

PART 5: UNITED STATES MASTERS SWIMMING INC.: ORGANIZATION AND BYLAWS

ARTICLE 501: Membership

501.1 Membership Categories

The membership of United States Masters Swimming Inc., hereinafter sometimes referred to as USMS, shall consist of the following categories:

501.1.1 Club—Clubs that register with USMS (article 201.2).

501.1.2 Individual—Individuals who register with USMS (article 201.1).

501.1.3 Affiliate—Organizations that have an interest in Masters swimming. Organizations shall apply to the National Office for affiliate membership. Membership shall be granted or denied by the Board of Directors and shall be coincident with the individual membership year. Dues for affiliate members shall be established by the Board and entitle each affiliate member to one nonvoting delegate to the House of Delegates. Additional nonvoting delegates may be granted by a majority vote of the Board.

501.1.4 Allied—Organizations that have an interest in Masters swimming and also have a national swimming program, national competition that provides for athlete development, due process, a rule book, and an officials training program. Organizations shall apply to the National Office for allied membership. Membership shall be granted or denied by the Board of Directors and shall be coincident with the individual membership year. Dues for allied members shall be established by the Board and entitle each allied member to one nonvoting seat on the Board of Directors and one nonvoting delegate to the House of Delegates. Additional nonvoting delegates may be granted by a majority vote of the Board.

501.1.5 Other—Any organization that is interested in swimming on either the national or local level. The House of Delegates may establish classes for such membership.

501.2 Mandatory Memberships

All of the following shall hold individual memberships in USMS:

501.2.1 Members of the House of Delegates and Board of Directors.

501.2.2 Members of standing committees and ad hoc committees of USMS.

501.2.3 Members of the National Board of Review.

501.2.4 Appointees.

501.2.5 Officers and members of the board of directors of each LMSC.

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501.3 Equal Opportunity

Membership in USMS shall not be denied by virtue of race, creed, gender, gender identity (including gender expression), religion, political affiliation, disability, sexual orientation, or national origin.

ARTICLE 502: Local Masters Swimming Committee (LMSC)

A Local Masters Swimming Committee is a subordinate organization of the corporation with supervisory responsibilities within a specified geographical territory.

502.1 LMSC Membership

Each LMSC shall consist of individual members and club members registered through that LMSC. An LMSC shall not place any restrictions on the formation of clubs.

502.2 Bylaws

Each LMSC shall be governed by bylaws that are consistent with USMS objectives and goals.

502.3 Annual Meeting

Each LMSC shall hold an annual meeting open to all individual members of the LMSC.

502.4 Fiscal Year

Each LMSC shall have a one-year fiscal period for tax and accounting purposes commencing on the first day of January.

502.5 Election of Officers

Each LMSC shall provide for periodic election of officers in its bylaws. All LMSC members must be notified of the procedure, time, date, and if appropriate, location of the election a minimum of 15 days prior to the election.

502.6 Filing of Bylaws

Each LMSC shall file a copy of its current bylaws with the USMS National Office.

502.7 Official Names and Boundary Descriptions

The official name and geographic boundary of each LMSC shall be as follows:

Adirondack—The state of New York east and north of Oswego, Onondaga, Cortland, Broome, Sullivan, Orange, and Dutchess Counties.

Alaska—The state of Alaska.

Allegheny Mountain—The commonwealth of Pennsylvania west of but not including the counties of Potter, Clinton, Centre, Huntingdon, and Bedford. In the state of West Virginia, the counties of Marshall, Brooke, Ohio, and Hancock. In the state of Ohio, the counties of Columbiana, Belmont, and Jefferson.

Arizona—The state of Arizona.

Arkansas—The state of Arkansas. In the state of Texas, Bowie County, and in the state of Missouri, Jasper, McDonald, and Newton Counties.

Colorado—The states of Colorado and Wyoming.

Connecticut—The state of Connecticut.

Delaware Valley—The state of New Jersey south of Mercer, Monmouth, and Ocean Counties. The state of Delaware. In the state of Maryland, Cecil County. The commonwealth of Pennsylvania east of and including Potter, Clinton, Centre, Huntingdon, and Bedford Counties.

Florida—The state of Florida except the counties of Palm Beach, Broward, Miami-Dade, Monroe, and that part of Hendry County east of Route 833; and also ex-

cluding the counties of Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, and that part of Calhoun and Jackson Counties west of the Apalachicola River.

Florida Gold Coast—In the state of Florida, the counties of Palm Beach, Broward, Miami-Dade, Monroe, and that part of Hendry County east of Route 833.

Georgia—The state of Georgia.

Gulf—That part of the state of Texas bounded on the north by and including the counties of Shelby, Nacogdoches, Angelina, Houston, Leon, and Robertson; and on the west by and including the counties of Brazos, Grimes, Waller, Fort Bend, Wharton, Colorado, and Matagorda.

Hawaii—The state of Hawaii.

Illinois—The state of Illinois except the counties of Calhoun, Greene, Jersey, Madison, St. Clair, Monroe, and Jackson.

Indiana—The state of Indiana except the counties of Floyd and Clark.

Inland Northwest—The eastern portion of the state of Washington east of and including the counties of Okanogan, Chelan, Kittitas, Yakima, and the portion of Klickitat County east of Highway 97 and including the city of Goldendale. The northern portion of the state of Idaho north of and including Idaho County.

Iowa—The state of Iowa.

Kentucky—The commonwealth of Kentucky. In the state of Indiana, the counties of Floyd and Clark.

Lake Erie—In the state of Ohio, the counties of Seneca, Crawford, Erie, Huron, Richland, Lorain, Ashland, Cuyahoga, Medina, Wayne, Summit, Lake, Geauga, Portage, Stark, Tuscarawas, Ashtabula, Trumbull, and Mahoning.

Maryland—The state of Maryland except the counties of Cecil, Montgomery, and Prince George's.

Metropolitan—The state of New York south of and including Sullivan, Orange, and Dutchess Counties.

Michigan—The state of Michigan.

Minnesota—The state of Minnesota. In the state of Wisconsin, the counties of St. Croix, Dunn, and Pierce.

Missouri Valley—The state of Kansas. The state of Missouri west of and including the counties of Schuyler, Adair, Macon, Randolph, Audrain, Callaway, Cole, Moniteau, Morgan, Benton, Hickory, Polk, Greene, Christian, and Taney, excluding the counties of Jasper, McDonald, and Newton.

Montana—The state of Montana except the counties of Dawson and Wibaux.

Nebraska—The state of Nebraska.

New England—The states of New Hampshire, Vermont, Rhode Island, and Maine, and the commonwealth of Massachusetts.

New Jersey—The state of New Jersey north of and including the counties of Mercer, Monmouth, and Ocean.

New Mexico—The state of New Mexico and part of the state of Texas west of but not including the counties of Val Verde, Sutton, Schleicher, Concho, Runnels, Taylor, Jones, Haskell, Knox, Foard, and Hardeman.

Niagara—The state of New York west of and including the counties of Oswego, Onondaga, Cortland, and Broome.

North Carolina—The state of North Carolina.

North Dakota—The state of North Dakota. In the state of Montana, the counties of Dawson and Wibaux.

North Texas—The northern part of the state of Texas bounded on the west by and including the counties of Hardeman, Foard, Knox, Haskell, Jones, and Taylor; on the

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south by but not including the counties of Coleman, Brown, Mills, Lampasas, Bell, Milam, Robertson, Leon, Houston, Angelina, Nacogdoches, and Shelby; and excluding Bowie County.

Ohio—The state of Ohio except the counties of Seneca, Crawford, Erie, Huron, Richland, Lorain, Ashland, Cuyahoga, Medina, Wayne, Summit, Lake, Geauga, Portage, Stark, Tuscarawas, Ashtabula, Trumbull, Mahoning, Columbiana, Jefferson, and Belmont.

Oklahoma—The state of Oklahoma.

Oregon—The state of Oregon except Malheur County. In the state of Washington, the counties of Cowlitz, Clark, Skamania, and that portion of Klickitat County west of Highway 97.

Ozark—The state of Missouri east of and including the counties of Scotland, Knox, Shelby, Monroe, Pike, Montgomery, Osage, Miller, Camden, Dallas, Webster, Douglas, and Ozark. In the state of Illinois, the counties of Calhoun, Greene, Jersey, Madison, St. Clair, Monroe, and Jackson.

Pacific—The state of California north of but not including the counties of San Luis Obispo, Kern, and San Bernardino. In the state of Nevada, the counties of Washoe, Humboldt, Pershing, Lander, Churchill, Storey, Carson City, Douglas, Lyon, and Mineral.

Pacific Northwest—The state of Washington west of but not including the counties of Okanogan, Chelan, Kittitas, and Yakima; and north of but not including the counties of Cowlitz and Skamania.

Potomac Valley—The District of Columbia. In the state of Maryland, the counties of Montgomery and Prince George's. In the commonwealth of Virginia, the counties of Arlington and Fairfax and the cities of Alexandria, Fairfax, and Falls Church.

San Diego—Imperial—In the state of California, the counties of San Diego and Imperial.

Snake River—The state of Idaho south of and excluding Idaho County. In the state of Nevada, the counties of Elko, Eureka, and White Pine. In the state of Oregon, Malheur County.

South Carolina—The state of South Carolina.

South Dakota—The state of South Dakota.

South Texas—The southern part of the state of Texas bounded on the east by and not including the counties of Matagorda, Wharton, Colorado, Fort Bend, Waller, Grimes, Brazos, and Robertson; on the north by and including the counties of Milam, Bell, Lampasas, Mills, Brown, Coleman, and Runnels; and on the west by and including the counties of Concho, Schleicher, Sutton, and Val Verde.

Southeastern—The states of Alabama and Tennessee. In the state of Florida, the counties of Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, and Bay, and that part of Jackson and Calhoun Counties west of the Apalachicola River.

Southern—The states of Louisiana and Mississippi.

Southern Pacific—In the state of California, the counties of San Luis Obispo, Kern, San Bernardino, Santa Barbara, Ventura, Los Angeles, Orange, and Riverside. In the state of Nevada, the counties of Clark, Lincoln, Nye, and Esmeralda.

Utah—The state of Utah.

Virginia—The commonwealth of Virginia except the counties of Arlington and Fairfax and the cities of Alexandria, Fairfax, and Falls Church. The state of West Virginia except the counties of Hancock, Brooke, Ohio, and Marshall.

Wisconsin—The state of Wisconsin except the counties of St. Croix, Dunn, and Pierce.

502.8 Records and Record Keeping

Each LMSC shall comply with the financial record-keeping and reporting requirements of USMS. The LMSC shall forward to the USMS National Office the minutes of the annual meeting and annual financial reports by April 30.

502.9 Financial Controls

LMSC funds shall not be commingled with funds of USMS clubs, individual members, or any other person or entity.

502.10 LMSC Championship Meets

Each LMSC may conduct championship meets, but pool meets identified as such should not be scheduled beginning the weekend before, through, and including the weekend following the USMS short course and long course national championship meets.

502.11 LMSC Standards

Each LMSC shall comply with the LMSC standards policy approved by the USMS Board of Directors and posted on the USMS website.

ARTICLE 503: Zones

503.1 Zone Names and Boundaries

The official names and constituent LMSCs for each of the zones shall be as follows:

Breadbasket—Colorado, Iowa, Minnesota, Missouri Valley, Nebraska, North Dakota, Ozark, South Dakota.

Colony—Adirondack, Connecticut, Delaware Valley, Maryland, Metropolitan, New England, New Jersey, Niagara, Potomac Valley, Virginia.

Great Lakes—Allegheny Mountain, Illinois, Indiana, Kentucky, Lake Erie, Michigan, Ohio, Wisconsin

Northwest—Alaska, Inland Northwest, Montana, Oregon, Pacific Northwest, Snake River, Utah.

Oceana—Hawaii, Pacific.

South Central—Arkansas, Gulf, Oklahoma, North Texas, South Texas.

Southeast—Florida, Florida Gold Coast, Georgia, North Carolina, South Carolina, Southeastern, Southern.

Southwest—Arizona, New Mexico, San Diego–Imperial, Southern Pacific.

503.2 Zone Meetings

Each zone shall conduct a meeting in conjunction with the annual meeting of the House of Delegates. Meetings between the annual meetings of the House of Delegates may be called at the discretion of the zone chair or as indicated in zone policies. The zone chairs or designees shall preside at all meetings of their respective zones. Minutes of each meeting should be maintained and forwarded to the vice president of local operations.

503.3 Zone Chairs

503.3.1 Zone chairs shall be elected in odd-numbered years at the zone meeting held in conjunction with the annual meeting of the House of Delegates. The term of office shall be two years.

503.3.2 Zone chairs shall be residents and members of an LMSC in their respective zones.

503.3.3 If a vacancy in the position of zone chair occurs, the vice president of local operations shall consult with the chair of each LMSC in that zone and ap-

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point a new or replacement zone chair, with the concurrence of the USMS president.

503.3.4 Each zone chair is eligible for election to the same office for two consecutive terms. No person so elected for two successive terms is eligible for reelection to the same position until after the lapse of two years following the term of office to which that person was last elected.

503.4 Zone Policies

Each zone may adopt and maintain policies that provide direction on such items as voting rights at meetings, budgets, and financial records, zone championship meet conduct, zone records, and zone Top 10.

503.5 Zone Championship Meets

Each zone may conduct zone championship meets that should not be scheduled from the weekend before through the weekend following the USMS short course and long course national championship meets.

503.6 Communications

Zone chairs shall enhance communications among the LMSCs to promote Masters Swimming within the zones.

ARTICLE 504: House of Delegates

504.1 Membership

All members of the House of Delegates shall maintain membership until their successors are selected, except that membership may be terminated by resignation filed with the secretary. The House of Delegates of USMS shall consist of the following:

504.1.1 One member from each LMSC. If the LMSC has more than 300 individual members, it is entitled to one additional member. For each additional 500 individual members, the LMSC is entitled to one more member in the House of Delegates. Figures shall be determined by the records of the National Office for the previous year or June 15 of the current year, whichever is the greater.

504.1.2 All voting members of the Board of Directors.

504.1.3 All past presidents.

504.1.4 All zone chairs.

504.1.5 All voting members of the Finance, Legislation, Long Distance, and Rules Committees, the chairs of all standing committees, the chairs of permanent committees of the Board, the legal counsel, and the National Board of Review chair.

504.1.6 At-large members representing up to 10 percent of the total membership of the House of Delegates. These members shall be appointed by the president of USMS.

504.1.7 Nonvoting delegates from affiliate and allied members.

504.2 Powers

The powers of the House of Delegates shall be as follows:

504.2.1 To determine the organizing principles that govern USMS in all of its activities.

- 504.2.2 To elect officers and directors.
- 504.2.3 To admit to group membership or individual membership any organization or person eligible under this code and who applies for membership.
- 504.2.4 To create, modify, or disband standing committees.
- 504.2.5 To prescribe and amend the *USMS Code of Regulations and Rules of Competition* (Parts 1–6 and Organizing Principles). Explanation, interpretation, and housekeeping shall be delegated to the chair and/or committee of jurisdiction.
- 504.2.6 To receive and approve all annual reports.
- 504.2.7 To delegate any power in article 504.2 to other USMS entities with the exception of elections and adoption of amendments to the *USMS Code of Regulations and Rules of Competition*.
- 504.3 Meetings of the House of Delegates**
 - 504.3.1 Meetings of the House of Delegates may be conducted by assembling delegates in one or more physical locations, telephone conferencing, video or web conferencing, or any combination of these methods.
 - 504.3.2 An annual meeting of the House of Delegates shall be held each calendar year no later than November 1 unless the Board of Directors deems that emergency circumstances warrant a later date. The annual meeting shall, at a minimum, cover the business necessary to exercise the powers described in article 504.2.
 - 504.3.3 Other meetings of the House of Delegates may be held as necessary to conduct business in accordance with the powers described in article 504.2.
 - 504.3.4 A written notice of each meeting of the House of Delegates, stating the date, time, place, method, and preliminary agenda, shall be delivered to each member of the House of Delegates by postal or electronic mail to each member's last known address at least three weeks prior to the meeting date.
 - 504.3.5 Each member of the House of Delegates, except for the representatives of allied and affiliate members, shall have one vote on each matter submitted to the House of Delegates for vote, consent, waiver, release, or other action. There shall be no voting by proxy.
 - 504.3.6 A quorum for the annual meeting shall consist of those members of the House of Delegates present and voting. A quorum for other meetings shall consist of at least 50 percent of members.

**ARTICLE 505:
Officers**

505.1 Positions

The elected officers of USMS shall be president, vice president of administration, vice president of community services, vice president of local operations, vice president of programs, secretary, and treasurer. No person may concurrently hold more than one such office.

505.2 Elections and Term of Office

505.2.1 All officers of USMS shall be elected by the members of the House of Delegates at annual meetings held in odd-numbered years. Their terms of

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office shall commence at the close of the annual meeting of the House of Delegates at which they are elected.

505.2.2 Elected officers shall hold office for two years or until their successors are elected and qualified.

505.2.3 The current election operating guidelines shall govern the nomination and election proceedings.

505.2.4 Each officer is eligible for election to the same office for two terms. No person so elected for two successive terms is eligible for reelection to the same office until after the lapse of two years following the term of office to which that person was last elected.

505.3 Duties of Officers

The duties of the officers shall be as follows:

505.3.1 The president shall:

A Order meetings of USMS as provided in the code and preside at all meetings of USMS.

B Exercise all the duties pertaining to this office in accordance with the code.

C Serve as an ex officio member of all committees.

D Make appointments as required in Part 5 and as necessary to carry out the business of the corporation.

E Serve as chair of the Board of Directors and the Executive Committee, and as the presiding officer of the House of Delegates.

505.3.2 The vice presidents shall:

A Chair their respective divisions as designated in Appendix E.

B Coordinate their respective committees' activities and funding as set forth in article 507.

In the event the president is unable to perform assigned duties, the vice president of administration shall perform these duties or, if the vice president of administration is unable to perform such duties, they pass to the vice president of local operations.

505.3.3 The secretary shall make proper arrangements to:

A Keep the records of USMS and the House of Delegates.

B Conduct all official correspondence of USMS.

C Issue all official notices of all meetings of the House of Delegates and Board of Directors.

D Serve as secretary of the House of Delegates and Board of Directors.

505.3.4 The treasurer shall:

A Be the custodian of all corporate funds.

B Oversee the receipt of all USMS funds and all deposits to the accounts of USMS.

C Oversee the disbursement of USMS funds as authorized in accordance with the budget.

D Invest USMS funds in a prudent manner for the benefit of USMS, in accordance with the investment policies established by the Board of Directors.

- E Oversee the maintenance of accurate and reliable financial records that document the receipt and disbursement of USMS funds.
- F Ensure that internal accounting controls are in place to protect USMS assets.

**ARTICLE 506:
Board of Directors**

506.1 Membership

506.1.1 The voting members of the Board of Directors of this corporation shall consist of:

- A Each voting member of the Executive Committee.
- B An at-large director from each zone.

506.1.2 The nonvoting members of the Board of Directors shall consist of the chief executive officer, legal counsel, and a representative of each allied organization (as approved by the Board of Directors).

506.2 Election and Term of Office of At-Large Directors

506.2.1 An at-large director from each zone, nominated by that zone, shall be elected by the House of Delegates at annual meetings held in even-numbered years. Their terms of office shall commence at the close of the annual meeting of the House of Delegates at which they are elected.

506.2.2 At-large directors shall hold office for two years or until their successors are elected.

506.2.3 The current election operating guidelines shall govern the nomination and election proceedings.

506.2.4 Each at-large director is eligible for election for no more than two consecutive terms, regardless of the nominating zone. No person elected for two consecutive terms is eligible for reelection until two years have elapsed following the term of office to which that person was last elected.

506.3 Powers

The powers of the Board of Directors shall be:

506.3.1 To act for USMS and the House of Delegates between meetings of the House of Delegates, except that it shall not have the authority to assume the non-delegable powers of the House of Delegates set forth in article 504.2.2.

506.3.2 To alter, amend, or repeal the articles of incorporation.

506.3.3 To adopt and amend policies of USMS.

506.3.4 To create, modify, or disband committees of the Board.

506.3.5 To provide for efficient and effective use of financial and other resources.

506.3.6 To prepare or cause to be prepared and approve the USMS budget for the next fiscal year.

506.3.7 To consider and make determinations regarding budget variance requests.

506.3.8 To employ, evaluate, and terminate a chief executive officer, who shall report to the Board of Directors.

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- 506.3.9** To oversee elections of officers and Board members, in accordance with election operating guidelines. Conduct of officer and Board member elections shall be delegated to the Elections Committee.
- 506.3.10** To exercise the emergency power to approve the adoption, amendment, or suspension of any swimming rule (Part 1 or Part 3) or administrative regulations of competition (Part 2) in accordance with article 601.5.
- 506.3.11** To call all meetings of the House of Delegates and of USMS and to fix the time, place, and method for holding all such meetings.

506.4 Meetings

- 506.4.1** A minimum of two meetings of the Board of Directors shall be held each year.
- 506.4.2** Meetings of the Board of Directors shall be held at any time or place, within or without the state of Florida, pursuant to (i) a resolution of the Board of Directors or (ii) a call signed by the president or any three directors. Two days' written notice of such meeting shall be given to each director. Notice of any meeting may be waived in writing before or after such meeting.
- 506.4.3** The Board of Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication, including telephone, by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

506.5 Quorum

The presence of a majority of the directors with voting privileges shall constitute a quorum at any meeting of the Board of Directors.

506.6 Voting Privileges

Each voting member of the Board of Directors shall have one vote. The president may vote by ballot or when the vote could change the outcome. There shall be no voting by proxy.

506.7 Permanent Committees of the Board

There shall be permanent committees of the Board as set forth in this article. Unless otherwise stated in this article, the president, with the concurrence of the Board, shall appoint the committee chair and the members of each permanent committee. Committee members shall be chosen from the Board and shall also include at least one member of USMS not on the Board. The presence of a majority of the committee members with voting privileges shall constitute a quorum at any meeting of a permanent committee of the Board, except for scheduled meetings in conjunction with the annual meeting of the House of Delegates, where a quorum shall consist of those members of the committee present and voting.

- 506.7.1 Audit Committee**—The Audit Committee shall assist the Board of Directors with its financial oversight responsibilities. The committee shall review and monitor the reliability and integrity of the financial statements of Masters Swimming; monitor compliance with tax, legal, and regulatory requirements; monitor and evaluate effectiveness of the organization's operating systems; and monitor the independence and performance of USMS's external auditors. In performing its duties, the committee shall confer directly with USMS management and external auditors and shall report its findings and recommendations in writing to the Board.

- 506.7.2 Compensation and Benefits Committee**—The Compensation and Benefits Committee shall assist the Board of Directors in setting the compensation and performance goals of the chief executive officer and shall make recommendations to the Board of Directors regarding compensation and benefit plans, policies, and programs for USMS.
- 506.7.3 Finance Committee**—The Finance Committee shall:
- A** Propose policies pertaining to the financial affairs of USMS for approval by the Board of Directors.
 - B** Review the reports of the treasurer and National Office.
 - C** Review a summary of the above reports prepared by the National Office to be presented to the Board of Directors.
 - D** Annually review budget requests for the next fiscal year.
 - E** Assist in the preparation of the USMS annual budget for the next fiscal year and submit to the Board of Directors for approval.
- 506.7.4 Governance Committee**—The Governance Committee shall be responsible for ongoing review and recommendations to enhance the quality and future viability of the Board and the USMS governance structure, including committees and local and regional divisions of USMS. The committee shall be composed of Board and non-Board members with relevant involvement or expertise in governance and organizational development. The president shall appoint all committee members and a chair of the committee.
- 506.7.5 Investment Committee**—The Investment Committee shall be responsible for developing and submitting written recommendations for Board of Directors’ approval of investment objectives, asset allocation targets, and performance measurement standards that are consistent with the overall fund investment goals. The committee shall review and evaluate investment results at least quarterly and take whatever action is deemed prudent when the advisor or any selected investment fails to meet performance expectations. The committee shall be responsible for ensuring compliance with all relevant federal and state regulation.
- 506.7.6 Elections Committee**—The Elections Committee shall:
- A** Propose policies pertaining to the conduct of elections for officers and at-large directors for approval by the Board of Directors.
 - B** Be responsible for conducting elections of officers and at-large directors, in accordance with election operating guidelines.
- The members of the Elections Committee shall not have conflicts of interest with such elections. Candidates for election are not eligible to serve on the committee.
- 506.8 Executive Committee**
- 506.8.1** The Executive Committee shall be a committee of the Board of Directors.
- 506.8.2** The voting members of the Executive Committee shall consist of:
- A** The officers of USMS.
 - B** The immediate past president.
- 506.8.3** The nonvoting members of the Executive Committee shall consist of:
- A** The legal counsel.

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B The chief executive officer.

506.8.4 The Executive Committee shall have the authority to:

A Carry out policies established by the Board of Directors.

B In an emergency, assume the policy-making responsibilities of the Board of Directors. An action taken under this emergency provision shall be effective until the next meeting of the Board of Directors. The president shall make a detailed report of the actions taken to the entire membership of the Board of Directors within 30 days of the action taken.

506.9 Removal of Board Members

A voting director, including an officer, may be removed by the Board for failing to attend more than half of the Board meetings during any 12-month period, unless there are demonstrable extenuating circumstances to excuse the absences. Lacking such circumstances, the director shall be removed by a two-thirds vote of the Board. The director in question shall have no vote on such removal.

506.10 Vacancies

A vacancy in the position of a voting director, including an officer, may be filled for the remainder of the unexpired term by the Board of Directors. An appointed director/officer shall have full rights and responsibilities of the position/office.

ARTICLE 507: Committees and Appointments

507.1 Standing Committees

Standing committees shall be as listed in this article. Unless otherwise specified in this article, the president, with the concurrence of the Executive Committee, shall appoint the chair of each committee, and the president, with the concurrence of the committee chair, shall choose committee members from the individual membership of USMS. When practical, each committee shall have representation from each zone. Committee chairs and committee members shall serve at the pleasure of the president. Each standing committee shall report to an officer of the corporation, who shall be an ex officio member of that committee. Standing committees shall conduct business as necessary throughout the year and shall meet in conjunction with the annual meeting of the House of Delegates. Each committee member shall have one vote. The president may appoint associate members to committees that have reached their full membership. Associate members have participatory rights but no vote or automatic delegate status. The chief executive officer or designee shall be an ex officio member of each standing committee. Associate and ex officio members shall have voice but no vote. The presence of a majority of the committee members with voting privileges shall constitute a quorum at any meeting of a standing committee, except for scheduled meetings held in conjunction with the annual meeting of the House of Delegates, where a quorum shall consist of those members of the committee present and voting.

507.1.1 Championship Committee—The Championship Committee shall serve in an advisory capacity to national championship hosts and make recommendations and decisions that enhance the quality of championship meets. The committee, with the assistance of the USMS National Office staff, shall solicit and receive bid proposals. The committee shall review bid proposals and select sites for national championship meets. The committee shall consist of the committee chair and sufficient members to execute

the committee function, including at least three members who have had experience in overseeing a national championship meet and two members without such experience.

- 507.1.2 **Coaches Committee**—The Coaches Committee shall recruit, educate, and support coaches for USMS members. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.1.3 **Diversity and Inclusion Committee**—The Diversity and Inclusion Committee shall help create a culture of inclusion and opportunity in USMS for people of diverse backgrounds by developing resources and engaging coaches, LMSCs, and local volunteers. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.1.4 **Fitness Education Committee**—The Fitness Education Committee shall promote the fitness, health, and lifestyle benefits of Masters swimming. The committee may also offer programs to members for this purpose. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.1.5 **History and Archives Committee**—The History and Archives Committee shall record, collect, and preserve documents, stories, photos, exhibits, oral histories, and other memorabilia in an appropriate repository and in durable formats to ensure that the achievements of USMS and Masters swimmers will be maintained for posterity. The archived information shall be made available. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.1.6 **Legislation Committee**—The Legislation Committee may initiate and shall receive, consider, and report proposed amendments within its jurisdiction, with the committee’s recommendations, in accordance with the provisions of Part 6. The Legislation Committee has jurisdiction over proposed amendments to: Organizing Principles, Part 2: Administrative Regulations of Competition, Part 4: Participation, Conduct, Hearings, and Appeals, Part 5: United States Masters Swimming Inc.: Organization and Bylaws, LMSC and zone names and boundary descriptions, and Part 6: Amendment Procedures. The Legislation Committee is also responsible for changes to the Glossary and other informational material required to clarify or explain provisions within its jurisdiction. When necessary, the committee shall interpret and render opinions regarding any provision within the committee’s jurisdiction. The committee shall consist of the committee chair and sufficient members to execute the committee function, with at least one member from each zone, not to exceed 16 additional members. The Rules Committee chair shall be an ex officio member of the committee.
- 507.1.7 **LMSC Development Committee**—The LMSC Development Committee shall work to strengthen LMSC governance and operations by providing educational opportunities and mentoring for LMSC boards and officers. The committee shall provide support for LMSCs. The committee shall review and identify LMSCs that are not meeting LMSC standards as defined by the Board of Directors and assist them in achieving compliance. The committee may consult with other committees, coordinators, and special appointments as necessary for this purpose. The committee may provide recommendations to the Legislation Committee regarding proposed amendments to LMSC

and zone names and boundary descriptions. The committee shall consist of the committee chair and sufficient members to execute the committee function.

- 507.1.8 Long Distance Committee**—The Long Distance Committee shall oversee the rules and administration of open water and long distance events. The committee shall solicit and review bid proposals and select the sites for the long distance championship events. The committee shall work in a coordinating and advisory capacity with event hosts and make recommendations to enhance the quality of long distance championship events. The Long Distance Committee shall promote the development of and participation in open water swimming. The committee shall develop educational resources for open water participants and event directors. The committee shall increase awareness about open water swimming and identify opportunities to promote USMS. The committee shall maintain records and select the Long Distance All-American and Long Distance All-Star Teams. The committee shall ensure that the competitive rules in Part 3 of the USMS rules and regulations provide for fair and equitable competition in the best interests of all USMS members and that members are informed of current rules, interpretations, and changes. The committee may initiate and shall receive, consider, and report proposed amendments within its jurisdiction, with the committee's recommendations, in accordance with the provisions of Part 6. When necessary, the committee shall interpret and render opinions regarding any provision within the committee's jurisdiction. The Long Distance Committee has jurisdiction over proposed amendments to Part 3: Open Water and Long Distance Swimming Rules. The committee is also responsible for changes to the Glossary and other informational material to clarify or explain provisions within its jurisdiction. The committee shall consist of the committee chair and no more than 16 additional members.
- 507.1.9 Officials Committee**—The Officials Committee shall be responsible for conducting training, education, and certification programs to ensure that the competitive program offered to USMS members is conducted with the highest standard of professional officiating and in full conformance with USMS rules and regulations. The committee shall consist of the committee chair and sufficient members to execute the committee function.
- 507.1.10 Recognition and Awards Committee**—The Recognition and Awards Committee shall promote recognition of service to USMS. The committee shall review and approve proposals for all official USMS service awards and ensure that a history of all service awards is maintained. The committee shall be involved in determining method of recognition and recipient selection when appropriate. The committee shall consist of the committee chair, at least two Ransom J. Arthur Award recipients, and sufficient members to execute the committee function. The committee should include representatives from other committees that present service awards.
- 507.1.11 Records and Tabulation Committee**—The Records and Tabulation Committee shall establish and maintain standardized procedures to verify and record results of pool meets. This shall include maintaining the list of certified pool measurements and coordinating sanction, pool measurement, and event results databases. The committee shall maintain USMS records, All-American and All-Star rosters, and USMS Top 10 times for each

course, and shall publish all of the above at least annually. The committee shall consist of the committee chair and sufficient members to execute the committee function.

507.1.12 Rules Committee—The Rules Committee shall ensure that the competitive rules in Part 1 of the USMS rules and regulations provide for fair and equitable competition in the best interests of all USMS members. The committee shall ensure that the USMS members are informed of current rules, interpretation, and changes. The committee may initiate and shall receive, consider, and report proposed amendments, with the committee’s recommendations, in accordance with the provisions of Part 6. The Rules Committee has jurisdiction over proposed amendments to Part 1: Swimming Rules. The Rules Committee is also responsible for changes to the Glossary and other informational material required to clarify or explain provisions within its jurisdiction. When necessary, the committee shall interpret and render opinions regarding any provision within the committee’s jurisdiction. The committee shall consist of the committee chair and sufficient members to execute the committee function, with at least one member from each zone, not to exceed 16 additional members. The Legislation Committee chair, the Officials Committee chair, and the USA Swimming Rules and Regulations Committee chair shall be ex officio members of the committee.

507.2 Ad Hoc Committees

The president may establish other committees on an ad hoc basis that are deemed necessary to carry out the duties of the president. The president shall provide the Board of Directors a written description of the ad hoc committee’s purpose.

507.3 Appointments

507.3.1 Coordinators—The president, with the concurrence of the Executive Committee, may appoint coordinators. The Board of Directors may grant a coordinator the same rights and responsibilities as the chairs of standing committees. A coordinator, with the concurrence of the president, may appoint a working group to assist the coordinator.

507.3.2 Legal Counsel—The president shall appoint the legal counsel. The legal counsel shall be an ex officio member of the Board of Directors, Executive Committee, and Legislation Committee.

507.3.3 Special Assignments—The president may make special assignments that are deemed necessary to carry out the duties of the president and shall provide a written description of duties to the Board of Directors.

507.3.4 Liaisons—The president may appoint liaisons to other organizations to further the interests of USMS. The president shall provide a written description of duties to the Board of Directors.



**ARTICLE 508:
Financial Policy**

508.1 Fiscal Year

USMS shall have a one-year fiscal period for tax and accounting purposes commencing on the first day of January.

Article 508.2

508.2 Fees

Membership registration, national sanction, and national recognition fees shall be established by the House of Delegates.

ARTICLE 509: Parliamentary Authority

509.1 Parliamentary Authority

Unless otherwise specified, and subject to all standing rules, the current *Robert's Rules of Order* shall govern all USMS meetings and proceedings.

ARTICLE 510: Indemnification

510.1 Coverage

Each person who is or was a director, officer, or employee of USMS (including the heirs, executors, administrators, or estate of such person) shall be indemnified by USMS to the full extent permitted by the Nonprofit Corporation Law of the state of Florida 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 USMS as a director, trustee, officer, employee, or agent of another not-for-profit organization).

510.2 Insurance

USMS may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense. For the purpose of article 510, references to "USMS" include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

ARTICLE 511: Dissolution

If deemed advisable by the members, USMS may be dissolved pursuant to the applicable provision of the corporation laws of the state of Florida.

511.1 Dissolution

Upon the dissolution of USMS, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of USMS, dispose of all the assets of USMS exclusively for the purposes of USMS or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended.

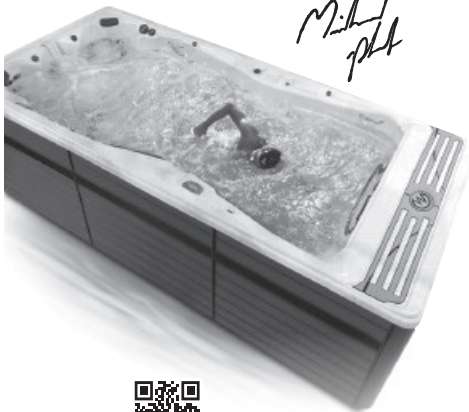



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