

BYLAWS OF THE NEBRASKA LOCAL MASTERS SWIMMING COMMITTEE (NB LMSC)

Article I - Definitions

Club: An organization or group of permanent character that is a Member of USMS registered through the NB LMSC and that actively promotes and/or participates in Masters swimming. All individual members of a Club are required to register with the NB LMSC.

Code: The USMS Code of Regulations and Rules of Competition, as published, and as amended from time to time. The Code takes precedence over these Bylaws in any conflict with provisions,

Individual Member: An individual who registered with USMS through the NB LMSC. An individual member may or may not be a member of a Club. If not a member of a Club, such an Individual Member is Unattached. No person may be a member of more than one Club at a time. USMS rules shall apply for a member changing LMSC or Club registration.

Local Masters Swimming Committee (LMSC): A division of USMS with supervisory responsibilities within a specific geographic territory.

Member: An individual or club that registered with USMS through the NB LMSC.

NB LMSC: The Local Masters Swimming Committee with supervisory responsibilities for the state of Nebraska. The geographic boundaries of the LMSC are determined by USMS and are documented in USMS Code.

Register: To enroll as a member of USMS through the NB LMSC.

Representative: A registered Member of a Club who is designated by the Club to undertake the responsibilities of the position as required in these Bylaws. The Representative may be changed by the Club at any time, but should be annually recorded with the NB LMSC Registrar. Changes of Representative should be made known to the NB LMSC Registrar as soon as possible.

United States Masters Swimming, Inc. (USMS): The governing body for Masters swimming in the United States.

Article II - Name, Mailing Address

The name of this organization is the Nebraska Local Masters Swimming Committee (NB LMSC), a division of United States Masters Swimming.

The principal office of the NB LMSC shall be at such place as the Board of Directors (the "Board") may from time to time determine.

Article III - Purpose and Objectives

The Mission of the NB LMSC, as a division of USMS, is to promote fitness and health in adults by offering and supporting Masters swimming programs within and outside of its territorial boundaries.

The NB LMSC will support and encourage competitions among its members and those of other LMSCs and other nations.

The NB LMSC will encourage and promote improved physical fitness and health in adults.

The NB LMSC will offer adults the opportunity to participate in a lifelong fitness and/or competitive swimming program.

The NB LMSC will encourage organizations and communities to establish and sponsor Masters swimming programs

The NB LMSC will enhance fellowship and camaraderie among Masters Swimmers.

The NB LMSC may have, in addition, other objectives and goals not in conflict with the goals and objectives of USMS.

Article IV - Nonprofit Status

The NB LMSC, as an entity of USMS, is a nonprofit entity exempt from Federal income tax under 26 U.S.C. §501(c).

The NB LMSC shall not participate in any political campaign or attempt to influence any Federal, state or local legislation.

The NB LMSC shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code or (b) a corporation, contributions to which are deductions under §170(c)(2, 2005(a)(2) and 2522(a)(2) of the Internal Revenue Code.

The NB LMSC shall comply with the financial record keeping and reporting requirements of USMS. The NB LMSC shall forward to the USMS national office the minutes of the annual meeting and annual financial reports within four (4) months of the end of the fiscal year.

Article V - Dues and Fees

Club

A Club must complete an application and pay an annual registration fee, consisting of a USMS fee established by USMS and a LMSC fee established by the NB LMSC, to the NB LMSC Registrar. This fee must be paid each year before any Individual Members of the Club are allowed to register.

Individual Member

An Individual Member must complete a registration application and pay a registration fee, consisting of a USMS fee established by USMS and a LMSC fee established by the NB LMSC. The fee must be paid annually. This fee must be paid before an individual is permitted to

compete in a USMS-sanctioned event. The fee must also be paid within one month of an Individual Member joining a club. Concurrent registration with another LMSC is not permitted.

Sanction Fee

Applicants for a sanctioned event shall submit to the Sanctions Chair such fees and documents as required by the NB LMSC.

Article VI - Year

The fiscal year of the NB LMSC shall be January 1 through December 31.

Individual membership is for the period January 1 through December 31 of each year. Swimmers applying for membership for the following year on or after November 1 shall be issued a membership card valid from the registration date through December 31 of the following year.

Article VII - Board of Directors

General Powers

The Board of Directors shall control and manage the business and property of the NB LMSC. The Board may exercise all such powers of the NB LMSC and do all such lawful acts and things as are not reserved to the Members or some particular officer of the NB LMSC by law, the Code, or elsewhere in these Bylaws. All members of The Board must be members of USMS.

Make-up of the Board

The officers of the NB LMSC listed in Article VIII hereof, the immediate past chair, and the representatives described below shall constitute the Board of Directors of the NB LMSC.

Each registered Club within NB LMSC is entitled to one representative to the Board. For each thirty registered swimmers, a Club is entitled to one additional representative to the Board. Each Club shall decide its own method of selecting its representative(s).

The NB LMSC shall approve the number of representatives for each Club, which shall be determined by the number of registered swimmers of October 31st of the previous year. . Prior to July 1 of each calendar year, the Registrar shall report to the Chair the number of registered NB LMSC swimmers as of June 15 of that registration year. The Chair shall adjust the number of representatives of the Club according to whichever membership figures are greater (October 31 of previous year or June 15 of current year).

The NB LMSC Board of Directors may appoint as many at-large members as it deems appropriate for its efficient operation. Officers, representatives and at-large representatives shall have voting privileges.

Term of Office

Each Director, unless removed, resigned, disqualified, or otherwise separated from office, shall hold office for a term of two (2) years or until his or her successor shall have been elected and qualified. Each Director shall be eligible to succeed himself or herself indefinitely.

Removal

Any Director selected by the terms of this Article VII may be removed by the Individual Members at any time and for any reason at a meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose or one of the purposes, of the meeting is to remove one or more Directors. Any Director elected by the Board to fill the vacancy of a Director elected by the Members may be removed without cause by the Individual Members, at a meeting called for the purpose of removing the Director, but cannot be removed by the Board.

Resignation

A Director can resign at any time by delivering notice in writing, by fax or by electronic mail to the Board, the Chair, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

Vacancies

Any vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors shall be filled by the Board. If the Directors remaining in office constitute less than a quorum of the Board, the Directors may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

Compensation of Directors

No Director shall be entitled to compensation for his or her services as a Director, including attendance at any meeting of the Board or of any Committee thereof. Notwithstanding the foregoing, a Director may be compensated for non-Director duties performed for the NB LMSC.

Reimbursement of Expenses

The Board may provide that Directors receive reimbursement for transportation and other expenses incident to their attendance at any meeting of the Board or any Committee thereof. Reimbursement may also be provided for attendance at national meetings of USMS.

Annual Meeting

The Board shall hold an annual meeting at any agreed upon time and place (preferably corresponding with the annual meeting of the Members) or at such other time and date as is selected by the Chair and included in the notice of the meeting.

Regular Meetings

The Board shall hold at least two (2) other meetings during the year at any agreed upon time and place designated with notice thereof to the Directors.

Special Meetings

Special meetings of the Board may be called by the Chair or at least forty (40) percent of the Directors in office upon delivery to each Director either in person or by mail, postage prepaid and addressed, by telephone, by fax or by electronic mail to such Director at the Director's mailing address, telephone number, fax number or electronic mail address as it appears on the records of NB LMSC, of not less than seven (7) days notice of the date, time, place and purpose of the meeting.

Place of Meetings

The Board shall hold its meetings at a to be determined location within the State of Nebraska as it may from time to time determine. Directors may participate in a meeting of the Board through the use of any means of communication which all Directors participating may simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Waiver

A Director may waive any notice required by law, the Articles of Incorporation or these Bylaws at any time by providing waiver in writing, by fax or by electronic mail to be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any notice required by law, the Code or these Bylaws unless the Director, upon arriving at the meeting or prior to the vote on a matter not properly noticed, objects to lack of notice and does not vote for or assent to the objected to action.

Quorum; Act of the Board

Except as otherwise provided by law or by the By-Laws, the presence of a quorum shall be necessary for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The presence of four (4) directors, one of which must be an officer, shall constitute a quorum. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary if there be no Director present, may adjourn the meeting to a different time (not to exceed thirty (30) days) and/or place until a quorum be had. No notice other than announcement at the meeting need be given of the time and or place of such adjourned meeting.

Actions by Board without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Directors consent, in writing, by fax or by electronic mail. Such consent(s) shall be filed with the records of the NB LMSC. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Nebraska law.

Conflict of Interest Transactions

Any transaction in which a non-compensated Director of the NB LMSC has a material financial interest shall be approved in advance by the vote of a majority of Directors on the Board (or a Committee thereof) who have no direct or indirect financial interest in the transaction, provided the transaction may not be approved by a single Director. The Directors may only approve the transaction if (a) the material facts of the transaction and the Director's financial interest are disclosed to the Board (or to a Committee thereof), and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the NB LMSC. If a majority of the Directors who have no direct or indirect financial interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with a material financial interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable and cannot serve as the basis for imposing liability on a non-compensated Director if the transaction was not unfair to the NB LMSC at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law. In no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

USMS House of Delegates

The Board shall appoint Individual Members to serve as LMSC representatives to the House of Delegates of USMS. The Board may additionally petition the president of USMS for at-large appointments. Members of the House of Delegates of USMS representing the NB LMSC may be reimbursed for expenses incurred while attending the annual meeting of the House of Delegates.

Article VIII - Officers

Principal Officers

The Principal Officers shall consist of a Chair, Secretary and Treasurer and. Each officer shall have such authority and perform such duties as provided in these Bylaws or as the Board from time to time may determine. Any two or more offices may be held by the same person. All officers of the NB LMSC must be Members of USMS.

Election, Term of Office, and Compensation

The Individual Members of the NB LMSC shall elect the officers of the NB LMSC to hold office for a period of two (2) years and are not to be compensated.

The officers shall be elected at the Annual membership meeting in odd-numbered years. The new officers will assume their duties on November 1st of that year (the beginning of the registration year).

Officers may succeed themselves indefinitely.

Officers shall be considered voting representatives of the NB LMSC by virtue of their office, and are not required to represent their clubs as delegates.

Chair

Unless otherwise provided by the Board, the Chair shall be the Chief Executive Officer of the NB LMSC and shall have general charge of the activities of the NB LMSC. The Chair shall keep the Board fully informed of his or her activities on behalf of the NB LMSC. In addition, the Chair shall perform such other duties as from time to time may be assigned to the Chair by law, the Code, the Board, or these Bylaws.

The Chair shall call and preside at all meetings of the NB LMSC membership, the NB LMSC Board and the Executive Committee.

The Chair shall create standing or ad hoc committees when necessary and appoint chairs of those committees.

The Chair shall serve as an ex-officio member of all standing committees.

If there should occur a vacancy among officers of the NB LMSC the Executive Committee shall nominate a current representative of the NB LMSC Board to fill the unexpired term of the vacated office.

Secretary

The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the Corporation's records, keep a register of the post office and email addresses of all Directors, and have general charge of the books and records of the NB LMSC. The Secretary shall be responsible for preparing minutes of the Director's meetings and for authenticating records of the NB LMSC. In addition, the Secretary shall perform such duties and have such powers as may be assigned to the Secretary by law, the Code, the Board, the Chair or these Bylaws.

The Secretary shall also maintain or cause to maintain permanent records containing names and current addresses of all registered NB LMSC Masters swimmers, and Clubs.

The Secretary shall forward to the USMS National office the minutes of the Annual Meeting and Annual Financial Reports within four (4) months of the end of the NB LMSC fiscal year.

Treasurer

The Treasurer shall have custody of, and be responsible for, all of the funds and securities of the NB LMSC and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Board. The Treasurer also shall have custody of and be responsible for the maintenance of the books of account of the NB LMSC, and shall perform such other duties as from time to time may be assigned to the Treasurer by law, the Code, the Board, the Chair or these Bylaws.

The Treasurer shall present a yearly budget to the NB LMSC and maintain all financial records.

The Treasurer shall be responsible for complying with all financial record keeping and reporting requirements of the Code and USMS.

Article IX - Committees and Appointments

Executive Committee

The Executive Committee shall consist of the officers and the immediate past Chair, provided that no person shall take more than one seat on the Executive Committee. Meetings of the Executive Committee shall be called by the Chair. The Executive Committee shall have authority to act for and to create and execute policy between meetings.

Standing Committees

The Chair of the NB LMSC shall appoint chairs for the following standing committees at the annual General meeting of Members:

Coaches
Newsletter (Editor is Chair)
Fitness
Grievances (Legal Counsel is Chair)
Long Distance/Open Water
Officials
Records/Top Ten
Registration (Registrar is Chair)
Safety
Sanctions
Technology (Webmaster is Chair)

The Chair shall charge each committee with its duties. All current Members of the NB LMSC are eligible to serve on a committee(s). Committee members shall be appointed by the Chair.

Ad Hoc Committees

The Chair may appoint other committees on an ad hoc basis that are deemed necessary to carry out the duties of the NB LMSC.

The Chair shall charge each committee with its duties.

Legal Counsel

The Chair may appoint legal counsel for the NB LMSC. Legal counsel shall be a nonvoting member of the Executive Committee.

Article X - General Meetings

There shall be one mandatory General Meeting of Members held during the first four months of the fiscal year for the purpose of:

To approve the budget for the NB LMSC;

To approve membership fees;

And to conduct such other business as may come before the NB LMSC.

The General Meeting shall be scheduled by the Chair, and all other meetings shall be called at the Chair's discretion. Notice of meetings is to be in writing and such notice may be by e-mail, website, newsletter or regular U.S. Mail. Motions shall be passed by a simple majority vote of those NB LMSC Members in attendance. In all other respects, Robert's Rules of Order shall govern the parliamentary procedure of the meetings. Any interpretation of the Rules is the responsibility of the Secretary.

Except as otherwise provided by law, the Code, or these Bylaws, actions taken at a General Meeting shall require a quorum and the act of the majority at a General Meeting at which a quorum is present shall be an act of the NB LMSC. The presence of five (5) Members and two (2) officers shall constitute a quorum.

Article XI - Responsibilities of the NB LMSC

The NB LMSC shall sanction or grant recognition to any Masters event held within its boundaries that meet the requirements for sanction or recognition. The Top Ten chair shall report the final results of each event to Masters Publications and the USMS national office. The Registrar shall email notification and/or a registration form for all sanctioned or recognized events to all Members of the NB LMSC.

Article XII - Indemnification

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 Nonprofit Corporation Law of the State of Ohio 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).

ARTICLE XIII - Grievance Procedures, Athlete's Rights, and Responsibilities

Athlete's Bill of Rights

The NB LMSC, in accordance with the rules of the 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 competition or administrative activity, so long as such competition is conducted in compliance with reasonable local, national, and applicable international requirements.

Conduct of Members

It shall be the responsibility of all NB LMSC Members to conduct themselves in accordance with and to comply with the rules and regulations of USMS.

Enforcement

Any prospective Member of the NB LMSC may be denied membership, and any Member may be censured, placed on probation, suspended, fined or expelled from the NB LMSC, if such Member or prospective Member engages in any unsporting conduct as defined in the rules and regulations of USMS.

Review Section

The Board shall annually elect a Review Section comprised of no less than three (3) Members of the NB LMSC. Its hearings may be conducted by an attorney at law retained by the Review Section for that purpose. If the attorney is not a Member of USMS, he shall have no vote. The Chairman of the Review Section shall be elected by the membership. A quorum for any hearing conducted by the Review section shall be fifty percent of its membership, but in any event, no less than two (2).

General Jurisdiction

The Review Section may conduct hearings on any matter affecting USMS and the NB LMSC and arising solely within the geographical boundaries of the NB LMSC and involving only Members of the NB LMSC.

Appeal

The decision of the Review Section will be final in all cases, subject only to an appeal to the USMS National Board of Review.

Notice to Athletes

In each case, where notice is mailed to a registered athlete, it is sufficient to mail the notice addressed to him at the residence given in his application for registration; or, if he has filed with the registration committee a written notice of change of residence, then at such changed address.

Article XIV - Amendments

Amendments of these Bylaws shall be made by a majority vote of the NB LMSC at any general meeting. Proposed Bylaws changes shall be sent to the NB LMSC membership at least two weeks prior to the meeting. This may be done electronically.

Article XV - Dissolution

Upon dissolution, the net assets of the NB LMSC will not inure to the benefit of any private individual or corporation, but will be distributed to USMS to be used exclusively for educational or charitable purposes, or, if USMS is not then in existence, or is not then an organization exempt as a charitable organization under the Internal Revenue Code of the United States, as amended, and to which contributions, bequests, and gifts are deductible for income tax purposes, such assets shall be distributed to such a corporation, to be used exclusively for educational or charitable purposes.

ARTICLE XVI - Revocation of Previous Bylaws

The adoption of the Bylaws by the Members of the NB LMSC shall constitute a revocation of any previously adopted Bylaws of the NB LMSC, and any previously- adopted Bylaws of the NB LMSC shall have no further force and effect.

Bylaws ratified at the General Meeting of the Nebraska LMSC held Sunday, 22 April 2012.