

HUNTSVILLE SWIM ASSOCIATION BY-LAWS

As Amended March 1, 2026

SECTION 1 PURPOSE

The purpose of the Huntsville Swim Association (HSA, The Club) shall be as stated in the Articles of Incorporation. Specifically, The Club shall facilitate the successful participation of swimmers of the Huntsville area in intra-city water sport leagues and in those events and meets falling under the auspices of Southeastern Swimming, Inc. (SES), USA Swimming, of which The Club shall be a member.

HSA is a non-profit club that is NOT organized for the private gain of any individual. (AL Code § 10A-3-1.01 (2024))

The Club is organized exclusively for the charitable and educational purposes of fostering national or international amateur sports competition and to conduct or support and develop amateur athletes for national or international competition in sports within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

The Club's fiscal year shall run from August to July, annually.

SECTION II MEMBERSHIP

Active Members: of HSA are defined as parents or guardians whose children or dependents are participating as Athletes of HSA.

Athletes: are defined as children or dependents registered to swim with The Club under the account of an Active Member. Athletes over the age of 19 shall become Active Members.

Active Member Family: is defined as one or more Active Members in a household and their Athletes, who have financial responsibility for their Athletes as it relates to club membership.

Membership Process: Upon receipt of appropriate dues and fees, the parent or guardian will become an Active Member of HSA and their registered Athletes will be allowed to

participate in the training sessions and swim meets when scheduled by the coaches of HSA.

Only Active Members may vote on club matters. Each Active Member Family will have one vote. An Active Member may retain their voting and other club privileges during the swim season in which the appropriate dues have been paid.

Parents/Guardians of participating Athletes will be expected to support The Club and abide by the volunteer duties as defined in its Volunteer Policy in order to facilitate an efficiently run club. No child or adult shall be refused membership due to race, color, national origin, disability, religion, sex, or any other status prohibited by applicable law.

HSA Athletes, Active Members, and all non-member volunteers are subject to and agree to follow all of USA Swimming's rules and codes of conduct. HSA will make The Club and USA Swimming rules and codes of conduct available on the public website.

SECTION III GOVERNANCE

The Club Officers, Head Coach, and Members at Large shall constitute the Board of Directors (BoD, The Board) of The Club. Elected members of The Board must meet the qualifications of Section III, Article v, and shall be elected by ballot at a designated General Membership Meeting. Should an elected member of The Board resign, be removed, or be unable to perform the duties of their office or position, The Board may, by majority vote, designate a board-eligible Active Member to the Board of Directors to act in their stead for the remainder of their term.

The Board, Primarily the Head Coach, shall see to the day-to-day operations of The Club, and be empowered to enter into contracts and other legal agreements which may bind The Club. Any contract binding The Club for expenditures of \$10,000.00 or greater must be reviewed and approved by two or more members of The Board.

The Board shall also be responsible for other matters of club policy, management, and the expenditure of funds. The Board shall prepare standard operating procedures and publish these procedures for the benefit of the Active Members. The Board shall coordinate an annual review of these procedures and revise them accordingly to ensure compliance with USA Swimming policies as well as general club governance.

The Board shall have the authority to establish committees as needed. The Board shall also have the authority to disband committees as needed.

The Board shall respond to written inquiries or grievances from any Active Member, in accordance with published procedure. A majority vote of the Board shall carry in any decision making that is required.

SECTION III, Article i

Officers

The Officers of The Club shall be a President, a Vice-President/President-Elect, a Secretary, and a Treasurer. Each officer will serve for a period of three (3) years with the exception of the President and the Vice-President/President-Elect.

The President shall serve a term of two (2) years, with the third year in the role of Emeritus Board Member (non-voting), serving as an advisor to the newly sitting President. The President shall preside at meetings of The Club and meetings of The Board. The official Board to Head Coach communication will be via the President.

The Vice-President/President Elect will serve as the Vice-President for a term of two (2) years and will move into the position of President for the following two (2) years. The Vice President will serve as the President in the absence of the President and perform such other duties as assigned by the President.

The Secretary shall serve a term of three (3) years and keep the minutes of each meeting and perform such other duties as assigned by the President. The Secretary shall oversee elections. The Secretary shall not serve on the Nominating Committee referenced by these bylaws.

The Treasurer must serve a term of three (3) years and shall oversee all monies received and paid out and shall be prepared to supply a financial report at any meeting.

SECTION III, Article ii

Members at Large

The Board shall include four (4) Members at Large (MAL) to represent a cross-section of the Active Members of The Club. The duties and responsibilities of the MAL are not fixed but instead vary according to the needs of The Club and as directed by the other club Officers. The MAL shall serve a term period of three (3) years.

SECTION III, Article iii

Head Coach

The Head Coach shall be responsible for providing a competitive aquatic program in line with the objectives and purpose of The Club. The Head Coach shall participate with the other members of The Board in the selection of any assistant coaches. The Head Coach will supervise the assistant coaches' activities as related to the team and is responsible for: recommending hiring, firing, and compensation for assistant coaches to The Board; assigning assistant coaches their duties, which groups they will coach, and which meets they are responsible to attend; supervising assistant coaches; and providing annual performance reviews of the assistant coaches prior to the renewals of employment contracts.

SECTION III, Article iv
Removal of a Board Member or Head Coach

Any member of The Board may be removed for just cause shown, including but not limited to the following: failing to perform their basic duties in a satisfactory manner; being consistently disruptive during Board meetings; being unable to support decisions made by The Board as a whole; failing to meet financial requirements for club membership; or consistently preventing the business of The Club from forward progress.

If The Board proposes the removal of an elected Board member OR the Head Coach, said member can only be removed if and when a supermajority of The Board (defined as 2/3 of the Board members less the member/coach in question) vote by secret ballot to remove said member.

SECTION III, Article v
Mandatory Qualifications for Elected Members of the Board of Directors

In order to serve as a member of The Board, individuals must meet the following qualifications: a) must have been an Active Member in good standing for at least two (2) years prior to the election; b) must have no criminal charges or convictions other than routine traffic citations; c) must not have any known conflicts of interest with HSA defined as a financial or personal interest in direct conflict with HSA; and d) must successfully complete all requirements for non-athlete Board of Director memberships from USA Swimming.

SECTION III, Article vi
Conflicts of Interest Presented After Elected to Board

A conflict of interest occurs where a Board Member's obligation to further The Club's purposes is at odds with their own financial interests. For example, a conflict of interest would occur where a Board Member votes on a contract between The Club and a business that is owned by the Board Member.

Members of The Board shall perform their duties without any conflict of interest with any other person or organization. If a Board Member develops a conflict of interest after election to The Board, said Board Member shall disclose the full nature and extent of such interest to The Board no later than the nearest board meeting, refrain from voting and or speaking in debate on such issue for which the member possesses a conflict, and refrain from influencing The Board's decision on the issue for which the member possesses a conflict.

SECTION III, Article vii
Board of Directors Elections

The Board shall create a Nominating Committee consisting of one (1) current Board Member, three Active Members not currently serving on The Board, plus one (1) Active

Member as an alternate. The Secretary shall not serve on the Nominating Committee. To serve on the Nominating Committee, any Active Member selected must have been an Active Member in good standing for at least two (2) years prior to their appointment to the Nominating Committee. If any member of the Nominating Committee becomes unable to serve prior to the presentation of candidates, the alternate will serve the committee. In the absence of an alternate a replacement will be selected by The Board.

The Nominating Committee will solicit board candidates for open board positions from the Active Membership and present a slate in writing to the Active Membership at least ten (10) days prior to the General Membership Meeting designated for the election of board members. For the Nominating Committee to present a slate for the Active Membership, the slate must have received a unanimous vote from the Nominating Committee.

Each Active Member Family may only nominate one individual for each open board position for each election. If an Active Member nominates himself for an open board position neither that Active Member nor anyone in that Active Member's family shall be allowed to serve on the Nominating Committee.

SECTION IV ORDER OF BUSINESS

The Board directs the order of business at any regular meeting. One-tenth (1/10th) of all current Active Member Families shall constitute a quorum for a regular or special meeting of the HSA General Membership. A quorum shall be counted as the sum of the number of Active Members in attendance of any regular or special meeting added to the number of Active Members electronically submitting votes. Each Active Member Family has one vote which may be cast in person or made electronically. An Active Member family may vote electronically by submitting their vote on any club business to the Secretary prior to the meeting being called to order with the exception of a vote to elect the Secretary of The Club in which case the vote shall be submitted to the Vice President prior to the meeting being called to order.

A majority of board members shall constitute a quorum for any meeting of The Board.

SECTION V MEETINGS

Both general membership meetings and special meetings shall be conducted either a) in person; or b) through an audio-visual communications platform.

SECTION V, Article i
General Membership Meetings

The President shall announce and conduct one (1) General Membership meeting per year. The President shall provide notice of a General Membership meeting to Active Member Families entitled to vote by sending an e-mail to the e-mail addresses provided by the Member Family of the time the registration, no less than ten (10) days prior to the General Membership meeting. The meeting notice shall contain the time, date, and location of the General Membership meeting.

SECTION V, Article ii
Special Membership Meetings

Other meetings may be provided for by action taken at a regular meeting or may be called by the President. The President will call a Special Membership meeting if requested to do so in writing by one-twentieth (1/20th) of the HSA Active Member votes entitled to be cast at the meeting. The President shall provide notice of a Special Membership meeting to the HSA Active Member Families entitled to vote by sending an e-mail to the e-mail addresses provided by the HSA Active Member Family at the time of registration no less than ten (10) days prior to the meeting. The Special Membership meeting notice shall contain the time, date, and location of the Special Membership meeting and the purpose of the Special Membership meeting.

SECTION V, Article iii
Board of Directors Meetings

Notice of a regular meeting of The Board shall be provided to each member of The Board via e-mail at least 36 hours prior to the scheduled regular meetings. Notice of special meetings of The Board shall be provided to each member of The Board via e-mail at least 24 hours prior to the special meeting. Regular and special meetings of The Board may be conducted in person or remotely via an audio-visual communication platform.

SECTION VI
DUES AND FEES

The Board shall prepare and vote to approve an annual budget. Dues will be paid as set forth in the HSA Policies and Procedures. Special dues or fees may be levied on each Active Member account by a vote of The Board equating to two-thirds (2/3rds) of The Board. Athletes who are represented by Active Members as defined by these bylaws shall not be eligible to participate in any HSA team activities unless dues and fees are paid. Dues delinquencies shall be caused for dismissal from The Club as determined by The Board.

SECTION VII AMENDING THE BY-LAWS

These bylaws may be amended at any Special or General meeting of the club by two-thirds (2/3rds) of a quorum present provided that notice of intent to do so, together with the proposed amendment, shall be made available to each Active Member Family by the Secretary of The Club not less than ten (10) days preceding the meeting at which the amendment or amendments are to be considered.

SECTION VIII BY-LAW CHANGE LOG

Change Date	Section	Description of Change	Author

SECTION IX ABBREVIATIONS AND DEFINITIONS

HSA	Huntsville Swim Association (The Club)
SES	Southeastern Swimming, Inc.
Active Member	Parents or guardians whose children or dependents are participating as Athletes of HSA
Athletes	Children or dependents registered to swim with The Club under the account of an Active Member. Note: Athletes over the age of 19 shall become Active Members
Active Member Family	One or more Active Members in a household and their Athletes, who have financial responsibility for their Athletes as it relates to club membership
USA Swimming	Governing body for amateur swimming clubs
MAL	Member at Large as it relates to a position on the HSA Board