

BYLAWS FOR GEORGIA HIGH SCHOOL WATER POLO ASSOCIATION

ARTICLE I-- NAME

The Organization shall be known as the Georgia High School Water Polo Association (“GHSWPA”).

ARTICLE II-- PURPOSE

1. To promote competitive high school water polo in the State of Georgia.
2. To promote and schedule a high school water polo season consisting of match play and occasional tournaments.
3. To host a High School State Championship Tournament at the end of each season.
4. To conduct high school competition according to the GHSWPA guidelines.
5. To disseminate information pertaining to water polo programs in the State of Georgia.
6. To promote the common understanding and correct teaching of water polo among all coaches and officials.
7. To host clinics for coaches, officials, and players.

ARTICLE III-- MEMBERS

Section 1 Membership

Members of GHSWPA shall be club water polo teams and athletes within the State of Georgia who are seeking to participate in competitive water polo under the guidelines of the GHSWPA.

1. A Voting Membership shall consist of the following persons who fulfill one or more of the criteria listed below. Every club in good standing shall not have more than one vote in any matter and must have one of the following voting representatives present at scheduled meetings for each club’s vote to be counted:
 - a. Active club head or assistant coach
 - b. Parent of player representative from each active club team
 - c. Elected officers of GHSWPA who do not already have a vote per Article III.1.a or b above.
 - d. Written proxy designated by a Voting Member of a-c above.
2. Payment of league dues at or after the Spring Annual Meeting confers good standing to a club, unless that standing is otherwise suspended by action of the Board of Directors. The representatives of a club as described in III.1.1 comprise the General Membership of the GHSWPA, and so long as a club is in good standing its general members are in good standing.

3. For matters requiring a vote that affect only one club competition season, only coaches of teams participating in that season, and the elected officers of GHSWPA, or the written, designated proxy of those members identified in this paragraph III.1.3 may cast votes.

Section 2 American Water Polo Membership

To participate in GHSWPA activities, all GHSWPA players must be current members of the American Water Polo Association or of such association as the GHSWPA designates in the future.

ARTICLE IV-- OFFICERS

Section 1 Powers and Duties

The Officers of the GHSWPA shall be: President, Vice President, Secretary, and Treasurer. Each Officer shall be elected by the voting membership and except for the initial adjustments of shorter terms needed in order to create staggered terms, each will serve a two year term or until a qualified successor is duly elected. For one calendar year after his or her term has ended, each former Officer may serve as a consultant (non-voting member) to the current Officer holding the same position. The Officers shall each serve as members of the GHSWPA Board of Directors. The following are the officers of the GHSWPA, which shall also serve as Directors and shall have the following responsibilities:

1. President
 - a. Convene and preside at all GHSWPA Board of Directors and Officers Meetings and General Membership meetings.
 - b. Schedule meetings consistent with the needs of the GHSWPA.
 - c. Responsible for the supervision and coordination of all Standing Committees.
 - d. Director of the state tournament
 - e. Provide opportunities for GHSWPA members to express their views and have input into the decision-making of the GHSWPA Board of Directors.
 - f. Sign for organization such contracts as authorized by the Board of Directors.
2. Vice President
 - a. Preside over Board of Directors and Officers and General Membership meetings in the absence of the President.
 - b. Responsible for the supervision and coordination of all Standing Committees.
 - c. Sign for organization such contracts as authorized by the Board of Directors.
 - d. Responsible for organizing the league schedule for both regular season and post season for all division.
3. Secretary
 - a. Record, present, and maintain minutes of all Board of Directors and Officers and General Membership meetings.
 - b. Conduct the correspondence of the GHSWPA as directed by the President.

- c. Maintain custody of one copy of Articles of Incorporation, Bylaws and Policies for GHSWPA and make copies available to every member.
 - d. Responsible for making sure all information on the website is accurate and current.
4. Treasurer
- a. Disburse and receive all GHSWPA funds.
 - b. Responsible for all financial matters of the Association.
 - c. Make all books of account and financial records available for audit when requested.
 - d. Sign for the Association, such contracts as authorized by the Officers and the Board of Directors.

Section 2 Vacancies in Office

When any Officer resigns or is removed, the remaining members of the Board of Directors shall appoint a successor who shall serve for the balance of the term of the former Officer.

Section 3 Removal of Directors or Officers

An Officer or Director of GHSWPA may be removed from office only by vote of the GHSWPA membership as follows:

1. A motion calling for removal vote may be made at any duly convened membership meeting.
2. If such motion is made, seconded, and carried by the Board of Directors, the Board of Directors shall designate a time and place for a special meeting of the members within 10 days and provide at least five days written notice to all members as to the time, place and subject matter of the meeting.
3. A two-thirds vote of the members in attendance at the special meeting other than the Director or Officer whose removal is at issue shall be required to remove the officer or Director.
4. Until such a vote can be taken, the other Officers or Directors may, by a majority vote, suspend said Officer or Director from exercising any power and duties under these Bylaws.
5. Upon suspension, removal or pending a special meeting as set forth above, the Director or Officer subject to the vote for removal shall take no further action on behalf of the Association and shall cease to represent himself or herself as an active Director or Officer of the Association.

ARTICLE V-- THE BOARD OF DIRECTORS

Section 1 Composition

The Board of Directors of the GHSWPA is comprised of the elected Officers of the GHSWPA and such Directors as may be elected. In addition, the Head Referee of the GHSWPA will be an ex officio member of the Board of Directors, without vote.

Section 2 Duties and Responsibilities

1. Meet at time and place appropriate to manage the GHSWPA and ensure fulfillment of the GHSWPA purpose.
2. Develop and approve an annual budget for the GHSWPA.
3. Establish membership dues.
4. Recommend to the membership amendments to the Bylaws as required.
5. Establish and enact policies to help ensure the attainment of the goal of the association.
6. Evaluate membership issues that may arise.
7. Delegate responsibilities to its members and to Standing and Special GHSWPA Committees.
8. Investigate, hear comment and make decisions as to the appropriate action for any reported violations of policy by coaches, players and parents.
9. When a player comes before the Board of Directors for a violation, that player's coach who may also serve on the Board of Directors will abstain from any vote regarding disciplinary action taken against that player.

Section 3 Executive Sessions

1. A simple majority of the Board of Directors can decide to call an executive session of the Board.
2. Executive sessions shall be limited to discussing and voting on membership and coaching/staffing issues.
3. After full discussion of the subject matter, the Board of Directors may vote. A unanimous vote of the Board of Directors is required for denial or suspension of membership. A simple majority is required for all other issues.
4. If the Board of Directors makes a decision to suspend a player from the league for the remainder of the season, the player involved shall be informed in writing within five (5) days of the incident leading to the suspension. The player, parents or legal guardian so informed may request an open or closed hearing with the Board, within five (5) days of written notice, to present their side of the matter and to hear the reasons the Board used to suspend the player. The hearing shall be held not less than five (5) days from the date of request.
5. A quorum consisting of a simple majority of the Board of Directors is required for executive session.

ARTICLE VI-- ELECTION OF DIRECTORS AND OFFICERS

Section 1 Annual Election

The Directors and Officers of the GHSWPA shall be elected at the Annual meeting and take office after such meeting. There shall be between four (4) and ten (10) directors at one time, per the discretion of the Officers as to the number of Directors. If vacancies on the Board of

Directors arise, the Officers shall have the discretion whether to leave the Director position vacant or call an election for a new Director. In exercising this discretion, the Officers must consider that, at all times, there must be at least four (4) Board members. Beginning in 2014, the Vice President and Treasurer positions will be elected in even years, and the President and Secretary will be elected in odd years. The remaining directors shall be elected at such times as the Officers select in their discretion, and shall serve at least one year terms.

Section 2 Election Procedures

1. Any member in good standing may nominate candidates as Officers or Directors.
2. Each voting member shall cast as many votes as are open positions. In instances where there are more candidates than open positions, they candidate with the most votes will be elected to an open position, followed by the candidate with the second most votes, and so on until all open positions are filled.
3. In instances where the number of candidates equals the number of open positions, the candidates will be elected by acclamation and no formal vote need be taken.

Section 3 Qualification of Directors

The Officers of the GHSWPA must be members in good standing to serve on the Board of Directors. Any officer not in good standing shall lose his/her vote on the Board of Directors.

ARTICLE VII-- STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1 Standing Committees

The Board of Directors shall appoint chairs for Standing Committees of GHSWPA.

Current standing committees: Referees, Outreach, State Hospitality, State Concessions, Development

Section 2 Special Committees

The Board of Directors may establish special committees and appoint chairs for such committees at any time. Special committees may also be dissolved at any time by action of the Board of Directors.

ARTICLE VIII-- MEETINGS

Section 1 Regular Meetings

Regular Board meetings shall be held at such time, date and place as determined by the Board.

Section 2 Special Meetings

Special meetings may be called by the President, Vice President, Treasurer or Secretary. The President shall furnish written or electronic notice at least five (5) days in advance of such special meeting to each member and the notice shall state the purpose, time and place of such special meeting. No other business of any kind shall be conducted at such special meeting.

Section 3 Annual Membership meetings

The Annual Membership meetings will take place each calendar year as determined by the Board. There will be one pre-season meeting, one post-season meeting, and one spring meeting.

Section 4 Matters Not Requiring a Meeting

No meeting shall be required to conduct Association business, unless to remove a Director or Officer. The President may call for votes on designated matters by email or other correspondence. Each member, each Director and each Officer shall maintain with the Association a valid email address at all times.

ARTICLE IX-- CONDUCT OF MEETINGS

Section 1 Quorum

No business shall be conducted at any annual membership meeting or any special meeting unless a quorum consisting of a simple majority of the Board of Directors is present.

Section 2 Robert's Rules of Order

Robert's Rules of Order shall be parliamentary guide for the GHSWPA at all meetings.

Section 3 Voting Members

All voting on GHSWPA matters shall be on the basis of one vote per member.

Section 4 Majority Vote

Except as otherwise provided herein, decisions on all matters before the GHSWPA voting membership shall be a majority vote of the members of the GHSWPA present and in person or voting by written proxy.

ARTICLE X-- AMENDMENTS TO BYLAWS

These Bylaws may be amended or modified at any annual meeting by a two third (2/3) vote of the voting members in good standing of the GHSWPA present at a meeting provided that:

Any proposed amendment shall first be presented in writing to the Board of Directors and approved by the Board of Directors before submission to the general membership. Any proposed amendment, after receiving Board approval, must be presented to all members in good standing at least five (5) days in advance of the next scheduled Membership meeting.

ARTICLE XI-- BUDGET

1. A budget shall be presented to the Board of Directors at a designated time of each year.
2. The following items should be budgeted:
 - a. Retained Revenue
 - b. Equipment
 - c. Tournament Fees

- d. Travel Cost
- e. Pool Rentals
- f. Referees
- g. Miscellaneous Expenses
- h. Other expenses within the discretion of the Board of Directors

ARTICLE XII--INDEMNIFICATION

GHSWPA shall indemnify each of its Directors and Officers whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses and any judgment, settlement or other payment actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director or Officer of the Association. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been determined by the remaining Directors and Officers, in their sole discretion, for dereliction in the performance of his or her duty as Director or Officer by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnity for expenses shall also apply to the expenses of suits that are compromised or settled if the court having jurisdiction of the matter approves such settlement. For the right to indemnity for any judgment, settlement or other payment relating to litigation to apply, approval of any settlement or other payment, other than defense costs and expenses, shall be subject to the approval of the other members of the Board of Directors. For indemnity for defense costs to apply, choice of counsel and rates charged for attorneys' fees shall be subject to the discretion and consent of the Board of Directors, which consent shall not be unreasonably withheld.

The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to that which such Director or Officer may be entitled.

ARTICLE XIII-- DISSOLUTION

In event of dissolution of the GHSWPA, any assets remaining after payment of all proper claims and demands then existing against the GHSWPA shall be distributed to and among one or more corporations, trust funds, foundations which shall qualify as tax exempt organizations of the type described in Section 501(C) (3) of the Internal Revenue Code of the United States. Except in their capacities as members as provided in this, no Director or any other individual has, or shall have, any right, title, or interest of any kind in or to such remaining assets. The organization or organizations to which such remaining assets shall be distributed shall be selected at the discretion of the Board of Directors.