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# Arizona Local Masters Swimming Committee (AZLMSC)

## Bylaws

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# Arizona Local Masters Swimming Committee (AZLMSC)

## Bylaws

Adopted October 8, 2025

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### Article I: Purpose and Objectives

The purposes and objectives of the Arizona Local Masters Swimming Committee (AZLMSC) shall be:

- a) To promote and develop swimming, physical fitness, and good health for Masters swimmers of all abilities in accordance with the goals, objectives, rules, and standards of United States Masters Swimming, Inc. (USMS).
  - b) To provide education, instruction, and support to local organizations and communities to establish and sponsor Masters swimming programs.
  - c) To plan, organize, and coordinate sanctioned competitions and events for Masters swimming within the AZLMSC.
  - d) To enhance fellowship and camaraderie among Masters swimmers.
  - e) To maintain active liaison and cooperation with local, regional, and national organizations and individuals concerned with Masters swimming.
  - f) To encourage and support the sponsorship of events by qualified clubs, groups, and organizations.
  - g) Neither AZLMSC nor its governing body shall participate in any political campaign or attempt to influence federal, state, or local legislation, nor carry on any activity not permitted under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of future U.S. tax law.
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### Article II: Definitions

For the purposes of these Bylaws, the following terms are defined:

- a) United States Masters Swimming, Inc. (USMS): The governing organization for Masters swimming in the United States.
- b) Southwest Zone: A USMS-defined boundary area including Arizona, New Mexico, San Diego-Imperial, and Southern Pacific LMSCs.
- c) Arizona Local Masters Swimming Committee (AZLMSC): A division of USMS with governing and supervisory responsibilities within the geographic territory of the State of Arizona (national designation: "AZ" and "48").
- d) Board of Directors: The AZLMSC Members with voting privileges, as defined in Article IV.
- e) Executive Committee: Officers elected by the AZLMSC Membership, responsible for conducting essential and emergency business.
- f) Club: An organization or group that is permanent in nature, a member of USMS, and that actively promotes and/or participates in Masters Swimming.
- g) Workout Group: A subordinate organization (subgroup) of a USMS-registered club.

- j) Member: An individual currently registered with USMS and AZLMSC for the current registration year.
  - k) Unattached Member: A Member not affiliated with any swim club or team/workout group.
  - l) Delegate: Those individuals who are chosen by the AZLMSC Board of Directors, to represent the organization to USMS.
  - m) Quorum: A quorum consists of 50% + 1 (fifty percent plus one) of the Board of Directors.
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### **Article III: Dues and Fees**

- a) Member Registration: Each Member pays an annual fee established by USMS.
  - b) Sanction Fees:
    - Applicants for sanctioned events shall submit fees and documents as required by the AZLMSC Committee.
    - The AZLMSC Board of Directors may establish a service charge for events, which may be a flat amount per club, workout group, athlete, or event; a percentage of receipts; or a combination thereof.
  - e) Failure to Pay: Failure to pay dues or fees within the prescribed time prevents competition, representation, or voting by the delinquent Member or Club.
  - f) Infractions: A Member Club may be held responsible for infractions of rules and regulations committed by a Member competing as its representative.
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### **Article IV: Board of Directors; Powers, Composition, Terms, Duties, Removal, Requirements**

- a) The affairs of the AZLMSC shall be governed by a Board of Directors, which shall have the powers necessary to administer the affairs of the AZLMSC consistent with the purposes and objectives set forth in these Bylaws, the AZLMSC Policies and Procedures Manual, and the Regulations of USMS. These powers include the ability to enforce these Bylaws, including setting policy with regard to enforcement procedures, up to and including monetary fines and expulsion from AZLMSC. Such policy shall be published on the organization's website upon adoption.
- b) The AZLMSC Board of Directors consisting of seven (7) members:
  - Four (4) Officers: Chair, Vice-Chair, Treasurer, and Secretary. These individuals are elected specifically to each office and together comprise the Executive Committee.
  - Three (3) Members-at-Large. These individuals are elected specifically to each position one (1) through three (3).
- c) Terms of Office: The standard term for all elected Officers and Members-at-Large is two (2) years; no Board member may serve more than 5 consecutive years.
  - The Vice-Chair, Treasurer, and Members-at-Large one and two, (1 and 2), shall each be elected in odd numbered years.
  - The Chair, Secretary and Member-at-Large three, (3) each shall be elected in even numbered years.
- e) Officers and Members-at-Large may serve up to two (2) consecutive terms before leaving office for at least one term.

f) Immediate Past Chair: The Immediate Past Chair is requested to serve as a resource for the Board of Directors and to attend meetings and give advice, club history, and other information that is relevant and/or as requested by the Board. The immediate Past Chair shall not be a voting member of the Board.

g) The duties of the Board positions are as follows:

- Chair: Leads all meetings, carries out the committee's policies, and can appoint or remove committee chairs or subcommittees. The Chair cannot also be Vice Chair.
- Vice Chair: Assumes the duties of the Chair when the Chair is absent. The Vice Chair cannot also be Chair.
- Secretary: Takes meeting minutes, tracks attendance, maintains official records, and submits annual minutes to the USMS Office.
- Treasurer: Handles finances, deposits funds, signs checks, keeps financial records, and submits yearly reports to USMS. The Treasurer cannot also be Registrar.
- Members-at-Large: Act as a voice for Membership and connects Members with the officers.
- Past Chair: Act as a voice for continuity and institutional knowledge.

h) Removal: Officers may be removed by a majority vote of the Board of Directors at any meeting, provided:

- Written or email notice of the vote is sent to all Board members at least 10 (ten) days prior to the meeting.
- A "Call to Vote" for removal must be co-signed by at least 2/3 (two-thirds) of the Board members and included in the notice of meeting as outlined in Article V(b).

i) Vacancies: Vacancies on the Board may be filled by a majority vote of the Board.

j) Recall of Board members:

- Petition Process: Any board member may be recalled with or without cause by a vote of the membership. A recall petition signed by at least 25% (twenty-five percent) of the total voting members of the AZLMSC must be submitted to the Board secretary, specifying the Board member(s) to be recalled.
- Special Meeting: Upon receipt of a valid petition, the Board shall call a special meeting of the membership within 30 (thirty) days to vote on the recall. Notice of the meeting shall be provided to all members at least 10 (ten) days in advance, including the purpose of the recall.
- Voting Requirement: The recall of a Board member shall require approval by a vote of the members present at the special meeting, provided a quorum of 50% + 1 (fifty percent plus one) of the membership is met, in person or via Zoom or other electronic platform, or by written proxy.
- Replacement: If a Board member is recalled, the membership may elect a replacement at the same meeting or a subsequent meeting, following the election procedures outlined in the bylaws.

k) Board Member Requirements

- Adhere to standards including openness to perspectives, respectful dialogue, inclusivity, confidentiality, and support for collective decisions, as detailed in the Policies and Procedures.

## **Article V: Meetings**

- a) Regular Meetings: Regular meetings of the Board shall be held from time to time, but no less than three (3) times per fiscal year. The meetings may be held at such time and place as determined by a majority of the Directors. Electronic meetings are permitted.
- b) Notice: Meetings shall be noticed to the members in writing or by electronic means (such as email or posted on the Club website), stating the day, time and location; or a link to the meeting if online. Notices shall be provided at least 5 (five) days prior to the meeting.
- c) Special Meetings: Special meetings of the Board may be called at any time by the Chair, or by any two (2) Board Members. Notice of such meetings must be in accordance with Article V(b) of these Bylaws.
- d) Open Meeting: Any member in good standing of the AZLMSC may attend any meeting of the Board, but such member shall not be entitled to participate, except with the consent of the Board. In addition, the Board may
- Convene a private Executive Session (meeting) at which members are not allowed to attend; wherein items of a sensitive nature, including, but not limited to, legal and personnel issues may be discussed and action taken.
  - There is no requirement to notice Club members of private Executive Sessions.
- e) Meetings shall be conducted under Roberts Rules of Order.
- f) Board members shall conduct themselves in a courteous and professional manner at all times.
- g) Meeting minutes shall be made available to all AZLMSC members.
- h) Proxy voting: Members must be in attendance at a Board meeting to vote. Proxy voting is not allowed.
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## **Article VI: Nominations and Elections**

- a) The Chair appoints a Nominating Committee of at least three persons, none of whom may be nominated, two months prior to the election meeting.
- b) The Nominating Committee presents at least one nominee for each office one month prior to the election meeting, published on the AZLMSC website.
- c) Additional nominees, including self-nominations, may be presented at the election meeting.
- d) Elections occur at the Election Meeting, to be held yearly. Membership votes by electronic means, including but not limited to secure web-based platforms, email, or other electronic transmission, are permitted. Officers and Members-at-Large shall be elected by a majority vote of those members in attendance.
- e) The Board may, at its discretion, engage an independent third-party vendor to act as inspector of election for any electronic vote. If engaged, such third party shall be responsible for distributing, collecting, and tabulating ballots in accordance with applicable law, these Bylaws, and any adopted Election Rules.

f) Uncontested elections. If there are no more than one candidate for each position available, these candidates may be voted into office by acclamation of those attending the Election Meeting.

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#### **Article VII: Responsibilities of the Board of Directors**

- a) Adhere to all USMS rules, regulations, and policies, which take precedence if not in violation of federal or state laws.
  - b) Plan, organize, promote, and direct Masters swimming activities in AZLMSC.
  - c) Ensure conformance with these Bylaws and USMS rules and policies.
  - d) Plan, schedule, encourage, and support swim meets, open water events, clinics, and educational programs.
  - e) Consider and issue sanctions for swimming events per USMS and AZLMSC rules.
  - f) Establish an annual budget of income and expenses.
  - g) Review and approve all Treasurer disbursements.
  - h) Hold periodic meetings, in-person or via telecommunications, at the Chair's discretion.
  - i) Hold an annual meeting open to all AZLMSC Members.
  - j) Submit annual meeting minutes and financial statements to the USMS National Office.
  - k) Annually, nominate and select Delegates to represent the organization to USMS events.
  - l) Publish the LMSC financial statements no less than quarterly, such statements to be accessible by the membership.
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#### **Article VIII: Committees**

- a) Committees and their Chairs are appointed by the Executive Committee.
  - b) Committees conduct business as directed by the Board of Directors under the coordination of the Committee Chair.
  - c) Committees and their Chairs serve at the request of the Executive Committee, which may add or remove any Committee member at any time; or may disband a Committee altogether.
  - d) Committee meetings shall follow the current Robert's Rules of Order and be conducted in a professional and courteous manner.
  - e) Terms of Committee Chairs: Committee Chairs shall be appointed for a term of one (1) year. Chairs may be reappointed at the discretion of the Executive Committee.
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**Article IX: Conditions of Competition**

- a) Competitions are governed by the current USMS Code of Regulations and Rules of Competition, ensuring uniform and fair standards.
  - b) The USMS Adapted Swimming Handbook may be used where applicable.
  - c) AZLMSC may augment rules, provided they do not conflict with USMS rules.
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**Article X: Grievances**

- a) Grievances involving Members are handled per the grievance procedures in the adopted Policies and Procedures manual.
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**Article XI: Championships**

- a) State and/or Zone Masters Swimming Championships within AZLMSC boundaries shall comply with USMS rules for championships.
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**Article XII: Indemnification**

- a) AZLMSC shall indemnify any person who is or was a director, officer, or employee of AZLMSC, including their heirs, executors, administrators, or estate, to the fullest extent permitted under Arizona Nonprofit Corporation Law, for any liabilities or expenses incurred in connection with their official duties.
  - b) Indemnification shall not apply in cases where the individual is adjudicated to have engaged in negligence or misconduct.
  - c) Any indemnification related to a settlement shall be subject to approval by the AZLMSC Board, upon determination that the settlement is in the best interest of the organization.
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**Article XIII: Amendments**

- a) These Bylaws may be amended in the following manner:
  - After the Board has approved the proposed change(s) to the Bylaws, it shall provide a copy of the proposed Amended Bylaws to all Members and set a date for a meeting of the Members.
  - The meeting must occur not less than 10 (ten) and no more than 45 (forty-five) days after the proposed Amended Bylaws are provided to the Members.
  - The meeting may be held in person, via Zoom or the equivalent, or a combination thereof, to vote on the amendment(s).
  - The proposed amended Bylaws must be approved by a 2/3 (two-thirds) majority of those voting.
  - Electronic voting is permitted.

b) Amendment proposals must be in writing and consistent with USMS and AZLMSC rules, regulations, and purposes.

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**Article XIV: Dissolution**

a) Upon dissolution, AZLMSC's net assets shall not benefit any private individual or corporation but shall be distributed to USMS for educational or charitable purposes.

b) If USMS is not exempt under Section 501(c)(3) of the Internal Revenue Code or is not in existence, assets shall be distributed to another exempt corporation under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) for educational or charitable purposes.

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**Article XV: Fiscal and Registration Year**

a) The fiscal year is January 1 through December 31.

b) The registration year is November 1 through December 31 of the following year.

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