

MONTANA MASTERS SWIMMING LMSC BYLAWS

1.0 NAME

The organization shall be called Montana Local Masters Swimming Committee ("MT LMSC"). MT LMSC is a Local Masters Swimming Committee ("LMSC") of United States Masters Swimming, Inc. ("USMS").

2.0 OBJECTIVES

- 2.1 To encourage and promote improved physical fitness and health in adults.
- 2.2 To offer adults the opportunity to participate in a lifelong fitness and/or competitive swimming program.
- 2.3 To encourage organizations and communities to establish and sponsor Masters swimming programs.
- 2.4 To enhance fellowship and camaraderie among Masters Swimmers.
- 2.5 To stimulate research in the sociology, psychology and physiology of Masters Swimming.

3.0 BOUNDARY AND JURISDICTION

3.1 GEOGRAPHIC BOUNDARY

The geographic boundary of the LMSC is the state of Montana except the counties of Dawson and Wibaux.

3.2 JURISDICTION

The MT LMSC is a subordinate organization of United States Masters Swimming, Inc. and shall have supervisory responsibilities in the specified geographical territory.

4.0 DURATION

The duration of the MT LMSC shall be perpetual.

5.0 NON-PROFIT PURPOSE

5.1 GENERAL

The MT LMSC is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.2 EARNINGS

No part of the net earnings of this nonprofit corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of this nonprofit corporation shall be the carrying on of propaganda, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, this nonprofit corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.3 DISSOLUTION

Upon dissolution, any remaining assets and obligations of the MT LMSC shall be transferred to the successor organization, if any, established to assume the function of the MT LMSC. If there is no successor, any remaining assets after payment of the obligations must be distributed to another Masters Swimming organization, or if none exists, then to another organization operated exclusively for charitable or educational purposes.

6.0 MEMBERSHIP

6.1 INDIVIDUAL MEMBERSHIP

An individual may become a member by registering with USMS through the MT LMSC, as described in the USMS Rule Book.

6.2 SWIM CLUBS

Any organization or group may become a club. A club is an organization or group of permanent character that is a member of USMS, registered through the LMSC, and that actively promotes and/or participates in Masters Swimming. Through this registration, club members are allowed to participate as a group in USMS sanctioned events.

6.3 DUES AND FEES

Each member shall pay an annual registration fee that is composed of national and LMSC fees established by USMS. Each club and workout group shall pay an annual registration fee established by USMS.

7.0 BOARD OF DIRECTORS (“Board”)

7.1 MEMBERSHIP

The Board shall consist of voting members and ex-officio members. The voting members shall consist of the four elected officers, the immediate past president and representatives from the five (5) largest clubs. See Articles 8.6.B. and 8.7.

7.2 DUTIES

The Board shall be responsible for determining the direction and focus of the organization, preparing and adopting the annual budget, executing the fiscal expenditures of the organization, and conducting the business of the organization on behalf of its members.

7.3 ACTIONS

The Board shall develop and operate under USMS rules, these bylaws, and standing policies established as defined in Article 15.3.

7.4 MEETINGS

The Board shall meet at least four (4) times per year. The date and site for each meeting shall be announced during the preceding meeting. Whenever possible, the President or Secretary shall notify all voting and non-voting board members at least seven (7) days prior to the scheduled meeting should any changes in the established date or site occur. Meetings may be held by phone or electronic conferencing. Directions for participation shall be distributed with the meeting notice. In addition, a special meeting may be called at any time with at least seven (7) days' notice by the president or at least three voting members of the Board. All meetings will be conducted in accordance with Robert's Rules of Order. Meetings may be conducted by videoconference or telephonically, or both. Notice shall be given as provided above, and necessary information to participate in the meeting shall be provided in advance of the meeting. The Board may adopt policies and procedures for participation and conduct of videoconference and telephonic meetings. All actions taken at such meetings shall have the same effect as if taken at a personal meeting.

7.5 VOTING

Each voting member of the Board shall be entitled to one vote on each issue. Those members filling more than one position shall be entitled to only one vote. The presence of a majority of the Board members with voting privileges shall constitute a quorum at any meeting. Unless otherwise stated in the bylaws, a simple majority of those present shall decide the action on an issue. In the case of a tie, the issue shall be considered defeated.

7.6 ACTION WITHOUT MEETING

The President may occasionally confer between board meetings with the other voting members of the Board on a given situation pertaining to the MT LMSC and act according to the consensus of such members of the Board. Such situations shall be limited to emergent issues that need to be resolved prior to the next scheduled meeting. All voting board

members shall be included in discussions. Any action taken between meetings must be considered for approval at the next board meeting.

7.7 REMOVAL OF MEMBERS

Any Board member may be removed from office with cause by a simple majority vote of the Board whenever in the judgment of the remaining members the best interest of the corporation shall be served by such removal. Such cause shall include, but not be limited to, dereliction of duties of the office, civil or tort related to LMSC matters or conviction of a felony while in office. The Board may remove a member for non-attendance (members are expected to attend all scheduled meetings). Prior to any removal, the director sought to be removed must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on their own behalf before the Board at a regular or special meeting.

7.8 LIMITING LIABILITY OF BOARD OF DIRECTORS

To the full extent that the Montana Non-Profit Corporations Act MCA 35-2-213, as it exists on the date hereof or may hereafter be amended, permits the limitations or elimination of the liability of Trustees or Directors, a member of the Board of this Corporation shall not be liable to this Corporation or its members for monetary damages for his or her acts or omissions as a Director. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such Amendment or repeal. This shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of the law, for illegal distributions or loans, or for any transaction, conflict of interest, or act from which a Director will directly receive benefit in money, property or services to which a Director is not legally entitled.

8.0 ELECTED POSITIONS

8.1 POSITIONS

The elected officers shall be president, vice president, secretary, and treasurer. No person may concurrently hold more than one elected office.

8.2 ELECTIONS AND TERM OF OFFICE

Elections shall be held in odd-numbered years with the new officers' terms beginning on the first day of the month following the election. The term shall be for two years.

8.3 NOMINATIONS

The Board shall appoint a Nominations Committee consisting of at least three individual members before February 1st of a year requiring elections. They are charged with delivering a slate of nominations to the Board by March 1st. The Nominations Committee shall present one or more candidates for each position. Nominations may be solicited from the membership. Additionally, nominations may always come from the floor at the annual meeting. All candidates for office shall be current registered individual members of the LMSC.

8.4 VOTING

Voting shall be by those members present at the annual meeting with winners determined by a simple majority vote of the members voting. A ballot, paper or electronic, will be distributed at the annual meeting for the election of officers.

8.5 DUTIES OF ELECTED OFFICERS

A. The President shall:

1. Be responsible for managing the operation of the LMSC in accordance with these Bylaws, the USMS Rule Book and the USMS LMSC Standards.
2. Serve as chair at all Board and Membership meetings with all the powers delegated to such a person as stated in Roberts Rules of Order.
3. Work directly with the other volunteer officers to ensure that the LMSC is delivering membership needs.
4. Select the agenda, time, and manner of all Board and Membership meetings.
5. Represent the MT LMSC in all other meetings and have the authority of voting on behalf of the LMSC at those meetings and be the contact person when dealing with outside agencies.
6. Make position appointments as defined in Article 9.0.
7. At the start of each year, propose to the Board a set of goals that the LMSC should strive to achieve.

B. The Vice-President shall:

1. Chair meetings if and when the President is unable to participate.
2. Assume all responsibilities delegated to the office by the President, including the authority to vote on behalf of the MT LMSC.
3. Assume all responsibilities of the President if that office is vacant.

C. The Secretary shall:

1. Be responsible for effective, informative and timely communications to the membership.
2. Prepare the minutes of each Board and general membership meeting.
3. Retain a permanent file of all minutes.
4. List all unfinished business from the previous minutes and present it to the President for action at the ensuing meeting.
5. Be custodian of historical records and decisions.
6. At the direction of the President, notify Board members of the next meeting and the agenda of that meeting not less than one week prior to the next scheduled meeting.
7. Notify the LMSC membership at least one week prior to any general membership meeting. The notice shall include time, manner, and agenda for the meeting.
8. Prepare and submit annual meeting minutes to the USMS National Office.

D. The Treasurer shall:

1. Receive all monies and pay all bills approved by the Board. Specific approval need not be obtained for items included in the annual budget.
2. Keep adequate records of all transactions.
3. Present a financial report at each meeting.

4. Prepare an annual budget proposal for consideration and approval by the Board.
5. Not also serve as Membership Coordinator.
6. Submit annual financial statements to the USMS National Office.

8.6 OTHER VOTING POSITIONS

- A. The Immediate Past President shall continue as a member of the Board in order to provide continuity, maintain a historical perspective, and serve as a source of information for the Board.
- B. Representatives from the five (5) largest LMSC clubs shall be club representatives on the Board. Membership shall be determined by the number of registered club members as of April 1 of each year. Participation on the Board shall begin on the first day of the following month (May 1). Representatives from other Clubs shall be ex-officio members of the Board.

8.7 EX-OFFICIO POSITIONS

- A. Representatives from clubs other than the five (5) largest shall be ex-officio members of the Board. See Article 8.6.B.
- B. Other ex-officio members of the Board shall consist of past presidents (with the exception of the immediate past president), the Membership Coordinator (who may not be the same person as the Treasurer), the Coaches chair, the Sanctions chair, the Top Ten/Records chair, the Webmaster, chairs of ad-hoc committees and other chairs and coordinators as appointed by the president from time to time.
- C. Ex-officio members of the Board shall have voice, but no vote. An ex-officio member may make or second a motion and participate in discussions.

8.8 VACANCIES

Vacancies created for any reason in any office shall be filled by interim appointment until the next general or annual meeting. In the event of a vacancy in the office of President, the Vice President shall become President. A vacancy in any other office shall be filled for the unexpired term by appointment by the Board.

9.0 COMMITTEES AND APPOINTMENTS

9.1 STANDING COMMITTEES

Standing committees shall be as listed in this article. The president shall appoint the chair of each committee and the Membership Coordinator with the consensus of the Board. Standing committees shall consist of: Coaches, Sanctions, Top Ten/Records, and others as determined by the Board from time to time. The duties and responsibilities of each of these positions can be found on the USMS website under LMSC Volunteer Role Descriptions.

9.2 COMMITTEE MEMBERSHIP

The president shall appoint committee members with the advice and consent of the committee chair.

9.3 AD HOC COMMITTEES

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

9.4 APPOINTMENTS

The president, with the concurrence of the Board, may appoint coordinators as needed. Coordinators shall have the same rights and responsibilities as the chairs of standing committees. A coordinator, with the approval of the president, may appoint a working group to assist the coordinator. Coordinators may consist of, but are not limited to: Awards, Bylaws, Communications, Historian, Meets, Open Water, Rules, Safety, and Social.

10.0 MEMBERSHIP MEETINGS

10.1 ANNUAL MEETING

A general membership meeting shall be held annually during the Montana SCY Championship Meet, or at such other time as determined by Resolution of the Board. The annual meeting is open to all individual members of the LMSC. The annual membership meeting may be conducted telephonically, by video conference, in person, or a combination. Notice shall be given as provided below, and necessary information to participate in the meeting shall be provided in advance of the meeting. The Board may adopt policies and procedures for participation and conduct of videoconference and telephonic meetings. All actions taken at such meetings shall have the same effect as if taken at a personal meeting.

10.2 SPECIAL MEETINGS

Should the president fail to call regular membership meetings, or should a special membership meeting be deemed necessary, such a meeting may be called at any time upon the request of any three members of the Board.

10.3 NOTICE

The Secretary shall give notice for any annual or special meeting of the membership not less than fifteen (15) days before the meeting. The manner of delivery may be made by mail or electronically in a manner adopted by the Board. The notice shall contain the time, date, site of the meeting and proposed agenda. Additions to the agenda will be accepted up to one (1) week prior to the meeting. The first order of business shall be to review the agenda. For special meetings, the purpose of the meeting shall be stated.

10.4 QUORUM

For conducting business at a special, general, or annual meeting of the membership, a quorum shall consist of a minimum of five LMSC members exclusive of elected officers.

10.5 RULES OF ORDER

All meetings will be conducted in accordance with Robert's Rules of Order.

11.0 SWIMMING COMPETITIONS

The condition of competition in any swimming event, and the rules governing it, shall be those established by USMS. LMSC swimming championships, when possible, shall be held in accordance with the rules of USMS for conduct of national championships as described in the USMS Rule Book, Parts 1 and 3.

12.0 REPORTING

12.1 ANNUAL REPORTS

- A. The Secretary shall forward a copy of the annual meeting minutes to the USMS National Office by the deadline established by the National Office.
- B. The Treasurer shall forward a copy of the annual financial statements to the USMS National Office by the deadline established by the National Office.
- C. The Treasurer shall timely file an annual return with the IRS.
- D. The Officers shall be responsible for ensuring that all other required reports are made.

12.2 MEMBERSHIP COORDINATOR AND MEMBERSHIP REPORTS

The Membership Coordinator is responsible for coordinating swimmer and club registrations for the LMSC with the USMS National Office and being a resource regarding membership inquiries and rosters. The Membership Coordinator shall provide regular reports to the Board and clubs of new members, renewals and statistics related to LMSC membership.

13.0 GRIEVANCES AND DISPUTES

Grievances and disputes will be resolved in compliance with Part 4 of the USMS Rule Book: Participation, Conduct, Hearings, and Appeals.

14.0 BYLAW AMENDMENTS

Any provision of these bylaws, not proscribed by USMS, may be amended at any meeting of the membership of the LMSC by a two-thirds (2/3) vote of the members voting. Notice of the proposed amendments must be given to every member at least thirty (30) days prior to the meeting.

15.0 MISCELLANEOUS

15.1 FISCAL YEAR

The LMSC shall use the same fiscal year as USMS, which is a calendar year.

15.2 MAILING ADDRESS

The registered office of the corporation shall be that of the Registered Agent on file with the office of the Montana Secretary of State.

15.3 STANDING POLICIES

The Board shall maintain standing Policies established under these bylaws and designated as such at the time of approval by the Board. Standing Policies shall be binding until such time as they are amended or repealed by the Board.

15.4 MAIL OR ELECTRONIC VOTE

Any action that may be taken at any annual, regular or special meeting of the membership or the members of the Board, except amendment of these bylaws, may be taken without a meeting. If any action is taken without a meeting the Secretary shall distribute a ballot to every member entitled to vote. The manner of delivery can be by mail or electronically in a manner adopted by the Board. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Secretary. A majority of the votes cast shall constitute approval.

15.5 DISSOLUTION

Dissolution of the LMSC can be accomplished by a majority vote of the membership acting on a recommendation of two-thirds (2/3) of the Board. For distribution of assets upon dissolution see Article 5.3.