

# CEDAR RAPIDS AQUATICS ASSOCIATION BY-LAWS

## **ARTICLE I: Name, Purpose & Place of Business**

**Section I: Name.** The official name of this corporation shall be Cedar Rapids Aquatics Association.

**Section II: Purpose:** The purposes of the corporation are as stated in its "Articles of Incorporation", and it shall be operated exclusively for charitable, recreational and educational purposes. In furtherance of said purposes and for the realization of attainment thereof, the corporation shall be established:

- a) To promote and encourage participation in competitive swimming activities and events, as well as other forms of aquatic sports; including diving, synchronized swimming, long distance swimming and Masters swimming.
- b) To provide instruction for beginning swimmers and in more advanced skills of competitive swimming and other aquatics sports.
- c) To promote events providing for amateur competition in competitive swimming and other aquatic sports and to provide opportunities for participants in competitive swimming and other aquatic sports to compete in sanctioned amateur competitions on a regional and national level of competition.
- d) To promote water safety.
- e) To promote the development of facilities in the community dedicated to providing opportunities for participation in swimming and other aquatic sports.
- f) To carry-out and promote the purposes of United States Swimming, Iowa Swimming, Inc. and other nationally recognized governing bodies of aquatic sports.

**Section III. Place of Business:** Unless otherwise specified by the Board of Directors, from time-to-time, the home of the President of the corporation shall be deemed to be the business office of the corporation or any other home or office may be specifically designated to be the business office of the corporation.

## **ARTICLE II: Membership, Dues, Meetings & Voting Rights**

**Section I. Class of Membership:** There shall be one class of membership of this corporation; designated as "Family Members".

- a) A "Family Member" shall consist of all swimmers and their parents who are a part of one immediate family, and which family has one or more swimmers currently registered with United States Swimming as a member of the Cedar Rapids Aquatics Association and has signed a seasonal swimming contract with C.R.A.A.
- b) The membership structure of the corporation may be changed from time-to-time, as the Board of Directors and the Membership may determine, by amendment of these by-laws.

**Section II. Dues:** The dues payable to the corporation by the membership shall be such as may be determined from time-to-time, by action of the Board of Directors of this corporation.

**Section III. Voting Rights:**

- a) Each family is entitled to one (1) vote, which vote may be cast by any family member. There shall be one and only one vote cast per family.
- b) It shall be the responsibility of the family involved to determine, in the event that more than one member of family shall attend any given meeting, how that family's vote shall be cast.

**Section IV. Meetings:**

- a) **Annual Meeting:** The annual meeting of members shall be held yearly in April, or as such other times as may be duly established by the Board of Directors of the corporation.

- a. Notice: Written notice of the time and place of said Annual meeting shall be given to all members not less than fifteen (15) days prior to such Annual meeting.
- b) Special Meetings: Special meetings of the members may be called by the President, or Board of Directors, or by 33-1/3% of the family members of the corporation at any time upon giving not less than ten (10) days prior written notice of the time and place of such special meeting to all family members.
- c) Quorum: A quorum shall be those family members present and participating in any regular or special meeting of the corporation duly called and for which notice is given in accordance with the provisions of these by-laws.

## **ARTICLE III: OFFICERS:**

### **Section I: Officers:**

- a) Officers: The officers of the corporation shall be President, Vice-President, a Secretary, and a Treasurer.
- b) Qualifications to hold Office: Nothing in these by-laws provided is intended to prevent any person from holding one or more of the elected offices above set forth.
- c) Election of Officers: All of such officers shall be elected at the Annual meeting of the corporation. The President and Treasurer shall be elected in odd-numbered years and the Vice President and Secretary shall be elected in even-numbered years.
- d) Term of Office: The officers shall serve in such offices for two years from June 1 until May 31, thereafter, or until the close of any meeting in which a successor has been elected. There shall be no limit on the number of terms a Director may serve as an officer, except no officer shall serve more than two consecutive terms in any one office.
- e) Vacancies: Any vacancy in an elective office may be filled by the Board of Directors at any meeting, but for the remainder of the unexpired term so vacated, only.
- f) Officer Absence from Meeting: If the absence of any officer from a meeting at which his presence is necessary for an orderly conduct of business thereof, the presiding officer may appoint a temporary substitute therefore.
- g) Removal from Office:
  1. The officers specifically designated in these by-laws may be removed, either for cause or without cause, at any special meeting of the Board of Directors, by the vote of the majority of the entire Board of Directors.
  2. Any officer or agent appointed to committees or otherwise in accordance with these by-laws, may be removed, either for cause or without cause, at any meeting of the Board of Directors, by a vote of the majority of Directors present at such meeting, provided that a quorum is present at such meeting.

## **ARTICLE IV: DUTIES OF OFFICERS:**

**Section I. President:** Unless otherwise designated by the Board of Directors, the President shall be the chief executive officer of the corporation. The duties of the President shall include:

- a) The President shall serve as Chairman of the Board of Directors and shall chair the Executive Committee.
- b) The President shall be an ex-officio member of all other committees.
- c) President shall have the power to call meetings of the Board of Directors.
- d) The President shall make full and complete reports of the work of the corporation and the actions of the Board of Directors at each Annual meeting of the corporation

**Section II. Vice President:** The Vice-President shall, in the event of the death, prolonged absence or incapacity of the President, perform all duties of that office until such time as the Board of Directors may declare a vacancy therein, or otherwise arrange for a continuance of duties thereof, or until such time as the President is able to fulfill the duties of such office.

**Section III: Secretary:** The duties of the Secretary shall include:

- a) The Secretary shall attend all meetings of the corporation and Board of Directors and shall keep accurate records of all business transacted at such meetings.
- b) The Secretary shall ensure that an accurate record of the membership of the corporation is kept.
- c) The Secretary shall give required notices to all members in advance of the Annual meeting or any Special meeting of the corporation.

- d) The Secretary shall make a full report of membership status of the corporation at each Annual meeting.
- e) The Secretary shall at the request of the President, or otherwise provided herein, shall give required notice of all meetings of the Board of Directors.

**Section IV: Treasurer:** The Treasurer shall be custodian of all corporation funds. The duties of the Treasurer shall include:

- a) The Treasurer shall oversee that all corporation funds are received and deposited in the name of the corporation in such bank or trust company as may be designated by the Board of Directors.
- b) The Treasurer shall oversee that accurate records are kept of all receipts and disbursements.
- c) The Treasurer shall sign all notes, all checks over \$2,500, mortgages (along with the President, in the case of mortgages).
- d) The Treasurer shall, if required by the Board of Directors, give such surety bond as may be requested at the expense of the corporation.
- e) The Treasurer shall make a full report of the financial status of the corporation at each Annual meeting, and upon request, at any meeting of the Board of Directors.

## **ARTICLE V: Board of Directors**

**Section I. Purpose:** The administration of the corporation shall be vested in the Board of Directors.

### **Section II. Membership:**

- a) **Board Size:** The Board of Directors shall be composed of not less than seven (7) nor more than twenty-five (25) members, and whose members shall automatically include the President, Vice-President, Secretary and Treasurer, and such additional member appointed from the body of regular members, at the Annual meeting, comprising the total number of Directors as provided above. The numbers of Directors so acting shall be established by the membership at the Annual meeting at which Directors are elected.
- b) **Vacancy:** Any vacancy on the Board of Directors that may occur during an elective term of office shall be filled by a majority vote of Directors present at any meeting of the Board of Directors, but only for the unexpired portion of the term so vacated.
- c) **Term of Office:** The elective term of office shall be two years, and no Director shall serve more than two consecutive terms in any one designated office except as allowed in Article V, Section II subsection d.
- d) **Executive Director:** Where an employee has been designated by the Board of Directors as the Executive Director of the corporation and fulfills the role of Chief Executive Officer as allowed under Article IV, Section I, that employee shall be entitled to serve on the Board of Directors for the duration of such employment.
- e) **Voting Rights:** All Directors elected to the Board by the general membership, or appointed by the board under subsection b above, shall have the right to vote at all Board Meetings unless such a vote shall cause a conflict of interest with the motion under consideration.

### **Section III. Meetings of the Board of Directors**

- a) **Quorum:** A majority of the number of Directors fixed pursuant to this article shall constitute a quorum for the transaction of business; but if at any meeting of the Board of Directors there be less than a quorum shall be present, a majority of the Directors may adjourn the meeting, from time-to-time, until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of Directors, a quorum being present, the act of the majority of the Directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law, or these by-laws.
- b) **Proxy Votes:** No Director shall vote by proxy.
- c) **Annual Meeting:** The annual meeting of members shall be held yearly in April, or as such other times as may be duly established by the Board of Directors of the corporation.
- d) **Regular Meetings:** The Board of Directors, from time-to-time, may provide for the holding of regular meetings of the members of the Board of Directors and fix the time and place thereof. Notice of Regular meetings shall not be required to be given; provided however, that in the case of the Board of Directors shall fix or change the time or place of regular meetings, notice of such action shall be mailed promptly to each Director who shall not be present at the meeting at which such action was taken, addressed to him/her at their residence or usual place of business.

- e) Special Meetings:
1. Special meetings of the Board of Directors shall be held whenever called by the President or by two (2) of the Directors at such time and place (which may be within or outside of the State of Iowa) as may be specified in the respective notices or waivers of notice thereof.
  2. Notice of each Special meeting shall be mailed to each Director addressed to him/her at their residence or usual place of business at least two (2) days before the date on which the meeting is to be held.
  3. Notice of any Special meeting shall not be required to be given to any Director who shall waive notice of such meetings in writing or by telegram, radio or cable, whether before or after the time of such meeting; and any such meeting shall be a legal meeting without notice thereof having been given if all the members or Directors, respectively shall be present thereat.
- f) Participation through Communications Equipment: Members of the Board of Directors, the Executive Committee, or any other committee may participate in meetings of said Board or Committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- g) Action by Written Consent: Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all Executive Committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as votes taken at a meeting.

#### **Section IV. Duties of the Board of Directors**

- a) The Board of Directors shall have supervision of, and responsibility for, all affairs and property of the corporation, and shall inspect, as often as may be desired, all records, books and accounts of the corporation.
- b) The Board of Directors shall accept or reject all applications for membership in or resignation from the corporation, and shall have the power to expel or suspend any member for good cause, provided that no membership application shall be accepted or rejected on the basis of race, religion, sex or national origin of the applicant, nor shall any member be expelled or terminated from such cause.
- c) The Board of Directors shall transact all business for and on behalf of the corporation, and its decisions shall in all cases, be final unless an appeal therefrom be made and sustained by a majority of the regular membership present at any Special or Annual or regular meeting of the corporation.
- d) The Board of Directors may employ such personnel and fix the compensation therefore as it may deem necessary or expedient from time-to-time, and it may, may by formal action, delegate specific authority of the Board of Directors to such personnel or to committees as by-law permitted.
- e) Nothing herein set forth, however, shall in any way diminish the power and authority of the Board of Directors pursuant to CH. 504A of the 1983 Code or Iowa as amended.
- f) In addition to all of the powers granted to the Board of Directors herein, or by law, the Board of Directors shall have the right to accept for and on behalf of the corporation any contributions, appropriations, or grants-in-aid from whatever source that may be tendered in money, goods, real or personal property, or services for the work of the corporation.
- g) The Board of Directors may pledge the faith of the corporation with or without security, if occasion should arise in the pursuance of its work.

#### **Section V. Parliamentary Authority**

- a) Roberts Rules: The rules in the then current edition of Robert's Rules of Order Newly Revised shall guide CRAA and any of its constituent or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order CRAA, the Board of Directors, committees, etc., may adopt or as set forth in the next paragraph.
- b) Voice and Vote: Where in these Bylaws a Member is described as having voice but not the right to vote, that Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.

## **ARTICLE VI: Committees**

**Section I. Executive Committee:** The President, Vice-President, Secretary and Treasurer shall constitute the Executive Committee of the Board of Directors, and shall have such duties and powers as may be from time-to-time conferred upon it as such an Executive Committee, by the Board of Directors.

**Section II. Nominating Committee:** At least thirty (30) days prior to the date of the Annual meeting of the corporation, the Board of Directors shall appoint a Nominating Committee who shall prepare a list of nominations to the Board of Directors to fill whatever vacancies may occur at the Annual meeting. The committee will elect its own chairperson who will report its findings to the members present at the meeting, but such report shall not preclude the nomination of other members of the corporation from the floor of the meeting for vacancies on the Board of Directors or officers of the corporation.

**Section III. Board Committees:** The Board of Directors may, from time-to-time, appoint such other committees as it may deem necessary or advisable for carrying out the purposes and work of the corporation, and delegate to such committees such authority and powers as it may see fit to grant within the limits of its own authority. The membership of such committees shall be as determined by the Board of Directors, and the tenure of each committee and each member thereof shall be as may be fixed by the Board of Directors.

## **ARTICLE VII: Conduct of Corporate Business**

### **Section I. Conduct of Business:**

- a) All instruments of assignment, transfer, conveyance, release and contract requiring execution by this corporation, shall be signed by the President, or Vice-President of the corporation, and shall be countersigned by the Secretary of the corporation, or by any other person or persons specifically authorized to execute such document or documents, provided such authorization is specifically provided by vote of the Board of Directors.
- b) All funds of this corporation, not otherwise employed, shall be deposited from time-to-time to its credit in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents, authorized to do so by the Board of Directors.
- c) All notes, drafts, acceptances, checks, endorsements and all evidence of indebtedness of this corporation whatsoever shall be signed by such officer or officers of this corporation, and in such manner as the Board of Directors, from time-to-time, may determine. Endorsement for deposit to the credit of this corporation, in any of its duly authorized depositories, shall be made in such manner as the Board of Directors may from time-to-time determine.

## **ARTICLE VIII: Fiscal Year**

**Section I. Fiscal Year:** The fiscal year of the corporation shall be from on the first day of September and ending on the thirty-first day of August.

## **ARTICLE IX: Miscellaneous**

**Section 1:** This corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provisions of the Iowa Not-Profit Corporation Act, Chapter 504A, 9183 Code of Iowa amended.

**Section II:** Any action required or permitted by law or the Articles of Incorporation or these bylaws to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors.

## **ARTICLE X: Amendments**

**Section 1:** These by-laws may be repealed or amended at any meeting of the members of the corporation, either regular or special, by an affirmative vote of two-thirds (2/3) of those member present and eligible to vote, provided a quorum is present, and provided further that notice of the proposed action setting forth the substance of the repeal or amendment of any given by-law has been given to all members with the call to meeting.

## **ARTICLE XI: Waiver of Notice**

**Section 1:** Whenever any notice required to be given to any member or Director of the corporation under the provisions of the Iowa Non-Profit Act, Chapter 504 A of the Statutes of the State of Iowa, or these by-laws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent of such notice. These restated bylaws were duly adopted by the members of the Association at their Annual Meeting held on May 13, 2003 and amended by the members of the Association at their Annual Meeting held on May 18, 2010.

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President

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Secretary

Adopted: May 13, 2003

Amended: May 18, 2010