

**BY-LAWS OF THE GREATER INDIANA LOCAL MASTERS SWIMMING
COMMITTEE – f/k/a Indiana Local Masters Swimming Committee**

APPROVED 12/2/2015

Article I – General Provisions

Section 1.1. Statement of Purpose; Goals and Objectives. The purpose of the Greater Indiana Local Masters Swimming Committee (“GRIN”) shall be to govern and administer Masters Swimming in Indiana, as defined by United States Masters Swimming, Inc. (“USMS”), and to assist its members in the conduct and organization of activities that further Masters Swimming. As an affiliated entity with USMS known as a Local Masters Swimming Committee (“LMSC”), all Masters Swimmers of GRIN shall be registered with USMS and shall be subject to the rules and regulations of USMS as set forth in its Rule Book. For all purposes hereafter, reference to Masters Swimming or a Masters Swimmer means the system or swimmers of the USMS program. GRIN’s goals and objectives include the promotion and development of swimming, aquatic safety, physical fitness and good health for the benefit of Masters Swimmers of all abilities in accordance with the goals, objectives, rules and standards prescribed by USMS.

Section 1.2. Boundaries. The geographic boundaries of GRIN include the entire state of Indiana except the counties of Floyd and Clark or as defined by the USMS Rule Book (the “Territory”).

Section 1.3. Non-Profit Status. GRIN shall govern, administer and promote Masters Swimming in the Indiana Territory as a non-profit committee of the USMS.

ARTICLE II – Members and Voting Rights

Section 2.1. Classes of Members. GRIN shall have two classes of members: Individual Members and Club Members (collectively, the “Members”). In addition, the members of the Board of Directors shall be treated as and included in the definition “Members” for all voting purposes and other matters requiring the approval or consent of the Members as provided in Section 2.6 hereof.

Section 2.2. Individual Members. Individual Members of GRIN are those persons who pay the requisite annual membership dues and fully complete and execute the initial GRIN registration form as published by GRIN from time to time, and who have current USMS Registration Cards and Numbers reflecting GRIN as that person’s LMSC. Membership shall terminate upon the Individual Member’s filing of an application for the transfer of the Member to another LMSC or Club registered to another LMSC, or on December 31st of each year until such time as the member renews his/her membership consistent with the registration policies of GRIN. Individual Members are not voting Members.

Section 2.3. Club Members. Club Members are those groups originally comprised of no less than four (4) Individual Members who join together to form a Club as defined in the USMS By-Laws. A Club Member must be duly registered with GRIN pursuant to the Club Member

registration requirements from time to time established by GRIN policies and formed prior the Election Notice Date or date of notice of any other meeting of the Members in order to be entitled to vote.

Section 2.4. Club Representative. All Club Members shall be entitled to one (1) vote for their representation of their entire respective Individual Members. Each Club Member's representative ("Club Representative") at any meeting of the Members shall exercise its vote. At the time of registering with GRIN, Club Members shall identify the name, e-mail address and telephone number of their Club Representatives who shall hold voting entitlements at any GRIN meeting of Members. Changes to a Club Representative must be submitted by writing or e-mail to the GRIN Secretary a minimum of 7 days in advance of any meeting of Members at which the Club Member desires to exercise its voting privileges.

Section 2.5. Work-Out Groups. Work-Out Groups are Individual Members who are registered with GRIN but swim within the LMSC or Club as a local team/workout group declaring their intent with the GRIN Registrar. The Work-Out Groups will be governed by GRIN and not have separate voting rights.

Section 2.6. Board of Directors. The members of the Board of Directors shall be those persons set forth in Section 5.1 hereof ("Board of Directors"). Each member of the Board of Directors shall, in addition to his or her voting rights under Article V hereof, have the right to vote in all meeting of the Members with the same force and effect as the vote of a Club Representative. Any member of the Board of Directors who is also a Club Representative, shall have two (2) votes, one on behalf of the designated Club Member and one as a member of the Board of Directors.

Section 2.7. Dues. GRIN shall be entitled to receive a fee from each Individual Member to cover USMS and GRIN expenses. Each year, the Board of Directors shall estimate an annual budget consistent with the financial operating guidelines established by USMS, which may include a reserve. The Board of Directors is authorized and empowered to determine and set the amount of dues at any regular or special meeting consistent with the annual budget. Any change in dues shall not take effect until the next registration year.

Section 2.8. Year. The fiscal year of GRIN shall be January 1 through December 31. The registration year of GRIN shall be the match the registration year for USMS.

ARTICLE III – Officers

Section 3.1. Officers. The officers of GRIN shall be a Chair, a Vice-Chair, a Treasurer and a Secretary (the "Officers"), all of whom shall constitute the Executive Committee. Except as provided in Section 3.4, each Officer may hold only one of the foregoing positions. The Registrar may not be the Treasurer.

Section 3.2. Election and Term of Office. The Officers of GRIN, all of whom must be Individual Members of GRIN, shall be elected as provided in Section 6.9 below. At each Annual Meeting being held in even years commencing with the 2016 Annual Meeting (each, an

“Election Meeting”), there shall be the election of all Officers. Each Officer will serve for a term of two (2) years or until a successor is chosen by election or appointment by the Board of Directors to fill a vacancy; provided, however, a Chair shall not be entitled to run for reelection for the office of Chair after serving the immediate preceding four (4) years (two (2) consecutive full terms of two (2) years each) (i.e., the Chair may not serve three (3) consecutive full two (2) year terms). With respect to any Chair elected in an odd, rather than an even, year, such four (4) year consecutive term limit shall be increased to five (5) years.

Section 3.3. Removal. Any Officer elected by the membership may be removed by a vote of 2/3rds of the total of all Club Representatives and members of the Board of Directors, at a special meeting of Members called for such purpose.

Section 3.4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Any vacancy of the Vice-Chair office may be filled by the Secretary, or any vacancy of the Secretary may be filled by the Vice-Chair, if so appointed by the Board of Directors, who may serve both positions simultaneously for the unexpired portion of the term.

Section 3.5. Chair. The Chair shall be the principal executive officer of GRIN and shall in general supervise and control all of the business and affairs of GRIN. The Chair shall preside at all meetings of the Members and of the Board of Directors. The Chair may sign, with the Secretary or any other proper Officer of GRIN authorized by the Board of Directors or Executive Committee, any contracts or other instruments which the Board of Directors or Executive Committee has authorized to be executed and, in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors or Executive Committee from time to time.

Section 3.6. Vice-Chair. The Vice-Chair shall act and preside as Chair in the absence of the Chair. The Vice-Chair shall act as the liaison with the other Officers to consider and track the terms of office under Section 3.2 hereof in a manner so as to encourage overlapping terms among the Officers so that all Officers are not replaced in a given election year, to assure a smooth transition of experience. In connection with the Call for Nominations in Section 6.9, the Vice-Chair shall advise the Club Representatives which incumbent Officers desire to continue in their positions.

Section 3.7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of GRIN; receive and give receipts for moneys due and payable to GRIN from any source whatsoever, and deposit all such moneys in the name of GRIN in such banks, trust companies or other depositories as shall be selected by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors and consistent with the USMS Financial Operating Guidelines as published from time to time.

Section 3.8. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose and post the same on the GRIN web site; see that all notices are duly given in accordance with the

provisions of these By-Laws or as required by law; receive all notices on behalf of GRIN and, together with the Chair, execute on behalf of GRIN amendments to policies and procedures established by the Board of Directors; be custodian of the records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 3.9. Policy Handbook. To the extent not inconsistent with these By-Laws, the officer duties, responsibilities and authority may further be as set forth in the Policy Handbook as may be adopted by the Board from time to time.

ARTICLE IV – Committees

Section 4.1. Appointment. The standing committees (“Standing Committees”) of the GRIN shall be established, added or eliminated by the Board of Directors from time to time or otherwise set forth in the Policy Handbook, provided that all committees mandated by the USMS shall have committee chairs (the chair of each committee, whether mandated or not, referred to as a “Standing Chair”). All Standing Chairs shall be appointed and removed by the GRIN Chair and reviewed every two years following each Election Meeting. Standing Chairs may be any of the Officers and may serve as chairs of other Standing Committees, provided the Registrar shall not be the Treasurer. Additional members, if any, of each Standing Committee shall be appointed by the Standing Chair of that committee.

Section 4.2. Executive Committee. The Chair, Vice-Chair, Secretary and Treasurer shall constitute the Executive Committee of GRIN and together they may conduct essential business of GRIN within the scope of their duties between regular meetings of the Board of Directors provided that the action taken is reported at the next regular meeting of the Board of Directors. The Executive Committee shall not have authority to establish policy or make rule changes.

ARTICLE V – Board of Directors

Section 5.1. In General. The affairs of GRIN shall be managed by its Board of Directors. Each member of the Board of Directors shall be entitled to one vote at Board meetings. The Board of Directors shall be comprised of the Chair, Vice-Chair, Secretary and Treasurer, and each Standing Chair. Any Officer or Standing Chair leaving office, whether due to death, resignation, removal, disqualification or otherwise, shall automatically be removed from the Board.

Section 5.2. Tenure. Each member of the Board shall hold office without compensation. A member of the Board who is a Standing Chair may succeed himself/herself in office so long as they remain appointed, and the Officers shall serve two year terms concurrent with their respective terms.

Section 5.3. Regular Meetings. A regular annual meeting of the Board shall be held on the same date, and at the same place as, the annual meeting of the Members referenced in Section 6.1(a). The Board may by resolution provide the time and place for the holding of additional regular meetings of the Board, provided that the Board shall meet at least two (2) times per year, with the time and date published on the GRIN website.

Section 5.4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or the Executive Committee. The Chair may fix the time and place for holding any special meeting of the Board called by him/her. All meetings of the Board, whether regular or special, shall be open to all Individual Members of GRIN.

Section 5.5. Notice. Written notice of any special meeting of the Board shall be e-mailed, mailed or delivered to all members of the Board of Directors upon at least three (3) days' notice, other than due to emergency, and published on the GRIN website in advance of the meeting if possible.

Section 5.6. Quorum. The presence of either a minimum of two (2) of the members of the Executive Committee or half of the members currently serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A member of the Board of Directors may participate in any meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, and participation by these means constitutes presence in person at the meeting.

Section 5.7. Adoption of Rules and Regulations. The Board may adopt rules, handbooks, manuals, regulations and policies, such as the Policy Handbook and Electronic Media Communications Policy, so long as the same are not inconsistent with the express provisions of these By-Laws. The codifications of such promulgations shall be made available to Members by posting the same on GRIN's website, in addition to a copy of these By-Laws.

ARTICLE VI – Meetings of Members

Section 6.1. Annual and Mid-Year Meetings.

- (a) The Annual Meeting of the Members shall be held at the GRIN "State Meet" at the address of the State Meet, on the day and at the hour specified in the notice, which shall be published on the GRIN website to be held after January 1 of each year during the remainder of Winter or in the Spring. The Executive Committee may at its option designate the annual meeting to be held during the week immediately preceding the State Meet, at an address and time determined by it, in lieu of the State Meet meeting (the "Alternative Annual Meeting Date") to be published in the GRIN website thirty (30) days in advance, with the results from such meeting being announced at the State Meet.
- (b) if the Executive Committee determines such meeting is necessary, a Mid-year Meeting may be held following the USMS national meeting, but prior to December 31, at an address and at a time to be determined by the Executive Committee and published on the GRIN website 30 days in advance of the meeting.

Section 6.2. Special Meetings. Special meetings of the Members may be called by the Board, the Chair or not less than one-third of the Club Members. All matters to be considered at special meetings of the Members called by not less than one-third of the Club Members shall first be submitted in writing to the Board not less than thirty (30) days prior to the date of the special meeting of the Members called to consider such matters.

Section 6.3. Notice of Special Meetings. Notice stating the purpose, place, day and hour of any special meeting of Members shall be delivered by e-mail to each Club Representative entitled to vote at such meeting, not less than twenty (20) days before the date of such special meeting, by or at the direction of the Chair or the Secretary, or the Officer or persons calling the meeting. Such notice of any Alternative Annual Meeting Date or Mid-Year Meeting shall also be delivered by email to each Club Representative not less than twenty (20) days before the date of such meeting.

Section 6.4. Quorum. The Club Representatives and members of the Board of Directors present at a meeting, either in person or by proxy, holding 25% of the total authorized votes, which may be cast at any meeting of the Members, shall constitute a quorum at such meeting. If a quorum is not present at the commencement of any meeting of Members, the Meeting shall be adjourned with the continued date determined by the Chair and announced at such meeting and published on the GRIN website at least ten (10) days prior to the continued meeting. Any meeting of the Members, including any special meeting or meeting on the Alternative Annual Meeting Date or mid-year meeting, but not the Annual Meeting held at the State Meet, may participate in the meetings by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other, and participation by these means constitutes presence in person at such meeting.

Section 6.5. Proxies. At any meeting of Members a Club Representative may vote either in person or by proxy executed in writing by the Club Representative issued to any Individual Member attending the meeting. No proxy shall be valid after thirty (30) days from the date of its execution. The proxy shall be delivered to the Secretary prior to the commencement of the meeting.

Section 6.6. Manner of Acting. Except as set forth below, any action to be taken at any meeting of the Members at which a quorum is present shall be upon the affirmative vote of more than 50% of the persons present (i.e. 50% of the total of the Club Representatives and members of the Board of Directors present, in person or by proxy or ballot). Notwithstanding the foregoing, the following matters shall require the affirmative vote of an absolute majority of the total of all existing Club Representatives and members of the Board of Directors at a meeting duly called for that purpose:

- (a) Merger or consolidation of GRIN; or
- (b) Alterations or amendments to the By-Laws, or the repeal and establishment of new By- Laws

Section 6.7. Ballots. The Executive Committee may approve the use of ballots for any vote of the Club Members or by the Board of Directors, which ballots may be in writing,

electronic format, or any other media approved by the Executive Committee which permits the ballot to be validated and is properly cast by the applicable Club Member and member of the Board of Directors. Ballots submitted electronically on behalf of a Club Member must be through the Club Representative via the email address registered with GRIN.

Section 6.8. Club Representative Registration. The current Club Representatives' phone numbers and email addresses shall be maintained by GRIN on a Club Representative Roster. When the Call for Nominations set forth in Section 6.9 is provided to the Club Representatives it shall include a request that any corrections to Club Representative Roster information be made within thirty (30) days. It shall be each Club Member's responsibility to keep GRIN current on the contact information for its Club Representative and to cause its Club Representative to properly subscribe to an electronic version of the GRIN newsletter. GRIN shall be entitled to rely upon the most current Club Representative Roster until it receives any notice of any change which must be certified by an officer of the Club Member. In the event that any Club Member fails to provide information for the Club Representative Roster, then the information for the contact person in the Club Member's registration with USMS shall be used.

Section 6.9 Voting Procedure For Election of Officers. On or before January 1 for each year of an Election Meeting (the "Election Notice Date"), GRIN shall publish on its website and send a newsletter with a call for nominations (the "Call for Nominations") which shall also be sent via email to all Club Representatives. The Call for Nominations shall include notice of the deadline by which nominations may be made which shall be February 1 of such year (the "Nominations Deadline"). The Call for Nominations shall further provide notice that any Individual Member in good standing may run for one of the Officer positions upon being nominated by the Club Representatives for at least two (2) Club Members, which may be in the form of the Club Representative making an initial nomination with a second Club Representative seconding such nomination by e-mail to the Secretary. Each Club Representative may not make more than one (1) nomination per office, whether by initial nomination or by second, but may make nominations for every office (i.e., the Club Representative may not nominate or second more than one person for the office of Chair, but may also make nominations for the Vice Chair, Treasurer and Secretary). The nominations shall provide electronic contact information for the nominee and must be submitted to the Secretary prior to the Nominations Deadline. The e-mail address for GRIN set forth on its web-site shall constitute sufficient notice to the Secretary. By March 1 (the "Publication Deadline"), the Secretary shall confirm that each nominee is an Individual Member in good standing and not running for multiple offices, and will receive written, electronic or verbal confirmation that such person is willing to serve if elected unless the nomination includes such confirmation. Prior to the Publication Deadline, the Secretary shall solicit the nominee for background information of the nominee relative to the position being sought, which may include the completion of biographic forms promulgated by the Executive Committee or some other Standing Committee which may develop further forms and procedures not inconsistent with these By-Laws. Prior to the Publication Deadline, GRIN shall post the nominee biographical information on the GRIN newsletter. In the event that no nominations are made for one of the Officer positions by the Nominations Deadline, then the Executive Committee may waive the Nominations and/or Publication Deadline to permit nomination from the floor at the Election Meeting, which may include the incumbent Officer.

Section 6.10 General. All meetings of the Members, including the Election Meeting, shall be open to all Individual Members and Club Members via their Club Representatives. The business of any Club Member with respect to its individual club or team matters shall not be conducted at any GRIN meeting.

ARTICLE VII – Indemnification

Each person who is or was a director, officer, committee member or employee of GRIN (including the heirs, executors, administrators or estate of such person) shall be indemnified by GRIN as a division of USMS to the full extent permitted by the Nonprofit Corporation Law of the State of incorporation of USMS against any liability, cost or expense incurred in the capacity as director, officer, committee member or employee, or arising out of the status as a director, officer, committee member or employee.

ARTICLE VIII – Grievances, Hearings and Appeals

Section 8.1. Jurisdiction. GRIN shall hear grievances on any matter arising solely within the GRIN Territory involving any current or past Individual Member, Club Member, Work-Out Group or sanctioned event. Complaints may be brought alleging unsporting conduct, defined in Part 4 of the USMS Rule Book.

Section 8.2. Complaints.

- a. Complaints shall be in writing or by email, shall consist of a concise statement of the behavior or circumstance involved, 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 to the Review Chair whose email address or forwarding link is located on the website.
- b. The Review Chair shall dismiss complaints that do not meet the criteria specified in Section 8.2 and shall notify the GRIN Chair and the party bringing the complaint of this action.
- c. If the Review Chair does not dismiss the complaint, the Review Chair shall transmit a copy of the complaint to all other parties involved.
- d. The parties other than the complaining party shall have the right to make a written reply, which shall consist of a concise statement of any matter of defense to the complaint, and which shall be made within thirty (30) days from the date the copy of the complaint is transmitted by the Review Chair. Replies shall be in writing and signed by the person responsible for making the reply. The Review Chair shall advise all parties in writing of their hearing rights under these guidelines, as well as their appeal rights under Part 4 of the current USMS Rulebook . The Review Chair, for reasonable grounds, including excusable neglect, may extend any time limit.

Section 8.3. Mediation and Hearings.

- a. The Review Chair shall attempt to resolve the controversy by mediation. If mediation

is successful, the agreement shall be reduced to writing, signed by the parties, and transmitted to the GRIN Chair. If a party who is the subject of a complaint fails to make a reply, but other parties have replied, then the Review Chair may proceed to mediation under this section, or to a hearing.

- b. If no party who is the subject of a complaint makes a reply, then the Review Chair may act on the complaint as filed, or may take evidence or information from any source. The Review Chair shall make such findings as appear to be justified and reasonable to resolve the controversy. Findings shall be reduced to writing and transmitted to the parties and to the GRIN Chair.
- c. If no agreement can be reached, the Review Chair shall convene a hearing panel. The Review Chair shall designate three members of GRIN (in addition to the Review Chair) to act as a panel to resolve the grievance and all matters related thereto. The Review Chair shall preside over the hearing and give counsel to the panel concerning procedural matters and USMS rules, but shall have no vote.
- d. The hearing panel shall take such statements and evidence as it deems necessary to resolve the controversy, and 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 Review Chair may appoint one member to take such evidence and report to the panel. Any cost of production of evidence shall be advanced by the party on whose behalf such evidence is taken.
- e. 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 the GRIN Chair. In connection with any complaint heard by the hearing panel, if the hearing panel determines that any individual has engaged in any unsporting conduct, as such term is defined in USMS Part 4 of the USMS Rule Book, the hearing panel may elect to take all or any of the following actions with respect to any such individual: (i) deny the individual membership in GRIN, (ii) elect to censure the individual, (iii) place the individual on probation, (iv) suspend, fine or expel individuals from GRIN membership and (v) restrict the individual from participating in the affairs of GRIN.
- f. Upon rendering of a final decision, the Review Chair shall notify all parties in writing of their right to appeal to the National Board of Review USMS Part 4 of the USMS Rulebook. The Review Chair shall, if requested by the National Board of Review, stay the imposition of any penalty pending any appeal to the National Board of Review.

ARTICLE IX – Conditions of Competition

The conditions of competition in any swimming event, and the rules governing it, shall be those established by USMS. In addition, all fitness events, picnics, clinics, etc. must follow the rules and regulations as promulgated by USMS.

ARTICLE X – Reports and Remittance

Section 10.1. Annual Reports. The Treasurer shall forward to USMS the annual financial report(s) for GRIN as required in Part 5 of the USMS rule book. The Secretary will submit the minutes of the annual meeting to USMS as required in Part 5 of the USMS rule book within the time periods set forth therein.

Section 10.2. Other Reports. GRIN shall make such other reports and remittances to the USMS as specified in the GRIN Policy Handbook. The Chair, Vice-Chair and Treasurer are responsible for seeing that all required reports and remittances are made.

Section 10.3. USMS – Conflict of Interest. Any and all of the reports noted above and any other reports required by USMS shall be submitted in accordance with the rules, policies and procedures of USMS. GRIN shall observe the recommended practices for LMSCs regarding fiscal year, financial statements, reporting, tax returns, payments for services rendered, archives, reviews/audits, and conflict of interest from the USMS Financial Operating Guidelines. The Board shall include in the Policy Handbook additional requirements concerning such recommended practices, including conflict of interest statements and Board acknowledgement forms.

ARTICLE XI – Dissolution

Upon dissolution by the affirmative written consent of three-fourths of the total of the Club Members and members of the Board of Directors, the net assets of GRIN 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, or if USMS is not then in existence, or is not then a corporation which is exempt under Section 501 C (3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under Sections 170 C (2), 2055 A (2) and 2522 A (2) thereof, such assets shall be distributed to such a corporation, to be used exclusively for educational or charitable purposes.

ARTICLE XII – Restatement

These By-Laws supersede and replace in its entirety the By-Laws adopted on March 25, 2006.