

# CONSTITUTION

## of the

### WSCA Coach

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#### 1. NAME

1.1 The Association shall be known as the "WSCA Coach". The abbreviation shall be the "WSCA".

1.2 The WSCA is a non-profit entity established under the laws and regulations of the United States of America. The WSCA is a non-profit corporation, incorporated in the state of TEXAS, USA.

1.3 All activities shall be conducted according to rules and laws governed by non-profit law of the United States of America and those applying to non-profit corporations under Texas law.

1.4 The WSCA shall have a United States tax ID number.

#### 2. OBJECTIVES of the WSCA

2.1 Representing the interests of the world's swimming coaches with other national and international bodies or organizations, including FINA.

2.2 Providing leadership and assistance in the sport of swimming and swimming coaching, through:

2.2.1 Cooperation, collaboration and confrontation with other interest groups,

as necessary, to achieve our objectives.

2.2.2 Organizing international seminars, forums, and clinics.

2.2.3 Creating exchange programs between countries.

2.2.4 Assisting in publishing and distributing written and filmed materials.

2.3 Encouraging, developing and educating swimming coaches.

2.4 Encouraging and promoting swimming competition throughout the world, free of drugs, doping or any other method of performance enhancement.

2.5 Establishing and safeguarding the status, welfare and interests of all members, with the object of increasing the leadership role of the WSCA and its members.

2.6 Providing continual recognition for outstanding performances of Swimmers, Coaches, Scientists within the sport of swimming.

2.7 Assisting members understand existing rules and regulations that affect them.

2.8 Assisting all National Swimming Coaches Associations, or similar national organizations, in developing swimming in those member nations and international cooperation and goodwill.

2.9 Recommending the coordination and standardization of Rules and Regulations to Governing Bodies in the Sport of Swimming, including FINA and Continental Swimming Organizations.

2.10 Encouraging affiliation of organizations, which have objectives wholly or partly aligned with those of the WSCA, including FINA, Continental Swimming Organizations and such other bodies as may be necessary, to achieve WSCA objectives.

2.11 Pursuing and entering into such commercial arrangements with any organization, corporation or other body, including sponsorship and marketing opportunities as are appropriate, to further WSCA objectives.

2.12 Ensuring compliance with the WSCA rules and by-laws, as amended from time to time.

2.13 Encouraging the standardized development and maintenance of swimming facilities in accordance with the high standards set for competitive swimming.

2.14 Undertaking all reasonable and legal actions necessary to enable these WSCA objectives to be achieved and to enable Members and Member Associations to receive the benefits, which these objectives are intending to achieve.

### **3. FISCAL YEAR**

The fiscal year will commence on 1st of January and cease on 31st of December.

### **4. APPLICATION OF INCOME**

4.1 The income and property of WSCA is to be applied solely towards the promotion of the objectives of the WSCA.

4.2.1 Travel for WSCA Board members may be arranged directly from the WSCA office for the annual or quadrennial meetings, or any such meetings where WSCA representation is required, if the budget allows. The first priority is the quadrennial meeting.

4.3 No portion of the income or property of WSCA is to be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.

4.4 No remuneration or other benefits in money or money's worth is to be paid or given by WSCA to any Member who holds any office of WSCA.

4.5 Nothing contained in Rule 4 prevents reimbursement, in good faith, to any Member for any services actually rendered to WSCA, at the direction of the Board, whether as an employee or volunteer

4.5.1 or, for goods supplied to the WSCA in the ordinary and usual course of activity.

4.5.2 or, for any out-of-pocket expenses incurred by the Member on behalf of the WSCA.

4.5.3 provided, that any of the above payments does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms' length in a similar transaction.

4.6 Income derived from commercial sponsorship shall be applied directly to the purposes of the Association.

4.7 The WSCA Board may hire or name an Executive Director, as finances allow.

### **5. DISTRIBUTION OF PROPERTY UPON DISSOLUTION**

If upon winding up or dissolution of WSCA, there remains, after satisfaction of all the debts and liabilities, any assets or property, the same must not be paid to or distributed amongst the members but must be paid to or distributed to an organization or organizations having similar objectives. This organization must also be a United States 501 (c) 3 organization that prohibits the distribution of its income and property among its or their members to an extent at least as great as is imposed on WSCA by Rule 4 and

the United States non-profit tax code. Such organization will be determined by the Board of Directors at or before the time of dissolution.

## **6. CONFLICT OF INTEREST**

6.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

6.2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, such interested person shall leave the governing board or committee meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining board or committee members shall decide whether a conflict of interest exists.

6.3 Procedures for Addressing a Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, such interested person shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the ASSOCIATION can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ASSOCIATION's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

6.4. Violations of the Conflict of Interest Policy. If the governing board or committee 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 the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **7. MEMBERSHIP**

7.1 The Board of Directors shall establish Individual and National Organization Membership fees.

7.2 Any individual coaching swimming may become a member of the WSCA at no charge.

7.2.1 The WSCA Board may develop various fee-based categories of membership designed to increase the prestige of swimming coaches and to assist them in gaining or improving employment opportunities.

7.3 All members shall remain basic members until and unless they declare non-membership or have their membership revoked.

7.4 A person ceases to be a Member of the WSCA if the person resigns or is expelled.

7.5 Individuals convicted of Doping Offenses shall be automatically expelled from the WSCA.

### **7.6 LIFE MEMBERSHIP**

The Board of Directors may, from among persons, who have provided long and meritorious service to WSCA, appoint Life Members in recognition of their efforts in furthering the WSCA Objects and/or interests.

### **7.7 DISCONTINUANCE OF MEMBERSHIP**

7.7.1 Expulsion shall occur only for reasons of doping violations or other ethical issues. Expulsion must be considered by the Board of Directors in order to take place. A simple majority of the Board can expel a member.

7.7.2 Any member may be censured, suspended or expelled by the Board of directors for any conduct which, in the opinion of the Board of Directors, deems to be improper or prejudicial to the welfare and reputation of WSCA and its members.

7.7.3 No such action shall be taken except at a regular or special board meeting called for such purpose.

7.7.4 Written notice shall be given to the member of the complaint against him/her, at least sixty (60) days prior to the date of the meeting.

7.7.5 The member may submit to the Board of Directors a written answer to the complaint. United States legal counsel may represent the member.

7.7.6 Any suspended or expelled member shall not participate in any of WSCA's activities.

## **8. EFFECTS OF MEMBERSHIP**

Members agree that:

8.1 This Constitution constitutes a contract between each of them and the WSCA and they are bound by this Constitution and its By-Laws.

8.2 They must comply with and observe this Constitution and its By-laws and any determination, resolution or policy, which may be made or passed by the Board of Directors.

8.3 By submitting to this Constitution and the By-Laws, they are subject to jurisdiction of the WSCA.

8.4 This Constitution is made in pursuit of a common objective, namely the mutual and collective benefit of WSCA and its Members.

8.5 This Constitution and By-Laws are necessary and reasonable for promoting the WSCA objectives and particularly the advancement and protection of WSCA members.

8.6 They are entitled to all benefits, advantages, privileges and services of WSCA membership.

## **9. REGISTRATION OF WSCA MEMBERS**

9.1 The Secretary, or Executive Director, must keep and maintain a register of all members at the WSCA principal place of administration.

9.2 The name, address and email address of each member, the date on which the person became a member and such other information as may be required must be entered in this register.

9.3 In order to protect the privacy and confidentiality of our members, an extract of the register, including the address of any Life Members or Director, is to be kept available for inspection by Members.

9.4 The membership register may be sold to commercial companies wishing to use the names for commercial use. This right is given to the WSCA Board in lieu of membership dues.

## **10. BOARD of DIRECTORS and OFFICERS**

10.1 There shall be at least eight (8) members on the Board of Directors.

10.2 If a National Coaches Assn. joins the WSCA, they will get a seat on the board that does not count towards quorum or against that nations allotted seats in 10.5.

10.3 The Directors of the WSCA Board shall be nominated by their respective National Coaches Associations and each represent a nation taking part in international swimming competition and serve a term of four (4) years.

10.3.1 If a National Coaches Assn. fails to nominate their representatives, the WSCA Board of Directors may select representatives from that nation.

10.3.2 If no member from that nation is willing to serve, the WSCA Board of Directors will select at-large members.

10.4 Board Members may hold a Director's seat for as many consecutive term(s) as desired by the National Coaches Association.

10.5 The results of the FINA Nation Rankings at World Swimming Championships, held every four (4) years, in the year prior to the Olympic Games, determine the number of Directors each Nation may nominate:

1st nation in FINA team score: 3 Directors, the  
2nd nation in FINA team score: 2 Directors, and the  
3rd nation in FINA team score: 1 Director.

Where the Board of Directors consider such a Nation to be actively involved (via a Government and/or National Governing Body collusion/organization) in regular athlete doping violations, other ethical issues or any conduct which, in the opinion of the Board of Directors, deems to be improper or prejudicial to the welfare and reputation of WSCA and its members, then such a Nation can be bypassed in regards to their FINA team score and the next Nation on the FINA team score ranking can be considered in their place. Bypassing a Nation in such a manner must be considered by the Board of Directors in order to take place. A simple majority of the Board can bypass a Nation in this regard.

If the National Coaches Association fail to appoint a member, the WSCA Board may recruit a member from that nation.

These 6 Board Members will select 2 further Board members from the nations not already represented on the Board.

The full Board of Directors elect from their Ranks one President and Vice-President, Secretary and Treasurer.

10.5.1 Officers shall come from different nations.

10.5.2 Officers shall serve a term of four (4) years.

10.5.3 When an officer is unable to complete his/her term, the replacement will be elected by the Board.

10.6 Officers may hold a seat for as many consecutive term(s) as desired by the Board of Directors.

10.7 The full Board of Directors, under guidance of the newly elected President, will appoint the WSCA Executive Director. Subject always to the law, the Board will determine necessary requirements and qualifications for eligibility.

#### 10.8 WSCA BOARD MEETINGS

Meetings and other WSCA Activities can be arranged throughout the year to establish and safeguard the status, welfare and interest of all members and to increase the relevance of WSCA and its members.

10.8.1 Board of Directors meetings are open meetings. Person(s) not on the Board of Directors may speak with permission of the President, but shall not vote.

10.8.2 Elections to the Board of Directors shall take place at the WSCA meeting at the ASCA World Clinic at the meeting immediately following the Olympic Games.

10.8.3 Elections of the WSCA Board officers shall take place at the same meeting.

10.9 Board of Directors meetings can be organized in the form of in-person, telephone, Skype conferences, or whatever current technology is commonly available to all board members. Voting using these same technologies is also approved.

10.9.1 If virtual meetings are scheduled, a phone-in number, Skype address, etc., will be published so that members may observe the board meeting.

10.10 Notice of Meetings is to be given for:

10.10.1 Annual Meeting: ninety (90) days prior notice

10.10.2 Regular Meetings: sixty (60) days prior notice.

10.10.3 Special Meetings may be called by a minimum of three of the Board members, provided thirty (30) days prior notice be given to all Board members.

10.11 The quorum for the Board of Directors Meeting shall be five (5) voting members.

### 11. COMMITTEES

11.1 The Board of Directors shall appoint all committees.



11.2 There are no standing committees for the WSCA. All committees shall disband once their charge is complete.

## **12. ADDITIONS, ALTERATIONS and AMENDMENTS**

12.1 The WSCA Board of Directors has the power to change and approve changes of the WSCA Constitution and By-Laws.

12.2 No additions, alterations or amendments may be made to this Constitution unless the Board of Directors has approved a Resolution.

12.3 All WSCA members may propose changes to the Constitution or By-Laws at least sixty (60) days prior to the Annual Meeting. Comments will be solicited and all comments forwarded to the Board of Directors.

## **13. AWARDS**

13.1 The WSCA Board of Directors shall elect a "World Coach of the Olympiad."

13.1.1 After each Olympic Games, a committee shall develop a list of any coaches of LC World Championship and Olympic Gold Medalists, and of any swimmer who established a World Record during that Olympiad. That list should include all gold medalists and world records produced by each coach.

13.1.2 Each nominee Coach may receive a cash or symbolic prize.

13.1.3 The "World Coach of the Olympiad" may receive a cash or symbolic prize.

13.2 World Ranking certificates