

The Alamo Area Aquatic Association



Organizational By-Laws

Adopted 21 July 2015

ARTICLE ONE

PREAMBLE

- 1.1 Description of the Organization** - The Alamo Area Aquatic Association, Inc., a Texas non-profit corporation, is a member organization of United States Swimming, and is referred to herein as AAAA, the corporation, or the Association. AAAA is responsible for the conduct and administration of a competitive aquatics program in the South Texas Local Swim Committee (LSC), and is affiliated with the Federation Internationale de Natation (FINA), the International Federation for Aquatics, through United States Aquatic Sports, Inc. (USAS).
- 1.2 Open Meetings** - All meetings of AAAA, and its committees, shall be open to all members of the Association, except in those situations where by majority vote of the meeting body, it would be in the best interests of AAAA to hold a closed session (e.g., those relating to corporate strategy or legal matters).
- 1.3 Eligibility** – No conditions or restrictions to eligibility for participation in open competitive events may be imposed unless otherwise set forth in these Bylaws. It is the intent and purpose of AAAA to provide an equal opportunity to eligible athletes, coaches, trainers, managers, administrators and officials to participate in athletic competition for all members of the Association, without discrimination on the basis of race, color, religion, age, gender, disability, or national origin.
- 1.4 Robert’s Rules of Order** – At all meetings of AAAA and its committees, Robert’s Rules of Order shall be the governing procedural rules, unless otherwise modified in these Bylaws or by policy adopted by the Board of Directors.

ARTICLE TWO

NAME, OBJECTIVES and GEOGRAPHIC LOCATION

2.1 Name – The name of the corporation shall be the Alamo Area Aquatic Association, Inc., and will herein be referred to as either AAAA or the Association.

2.2 Objectives:

- 2.2.1** To foster and improve competitive swimming and diving as amateur sports with a national focus. This shall be done in accordance with the standards and under the rules prescribed by those organizations affiliated with United States Aquatic Sports (USAS).
- 2.2.2** To encourage and promote instruction, fitness, competition and water safety in both public and private aquatic facilities
- 2.2.3** To partner with local media outlets and the local business community to encourage and promote an area-wide interest in competitive aquatics and all phases of water safety throughout the greater San Antonio metropolitan area and adjoining communities.
- 2.2.4** To organize, develop, and maintain competitive swimming and diving teams with a focus on state, national and international competitions.
- 2.2.5** To promote and develop interscholastic and intercollegiate competitive aquatics within the guidelines established by the University Interscholastic League (UIL), the Texas Interscholastic Swim Coaches Association (TISCA), National Federation of State High School Associations (NFHS), and the National Collegiate Athletic Association (NCAA).
- 2.2.6** To encourage and promote the development and improvement of competitive aquatic facilities in the greater San Antonio area and surrounding communities.
- 2.2.7** To protect and promote the mutual interests of the group and institutional members of the Association, while contributing to the general welfare of the greater San Antonio area and surrounding communities.
- 2.2.8** To establish guidelines and encourage all member athletes, coaches, trainers, managers, administrators and officials, to conduct themselves at all times, in a manner that will reflect the highest standards of behavior, ethics, academics, sportsmanship, and character.
- 2.2.9** To develop, organize, publish and promote high school and USAS competitions for the development and improvement of all members of the Association.

2.3 Geographic Location – The Association is located, and conducts programs in, the Greater San Antonio Area, as well as surrounding counties.

ARTICLE THREE

MEMBERSHIP

3.1 Classes of Membership – The membership of the Association shall consist of the following classes:

- 3.1.1 Group members** – Public or private educational institution that offers a competitive swimming program under USA Swimming that is represented by a Head Coach.
- 3.1.2 Institutional members** – Aquatics Administrators of each member educational institution.
- 3.1.3 Honorary members** – An individual or business who is not eligible for regular membership, but has demonstrated sustained superior achievement that has contributed to the advancement of the Associations objectives and is elected by the Board of Directors for the purposes of advice and to preserve institutional memory
- 3.1.4 Affiliate member-** an organization that offers a competitive swimming program under USA Swimming but may not be associated with a public or private educational institution.

3.2 Becoming a Member

- 3.2.1** Groups or institutions that qualify pursuant to the requirements outlined in article 3.1 may seek membership into the Association by contacting the Board of Directors, in writing, stating their interest and intent to become members.
- 3.2.2** Groups or institutions that qualify pursuant to the requirements outlined in article 3.1 may be recruited for membership by the Board of Directors provided that it is deemed that such a relationship would be mutually beneficial to all parties involved.
- 3.2.3** Groups or institutions seeking membership may become members by a two thirds (2/3) majority vote of the current Board of Directors with voting privileges.

3.3 Responsibilities of Membership

- 3.3.1** All members of the Association shall hold a current individual membership in an aquatic National Governing Body (NGB) that is recognized by the United States Olympic Committee (USOC).
- 3.3.2** All members of the Association shall be responsible for accepting and promoting the objectives of the Association as outlined in Article Two, as well as the published policies of (USAS), its subsidiaries, and affiliates.

3.4 Conflict of Interest

- 3.4.1** If any individual member of the Association has a personal financial interest in any contract or transaction involving the Association, that individual shall not participate in the Association's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or other Committee members. If such disclosure is made, the contract or transaction shall not be voidable if the Board or Committee, in good faith, authorized the contract or transaction by the affirmative vote of the disinterested Directors or Committee members and the contract or transaction is fair to the Association at the time it is authorized.

ARTICLE FOUR

OFFICERS

4.1 Officers – The officers of the Association shall be the Chairman, Treasurer, and Secretary.

- 4.1.1 Chairman** of the Association shall be determined annually after the conclusion of the USA Swimming Long Course Senior National Championships, with the term of office running from September 1st through August 31st.
 - The Site Head Coach with the highest placing swimmer at the Long Course Senior National Championships or Trials Class Meet, or his / her designee, shall be named Chairman of the Association for the ensuing year.

- In the event of a tie, the following protocol shall be observed:
 - 1_Total points, earned from individual events from the Long Course Senior National Championships or Trials Class meet.
 - 2_Highest placing swimmer at the Long Course U.S. Open Championships
 - 3_Highest placing Swimmer at the Long Course Junior National Championships

4.1.2 Treasurer of the Association shall be appointed by the Chairman with advice and consent of the Board of Directors.

4.1.3 Secretary of the Association shall be appointed by the Chairman with advice and consent of the Board of Directors.

4.2 Duties of the Officers are as follows:

4.2.1 The Chairman establishes the agenda for and presides at all meetings of the Board of Directors, is signatory on all official correspondence, contracts and transactions, is the official point of contact for the Association, and is ex-officio member of all committees of the Association.

4.2.2 The Secretary keeps the minutes of all meetings of the Association, issues meeting notices, organizes, publishes and distributes the minutes and maintains a file of all meeting minutes, and conducts and maintains copies of all official correspondence on file.

4.2.3 The Treasurer collects any fees and payments to accounts receivable and makes deposits, prepares monthly financial statement and reports out to the Board of Directors. The Treasurer chairs the budget committee and provides for the payment of all approved expenditures and arranges for the annual financial audit and the filing of the corporate taxes and may sign financial documents as designated by the chairman.

4.3 Term of Office shall be for one (1) calendar year from September 1 through August 31.

4.4 Vacancies that may occur in an office caused by death, resignation, incapacity, or any other reason, may be filled permanently, or temporarily, by the Chairman, with advice and consent of the Board of Directors. The vacated position of the unexpired term of a permanent vacancy or until the individual is able to resume the duties of the office in the event of a temporary vacancy. An appointment to fill a permanent or temporary vacancy shall be with the full rights of the Chairman.

ARTICLE FIVE

BOARD OF DIRECTORS

5.1 The Board of Directors shall consist of the following members:

1 Judson ISD	Group Member
2 North East ISD Head Club Coach	Group Member
3 Northside ISD Block AC Head Club Coach	Group Member
4 Northside ISD Swim Center Head Club Coach	Group Member
5 Palo Alto College Head Club Coach	Group Member
6 San Antonio ISD Head Club Coach	Group Member
7 NEISD Administrator	Institutional Member
8 NISD Administrator	Institutional Member
9 PAC Administrator	Institutional Member
10 SAISD Administrator	Institutional Member
11 Elected	Honorary Member(s)



5.2 Meetings of the Board of Directors shall be at a time and place pursuant to Resolution of the Board.

5.2.1 Special Meetings of the Board of Directors may be called by any three (3) members of the Board of Directors. Forty-eight (48) hours written or electronic notice prior to a special meeting to all Directors shall be required.

5.2.2 The presence of a majority of the voting Directors shall constitute a quorum at any meeting of the Board of Directors

5.3 Voting – Each Member of the Board of Directors shall have a voice at all meetings of the Board of Directors. In addition to those considered Voting Representatives as listed in Article 5.4, Board of Director members, including Honorary and Affiliate Members shall have a voice, but no vote, at all meetings of the Board of Directors. Proxies are permitted.

5.4 Vote Distribution – The number of BOD Member votes for each School District shall be distributed as follows:

- Representatives of JISD shall have a total of one (1) vote
- Representatives of NEISD shall have a total of two (2) votes
- Representatives of NISD shall have a total of two (2) votes
- Representatives of PAC shall have a total of one (1) vote
- Representatives of SAISD shall have a total of one (1) vote

ARTICLE SIX

COMMITTEES AND COORDINATORS

6.1 The Board of Directors may establish special committees and coordinators to satisfy specific programming needs.

6.1.1 The Coordinator or Chair of any special committee shall be appointed by the Chairman of the Association with advice and consent of the Board of Directors.

6.1.2 The Committee Chair may select at least two (2) additional committee members with advice and consent of the Board of Directors.

6.1.3 The Diving Committee shall be a Standing Committee of the Association.

6.2 The Executive Committee – Shall consist of the Chairman, Secretary, and Treasurer and shall have the authority to conduct business on behalf of the organization in between meetings of the Board of Directors. Actions taken by the Executive Committee shall be reported at the next meeting of the Board of Directors for ratification.

ARTICLE SEVEN

FINANCIAL

7.1 Fiscal Year - The Association shall have a fiscal period for tax and accounting purposes commencing on the first day of September in each year.

7.2 General Financial Procedures – The Treasurer shall supervise the preparation of the annual budget by the Budget Committee and shall be responsible for presenting such budgets to the Board of Directors for approval. The Treasurer shall prepare a monthly financial report to be presented at meetings of the Board of Directors. If requested by the Board of Directors, the Treasurer shall deliver all money, accounts, books, papers, vouchers and record pertaining to the accounts of the Association for audit or other purposes.

7.3 Annual Audit – The financial records of the Association shall be audited annually by a party selected by the Board of Directors. Such annual financial reports shall be made available for inspection by the Board of Directors as soon as they become available.

7.4 Receipt of Set Asides, Gifts and Grants – The Corporation may, by action of the Board of Directors, designate, receive and accept, or otherwise acquire property or funds or any interest therein in the form of set asides, gifts, grants, contributions and testamentary transfers. The Association's use of such property and funds shall be limited to expenditure of its income only for the Association's exempt purposes in furtherance of its support of, or to benefit its athletes and programs while retaining the principal thereof as an endowment to further purposes.

7.5 Investment Funds – There shall be established within the Association such special endowment fund accounts as the Board of Directors deem appropriate. The rules governing their respective operations shall be set forth by Board of Director Policy and shall provide assistance for athletes who demonstrate potential for competing in international and/or national competition as well as their accompanying coach.

ARTICLE EIGHT

INDEMNIFICATION

8.1 Indemnification – Each person who is or was a director, officer, or employee of the Association (including the heirs, executors, administrators or estate of such person) may be indemnified by the Association to the full extent permitted by the Non-profit Corporate Law of the State of Texas, or any state in which the act or omission indemnified against occurred, against any liability, cost or expense incurred by him/her in his/her capacity as director, officer, or employee, or arising out of his/her status as a director, officer, or employee (including serving at the request of the Association as a director, trustee, officer, employee or agent of another corporation).

8.2 Insurance – The Association may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For the purpose of this Article, references to the “Association” include all constituents absorbed in a consideration or merger as well as the resulting or surviving corporation.

ARTICLE NINE

AMENDMENTS

9.1 Authority to Amend and Majority Required – An amendment to these bylaws may be proposed by any member of the Board of Directors at any regularly scheduled meeting of the Board of Directors.

9.2 Amendments may be presented at any regularly scheduled meeting of the Board of Directors for discussion only and shall not be voted on until the next regularly scheduled meeting of the Board of Directors.

9.3 Amendments shall require a two-thirds (2/3) majority vote of those members of the Board of Directors who are eligible to vote in order to become adopted.

9.4 Approved amendments shall become effective at the conclusion of the meeting in which they are adopted.

ARTICLE TEN

DISSOLUTION

10.1 Dissolution – If deemed advisable by the members, the Association may be dissolved pursuant to the applicable provisions of the corporation laws of the State of Texas.

10.2 Distribution of Assets - Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association or to such organization or organizations as shall qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

