

AMERICAN SWIM COACHES ASSOCIATION BYLAWS 2020

To the extent these Bylaws conflict with applicable law, applicable law prevails.

ARTICLE 1 NAME, PURPOSE, OBJECTIVES

1.1 NAME - The name of the corporation shall be American Swimming Coaches Association (hereinafter "ASCA" or "the ASCA").

1.2 OBJECTIVES - The objective and primary purpose of the ASCA shall be to provide leadership, education, support, instruction, and professional training to the swim coaching profession. ASCA shall promote opportunities for coaches.

1.3 NON-PROFIT AND CHARITABLE PURPOSES - ASCA is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(6) of the IRS Code. Notwithstanding any other provision of these Bylaws, ASCA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of ASCA or engage in any activities not permitted to be carried on by: a corporation exempt from federal income tax under such section 501(c)(6) of the IRS Code, or a corporation to which contributions, gifts and bequests are deductible under other sections of the IRS Code.

1.4 DEDICATION OF ASSETS, ETC. - The revenues, properties, and assets of ASCA are irrevocably dedicated to the purposes set forth in Section 1.3 of these Bylaws. No part of any earnings, properties, or assets of ASCA shall inure to the benefit of any private person or any member, officer, or director of the ASCA.

1.5 NONDISCRIMINATION STATEMENT - The ASCA supports member coaches equally and does not discriminate between Members. ASCA does not discriminate on the basis of age, gender, race, ethnicity, culture, religion, sexual orientation, gender identity, gender expression, genetics, mental or physical ability, or any other status protected by law.

ARTICLE 2 MEMBERSHIP: RESPONSIBILITIES, FEES, VOTING, MEETINGS

2.1 MEMBERSHIP DEFINITION – Domestic coaching professional in good standing who has registered as a member of ASCA

.1 **MEMBER STATUS** - A Member's status is subject to the Member's continued satisfaction of the criteria for membership and compliance with the Member's responsibilities under these Bylaws, and the rules, regulations, policies, procedures, and the Code of Conduct of ASCA.

.2 **CATEGORIES** - The voting membership of ASCA shall consist of domestic coaches and US citizens coaching abroad. The ASCA Board of Directors may establish additional non-voting affiliate categories from time to time.

2.2 MEMBERS' RESPONSIBILITIES - A Member's status is subject to the Member's continued satisfaction of (1) the criteria for membership and (2) compliance with the codes of conduct and ethics, as well as any policies, procedures, rules and regulations adopted by ASCA, including obligations and responsibilities set forth in these Bylaws; and (3) continued compliance with all applicable government and athletic entities' policies and procedures as applicable.

2.3 MEMBERSHIP FEES - Membership fees shall be as established by the Board of Directors from time to time.

.1 **OTHER FEES** - The ASCA Board of Directors may establish reasonable fees and policies for programs and services provided by ASCA.

.2 FAILURE TO PAY - Membership rights may be suspended in accordance with these Bylaws for delinquencies and failure to pay fees.

2.4 MEMBERSHIP VOTING PRIVILEGES –Only Members as defined in Article 2.1 are eligible to vote for the election of the directors of ASCA.

2.5 MEETINGS OF THE MEMBERS - Meetings of the Members shall be open to anybody.

.1 The Business Meeting (may be referred to as: Coaches Meeting) of the Members of ASCA shall be held annually during the World Clinic or other time as determined by the Board of Directors.

.2 Special Meetings of the membership may be called by the Board of Directors via the Board President.

.3 Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders, and other propositions coming before any meeting of the Members shall be determined by a majority vote of those present and eligible to vote.

.4 A quorum at the Annual Business Meeting/Coaches Meeting or any Special Meeting of the Members shall consist of those present and eligible to vote on matters listed in the publicly shared Notice of Meeting or Agenda. If anything is brought up from the floor (not previously) on the Agenda then according to Iowa law, requires 1/3rd of all Members to pass.

.5 Voting by proxy in any meeting of the Members shall not be permitted.

.6 Approved Minutes and actions taken at Meetings of the Members shall be recorded and disseminated by the Secretary within 60 days of the conclusion of the Meeting.

.7 The Board of Directors shall determine the location and time of all meetings of the Members. If federal, state, or local law, policy, or regulation effectively prohibits physical gathering sufficient to conduct an in person meeting of the Members, a meeting may be conducted through conference equipment by means of which all persons participating in the meeting can hear and see each other at the same time. In that circumstance, participation by such means shall constitute presence at that meeting.

ARTICLE 3 BOARD OF DIRECTORS

3.1 DIRECTORS - All officers and Board of Directors members must be ASCA Coach Domestic Members. The Board of Directors shall consist of 12 members, with four elected each year, and each elected Director shall serve a term of three years.

.1 PAST PRESIDENT – The immediate past president of ASCA may serve as ex-officio member with voice and no vote.

.2 ELIGIBILITY – Only Members of ASCA in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office.

.3 DOUBLE VOTE PROHIBITED – An Member entitled to vote in Board of Directors meetings may only have one vote, regardless of the number of positions held by such Member.

.4 LIMITATIONS – No more than two (2) Members of any group employed together shall serve on the Board of Directors at the same time.

3.2 DIRECTORS TERMS OF OFFICE – The terms of office of all members of the Board of Directors shall be a maximum of two (2) consecutive three (3)-year terms.

.1 COMMENCEMENT OF TERM – Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until resignation or a successor is chosen.

.2 CONSECUTIVE TERMS LIMITATION – No Board Director shall exceed their term limits regardless of Officer position elected.

(A) A Director who has served two successive three-year terms shall not be eligible for re-election or appointment to the Board of Directors until a lapse of one term (three years).

(B) A portion of any term served to fill a vacancy shall not be considered in the computation of this successive term limitation.

3.3 DIRECTORS ELECTED BY MEMBERSHIP - All Directors shall be elected by the membership during the Annual World Clinic.

.1 PROCESS – The board of Directors will establish a fair and transparent process for Director nominations and elections in accordance with World Clinic format.

.2 ELIGIBILITY- Only a Member of ASCA in good standing shall be eligible to be Director and must maintain their eligibility throughout their term of office.

(A) Directors must be / shall have been members of ASCA for three (3) years at the time of nomination.

(B) No employee of ASCA may serve as a member of the Board of Directors.

.3 CANDIDACY - Candidates announcing their candidacy prior to 2 weeks before the World Clinic will have Biographies published on the ASCA website in advance of and during the World Clinic.

3.4 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members shall be as follows:

.1 Board Members - Each Board Member (other than the ex-officio members) shall have both voice and vote in meetings of the Board of Directors and its committees.

.2 Ex-Officio Board Members - Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.

.3 General - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the Board President.

3.6 DUTIES AND POWERS - The Board of Directors shall act for the ASCA. It shall not override any responsibility assigned to the Members under these bylaws or amend these Bylaws.

In addition to the powers and duties prescribed in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

.1 Establish and direct initiatives, as well as policies and procedures for ASCA.

.2 Oversee the administration and conduct of the CEO.

(A) The ASCA CEO shall operate directly under the authority of the ASCA Board President and Board of Directors.

(B) CEO accountability measures are put in place by the Board of Directors.

(C) These measures may be maintained in the Policy & Procedure Manual of ASCA or by any other means by which the Board of Directors determines.

.3 Ensure the ASCA annual budget is prepared and presented to the Members.

.4 Approve all reports and remittances which include annual financial and federal tax reports and the annual audit.

.5 Ensure that all legal requirements for nonprofit organizations are met.

.6 Ensure completion of any federal state and local reports and filings.

.7 Evaluate and maintain the ASCA Code of Conduct;

(A) Verify eligibility of award recipients with reference to the ASCA Code of Conduct.

(B) Approve Member removals and revocations; and establish a review process, if necessary.

.8 Remove from office any Board members of ASCA who have failed to attend to their official duties or member responsibilities or have done so improperly. Absence from more than one (1) of the regularly scheduled annual meetings may result in removal from the board.

.9 Call regular or Special Meetings of the Board of Directors.

.10 RESIGNATIONS - Any Director may resign by submitting a written resignation to the Board President or the Board of Directors specifying an effective date of the resignation. In the absence

of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.

.11 VACANCIES AND INCAPACITIES - Vacancies on the Board created by resignation or death may be filled by the Board President with the majority approval of the Board of Directors.

.12 REMOVAL OF DIRECTORS - Directors may be removed in accordance with these Bylaws and the Revised Iowa Nonprofit Corporation Act, as amended.

3.7 AUTHORITY / EMERGENCY POWER – The Board of Directors may act on behalf of the Membership in an emergency/force majeure event. An action taken under this emergency provision shall be effective until the next annual Business meeting

ARTICLE 4 OFFICERS, TERMS, DUTIES

4.1 OFFICERS OF THE BOARD - The Officers shall be as listed herein and shall be elected by the Board of Directors at its annual meeting. These Officers will be elected in a closed election format from among the current Board of Directors. Officers must be ASCA Coach Domestic Members. Officers will be as follows:

- (A) President
- (B) Vice President
- (C) Treasurer
- (D) Secretary

4.2 OFFICER TERM OF OFFICE - The terms of office for all Officers of the Board of Directors shall be one (1) year.

.1 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is elected.

.2 CONSECUTIVE TERMS LIMITATION - No individual who has served three (3) successive terms (three years) shall be eligible for re-election or appointment to the same position until a lapse of one term (one year). A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms' limitation.

4.3 OFFICER DUTIES - The duties of the officers are consistent with the Duties and Powers as defined in these Bylaws (Article 3.6) and shall be to attend and participate in all meetings of ASCA and the Board of Directors and as defined in any additional Policies and Procedures and applicable local, state, and federal laws.

.1 PRESIDENT - In the event of a vacancy in the office of President, or of the President's temporary or permanent incapacity, the Board of Directors shall elect an acting President to fill the remaining term, if any, of the former President, or until the President ceases to suffer from any temporary incapacity.

.2 AUTHORITY TO EXECUTE CONTRACTS AND AGREEMENTS - Only the President and VP, if acting jointly, may co-sign and execute in the name of the ASCA contracts, agreements or other instruments duly authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors.

.3 ADDITIONAL DUTIES - Each officer shall have performed any other duties as prescribed in Policies and Procedures or by the Board of Directors or these Bylaws.

.4 DELEGATION - Officers of ASCA may delegate any portion of their powers or duties to an individual or a committee with the explicit consent of the Board of Directors. The authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors.

ARTICLE 5 MEETINGS of The Board of Directors

5.1 OPEN MEETINGS – Meetings of the Board of Directors shall be open. The Board of Directors may decide to go into closed session on any matter deserving of confidential treatment as described in Article 5.2.

5.2 CLOSED SESSION - Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session that only Directors are entitled to attend. By a majority vote, the Board of Directors may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.

5.3 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Directors may participate in meetings of the Board of Directors through communication methods by means of which all persons participating in the meeting can hear and see one another at the same time. Participation by such means shall constitute presence at a meeting.

5.4 MEETING STRUCTURE/SCHEDULE - Meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors. Special meetings of the Board of Directors may be called by the President or at the written request of any three (3) Board Members.

- .1 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting Directors.
- .2 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders, and other propositions coming before the Board of Directors shall be determined by a majority vote.
- .3 Voting by proxy in any meeting of the Board of Directors shall not be permitted.

5.5 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors except elections, removals of Board members or committee chairs/members may be taken without a meeting if all the Directors entitled to vote consent to the action in writing and the written consents are filed with the record of the respective meetings by the Secretary. These consents shall be treated for all purposes as votes taken at a meeting.

5.6 MAIL/EMAIL VOTE – If an action is to be taken without a meeting, the Secretary or Board President shall distribute information electronically to every Director entitled to vote on the matter. The information shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time within which to return the vote to the Secretary. Action by electronic communication shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

5.7 MEETING NOTICE (for both Board of Directors and Committees) is written communication notifying about a scheduled meeting of a committee, board, or other governing body or group, of other fact or occurrence required to be made by law, bylaw, rule, or regulation. To be considered written, the communication must be addressed to the intended or required participants via delivery by hand, mail, use of a national delivery service, electronic mail, facsimile, or text message.

- .1 The notice of a meeting shall contain the time, date, forum, and the expected purpose.
- .2 TIME - Not fewer than seven (7) days' notice shall be given to each Member for any annual, regular, or special meeting except for emergency meetings as referenced in Article 3.7 of these Bylaws.
- .3 All documents, including the Agenda, for a scheduled meeting must be shared with board members not less than seven (7) days in advance of that meeting.

ARTICLE 6 COMMITTEES

6.1 DEFINITION - In addition to the committees listed herein; the Board of Directors is authorized to establish additional committees to meet organizational needs. Except as otherwise provided in these Bylaws or the ASCA Policies and Procedures, members of each committee shall be appointed by the Board President with a majority approval of the Board of Directors. Committees will be publicized as formed, and all ASCA Members may indicate their interest in serving to the President.

6.2 GENERAL DUTIES OF COMMITTEES - Except as otherwise provided in these Bylaws, the duties of the committees shall be prescribed by the ASCA Policies and Procedures.

.1 OPEN MEETINGS/CLOSED SESSIONS – Meetings of committees and sub-committees shall be open to all Members of ASCA. Matters relating to staff disciplinary action, legal, taxation, and similar affairs shall be deliberated and decided in a closed full-board session which only the respective members are entitled to attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.

.2 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS – Each Committee member shall have both voice and vote in their respective meetings.

.3 ACTION BY WRITTEN CONSENT – Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.

.4 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT – Members of any committee may participate in a meeting of the committee or through conference equipment by means of which all persons participating in the meeting can hear and see each other at the same time. Participation by such means shall constitute presence at a meeting.

.5 VOTING – Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders, and propositions coming before a committee shall be determined by majority vote.

(A) PROXY VOTE – Voting by proxy in any meeting of a committee shall not be permitted.

(B) QUORUM - A quorum for any meeting of any Committee shall consist of a majority of its voting members.

.6 RESIGNATIONS – Any committee chair or member may resign by submitting a written resignation to the Board President or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.

.7 VACANCIES - The determination of when the position of an appointed committee chair or committee member becomes vacant or a person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. In the event of a vacancy or permanent incapacity, the Board President, with the majority approval of the Board of Directors, shall appoint a successor to serve until the conclusion of the term.

6.3 STANDING COMMITTEES – Ongoing active Committees for the Board of Directors. Standing Committees will be comprised exclusively of current Directors.

6.4 ADVISORY COMMITTEES -

.1 FINANCE COMMITTEE- Conduct financial oversight of the CEO and organization. The Finance Committee members shall be appointed by the Board President with the majority approval of the Board of Directors

(A) DUTIES & RESPONSIBILITIES include:

- 1) To develop, establish, and recommend necessary or appropriate financial policies to the Board of Directors.
- 2) To ensure that an annual audit and all tax filings of the corporation are completed.
- 3) To submit the annual audit and other financial reports to the Board of Directors and make recommendations with regard thereto.
- 4) To assist the CEO and the Board of Directors with the preparation of the annual budget.
- 5) To ensure completion of all federal, state, and local reports and filings.

(B) MEMBERS – The Committee will be comprised of 6 members, including the Chair. No more than 2 current board members may serve simultaneously. Committee members will be appointed by the Board President and approved by the Board of Directors. Terms will be as outlined in policies and procedures of ASCA.

(C) CHAIR - The chair shall be the VP responsible for fiscal oversight.

- 1) GENERAL DUTIES OF CHAIR shall be as follows: Preside at all meetings of the committee and subcommittee. See that all duties and responsibilities of the respective committee or sub-committee are properly and promptly carried out. Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the committee. Communicate with the Board President and Board of Directors to keep them fully informed.

.2 GOVERNANCE COMMITTEE- Conduct ongoing oversight over the governance of ASCA including Bylaws, Board makeup, Board participation and efficacy. Recommend objective changes and improvements to ensure that the Board of Directors' focus can remain strategic.

(A) Regular DUTIES & RESPONSIBILITIES include:

- 1) Regular evaluation of the mission and vision statements, and ASCA Bylaws.
- 2) Aid in development of expectations and processes for accountability of Directors.
- 3) Design and implement Board of Directors orientation and an ongoing program of Director education and development.
- 4) Lead periodic assessment of the Board of Director's performance as a group, and of its individual members. Make recommendations to enhance board effectiveness and to ensure quality of the Board.

(B) Annual DUTIES & RESPONSIBILITIES include Nominating Subcommittee

- 1) To develop criteria for required qualities and characteristics of Directors.
- 2) Lead Board of Director succession planning
 - i. Assess current and anticipated needs for board composition and identify and recruit potential Board of Director Members consistent with the matrix of skills, demographics and talents needed.
 - ii. Ensure commitment to appropriate measures to reflect the membership demographics of ASCA.
 - iii. Ensure ample candidate pool for election.
- 3) Publish slate of candidates to ASCA membership at least ten (10) days prior to the election. Additional nominees may be made from the floor of the annual business meeting (coaches meeting) by Members present and eligible to vote.
- 4) Run Director and Officer elections.

- (C) MEMBERS – The Committee will be comprised of six (6) members, including the Chair. No more than two (2) current Directors may serve. Committee members will be appointed by the Board President and approved by the Board of Directors. Each member shall serve a three (3)-year term, staggered so that one-third (1/3) of committee is appointed every year. A maximum of two (2) terms can be served consecutively. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until a lapse of three (3) years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation
- (D) CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.
- 1) In no case shall the Board President serve on the Governance Committee.
 - 2.) General duties of Chair shall be as follows: Preside at all meetings of the committee and subcommittee. See that all duties and responsibilities of the respective committee and subcommittee are properly carried out. Appoint or delegate any subcommittee members as may be necessary to fulfil the duties and responsibilities of the committee.

ARTICLE 7 DEPOSITORIES AND BANKING AUTHORITY

7.1 DEPOSITORIES, ETC. - All receipts, income, charges, and fees of ASCA shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors determines.

7.2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of ASCA shall be signed in accordance with Operating Procedures established by the Board of Directors.

7.3 CONTRACTS, LEASES – Board of Directors approval is required for making/breaking contracts or leases.

7.4 TRAVEL EXPENSES & REIMBURSEMENTS – Expenses, or reimbursements of expenses, shall be approved in accordance with Operating Procedures established by the Board of Directors for CEO, staff, and volunteers.

ARTICLE 8 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

8.1 AMENDMENTS – Any provision of these Bylaws not required by federal, state, or local law, may be amended upon a two-thirds (2/3) vote of Members of the organization present during the annual or a special meeting of the membership called for such purpose. Amendments so approved shall be effective on the date established in the amending motion. All members of the Association shall be notified in writing of proposed changes to the Bylaws at least 30 days prior to the annual or special meeting.

8.2 FORCE MAJEURE – If the operation of the ASCA is compromised by reason of a force majeure event, the Board of Directors shall be entitled to suspend meetings and waive certain requirements. A force majeure event shall include fire, earthquake, hurricane, flood, tornado, pandemic, acts of God, strikes, work stoppages, or other labor disturbances, riots, or civil commotions, litigation, act of terrorism, war or other act of any foreign nation, power of governmental agency or authority or any other cause, like or unlike any cause above mentioned which is beyond the control or authority of ASCA.

8.3 DISSOLUTION - The ASCA may be dissolved only upon a two-thirds (2/3) vote of Members and a two-thirds (2/3) vote of the Directors of the organization present during a special meeting of the membership called for special purpose. Upon dissolution, the net assets of ASCA shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of the ASCA, but shall be distributed to a corporation or other organization meeting those criteria of a 501(c)6 or 501(c)3 and designated by the Board of Directors at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE 9 INDEMNIFICATION

9.1 INDEMNITY - ASCA shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of ASCA, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more relationships to ASCA and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case.

.1 Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances.

.2 ASCA may, to the full extent permitted by law, purchase additional insurance, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

9.2 INDEMNIFIED PERSONS - As used in this Article 9, "Indemnified Person" shall be any individual who is or was a Director, committee chair or committee member, or volunteer of ASCA. Employees or agents of ASCA may be indemnified. Indemnified Person shall be referred hereinafter in these Bylaws as "individual".

9.3 EXTENT OF INDEMNITY – Except as otherwise provided under Iowa law, ASCA shall indemnify an individual to the extent permissible under Iowa Code § 504.852 (Permissible Indemnification) and Iowa Code § 504.853 (Mandatory Indemnification), provided the individual meets all criteria for indemnification under Iowa courts.

.1 **Permissible Indemnification** – ASCA shall indemnify an individual who acted in good faith, and if the individual reasonably believed either a.) That the individual's conduct in an official capacity was in the best interests of ASCA, or b.) That the conduct was at least not opposed to the best interests of ASCA.

.2 **Mandatory Indemnification** - ASCA shall indemnify an individual who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the individual was a party because the individual is or was an individual of ASCA against reasonable expenses incurred by the individual in connection with the proceeding.

9.4 DIRECTOR INDEMNITY – ASCA shall indemnify any Director as required by Iowa Code § 504.853. In the case of a criminal proceeding, indemnification is granted if it is determined that ASCA had no reasonable cause to believe a Director's conduct was unlawful.

.1 Unless ordered by a court under Iowa Code § 504.855, ASCA may not indemnify a Director under the following circumstances:

(A) In connection with a proceeding by or in the right of ASCA if it is determined that the Director has not met the relevant standard of conduct under subsection 1.

(B) In connection with any proceeding with respect to conduct for which the Director was

adjudged liable on the basis that the director received a financial benefit to which the Director was not entitled, whether or not involving action in the Director's official capacity.
.2 The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the relevant standard of conduct described in this section.

9.5 EXCLUSION - The indemnification provided by this Article 9 shall not apply to any Indemnified Party ("individual") whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, willful disregard of the ASCA Code of Ethics, these Bylaws, applicable local or federal laws, or who is convicted of a related crime (including felony, misdemeanor, or civil offense).

ARTICLE 10 PARLIAMENTARY AUTHORITY

10.1 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern ASCA and any of its constituent or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with Iowa law, these Bylaws and any special rules of order ASCA may adopt.

ARTICLE 11 MISCELLANEOUS

11.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final judicial decision to be, or because of a change in the law of the State of Iowa become, illegal, invalid, or unenforceable, the remainder of these Bylaws shall continue in full force and effect [with all language upheld to the fullest extent allowed by law].

11.2 FISCAL YEAR - The fiscal year of the ASCA shall end on the last day of December.

11.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that ASCA shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(6) of the IRS Code. Similarly, it is intended that ASCA shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.