

1. NAME

1.1 This organization shall be called Pacific Waves Synchronized Swimming, (also referred to as “PWSS”).

2. OBJECTIVES

2.1 Primary objectives of Pacific Waves Synchronized Swimming shall be:

- To encourage and promote physical fitness and health improvements through synchronized swimming.
- To enhance fellowship among participants.
- To have fun.

2.2 Pacific Waves Synchronized Swimming shall maintain club membership in United States Synchronized Swimming Inc. (USSSI).

3. DURATION

3.1 The duration of Pacific Waves Synchronized Swimming shall be perpetual unless dissolved or otherwise terminated pursuant to the by-laws.

4. NON-PROFIT PURPOSE

4.1 **GENERAL:** This organization is one, which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

4.2 **EARNINGS:** No part of the property or earnings of Pacific Waves Synchronized Swimming shall be paid or distributed to or inure to the benefit of any private individual member, officer, or participant of the organization called Pacific Waves Synchronized Swimming except as approved by the Board of Directors as reasonable reimbursement for goods or services furnished or rendered.

4.3 **DISSOLUTION:** Upon dissolution of Pacific Waves

Synchronized Swimming, any remaining assets and obligations of Pacific Waves Synchronized Swimming shall be transferred to the successor organization, if any, established to assume the function of Pacific Waves Synchronized Swimming, and if there be no successor, any remaining assets after payment of the obligations of Pacific Waves Synchronized Swimming, shall not inure to the benefit of any private individual or corporation, but shall be distributed to another synchronized swimming organization, or if none exists, then to another organization operated exclusively for charitable or educational purposes.

5. MEMBERSHIP: All parents or guardians of swimmers affiliated with Pacific Waves Synchronized Swimming are members of this corporation. All other persons interested in promoting the objectives of this corporation are eligible to apply to the Board of Directors for membership, and after acceptance by majority vote of the directors shall become members. There shall be no discrimination as to race, creed, or sex.

5.1 CLASSES OF MEMBERS: The following classes of membership shall be recognized in Pacific Waves Synchronized Swimming:

A. ATHLETE MEMBERS: All athletes shall be registered with United States Synchronized Swimming, Inc. All athlete members shall list their affiliation as Pacific Waves Synchronized Swimming or be in the process of transferring their affiliation to Pacific Waves Synchronized Swimming.

B. PARENT/GUARDIAN MEMBERS: All parents or legal guardians of athlete members who are in good standing with Pacific Waves Synchronized Swimming shall be parent/guardian members.

C. COACH MEMBERS: All coaches of Pacific Waves Synchronized Swimming shall be coach members. Coach members may be on the Board of Directors if elected as either an officer or as an at-large representative. Coach members are welcome at any general membership meetings, but shall have no voting privileges

unless already a member under B.

D. AFFILIATE MEMBERS: Any persons not listed in A., B., or C. who wish to contribute to the activities of Pacific Waves Synchronized Swimming may be affiliate members. Such members are welcome at any Board of Directors meeting or general membership meetings, but shall have no voting privileges.

5.2 FEES: Fees shall be proposed by the Board of Directors and reviewed on a regular basis. Fees shall be adopted at general membership meetings.

5.3 CODE OF ETHICS: All members of Pacific Waves Synchronized Swimming shall conduct themselves in conformance with the Code of Conduct and Code of Ethics as defined in the current Official Rules of United States Synchronized Swimming, Inc.

6. BOARD OF DIRECTORS

6.1 The affairs of Pacific Waves Synchronized Swimming shall be managed and directed by a Board of Directors numbering seven (7). The board shall consist of the president, vice president, secretary, and treasurer of Pacific Waves Synchronized Swimming, and three at-large representatives. All members of the Board of Directors must be athlete members, parent/guardian members, or coach members of Pacific Waves Synchronized Swimming. All members of the Board of Directors must be at least 18 years of age.

6.2 None of the members of the Board of Directors shall receive any compensation for his or her services as such.

6.3 To the full extent of the Washington Non-Profit Corporations Act (RCW 23B.8.320), as it exists on the date hereof or may hereafter be amended, permits the limitations or elimination of the liability of trustees or directors, a director of this corporation shall not be liable to this corporation or its members for monetary damages for his or her acts or omissions as a director. Any amendment to or repeal of this article shall not adversely affect any right or protection of a director

of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct or a knowing violation of the law, for illegal distributions or loans, or for any transaction, conflict of interest, or act from which a director will directly receive benefit in money, property or services to which a director is not legally entitled. This amendment shall not limit or eliminate acts or omissions prior to the date of amendment.

6.4 Any board member may be removed without cause, following a two-thirds vote of a quorum by the general membership, or a two-thirds vote by a quorum of the board of directors, at any regular or special meeting.

6.5 DUTIES OF THE BOARD OF DIRECTORS: The Board of Directors shall be responsible for determining the direction and focus of the organization; executing the fiscal expenditures of the organization; conducting the business of the organization on behalf of its members; procuring coaching services; and acting as an arbitration board to mediate problems or complaints. The board shall also establish those ad hoc committees it requires to conduct the organization's business. The Board of Directors shall accept new members and the resignation of existing members. All accounts should be in good standing upon leaving the club.

6.6 BOARD OF DIRECTORS MEETINGS: The regular meetings shall be monthly. The date and site for the next meeting shall be determined during each monthly meeting. Whenever possible, the president shall notify the other board members at least seven (7) days prior to the scheduled meeting should any changes in the established date or site occur. In the event that an urgent meeting is required outside of the normal monthly meeting, the President shall arrange for a meeting site and shall notify all board members of the reason for the meeting, as well as the date, time, and location of the meeting. All meetings shall be open to all members of Pacific Waves Synchronized Swimming. Only members of the Board of Directors shall have voting rights. However, other members may be allowed to speak when

recognized by the chair of the meeting.

6.7 BOARD OF DIRECTORS VOTING: Each member of the Board of Directors shall be entitled to one vote on each issue. A quorum shall be defined as fifty percent (50%) of the eligible voting members. Unless otherwise stated in the by-laws, a simple majority of any quorum shall decide the action on an issue. In the case of a tie, the issue shall be considered defeated. To conduct an e-mail vote, a ballot shall be sent to the voting membership stating exactly what is to be voted on and containing a clearly designated option to mark a vote. The subject line shall contain the term "ballot". E-mail voting shall only be allowed when a matter must be resolved prior to the next regularly scheduled board meeting.

7. BOARD OF DIRECTORS: ELECTIONS AND DUTIES

7.1 TERMS AND ELECTION METHOD: The officers and at-large representatives of Pacific Waves Synchronized Swimming shall be elected by the general membership of Pacific Waves Synchronized Swimming to two year terms. The president, treasurer, and two at-large representatives shall be elected in even numbered years. The secretary, vice president, and the other at-large representative shall be elected in odd numbered years. They shall be voted on by secret ballot with winners determined by a simple majority vote of the members casting ballots. Elections shall normally be held annually during September at a general membership meeting. The athlete representative shall be elected by a vote of the athlete members annually during September to a one-year term.

7.2 NOMINATIONS: A Nominations Committee consisting of at least three (3) individual members shall be appointed by the Board of Directors by August 1. Nominations shall also be accepted from the floor during the general membership meeting.

7.3 PRESIDENT - DUTIES: The president shall serve as chairperson at all the Board of Directors and general membership meetings with all the powers delegated to such a person as stated in Robert's Rules of Order. The president of Pacific Waves

Synchronized Swimming shall select the agenda, time, place and host of all monthly meetings. The president of Pacific Waves Synchronized Swimming or the president's delegate shall represent Pacific Waves Synchronized Swimming in all other meetings and shall have the authority of voting on behalf of Pacific Waves Synchronized Swimming at those meetings. The president or the president's representative shall be the contact person when dealing with outside agencies including USSSI. The president of Pacific Waves Synchronized Swimming holds signing authority at the bank and oversees the club operation in conjunction with the Board of Directors. The president shall have the fiscal authority of \$100.00, provided that the allocation maintains the intent of the by-laws. The President of Pacific Waves Synchronized Swimming is also empowered to promote and facilitate positive resolution of any conflicts between a specific swimmer, coach or parent alongside the Head Coach. This includes, but is not limited to, interviewing, hiring, and firing of coaches alongside the Head Coach and Vice-President. The president shall notify all the membership at least one week prior to any general membership meeting. The notice shall include time, place and agenda for the meeting.

7.4 VICE PRESIDENT - DUTIES: The vice president shall assume the chairmanship of the monthly meeting and general membership meetings if and when the president is unable to participate. The vice president of Pacific Waves Synchronized Swimming shall assume all responsibilities delegated to the office by the president, including the authority to vote on behalf of Pacific Waves Synchronized Swimming. The vice president assists the president and Head Coach in interviewing, hiring, and firing coaches. The vice president also holds signing authority on the club's bank account and assists in assignment, maintenance and support to the volunteer parent committees. The vice president may perform other such duties from time to time as prescribed and approved by the Board of Directors.

7.5 SECRETARY - DUTIES: The secretary shall prepare the minutes of each monthly Board of Directors meeting and retain a permanent file of the minutes. In addition, the secretary shall prepare copies of these minutes and arrange for them to be distributed to all

members, no later than two weeks after each meeting. The secretary shall list all unfinished business from the previous minutes and present it to the president for action at the ensuing meeting. The secretary shall prepare all correspondence, notices, and invitations of Pacific Waves Synchronized Swimming as directed by the president. The secretary shall maintain a listing of all current policies as adopted under Article 11 of these by-laws. The secretary may perform other such duties from time to time as prescribed and approved by the Board of Directors.

7.6 TREASURER - DUTIES: The treasurer shall receive all monies and pay all bills approved by the Board of Directors. The treasurer shall be required to keep adequate records of all transactions enacted during the particular term of office and shall report at each meeting the progress of these transactions. The treasurer shall prepare a yearly budget proposal for consideration and approval by the Board of Directors. The budget shall include proposed expenditures, expected income and recommended fees. The treasurer shall have the fiscal authority of \$100.00, provided that the allocation maintains the intent of the by-laws. All expenditures over \$100.00 shall be processed by the treasurer, but only with a two-thirds majority of the Board of Directors attending the meeting in which a particular allocation is presented to the board. The treasurer shall serve as chair of the Finance Committee. The treasurer shall submit an annual report by April 1 to all club members. The treasurer shall prepare and submit appropriate tax forms for the State of Washington and the Federal Government as required by law. The treasurer can choose to enlist the assistance of a bookkeeper to share the workload with. In this case the 25% off swimmer's fee discount will be split between the two. The bookkeeper is not required to be a signer on the bank account nor is (s)he required to attend board meetings. The treasurer and bookkeeper may perform other such duties from time to time as prescribed and approved by the Board of Directors.

7.7 AT-LARGE REPRESENTATIVES - DUTIES: The at-large representatives shall be voting members of the Board of Directors. As such they are expected to participate in Board of Directors meetings.

7.8 ATHLETE REPRESENTATIVE(S) - The athlete representative(s) shall be over the age of 14 and an active swimmer on a PWSS team.

7.9 VACANCIES OF BOARD OF DIRECTORS:

A vacancy in any position on the Board of Directors shall be filled in a manner prescribed below:

- a) Vacancies, with the exception of the President, shall be filled by appointment of the majority of the Board of Directors until the next regularly scheduled annual election. In no event, shall an interim board member appointed under this provision serve more than one year.
- b) A vacancy in the position of President shall be filled by a vote of the general membership at a special or regularly scheduled meeting.

8. PACIFIC WAVES SYNCHRONIZED SWIMMING COMMITTEES

Both standing and ad hoc committees shall be established and staffed to carry out various aspects of the Pacific Waves Synchronized Swimming business under the direction of the Board of Directors. Each family shall be entitled to one vote on any issue on any committee.

8.1 STANDING COMMITTEES: The following shall be standing committees staffed by three (3) or more persons from the Pacific Waves Synchronized Swimming membership. Whenever practical, athlete members may be assigned to positions on these committees.

- Finance Committee
- Social Media and Marketing Committee

The responsibilities of the committees shall be as directed by the Board of Directors but shall include at least the following activities:

- **FINANCE-** Budget proposals and cost/fee studies. The treasurer shall serve as chair of the Finance Committee. The Finance Committee shall present ideas for fund raising projects and may conduct the club's primary fund raising project/s. The Finance Committee shall keep detailed and accurate financial records of the primary fundraising project/s and temporarily maintain monies received from this/those project/s until they can be given to the treasurer. The Finance Committee shall also assist the Social Media and Marketing committee to ensure appropriate event advertisement.

Within the Finance Committee, the Fund raising Chairperson may additionally present optional fund raising projects for approval that will benefit the membership. The Fund raising Chairperson and organizers shall plan, conduct, keep detailed and accurate financial records of the fundraising projects and temporarily maintain monies received from those projects until they can be given to the treasurer.

- **SOCIAL MEDIA AND MARKETING-** To report newsworthy activities of Pacific Waves Synchronized Swimming to the appropriate various media and to encourage the coverage of Pacific Waves Synchronized Swimming events and the organization itself through the media in whatever ways possible.

8.2 AD HOC COMMITTEES: Ad Hoc Committees shall be established by the Board of Directors as necessary to conduct Pacific Waves Synchronized Swimming business, including but not limited to, recommending updates to the handbook, recommending revisions to the bylaws, planning of events etc. A nomination committee shall be appointed per Article 7.2.

9. GENERAL MEMBERSHIP MEETINGS

9.1 There shall be a general membership meeting held at least biannually or more frequently if deemed necessary by the Board of Directors. All members shall be notified in writing of purpose, date,

time, and location of such meetings at least a week in advance. Special meetings may be called upon the request in writing of seven members. A quorum shall be those attending any meeting for which proper notice has been given.

9.2 Each family shall be entitled to one vote on any issue.

10. DISSOLUTION OF PACIFIC WAVES SYNCHRONIZED SWIMMING

10.1 Dissolution of Pacific Waves Synchronized Swimming can be effected by a majority vote taken at a general membership meeting acting on a recommendation of two-thirds of the Board of Directors. Dissolution shall be in accordance with Article 4.3 of the by-laws.

11. STANDING POLICIES

11.1 Standing Policies established under these by-laws and designated as such at the time of approval shall be maintained in a separate list and shall be binding until such time as they are amended or repealed. The Board of Directors may propose such policies, but the policies must be approved by a majority vote at a general membership meeting and shall be included in the Pacific Waves Synchronized Swimming Handbook.

12. BY-LAWS APPROVAL AND AMENDMENTS

12.1 By-laws may be altered, amended, or repealed as the purpose of Pacific Waves Synchronized Swimming may from time to time require, by the affirmative vote of a two-thirds majority of the members in attendance at a general membership meeting called for the purpose of by-laws amendment. The general membership shall be notified in writing of purpose, date, time, and location of such a meeting at least a week in advance.

13. COACHES' RESPONSIBILITIES AND CODE OF CONDUCT

13.1 The Coach is available to answer questions related to your swimmer's training and preparation, or regarding the sport of synchronized swimming, except during practices. The Coach has a number of responsibilities, including but not limited to, ~~in~~ overseeing training and preparation, which include the following:

- Physical training and conditioning
- Teaching basic and advanced skills
- Teaching and coaching figures
- Music selection and preparation
- Planning and implementing synchronized swimming practices.
- Team and extra-routine selection via trials
- Designing choreography and developing routines
- Coaching mental preparation, including stress management for swimmers during competitions
- Giving feedback, encouragement, and support to swimmers
- Revising of routines as necessary
- Competition simulation and preparation
- Attending all competitions in which their team members are participating
- Traveling with the team for out-of-town meets
- Preparing practices and finding a substitute coach for any absences
- Setting goals with swimmers
- Acting as liaison between judges and swimmers
- Knowing the policy/procedure manual for coaches.

13.2 COACH CODE OF CONDUCT:

The coach is expected to:

- Perform tasks with honesty, integrity, and enthusiasm
- Provide a positive learning environment for all swimmers

- Be committed to continuous professional development, and upgrade coaching skills as opportunities arise
- Strive to encourage the best within the capabilities and ambitions of each swimmer
- Communicate any problems or concerns to the Head Coach

13.3 ROLE OF HEAD COACH:

The Head Coach position may be shared or held by one individual. The individual(s) fulfilling this role will have substantial experience within the synchronized swimming community, preferably within Pacific Waves Synchronized Swimming. Should a vacancy in the position of Head Coach arise, candidates for the position will be sourced, approached, and interviewed by the President and Vice President and findings presented to the Board of Directors. The final selection of the Head Coach will be determined by a majority vote of the Board of Directors.

The responsibilities of the Head Coach(es) shall include, but not be limited to the following:

- Coordinate practice schedules, arrange pool rentals and complete meet entries as well as budgeting and pool selection/coordination in conjunction with the Board of Directors
- Provide leadership to other coaches through both scheduled and informal on-deck interaction
- Hold bi-monthly coaches' meetings to determine and address coach, individual, and club needs on an ongoing basis during the year
- Consult with and present recommendations to the President (and/or other Executive members when appropriate) in selecting new coaches
- Be the second line of contact for swimmer/parents and Coach in cases of unresolved issues (first line of contact will be directly between the swimmer/parent and the team coach)

- Determine need for coach and swimmer education and/or training beyond day-to-day on-deck activities, bringing recommendations and estimates of involvement and costs to the Board of Directors for approval prior to implementation
- Manage coaches certification compliance and planning for coaching educational opportunities
- Attend all competitions and club activities as the main representative for Pacific Waves Synchronized Swimming, designating an alternate Head Coach if unable to attend.
- Review the team plans of each coach at the start of the season and periodically during the season, to ensure that their goal-setting is appropriate to achieve optimum swimmer/team performance
- Program development including skills and conditioning planning, routine and music selection/coordination and development of a curriculum for youth and adult recreational programs and beginning lessons
- Evaluate coaches' performance and provide feedback to them
- Attend Annual General Meetings and Executive meetings and present the Head Coach report
- Interview/hire/fire coaches along with the President and Vice-President
- In the event of a disciplinary concern, implement the ladder of disciplinary actions found in handbook alongside the team coach and president/vice president
- Event planning for social/bonding events for each team in conjunction with the team coach
- Goal setting with athletes as well as athlete development planning for long term physical and emotional plans
- Final choreographing of routines and final selection and cutting of music for routines
- Consulting for design and selection of team apparel and gear
- Consulting, design, and/or decoration of routine costuming (including suits, headpieces, and/or makeup)