

BYLAWS OF MT. LEBANON AQUA CLUB, INC.

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ARTICLE I: NAME AND GOVERNMENT

SECTION 1

The name of this organization shall be the “MLAC, Inc.,” hereinafter referred to as “MLAC, Inc.” or “the Club.”

SECTION 2

The official mailing address for MLAC, Inc. shall be: P.O. Box 14684, Pittsburgh, Pa. 15234.

SECTION 3

This organization shall be governed by the policies and procedures of USA Swimming, applicable policies and procedures of Allegheny Mountain Swimming LSC, these Bylaws, current Standing Rules, and the provisions of legal contracts entered into by the Board of Directors of MLAC, Inc., hereinafter referred to as the Board.

SECTION 4

The fiscal year of MLAC, Inc. shall run from September 1 of each year through August 31 of the following year.

ARTICLE II: PURPOSE

SECTION 1

The objectives and purpose of MLAC, Inc. shall include the promotion of amateur swimming on instructional and competitive levels through supervised practices; the sponsorship of and participation in competitive meets at the local, regional and national levels; and the fostering of a spirit of sportsmanship among its members. All purposes and objectives of the organization shall be in reasonable accordance with the standards and rules prescribed by USA Swimming and Allegheny Mountain Swimming LSC. (AMS).

SECTION 2

This organization does not contemplate pecuniary gain or profit, incidental or otherwise, to its members or to any individual other than as compensation to its employees pursuant to an employment contract or other agreement. No part of the net earnings of MLAC, Inc. shall be distributed to any member, director, or officer of the Corporation, contributor, or private individual. Any income derived from the promotion of swimming by MLAC, Inc. must be used for further promotion of swimming or for the general welfare of MLAC, Inc. as a whole. In the event of dissolution or liquidation of the assets of this Corporation, its assets shall be distributed to nonprofit and charitable corporations or institutions (which are exempt under Section 501 (c) of the U.S. Internal Revenue Code) and shall be used for purposes similar to those of MLAC, Inc. The designation of other such corporations or institutions shall be made by the Board.

ARTICLE III: MEMBERSHIP

SECTION 1 MEMBERSHIP

The benefits and services of MLAC, Inc. shall be made available to any individual who desires to participate in the competitive swim program sponsored by MLAC, Inc., who is physically able to do so and provided a majority of competitive members, as defined in Article III Section 1(a), be residents of the municipality of Mt. Lebanon, Pa.

- (a) Members – There are two (2) classes of membership: (1) Regular Members and (2) Competitive Members. Regular Members shall be defined as parents or legal guardians of a

Competitive Member(s). Competitive Members shall be defined as those individuals who are members of a (youth) MLAC team. A Member Family shall consist of one or two parents or legal guardians and one or more Competitive Members. In the case of Masters swimmers, a competitive member can constitute a Member Family designation.

SECTION 2 VOTING

Each Member Family in MLAC, Inc. shall be entitled to one vote in the affairs of MLAC, Inc. A Regular Member in each Member Family will cast their vote.

SECTION 3 TERMINATION

- (a) Membership may terminate automatically if a Regular Member fails to pay dues, meet entry assessments, and/or other financial obligations within thirty (30) days after notice or fails to make arrangements for payment satisfactory to the Board.
- (b) A Regular Member may resign his membership at any time by giving notice in writing to the President and Swim Director. Any refund will be subject to Article IV Section 1(f).
- (c) Membership may be terminated or suspended by Board decision if that Regular Member fails to uphold the requirements stated in the Parent Code of Conduct. Additionally, membership may be suspended or terminated, depending on the seriousness of the offense if any Competitive Member fails to uphold the standards set forth by the Head Coach, the Board, or USA Swimming.
- (d) The following shall be considered violations of the USA Swimming Code of Conduct and subject to suspension or termination from MLAC, Inc.:
 - (1) Violation of any of the Athlete Protection Policies set forth in Article 305 of the USA Swimming Code of Conduct.
 - (2) Violation of any of the Sexual Misconduct Reporting Requirements set forth in Article 306 of the USA Swimming Code of Conduct.
 - (3) Conviction of, imposition of a deferred sentence for, or any plea of guilty or no contest at any time, past or present, or the existence of any pending charges, for (i) any felony, (ii) any offense involving use, possession, distribution or intent to distribute illegal drugs or substances, (iii) any crime involving sexual misconduct, or (iv) any criminal offense against a minor.
 - (4) Bullying. For these purposes, the term “bullying” shall mean, regardless of when or where it may occur, the severe or repeated use by one or more USA Swimming members of an oral, written, electronic, or other technological expression, image, sound, data or intelligence of any nature (regardless of the method of transmission), or a physical act or gesture, or any combination thereof, directed at any other USA Swimming member that to a reasonably objective person has the effect of: (i) causing physical or emotional harm to the other USA Swimming member or damage to the other member’s property; (ii) placing the other USA Swimming member in reasonable fear of harm to himself/herself or of damage to his/her property; (iii) creating a hostile environment for the other USA Swimming member at any USA Swimming activity; (iv) infringing on the rights of the other USA Swimming member at any USA Swimming activity; or (v) materially and substantially disrupting the training process or the orderly operation of any USA Swimming activity (which for the purposes of this section shall include, without limitation, practices, workouts and other events of a member club or LSC).
 - (5) Any inappropriate sexual conduct or advance, or other oral, written, visual, or physical conduct of a sexual nature directed towards an athlete by (i) a coach member or other non-athlete member, or (ii) any other adult participating in any capacity whatsoever in the

activities of USA Swimming (whether such adult is a member or not). Any act of sexual harassment, including without limitation unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature in connection with or incidental to a USA Swimming-related activity by any person participating in the affairs or activities of USA Swimming (whether such person is a member or not) directed toward any member or other person participating in the affairs or activities of USA Swimming.

ARTICLE IV: DUES

SECTION 1 DUES

Dues shall be set by the Board and shall be sufficient to provide for the anticipated expenses of MLAC, Inc.

- (a) Member Dues — Dues for Competitive Members shall be assessed on an annual basis, per fiscal year.
- (b) Amount – The amount of dues per Competitive Member shall be computed on the basis of a schedule set by the Board, which shall take into account both the number of Competitive Members in MLAC, Inc. programs and the Competitive Members' classification.
- (c) Changes in Dues Schedule – The dues schedule may be changed retroactively.
- (d) Payment – The Board of Directors shall be responsible for establishing the annual payment schedule for dues and the appropriate policies governing payment of said dues.
- (e) Change in Swimmer's Group Status – In the event that group assignment of a Competitive Member is changed during the year, the resulting change in dues shall be computed on a pro rata basis per month. Extra dues shall be payable immediately or may be paid in installments as outlined in ARTICLE IV. SECTION 1(d).
- (f) Refunds –
 - (1) There shall be no refund of the annual registration fee.
 - (2) There shall be no refund of dues or release of obligation to pay dues except as enumerated in the Family Obligations Policy, which describes specific situations in which prorated refunds or release of obligation may be given. Fees passed through to other organizations are not refunded.
 - (3) Refunds of dues or release of obligations for any reason not specifically stated in the Financial Obligations Policy shall require written justification provided to the President and will require majority approval of the Board.

SECTION 2 FEES

- (a) Meet Entry Fees/Surcharges – Each Competitive Member is responsible for paying all meet entry fees and surcharges within 30 days of account charge.
 - (1) Each Regular Member must provide a credit card or ACH to be kept on file.
 - (2) Meet Entry fees will be added to all accounts by the 25th of each month and billed to the member accounts via credit card/ACH on the first business day of the following month.
 - (3) Any Competitive Members with unpaid meet entry fees or without valid payment on file for more than 30 days may not be permitted to enter additional meets.
- (b) AMS / USA Swimming – Each Competitive Member is responsible for paying applicable registration fees in the current amount set by AMS or USA Swimming.

- (c) Special Fees – Fees for special events and activities shall be set by the Board in a uniform manner and shall be paid in advance in full.

SECTION 3 ASSESSMENTS

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

SECTION 4 PARTICIPATION

A quality program as conducted by the MLAC, Inc. requires the active and enthusiastic participation of all Regular Members in its operation. This includes the day-to-day business operations of the Club; organizing, planning and staffing of all team events and functions; and organizing, planning and staffing of swim meets at various levels of competition throughout the year.

It is the intent of the Board of Directors that this obligation be shared by all Regular Members. Each Member Family is required to work a set number of sessions each season in accordance with the following:

- (1) Each year a Regular Member family must accumulate the set number of volunteer credits known as the “Family Service Requirement” prior to the end of the year. The year is September 1st to August 31st as defined in Article I, Section IV.
- (2) Credits are earned by volunteering for positions as identified by the Board of Directors in the Parent Handbook.
- (3) A list of volunteer positions, the prerequisites required and the session value earned can be found on the Club’s volunteer portal and Parent Handbook.
- (4) The Board of Directors will set the required number of credits prior to the start of the year and communicate this to the Regular Members.
- (5) It shall be the responsibility of each Regular Member to obtain and maintain any and all clearances required by USA Swimming or MLAC, Inc. for certain volunteer positions. MLAC, Inc. will store such clearances in a responsible way.
- (6) Should a Regular Member fail to satisfy their volunteer session obligation in a given year, a fee will be applied to their account at the end of the season (on or around July 31). The amount of the fee will be set by the Board at the start of the season and communicated to the Regular Members. Prorating of this fee is at the discretion of the Board. This fee must be paid prior to registration for the next swim season.
- (7) Requests for exemption or review of credits earned may be brought to the MLAC President for review by the Board of Directors prior to July 31st preceding the registration year.

SECTION 5 COMPETITIVE MEMBERS’ EXPENSES

- (a) With regard to team travel expenses, each Member Family shall be responsible for reimbursement of reasonable expenses incurred by MLAC, Inc. on the Competitive Member’s behalf.
- (b) With regard to any possible subsidy by MLAC, Inc. for attending zone, sectional, national or any other level of national competition, each Member Family shall:
 - (1) Be an active member in good standing. Active members of MLAC, Inc. are those Competitive Members who:

- (i) have an above-average attendance record at practices; and
 - (ii) have participated in three USA Swimming-sanctioned meets as a MLAC, Inc. representative during the fall/winter season or two USA Swimming-sanctioned meets during the summer season.
- (2) Be responsible for reimbursement of any and all expenses in excess of AMS and MLAC, Inc. funding incurred by MLAC, Inc. on the Competitive Member's behalf.
- (3) Be responsible for applying for reimbursement of any transportation and lodging expenses incurred by the Competitive Member, using appropriate forms as designated by AMS or MLAC, Inc. All receipts shall be included with the reimbursement request and submitted on a timely basis.
- (4) Understand that the amount of any MLAC, Inc. reimbursement is dependent upon the number of swimmers attending the meet, MLAC, Inc. budgetary considerations and available funds, and is limited to 80% of the swimmer's transportation and lodging expenses after AMS reimbursement.
- (5) Understand that the amount of subsidy, if any, will be determined by the MLAC, Inc. Board of Directors.
- (c) MLAC, Inc. will cover all reasonable coaching expenses for Zones, Sectional or National meets.
- (d) MLAC, Inc. will not cover or subsidize expenses associated with interscholastic, WPIAL, or PIAA meets.

ARTICLE V: MEETINGS OF MEMBERS

SECTION 1 ANNUAL MEETING

- (a) Time and Place – The Annual Meeting of the General Membership of MLAC, Inc. shall be held each year on a date set by the Board. Members shall be given at least ten (10) days written notice of such meetings. The Board may call other general membership meetings as necessary during the year.
- (b) Purpose – The Annual Meeting shall be for the purpose of electing Directors.
 - (1) In an extreme situation (e.g., natural disaster/civil authority mandate) where the Annual Meeting cannot be held as planned, the election of Directors shall take place via online and anonymous ballot at such time that the slate of nominees has been posted according to ARTICLE VI, SECTION 4 (a) 2.
 - (2) Such ballot will be counted based on returned ballots, which shall constitute a quorum.

SECTION 2 SPECIAL MEETINGS

- (a) Call – Special meetings of MLAC, Inc. shall be held upon the call of the President, the 1st Vice President or the Board and must be called by the Board to be held within thirty (30) days upon written request to the Secretary signed by fifteen (15) percent of the members.
- (b) Time and Place – Special meetings of MLAC, Inc. shall be held at such reasonable time and place as the Board may designate.
- (c) Purpose – The purpose of any special meeting shall be stated in the notice of the call, and no other business shall be transacted.

SECTION 3 QUORUM

Fifteen percent (15%) of Regular Members in good standing, present in person, at any properly called meeting shall constitute a quorum.

SECTION 4 VOTING

- (a) Method – Voting may be viva voce, but ten (10) Members shall have the right to demand voting by roll call. Election of Directors, if contested, shall be by secret ballot.
- (b) Decision – Except where different requirements are given elsewhere in these Bylaws, all matters coming before the meeting for vote shall be decided by majority vote of those voting.
- (c) Supermajority – A Supermajority is defined as at least a two-thirds vote.

SECTION 5 MINUTES OF MEETING

Minutes of each meeting shall be available at the MLAC website as soon as practicable but no later than with the notice of the next immediate Annual Meeting.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1 BOARD COMPOSITION

The Board shall be composed of ten (10) Directors, who shall be selected in accordance with ARTICLE VI. SECTION 3 and who shall serve as Officers as defined in ARTICLE VII, plus a President Emeritus and the Head Coach, who shall be non-voting members of the Board with the powers and duties defined in ARTICLE VII, and whose services shall not be considered as service as a Director.

SECTION 2 CONFLICT OF INTEREST AND DUTY OF LOYALTY

Board members and MLAC, Inc. employees shall have an obligation to place the interests of MLAC, Inc. ahead of any personal interests. Any conflict of interest, which is defined broadly to include a situation that may limit a Board member or MLAC, Inc. employee's ability to act impartially, must be immediately brought to the attention of the President. The following guidelines shall apply in the event of any potential, actual, or perceived conflict of interest.

- (a) Full disclosure—Board members and MLAC, Inc. employees in decision-making roles should make known their connections with groups doing business with the nonprofit. This information should be provided annually.
- (b) Board member abstention from discussion and voting – Board members who have an actual or potential conflict of interest should not participate in Board decisional discussions or vote on matters affecting transactions between the club and the other group.
- (c) MLAC employee abstention from decision making –Staff members who have an actual or potential conflict should not be substantively involved in decision-making affecting such transactions.

SECTION 3 TERMS

Directors shall be elected at the Annual Meeting of General Membership each year for terms as defined in Article VII. Where possible, five (5) Directors shall be elected every even calendar year and five (5) shall be elected every odd calendar year.

SECTION 4 ELECTIONS OF DIRECTORS

- (a) Nomination Process
 - (1) Nominating Committee – The nominating committee shall be selected by the Board in February and consist of five (5) Regular Members in good standing, three of whom must be current Board members. It shall be the duty of this committee to nominate candidates

to fill the vacancies on the Board created by expiring terms. Such candidates shall have given their consent prior to nomination. Service on the nominating committee shall not disqualify a member from nomination. Consideration shall be given to maintaining reasonably balanced representation of all group levels on the Board.

- (2) Notice – The report of the nominating committee shall be distributed to members with the notice of the Annual Meeting thirty (30) days prior to the date of the Annual Meeting and shall include the names of the nominating committee. Alternative qualified candidates may be nominated by Members if written notice of the candidacy is submitted to the Secretary fifteen (15) days prior to the Annual Meeting.
- (b) Election – Balloting, if nominations are contested, shall be by secret ballot with each Regular Member voting for the same number of different nominees, as there are vacancies, on the one ballot. The Secretary shall act as teller, but any four (4) Members shall have the right to 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 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 normal expiration of term, the Board shall nominate a member to fill the unexpired term, and if approved by the Board, the member shall assume temporarily the duties of the Director until the next Annual Meeting.

SECTION 5 REMOVAL OF DIRECTOR(S) FROM OFFICE

- (a) Recall by Membership – Any Director may be removed from office, with or without cause, at any Annual or Special Meeting of Regular Members, which stated in its notice that such action was contemplated, by majority vote of the Members present.
- (b) Removal by Board Action – A Director missing three (3) consecutive meetings of the Board, who does not carry out the duties of their office or who violates the Conflict of Interest policy may be removed from office by majority vote of all the other Board members.
- (c) Automatic Removal – A Director whose membership is terminated in accordance with ARTICLE III, SECTION 3, violates the Parent Code of Conduct and/or is no longer in good standing shall automatically be removed from the office.

SECTION 6 MEETING OF THE BOARD

- (a) Regular meetings – Regular meetings of the Board shall be held each month and special meetings may be called at any time by the President or by any three members of the Board with reasonable written notice to all members of the Board. Regular meetings may be waived by the Board at an earlier meeting.
- (b) Quorum – Six (6) Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting without further notice, from time to time, until such quorum shall have been attained.
- (c) Access – In general, Board meetings will be open to all Members. To protect individuals' privacy, the Board shall vote to close all or a portion of a meeting for discussion of items such as personnel matters or other items that must remain confidential. In such cases, the Secretary shall maintain separate closed minutes.

SECTION 7 POWERS AND DUTIES OF THE BOARD

The Board shall:

- (a) Regulate and supervise the management and operation of MLAC, Inc.
- (b) Attend to all internal affairs of MLAC, Inc. and make such arrangements for carrying on the business as it deems best and in addition to the powers by these Bylaws expressly conferred upon the Board.
- (c) Approve the budget and financial statements.
- (d) Approve financial and other arrangements with coaches and others providing services to MLAC, Inc.
- (e) Approve any expenditures of \$250.00 or more, excepting meet entry fees or regularly scheduled payments or other expenses already approved as part of MLAC, Inc.'s regular budget.
- (f) Exercise all the powers of MLAC, Inc. and to all such lawful acts and things as are not by statute or by the charter or by these Bylaws required to be done or exercised by the members.
- (g) Approve any hiring or termination of employees of MLAC, Inc.
- (h) The Board shall not remove the Head Coach without cause. Only a majority vote of the Regular Members may terminate the Head Coach's contract without cause as defined in ARTICLE III section 3(d).
- (i) The Board shall not have any powers or duties with regards to the training or practice schedules except to communicate membership concerns.

ARTICLE VII: OFFICERS

SECTION 1 SELECTION

- (a) Officers – The Board of Directors shall consist of the following Officers, each elected by the Members: President, 1st Vice President (successor to President), Secretary, Treasurer, Controller, Vice President of Membership/Registrar, Member At Large, Vice President of Instructional Programming, Vice President of Fundraising, and Parliamentarian/Historian, as well as such other officers as it may deem proper from time to time, all of whom shall be Directors-elect at the time of election.
- (b) Election – At the Annual Meeting of the General Membership, the Members elect Directors to take office at the beginning of the next fiscal year. During the period between the Annual Meeting and the beginning of the fiscal year, the Directors-elect will attend all Board meetings, actively participate in the business of the club but have no vote until the start of the fiscal year.
- (c) Terms – The term of office for the President and 1st Vice President shall be two years, and holders of such offices shall be limited to one term. The term of office for all remaining officers shall be two years and holders of such offices may succeed themselves for one additional term subject to nomination and election as defined in ARTICLE VI, SECTION 3.
- (d) Vacancy – Should a vacancy occur during the fiscal year, the office shall be filled by action of the Board, as outlined in ARTICLE VI, SECTION 5 (b).

SECTION 2 REMOVAL OF OFFICERS

Any Officer may be removed from office at any time, with or without cause, in accordance with ARTICLE VI, SECTION 5.

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 MLAC, Inc., 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 except for the nominating committee.
- (c) Conduct negotiations with coaches and others providing services to MLAC, Inc., directly, or by delegation to others, as approved by the Board.
- (d) Be authorized to sign contracts upon Board approval.
- (e) Perform such other duties as the Board may direct.

SECTION 4 POWERS AND DUTIES OF THE 1st VICE PRESIDENT

The 1st Vice President shall:

- (a) In the absence of the President, or in case of President's failure to act, in conjunction with the Treasurer, have all 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) Maintain, manage, and advise on all MLAC, Inc. insurance accounts including insurance to cover liability on all activities/programs.
- (c) Serve as the Safe Sport chair for MLAC, Inc. including:
 - (1) Acting as primary lead for members, coaches, and AMS;
 - (2) Following up on Safe Sport reports;
 - (3) Receiving and maintaining coaches' acknowledgements of MAAPP/Safe Sport policies; and
 - (4) Communicating with AMS/USA Swimming Safe Sport as required.
- (d) Negotiate annual contracts with all facilities for MLAC, Inc.'s use and present them to the Board for final approval and President's signature.
- (e) Perform such other duties as the Board may direct.
- (f) Succeed the President as planned succession, subject to nomination and election as defined in ARTICLE VI, SECTION 3.

SECTION 5 POWERS AND DUTIES OF THE SECRETARY

The Secretary shall:

- (a) Record and keep in a separate book and electronically, the minutes of all meetings of Members.
- (b) Record and keep in a separate book and electronically, the minutes of all meetings of the Board, which minutes shall be presented to the next meeting of Directors for approval.
- (c) Support the general correspondence of the MLAC, Inc.
- (d) Be responsible for the timely sending of notices and calls of meetings and for keeping members informed of decisive actions by the Board and of issues to be brought before the membership.
- (e) Be responsible for posting Board minutes at the MLAC website.

- (f) Perform such other duties as are inherent to the office of the Secretary of MLAC, Inc., subject at all times to the direction and control of the Board.

SECTION 6 POWERS AND DUTIES OF THE TREASURER

The Treasurer shall:

- (a) Manage all accounts payable activities, including, but not limited to:
 - (1) Process payroll for all employees based on set payroll frequency
 - (2) Manage payroll software portal access and ongoing operation to ensure proper onboarding and payroll records
 - (3) Collect and pay all outstanding invoices as specified per invoice and any other bills as required to operate the Club
- (b) Keep accurate and full accounts of receipts.
- (c) Collect and deposit all monies and other properties and effects in the name of and to the credit of the MLAC, Inc. in such depositories as the Board may direct.
- (d) Create, summarize and distribute monthly reporting to the Board
- (e) Working with the Controller, issue an annual financial report at the October meeting, after the completion of the fiscal year. In odd calendar years, when a new Treasurer is elected, the outgoing treasurer is responsible for the books until the end of the fiscal year and the preparation of the annual report.
- (f) Serve as ex-officio member of all standing and special committees that have control over any funds of MLAC, Inc. and serve as chair of Budget Committee to develop annual budget forecast
- (g) Perform such other duties as are inherent in the office of Treasurer of MLAC, Inc., subject at all times to the direction and control of the Board.
- (h) Succeed the President as planned succession if the 1st Vice President fails to fulfill their obligation, subject to nomination and election as defined in ARTICLE VI, SECTION 3.

SECTION 7 POWERS AND DUTIES OF THE CONTROLLER:

The Controller Shall:

- (a) Manage all accounts receivable activities, including, but not limited to reconciliation of all payments received.
- (b) Disburse the funds of the MLAC, Inc. as may be ordered by the Board, taking proper vouchers for such disbursements.
- (c) Serve on Budget Committee to assist in the development of the annual budget forecast
- (d) Serve as ex-officio member of all standing and special committees that have control over any funds of MLAC, Inc.
- (e) Working with the Treasurer, assist in completion of the annual financial report to be presented at the October meeting, after the completion of the fiscal year.
- (f) Perform such other duties as are inherent in the office of Controller of MLAC, Inc., subject at all times to the direction and control of the Board.

SECTION 8 POWERS AND DUTIES OF THE VICE PRESIDENT OF MEMBERSHIP/REGISTRAR

The Vice President of Membership/Registrar shall:

- (a) Maintain a current list of members with addresses utilizing MLAC platform, and prior to any Meeting of Members, with the assistance of the Treasurer update this list in accordance with ARTICLE III, SECTION 3.
- (b) Devise and execute means of communicating club policies, procedures, and cancellation policy to parents via current Parent Handbook developed in cooperation with President and Swim Director
- (c) Assist Swim Director/Head Coach in maintaining procedures for adding and deleting swimmers and be responsible for maintaining a waitlist, if necessary.
- (d) Be responsible for aiding the Swim Director with billing and collection of dues and fees as defined in ARTICLE IV with the exception of Meet Entry Fees.
- (e) Work with the Vice President of Programming and Program Director to complete the timely registration of new athletes.
- (f) Ensure registration database is compliant and integrated.
- (g) Provide instructions for Members to register for AMS/USA Swimming and monitor and communicate progress and compliance.
- (h) Perform such other duties as are inherent in the office of Vice President of Membership/Registrar of MLAC, Inc., subject at all times to the direction and control of the Board.

SECTION 9 POWERS AND DUTIES OF THE MEMBER AT LARGE

The Member At Large shall perform the following duties:

- (a) Coordinate and/or provide legal guidance and training to MLAC, Inc.; and
- (b) Perform such other duties as directed by the President or the Board.

SECTION 10 POWERS AND DUTIES OF THE VICE PRESIDENT OF INSTRUCTIONAL PROGRAMMING

The Vice President of Instructional Programming shall:

- (a) Assist the Programs Director in management and scheduling of the indoor and outdoor instructional programs and evaluations.
- (b) Work with the Programs Director to develop, promote, staff and administer all MLAC, Inc. programs.
- (c) Serve as point of contact for program participants.
- (d) Succeed the President as planned succession if the 1st Vice President and Treasurer fail to fulfill their obligations, subject to nomination and election as defined in ARTICLE VI, SECTION 3.

SECTION 11 POWERS AND DUTIES OF THE VICE PRESIDENT OF FUNDRAISING

The Vice President of Fundraising shall:

- (a) Investigate, recommend and organize methods of fundraising.
- (b) Support budget projections and analysis in consideration of potential fundraising performance.
- (c) Identify, secure and manage Club Sponsors.
- (d) Manage and arrange for members' purchase of team gear including but not limited to team

suits and other required equipment from preferred provider at beginning of registration for competitive team and Summer program.

- (e) Manage sales of spirit wear and team gear.
- (f) Perform such other duties as are inherent in the office of Vice President of Fundraising of MLAC, Inc., subject at all times to the direction and control of the Board.

SECTION 12 POWERS AND DUTIES OF PARLIAMENTARIAN/HISTORIAN

The Parliamentarian/Historian shall:

- (a) Maintain MLAC, Inc. Bylaws and amendments.
- (b) Foster and maintain an active Alumni Association.
- (c) Maintain a historical record and its memorabilia of MLAC, Inc.
- (d) Maintain and document final reports of standing committees of MLAC, Inc.

SECTION 13 POWERS AND DUTIES OF THE HEAD COACH

The Head Coach shall:

- (a) Oversee the day-to-day aquatic activities of the Club, establish an inclusive and safe culture for athletes and employees, and manage the Club's coaching standards.
- (b) Provide oversight of the Swimming and Program Directors.
- (c) Provide regular updates and reports to the Board.
- (d) Participate as a non-voting member of the board, providing recommendations as necessary on staffing and schedules.

SECTION 14 POWERS AND DUTIES OF THE PRESIDENT EMERITUS

The President Emeritus shall:

- (a) Serve a one-year term as a non-voting member of the Board, upon election by the Board at the first meeting of the fiscal year.
- (b) Serve as a member of the Staffing Committee and other committees as may be assigned by the President.
- (c) Be appointed to temporarily assume the powers and duties of an existing Officer role as the Board may designate, such as when a Board member steps down or takes a leave of absence.
- (d) Be qualified to serve as President Emeritus if they have served at least one full two-year term as President of the MLAC, Inc. Board of Directors and are a Member in Good Standing of USA Swimming, and need not be parent to a Member Athlete.

ARTICLE VIII: COMMITTEES

SECTION 1

Only Regular Members of MLAC, Inc. shall be eligible to serve any elected or appointed positions, unless the Board approves a non-member to fill a position.

SECTION 2

The standing committees of MLAC, Inc. shall be listed in the Standing Rules.

SECTION 3

The Board may create such special committees as it may deem necessary to promote the purpose of MLAC, Inc. and carry on the work of MLAC, Inc. As a special committee is created and appointed for a specific purpose, it automatically goes out of existence when its work is complete and a final report is submitted and received by the Historian.

SECTION 4

The term of office for each committee chair shall be one year or until the selection of a successor.

SECTION 5

Each committee chair shall submit a plan of work to the Board for approval and shall be responsible for maintaining and submitting summary notes of committee meetings. Committee reports and notes shall be maintained by the Secretary. No committee work shall be undertaken without consent of the Board.

ARTICLE IX: ACCOUNTING, BUDGET, FINANCE

SECTION 1 AUDIT

- (a) Regular Audits – the Books of MLAC, Inc. shall be closed on the last day of August of each year to be audited by a qualified individual or individual other than the Treasurer and approved by the Board at least every other year. The audit shall encompass all assets of MLAC, Inc. 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 the 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 shall be prepared at any time there is a change in the office of Treasurer during the fiscal year.

SECTION 2 BUDGET

- (a) The Board shall prepare a budget for the next fiscal year for the July Board meeting. A copy of this budget shall be distributed not later than ten (10) days prior to the July Board meeting.
- (b) The Board shall call a Budget Committee meeting as soon as possible after the election of officers and selection of committee chairmen to prepare a preliminary budget for approval at the July Board of Directors meeting.
 - (1) When a new Treasurer is elected, the outgoing Treasurer, with support from the incoming Treasurer, is responsible for the preparation of the budget.
 - (2) The Budget Committee will be composed of the following:
 - (i) Treasurer (Chair)
 - (ii) Controller

- (iii) President
- (iv) 1st Vice President
- (v) President Emeritus
- (vi) Incoming Treasurer (when applicable)
- (vii) Vice President of Membership/Registrar
- (viii) Vice President of Fundraising
- (ix) Vice President of Instructional Programming
- (x) Head Coach (in advisory capacity).

SECTION 3 CONTRACTS

Entry into contracts for personal services shall require a supermajority approval of the full Board of Directors. Contracts involving loans, leases or other obligations of more than twelve (12) months' duration must be ratified by a majority of all Members.

SECTION 4 REIMBURSEMENT

Officers and Directors may be reimbursed for reasonable out of pocket expenses made on behalf of MLAC, Inc., but shall not otherwise be compensated for their position as Officers and Directors.

SECTION 5 INDEMNIFICATION

MLAC, Inc. 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 MLAC, Inc., 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. This right shall extend to all such persons, their successors.

ARTICLE X – AMENDMENT OF BYLAWS

SECTION 1

The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of Directors elected and qualified from time to time, shall be necessary to effect alteration, amendment or repeal of the Bylaws.

SECTION 2

The Bylaws should be reviewed and if necessary altered, amended, or updated every two (2) years.

ARTICLE XI: TERMINATION AND DISSOLUTION

SECTION 1

The Club may be terminated and dissolved upon the affirmative vote of a supermajority of all Regular Members in good standing entitled to a vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club as defined in Article II.