

BYLAWS
OF THE
LOCAL MASTERS SWIMMING COMMITTEE FOR NORTH CAROLINA

Approved March 2, 2009

ARTICLE I - Name, Purpose, and Jurisdiction

1. Name

The name of the organization shall be the Local Masters Swimming Committee for North Carolina (hereinafter referred to as the "LMSC"). The LMSC is a subordinate unit of United States Masters Swimming, Inc., a not-for-profit corporation.

2. Purpose

To promote fitness and health in adults by offering and supporting Masters swimming programs.

3. Jurisdiction

The LMSC has jurisdiction over the sport of Masters swimming in the State of North Carolina as has been delegated to it by United States Masters Swimming, Inc. (hereinafter referred to as "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 program.
3. To encourage organizations and communities to establish and sponsor Masters swimming programs.
4. To enhance fellowship and camaraderie among Masters swimmers.
5. To stimulate research in the sociology, psychology and physiology of Masters swimming.

ARTICLE III - Membership

1. Classes of Membership

- a. Club Members – are those swim organizations which have registered with the LMSC and USMS as a swimming club. As an example, North Carolina Masters Swimming Club ("NCMS") is a Club.
- b. Workout Group Members – are those swim organizations which have registered with the LMSC and are affiliated with a Club within the LMSC. As an example, Raleigh Area Masters ("RAM"), Rocky Mount YMCA Masters (RMYM) and Charlotte Swim Masters ("CSM") are all Workout Groups affiliated with the NCMS Club.

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- c. Individual Members – include athletes, coaches or persons otherwise interested in the purposes and programs of the LMSC who register annually with the USMS through the LMSC Registrar.
2. Responsibilities of Members
 - a. Income – Any income received by any member from promotion of Masters swimming or Masters swimming events shall be used in accordance with the purposes of the LMSC.
 - b. Conduct – Every member of the LMSC shall abide by the Bylaws, and any Rules, Regulations and Policies of the LMSC and USMS.

3. Representation

Club and Workout Group Members are strongly encouraged to have representation at all meetings of the LMSC Board of Directors in any particular year, either in person or by proxy. Individual Members may attend all meetings of the LMSC with voice, but no vote.

4. Registration of Members

- a. Club Members – must register annually with USMS through the LMSC Registrar prior to any Individual Member registering as affiliated with the Club. All renewals for Clubs must occur annually by November 1st.
- b. Workout Group Members – must register annually with USMS through the LMSC Registrar and affiliate with a registered LMSC Club.
- c. Individual Members – must register annually with USMS through the LMSC Registrar and specify affiliation with the LMSC as (1) unattached, (2) as a member of a Club, or (3) as a member of a Workout Group affiliated with a Club.
- d. Individual Member Transfers – must adhere to the sixty (60) day USMS rule for transferring between Clubs except for the November 1st start of the registration year. Individual Member transfers between Workout Groups of the same Club do not have a waiting period but must request a transfer from the LMSC Registrar. Workout Group transfers within the same Club are not allowed for individual events during a sanctioned LMSC swim meet; however, Workout Group Members are allowed to be affiliated under a Club name for the purposes of competing in relays during a sanctioned LMSC swim meet.

ARTICLE IV - Board of Directors and Officers

Management by Board – The management of the LMSC shall be vested in the Board of Directors, which shall consist of the LMSC Officers and three (3) at large members of the LMSC who have shown an interest in LMSC affairs. Each of said at large members shall be individually selected by a majority vote of the LMSC officers. Each member of the Board of Directors must be registered with USMS and each member shall have one vote. Although generally discouraged, in order to bring new people into the management of the

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LMSC, an at large member may belong to the same Workout Group as an officer. Furthermore, an LMSC officer whose term has expired may be elected as an at large director and an at large director, at the expiration of his or her term, may be elected to an officer position.

1. If an LMSC Officer or at large board member cannot attend a meeting, he/she may cast their vote by proxy in writing to any attending LMSC Officer. Such proxy must be presented at the time of roll call. .
2. Duties and Powers – The Board of Directors for the LMSC shall have all powers necessary for proper management of the LMSC including, but not limited to, review and adoption of an annual budget, approval of LMSC expenditures, establishment of fees to provide revenues for the LMSC, election of delegates to the USMS House of Delegates, admission of eligible members, amendment of Bylaws and election of officers.
3. Terms of Directors as of January 1, 2009 – In order to achieve a rotation of directors; i.e., having new directors arrive and existing directors leave in some orderly manner, the following procedure is adopted January 1, 2009:

It is acknowledged that George Simon is the Registrar for the LMSC for NC at this time and that he shall serve as an officer and a director for an indefinite term so long as he remains the Registrar for the LMSC or elects to retire or is removed by a two-thirds majority of the Board of Directors, whichever first occurs.

Three current directors (Battle, Clark and Gosha) shall serve for one year (Jan 1, 2009 – December 31, 2009).

The current officers shall choose three new at-large directors to be brought on the board immediately; they shall serve for two years (Jan 1, 2009 – Dec 31, 2010).

Three current directors (Nowak, Van Meeteren and Simon) shall serve for three years (January 1, 2009 – December 31, 2011). NOTE: for future rotations, George Simon shall be included as one of the threesome subsequently formed by the successors of Nowak & Van Meeteren and their continuing successors so long as George Simon is the Registrar for this LMSC.

All of the above directors may elect to renew their respective terms for two years.

4. Nominations – Any individual member may be nominated for a position as a Board of Directors member to replace the retiring Board members by any member of the LMSC. Nominations must be made in writing and must state that the person being nominated has agreed to serve if elected.

1. Duties of the Chairman – The Chairman shall schedule and call meetings when and where deemed necessary or required by these Bylaws, and shall preside at such meetings. The Chairman shall also have the authority to act in place of the Treasurer when the Treasurer is unavailable or unable to perform his or her duties. When acting in place of the Treasurer, the Chairman shall comply with all rules and regulations outlined in the Bylaws regulating the duties of the Treasurer.
2. Duties of the Vice-Chairman – The Vice-Chairman shall preside at all meetings in the absence of the Chairman, and shall perform such other duties as the Chairman or Board of Directors may designate.
3. Duties of the Secretary – The Secretary shall be responsible for keeping and reporting the minutes of all meetings, conducting all official correspondence and making such reports to USMS as required. The Secretary shall send copies of the minutes of each meeting of the Board of Directors to each member of the Board within 30 days.
4. Duties of the Treasurer – the Treasurer shall be responsible for receiving all monies, paying all bills approved by the Board of Directors, and signing all checks. Adequately documented expenses not exceeding \$500 incurred by an Officer may be reimbursed by the Treasurer without specific Board of Director approval. Timely financial reports shall be made to the Board of Directors and to USMS as required. The Treasurer shall operate all accounts of the LMSC solely in furtherance of the purposes of the LMSC as set forth in Article II of these Bylaws. The Chairman shall also have check signing authority.
5. Duties of the Registrar – the Registrar shall be responsible for the registration of all Clubs, Chapters and Individual Members in the LMSC as well as keeping the LMSC in compliance with USMS reporting regulations.
6. Compensation – No Officer shall receive a salary for their services to the LMSC; however, the LMSC Registrar shall be reimbursed \$500 annually for his/her services.

ARTICLES VI - Meetings

1. Regular Meetings of Board of Directors – The Board of Directors shall meet at a minimum of three times per year at such time and place or by teleconference as directed by the Chairman. The annual meeting of the Board shall be held in the fourth quarter of each calendar year.
2. Special Meetings of Board of Directors – Special meetings of the Board may be called at any time by the Chairman or by formal request to the Chairman by three (3) or more Board members.
3. Notice – The Secretary shall send a notice of any regular or special meeting to all members of the Board of Directors, at their last given email address, at least

- fourteen (14) days prior to the date of the meeting. The notice of the meeting shall contain the time, date, site and agenda.
4. Order of Business – At all Board of Directors meetings, the order of business shall be as follows:
 - a. Roll Call
 - b. Reading, correction and adoption of minutes of previous meeting
 - c. Reports of Officers
 - d. Reports of Committees
 - e. Unfinished Business
 - f. Elections, when appropriate
 - g. New Business
 - h. Resolutions
 - i. Adjournment
 5. Quorum – The presence of a majority of the Officers plus any Club or Chapter representatives shall constitute a quorum at any meeting of the Board of Directors.
 6. Rules of Order – Robert’s Rules of Order shall be the procedural rules for all meetings.

ARTICLE VII - Committees

1. Standing Committees – The standing committees of the LMSC shall be as follows:
 - a. Recognition and Awards Committee – The LMSC Newsletter editor, Top 10 and Records person and at least two other LMSC members will make up the Recognition and Awards Committee. The responsibilities of the Recognition and Awards Committee are, but not limited to, submitting all LMSC sanctioned event results in the required format to USMS and the Dixie Zone for Top 10 and records consideration, upkeep and reporting of the LMSC records, calculating the annual LMSC awards, making any national awards nominations and publishing the LMSC newsletter.
 - b. Audit Committee – The Treasurer, Registrar and two other members appointed by the Chairman will make up the Audit Committee. The responsibilities of the Audit Committee will be to deal with all aspects of the LMSC annual audits and reports. These responsibilities include, but are not limited to, the preparation of audit reports for the LMSC annual meeting, presentation of audit reports at the LMSC annual meeting, securing approval of audit reports at the LMSC annual meeting and forwarding them to the USMS national office in a timely fashion.
 - c. Coaches Committee – At least two coaches from different Clubs or Chapters will make up the Coaches committee. The responsibilities of the Coaches Committee will include, but are not limited to, working with the Board of Directors to help promote swimming within Clubs and Chapters, assure

- coaches representation at LMSC and national meetings, and provide coaches input into the LMSC newsletter.
- d. Nominating Committee – Three Board of Director members appointed by the Chairman at the first meeting of an LMSC elections year will make up the Nominating Committee. The responsibilities of the Nominating Committee are, but not limited to, secure at least one nomination for each office of the Board of Directors, submit nominations to the current Board of Directors, and assist with elections of new officers at the LMSC annual meeting.
 - e. Officials Committee – One USA-Swimming certified official shall be the sole member of this committee.
2. Committee Chairs – Committee Chairs shall be appointed by the Officers Their duties shall include:
- a. Presiding at all meetings of the committee and performing such specific duties as outlined LMSC Bylaws.
 - b. Communicating with committee and Board members to keep them fully informed.
 - c. Committee Members – All other committee members shall be appointed by the Committee Chair with the advice and consent of the Chairman.

ARTICLE VIII - Conditions of Competition

1. General – The conditions of competition in any sanctioned swimming event, and the rules governing it, shall be those established by USMS.
2. Workout Group members are allowed to be affiliated under a Club name for the purposes of competing in relays at any sanctioned swim meet.

ARTICLE IX - Grievance Procedure

The LMSC for North Carolina has determined that a written grievance procedure is needed to implement the policies of United States Masters Swimming (USMS) as expressed in Part 4 of the USMS Rule Book and in the Guide to Operations (LMSC Handbook) concerning member rights and standards of its members. Therefore the LMSC for North Carolina shall use the then current USMS Grievance Procedures at the time any grievance occurs for processing said grievance.

ARTICLE X - Fiscal Year

1. Fiscal Year – The fiscal year of the LMSC shall correspond to the fiscal year of USMS commencing on the first day of January.

ARTICLE XI - Reports and Remittance to USMS

1. Annual Reports – The Secretary shall forward to the USMS national office a copy of the audit of the accounts of the LMSC as received by the Board of Directors, along with a complete report on the proceedings of the annual meeting of the LMSC, within thirty (30) days after said meeting. The audit of accounts is to be reviewed by at least three (3) Officers with such review to include verification of bank balances, review of revenues and documentation for expenses. The Secretary shall forward to the USMS national office a copy of the Form 990 when filed. The Registrar shall make a report at the end of registration season (October 31st) and at the end of the calendar year as required by USMS. The Treasurer shall make an annual report as required by USMS.
2. General – The LMSC shall make such other reports and remittances to USMS as specified in its Code or by the national Executive Committee or House of Delegates. The Chairman, Secretary and Treasurer are responsible for seeing that all required reports and remittances are made.

ARTICLE XII - Finance and Assets

1. Policy for Reimbursing Delegates to the Annual USAS/USMS Convention – The LMSC shall reimburse Board appointed delegates (and any LMSC members who serve on the USMS Board, or as a USMS standing committee chairperson, whose convention expenses are not otherwise paid or reimbursed by USMS) for the following expenses, if incurred by the delegate and supported by receipts:
 - a. Coach class airfare to and from the convention city.
 - b. If a delegate opts to drive to the convention city, the actual mileage to and from the convention city at the rate allowed by the IRS in the year of the convention for charitable contribution mileage rate (such amount not to exceed, however, the cost of coach class airfare to the convention city).
 - c. The cost of transportation from the convention city airport to the convention city hotel and then from the convention city hotel back to the convention city airport.
 - d. Parking of the delegate's vehicle at the originating airport.
 - e. If a delegate rents a vehicle at the convention city, any parking fees charged at the convention hotel during the delegate's stay. Rental cars will not be reimbursable.
 - f. A maximum of one half of the delegate's hotel room costs (including taxes, but not incidentals) minus any USMS direct reimbursement.
 - g. Meal costs, to a maximum of \$35.00 per day.

- h. The fee for registration for the convention (such fee not to exceed the 'early registration' rate).
 - i. If the LMSC is the host LMSC for the annual USMS convention, the Board of Directors shall organize a Host Committee to plan and implement a hospitality suite at the convention hotel. The Board of Directors shall approve a reimbursement policy for the Host Committee and volunteers who staff the hospitality suite.
 - j. Any LMSC member, who is not appointed as an official delegate of the LMSC who would like to attend an annual USMS convention, and who would like to request a subsidy from the LMSC to help defray the cost of such attendance, may make a request to the Board of the LMSC for such assistance. Such a request must be made in writing delivered to the Chairman of the LMSC on or before the May 31st prior to the annual convention in order to be considered by the Board. Any subsidy granted by the Board in response to such a request shall not be for a reimbursement amount greater than that specified in items (a) – (h) above.
2. Inurement - No part of the income of the LMSC or the funds contributed by any person or corporation shall inure to the benefit of any Officer or director of the LMSC or any individual, or member, or other persons, except that reasonable compensation may be paid for services rendered to or for the LMSC affecting one or more of its purposes. In the event of the liquidation or dissolution of the LMSC whether voluntary or involuntary, no director or officers of the LMSC or any private individual, or member, or other person shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and all other property received by the LMSC from any source, after payment of all debts and obligations of the LMSC shall be first distributed to United States Masters Swimming, Inc., to be used exclusively for educational or charitable purposes, or if United States Masters Swimming, Inc. is not then in existence, then they shall be used or distributed exclusively for purposes similar in nature to those set forth in Article II of these Bylaws and within the intentment of Section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations hereunder as the same now exists or as they hereafter may be amended from time to time.

ARTICLE XIII - Revisions / Amendments to Bylaws

1. The Secretary shall be responsible for officially recording the vote and maintaining a complete copy of the Bylaws.
2. At the first LMSC meeting of each calendar year, the Chairman's agenda shall include an item pertaining to a review of the bylaws for the LMSC. The purpose of this is to ensure keeping the LMSC bylaws current with USMS policies that pertain to matters for which it is in the best interest of the LMSC to stay current. Therefore, updates to stay current with USMS rules and/or the LMSC Handbook shall be done at the beginning of each calendar year. If it is determined that the LMSC bylaws need to be otherwise revised, a sub-committee of the Board of Directors will prepare a draft of suggested changes that would provide suggested revisions for consideration and voting by the Board of Directors. Any and all

suggested changes, whether updates or revisions, shall be redlined and distributed to the Board of Directors for review at a minimum of two (2) weeks prior to the vote. Approval of the updates and/or revisions shall require a two-thirds vote by the Board of Directors to pass.

ARTICLE IVX - Indemnification

1. LMSC shall indemnify and save harmless any individual against the expense of any action, suit or proceedings in which they are made a part by reason of being or having been a Board of Director, Officer or duly authorized agent of LMSC, except in relation as to matters to which they shall be adjudged in such action, suit or proceedings to be liable for gross negligence or willful misconduct in the performance of their duties. This right shall extend to all such persons, their successors, heirs and legal representatives.