

PALAU AQUATICS FEDERATION BY-LAWS

Adopted by General Membership on 21 November 2024

Approved by World Aquatics

ARTICLE 1 – NAME

The name of the organization shall be the Palau Aquatics Federation.

ARTICLE 2 – DEFINITIONS

2.1. As used in these by-laws, the term “aquatics” refers to all aquatic disciplines inclusive of pool swimming, open water swimming, artistic swimming, and water polo.¹

2.2. As used in these by-laws, the term “athlete” refers to a person (i) who participates in aquatics competitions and events at club, state, national, regional, or international levels organized by Palau Aquatics, World Aquatics or their affiliates and (ii) is registered as an athlete by Palau Aquatics Federation or a club affiliated with the Palau Aquatics Federation.

ARTICLE 3 – MISSION/PURPOSE

3.1. The mission of the Palau Aquatics Federation (“PAF” or “Federation”) is to develop the aquatic disciplines for purposes of health and safety, fitness, recreation, and competition within the Republic of Palau, regionally, and internationally. In pursuit of this mission, PAF shall (1) assist every Palau resident to master essential swimming skills to ensure safety in and around the water and (2) prepare and field national teams and/or individual representatives for domestic, regional, and international competitions based on established criteria as defined by PAF policies.

3.2. The Palau Aquatics Federation manages its affairs independently and without regard to undue influence by third parties or government.

ARTICLE 4 – ACTIVITIES

To achieve its mission, the Palau Aquatics Federation will organize:

4.1. A regular program of swimming instruction with priority given to training of children and youth; while this program will be headquartered at the Palau National Pool in Meyuns, it will include outreach to rural areas on a scheduled basis,

4.2. Recreational aquatics activities to stimulate interest in aquatic sports,

4.3. National teams and/or individual representatives for domestic, regional, and international aquatics competitions,

¹ These four aquatic disciplines are practiced in Palau and identified for further development in the Strategic Plan 2021-2025.

4.4. Training for aquatics instructors, officials, coaches, and lifeguards,

4.5. Technical and training support to other sporting associations within Palau that wish to include aquatics as part of their sports development, training, or competition programs,

4.6. Developmental activities, including fundraising, in support of the corporate mission,

4.7. Such other activities as the Board of Directors may pursue to advance the corporate mission.

ARTICLE 5 – ORGANIZATIONAL STATUS

Palau Aquatics Federation is a non-profit corporation incorporated under the laws of the Republic of Palau.

ARTICLE 6 – MEMBERSHIP

6.1. Qualification.

Members or affiliates of Palau Aquatics shall include those clubs, individuals, and families that have (i) paid membership according to the assessed rate (see Article 6.7), and (ii) agree to comply with the PAF by-laws, and World Aquatics rules as set out by the World Aquatics Congress and Bureau.

6.2. PAF membership categories are family, individual youth, individual adult, and clubs. Only persons 14-21 years of age are eligible for individual youth membership. The upper age limit is extended to 25 full-time students. Youth under the age of 18 must have the consent of a parent or guardian prior to acceptance of their membership application.

6.3. Each family and individual member of PAF and each family and individual member of an affiliated club duly registered with PAF, has one vote on matters before the Annual General meeting or other general membership meetings of PAF.

6.4. The Palau Aquatics Federation ensures that its own members comply with and implement World Aquatics Constitution and World Aquatics Rules, as well as directives and decisions of the World Aquatics bodies and the Court of Arbitration for Sport (CAS).

6.5. Club Membership.

Club membership is open to any group of 10 or more persons active in one or more of the aquatics disciplines. Club membership fees will be set annually by the PAF Board of Directors. The PAF Board may, at its discretion, create different categories of clubs with different fee levels depending on the number of members in a club and/or pool use rights conferred by the membership category.

6.5.1. A club seeking to affiliate with PAF shall submit the following documents to the PAF Board of Directors:

- List of club members and active athletes affiliated with the club including ages, aquatic sport(s) practiced, contact information, and emergency contacts,

- Designation and contact information for a team captain or manager who must be 18 years of age or older,
- Designation and contact information for one or more team coaches at least one of whom must be 18 years of age or older,
- A liability waiver signed by each member (and parent or guardian for minor members) in a format specified by the PAF Board of Directors.

6.5.2. To have voting rights in PAF General membership meetings, affiliated clubs shall:

- Have a minimum of 10 registered athletes,
- Participate in national championships and other aquatics competitions and/or events recognized and/or organized by the Palau Aquatics Federation,
- Pay their annual membership fee and comply with all other financial obligations, and
- Comply with the rules enshrined in World Aquatics Constitution, notably complying with and implementing decisions taken by the Court of Arbitration for Sport, by World Aquatics (notably taken by the Congress, the Bureau, the Executive or/and judicial panels) and the Palau Aquatics Federation, as well as supporting World Aquatics and Palau Aquatics Federation in their efforts to achieve their objectives.

6.5.3. Members of the Palau Aquatics Federation have the right to hold office and participate in establishing organizational policies subject to restrictions stated elsewhere in these by-laws.

6.6. Meetings.

There shall be at least one General Membership meeting of the Federation members in each calendar year. Special purpose meetings may be called by the President. A special purpose meeting must be called by the President upon receipt of a written request signed by five or more members of the Federation who shall indicate in their request the business to be conducted at the special meeting.

6.7. Notice.

Reasonable notice shall be given to the members of all general membership meetings and may be sent via email, text message, messenger, or other communication modality widely used by the members. As required by World Aquatics, written notice of an annual or other general membership meeting shall be given to World Aquatics at least 60 days in advance of the meeting.

6.8. Quorum.

A majority of the PAF board of directors and all duly paid members of PAF or club affiliates who attend a general membership meeting shall constitute a quorum for conducting business. On any matter before the general membership, proxies will be accepted. A member voting by proxy shall be considered present for purposes of establishing a quorum.

6.9. Voting.

Voting for officers and members of the Board of Directors shall be by secret ballot except where there is only one nominee for an office when voting may be by simple affirmation of members present. Voting on matters before a membership meeting other than elections will be by a show of hands except that any

member present can request that a secret ballot be conducted on any matter. Such request must be honored by the chair of the meeting without discussion.

6.10. Dues.

Dues shall be set at each Annual General Meeting and will be effective at the start of the following calendar year. They shall be reduced to 60% of the full cost any time after June 30 of the calendar year.

6.11. Amendment of By-Laws.

These by-laws can be amended by a simple majority vote at a general membership meeting duly convened by the President and per the Constitution of World Aquatics, must be submitted to and approved by World Aquatics prior to becoming valid.

ARTICLE 7 – BOARD OF DIRECTORS

To facilitate efficient and effective operations, the Palau Aquatics Federation shall be managed by a Board of Directors. The Board of Directors shall be responsible for all business of the Palau Aquatics Federation and shall determine matters of policy not decided by the general membership. The Board shall prepare an annual work program and budget for the Federation and be responsible for all finances, fundraising, meetings, and elections in accordance with these by-laws. The financial statement for the year preceding and the budget for the upcoming year shall be presented at the annual general meeting for approval by the general membership

7.1. Term of Office.

The Board of Directors shall consist of four officers: President, Vice-President, Secretary, and Treasurer, plus no less than three and no more than five at-large representatives. Two at large Board members shall represent (i) the national swim team and (ii) parents with children actively participating in aquatics programs. Other at-large members shall be any committed individuals who meet eligibility criteria as stated in the by-laws. Officers will serve 2-year terms while the at-large members will serve annual terms.

7.2. Eligibility to Hold Office.

To be eligible to hold office, a person must be a resident of Palau who is either a Palau citizen or if not a citizen, has resided in Palau for a period of at least two years immediately prior to his/her election and who intends to remain in Palau for at least two years following election. In accordance with the laws of the Republic of Palau, all officers of the Board must be 18 years of age or older and not more than 80 years of age at the time of taking office. All board nominees must be current in their dues at the time of election. Officers shall not serve in the same position for more than 8 consecutive years but may serve as officers or at-large members in other capacities after completing their term in office and may be re-elected to their original position following a gap of at least 4 years.

7.3. Nominations and Election of Officers.

Nominations for officers may be made during a duly announced nomination period or from the floor at a duly constituted general membership meeting. Nominees must accept the nomination prior to a vote. Officers will be elected by vote of the general membership. Any vacancy in the offices will be filled from amongst the general membership by a majority vote of the Board of Directors.

7.4. Duties of Officers:

7.4.1. President.

It shall be the duty of the President to preside over all meetings of the Federation and Board, and subject to the control of the Board, to supervise and control all the business affairs of the Federation. He/she shall be authorized to sign checks and accept money on behalf of the Federation. With approval of the Board of Directors, he/she may enter into contracts on behalf of the Federation.

7.4.2. Vice-President.

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board shall prescribe. He/she shall serve as an authorized signatory to the Palau Aquatics Federation bank account.

7.4.3. Secretary.

The Secretary shall be responsible for (i) arrangement of meetings of the membership, board, and duly constituted committees, (ii) keep and disseminate minutes of general membership and Board meetings, (iii) attend to correspondence of the Federation, and (iv) serve as an authorized signatory to the Palau Aquatics Federation bank account.

7.4.4. Treasurer.

The Treasurer shall be responsible for (i) preparing financial reports for each meeting of the Board of Directors and the General Membership, (ii) file the annual corporate report required by the Office of Registrar of Corporations, (iii) apply for business licenses for the Federation and (iv) serve as an authorized signatory to the Palau Aquatics Federation bank account.

7.5 Eligibility of At-Large Members.

To be eligible for election as an at-large member of the Board, a person must be a resident of Palau who is either a Palauan citizen, or if not a citizen, has resided in Palau for a period of at least one year immediately prior to his/her election and who intends to remain in Palau for at least one year following election. In accordance with the laws of the Republic of Palau, all at-large members of the Board (except the national team representative) must be 18 years of age or older and not more than 80 years upon assuming office. At large board members must be current in their dues at the time of election. At large board members shall not serve for more than 8 consecutive years but may serve the board as officers after completing their at-large terms and may be re-elected to an at-large position following a gap of at least 2 years.

7.6. Nomination and Election of At-Large Members of the Board of Directors.

Nominations for all at-large Board members may be made during a duly announced nomination period or from the floor at a duly constituted general membership meeting. Persons nominated to serve as at-large members must agree to their nomination in advance of a vote and must be current with their membership dues. At-large members will be elected by vote of the general membership. The at-large Board member representing the National Team shall be selected on an annual basis by members of the Team and shall serve as the Chair of the Athlete Committee.

7.7. Vacancy.

A vacancy shall exist whenever an officer or at-large board member is removed, resigns, relocates, dies, or ceases to be a member of the Federation. Any vacancy on the Board (with the exception of the National Team representative) will be filled from the general membership by a majority vote of the Board of Directors. A vacancy for the National Team representative will be filled by election of National Team members.

7.8. Board Meetings.

Regular meetings of the Board shall be held at least quarterly. Special or more frequent meetings may be called at the discretion of the President. The President must call for a special board meeting if requested in writing by any Board member.

7.8.1. Notice.

Reasonable notice shall be given to the Board members of board meetings and may be sent in writing, via facsimile, or by e-mail, or phone.

7.8.2. Quorum.

Business shall be conducted by the Board with a quorum consisting of a simple majority of members. Proxy votes will be accepted for any matter before the Board. Any Board member who votes by proxy shall be considered present for purposes of establishing a quorum.

7.9. Resignation.

Any Board member who misses three consecutive meetings without an excuse shall be considered to have resigned from the Board. Excused absences include those necessitated by work commitments, travel outside of Koror, illness (including illness of dependents) or bereavement.

7.10. Staff.

At the discretion of the Board and in accordance with available finances, the Board may employ such staff as deemed appropriate to carry out the work of the Federation. The Head Coach and such other staff as the Board may designate, will serve in an advisory capacity as ex officio member(s) of the Board but shall not take part in board discussions or decisions that pertain to their own employment status or remuneration.

7.11. Committees.

The Board may appoint special purpose committees from amongst the general membership from time-to-time as deemed necessary or expedient to carry on the business of the Federation. Committees shall report directly to the President or such other person as the President may designate.

7.11.1. Athlete Committee

PAF shall support the establishment and operation of an Athlete Committee. To this end, the PAF Board will appoint an advisor to the Committee to assist the committee in organizing its work. The purpose of the Athlete Committee is to ensure (i) athletes have a voice in the management of the federation, (ii) athletes have a voice in shaping the conditions under which they practice and compete, and (iii) athletes have a pathway for developing skills that will in due course enable them to assume management positions within PAF.

The Athlete Committee will be comprised of one representative elected by and from athletes active in each of the aquatic disciplines practiced in Palau² or who have recently retired (within the past two years) from participation in an aquatic discipline. In addition, there will be one representative elected by and from the developmental squad to ensure that the youngest athletes also have a voice.³ The terms of office for the committee members will be one year. No athlete shall be eligible to be elected to the committee who has a doping or other integrity violation against them including possible violations under active investigation. Should a member of the committee resign, cease participation in aquatic sports, or move outside of Palau, that athlete's seat will be considered vacant and an election held by the athletes to choose a replacement.

The duly elected national team representative to the PAF Board of Directors will automatically serve as chairperson for the Athlete Committee. From its other membership, the committee will elect a Vice-Chairperson who shall be of the opposite gender of the Chairperson, and a Secretary-Treasurer. The Chairperson and Vice-Chairperson will represent aquatic athletes on the Palau Olympian and Athletes Commission (POAC). These representatives must be 16 years of age or older.

The Palau Athlete Committee may nominate athletes to serve on the Oceania Aquatics Commission and the World Aquatics Athletes Commission provided nominees meet the age, citizenship, and other requirements set by Oceania Aquatics and World Aquatics. Should a Palau nominee for the Oceania Aquatics and/or World Aquatics Athlete Commissions be elected who is not a member of the Palau Athlete Committee, that person shall serve as an ex officio and voting member of the Palau Athletes Committee for the duration of their term of office in the regional or global body.

The Committee should communicate regularly amongst themselves and hold at least three meetings per year with athletes to discuss matters of concern to them. A report of the outcome(s) of these meetings shall be submitted within 7 days following the meeting to the President of the PAF Board of Directors and tabled as an agenda item in the next meeting of the PAF Board of Directors.

7.12. Conflict of Interest.

A conflict of interest may arise from time-to-time when a Board member is in a position to derive personal benefit either of a monetary or non-monetary nature (including benefit to business interests and family members) from decisions of the Board. Members who have a potential conflict of interest are required to inform the Board of their conflict before discussion of the matter takes place and to remove themselves from discussion and/or voting on matters in which they have a personal interest. Should another board member believe that any member has an undeclared personal interest in a matter before the Board, he/she should bring this information to the Board. At its discretion, board members who are not party to the conflict of interest shall ask the Board member with a conflict of interest to remove himself/herself from discussion and/or voting on a matter in which he/she is found to have a personal interest.

ARTICLE 8 – FINANCIAL MANAGEMENT

8.1. The fiscal year for the Palau Aquatics Federation shall be the calendar year January through December.

² In 2024, the aquatic disciplines practiced in Palau are swimming, open water, and water polo.

³ In 2024, developmental squads consist of the Lionfish and Junior Lionfish.

8.2. The Board of Directors shall establish one or more financial accounts for the Federation.

8.3. All financial accounts shall be operated as dual signatory accounts.

8.4. All disbursements shall be based on written documentation in accordance with standard business practices.

8.5. All special purpose grants shall be managed in accordance with the conditions of the grant and for such purposes as stipulated in the grant application and/or award.

8.6. The Treasurer will submit a financial report at each meeting of the Board of Directors and at the Annual General Membership meeting.

8.7. Beginning with the 2024 financial year, the PAF Board of Directors shall commission an audit of PAF's annual accounting report.

ARTICLE 9 – COMPLIANCE WITH WORLD AQUATICS ANTI-DOPING CODE

9.1. Doping Contrary to the Spirit of Sport.

PAF finds that doping is fundamentally contrary to the spirit of sport. PAF agrees to comply with the World Anti-Doping Agency (WADA) Code (revision #4 adopted in 2021 and subsequent revisions) and the World Aquatics Doping Control Rules (most recent version dated January 1, 2023, or subsequent revisions). All World Aquatics Anti-Doping Rules are directly applicable to and shall be agreed to and followed by competitors, competitor support personnel, coaches, trainers, managers, officials, medical or paramedical personnel, team leaders, and club and national Federation representatives under the jurisdiction of PAF.

9.2. Compliance.

In accordance with 9.1., PAF agrees to allow World Aquatics to conduct in-competition and out-of-competition doping controls on any representatives under the jurisdiction of PAF.

9.3. Doping Education.

The PAF Board shall ensure that all athletes participating in competitive aquatics training and parents of minors participating in aquatics training receive age-appropriate information about doping and measures taken to combat doping, the World Anti-Doping Code, and the World Aquatics Doping Control Rules at least annually. Documentation of anti-doping education shall be verified by the Head Coach and entered into the official records of the Federation.

ARTICLE 10 – RELATIONSHIP WITH WORLD AQUATICS

10.1. World Aquatics as the World Aquatics Governing Body.

The Palau Aquatics Federation recognizes that (i) World Aquatics is the only recognized body in the world which governs Aquatics on a worldwide basis and (ii) in the case of inconsistency between the Palau Aquatics Federation's Constitution and/or rules and World Aquatics Constitution and/or World Aquatics Rules, the latter shall prevail. PAF agrees to remain current with its annual World Aquatics membership fee at all times.

10.2. PAF Bound by World Aquatics Rules.

The Palau Aquatics Federation is obliged to fully comply at all times with World Aquatics Constitution and the World Aquatics Rules, the World Anti-Doping (WADA) Code, the decisions and directives of the World Aquatics Bodies, as well as the decisions of the Court for Arbitration in Sport (CAS). The Palau Aquatics Federation is obliged to ensure that its constitution and rules comply with World Aquatics Constitution and the World Aquatics Rules at all times.

10.3. Co-Service.

Any member of Palau Aquatics Federation who is elected to a position on the World Aquatics Bureau, the Oceania Aquatics Federation Board of Directors, or the Palau National Olympic Committee Board of Directors, if not already a member of the PAF board, shall automatically serve as an ex officio member of the PAF Board of Directors with voting rights for the duration of his/her term on the World Aquatics Bureau, the OAF Board, or the PNOC Board.

ARTICLE 11 – COMPLAINTS

11.1. In Competition Complaints.

All complaints made by athletes or coaches regarding in-competition decisions, including those relating to eligibility to compete, will be resolved in accordance with the competition technical manual. No further recourse beyond that specified in the technical manual will be entertained by Palau Aquatics Federation.

11.2. Complaints Relating to Doping.

Any complaint relating to doping controls will be resolved in accordance with Article 9 of these by-laws.

11.3. Other Complaints.

Other complaints relating to fair and ethical treatment of any athlete, swimmer, or official will in the first instance be appealed to the PAF Board of Directors. The Board will strive to resolve the matter through arbitration in the best interest of aquatics, fair play, and the individuals concerned. Should it not be possible to resolve the matter amicably through arbitration, the PAF Board will render a decision on the matter.

11.4. Appeals.

Should the complainant wish to appeal the decision of the PAF Board, the Board will cause to be convened an Appeals Panel comprised of one representative of the PAF Board, one representative of the Palau Olympians and Athletes Commission (POAC) knowledgeable about the rules governing the matter under dispute, and one representative of the PNOC Board of Directors appointed by the President of the Board who is not a member of the PAF Board of Directors. This panel will review the complaint and issue a decision on the matter which shall be final.

ARTICLE 12– ADOPTION OF AMENDMENTS

Amendments to the PAF by-laws were duly adopted by a general membership meeting of PAF convened on 22 November 2024. Amendments are effective on the date they are approved by World Aquatics.

SIGNATURES BY 2024-2025 OFFICERS.

We, the undersigned, affirm that these by-laws were adopted by a general membership meeting held on November 21, 2024.

/s/ Judy Otto, President

/s/ Pasquana Flowers, Vice-President

/s/ Ikelau Otto, Secretary

/s/ Yoko Nogami-Nestor, Treasurer