
By-Laws of the West Chicago Sharks, Inc.

Article I - Name

Section 1. The name shall be the West Chicago Sharks, Inc. (hereinafter referred to as WCS).

Article II – Purpose and Objectives

Section 1. The purpose of the WCS shall be to teach team members good sportsmanship, promote physical health, and to develop, govern, and promote the sport of swimming.

Section 2. The objective of the WCS shall be to provide competition with the intent to stimulate interest and provide experience for all swimmers on all levels.

Section 3. In furtherance of these purposes and objectives, the WCS shall sponsor, organize, and govern regularly scheduled Illinois Swimming, Inc. (hereinafter referred to as ISI) sanctioned swim meets.

Section 4. The WCS is not a social club. It shall be non-profit, apolitical, and nonsectarian.

Article III - Affiliation

Section 1. The WCS shall be members of a swimming conference in both the winter and in the summer seasons if recommended by the Head Coach and approved by the Board of Directors.

Section 2. The WCS shall be a chartered member of ISI.

Article IV - Headquarters

Section 1. The WCS shall be located at 1130 W. Washington St, Unit 593, West Chicago, IL 60185
Files, records, and previous minutes of meetings shall be kept online with access controlled by the WCS President ensure transparency of the team and confidentiality regarding personnel issues. See Appendix A : Document Retention Policy

Article V - Boundaries

Section 1. All athletes participating in the water during WCS practices are current USA Swimming members.

Section 2. All coaches and assistant coaches coaching during WCS practices or at USA Swimming/ISI meets must be current USA Swimming non-athlete members.

Section 3. The WCS will abide by all USA Swimming/ISI Rules and Regulations during practices and while representing your USA Swimming/ISI club.

Article VI - Membership

Section 1. The WCS shall be made up of swim team members, parents or guardians.

Section 2.

- (a) A registered swim team member shall meet all of the qualification requirements of ISI; all membership fees and registration forms must be in a current status; certain members, such as athletes participating in Illinois High School Athletic programs or members incapacitated by injury or illness, need not be active members.
- (b) High school graduates who wish to join the WCS on a limited basis shall be nonvoting members who will pay a reduced fee as determined by the Board of Directors. Limited basis shall be defined as no more than 10 weeks during the summer season and 5 weeks during the winter season.

Section 3. Each parent or guardian of a registered swim team member with the WCS shall be a member. Membership expires for each parent or guardian when their child is no longer registered with the WCS.

Section 4. The WCS Board of Directors shall have the authority to levy membership fees.

Section 5. At the beginning of each season the WCS Board of Directors shall state the due dates for all fees for that season. In addition, the proposed budget for that season shall be made available to all members. Membership is subject to payment of membership fees.

Section 6.

- (a) The Board of Directors of the WCS is authorized to designate fundraisers for each season. All families are required to participate in the fundraisers, as the membership fees do not cover the operational costs for each swimmer. Each family shall work a number of fundraisers as determined to cover the operational costs per family.
- (b) If there are families who do not participate in fund raisers they shall pay additional fees equal to an amount of the lesser of (i)\$500.00, or (ii) the actual amount required to meet the operational costs, per family, of the WCS for that season.

Article VII – Officers and Chairpersons

Section 1. The Business, property, and activities of the WCS shall be managed by an elected and appointed Board of Directors. The Head Coach of the WCS shall serve as an ex-officio member of the Board.

Section 2. An Executive Officer is an elected representative of the WCS.

Section 3. The Board of Directors shall include Executive Officers, all appointed Chairpersons and the Head Coach.

Section 4. The executive officers shall be elected and consist of the President, the Vice President, the Vice President of Ways and Means, the Secretary and the Treasurer. Chairpersons shall be appointed by the Board of Directors and shall consist of the following committees: Membership, , Publicity, Awards/Ribbons, Swim Equipment, Concessions, Safety Coordinator, Budget Analyst, ISI Meet Director, Special Functions, and any other such position as the Board of Directors of the WCS may deem necessary for any given swim season.

Section 5. Elected officers and Chairpersons shall receive no compensation for their services.

Section 6. Chairpersons shall be appointed by the Board of Directors pursuant to Article XIII.

Article VIII - Committees

- Section 1. The Executive Committee shall consist of the elected officers and the Head Coach.
- Section 2. The immediate past President shall serve as consultant to the Executive Board for a period of six (6) months following the election of a new President.
- Section 3. The President shall nominate and the Executive Committee approves all chairpersons as detailed in Article XIII.
- Section 4. Meetings of the Executive Committee may be called at the discretion of the President. A quorum shall consist of 2/3 of the elected officers.
- Section 5. Monthly meeting of the Board of Directors shall be posted in the season calendar and shall be open to all members of the WCS There shall be at least eight (8) meetings of the Board of Directors in any given calendar year. A quorum of the Board of Directors shall be a simple majority of board members.

Article IX – Meetings of WCS

- Section 1. DELETED
- Section 2. Special Meetings may be called by the executive committee. A fourteen (14) calendar day notice shall be posted as to the purpose, the time and place of the meeting. The special meeting shall take up only the specified business for which the meeting is called.
- Section 3. A special meeting shall require a quorum of at least fifteen (15) voting members.
- Section 4. Each family with a registered swim team member(s) shall be represented by one vote of either a parent or a guardian.
- Section 5. The Secretary of the Board of Directors of the WCS shall record suitable minutes of each Special meeting, Executive Committee meeting or Board of Directors meeting. Said minutes shall be offered, reproduced and distributed at the following meeting. Said minutes shall be offered by the Secretary, amended as necessary by the membership and approved. After approval, said minutes shall be made available to the general membership. A complete set of minutes of each meeting shall be preserved as part of the WCS records. See Appendix A.
- Section 6. The order of business for any WCS meeting shall be set by the President. Each meeting, other than a special meeting, must include a reading and approval of the minutes of the last meeting.
- Section 7. The Executive Officers and Chairpersons are expected to be in regular attendance at WCS meetings. The Secretary shall maintain records of attendance.
See Appendices A and B
- Section 8. Roberts' Rules of Order (current edition) shall govern the conduct and procedure of all WCS meetings.

Article X – Election of Officers

- Section 1. Election of Officers of the WCS shall take place during the Winter Swim Season, no later than the second week of February.

Section 2. The officers shall be elected for a two (2) year term. The President and the Secretary shall be elected in even numbered years. The Vice President, the Vice President of Ways and Means, and the Treasurer shall be elected in odd numbered years. The term for new officers shall begin at the March Board of Directors meeting. The first order of business for the new officers will be the summer season. The last order of business for the out-going officers will be the concluding winter season.

Section 3. The Executive Committee shall appoint a Nominating Committee of three (3) persons by January 15th of each calendar year. The Nominating Committee shall seek out qualified candidates for officers for the coming year. The Nominating Committee shall have the duty to ascertain for each nominee that if elected, he/she shall be willing to serve. The Nominating Committee shall nominate at least one (1) person for each open office.

Section 4. Nominations from the membership will be accepted by the Nominating Committee until January 28th of each calendar year with the provision that persons nominated from the membership shall affirm their willingness to serve if elected or appointed.

Section 5. The Nominating Committee shall report its results by February 1st. The list of nominees shall be posted to all members, prior to the February election.

Section 6. One vote, as described in Article IX, Section 4, may be cast for each officer on the ballot. Said votes shall be on a written ballot as provided by the Nominating Committee.

Section 7. When vacancies occur in any elected office of the WCS, except the office of the President, the following shall apply:

- a) If the vacancy is for a term of less than one year, the President shall nominate a person to fill the vacancy and the nomination shall be approved by the Executive Committee. Should the Executive Committee fail to approve the nomination, the President shall select again, and the process shall continue until a successor satisfactory to the Executive Committee has been confirmed.
- b) If the vacancy is for a term of more than one year, the President shall nominate a person to fill the vacancy for the time period prior to the next election. Said nomination and approval shall follow the procedure as set forth in Article X, Section 7 (a) above. The balance of the vacancy shall be filled by election as set forth in Article X, Sections 1 through 6 inclusive.

Section 8. When the office of President becomes vacant, the Vice President shall succeed to the office of President, and the vacancy for Vice President shall be filled as above.

Article XI – Review of Members, Officers, Directors & Coaches

Section 1. If problems arise relative to the actions of a member of the Board of Directors, a parent, a Coach, or swimmers, said problems being conflict with the stated purposes and objectives of the WCS as defined in Article II, said problems will be dealt with as follows:

Section 2. An initial meeting to discuss the inappropriate or excessive behavior with the offending party will be conducted by a coach and a Board member. If the offending party is a swimmer, a parent or guardian shall be part of the initial meeting. If the behavior continues, the offender

will be warned of losing his/her membership by written warning from the President. If said behavior persists, the Executive Committee shall vote on revoking the offender's membership. Upon a vote of a simple majority of the Executive Committee the member shall be removed from the WCS.

Article XII – Amending the By-Laws

Section 1. The By-Laws may be amended, altered, or repealed by a special meeting as defined in Article IX, Section 2. Such action must carry a two-thirds (2/3) majority of votes as defined in Article X, Section 3 and Article IX, Section 4 provided a written notice of the proposed change(s) has been sent to all members at least fourteen 14 days prior to the said special meeting. Further, should any substantive change be proposed in the proposed amendment change at this meeting, the matter must be deferred. Said notice will be deemed sent on the date of electronic notification such as through team e-mail.

Article XIII – Board of Directors Duties

Section 1. The President - shall be the presiding officer of the Board and shall administer and exercise general supervision over all of its affairs. The President shall preside at all meetings of members, Executive Committee and the Board of Directors. The President and the Head Coach shall have the authority to sign all contracts and other obligations, as well as all licenses, applications and, in general, all other instruments incident of the affairs of the WCS with the prior approval of the Executive Committee. The President may issue checks, not to exceed one per cent (1 %) of the annual budget, in the name of the WCS. The President must be a non-athlete member of USA Swimming, Inc.

Section 2. The Vice President - shall assist and advise the President on the affairs of the WCS. In absence of the President, the Vice President shall preside at meetings of members, Executive Committee and the Board of Directors. The Vice President must be a non-athlete member of USA Swimming, Inc.

Section 3. DELETED.

Section 4. The Vice President, Ways and Means - is responsible for developing and organizing all WCS fund raising activities, except for regular membership dues. Responsible for seeking meet sponsorship from businesses and corporations.

Section 5. The Treasurer - shall cause to be kept complete and correct records of account, accurately showing the financial condition of the WCS and shall furnish the Board a monthly statement of such financial condition. The Treasurer shall be the legal custodian of the funds of the WCS All funds received by or in the name of the WCS shall be maintained on deposit with a responsible banking institution. The Treasurer shall have the authority to issue checks in the name of the corporation as authorized by the President or approved by the Board. The Treasurer shall issue a year-end financial statement, which will be available to the general membership. The WCS fiscal year shall be January 1 through December 31.

Section 6. The Secretary - shall attend all meetings of the members, Executive Committee and the Board and shall keep, or cause to be kept, a true and correct record of the proceeding of such meetings. The Secretary shall issue calls for meetings, assist committees with correspondence or make reports and statements as requested.

Section 7. Budget Analyst - is responsible for gathering budget information and to develop the proposed two seasonal budgets. Responsible for obtaining financial statements from the Treasurer to assess and plan the financial health of the WCS As requested, will audit the financial records of the WCS.

Section 8. DELETED

Section 9. ISI Meet Director - The WCS will sponsor a fund raising meet each season. Responsible for the organization and implementation of an invitational swim meet. The ISI Meet Director's Manual must be followed. Must be a non-athlete member of USA Swimming, Inc. Is responsible for organizing and implementing all WCS sponsored dual swim meets through the organization of the support work force.

Section 10. DELETED

Section 11. Membership Chairperson - responsible for collecting registration forms from each family. Responsible for cross-checking team roster with the Treasurer and will ensure the accuracy of the team roster for the season, and that ISI governing rules are applied.

Section 12. Publicity Chairperson - responsible for publicizing the results of WCS activities in area newspapers. Participates in the design, duplication and distribution of team fliers. Arrange for cable television advertising.

Section 13. Ribbons/Awards Chairperson - responsible for the development and purchase of awards. Prepares ribbons for dual meets. Coordinates the distribution of ribbons or awards to team members on a timely basis. Orders team pins, trophies, plaques, engraving, etc. to be awarded at the end of each season.

Section 14. Swim Equipment Chairperson - responsible for advice and guidance in the purchase of swim equipment and the sizing of swimsuits. Recommends and designs WCS clothing and other swim items. Responsible for placing orders, keeping inventory, recording sales and receipt of money.

Section 15. Concessions Chairperson - responsible for concessions that are operative at all meets. Responsible for planning a food menu, concession area setup, coordinating workers, maintaining inventory, recording sales and receipt of money.

Section 16. Safety Coordinator - Responsible for maintaining ISI and USA Swimming, Inc. safety rules. Responsible for filing Report of Occurrence forms. Must be a non-athlete member of USA Swimming, Inc.

Section 17. DELETED

Section 18. DELETED

Section 19. DELETED

Section 20. Special Functions Chairperson - responsible for coordinating and implementing all picnics, hospitality area, awards parties and all other social events as required.

Section 21. DELETED

Section 22. All Chairpersons and committee members will work with the Head Coach and report to the President on an as needed basis. The above descriptions are general and other related duties will be assigned as needed.

Article XIV – Head Coach

Section 1. As an ex-officio member of the Board, the Head Coach is responsible for advising the Executive Committee and the Board of Directors on swimming rules, swimming policies and regulations, and their interpretation and application to WCS activities. Considering Board recommendations, the Head Coach will determine the meet schedule, meets to be attended by swimmers and workout hours. The Head Coach will recommend to the Board an operating budget, which will include salaries, pool rental fees, travel expenses, proposed equipment and other related budget items. Responsibilities include the organization of daily swim workouts, the management of assistant coaches and other personnel, the control of swimmers at swim meets, the teaching of swim stroke and technique, the processing of all required clerical duties, the relationships with swimmers concerning their progress in the program and general communication on such matters. Establishes relationships on behalf of the WCS with their peers locally and nationally. Functions as the expert in this area and provides leadership and direction to the swimming program by keeping abreast of developments in swim technique and training. Coordinates all new or renewed athlete memberships to USA Swimming, Inc. Responsible for processing team transfers. Prepare annual team charter. The Head Coach will be responsible for arranging facilities for holding home meets, practices, or programs including space, price, and delivery of all physical equipment needed to operate the program or activity. In performance of these responsibilities the Head Coach will communicate regularly with the President.

Article XV – Enactment

Section 1. When the By-Laws are adopted by the WCS, this shall supersede previous Constitutions, By-Laws, and enactments of WCS.

Article XVI – Dissolution or Merger

Section 1. The WCS may be voluntarily dissolved or merged into another corporation by a two-thirds majority of the total representative vote of the general membership, provided that each member has received written notice of the proposed action fourteen (14) calendar days prior to the meeting called for such purpose. If dissolved or merged, the assets of the WCS will become the property of the membership. Disbursement will be in accordance with Article VI, Section 3.

Article XVII – Items Not Covered

Section 1. If not directly addressed in these By-Laws, the WCS will follow the Constitution and By-Laws of the USA Swimming, and ISI.

Section 2. BULLYING is the use of aggression towards another. This aggression may be physical, verbal, or mental and make come in a variety of forms. Any action from another individual that makes your swimmer "uncomfortable," should be reported to the coaches immediately. Almost all of our coaches are professional educators and have received training in dealing with bullying issues. We are very good at resolving these types of behaviors and (as noted before) we all take a great deal of pride in the environment we have created at WCS. This is a high priority for us and we encourage you to contact any of us when an incident occurs.

Section 3. ELECTRONIC COMMUNICATION - The communication from the adults to all swimmers must be professional, accessible, and transparent. There should be nothing that could even vaguely be construed as inappropriate. Coaches may not be "friends" with athletes on social media (like Facebook, Instagram, etc.) and athletes may not "follow" coaches' Twitter feeds. No adult on the team may text or e-mail an athlete about anything that does not relate to team activities and may only communicate between 7:00am and 9:00pm.

Constitution Approved 1-13-86, amended 9/89, amended 4/93, amended 1/2000, amended 1/2013, amended 8/2014

Document Retention Policy

Purpose:

Establish guidelines for the length of time and what types of documents will be held in the files of the West Chicago Sharks, designate responsibility for administering such policy, how documents will be archived, stored and backed-up, monitoring the destruction of documents and providing periodic review.

Responsibility:

Primary responsibility for document retention and access shall be the President, Treasurer and Registration Chair. All directors, officers and chairpersons shall upon leaving their position, submit all relevant documents obtained during the course of executing their duties for future retention.

Categories of Documents:

Accounting - budgets, gross income, receipts, disbursements etc..

Employee Compensation & Benefits - all employment taxes, W2,W4, SUTA, FUTA returns etc..

Corporate Governance - Board meeting minutes, agendas, annual reports, articles of incorporation, 990 returns etc...

Administration - all contracts, charters, licenses, applications and sponsorships

Correspondence

Retention:

All document categories itemized but not limited to the above must be maintained for a minimum of three years after the applicable tax filing date (generally May 15th). Most documents will be kept on-line via the secure team website and controlled by the President to ensure transparency. Documents that will not be retained must be shredded, deleted from electronic storage systems or otherwise destroyed.

Review:

The board of directors will review this policy annually or at a minimum every other year.

Code of Conduct for Directors, Officers and Chairpersons

General Statement:

All directors, officers and chairpersons of the West Chicago Sharks are obligated with the duties of care, loyalty and diligence in administering the affairs of the WCS organization. These duties include, but are not limited to the matters listed below:

1. Awareness of:

- organizational documents of the West Chicago Sharks (ie : articles of incorporation, by-laws, annual reports to the State of Illinois, Form 1023, 990, Board meeting minutes etc...)
- nature and performance of income producing activities of the West Chicago Sharks.
- general not-for profit tax principles applicable to the WCS.

2. Participate by:

- attending substantially all board meetings and or committee meetings.
- voting or objecting to matters submitted to a vote.

3. Comply with:

- the organizational documents of the West Chicago Sharks.
- the conflict of interest policy described in Appendix C.

4. Refrain from:

- disclosing to third parties or utilizing any confidential or proprietary information of the West Chicago Sharks.
- acting outside the scope of authority granted under these by-laws or board directives such as obligating the West Chicago Sharks to any contract or liability without express authority from the board.
- advancing personal or business interests by taking or usurping opportunities presented to the West Chicago Sharks (self dealing).

5. Obey all:

- decisions of the board of directors
- material documents
- terms of laws applicable to the West Chicago Sharks

Conflict of Interest Policy

Purpose:

The purpose of the conflict of interest policy is to protect the West Chicago Shark's tax exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the West Chicago Sharks or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest with not-for-profit organizations.

Definitions:

Interested Person

Any director, principal officer or member of a committee with board delegated powers, who has a direct or indirect financial interest is an interested person.

Financial Interest

A person has financial interest if the person has , directly or indirectly, through business, investment or family:

- a. An ownership, potential ownership or investment interest in any entity with which the West Chicago Sharks has a transaction or arrangement.
- b. A compensation arrangement with the West Chicago Sharks or with any entity or individual with which the West Chicago Sharks has a transaction or arrangement.

Compensation includes direct and indirect reimbursement as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the board of directors decides that a conflict of interest exists.

Procedures:

1. Duty to Disclose

An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board of directors that have delegated powers to consider the proposed transaction or arrangement. Such disclosure must be of record in the board of directors meeting minutes.

2. Determination

After disclosure of all material facts and after any discussion with the interested person, he/she will leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing an Actual Conflict of Interest

- a. The interested person may make a presentation at the board of directors meeting, but afterwards, must leave the meeting during the discussion of, and the vote on, the transaction. The interested person may not vote on the matter.
- b. The board President may , if appropriate, appoint a disinterested person to investigate alternatives to the proposal.
- c. After exercising due diligence, the board of directors shall determine if the West Chicago Sharks can obtain with reasonable efforts a more advantageous transaction from an entity that would not give rise to a conflict of interest.
- d. The board of directors shall determine by majority vote whether the proposed transaction is in the best interest of the West Chicago Sharks and whether it is fair and reasonable.

4. Violations of the Conflict of Interest Policy

- a. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford an opportunity to explain the alleged failure to disclose.
- b. If after hearing the response and the board has determined the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Periodic Reviews

To ensure the West Chicago Sharks operates in a manner consistent with not-for-profit purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews of this policy will be conducted. Such reviews may, but need not, use outside advisers.