

Minnesota Masters Swimming Committee Bylaws

ARTICLE I—Name and Scope

Section 1.1-Name. The name of this organization shall be the Minnesota Masters Swimming Committee. The Minnesota Masters Swimming Committee is a Local Masters Swimming Committee (LMSC), which is a recognized division of United States Masters Swimming, Inc. (USMS). Minnesota Masters Swimming is the LMSC for the region consisting of Minnesota and the western Wisconsin counties of St. Croix, Dunn, and Pierce, as defined by USMS, and subject to amendment by USMS. The Minnesota Masters Swimming Committee is also known as the Minnesota LMSC or the MN LMSC.

Section 1.2-Zone. Currently, USMS has assigned MN LMSC to the Breadbasket Zone, which consists of Colorado, Iowa, Minnesota, Missouri Valley, Nebraska, North Dakota, Ozark, and South Dakota.

Section 1.3-Address. The official address of MN LMSC is that of the Registrar.

Section 1.4-Fiscal year. The fiscal year for MN LMSC shall be January 1 to December 31.

ARTICLE II—Objectives

Section 2.1-Purpose. The purpose of MN LMSC is to operate exclusively for public health, safety, and charitable purposes, including but not limited to:

- Fostering and improving Masters Swimming in accordance with the standards and under the rules prescribed by USMS;
- Setting policies and procedures in the MN LMSC program and exercising control over the scheduling and conduct of Masters Swimming events sanctioned by MN LMSC; and
- Protecting and promoting the mutual interests of its members as those interests relate to the advancement of Masters Swimming.

Section 2.2-Prevailing Rules. MN LMSC shall be subject to all rules and regulations of USMS. Should any discrepancies arise between such rules and regulations and these Bylaws, the rules and regulations of USMS shall govern.

Section 2.3-Qualification as Tax-exempt Organization. MN LMSC shall qualify as a tax-exempt organization under the umbrella of USMS. The portions of the Articles of Incorporation and Bylaws of USMS providing for tax-exemption shall be incorporated herein by reference. No part of the net earnings of MN LMSC shall inure to the benefit of, or be distributable to, its members, Board of Directors, Committee Chairs, Officers, or other private persons, except that MN LMSC 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 these Bylaws. MN LMSC may make distributions to corporations, trusts, community chests, funds or foundations pursuant to rules and regulations governing USMS.

ARTICLE III—Membership

Section 3.1-Definitions. The following definitions shall apply throughout this document:

- CLUB. An organization registered with USMS through MN LMSC. A CLUB is recognized as an entity for competitions and events sponsored by USMS, such as national meets.
- WORKOUT GROUP. A subordinate organization (subgroup) of a CLUB registered with USMS through MN LMSC.
- INDIVIDUAL. A person registered with USMS through MN LMSC (may be associated with a CLUB or WORKOUT GROUP or Unattached).

Section 3.2-Qualification. MN LMSC does not discriminate on the basis of sex, race, color, religion, national origin or disability or any other class of persons protected under applicable law. Any INDIVIDUAL, WORKOUT GROUP, or CLUB that participates in or cooperates with, fosters or promotes Masters Swimming programs and has met the membership requirements of USMS, as well as paid the appropriate dues and/or fees to USMS and MN LMSC, shall be afforded all rights and privileges of MN LMSC as prescribed in these Bylaws. Membership is open to individuals age 18 or older who are either unattached or are members of a CLUB registered with MN LMSC.

Section 3.3-Dues. The Board of Directors shall establish MN LMSC dues requirements, including individual membership fees, WORKOUT GROUP registration fees and CLUB registration fees. MN LMSC dues shall include any USMS registration fees and any other fees required by USMS and to fund activities authorized by these Bylaws.

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Section 3.4-Violations. Any member who fails to conform to or violates the provisions of these Bylaws or the Rules of USMS may be suspended, expelled or penalized as prescribed by the MN LMSC Board of Directors.

- The MN LMSC Board of Directors shall determine the details of a suspension.
- When a member is expelled, the Secretary of MN LMSC shall notify all member CLUBs and WORKOUT GROUPs of MN LMSC as well as the expellee in writing within 30 calendar days of such action. If the case warrants severe penalties, USMS will also be informed.
- Appeals for any decision or penalty prescribed by MN LMSC can be made under the provisions set forth in the current Rules of USMS.

ARTICLE IV—Directors and Officers

Section 4.1-General Powers of the Board of Directors. The business and affairs of MN LMSC shall be managed by its Board of Directors (Board). The Board shall be the policy making body of MN LMSC. The Board shall have the authority to accept or reject budgets and non-budgeted expenditure recommendations made by the Executive Committee.

Section 4.2-Membership of the Board of Directors. The Board shall consist of the Officers of MN LMSC as defined in Section 4.5 below and the Committee Chairs of MN LMSC as defined in Section 4.5A, plus one designated representative from each CLUB, as well as one designated representative from each WORKOUT GROUP consisting of at least 5 swimmers. All members of the Board of Directors shall be members in good standing with MN LMSC and USMS. All Board members must provide the Secretary with an accurate e-mail address for the Board member. That information must be provided to the Secretary on a yearly basis.

Section 4.2A - Quorum of the Board of Directors. The Board members present, or participating remotely, at any properly announced meeting, composed of at least six (6) Board members not including Alternate representation as defined in Art V, Section 5.2, shall constitute a quorum for business transactions to take place and motions to pass.

Section 4.3-General Powers of the Executive Committee. The budget and expenditures of MN LMSC shall be managed by its Executive Committee. The Executive Committee shall have the authority to approve detailed budgets and non-budgeted expenditures for acceptance or rejection by the Board.

Section 4.4-Membership of the Executive Committee. The Executive Committee shall consist of the elected Officers of MN LMSC as defined in Section 4.5 below.

Section 4.5-Number and Qualification of Officers. The Officers of MN LMSC shall be the Chairperson (Chair); Vice Chairperson (Vice Chair); Secretary; Treasurer; Registrar, and two At-Large members (differentiated herein as At-Large “A” and At-Large “B”) . These seven officers shall comprise the Executive Committee. Any person other than the Chair may hold more than one office at a time but such person must be nominated and elected or appointed to each position, with the exception that the Treasurer and Registrar may not be the same person and no person may hold more than two offices. All Officers shall be members in good standing with MN LMSC and USMS.

Section 4.5A-Number and Qualification of Committee Chairs. The Committee Chairs of MN LMSC shall include the positions required by USMS (Current required positions include: Communications Committee Chair; Top 10 Recorder Committee Chair; Sanctions Committee Chair; Coaches Committee Chair; and Officials Committee Chair), as well as any current Standing Committee Chair. Any person may hold more than one office at a time, but such person must be appointed to each position. All Committee Chairs shall be members in good standing with MN LMSC and USMS.

Section 4.5B-Standing Committee Chairs. The Executive Committee, with the approval of the Board of Directors, may, by a two thirds vote, establish or eliminate any Standing Committee. A list of Current Standing Committees will be maintained in a standing policy by the Board. .

Section 4.5C-Special Committee Chairs. Special Committees and Special Committee Chairs as defined in Section 6 Special Committee Chairs do not become members of the Board through this appointment, but may be members of the Board.

Section 4.6-Election and Term of Office for Executive Officers. The Officers shall be elected at the Annual Meeting and shall hold office for a period of two years, or until a successor is selected. Officers may be re-elected for successive terms but officers with duties that include signing checks for disbursement of funds (ie Chair, Vice Chair and Treasurer, per Section 4.10) will be limited to 4 consecutive years at a single position unless no other person is nominated. Unless

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otherwise approved at the annual meeting, the Term of Office will begin on January 1 following the annual meeting. Elections for Executive Officers shall be staggered between odd and even years. Elections shall take place in even years for the Secretary, Treasurer, and At-Large “B”. Elections shall take place in odd years for the Chair, Vice Chair, Registrar, and At-Large “A”.

Section 4.6A - Election and Term of Office for Committee Chairs. Committee Chairs shall be appointed by the Chair and approved by a majority of the Executive Committee. Committee Chairs shall hold office until Dec 31st of the current year..

Section 4.7-Nominations. Nominations for Officers shall consist of a slate of candidates prepared by the Nominating Committee and nominations made from the floor at the Annual Meeting.

Section 4.8-Eligibility for Voting. All INDIVIDUAL members in good standing with MN LMSC and USMS who are present at the Annual Meeting shall be eligible to vote for Officers.

Section 4.9 – Resignation, termination, and removal.

- **Resignation:** Resignation from the Board, Executive Officers, or Committee Chairs must be in writing and received by the Secretary or Chair.
- **Code of Conduct Standing Policy:** This policy is to be created and maintained by the Board of Directors.
- **Executive Committee Removal:** The Executive Committee may remove a Board member, Executive Officer, or Committee Chair for violations of the Code of Conduct Standing Policy by a two-thirds (2/3) vote. No removal shall occur, except pursuant to a procedure that is fair and reasonable in accordance with applicable law.
- **Board of Directors Removal:** The Board of Directors may remove a Board member, Executive Officer, or Committee Chair with or without cause by a three-fourths (3/4) vote. A quorum for the Board of Directors for this purpose is increased to a minimum of eight (8) members of the Board present at any properly announced meeting with at least 30 days’ notice.
- **Board of Directors Termination:** The Board of Directors may terminate a MN LMSC member for violations of the Code of Conduct Standing Policy by a three-fourths (3/4) vote. A quorum for the Board of Directors for this purpose is increased to a minimum of eight (8) members of the Board present at any properly announced meeting with at least 30 days’ notice.
- **Board of Directors Notice:** The notice of a meeting at which removal or termination of a member of the Board of Directors is to be considered shall state that the purpose, or one of the purposes, of the meeting is the removal or termination of the Board member. No termination shall occur in any case, except pursuant to a procedure that is fair and reasonable in accordance with Minnesota Statute § 317A.411, or applicable law.

Section 4.9A – Terminated Board Members. A member terminated from the MN LMSC shall be considered not in good standing with the MN LMSC. Such member may submit a written request per paragraph 7.1 asking for this status to be changed no more than once per calendar year.

Section 4.9B - Unfinished Terms. If any Officer is unable to complete his/her term, the Board shall appoint a replacement at the next open meeting by 2/3 majority to fill the vacancy for the unexpired term of such Officer.

Section 4.10-Duties. The duties of the elected Officers shall be as follows:

a) LMSC Chair:

- Presides at all meetings of MN LMSC and performs all duties as may be required by the Office.
- Appoints Committee Chairs subject to approval as required.
- Serves as an ex-officio member of all Standing and Special Committees, except the Nominating Committee. Attendance at committee meetings is not required,
- Signs checks for disbursement of monies in the event that the Treasurer is unable to perform such duties.
- Authorizes special non-budgeted expenditures for amounts as established by the Executive Committee.
- Appoint member(s) to the USMS House of Delegates and ensures that at least one delegate attends the USMS annual meeting
- Ensures that accounts are reconciled annually by a person other than a person who is authorized to sign checks.

b) Vice Chair:

- Performs all duties of the Chair, when the Chair is absent or unable to act.
- Performs such other duties as requested by the Board or assigned by the Chair.
- Prepares to take the office of Chair at the end of the current term of office.

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c) Secretary:

- Keeps the minutes of proceedings of all MN LMSC meetings. Prepares and submits annual meeting minutes to USMS national office and retains copy for LMSC archive.
- Maintains custody of the official copy of the Bylaws and records all amendments. A copy of the current LMSC bylaws shall be on file with the USMS National Office.
- Corresponds as needed with USMS and MN LMSC members.
- Responsible to report any changes of treasurer or registrar to the National Office Administrator, Registration Committee Chair, and Controller as soon as known. Information is to include: name, address, phone, and email.
- Performs all duties usually expected of the office of Secretary.
- Performs duties of the Vice Chair when Vice Chair is unable to perform such duties and such other duties as requested by the Board or assigned by the Chair.
- Maintain a list of Board of Director members, including CLUB and WORKOUT GROUP appointments, and their e-mail addresses for use in e-mail voting. The Secretary may remove invalid e-mail addresses after attempting to reach and correct the issue with the voting member.

d) Treasurer:

- Receives all monies and deposits such monies to accounts in the name of MN LMSC.
- Signs checks, notes and drafts for authorized expenditures. The Treasurer may require receipts before paying expenses. Dual signatures are required on all checks of \$5,000 or more.
- Submits a budget for approval of the Executive Committee and acceptance by the Board before the beginning of each fiscal year that includes normal operating expenses and anticipated revenue for MN LMSC activities. This budget shall include estimates for various expenses and sources of income such as expenses for the National Convention and income from INDIVIDUAL and CLUB dues, meets, open water swims, and other events.
- Maintains proper accounting procedures of all monies received and disbursed.
- Presents to MN LMSC, when requested, all monies, accounts, books, papers, vouchers and records pertaining to his office for annual audit or other purposes.
- Performs the duties of the Secretary when the Secretary is unable to act and such other duties as requested by the Board or assigned by the Chair.
- Reconciles the banking account(s) in conjunction with LMSC and USMS Financial Requirements.
- Submit annual financial statements to USMS National office within four months of the LMSC's year end. The financial statement shall include an income statement with itemized revenues and expenditures and a balance sheet, prepared using sound accounting principles.
- Files an annual return with the IRS. Based on the amount of gross receipts and total assets, the return will be either Form 990, 990-EZ or 990-N (e-Postcard).

e) Registrar:

- Maintains a list of registered CLUBs and WORKOUT GROUPs and their delegates for MN LMSC meetings.
- Maintains a list of registered INDIVIDUALs.
- Maintains a registration process for CLUBs, WORKOUT GROUPs and INDIVIDUALs.
- Provides USMS with registration data in accordance with USMS rules.
- Notifies clubs of USMS club renewal process no later than October 31st each year.

f) At-Large:

- Performs such duties as requested by the Board or assigned by the Chair.

The duties of the appointed Committee Chairs shall be maintained in a standing policy by the Board of Directors and made available to members of MN LMSC:

Section 4.11-Performance of Duties. Each Officer and Director shall perform the duties as a Board member in good faith, in a manner the Board member reasonably believes to be in the best interests of MN LMSC, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a Board member shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, reasonably believed to be accurate and prepared or presented by competent and knowledgeable persons or groups. A Board member shall not be considered to be acting in good faith if the Board member has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

Section 4.12-Liability and Indemnification. An Officer or Director who is performing duties of the office prudently and in good faith shall not have any liability by reason of being or having been an Officer or Director of MN LMSC. There shall be

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no personal liability, either direct or indirect, of any Officer or Director of MN LMSC to MN LMSC for monetary damages for any breach of fiduciary duty as a Board member or Officer; except that this provision shall not eliminate the liability of a Board member or Officer to MN LMSC for monetary damages for any breach, act, omission or transaction as to which applicable law prohibits expressly the elimination of liability. This provision shall not limit the rights of Board members or Officers of MN LMSC for indemnification or other assistance from MN LMSC. MN LMSC shall indemnify any person who is serving as an Officer or Board member for any cost or liability incurred by such person by reason of such service to the fullest extent permitted by law.

ARTICLE V—Meetings

Section 5.1-Meeting Types

Board Meetings.

Board Meetings of the MN LMSC shall be held at such times and places as selected by the Board in accordance with a Standing Policy to be maintained by the Board and made available to members. Open Session Board Meetings shall be open to all MN LMSC members. Closed Session Board Meetings shall be open only to Board members and those specifically invited by the Board of Directors. Closed Session Board Meetings should be held sparingly and only used when sensitive matters must be addressed that cannot be addressed in Open Session Board Meetings.

Executive Committee Meetings.

Executive Committee Meetings of MN LMSC shall be held in such times and places as selected by the MN LMSC Officers. Executive Committee Meetings shall be open only to MN LMSC Officers and those specifically invited by the MN LMSC Officers.

Annual Meetings.

The Annual Meeting of MN LMSC shall be held at a date set by the Board for the purpose of electing Officers ratifying Bylaws, and conducting any other business that may arise. Notice of the date of the Annual Meeting will be made to all members at least one (1) month prior to the meeting's scheduled date. Meeting notice may be provided by any reasonable means (e.g., email, postal mail, etc.) to the location (physical or virtual) provided by the INDIVIDUAL members in the list maintained by the Registrar.

Special Meetings.

Special meetings shall be by or at the request of the Chair or a majority of the Board, or upon written petition of one-fifth (1/5) of the MN LMSC general membership. Board members shall be notified at least ten (10) days prior to a special meeting.

Section 5.2 Voting Members.

Board Meetings.

Each Board member is eligible to vote (though each person at the meeting may only vote once even if holding multiple positions). Alternate representatives to Open Session Board Meetings may be designated by each CLUB, WORKOUT GROUP, or Committee Chair so that action and communication may be complete and continuous. Alternate representatives may vote only in the absence of the designated representatives. A member of the Executive Committee who is in attendance must be notified of any Alternate representatives by the absent Board member prior to the meeting.

Executive Committee Meetings.

Each MN LMSC Officer is eligible to vote (though each person at the meeting may only vote once even if holding multiple positions).

Annual Meetings.

Each member of MN LMSC in good standing shall have one vote at the Annual Meeting. Members must be present to vote, and may not designate an alternate representative.

Special Meetings.

Each member of MN LMSC in good standing shall have one vote at a Special Meeting. Members must be present, or participating remotely, to vote, and may not designate an alternate representative.

Section 5.3 - Representation. Each CLUB or WORKOUT GROUP in good standing with MN LMSC may appoint one person to serve as a voting member of the Board. Such representative shall be entitled to one vote. Voting may be by ballot, e-

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mail, or any reasonable means determined by the Executive Board. The person appointed by the CLUB or WORKOUT GROUP must provide the Secretary with: 1) the name of the CLUB or WORKOUT GROUP from which the person was appointed; and 2) an accurate e-mail address for the appointed person. That information must be provided to the Secretary on a yearly basis.

Section 5.4-Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order shall govern all MN LMSC proceedings except where inconsistent with USMS.

Section 5.5-Proceedings. Any MN LMSC member may make a motion during the New Business portion of any regularly scheduled Open Session Board Meeting, Annual, or Special Meeting. Any such motion made during an Open Session Board Meeting must be seconded by a voting member of the Board to move forward.

Section 5.6 -Approval. A simple majority of voting members who are present, or participating remotely, at the meeting shall be required to pass any motion except as otherwise specified in these bylaws. Any Member in good standing can be present, or participate remotely when available, at any Open Session Board Meeting, Annual, or Special meeting and shall be encouraged to voice suggestions or opinions on any matter.

Section 5.7 – Meeting Purview

Open Session Board Meetings shall include subject matter and voting of issues, such as Events, Clinics, Meets, Member Benefits, Sanction Fees, Meet Fees, Policies, Bylaws proposals, National Representation (e.g., convention), nominations, and approval or amendment of Bylaws. Issues of a financial nature, such as Member Dues, Club Fees, Annual Budget, non-budgeted expenditures shall be approved by the Executive Committee and submitted to the Board for an Acceptance/Rejection vote.

Closed Session Board Meetings shall include subject matter and voting of issues of a sensitive nature, such as Violations and Grievances.

Executive Committee Meetings shall include subject matter and voting of issues of a financial nature, such as Annual Budget and non-budgeted expenditures.

Annual Meetings shall include election of Officers and ratification of the Bylaws when required.

Special Meetings shall include questions that cannot be (or are not being) addressed by the Board of Directors that are sufficiently urgent that they cannot wait until the next Annual Meeting.

Section 5.8-USMS National Convention. Voting delegates to the USMS National Convention shall be appointed by the Board to represent MN LMSC. Appointed delegates may be reimbursed as representatives of MN LMSC in part or in whole by approval of the Board. MN LMSC encourages other interested persons to attend the USMS National Convention at their own expense.

Section 5.9 - Quorum. Except as otherwise specified, the members present, or participating remotely, at any properly announced meeting shall constitute a quorum. An e-mail vote shall be deemed to satisfy quorum requirements if more than 75% of e-mail ballots are returned by the voting member within the specified time. The Board of Directors shall institute a policy regarding email voting procedures and requirements consistent with these bylaws and shall be made available to members of MN LMSC.

ARTICLE VI—Committees

Section 6.1-Function. The Committees are formed to accomplish special functions required to effect the business operations of MN LMSC. Standing Committees serve on-going functions and exist continuously. Special Committees are formed to execute a specific business function that has a finite life span.

Section 6.2- Committee Chairs. Each Committee Chair shall designate as many members as necessary to ensure continuity and accomplishment of the committee objective. If attendance at board meetings is not feasible, a written committee report may be submitted.

Section 6.3-Standing Committees. The responsibilities of the USMS required committees are described by USMS on the USMS website. The MN LMSC shall have a Standing Policy describing the responsibilities of the Standing Committees.

Section 6.4-Special Committees. Special Committees or chairpersons may be appointed by the Chair or at the request of the Board to perform specific functions.

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Section 6.5 Nominating Committee. The Nominating Committee is a permanent Special Committee and shall be appointed by the MN LMSC Chair to collect nominations for, and prepare a slate of Officers to be presented at or before the Annual Meeting. The Nominating Committee shall obtain the consent of persons nominated for an office.

ARTICLE VII—Grievance Procedure

Section 7.1-Grievances. All grievances shall be managed in accordance to USMS guidelines and shall follow the same procedure:

Disputes arising within a single CLUB shall be filed directly with such CLUB and handled pursuant to that CLUB's rules and procedures.

Disputes during competition shall be resolved at the event, if at all possible. Failing that, the complainant shall inform the MN LMSC Chairperson, or the Chairperson's designee, in writing, of the nature and details of the dispute within 30 days of the incident.

- If a dispute arises outside of competition, the complainant shall inform the MN LMSC Chairperson, or the Chairperson's designee, in writing, of the nature and details of the dispute within 30 days of the incident.
- The Board of Directors shall appoint an investigative committee to investigate any written complaints and make a recommendation as to the resolution for action by the Board of Directors.

ARTICLE VIII—Amendment of Bylaws

Section 8.1-Amendments. These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by approval of a two-thirds (2/3) majority of the voting members present, or participating remotely, at a regularly scheduled Open Session Board Meeting and ratified at the Annual Meeting. The notification of the Open Session Board Meeting must state that action concerning the Bylaws will be taken and must include the exact wording of the proposed changes or amendment(s). The notification of the Annual Meeting must state that action concerning the Bylaws will be taken and must either include the exact wording of the proposed changes or amendment(s), or include a link directing members to where the exact wording of the proposed changes or amendment(s) can be found.

ARTICLE IX—Dissolution

Section 9.1-Dissolution. A request for dissolution of MN LMSC shall be approved by a two-thirds (2/3) majority of the members present, or participating remotely, at a regularly scheduled Open Session Board Meeting of MN LMSC.

Dissolution shall be made in accordance with USMS rules and regulations. The notification of the Open Session Board Meeting must state that action concerning dissolution of MN LMSC will be taken.

Section 9.2-Distribution of Assets. Upon dissolution, the net assets of MN LMSC shall inure to USMS in accordance with their rules and regulations.

CERTIFICATIONS

These bylaws were approved on 21 August 2012 by the Board of Directors by a two-thirds majority. These bylaws have been updated and approved on the following dates: 3 Nov 2018