

## **Delaware Valley Local Masters Swimming Committee Bylaws**

Delaware Valley Masters Swimming is a non-profit 501(c)(3) (EIN # 31-1311726) association organized and operated under the auspices of United States Masters Swimming.

### **Article 1 – Objectives, Name and Boundaries**

- 1.1 Objectives - To promote and develop swimming for the benefit of swimmers of all abilities, age eighteen and over, in accordance with the standards and rules of United States Masters Swimming Inc., and of this Local Masters Swimming Committee (LMSC).
- 1.2 Name and Boundaries – The name of this LMSC shall be the Delaware Valley Local Masters Swimming Committee (DVLMSC). Its boundaries shall include: the state of New Jersey south of Mercer and Ocean Counties; the state of Delaware. In the state of Maryland, the county of Cecil. The Commonwealth of Pennsylvania east of and including Potter, Clinton, Center, Huntingdon and Bedford counties.
- 1.3 DVLMSC shall operate according to generally accepted accounting principles and regulations for 501(c)(3) tax exempt not-for-profit organizations.

### **Article 2- Membership**

Membership shall consist of the following:

#### **2.1 Group Members:**

- a) Those swimming clubs which are members of the LMSC and have registered swimmers. Unattached shall be listed as a team (UC08) for registration purposes (per World Aquatics requirements).
- b) Each registered club in good standing shall be entitled to appoint at least one representative to the LMSC Board of Directors. Additional representatives will be permitted based on one per 75 registered swimmers at the time of the Annual Meeting. Such an appointment shall be in writing by the principal officer of that group and may be changed at any time by that officer. Up to two at-large representatives may also be named by the LMSC Chair to represent the unattached swimmers.

#### **2.2 Individual Members:**

Any individual member of the LMSC who holds a USMS registration card issued through the LMSC and USMS shall have the following powers and duties:

- c) Elect officers
- d) Review/recall policy or programs established by the Board of Directors
- e) Amend the LMSC by-laws

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### **Article 3 – Officers**

The officers of the LMSC shall consist of the Chair, Vice Chair, Secretary and Treasurer. Only members of the LMSC are eligible to hold office.

Each officer shall serve for a term of two years, or until a successor is chosen, or unless re-elected to another term. The maximum number of consecutive terms an officer may serve in the same position is three. However, if no candidate has volunteered, then the officer may, if agreed, continue in that position until a new candidate volunteers.

The Nominating Committee shall consist of at least three members and shall be named by the Chair. Nominations shall be solicited from the entire DVLMSC membership via the DVLMSC website and/or email at least 30 days in advance of the annual meeting (and a slate of officers shall be presented at least 15 days prior to the annual meeting). Additional nominations from the floor will always be accepted, but such nominees must have indicated a willingness to serve.

### **Article 4 – Board of Directors**

The Board of Directors shall include the Officers, the Chairs of standing committees, one or more club delegates and up to two at-large representatives. All must be members in good standing of USMS.

The LMSC Board of Directors shall have the duty and powers to act for the LMSC and its members during the interval between membership meetings, except that it may not amend these by-laws. All such actions shall be subject to review/recall at the annual membership meeting. It shall:

- a) Establish programs and policy
- b) Call regular and special meetings of the Board of Directors
- c) Call the annual membership meeting before November 15<sup>th</sup> of each year
- d) Make interim appointments to the Board of Directors as replacements to fill vacancies
- e) Appoint delegates to the USMS Annual Meeting and Volunteer Relay in a timely manner as required by USMS, to the maximum permitted, based on LMSC membership.
- f) Deliver such reports as USMS may require, including financial and annual meeting reports

### **Duties**

- a) The Chair shall be responsible for the day-to-day management of the business affairs of the LMSC, shall call general meetings and meetings of the Board of Directors as deemed necessary, shall preside at all meetings, shall appoint standing and special committees as necessary, shall appoint USMS Annual Meeting and Volunteer Relay delegates, all with the advice and consent of the Board of Directors. The Chair shall monitor the activities of the elected directors, offering guidance and support. The Chair shall communicate with the LMSC Group members (clubs) and thereby act as an information conduit between USMS and the LMSC's group and individual members.

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- b) The Vice Chair of the LMSC is responsible for assisting the LMSC Chair in managing the operation of the LMSC in accordance with the LMSC's Bylaws and the USMS Rule Book. Along with the Chair, the Vice-Chair works directly with the other volunteer officers to ensure that the LMSC delivers membership needs in accordance with the LMSC Standards policy. The position can also act as a succession planning capacity for the Chair role, or as a successive role after having served as Chair. In the latter case, a former Chair in a Vice Chair role can offer significant assistance to the new Chair, bridging the transition and ensuring a more successful outcome.
- c) The Secretary shall take minutes at all LMSC meetings and maintain all LMSC records, including by-laws and list of board members and their terms. The secretary shall also record all policies established and/or actions taken by the Board between membership meetings. The minutes from general meetings shall be communicated to the LMSC Chair, the membership and USMS as required.
- d) The Treasurer shall maintain the LMSC checking account, disburse funds, deposit receipts and monitor LMSC finances. The Treasurer shall prepare budget, income and expense reports for board and membership, and chair the Finance Committee if established by the Board. As such, the Treasurer shall review financial statements, respond to audits, tax filings, USMS financial statement requests and all other requests for financial information. The Treasurer shall recommend changes to financial procedures and controls of the organization and assist the Board in carrying out their financial responsibilities.
- e) The Membership Coordinator of the LMSC is responsible for coordinating swimmer and club registrations for the LMSC with the USMS National Office and being a resource for swimmers, clubs, meet directors and LMSC officers regarding membership inquiries and rosters. The Membership Coordinator shall communicate approved LMSC business announcements to the membership.
- f) The Top Ten Recorder shall record all swims by USMS members in DV LMSC sanctioned and recognized meets, uploading the data for such swims to USMS as they require.
- g) Records Recorder shall keep up to date all DV LMSC records for SCY, SCM and LCM courses via the times recorded in the USMS Top-10 database. Only times recognized by USMS in the "Top-10 Rankings (official)" shall be eligible for DV LMSC records. Likewise, all swims recognized by USMS as an eligible top-10 time are eligible for DV LMSC records.
- h) The Sanctions Chair shall ensure that USMS swimming meets and open water races within the LMSC are conducted in accordance with USMS regulations, issuing "recognized" or "sanctioned" status, as appropriate; shall process applications for meet and event sanctions, and develop and schedule the year's meet program, avoiding conflicts with other meets within the LMSC.
- i) The Officials Chair shall serve as a resource for meet directors for obtaining certified officials for all meets held in the LMSC and shall apprise members of USMS stroke rule changes as they occur.
- j) The Long Distance/Open Water Chair shall monitor, promote and report on open water and long distance activities in LMSC.
- k) The Coaches Chair shall work with other coaches to develop programs that will enhance the quality of Masters swimming programs and their coaches. The Coaches Chair will share all correspondence received from USMS to all LMSC Coaches and the Board.
- l) The Website Chair shall maintain the website, communicate with the Chair, Sanctions, Top-10 Recorder and Marketing Chairs, update web information in a timely manner, and post minutes of membership and board meetings and committee reports.
- m) The Marketing Chair shall report on the swimming activities of the LMSC members, meet and meeting information, articles of interest to the membership and maintain the LMSC Facebook page.

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- n) The Social and Recognition Chair shall organize social activities and plan award events for the membership.

All officers and chairs of committees shall make every effort to attend LMSC meetings, promote and support activities and events that will attract new members and encourage ongoing participation by present and prospective members.

### **Meetings of the Board of Directors**

Special meetings of the Board shall be called at any time upon the request of any three members of the Board of Directors, provided the Chair or Vice Chair has not called a regular or membership meeting. Notice shall be given to each Board member at least 14 days in advance in writing or by e-mail. A quorum of the Board shall consist of a majority of the Officers and the Chairs.

### **Article 5 – Membership Meetings**

- a) The annual meeting of the membership shall be held no later than November 15<sup>th</sup> of each year. The term of any newly-elected officer shall commence on a date agreed to by the outgoing and incoming officers, but not later than 45 days after election or January 1 of the next year.
- b) Special meetings may be called at any time upon the request of any three members of the Board of Directors, provided the Chair or Vice Chair have not called a regular or membership meeting.
- c) Notice of an annual or special membership meeting shall be given by e-mail to each officer, Director and Club Contact, and posted on Facebook and the DVLMS website ([www.DVMasters.org](http://www.DVMasters.org)) at least 30 days before the meeting. Agenda will be available 7 days prior to annual meeting.
- d) All LMSC meetings shall allow for virtual attendance via audio or video conferencing in addition to in-person attendance if desired.
- e) At all meetings, the recommended order of business is:
  - 1. Roll call
  - 2. Adoption of minutes from the prior meeting
  - 3. Adoption of the Treasurer's report
  - 4. Reports, as necessary, from Officers, Committees and Member Clubs
  - 5. Elections, when needed/scheduled
  - 6. Old business
  - 7. New business
  - 8. Resolutions and orders
  - 9. Adjournment
- f) A quorum at all meetings shall consist of those present and eligible to vote
- g) Roberts Rules of Order shall govern the procedures.

### **Article 6 – Rules and Conditions**

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The rules and conditions of any sanctioned or recognized swimming meet within the LMSC shall be those established by USMS with such LMSC additions that are not contrary to USMS. Such cooperative arrangements with USA Swimming, College Club Swimming, Grown-Up Swimming, YMCA, NCAA and Interscholastic as have been agreed to between those bodies and USMS may be employed.

### **Article 7 – Dues and Fees**

Each member shall pay annual dues directly to USMS via the USMS website. DV LMSC reimburses annual dues for the Board Members actively participating in the governance of the LMSC.

### **Article 8 – Reports and Remittance**

A review of the DVLMSC bank account shall be performed each year prior to the annual meeting by the Chair, Treasurer and any other Board Members wishing to review. The DVLMSC Secretary shall forward to USMS a copy of the annual financial review of the LMSC and Annual Meeting minutes within 60 days of the annual meeting.

- a) Fiscal year for DVLMSC shall be January 1 – December 31
- b) The Treasurer has signatory authority over the savings, checking and any other accounts of the LMSC and should reconcile those accounts on a monthly basis. LMSC expenditures of over \$1,500 require review and approval of the Chair via email, expenses over \$5,000 or more shall require LMSC Board of Directors' approval unless the expenditure is previously authorized in the annual operating budget.
- c) The Treasurer will provide the Board with periodic financial reports as requested and at minimum during each Board meeting.
- d) The Treasurer will make the LMSC's financial records available for review to the Board & USMS Officers upon request.
- e) The Treasurer will file all necessary LMSC annual tax forms with the IRS.

### **Article 9 – Hearings, Appeals and Athletes' Rights**

The LMSC, in accordance with the rules of USMS, shall respect and protect the right of every eligible individual to participate as an athlete, coach, trainer, manager, administrator, or other official in any Masters swimming activity as long as such activity is conducted in compliance with LMSC and USMS requirements.

The Board of Directors shall, if necessary, appoint a Review Section with no fewer than five members, whose Chair shall be elected by its members. A majority shall be 50% of its membership, but no less than three. It may conduct hearings involving only LMSC members and within the LMSC boundaries. A decision by the Board of Review shall be subject of an appeal to the LMSC Board of Directors, and thence to the USMS national Board of Review.

### **Privacy Statement**

At no time shall the list of LMSC-registered swimmers be made available to outside groups for purposes of marketing.

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### **Article 10 – Permanent Address**

The permanent mailing address of the LMSC shall be the address of the Membership Coordinator.

### **Article 11 - Indemnification**

- a) Each person who is or was a director, officer or employee of the LMSC (including the heirs, executors, administrators or estate of such person) shall be indemnified by the LMSC as a division of USMS to the full extent permitted by the Non-Profit Corporation Law of the State of Florida 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 the LMSC as a director, trustee, officer, employee or agent of another not-for-profit organization).
- b) USMS may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For these purposes, references to “USMS” shall include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

### **Article 12 – Dissolution**

Upon dissolution, the net assets of the DVLMSC will be distributed to United States Masters Swimming, Inc. If USMS is not then in existence or is not then an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, such assets shall be distributed to the International Swimming Hall of Fame or a corporation that is exempt under IRS Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) to be used exclusively for educational and charitable purposes.