

**BYLAWS  
AND STANDING RULES  
OF  
TUALATIN HILLS BARRACUDAS, INC.**

**ARTICLE I**

**GENERAL**

The name of this corporation is TUALATIN HILLS BARRACUDAS, INC., which has been organized under the nonprofit corporation laws of the State of Oregon. The corporation is organized and shall be operated exclusively for the purpose of fostering fitness, national and international amateur competitive swimming and for other educational and charitable purposes.

**ARTICLE II**

**CORPORATE OFFICES**

The registered office of the corporation shall be located at 1211 SW Fifth Avenue, Suites 1600-1800, Portland, Oregon 97204, and the registered agent shall be Roy Lambert. The corporation may also have offices at other places, either within or without the State of Oregon, as the Board of Directors may from time to time determine or as the business of the corporation may require.

**ARTICLE III**

**DIRECTORS**

Section 1. The business affairs of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all other lawful acts which are not prohibited or directed or required to be performed by others under the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws and Standing Rules.

Section 2. The number of directors of the corporation may vary between a maximum as determined by the Board and a minimum of four (4) directors, the exact number to be fixed from time to time by resolution of the Board of Directors, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. The initial Board of Directors shall be those individuals named in the Articles of Incorporation, and they shall serve until the first annual meeting or until their successors are elected.

Section 4. The Board of Directors shall be composed of the principal officers of the corporation, and other persons elected or appointed by the Board of Directors.

Section 5. A vacancy occurring on the Board of Directors shall be filled at a regular or special meeting of the Board of Directors called for that purpose by the affirmative vote of a majority of the remaining directors, though the remaining directors are less than a quorum. The new director shall serve only the unexpired term of their predecessor.

Section 6. Individuals to fill the directorships created by any increase in the number of directors as provided in Section 2 of this article may be elected at any regular meeting by the majority vote of all the directors then on the Board of Directors. The new director will serve until the next annual meeting or until their successor is elected.

Section 7. Regular and special meetings of the Board of Directors may be held upon such notice and at such time and place as shall, from time to time, be determined by the Board of Directors.

Section 8. Special meetings of the Board of Directors shall be called by the President or Secretary when requested by the President or when requested in writing by any two of the directors. Notice of the special meeting shall be given to each director either in person or email or by mail or telephone and must be received by the director not less than one (1) day prior to the meeting.

Section 9. Four individuals serving on the Board of Directors, at least two being principal officers (President, Vice-President, Secretary, Treasurer) shall constitute a quorum for the transaction of any business at any meeting. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. The Board of Directors may, from time to time, appoint or dissolve the following standing committees: Social, Membership, Oregon Masters Swimming Liaison,

Fitness, Meet, Web Master, and Historian as well as the following ad hoc committees: Nominating and Sunshine. The Board may also form new committees as approved by the majority of directors.

Section 11. The term of office for each director, officer, and Chair of the Nominating Committee shall be one year. No director, officer, or Chair of the Nominating Committee shall be eligible to hold the same position for more than two consecutive terms unless approved by the Board of Directors.

Section 12. The Board of Directors may, from time to time, appoint or dissolve committees in addition to standing committees for such purposes as designated by the Board of Directors. Each committee shall have such powers and shall perform such duties as may be delegated and assigned to the committee from time to time by the Board of Directors, except such powers as are prohibited under ORS 61.141. However, all matters transacted by the committee in the name of the corporation shall be submitted and ratified by the Board of Directors at its next regular or special meeting.

Section 13. All individuals serving on the Board of Directors of this corporation shall serve without compensation, except for the Treasurer. The Treasurer shall not be required to pay coaching fees during his/her term.

Section 14. Any director may be removed with or without cause by the Board of Directors whenever in the judgment of two-thirds (2/3) of the remaining directors on the board the best interest of the corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, to the person so removed. Prior to any removal, the director sought to be removed must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on his own behalf before the Board of Directors at a regular meeting.

## **ARTICLE IV**

### **MEMBERS**

Section 1.     **Membership:** Persons fulfilling the following requirements shall be members of the corporation:

- (a)     The minimum age of members shall be eighteen (18) years;
- (b)     Each member shall pay dues as determined from time to time by the Board of Directors;
- (c)     Each member shall be encouraged to participate in at least one competitive event sanctioned by Oregon Masters Swimming, Inc. each year;
- (d)     Each member shall be registered as a member of Oregon Masters Swimming, Inc. and United States Masters Swimming, Inc.

Section 2.     **Annual Meeting:** The time and place of the annual meeting of the members shall be determined by the Board of Directors. At such meeting the members entitled to vote shall elect the principal officers of the corporation and transact such other business as may legally come before the meeting.

Section 3.     **Special Meetings:** Special meetings of the members of this corporation may be held at any time on request of the President or Secretary or when requested in writing by any two directors of the Board of Directors.

Section 4.     **Voting:** Each member shall be entitled to one vote.

Section 5.     **Quorum:** Four individuals serving on the Board of Directors, at least two being principal officers (President, Vice-President, Secretary, Treasurer) shall constitute a quorum for the transaction of any business at any meeting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, the Articles of Incorporation or other provision of these Bylaws and Standing Rules.

Section 6. **Notice:** Written or printed notice, including email, stating the place, day and hour of the meeting, and, in case of a special meeting or General membership meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, either personally or by email or at the direction of the President or Secretary or when requested by any two directors of the Board of Directors calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

## **ARTICLE V**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given to any director under the provisions of the Oregon Nonprofit Corporation law, the Articles of Incorporation of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required notice. The presence of a director at any meeting shall constitute a waiver of any notice required for such meeting, except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE VI**

### **ACTION WITHOUT MEETING**

Any action required or permitted to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. This consent can also be conducted through email communication. Such consent shall have the same force and effect as a vote of such directors at a regularly convened meeting and may be stated as such in any articles

or document filed with the Corporation Commissioner of the State of Oregon, any other governmental authority or person or entity.

## **ARTICLE VII**

### **OFFICERS**

Section 1. The principal officers of this corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by members. Any two or more offices may be held by the same person, except the offices of President and Vice President and the offices of President and Secretary.

Section 2. The election of officers shall take place each year at the annual meeting. The Board of Directors may elect or appoint such other committee chairs, agents, and other employees, as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 3. The salaries of all agents and other employees of the corporation shall be fixed by the Board of Directors.

Section 4. Any officer, agent or other employee elected or appointed by the Board of Directors, may be removed by a majority vote of all the directors then serving on the board whenever in their judgment the best interests of the corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. If any position should become vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 5. On the death, resignation, retirement or removal from office of any officer, agent or other employee, all books, papers, vouchers, money and any other property of whatever kind in their possession or under their control which belong to the corporation shall be restored to the corporation.

## **ARTICLE VIII**

### **DUTIES-OF-OFFICERS**

Section 1. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board of Directors and of the members. The President shall appoint special committees as needed and serve as ex-officio member of all committees except the Nominating Committee. The President shall see to the general and active management of the business affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 2. The Vice President shall perform the duties and exercise the powers of the President at such times as the President is unable to act, and such other duties as the Board of Directors shall prescribe. The Vice President shall also oversee marketing and public relations for THB and appoint a nominating committee chairman as needed.

Section 3. The Secretary shall attend all sessions of the Board of Directors and record the minutes of all proceedings to be kept permanently for that purpose and shall perform like duties for any committees when required. The Secretary shall give notice of all meetings of the Board of Directors and committees as required under the provisions of the Oregon Nonprofit Corporation Law, the Articles of Incorporation, and these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 4. The Treasurer shall have the duty to receive all moneys and funds of the corporation and shall deposit the same in the bank or banks designated by the Board of Directors and in the name and to the account of the corporation. Such funds shall be paid out only as may be directed by the Board of Directors. The Treasurer shall keep full and accurate books of account, including a current roster of club members, and shall make such reports of such official financial transactions of the corporation as may from time to time be required by the Board of Directors, shall prepare a proposed budget for the succeeding calendar year and shall present the proposed budget at a Fall Board of Directors meeting, shall notify members of annual dues and

any other fees due, and shall perform such other duties as may be prescribed by the Board of Directors.

## **ARTICLE IX**

### **LOANS**

No money shall be borrowed without resolution authorizing the same having been regularly adopted by the Board of Directors, and for security purposes, the Board of Directors may authorize the execution and delivery of a mortgage or mortgages upon any of the real property belonging to the corporation or the pledging of any of the personal property of the corporation. Such authorization having been given, the President or a Vice President of the corporation, in conjunction with the Secretary or Treasurer, shall execute in the name of the corporation the authorized notes, bills, mortgages, and pledges.

## **ARTICLE X**

### **CHECKS**

All checks of the corporation shall be signed in such manner as the Board of Directors may, from time to time, designate. Unless otherwise designated, all checks shall be signed by either the Treasurer or President.

## **ARTICLE XI**

### **DUES**

Annual dues shall be determined by the Board of Directors with the total amount being assessed from each member joining the organization from 1 January to 30 June and one-half that amount from 1 July to 31 December. Notices of payment due will be sent to each current member by 31 December of the expiring year.

## **ARTICLE XII**

### **COACH**

The Head Coach of this corporation may be any person who is hired and evaluated by the Board of Directors. The Head Coach hires and evaluates the Assistant Coaches. The Coaches organize workouts and instructional sessions for interested members or any other Masters

swimmers. Salary will be paid by an assessed fee from each swimmer participating in workouts. The fee and salary will be determined by the Board of Directors, and the Coach(es)' performance will be reviewed by the Board of Directors on a regular basis. Continued employment of the Coach(es) by the corporation shall be dependent upon approval of the Coach(es) by the Tualatin Hills Park and Recreation District.

### **ARTICLE XIII**

#### **DISTRICT AUTHORITY**

All actions and policies of the corporation are subject to approval by the Tualatin Hills Park and Recreation District. The District shall be invited to send a representative to all meetings of the Board of Directors and/or members.

### **ARTICLE XIV**

#### **AMENDMENTS**

These Bylaws may be amended, in whole or in part, by the affirmative vote of two-thirds (2/3) of all of the directors then on the Board of Directors at any regular or special meeting called for that purpose, provided that notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all directors.

**As amended and approved by the Board on July 16, 2008**