

# BYLAWS OF UTAH MASTERS SWIMMING

January 22, 2009

## ARTICLE I – NAME, PURPOSE AND JURISDICTION.

1. **Name.** The name of the organization shall be Utah Masters Swimming (hereinafter referred to as “UMS”). UMS is a subordinate unit of United States Masters Swimming, Inc., a not-for-profit corporation (hereinafter “USMS”).
2. **Purpose.** To promote fitness and health in adults by offering and supporting Masters Swimming programs.
3. **Jurisdiction.** UMS has jurisdiction over the sport of Masters swimming in the State of Utah as delegated by USMS.

## ARTICLE II – GOALS AND OBJECTIVES.

1. To encourage and promote improved physical fitness and health in adults.
2. To offer adults the opportunity to participate in a lifelong fitness and/or competitive swimming programs.
3. To encourage organizations and communities to establish and sponsor Masters swimming programs.
4. To enhance fellowship and camaraderie among Masters swimmers..

## ARTICLE III – MEMBERSHIP.

1. **Classes of membership.** The membership of UMS shall consist of the following:
  - a. Club membership – Swim organizations who have registered with USMS and/or UMS as a Swim Club.
  - b. Individual membership – athletes, coaches and other individuals who register with USMS through the UMS Registrar.
2. **Responsibilities of members** – All members of UMS shall
  - a. Abide by the Bylaws, rules, regulations and policies of the USMS and UMS;
  - b. Register annually with USMS through UMS and pay established dues.
3. **Rights of members** – Members have the right to
  - a. Participate and vote in the annual general meeting of membership. Club members may exercise 2 votes. Individual members may exercise 1 vote.
  - b. Attend and speak in meetings of the Board of Directors of the UMS;
  - c. Stand for election to the Board of Directors of UMS;
  - d. Vote in the election of the Board of Directors of UMS; and
  - e. Participate in sanctioned competitions upon the payment of required fees and/or dues.
4. **Member Meetings** –
  - a. **Annual Meeting.** The time and place of the annual meeting of the members shall be determined by the Board of Directors.
  - b. **Special Meetings.** Special meetings of the members of this corporation may be held at any time on request of any two members of the Board of Directors or on demand in writing by any two (2) club members (i.e., teams).

- c. **Notice.** Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail or by e-mail, by or at the direction of the Chair, the Secretary, or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid.
- d. **Quorum.** Those members present or represented at a meeting of the members shall constitute a quorum. The affirmative vote of the majority of the members present or represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, the Articles of Incorporation or other provision of these Bylaws and Standing Rules.

#### **ARTICLE IV – BOARD OF DIRECTORS.**

- 1. **Composition.** The UMS shall be governed by a Board of Directors consisting of the Officers of the UMS, together with the following Directors elected annually at the general membership meeting:
  - i. Coaches' Representative;
  - ii. 1 Representative each from the current Club Members.
- 2. **Duties.**
  - a. **Individual Duties.** Each member of the Board shall
    - i. Maintain current membership in good standing with USMS and UMS.
    - ii. Attend scheduled Board meetings as established under these Bylaws
    - iii. Abide by the Bylaws, regulations and policies of the UMS
  - b. **Collective Board Duties.** The Board shall:
    - i. Govern the affairs of UMS in accordance with these Bylaws.
    - ii. Responsibly manage the finances of the UMS, maintaining fiscal responsibility and solvency. Develop policies which comply with the record-keeping the recording requirements of USMS.
    - iii. Convene in person no less than twice annually to:
      - a) Ratify acts of the Officers,
      - b) Approve the operating budget of the UMS, including the establishment of annual fees, and
      - c) Create such regulations, procedures and committees as may be necessary to carry out the purposes of UMS.
    - iv. Convene in person from time to time for special meetings when called by the Chair, or when 3 or more Board members request the same.

- v. Schedule and conduct a general membership meeting annually, at a time and place announced to all members at least 30 days prior thereto.
  - vi. Report all income and expenses to the general membership at the annual membership meeting.
  - vii. Appoint representative(s) to attend USMS functions on behalf of UMS as needed.
3. **Quorum.** One half (1/2) attendance of the Directors then serving shall constitute a quorum of the Board for the transaction of official business at any meeting.
  4. **Action without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without such meeting if written consent setting forth the action taken shall be signed by all of the directors entitled to vote with respect thereto. Such consent shall have the same force and effect as a vote of such directors at a regularly convened meeting.
  5. **Vacancy and Removal from Office.** Any Director may be removed from office upon affirmative vote of two-thirds of the Board of Directors. Such Director must be given 30 days advance written notice of the intended Board action, and opportunity to defend him/herself to the Board in person at a Special Meeting of the Board convened no less than 20 days following such notice. Such notice shall include specific allegations of cause sufficient to allow the Director to defend him/herself with specificity. Upon the creation of a vacancy under this section, the Chair shall appoint a replacement to fulfill the remaining term of the removed Director.
  6. **Compensation.** The Board of Directors of this corporation shall serve without compensation.

#### **ARTICLE V – OFFICERS.**

1. **Offices and Duties.** The day-to-day operations of UMS shall be managed by the Officers. The titles and responsibilities of such officers are as follows:
  - a. **Chair**
    - i. Schedule and preside over meetings of the Board of Directors
    - ii. Preside over the annual general membership meeting
    - iii. Supervise the day-to-day operations of UMS
    - iv. Supervise the Officers of UMS in the conduct of their duties
  - b. **1<sup>st</sup> Vice Chair**
    - i. Fulfill the duties of the Chair in his/her absence
    - ii. Supervise the functions of the following committees/managers (Committee functions may be combined):
      - a) Top 10 competitive times and UMS Records
      - b) Tri-Athletes
      - c) Open Water Competitions
      - d) Fitness
    - iii. Such other functions as delegated by the Chair
  - c. **2<sup>nd</sup> Vice Chair**
    - i. Fulfill the duties of the 1<sup>st</sup> Vice Chair in his/her absence

- ii. Supervise the functions of the following committees/managers (Committee functions may be combined):
    - a) Coaches
    - b) Meet Direction
    - c) Officials / Safety
    - d) Club Members
  - iii. Such other functions as delegated by the Chair
- b. Secretary**
- i. Generate and maintain the records of UMS, including minutes of all meetings of the Board of Directors.
  - ii. Prepare and submit all forms as required by USMS
  - iii. Prepare and conduct correspondence on behalf of UMS
  - iv. Deliver written notice of the date, time, place and agenda for all Board meetings to all Board members, at their last given email address, at least 14 days prior to the date scheduled.
  - v. Deliver written notice of the date, time, place and agenda for all Membership meetings to all Members, at their last given street or email address, at least 14 days prior to the date scheduled.
  - vi. Supervise the functions of the following committees/managers (committees may be combined):
    - a) Newsletter / Archives
    - b) Web Page
    - c) Sanctions
- c. Treasurer**
- i. Receive and remit all monies of UMS.
  - ii. Maintain complete and accurate records of all UMS finances, submitting the same for regular review by the Chair and the Board of Directors.
  - iii. Prepare an annual budget for review and approval by the Board of Directors, as well as the general membership.
  - iv. Prepare and submit an annual financial report to USMS.
  - v. Remit monthly registration fees to USMS.
  - vi. Supervise the functions of the following committees/managers (committees may be combined):
    - a) Awards / Recognition
    - b) Social
- d. Registrar**
- i. Register all Team and individual members with UMS and USMS.
  - ii. Generate and remit all membership reports to USMS.
  - iii. Maintain membership roster in conformance with USMS policies.
  - iv. Maintain archives of UMS.
- 2. Term.** All officers shall serve a term of two years each, provided one-half of the officers shall be elected in alternate years as follows:

- a. **Chair, 2<sup>nd</sup> Vice Chair, and Treasurer** shall serve a term of 2 years each, commencing in years ending in an even number, e.g. 2008, 2010, 2012, etc.
  - b. **1<sup>st</sup> Vice Chair, Secretary, and Registrar** shall serve a term of 2 years each, commencing in years ending in an odd number, e.g. 2009, 2011, 2013. The initial officers elected in this group shall serve a term of one year.
- 3. Vacancy & removal from office.**
- a. In the event the Chair is unable to complete his/her term, the 1<sup>st</sup> Vice Chair shall succeed as Acting Chair until such time as the Board elects a successor to complete the remainder of the Chair's term.
  - b. In the event any other officer is unable to complete their term, the Board shall elect a successor to complete the remainder of the unexpired term.
  - c. Any Officer may be removed from office upon affirmative vote of two-thirds of the Board of Directors. Such Officer must be given 30 days advance written notice of such intended Board action, together with the opportunity to defend him/herself to the Board in person at a special meeting of the Board convened no less than 20 days following such notice. Such notice shall include specific allegations of cause sufficient to allow the Officer to defend him/herself with specificity.

#### **ARTICLE VI - COMPETITIONS.**

UMS shall encourage and facilitate the conduct of swimming competitions in the State of Utah, whether sanctioned by USMS or in conjunction with events scheduled by other sport governing bodies, for example tri-athlete events. Club members, individual members, or others may receive assistance from UMS in organizing such events, including explanation of sanctioning rules, retention of officials, and event publicity. Any such support will be at the discretion of the Board of Directors.

#### **ARTICLE VII – GRIEVANCE PROCEDURE**

Any individual or club member may formally file a complaint seeking redress for a violation of these Bylaws, any UMS Policy, Procedure or Rule, or unsporting conduct.

1. **“Unsporting Conduct”** is defined as:
  - a. Violation of a member's opportunity to participate in UMS activities.
  - b. Discrimination in violation of Article 5 of the USMS Rules.
  - c. Any act of fraud, deception or dishonesty in connection with any USMS related activity.
  - d. Any nonconsensual physical contact, obscene language or gesture, or other threatening language or conduct directed toward another member or meet personnel, in connection with a USMS event.
  - e. Any act, conduct, or omission that is detrimental to the image or reputation of UMS, USMS or the sport of swimming.
2. **Complaint Procedure.**
  - a. A complaint shall

- i. consist of a concise written statement of the behavior or circumstance alleged, signed by the person making the complaint;
    - ii. clearly identify the member making the complaint, and the member against whom the complaint is made; and
    - iii. be directed only to the Chair.
  - b. Upon receipt of a complaint, the Chair shall first make a determination whether the subject matter involves an issue for which a grievance may be brought under this Article and involves a member of the UMS. If the Chair determines that the complaint does not meet such criteria, the Chair shall dismiss the complaint and notice of same shall be transmitted to the party bringing the complaint and to the Board.
    - i. In the event the grievance is brought against the Chair, the Board shall designate a neutral 3<sup>rd</sup> party to act as the Grievance Chair. Such Grievance Chair shall fill the role of Chair for the purposes of this Article.
    - ii. If the Chair does not dismiss the complaint, the Chair shall transmit a copy of the complaint to all other parties involved. 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 UMS. In the event there are multiple parties or varying interests, the Chair to realign the parties according to their interest in the matter.
  - c. 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 twenty days from the date the copy of the complaint is transmitted by the Chair. Replies shall be in writing and signed by the person responsible for making the reply. The Chair shall advise all parties in writing of their hearing rights under these guidelines, as well as their appeal rights under this Article. The Chair, for reasonable grounds, including excusable neglect, may extend any time limit.
- 3. Mediation or Resolution by the Chair.**
  - a. After all parties have transmitted written statements to the 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 Chair.
  - b. If a party who is the subject of a complaint fails to make a reply, but other parties have replied, then the Chair may proceed to mediation under this section, or to a hearing under the following section.

- c. If no party who is the subject of a complaint makes a reply, then the Chair may act on the complaint as filed, or may take evidence or information from any source. The 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 Board of Trustees.

#### **4. Hearing Procedure.**

- a. If no agreement can be reached, the Chair shall designate three members of the UMS to act as a hearing panel to resolve the grievance and all matters related thereto. The Chair shall preside over the hearing and give counsel to the panel concerning procedural matters and the USMS rules, but shall have no vote.
- b. 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 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.
- c. 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 Chair. If the hearing panel does not dismiss the complaint, it may deny membership in UMS, censure, place on probation, suspend, fine or expel from UMS membership any member or any person participating in the affairs of USMS who has engaged in any unsporting conduct. If a person is expelled from UMS, such action shall be transmitted by the Chair to the USMS National Board of Review for further action, if any, it deems necessary.
- d. Upon the rendering a final decision, the Chair shall notify all parties in writing of their right to appeal to the USMS National Board of Review. UMS may stay the imposition of any penalty pending such appeal.

#### **ARTICLE VIII – MISCELLANEOUS.**

**1. Savings Clause.** If any provision of these Bylaws is determined by a Court of competent jurisdiction to be unenforceable under applicable law, such provision shall be deemed eliminated to the extent necessary to permit the remaining provisions to be enforceable; and, in addition, any provision found by any such court to be unenforceable in part may be limited by such court to the extent necessary to permit its enforcement.

**2. Amendments.** These Bylaws may be amended, in whole or in part, by the affirmative vote of a two-thirds (2/3) majority of the Directors. An amendment may be proposed by any Member, provided it is co-sponsored by a Director, and provided in

writing to all Directors, together with notice of the date, time and place of the Special Board Meeting, no less than 15 days prior to such vote.

**3. Waiver of Notice.** Whenever any notice is required to be given to any Director or Member under these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required Notice. The presence of a Director or Member at any meeting shall constitute a waiver of any notice required for such meeting, except where a Director or Member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.


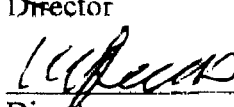
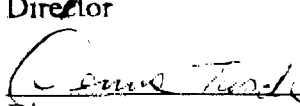
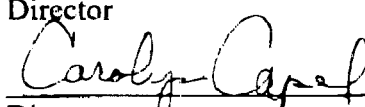
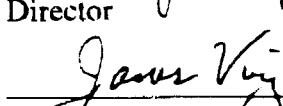

**4. Selection of delegates to USMS Convention.** The Board of Directors may designate any individual member(s) to serve as the official delegate(s) of UMS to the USMS annual convention. Such delegate(s) will serve at the discretion of the Board and will represent the official position of the Board in any matters of USMS governance requiring a UMS vote thereon.

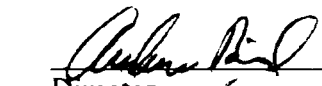
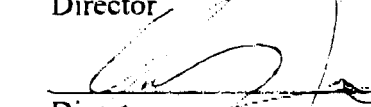

**5. Membership Data.** Membership data shall be used by UMS solely for official USMS and UMS business, and shall not be distributed to third parties.

**6. Fiscal Year.** The fiscal year of UMS shall be on a calendar basis.

**7. Dissolution.** UMS may dissolve upon the affirmative vote of two-thirds (2/3) of the Membership at any General Membership Meeting, held no more than 30 days following written notice to all Members of the proposed dissolution. Upon dissolution the net assets of UMS will be distributed to USMS, or its successor in interest, provided such successor is qualified under IRC 501(c)3 as a not-for-profit organization. Such proceeds will be used exclusively for education and charitable purposes.

Wherefore, the undersigned acknowledge these Bylaws as the true, complete and accurate Bylaws of the Utah Masters Swimming as adopted by the Board of Trustees on the date set forth above.

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