

USMS CONVENTION – Orlando, FL 2004

Committee Name: **Ad Hoc Legal Counselors** Session # (if more than one meeting): _____

Cmte. report #: **30**

Minutes recorded by: Patty Powis

Date/time of this meeting: September 18, 2004, 9:15 a.m.

ACTION ITEMS

MSA to create and suggest the addition of a dispute resolution section for the USMS website and the LMSC Handbook.

Committee Chair: Patty Powis

Vice Chair(s): Bruce Hopson

Number of committee members present: 4

Absent: 7

Number of other delegates at this meeting: 5

Committee members present: Patty Powis (Chair)
Bruce Hopson (Vice Chair)
Jon Steiner
Mike Laux

MINUTES

The meeting was called to order at: 9:20 a.m.

I. Legal needs for XI FINA World Masters Championship

Michael Moore attended the committee meeting to represent the Local Organizing Committee (LOC) for the XI FINA World Masters Championship and discuss the LOC's needs for legal services. Michael described the legal services that have been provided to date and discussed current and anticipated legal needs. The LOC needs a liability release for its entry forms. Jon Steiner agreed to draft the release. The LOC used pro bono services from a local law firm for its California incorporation and is using the same firm to obtain 501(c)(3) status under the federal tax code and to create its bylaws. The LOC is working on its contract with a destination travel company that will handle hotel reservations for participants. They anticipate needing another contract with a similar company that arranges tours. In addition, there will be a contract with the host facility, Stanford University. Members of the Ad Hoc Legal Counselors committee will assist as needed.

II. Legal aspects of governance changes

The committee discussed any legal implications from newly adopted and proposed governance changes. The group determined that USMS should seek assistance with regard to Ohio corporate law and any need that USMS may have to comply with Ohio law because of the governance changes (e.g. amendments to Articles of Incorporation to reflect a different officer structure).

III. National publication legal issues

The committee discussed issues of intellectual property, unrelated business income tax, insurance and contracting with regard to the new publisher for USMS's national publication. Since USMS will have to use a new name for the publication ("SWIM" is owned by the current publisher), we will need to run a full trademark search (beyond the USPTO search that has already been run) to clear the proposed magazine name, "USMS Swimmer". Given the need to check the trademark through more traditional means, we will also run a check on domain name registration for the magazine name, USMS, and related descriptive terms and may, depending on cost, reserve appropriate domain names. Leeann Crittendon volunteered to investigate pro bono possibilities for these services through her husband's intellectual property practice.

The committee also discussed the contract negotiations for the new publication and some members suggested terms that provide an exit strategy that will give USMS the wherewithal to engage a fall-back publisher in case the publishing corporation ceases to exist or is unable to perform its obligations under the contract. A clause for audits and regular examination of financial status of the corporation was also suggested.

IV. Dispute resolution

The committee discussed the inquiries that Legal Counsel receives with regard to disputes in LMSC's, many of which occur because of the manner in which club and LMSC members communicate with one another. Nan Stager, whose profession is dispute resolution, suggested some possible tools for LMSC's and clubs. For example, they could be offered basic training in dispute resolution, which would include listening skills and conflict resolution skills. In addition, Nan or other mediation volunteers in USMS could provide "coaching" to talk LMSC leaders and other parties through disputes. The committee acknowledged the need to provide basic conflict resolution tips to LMSC's and clubs and it was **MSA to create and suggest the addition of a dispute resolution section for the USMS website and the LMSC Handbook**. Nan will create the first draft of the section and circulate it to the committee. Patty Powis will speak with USMS's Web Administrators to make a request for the section pursuant to the Web Management Guidelines.

In addition, recognizing the likely presence of USMS members who are trained mediators, the committee suggested asking LMSC chairs, through LMSC newsletters, to solicit names of trained mediators in their LMSC's who could volunteer their assistance in the event of an informal dispute that could be handled through conflict resolution techniques. Patty Powis will communicate with the National Board of Review Chair and the Zone Chair to discuss methods for using the volunteer mediators.

V. Role of the Ad Hoc Legal Counselors Committee

The committee discussed the methods to help committee members become more involved. It was recommended that specific tasks on which assistance is needed be given to committee members, rather than general requests for assistance. The committee also agreed, however, that it is prudent to have a budget item for the use of paid outside counsel on matters that require specific expertise not present on the committee.

While discussing the need for areas of expertise not represented on the committee, Jon Steiner developed the idea of creating a USMS directory, resource list, or reference guide that would allow members, at their choice, to be listed by their area of professional expertise, not just for law but in any profession. As a potential source of revenue or to cover the cost of the guide, members could be given the option to place advertisements for their business or services in the guide. This member-to-member professional contact tool would also allow USMS to find volunteers in specific areas of expertise.

VI. Legal aspects of on-line registration

With the pace toward national on-line registration for local events having slowed and meet directors going to other sources for on-line event registration, the committee needs to set basic guidelines for the validity of on-line releases. Leanne Crittendon will inquire of the ABA Cyber Space section, of which she is a member, as to any ideas on this issue.

The meeting was adjourned at: 10:30 a.m.

TASKS FOR THE UPCOMING YEAR

1. Provide assistance to the XI FINA World Masters LOC as needed.
2. Contact outside counsel for advice on Ohio corporate law and any compliance obligations created by USMS's corporate governance changes.
3. Secure the trademark status for the name of USMS's new national publication.
4. Create a conflict resolution section for the USMS website and LMSC Handbook.