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# PART 5:

## UNITED STATES MASTERS SWIMMING INC.:

### ORGANIZATION AND BYLAWS

#### ARTICLE 501: MEMBERSHIP

##### 501.1 MEMBERSHIP CATEGORIES

The membership of United States Masters Swimming Inc., hereinafter sometimes referred to as USMS, shall consist of the following categories:

**501.1.1 Club**—Clubs that register with USMS through an LMSC.

**501.1.2 Individual**—Individuals who register with USMS through an LMSC.

**501.1.3 Affiliate**—Organizations that have an interest in Masters swimming. Organizations shall apply to the National Office administrator for affiliate membership. Membership shall be granted or denied by the Board of Directors, and shall be coincident with the individual membership year. Dues for affiliate members shall be established by the Board and entitle each affiliate member to one nonvoting delegate to the House of Delegates. Additional nonvoting delegates may be granted by a majority vote of the Board.

**501.1.4 Allied**—Organizations that have an interest in Masters swimming, and also have a national swimming program, national competition that provides for athlete development, due process, a rule book and an officials training program. Organizations shall apply to the National Office administrator for allied membership. Membership shall be granted or denied by the Board of Directors, and shall be coincident with the individual membership year. Dues for allied members shall be established by the Board and entitle each allied member to one nonvoting seat on the Board of Directors and one nonvoting delegate to the House of Delegates. Additional nonvoting delegates may be granted by a majority vote of the Board.

**501.1.5 Other**—Any organization that is interested in swimming on either the national or local level. The House of Delegates may establish classes for such membership.

##### 501.2 MANDATORY MEMBERSHIPS

All of the following shall hold individual memberships in USMS:

**501.2.1** Members of the House of Delegates and Board of Directors.

**501.2.2** Members of the Zone Committee, standing committees and ad hoc committees of USMS.

**501.2.3** Members of the National Board of Review.

**501.2.4** Appointees.

**501.2.5** Officers and members of the Board of Directors of each LMSC.

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### **501.3 EQUAL OPPORTUNITY**

Membership in USMS shall not be denied by virtue of race, creed, gender, religion, political affiliation, disability, sexual orientation or national origin.

## **ARTICLE 502: LOCAL MASTERS SWIMMING COMMITTEE (LMSC)**

The Local Masters Swimming Committee is a division of the corporation with supervisory responsibilities within a specified geographical territory.

### **502.1 LMSC MEMBERSHIP**

Each LMSC shall consist of individual members and club members registered through that LMSC.

### **502.2 BYLAWS**

Each LMSC shall be governed by bylaws that are consistent with USMS objectives and goals.

### **502.3 ANNUAL MEETING**

Each LMSC shall hold an annual meeting open to all individual members of the LMSC.

### **502.4 ELECTION OF OFFICERS**

Each LMSC shall provide for periodic election of officers in its bylaws.

### **502.5 FILING OF BYLAWS**

Each LMSC shall file a copy of its current bylaws with the USMS National Office.

### **502.6 BOUNDARY DESCRIPTIONS**

Appendix D contains official names and boundary descriptions for each LMSC.

### **502.7 RECORDS AND RECORD KEEPING**

Each LMSC shall comply with the financial record-keeping and reporting requirements of USMS. The LMSC shall forward to the USMS National Office the minutes of the annual meeting and annual financial reports within four months of the end of the LMSC's fiscal year.

### **502.8 FINANCIAL CONTROLS**

LMSC funds shall not be commingled with funds of USMS Clubs, individual members or any other person or entity.

### **502.9 LMSC CHAMPIONSHIP MEETS**

Each LMSC may conduct championship meets, but meets identified as such should not be scheduled beginning the weekend before through and including the weekend following the USMS Short Course and Long Course National Championship Meets.

## **ARTICLE 503: ZONES**

### **503.1 ZONE BOUNDARIES**

Appendix D contains official names and boundary descriptions for each of the zones.

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### **503.2 ZONE MEETINGS**

Each zone shall conduct a meeting in conjunction with the annual meeting of the House of Delegates. Meetings between the annual meetings of the House of Delegates may be called at the discretion of the zone representative or as indicated in zone policies. The zone representatives or designees shall preside at all meetings of their respective zones. Minutes of each meeting should be maintained and forwarded to the vice president of local operations.

### **503.3 ZONE REPRESENTATIVES**

**503.3.1** Zone representatives shall be elected in odd-numbered years at the zone meeting held in conjunction with the annual meeting of the House of Delegates. The term of office shall be two years.

**503.3.2** Zone representatives shall be residents of their respective zones.

**503.3.3** If a vacancy in the position of zone representative occurs, the vice president of local operations shall consult with the chair of each LMSC in that zone and appoint a new or replacement zone representative, with the concurrence of the USMS president.

### **503.4 ZONE POLICIES**

Each zone may adopt and maintain policies that provide direction on such items as voting rights at meetings, budgets and financial records, zone championship meet conduct and zone records and Top 10.

### **503.5 ZONE CHAMPIONSHIP MEETS**

Each zone may conduct zone championship meets, but meets identified as such should not be scheduled beginning the weekend before through and including the weekend following The Usms Short Course And Long Course National Championship Meets.

### **503.6 COMMUNICATIONS**

Zone representatives shall enhance communications among the LMSCs to promote Masters swimming within the zones.

## **ARTICLE 504: HOUSE OF DELEGATES**

### **504.1 MEMBERSHIP**

The House of Delegates of USMS shall consist of the following:

**504.1.1** One member from each LMSC. If the LMSC has over 300 individual members, it is entitled to one additional member. For each additional 500 individual members, the LMSC is entitled to one more member in the House of Delegates. Figures shall be determined by the records of the National Office for the previous year or June 15 of the current year, whichever is the greater.

**504.1.2** All voting members of the Board of Directors.

**504.1.3** All past presidents.

**504.1.4** All members of the Zone Committee.

**504.1.5** All voting members of the Finance, Legislation, Open Water and Long Distance and Rules Committees and the chairs of all standing committees,

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all coordinators, the internal auditor, the legal counsel and the National Board of Review chair.

**504.1.6** Nonvoting delegates from affiliate and allied members.

**504.1.7** The president of USMS shall be empowered to appoint up to 10 percent of the total membership of the House of Delegates as at-large members of the House of Delegates.

**504.1.8** The president shall be empowered to appoint employees and contractors who are otherwise active in Masters swimming as members of the House of Delegates as needed for the benefit of the corporation.

**504.1.9** All members of the House of Delegates shall remain until their successors are selected, except that membership may be terminated by resignation filed with the secretary.

## 504.2 POWERS

The powers of the House of Delegates shall be as follows:

**504.2.1** To determine the mission and objectives that shall govern USMS in all of its activities.

**504.2.2** To delegate responsibility and authority to other USMS entities as prescribed in USMS code and by USMS policy.

**504.2.3** The following powers are fully the responsibility of the House of Delegates and shall not be delegated:

**A** Elect officers and directors (Note: the nomination and election procedures may be delegated).

**B** Amend the USMS Code of Regulations and Rules of Competition.

**C** Review and approve the annual budget.

**504.2.4** To admit to group membership or individual membership any organization or person eligible under this code and who applies.

**504.2.5** To prescribe and amend the code for the government of USMS.

**504.2.6** To impose and enforce penalties for any violation of the code of USMS.

**504.2.7** To call regular and special meetings of USMS and to fix the time, place and manner for holding all meetings not fixed by this code.

**504.2.8** To collect and expend the monies of USMS.

**504.2.9** To institute, locate, conduct and manage all national championship meets.

**504.2.10** To create, modify or disband standing committees.

**504.2.11** To explain, define and interpret any provisions of this code or other rules of USMS, including the rules of competition.

**504.2.12** To receive and approve all annual reports.

## 504.3 MEETINGS OF THE HOUSE OF DELEGATES

**504.3.1** The annual meeting of the House of Delegates shall be held at such time and place, within or without the state of Ohio, as may be fixed in the notice of such meeting.

**504.3.2** Special meetings of the House of Delegates may be held at any time, pursuant to a resolution of either the Board of Directors or the House of Delegates.

- 504.3.3** A written notice of all annual and special meetings of the House of Delegates, stating the time, place and preliminary agenda, shall be given to each member of the House of Delegates by mailing the same to each member's last known address at least three weeks prior to the meeting date.
- 504.3.4** Each member of the House of Delegates, except for the representatives of allied and affiliate members, shall have one vote on each matter submitted to the House of Delegates of USMS for vote, consent, waiver, release or other action. There shall be no voting by proxy.
- 504.3.5** A quorum shall consist of those members of the House of Delegates present and voting.

## **ARTICLE 505: OFFICERS**

### **505.1 POSITIONS**

The elected officers of USMS shall be president, vice president of member services, vice president of community services, vice president of national operations, vice president of local operations, secretary and treasurer. No person may concurrently hold more than one such office.

### **505.2 ELECTIONS AND TERM OF OFFICE**

- 505.2.1** All officers of USMS shall be elected by the members of the House of Delegates at annual meetings held in odd-numbered years. Their terms of office shall commence at the close of the annual meeting of the House of Delegates at which they are elected.
- 505.2.2** Elected officers shall hold office for two years or until their successors are elected and qualified.
- 505.2.3** The current election operating guidelines shall govern the nomination and election proceedings.
- 505.2.4** Each officer is eligible for election to the same office for two terms. No person so elected for two successive terms is eligible for re-election to the same office until after the lapse of two years following the term of office to which that person was last elected.

### **505.3 VACANCIES**

A vacancy in any office of USMS shall be filled for the unexpired term by the Board of Directors. The appointed officer shall have full rights and responsibilities of the office.

### **505.4 DUTIES OF OFFICERS**

The duties of the officers shall be as follows:

- 505.4.1** The president shall:
- A** Order meetings of USMS as provided in the code and preside at all meetings of USMS.
  - B** Exercise all the duties pertaining to this office in accordance with the code.
  - C** Serve as an ex officio member of all committees.

**D** Make appointments as required in Part 5 and as necessary to carry out the business of the corporation.

**E** Serve as chair of the Board of Directors.

**505.4.2** The vice presidents shall chair their respective divisions, and shall coordinate their respective committees' activities and funding, as set forth in article 507.

**A** In the event the president is unable to perform assigned duties, the vice president of national operations shall perform these duties.

**B** The vice president of local operations shall chair the Zone Committee.

**505.4.3** The secretary shall make proper arrangements to:

**A** Keep the records of USMS and the House of Delegates.

**B** Conduct all official correspondence of USMS.

**C** Issue all official notices of all meetings of the House of Delegates and Board of Directors.

**D** Serve as secretary of the House of Delegates and Board of Directors.

**505.4.4** The treasurer shall:

**A** Be the custodian of all corporate funds.

**B** Receive all funds of USMS and deposit to the accounts of USMS.

**C** Disburse funds as directed by the controller or by the House of Delegates.

**D** Invest funds of USMS in a prudent manner for the benefit of USMS, in accordance with the investment policies established by the Finance Committee.

**E** Maintain adequate and accurate financial records that document the income and disbursement of USMS's funds.

**F** Submit all financial records to the internal auditor annually within five months following the end of USMS's fiscal year.

**ARTICLE 506:  
BOARD OF DIRECTORS**

**506.1 MEMBERSHIP**

**506.1.1** The voting members of the Board of Directors of this corporation shall consist of:

**A** Each voting member of the Executive Committee.

**B** An at-large director from each zone, nominated by that zone and elected by the House of Delegates.

**506.1.2** The nonvoting members of the Board of Directors shall consist of the executive director, legal counsel, all past presidents not already voting members and a representative from USA Swimming.

**506.2 ELECTION AND TERM OF OFFICE OF AT-LARGE DIRECTORS**

**506.2.1** At-large directors shall be elected at annual meetings held in even-numbered

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years. Their terms of office shall commence at the close of the annual meeting of the House of Delegates at which they are elected.

**506.2.2** At-large directors shall hold office for two years or until their successors are elected and qualified. (At-large directors elected in 2005 will serve for three years; thereafter all terms will be for two years.)

**506.2.3** The current election operating guidelines shall govern the nomination and election proceedings.

**506.2.4** Each at-large director is eligible for election to the same office for two consecutive terms. No person so elected for two successive terms is eligible for re-election to the same position until after the lapse of two years following the term of office to which that person was last elected.

### **506.3 VACANCIES**

A vacancy in the position of an at-large director shall be filled for the remainder of the unexpired term by an appointee of the vice president of local operations, with the concurrence of the USMS president. The appointed director shall have full rights and responsibilities of the position.

### **506.4 POWERS**

The Board of Directors shall have the authority to act for USMS and the House of Delegates between meetings of the House of Delegates, except that it cannot amend the rules and regulations and it cannot amend the budget. The Board of Directors shall have the power to adopt and amend policies of USMS. The board shall have the emergency power to adopt or suspend any swimming rule (Part 1 or Part 3) or administrative regulations of competition (Part 2) provided that the board, with the advice and consent of the Rules Committee for Part 1, Legislation Committee for Part 2, Open Water and Long Distance Committee for Part 3 and legal counsel determines immediate action is required to serve the interests of USMS. An action taken under this emergency provision shall be effective until the next meeting of the House of Delegates. The president shall make a detailed report of the actions taken to the entire membership of the House of Delegates within 30 days of the action taken.

### **506.5 MEETINGS**

A minimum of two meetings of the Board of Directors shall be held each year (one at the annual meeting of the House of Delegates and one mid-year). Meetings held by conference call shall be held on a regular basis. Other meetings of the Board of Directors shall be held at any time or place, within or without the state of Ohio, pursuant to a resolution of the Board of Directors or to a call signed by the president or any three directors. Two weeks' written notice of such meeting shall be given to each director. Notice of any meeting may be waived in writing before such meeting. Special matters may be voted upon by the Board of Directors by mail, but no action can thus be taken without the endorsement of a majority of all directors.

### **506.6 QUORUM**

The presence of a majority of the directors with voting privileges shall constitute a quorum at any meeting of the Board of Directors.

### **506.7 VOTING PRIVILEGES**

Each member of the Board of Directors, except the president, shall have one vote. The president shall vote in the case of a tie vote. There shall be no voting by proxy.

**ARTICLE 507:  
COMMITTEES AND APPOINTMENTS**

**507.1. EXECUTIVE COMMITTEE**

**507.1.1** The voting members of the Executive Committee of this corporation shall consist of:

**A** The president, the vice president of member services, the vice president of community services, the vice president of national operations, the vice president of local operations, the secretary and the treasurer.

**B** The immediate past president.

**507.1.2** The nonvoting members of the Executive Committee shall consist of:

**A** The legal counsel.

**B** The executive director.

**507.1.3** The Executive Committee shall have the authority to:

**A** Manage the operations of USMS,

**B** Carry out policies established by the Board of Directors, and

**C** In an emergency, assume the policy-making responsibilities of the Board of Directors. An action taken under this emergency provision shall be effective until the next meeting of the Board of Directors. The president shall make a detailed report of the actions taken to the entire membership of the Board of Directors within 30 days of the action taken.

**507.2 STANDING COMMITTEES**

Standing committees shall be as listed in this article. Unless otherwise specified in this article, the president, with the concurrence of the Executive Committee, shall appoint the chair of each committee, and the president, with the concurrence of the committee chair, shall choose committee members from the individual membership of USMS. When practical, each committee shall have representation from each zone. The president may appoint associate members. The divisional vice president responsible for a committee shall be an ex officio member of that committee. A committee definition may name other ex officio positions. Standing committees shall meet in conjunction with the annual meeting of the House of Delegates. Each committee member shall have one vote. Associate and ex officio members shall have voice but no vote.

**507.2.1 Championship Committee**—The Championship Committee shall serve in an advisory capacity to national championship hosts and make recommendations and decisions that enhance the quality of championship meets. The committee shall solicit and receive bid proposals, review bids and make recommendations to the House of Delegates regarding sites for national championship meets. The committee shall consist of the committee chair and at least three members who have had experience in overseeing a national championship meet and two members without such experience.

**507.2.2 Coaches Committee**—The Coaches Committee shall recruit, educate, and support coaches for USMS members. The committee shall consist of the committee chair and sufficient members to execute the committee function.

**507.2.3 Communications Committee**—The Communications Committee shall

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interact with the Board of Directors to create an overall communication strategy and to support its implementation. The strategy shall define channels for communication with the general membership, USMS clubs, LMSCs and USMS committees. The committee shall consist of the committee chair, the Rule Book Coordinator, the chair of the Editorial Committee and at least eight other members. The National Publication Editor and the Webmaster/IT Director shall be ex officio members.

**507.2.4 Publications Management Committee**—The Publications Management Committee shall manage all USMS publishing activities and shall set publishing policy. The Committee shall develop and maintain or promote the development and maintenance of publications that a) support USMS’s values and operating principles, b) provide benefits and information services for all USMS members, c) provide viable marketing tools, where appropriate, d) provide an income source for USMS, where possible and e) employ the most current industry standards for design, style, editorial content and usability, where appropriate. The committee shall establish working relationships with and support the volunteer and professional staff developing USMS publications, including the publishers of the USMS national publication, web operations personnel, committees that publish information for USMS and National Office personnel. The committee shall consist of the committee chair and sufficient members to execute the committee function. Members shall have the requisite skills to accomplish tasks as defined by the committee’s objectives and goals. USMS professional staff with responsibility for publications shall be ex officio members.

**507.2.5 Finance Committee**—The Finance Committee shall consist of the committee chair and no more than 16 additional members, with at least one member from each zone. The treasurer, the internal auditor and the controller shall serve as ex officio members of the committee. The Finance Committee shall:

- A** Develop policies pertaining to the financial affairs of USMS.
- B** Receive and review the annual reports of the internal auditor, treasurer and controller.
- C** Prepare or cause to be prepared a summary of the above reports to be presented to the House of Delegates at each annual convention.
- D** Annually receive and compile all budget requests from each officer and committee for the next fiscal year.
- E** At each annual convention, prepare USMS’s budget for the next fiscal period and submit same to the House of Delegates for approval.

**507.2.6 Fitness Committee**— The Fitness Education Committee shall promote and assess the fitness, health and lifestyle benefits of Masters swimming. The committee shall consist of the committee chair and sufficient members to execute the committee function.

**507.2.7 History and Archives Committee**—The History and Archives Committee shall record, collect and preserve documents, stories, photos, exhibits, oral histories and other memorabilia in an appropriate repository and in durable formats to ensure that the achievements of USMS and Masters swimmers

will be maintained for posterity. The archived information shall be made available.

**507.2.8 International Committee**—The International Committee shall promote communication with Masters swimmers throughout the world, facilitate USMS members’ participation in international events and encourage the participation of foreign Masters swimmers in USMS events. The USMS Liaison to the Union Americana de Natacion (UANA) and the USMS Liaison to FINA shall be ex officio members. The committee shall consist of the committee chair and sufficient members to execute the committee function.

**507.2.9 Legislation Committee**—The Legislation Committee may initiate and shall receive, consider and report proposed amendments with the committee’s recommendations, at the annual meeting of the House of Delegates, in accordance with the provisions of Part 6 which includes proposed changes to: Code of Regulations, Organizing Principles, Glossary, Part 2: Administrative Regulations of Competition, Part 4: Athlete’s Rights, Hearings and Appeals, Part 5: United States Masters Swimming Inc. Organization and Bylaws, Part 6: Amendment Procedures and Appendix D: Zone and LMSC Boundaries. The committee may interpret and render opinions regarding any provision of the rules and regulations of USMS within the committee’s jurisdiction as defined in article 601.1. The committee shall consist of the committee chair and no more than 16 additional members, with at least one member from each zone. The Rules Committee chair and the Rule Book Coordinator shall be ex officio members of the committee.

**507.2.10 Open Water and Long Distance Committee**—The Open Water and Long Distance Committee shall solicit and review bid proposals and select the sites for the Open Water and Long Distance championship events. The committee shall work in a coordinating and advisory capacity with event hosts and make recommendations to enhance the quality of Open Water and Long Distance championship events. The committee may initiate and shall consider proposed amendments, and shall report them, with the committee’s recommendations, at the annual meeting of the House of Delegates, in accordance with the provisions of Part 6. The committee shall maintain records and select the All-American Open Water and Long Distance and Open Water and Long Distance All-Star Teams. The committee may interpret and render opinions regarding any provision of the rules and regulations of USMS within the committee’s jurisdiction as defined in article 601.1. The committee shall consist of the committee chair and no more than 16 additional members, with at least one member from each zone. The Rule Book Coordinator shall be an ex officio member of the committee. The chair shall serve as the USMS liaison to the USA Swimming Open Water Committee.

**507.2.11 Marketing Committee**—The Marketing Committee shall define the marketing and communication goals and objectives that promote the purpose and philosophy of Masters swimming to target external audiences, and shall execute the activities necessary to accomplish these goals and objectives. The committee shall consist of the committee chair and sufficient members to execute the committee function.

- 507.2.12 Officials Committee**—The Officials Committee shall be responsible for conducting training, education, and certification programs to ensure that the competitive program offered to USMS members is conducted with the highest standard of professional officiating and in full conformance with USMS Rules and Regulations. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.2.13 Recognition and Awards Committee**—The Recognition and Awards Committee shall review and approve proposals for all official USMS awards and maintain a history of award recipients. The committee shall consist of the committee chair and 16 or more members with at least eight Ransom J. Arthur award recipients and additional members to include one member from each of the following committees: Coaches Committee, Open Water and Long Distance Committee, Records and Tabulation Committee, and the History and Archives Committee.
- 507.2.14 Records and Tabulation Committee**—The Records and Tabulation Committee shall establish and maintain a standardized process of recording and verifying times and shall publish the Top 10 times, All-American rosters and USMS national records annually for each course.
- 507.2.15 Registration Committee**—The Registration Committee shall develop effective policies and procedures for registering members. Committee members shall assist LMSC registrars and communicate current policies and procedures. The committee shall consist of the committee chair, one member from each zone, and one member-at-large.
- 507.2.16 Rules Committee**—The Rules Committee shall assure that the competitive rules in Part 1 of the USMS Rules and Regulations provide for fair and equitable competition in the best interests of all USMS members and that members are informed of current rules, interpretations, and changes. The Rules Committee may initiate and shall accept, consider, and report proposed amendments, with the committee’s recommendations, at the annual meeting of the House of Delegates, in accordance with the provisions of Part 6. The committee may interpret and render opinions regarding any provision of the rules and regulations of USMS within the committee’s jurisdiction as defined in article 601.1. The committee shall consist of the committee chair and no more than 16 additional members, with at least one member from each zone. The Legislation Committee chair, the Rule Book Coordinator, the Officials Committee chair and the USA Swimming Rules & Regulations Committee Chair shall be ex officio members of the committee.
- 507.2.17 Sports Medicine and Science Committee**—The Sports Medicine and Science Committee shall educate members and the public on topics of sports medicine and science. The committee shall stimulate and encourage research pertaining to Masters swimming. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.2.18 Zone Committee**—The Zone Committee shall enhance communications between the National Office and LMSCs, and between USMS committees and LMSCs. The committee shall carry out the responsibilities assigned to it by the House of Delegates, the President, the USMS Code of Regulations and the stated needs of the LMSCs. The Zone Committee shall develop and maintain election operating guidelines. The committee shall consist

of the vice president of local operations, who shall serve as chair, plus a representative from each zone elected by the delegates from each LMSC within that zone.

### 507.3 AD HOC COMMITTEES

The president may establish other committees on an ad hoc basis that are deemed necessary to carry out the duties of the president. The president shall provide the Board of Directors a written description of the ad hoc committee's purpose.

### 507.4 APPOINTMENTS

**507.4.1 Coordinators**—The president, with the concurrence of the Executive Committee, shall appoint the coordinators. Coordinators will have the same rights and responsibilities as the chairs of standing committees. A coordinator, with the concurrence of the president, may appoint a working group to assist the coordinator.

**A Convention Coordinator**—The convention coordinator shall cooperate with USAS in the preparation of each year's national convention and carry out the operational needs of the House of Delegates and its committees at convention.

**B Insurance Coordinator**—The insurance coordinator shall study and review the insurance needs of USMS and shall recommend policy and procedure, and appropriate insurance coverage for USMS, its participants and its programs.

**C Rule Book Coordinator**—The rule book coordinator shall design, edit and produce the rule book and other materials or media, as approved by the House of Delegates. The rule book coordinator shall be a member of the Communications Committee and an ex officio member of the Legislation, Open Water and Long Distance and Rules Committees.

**507.4.2 Controller**—The controller shall be selected by, serve at the pleasure of and report to the Executive Committee.

**507.4.3 Internal Auditor**—The internal auditor shall be appointed by and serve at the pleasure of the president and shall report to the House of Delegates through the Finance Committee. The internal auditor shall:

**A** Receive the financial records of USMS from the treasurer and the controller.

**B** Examine at least annually all financial records received pursuant to article 508.3.1 to determine the accuracy and validity of the records maintained by the treasurer and controller.

**C** Prepare and audit the annual income statement and balance sheet of USMS, along with any other appropriate financial statements as of the close of USMS's fiscal year.

**D** Present the financial statements listed in article 508.3.3 to the Finance Committee as soon as practical after the close of the fiscal year with a statement as to the internal auditor's position regarding the accuracy and validity of those documents.

**E** Submit to the Finance Committee recommendations for the improvement of the financial management of USMS.

- 507.4.4 Legal Counsel**—The legal counsel shall be an ex officio member of the Board of Directors, Executive Committee, Rules Committee and Legislation Committee, having voice but no vote on these committees. The legal counsel may appoint liaisons to any other committees when requested by such committee chair.
- 507.4.5 Special Assignments**—The president may make special assignments that are deemed necessary to carry out the duties of the president and shall provide a written description of duties to the Board of Directors.
- 507.4.6 Liaisons**—The president may appoint liaisons to other organizations to further the interests of USMS. The president shall provide a written description of duties to the Board of Directors.

## **ARTICLE 508: FINANCIAL POLICY**

### **508.1 FISCAL YEAR**

USMS shall have a one-year fiscal period for tax and accounting purposes commencing on the first day of January.

### **508.2 FEES**

Fees shall be established by the House of Delegates.

### **508.3 BUDGET REQUESTS**

Requests for budget items or funding that are disapproved by the Finance Committee (or those not submitted to the Finance Committee) may be approved by the House of Delegates by a two-thirds vote.

## **ARTICLE 509: PARLIAMENTARY AUTHORITY**

### **509.1 PARLIAMENTARY AUTHORITY**

Unless otherwise specified, and subject to all standing rules, the current Robert's Rules of Order shall govern all USMS meetings and proceedings.

## **ARTICLE 510: INDEMNIFICATION**

### **510.1 COVERAGE**

Each person who is or was a director, officer or employee of USMS (including the heirs, executors, administrators or estate of such person) shall be indemnified by USMS to the full extent permitted by the Nonprofit Corporation Law of the state of Ohio against any liability, cost or expense incurred in the capacity as director, officer or employee, or arising out of the status as a director, officer or employee (including serving at the request of USMS as a director, trustee, officer, employee or agent of another not-for-profit organization).

### **510.2 INSURANCE**

USMS may maintain insurance, at its expense, to protect itself and any such person

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against any such liability, cost or expense. For the purpose of article 510, references to “USMS” include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

### **ARTICLE 511: DISSOLUTION**

If deemed advisable by the members, USMS may be dissolved pursuant to the applicable provision of the corporation laws of the state of Ohio.

#### **511.1 DISSOLUTION**

Upon the dissolution of USMS, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of USMS, dispose of all the assets of USMS exclusively for the purposes of USMS or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended.