

Article I

Membership

Section 1: Membership in the Corporation shall be upon application with the payment of a membership fee to be established by the Board of Directors.

Section 2: Membership is open to individuals and to swim clubs who are interested in fostering the goals of this organization.

Section 3: Persons seeking membership shall submit an application form containing their name, address, telephone number, and date of birth, and indicating their willingness to comply with the rules of the organization. Clubs seeking membership shall submit an application form containing club name, official club abbreviation, club address, club representative name, address, and telephone number, and indicating their willingness to comply with the rules of the organization.

Section 4: Dues for membership shall be assessed on a calendar year basis at a rate determined by the Board of Directors and approved at the annual meeting.

Section 5: Each club shall appoint a club officer as the Club Representative. Club Representatives shall be registered members of United States Masters Swimming. The club representative shall cast the votes to which the club is entitled at all LMSC meetings. A designated club representative may appoint a substitute representative by giving to the substitute a written explanation and letter of introduction, to be given to the Chairman at the meeting. Absentee voting will not be permitted.

Article II

Meetings

Section 1: The Corporation shall hold an annual meeting. The Board of Directors shall establish the exact date. In the event the Corporation is unable to conduct a physical annual meeting due to unforeseen circumstances; it may conduct the meeting virtually, using an alternate form of communications; such as a universally available, internet video conferencing platform. It is recommended that this platform contain functionality that would allow online or interactive voting.

Section 2: Special meetings of the Corporation may be called at the discretion of the Chairman, or upon written request of any three (3) directors; or 15% of the members of the corporation; or 50% of the club representatives.

Section 3: At all meetings of the corporation, including the annual meeting, except as may be provided elsewhere in these By-Laws and Articles of Incorporation, each LMSC member shall be entitled to vote and each vote shall be counted as one (1) vote.

Section 4: At all meetings of the Corporation the method of voting shall be by voice vote except when a ballot is requested. The presiding officer may, at his or her discretion or at the request of a voting member, call for a show of hands or a secret ballot or a division of the house in the event a reasonable determination by voice vote is rendered impossible. Voting by electronic means may also be allowed.

Section 5: A majority of the votes cast at any meeting of the Corporation at which a quorum is present shall be sufficient to take or authorize action upon any matter, question or proposal which is properly presented before the meeting.

Section 6: The Board of Directors shall disseminate notice of the annual meeting and other meetings of the Corporation no less than thirty (30) days prior to said meeting. In the event the meeting is to be conducted virtually, the meeting notice shall contain instructions for accessing the virtual platform and any required passwords, etc. needed to participate. Notice of special meetings shall be given at least fifteen (15) days prior to the date of such meeting, and the notice of the special meeting shall include a statement of the specific purpose or purposes for which the meeting is called.

Section 7: At all Corporation meetings and meetings of the Board of Directors, the following shall be the order of business:

1. Roll call;
2. Reading, correction, and adoption of minutes;
3. Reports of Officers;
4. Reports of Committees;
5. Unfinished business;
6. Elections where appropriate;
7. New business;
8. Resolutions and Orders;
9. Adjournment.

Article III

Directors

Section 1: The Board of Directors shall initially consist of at least seven (7) directors, four (4) of which shall be officers of the Corporation and the remainder of which shall be Directors at Large. The Executive Committee members of the Board of Directors shall be the Chairman, the Vice Chairman, the Secretary, and the Treasurer. The remaining Directors at Large may serve as Registrar, Sanctions Chairman, and Records and Tabulation Chairman. The three (3) Directors at Large shall be elected by vote of the members of the Corporation.

Section 2: The number of Board members may be modified upon vote of the Board of Directors and approval by a majority of the club representatives.

Section 3: The Board of Directors shall have and exercise all necessary powers to control the work and policy of the LMSC. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors, except for actions by the Executive Committee in amounts authorized herein or by the Board of Directors.

Section 4: The Board of Directors shall meet at least three (3) times per year. One meeting shall be held before the annual meeting. The other two (2) meetings shall be held during the remainder of the year as established by the Board of Directors. In addition, the Board shall hold meetings upon the call of the Chairman or at the request of at least three (3) members of the Board of Directors made to the Chairman. Notice of such meetings shall require three (3) days notice. Club representatives may attend any meeting of the Board of Directors, but will not be voting members of the Board by virtue of their status as Club Representative.

Section 5: At all meetings of the Board of Directors, a majority of the entire Board shall constitute a quorum for the transaction of business. The consent of a majority of the Board members present and voting shall be sufficient to take or authorize action unless the concurrence of a greater proportion is required by applicable law, these By-Laws, or the Articles of Incorporation.

Section 6: The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual meetings. Such vacancies shall be filled by a vote of the Board of Directors.

Section 7: The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when, in their judgment, such relationship is desirable toward achieving the Corporation's objectives in the area concerned. If the Board enters into Articles of Agreement setting forth the rules of such cooperative association, said agreement shall contain provisions for severing relationships at any time when, in the judgment of the Board, it is in the best interest of the Corporation to do so. The Board may delegate this power to the Executive Committee.

Article IV

Officers

Section 1: The officers of the Corporation shall be the Chairman, a Vice Chairman, a Secretary, and a Treasurer.

Section 2: The **Chairman** shall: a) preside at all meetings of the Corporation; b) preside as Chairman of the Board of Directors; c) with the Secretary, execute all legal papers, documents, and instruments ordered to be executed by the Board of Directors; d) appoint the appropriate number of delegates to the annual USMS national convention and submit their names to the National Secretary; e) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 3: The **Vice Chairman** shall: a) serve as a substitute for the Chairman at meetings and events which the Chairman cannot attend; b) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 4: The **Secretary** shall: a) together with the Chairman, execute all legal papers, documents, and instruments ordered to be executed by the Board of Directors; b) keep the minutes of all meetings of the Corporation, the Board of Directors, or the Executive Committee; c) keep the official records of the Corporation; and d) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 5: The **Treasurer** shall: a) have charge of the funds and securities of the Corporation and cause them to be deposited into depositories approved by the Board of Directors; b) see that an accurate record is kept of the funds and shall provide periodic reports to the Board of Directors; c) sign all checks upon bank accounts of the Corporation as directed by the Board of Directors; d) disburse funds of the Corporation for all expenses authorized by the Board of Directors or the Executive Committee; e) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 6: All officers of the Corporation shall be elected at a biennial meeting of the Corporation and those elected shall take office upon their election until the next election unless resignation or removal occurs prior thereto. An officer may be re-elected to successive terms.

Section 7: The term of office for the officers of the Corporation and for the members at large shall be for a period of two (2) years.

Article V

Elections

Section 1: Nomination of officers shall be by any member of the Corporation in good standing.

Section 2: The Corporation shall accept nominations from the floor at the biennial election meeting.

Section 3: No person shall be considered as a candidate for office unless he or she is a member in good standing and unless he or she consents to stand for election.

Section 4: The elections shall be held biennially at the annual meeting.

Section 5: In the case of an election conducted to fill a vacancy, the Board of Directors shall hold nominations and elections. The person selected to fill the vacancy shall hold office until the next scheduled election.

Article VI

General Provisions

Section 1: The fiscal year of the Corporation shall be a calendar year, beginning on the first day of January and ending on the last day of December.

Section 2: The Corporation seal shall be a flat -faced circular die with the name of the Corporation, the year of its incorporation, and the words "Corporation Seal, Non-Profit, Georgia" inscribed thereon. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced.

Section 3: All checks, notes, drafts, orders for payment of money or other evidence of indebtedness issued in the name of the Corporation shall be signed by authorized signatures. Three authorized signatures shall be on file at the bank; the authorized signatures shall be of the Chairman, Secretary, and Treasurer.

Section 4: Any director or officer may be removed for cause by a majority vote of those members present at a properly called meeting of the Corporation where a quorum is present. Removal or resignation of an officer shall automatically lead to removal from membership on the Board of Directors, and the Executive Committee (if applicable). Suspension or revocation of membership in the Corporation, or the absence from three (3) meetings of the Corporation or the Board without sufficient justification shall be cause for automatic removal from office or membership on the Board. Requests to be excused from a meeting of the Corporation or the Board shall be received by the Chairman or the Secretary prior to the call-to-order of any such meeting.

Section 5: The immediate past Chairman shall serve as an ex-officio member of the Board of Directors.

Section 6: All Corporation records shall be open and available to inspection by members upon reasonable notice.

Section 7: USMS National Convention expenses will be evaluated annually against a budget presented at the annual meeting. The Georgia LMSC will send as many delegates as possible, paying for transportation, lodging and registration within the constraints of the budget.

Section 8: DISSOLUTION: Upon dissolution, the net assets of Georgia Local Masters Swimming Committee, Inc. will not inure to the benefit of any private individual or corporation, but will be distributed to United States Masters Swimming, Inc. to be used exclusively for educational or charitable purposes.

Article VII Amendments

Section 1: These By-Laws may be amended by a majority vote of those members present at any meeting of the Corporation properly called where a quorum is present. The notice of said meeting shall include an advisory that an amendment or amendments shall be included in the order of business and shall include the text of such proposed amendment or amendments.

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Article VIII

LMSC Grievance Procedure

WHEREAS the Georgia LMSC (the LMSC) has determined that a written grievance procedure is needed to implement the policies of United States Masters Swimming (USMS) as expressed in the Rules of USMS concerning member rights and standards of conduct under Article 402 thereof (hereinafter “Article 4”),

The following grievance procedure is adopted by the Georgia LMSC:

Grounds for Grievances

Any individual member of the LMSC and/or any Club member of the LMSC may bring a complaint on any matter for which grievances may be heard under Article 4. Specifically, complaints may be brought alleging unsporting conduct defined in Article 4 as:

- a. Violation of the opportunity to participate, as set forth in Article 4.
- b. Unsporting Conduct as defined in 402.4

Complaint Procedure

1. A complaint shall consist of a concise statement (no longer than five (5) pages single spaced with 12 point font) of the behavior or circumstance involved, shall be in writing in the form attached as an Exhibit to these Procedures, and signed by the person responsible for making the complaint. The complaint shall clearly identify the person or entity making the complaint and the person or entity against whom the complaint is made. The complaint shall be directed only to the LMSC Vice Chair, who will then act as the Grievance Chair.

1. Any complaints, statements, findings, notices or decisions may be sent by email to the address provided by the recipient. Any complaint should be made within 30 days of the incident.

2. Upon receipt of a complaint:

a. The Grievance Chair shall first make a determination whether the subject matter involves an issue for which a grievance may be brought under Article 4 and involves a person or entity which is part of the LMSC. If the Grievance Chair determines that the complaint does not meet such criteria, the Grievance Chair shall dismiss the complaint and notice of same shall be transmitted to the party bringing the complaint and to the Chair of the LMSC.

b. The Grievance Chair will next review the complaint that is submitted to determine if the information in the form is complete, so that the Grievance Chair can review the substance of the claim(s) made. If it is incomplete, the Grievance Chair may request further information before any review is made.

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3. If the Grievance Chair does not dismiss the complaint, the Grievance Chair shall transmit a copy of the complaint to all other parties involved, including all persons named in the complaint. The parties to any controversy shall be the USMS member or entity that makes the complaint, the USMS member or entity that is the subject of a complaint, and, if appropriate, the LMSC. In the event there are multiple parties or varying interests, any interested person may ask the Grievance Chair to (or the Chair may of its own volition) realign the parties according to their interest in the matter.

4. a. The parties other than the complaining party shall have the right to make a written reply, which shall consist of a concise statement (no longer than five (5) pages single spaced with 12 point font) of any matter of defense to the complaint, and which shall be made within twenty days from the date the copy of the complaint is transmitted by the Grievance Chair.

b. Any other party to whom the complaint is sent shall have the right to make a written reply, which shall consist of a concise statement (no longer than five (5) pages single spaced with 12 point font) of any matter providing further facts and information related to the complaint, and which shall be made within twenty days from the date the copy of the complaint is transmitted by the Grievance Chair.

c. Replies shall be in writing and signed by the person responsible for making the reply. The Grievance Chair shall advise all parties in writing of their hearing rights under these guidelines, as well as their appeal rights under Article 4.

d. The Grievance Chair, for reasonable grounds, including excusable neglect, may extend any time limit, or any page limit for any filing or reply, but is not required to do so. All proceedings will be conducted among the parties, witnesses and LMSC panel, without legal representation before the panel.

Mediation or Resolution by the Grievance Chair

1. After all parties have transmitted written statements to the Grievance Chair (or if the time for same has passed without a statement being transmitted), the Chair shall attempt to resolve the controversy by mediation. The method of mediation shall be at the discretion of the Chair. Methods of mediation may include (without limitation) in-person contact, telephone contact, or communication by writing or e-mail. If mediation is successful, the agreement shall be reduced to writing, signed by the parties, and transmitted to the LMSC Chair.

2. If a party who is the subject of a complaint fails to make a reply, but other parties have replied, then upon notice to the parties, the Grievance Chair may proceed to mediation under this section, or to a hearing under the following section. Mediation must be completed within (60?) days of receipt of all requested replies.

3. If no party who is the subject of a complaint makes a reply, then the Grievance Chair will convene a hearing on the complaint as filed, and may take evidence or information from any source. .

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Hearing Procedure

1. If no agreement can be reached, the Grievance Chair shall convene a hearing panel to resolve the controversy. The Grievance Chair shall designate three neutral members of the LMSC to act as a panel to resolve the grievance and all matters related thereto. A neutral panel is one where no member is involved in, or is harmed or benefited by any decision in the dispute. The Chair shall preside over the hearing and give counsel to the panel concerning procedural matters and USMS rules, but shall have no vote. Since the participants hearing and mediating a dispute are volunteers, the Grievance Chair may impose costs on the requesting party if the page limit is extended or the hearing takes a lengthy period of time.

2. The hearing panel shall take such additional statements and evidence as it deems necessary to resolve the controversy, but is not required to do so if the responses to the complaint are sufficient to resolve the dispute. The hearing panel shall, wherever possible, take evidence from all persons identified by a party as having material information. A party to the controversy shall be responsible for making any such witness or evidence available. If the panel deems it necessary to hear testimony, then the Chair may appoint one member to take such evidence and report to the panel. Testimony may be taken by phone or through written or email communication. Any cost of production of evidence shall be advanced by the party on whose behalf such evidence is taken.

3. Upon completion of presentation of evidence, the hearing panel shall, by majority vote, resolve the controversy in the form of a written decision. The decision, including any dissent, shall be reduced to writing and transmitted to all parties and persons named in the complaint and the LMSC Chair in the format attached as an exhibit to these procedures. Transmission may be made by email. If the hearing panel does not dismiss the complaint, it may deny membership in the LMSC, censure, place on probation, suspend, or expel from LMSC membership any member or any person participating in the affairs of USMS who has engaged in any unsporting conduct set forth in Article 4. If a person is expelled from the LMSC, such action shall be transmitted by the Grievance Chair to the National Board of Review for further action, if any, it deems necessary. A decision may recommend that USMS enforce the decision in all LMSCs, and the National Board of Review may concur in that recommendation (and will inform all LMSCs if it does so).

4. Upon rendering of a final decision, the Grievance Chair shall notify all parties in writing of their right to appeal to the National Board of Review under Article 4. The LMSC may stay the imposition of any penalty pending appeal to the National Board of Review. Any review by the National Board of Review would be made on the basis of the evidence and materials submitted to the LMSC, and the written decision of the LMSC signed by all parties. No further filings may be made, except a concise statement (no longer than five (5) pages single spaced with 12 point font) of why the LMSC's decision is incorrect under USMS Rules, or such further information as the National Board of Review may, in its sole discretion, request..

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**RECOMMENDED FORM OF
GRIEVANCE STATEMENT**

Please complete all the questions on this form so that your grievance can be evaluated. If you do not complete the form, then the Grievance Chair can ask you to file a more complete submission before any review of your claim can be made.

Any Grievance Statement that is longer than 5 pages may be rejected by the Grievance Chair.

1. This Grievance is brought by:

[List names of the persons and organizations that are submitting this claim]

2. To complain about the conduct of:

[List names of the persons whose conduct gives rise to the claim]

3. Here is the conduct that we believe is unsportsmanlike:

[Summarize the behavior in ½ page or less]

4. Here is what happened to create this claim:

[Explain what happened, where, who took what actions and made what claims]

5. I (We) believe this conduct is unsportsmanlike because:

[Specify the reason(s)]

6. Are any USMS Rules violated as a result of this conduct?

[Specify those Rules]

7. Who can provide further information on this claim? Were they present when the conduct occurred?

[Please specify]

Submitted by:

[Name]

[Email address]

[Phone number]

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FORM OF DECISION

1. Parties

[Identify the parties to the dispute]

2. Complaint:

[Summarize the complaint that was submitted for decision]

3. Members of Hearing Panel and their role in the LMSC

[Specify names and roles]

4. Decision:

[Spell out whether there was unsportsmanlike conduct and if so, identify what actions were unsportsmanlike]

5. Basis for Decision:

[Summarize what testimony was reviewed, who made statements, what was said, and why that evidence supports the decision]

Signatures of Parties: