and
United Parents Athletes and Coaches

SECTION 4. PURPOSE – The object and purpose of the Corporation is educational, namely to teach swimming skills, and pursuant to such educational purpose to encourage physical fitness through swimming club competition in water sports. The purpose of the club shall include the following:

- (a) To provide an opportunity for all members to engage in a whole-some, lifesaving, lifetime sport, and recreational activity;
- (b) To promote physical fitness and good patterns of physical development and to encourage proper conditioning and health habits;
- (c) To provide opportunities for social, emotional, and educational development and to encourage peer and family participation;
- (d) To promote the involvement in age-group programs and provide an opportunity for members to compete in organized (sanctioned) swimming competitions.

UPAC is not organized and shall not be operated for pecuniary gain or profit and shall have no capital stock and no stockholders. UPAC operates under the umbrella of the Local Swimming Committee (LSC), Pacific Northwest Swimming (PNS), and is a recognized competitive swim team of USA Swimming (USA-S).

SECTION 4. MANAGEMENT – UPAC shall be managed by a Board of Directors, herein called the Board, elected by the UPAC membership and acting in accordance with these By-Laws.

Article II – MEMBERSHIP

SECTION 1. DEFINITION of a MEMBER –

- (a) A member is any swimmer who is current with all dues. Minor swimmers have no voting rights.
- (b) A member is any parent or caregiver of a minor swimmer who is current with all dues and whose voting rights are limited by member family pursuant to Article II Section 3.
- (c) Paid personnel, including the paid coaching staff are considered employees of UPAC and are NOT members.

SECTION 2. REGISTRATION – All swimmers and coaches are required to be members of PNS and USA-S. All coaches are required to have USA-S coaching credentials.

SECTION 3. VOTING – Voting shall be by MEMBER FAMILY. A member family is defined by one or more individual members sharing the same residence with membership described in Article II Section 1 (a) and/or (b). Each member family in UPAC shall be entitled to one vote in the affairs of UPAC. Voting shall be in-person by one designated member of the MEMBER FAMILY.

SECTION 4. PROXIES – There shall be no proxies.

SECTION 5. TERMINATION –

- (a) Membership shall terminate automatically if the requirements of Article II Section 1 are no longer met, or if dues are more than thirty (30) days in arrears.
- (b) A member may resign his membership at any time by giving notice in writing to the UPAC Secretary. All obligations to UPAC must be satisfied in full at that time.
- (c) Violations of the “code-of-conduct” as defined in USA-S Article 304 are grounds for immediate membership termination.

ARTICLE III – DUES, FEES, ASSESSMENTS & PARTICIPATION

SECTION 1. **FISCAL YEAR** – The fiscal year of UPAC shall be from January 1 to the following December 31.

SECTION 2. **DUES** – Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of UPAC.

- (a) Member Dues – Dues for members shall be assessed on a monthly basis.
- (b) Amount – The amount of dues per family shall be computed on the basis of a schedule set by the Board.
- (c) Changes in Dues Schedule – The dues schedule may be changed with Board approval.
- (d) Payment – The Board of Directors shall be responsible for establishing the monthly payment schedule for dues and the appropriate policies governing payment of said dues. The membership must ratify any proposal for automatic withdrawal.
- (e) Refunds – There shall be no refund of dues or release of obligation to pay dues except as follows:
 - (1) Swimmer Quitting Team (Program) – In the event that a swimmer quits or leaves a UPAC program for any reason, upon giving 30 days written notice, the member shall be entitled to a refund of any dues installments paid in advance of the end of such notice period.
 - (2) Resignation on Increase of Dues – If dues are increased during the fiscal year, a member resigning because of such increase, having given written notice, shall be entitled to a pro rata refund of dues paid, computed on a monthly basis.
 - (3) Resignation on Passage of Assessment – If a new assessment is passed during the fiscal year, a member resigning because of such assessment, having given written notice, shall be entitled to a pro rata refund of dues paid, computed on a monthly basis as of the effective date of the assessment.
 - (4) Special Situations – The Board, in the event of special situations, may by two-thirds (2/3) vote of the full Board, authorize the refund of dues on a pro rata basis.

SECTION 3. **FEES** –

- (a) Entry Fees – The Board may authorize a separate Entry Fee Fund for swim meet entry fees. Funds deposited into this fund shall be held by UPAC in escrow for the account of each member family, for the express purpose of paying meet entry fees and shall be disbursed in accordance with entries submitted.
 - (1) Deficiencies – No swimmer shall be entered by UPAC in any event, in any swim meet, if sufficient funds are not on deposit in

the fund to cover such an entry, unless the deficiency is occasioned by bookkeeping or billing delays.

- (2) Relays – Entry funds for relays shall be budgeted and paid from the UPAC general fund.
 - (3) Fund Level – Fees for individual event meet entries must be paid by the individual member family upon submittal of the meet entry form.
 - (4) Late Entries – Fees for late (deck) entries at time of meet shall be the responsibility of individual members.
 - (5) Refunds – On termination of membership, all unobligated funds in a member's account shall be refunded in full.
- (b) Special Fees – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance and in full.

SECTION 4. ASSESSMENTS – The Board may recommend any assessment deemed necessary by sending such recommendation in writing (e-mail or hardcopy) to each member family not less than ten (10) days prior to any annual, regular or special meeting of the UPAC members. Passage shall require a majority affirmative vote of the members present at such meeting. Assessments may be made effective as of a certain date, but shall not be made retroactive.

SECTION 5. PARTICIPATION – A quality program as conducted by UPAC requires the active participation of all members in the hosting and staffing of swim meets and other events, in the operation and maintenance of necessary facilities and in other activities. Membership carries with it the obligation to participate in these activities and the Board shall promulgate rules, regulations or policies to assure that these obligations are fairly shared by all members.

ARTICLE IV – MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING –

- (a) Time and Place – The annual meeting of the UPAC membership shall be in the evening during the first week of October at such a time and place as the Board may designate.
- (b) Purpose – The annual meeting shall be for the purpose of electing Directors to take office at the beginning of the next fiscal year, receiving officer and committee reports, and transacting such other business as may be necessary.

SECTION 2. REGULAR & SPECIAL MEETINGS –

- (a) Call – Regular meetings of the UPAC membership shall be held upon the call of the President, the Vice-President or the Board on an as needed basis. Keeping the membership apprised of the status and conduct of the UPAC organization's business and financial health is a shared

responsibility of the entire UPAC Board. Newsletters and e-mail are to be used extensively to facilitate on-going communications to the membership especially between formal meetings.

- (i) Special Meetings - Special meetings must be called within thirty (30) days upon a voting member's written request to the Secretary signed by at least fifteen (15) percent of the voting members.
- (b) Time and Place – Meetings of the UPAC membership shall be at such a time and place as the Board may designate.
- (c) Purpose – Meeting shall be for the purpose of electing Directors to fill vacancies on the Board, receiving officer and committee reports and transacting such other business as may be necessary. In addition, the first meeting following the annual meeting shall be for the purpose of discussing and approving the annual budget.
 - (i) Purpose of Special Meetings – The purpose of any special meeting shall be stated in the notice of the call and no other business shall be transacted.

SECTION 3. NOTICE OF MEETING – Written notice of any meeting of members shall be given to each voting member not less than 10 days nor more than 45 days prior to such meeting.

- (a) Delivery – Delivery of notice to each voting member shall be by e-mail or US Mail or by hand delivery.
- (b) Posting – Notice of Meetings may be posted on the team bulletin board at the swimming facility.
- (c) Waiver of Notice – Required notice of meetings may be waived by written consent signed by three-fourths (3/4) of the eligible voting members of UPAC. Attendance at a meeting in person shall constitute waiver of notice.

SECTION 4. QUORUM – Voting members in good standing, present and in person at any properly called meeting shall constitute a quorum.

SECTION 5. ORGANIZATION –

- (a) Presiding Officer – The President shall preside at any meeting of the members. In the President's absence, the Vice President shall preside. If neither is present, the members present shall elect a presiding officer.
- (b) Secretary – The Secretary shall serve as the secretary of the meeting. In the absence of the Secretary the presiding officer shall appoint an acting secretary.
- (c) Order of Business – The order of business at any meeting, if applicable, shall be:
 - (1) Call to Order
 - (2) Proof of Notice of Meeting
 - (3) Approval of Previous Minutes
 - (4) Reports of Officers

- (5) Reports of Committees and Task Groups
- (6) Old Business
- (7) New Business
- (8) Adjournment

SECTION 6. VOTING –

- (a) Method – Voting may be viva voca (voice vote), but four (4) member families shall have the right to demand voting by roll call. Elections of Directors, if contested, shall be by secret ballot.
- (b) Decision – All matters coming before the meeting for vote shall be decided by majority vote of those voting except where different requirements are specified elsewhere in these By-Laws. A tie vote on any measure defeats the measure.

SECTION 7. MINUTES OF MEETING – Minutes of each meeting shall be available for inspection by any member and such minutes shall be regularly distributed via e-mail.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. BOARD COMPOSITION – The Board shall be composed of seven (7) Directors.

SECTION 2. ELIGIBILITY – Candidates must be adult members in good standing of UPAC. Only one (1) member of a UPAC member family may serve on the Board at a time.

SECTION 3. TERM – Directors are elected for one year terms and serve until their successors are elected and take office at the beginning of the fiscal year. Their term of office shall be concurrent with the fiscal year.

SECTION 4. POWERS AND DUTIES OF DIRECTORS - It shall be the duty of the Directors:

- (a) To cause to be kept, a complete record of all Board Meeting minutes and acts; and of the proceedings of the full membership, and present a full statement at the regular annual meeting of the membership, showing in detail the assets and liabilities of UPAC, and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the membership.
- (b) To supervise all officers, agents and employees, and see that their duties are properly performed.
- (c) To file annually all required registrations and licenses
 - (1) Secretary of State- Non-profit Corporation status
 - (2) Department of Licensing- Business License
 - (3) Department of Labor and Industries- payroll taxes

- (4) Federal, State and Local Tax filings
 - (5) PNS/USA-S membership/association fees
 - (6) And other required fillings as necessitated by various governing bodies.
- (d) Perform such other duties as the Board may direct.

SECTION 5. ELECTION OF DIRECTORS –

- (a) Nomination – Nominations of candidates to serve on the Board of Directors shall be made at the annual meeting.
- (b) Election - Balloting, if nominations are contested, shall be by secret ballot with each member family voting for the same number of different nominees as there are vacancies. The Secretary shall collect and count the votes. Any four (4) member families may designate an observer. The nominees receiving the greatest number of votes shall be declared elected and shall assume office at the beginning of the next fiscal year, unless they are elected to fill an unexpired term in which case they shall assume office immediately.
- (c) Vacancies – Should a vacancy occur on the Board for reasons other than the expiration of term, the remaining members of the Board shall nominate a member to fill the unexpired term. The nominee must be elected to the Board by a majority vote of the remaining Board members, except if the number of remaining board members is less than four (4) including the President. In such case, a special meeting of general UPAC membership must be called for the express purpose of filling all of the Board vacancies. Procedures described in Article V Section 5 (a) & (b) must be followed in such case. Candidates (nominees) must be members in good standing and shall exclude employees or their spouses of UPAC.

SECTION 6. REMOVAL OF DIRECTORS FROM OFFICE –

- (a) Recall by Membership – Any Director may be removed from office, with or without cause, at any annual, regular or special meeting of UPAC members. Prior notice of such purpose must be stated in the meeting notice and the quorum requirement is a majority of the UPAC membership in good standing. A majority vote of those UPAC member families present at such properly called meeting is necessary to recall a Director.
- (b) Removal by Board Action – A Director missing three (3) consecutive meetings of the Board may be removed from office by a majority vote of all remaining Board members.
- (c) Automatic Removal – A Director whose membership is terminated in accordance with Article II Section 5, shall be automatically removed from office.

SECTION 7. REMOVAL OF OFFICER FROM OFFICE – An officer may be removed, with or without cause, upon vote of two-thirds (2/3) of Directors on the Board

of Directors. Upon such removal, the removed officer shall remain a Director unless recalled as per Article V Section 6.

SECTION 8. RESIGNATIONS - Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected (as per Article V Section 5) to take office when the resignation becomes effective.

SECTION 9. MEETING OF THE BOARD –

- (a) Time of Meeting – Meetings of the Board shall be held immediately following the annual meeting, at times set by resolution of the Board or call of either the President or the majority of Directors.
- (b) Notice – Seven (7) days advance notice of meetings, given in person, by telephone call, by e-mail or by US Mail shall be made to all Directors by the President or by the majority of Board members calling a meeting. Emergency meetings may be called without seven (7) days notice regarding specific issues and Directors should endeavor to attend.
- (c) Waiver of Notice – Required notice shall be waived if all absent Directors sign the minutes of the meeting or a separate waiver of notice which shall become part of the minutes. Attendance at a meeting constitutes automatic waiver of notice.
- (d) Location – Meetings shall be at a mutually agreed upon location. At the President’s (or majority of Board member’s) discretion, meetings may be held via teleconference.
- (e) Open Meetings – All formal meetings of the Board shall be open to any UPAC member. Notice of Board meetings shall be distributed to all UPAC members via e-mail. Executive sessions shall be permitted for the purpose of contract negotiation or liability matters.
- (f) Emergency Meetings- At the President’s (or majority of Board member’s) request, emergency meetings of the Board may be called for the purpose of discussing and taking action on specific urgent matters. Such urgent matters are those requiring immediate attention where deferral to the next regularly scheduled meeting is not appropriate. Matters such as safety, personnel management, and emergency requests, etc. qualify as urgent matters. Such meetings may be held via teleconference.
- (g) Quorum – A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting (or present via teleconference) at which a quorum is present shall be the act of the Board.

- (h) Proxies – Proxy vote is not permitted. Board business must be conducted in the first person.

SECTION 10. POWERS OF THE BOARD – The Board shall regulate and supervise the management and operation of UPAC. It may exercise all the powers of the Corporation, it shall attend to all internal affairs of UPAC and it shall make such arrangements for carrying on the business of UPAC as it deems best for the organization. The control of the Board over these affairs of UPAC shall be subject to any action from time to time taken by vote of the members of UPAC as provided by these By-Laws.

SECTION 11. CONFLICT OF INTEREST –

- (a) Definition - No board member may make, participate in making, or in any way use or attempt to use his/her position on the board to influence a board decision in which he/she knows or has reason to know he/she has a conflict of interest. A board member will be considered to have a conflict of interest under all of the following circumstances:
 - (1) Under circumstances where it is reasonably foreseeable that a board decision will effect the personal finances of a board member or his/her immediate family, in a manner different from other members, by increasing or decreasing the personal expenses, income, assets, or liabilities of the board member or his/her immediate family.
 - (2) A board member uses any knowledge or information gained or received pursuant to, or in the exercise of, any power granted to him/her by UPAC or in the performance of any duty or function, or as a result of his/her position as a board member for any private interest before that information has become generally available to the members of UPAC.
 - (3) A board member offers, solicits, or accepts transfers of economic benefits to or from a third party with whom UPAC has, or is considering having, any contractual or binding relationship, arrangement or interest, other than incidental gifts, customary hospitality or other benefits of nominal value.
- (b) Recognition - When a board member during the course of any decision, proceeding or meeting of UPAC becomes aware of a conflict of interest relating to any immediate or proposed business arrangement, investment agreement, or project which is the object of such decision, proceeding, or meeting, the board member must immediately disclose that he/she has a conflict of interest. At that time, the following procedures will immediately apply:

- (1) The board member with the conflict of interest must leave the meeting and must not be present during any discussions, deliberation, or voting on the proposal.
 - (2) If the board member is making a presentation on a business arrangement, investment agreement, or project of his/her own in which he/she has a conflict, he/she may make his/her presentation to the board. The board member will make the presentation as a private individual and not as a board member. The board member may answer any questions from the board concerning the business arrangement, investment agreement or project. At the conclusion of the presentation, and prior to the board commencing any deliberations or discussion, the board member must leave the meeting and must not be present during any discussions, deliberations, or voting on the proposal.
 - (3) After the board has concluded all discussions and necessary actions concerning the issues presented, the board member may return to the board meeting and resume his/her participation on the board.
- (c) Determination - Any UPAC member, including a board member, may seek a determination from the board as to whether a conflict of interest exists regarding any individual board member's activity on the board. The board member who is the subject of the board's review may not participate in the board's evaluation and determination of the potential conflict of interest.

ARTICLE VI – OFFICERS

SECTION 1. SELECTION –

- (a) Officers – The Board shall elect a President, a Vice-President, a Secretary, a Treasurer and such other officers as it may deem proper from time to time, all of whom shall be Directors.
- (b) Elections – The Board should convene and elect officers upon taking office at the beginning of the fiscal year.
- (c) Terms – The term of office of all officers shall be until their successors are elected and take office. Officers may succeed themselves, provided their term as Director has not expired.
- (d) Vacancies – Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board. (See Article V Section 5 (c))

SECTION 2. REMOVAL OF OFFICERS – Any officer may be removed from office at any time, with or without cause, by a vote of two-thirds (2/3) of the full Board. (See Article V Section 7)

SECTION 3. POWERS AND DUTIES OF THE PRESIDENT – The President shall:

- (a) Preside at all meetings of members of the Board, have general and active management of the business of UPAC and see that all orders and resolutions of the Board are carried into effect.
- (b) Appoint standing and special committees, subject to approval of the Board and serve as ex-officio member of such committees.
- (c) Sign, with the Treasurer, all checks and other instruments of payment by the treasury.
- (d) Sign all contracts and agreements approved by the Board for execution
- (e) Perform such other duties as the Board may direct.

SECTION 4. POWERS AND DUTIES OF THE VICE-PRESIDENT - The Vice-President shall:

- (a) In the absence of the President, or in case of his or her failure to act, in conjunction with the Secretary, have all of the powers of the President and the two of them acting together shall see that all orders and resolutions of the Board are carried into effect.
- (b) Perform such other duties as the Board may direct.

SECTION 5. POWERS AND DUTIES OF THE SECRETARY – The Secretary shall:

- (a) Have charge of the records and seal of the Corporation and perform all the duties inherent to the office of the Secretary of the Corporation subject at all times to the direction and control of the Board.
- (b) Record and keep in a separate book, the minutes of all meetings of the membership, which minutes shall be presented to the next meeting of the membership for approval.
- (c) Record and keep in a separate book, the minutes of all meetings of the Board of Directors, which minutes shall be presented to the next meeting of the Board for approval.
- (d) Keep a separate book to include a copy of the Charter of the Corporation together with a dated copy of the most current by-laws and amendments.
- (e) Maintain a current organization chart depicting the current officers, directors, committee chairpersons and committee members.
- (f) Maintain a current list of members with addresses, phone numbers and e-mail addresses. With the assistance of the Treasurer, such list should also show members in good standing which shall be used in situations requiring polling (voting) by the members.
- (g) Conduct the general correspondence of UPAC.
- (h) Be responsible for the timely distribution of notices, calls of meetings and distribution of approved minutes (via e-mail) to the members. This includes keeping the membership informed of decisive actions by the Board and of issues to be brought before the Board and/or the membership.

- (i) Perform such other duties as the Board may direct.

SECTION 6. POWERS AND DUTIES OF THE TREASURER – The Treasurer shall:

- (a) Keep accurate and full accounts of receipts and disbursements, collect and deposit all monies and other properties and effects in the name of and to the credit of UPAC in such depositories as the Board may direct.
- (b) Disburse the funds of UPAC as may be directed by the Board, taking proper vouchers for such disbursements.
- (c) Render to the Board upon its request, an account of any and all transactions as Treasurer and of the financial condition of UPAC and at the annual meeting of members, present a like report for the preceding year. Present regular reports depicting the current status of the UPAC financial condition at Board meetings and full membership meetings.
- (d) Prepare Profit & Loss statements summarizing the financial results of events including swim meets and other fundraising ventures.
- (e) With the President, sign all check and instruments of payments.
- (f) Appoint, with approval of the Board, one or more Assistant Treasurers, (may be an elected Director or non-Director) to whom may be delegated, under the Treasurer's supervision, responsibility for bookkeeping, specific operational funds or other accounting work. (Should the appointee not be from the Board, the appointee shall not be considered a Board member and as such have no voting power.)
- (g) Serve as ex-officio member of all standing and special committees that have control over any funds of UPAC.
- (h) Perform such other duties as the Board may direct.

ARTICLE VII – COMMITTEES

SECTION 1. STANDING COMMITTEES – Standing committees are committees established by these By-Laws with duties and responsibilities as enumerated herein. The President shall appoint at least one Board member to be a member of each committee although that Board member need not be the Committee Chairperson, except as stipulated by these By-Laws.

- (a) Finance Committee – The finance committee shall be responsible for budget preparation, management of expenditures and the meet entry fund. It shall review and make recommendations to the Board for approval of major expenditures. It shall also regularly monitor and analyze the financial health of UPAC and make recommendations regarding dues and assessments. This committee shall have oversight of the Fund Raising Committee to assure financial objectives are synchronized. In conjunction with the Head Coach, this committee shall receive and decide requests for financial assistance for membership and meet entries on a non-discriminatory, uniformly administered and confidential basis. The Vice-

President and the Treasurer are mandatory co-chairpersons of this committee.

- (b) Fundraising Committee – The Fundraising Committee shall be responsible for proposing and administering fundraising projects for participation by UPAC membership. It shall also be responsible for obtaining and managing sponsorships. The selection, acquisition and distribution of team apparel and related items shall be a function of this committee. This committee must work closely with the Finance Committee to assure objectives are met.
- (c) Membership Committee – The Membership Committee shall be responsible for maintaining a healthy membership in UPAC, seeking and welcoming new members, assuring all are familiar with member obligations, maintaining and distributing the *UPAC Member Handbook*, conducting periodic surveys of the membership and advising the Board concerning membership issues.
- (d) Swim Meets Committee – The Swim Meets Committee shall be responsible for the management of the swim meets conducted by UPAC. The committee shall appoint a Meet Director for each home meet and such person shall be accountable to the Board via this committee. This committee shall also be responsible for bid preparation in seeking to host meets. The committee shall also work with the Head Coach to oversee the swimmer entries into all meets (home and away) and will assure that the proper entry documents, fees and rosters are presented in a proper and timely manner. (This does not apply to Masters swim meets.)
- (e) Communications Committee- The Communications Committee shall manage the dissemination of general information to the membership and the public. Such items as the newsletter, the bulletin board and the Web Site shall be managed by this committee. Advertising, signage and the UPAC logo shall also be managed by this group.
- (f) Pool Facilities Committee – The Pool Facilities Committee shall be responsible for the supervision of personnel and maintenance of all pool facilities and meet equipment utilized by UPAC. This may involve the management of a relationship with the owner of pool facilities not owned by UPAC. The committee shall represent the best interests of UPAC while ensuring that community objectives are understood and balanced.
- (g) Safety Committee – The Safety Committee shall be responsible for disseminating safety education information received from USA Swimming (USA-S) and Pacific Northwest Swimming (PNS) to the UPAC athletes, coaches and members. It shall make recommendations to Board and the members concerning safety policy and its implementation. The President shall appoint and the Board shall confirm a Board member to be the Chief Safety Officer (CSO) and chair this committee. The CSO and the committee members are empowered to enforce all safety rules of UPAC. USA-S and PNS refer to this position as “The Club Safety Coordinator” and (the CSO) shall assemble any reports requested by PNS's Safety Committee Chairperson.

- (h) Hospitality and Special Events Committee – The Hospitality and Special Events Committee shall be responsible for making recommendations for and implementing all special events to be conducted by UPAC and for hospitality and food service sales at all UPAC functions including sponsored meets. This committee shall be closely supervised by the Finance Committee to assure that financial objectives and budgets are met. In addition this committee must work closely with the Swim Meet Committee to ensure that goals and objectives are synchronized.

SECTION 2. **SPECIAL COMMITTEES** – Special Committees including ad-hoc committees may be established from time to time by the President or by the Board of Directors. Duties and powers and terms of existence must be clearly defined and are subject to the authority of the Board. The President shall appoint at least one Board member to be a member of each committee although that Board member need not be the Committee Chairperson.

ARTICLE VIII – ACCOUNTING, BUDGET & FINANCE

SECTION 1. **AUDITS** –

- (a) Annual Audits - The financial books of UPAC shall be closed on the last day of December of each year to be audited by a qualified individual (other than the Treasurer) approved by the Board. The audit shall encompass all assets of UPAC or under its control, with property valued at cost, depreciated value, or replacement cost, whichever is least. Separate “funds” shall have a separate accounting with the net gain or loss shown in the consolidated statement. The written report of audit shall be prepared in time to be presented to the members at the annual meeting.
- (b) Special Audits – An audit similar to the annual audit may be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2. **BUDGET** – A draft budget for the next fiscal year shall be prepared by the current Finance Committee for presentation and discussion at the annual meeting. Following the election of the new Board, and organization of officers and committees, the newly formed Finance Committee shall immediately set out to finalize the fiscal budget and obtain approval from the Board. The budget shall then be distributed to the membership via e-mail and its approval be obtained through discussion and vote at the next meeting of the UPAC membership.

SECTION 3. **BANKING** – The Treasurer, with approval of the Board, shall establish a banking relationship with an NCIC-approved financial institution. A checking account shall be established and one or more savings accounts may be established. It shall take two authorized signers to withdraw funds from these accounts. At minimum, the Treasurer, the President and one other officer shall be authorized signers. The Board may authorize and approve additional signers.

SECTION 4. CONTRACTS – Contracts for personal services shall require approval of two-thirds (2/3) of the full Board of Directors. Contracts involving loans, leases, or other obligations of more than twelve (12) months' duration, including contracting with the Head Coach, shall have to be approved by the Board and ratified by a majority of all members of UPAC eligible to vote.

SECTION 5. REIMBURSEMENT – Officers and Directors shall be reimbursed for reasonable out-of-pocket expenses made on behalf of UPAC, but shall not otherwise be compensated.

SECTION 6. INDEMNIFICATION – UPAC shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of his being or having been a Director, Officer or duly authorized agent of UPAC, except in relation as to matters to 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. The right shall extend to all such persons, their successors, heirs and legal representatives.

SECTION 7. DISSOLUTION – In the event UPAC dissolves, splits or otherwise ceases to exist under the terms and conditions of these By-Laws, the remaining assets of UPAC, after all debts have been discharged, shall be disbursed to any non-profit organization(s) meeting the requirements of a 501 (c) (3) federal tax status. These organizations shall be determined by the UPAC voting membership.

ARTICLE IX – BY-LAWS & RULES OF ORDER

SECTION 1. BY-LAWS – These By-Laws, duly adopted by the majority of the UPAC membership on April 19, 2007, succeed any and all previous By-Laws and amendments thereto, which are declared null and void.

SECTION 2. AMENDMENTS – These By-Laws may be amended by a majority of the full membership of UPAC, eligible to vote. (The quorum requirement at this meeting shall be the majority of the UPAC membership.) This may be done at any regular meeting or at a special meeting provided that the proposed amendment has been submitted to the membership not less than ten (10) days prior to such meeting. In order to be submitted to the membership, the proposed amendment shall either have been approved by the Board of Directors or signed by not less than four (4) member families.

SECTION 3. INTERPRETATION - Any question as to the proper interpretation of any provision of these By-Laws shall be determined by the Board.

SECTION 4. **RULES OF ORDER** – Roberts Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors and/or committee meetings, but shall not take precedence over these By-Laws.