

The San Diego-Imperial Local Masters Swimming Committee (SI LMSC) Bylaws were adopted on 10/20/1983, at which time all previous Bylaws were rescinded. This edition includes amendments adopted through 11/06/2022.

## **SAN DIEGO-IMPERIAL LOCAL MASTERS SWIMMING COMMITTEE BYLAWS**

### **ARTICLE 1 – ORGANIZING PRINCIPLES**

- 1.1 NAME AND BOUNDARIES - The name of this Committee shall be the San Diego-Imperial Local Masters Swimming Committee (hereafter known as SI LMSC), a nonprofit, tax-exempt public benefit association. The national two-letter designation is "SI," the national two-number designation is "44," and the local three-letter designation is "SDI." The SI LMSC shall include all of San Diego County and Imperial County in California.
- 1.2 JURISDICTION - The SI LMSC shall have jurisdiction delegated to it by United States Masters Swimming, Inc. (hereafter known as USMS) over the sport of Masters swimming.
- 1.3 OBJECTIVES - The objectives shall be to promote and develop swimming for the benefit of Masters swimmers of all abilities aged eighteen (18) and over in accordance with the mission, goals, objectives, rules, and standards prescribed by United States Masters Swimming, Inc. and by the San Diego-Imperial Local Masters Swimming Committee.

### **ARTICLE 2 - MEMBERSHIP**

- 2.1 The SI LMSC membership shall consist of the following:
  1. Group members:
    - a. Those swimming organizations which are USMS club members registered in the SI LMSC, which are members in good standing in the SI LMSC, and which have athletes registered to represent the organization in the sport of Masters swimming.
    - b. Those organizations which are USMS members registered in the SI LMSC and which conduct a program in Masters swimming or are composed of persons joined together in support of Masters swimming or some aspect of it.
    - c. Each group member registered in the SI LMSC shall appoint a USMS-registered member to the SI LMSC Board of Directors. This appointment shall be in writing and shall be certified by the Chief Executive Officer, Secretary, or designated representative of the appointing group member. The appointing group member may withdraw its director by written notice addressed to the SI LMSC Secretary and signed by the group member's Chief Executive, Secretary, or designated representative. The group member may then substitute a new director by sending a notice to the SI LMSC Secretary.
  2. Individuals members:
    - a. Each individual
      1. who is an athlete, coach, official, administrator, or other person;
      2. who is interested in the purposes or programs of the SI LMSC;
      3. who is a USMS member registered in the SI LMSC.
    - b. Each individual member shall receive or be able to access proof of USMS membership and may attend all general meetings of the SI LMSC.

## 2.2 RESPONSIBILITIES:

### 1. Duties and Powers of Members:

- a. To ratify or rescind policy and programs established by the Board of Directors
- b. To amend the Bylaws of the SI LMSC

## ARTICLE 3 - MANAGEMENT

### 3.1 SI LMSC BOARD OF DIRECTORS:

#### 1. Members – the SI LMSC Board of Directors shall consist of:

- a. Each officer of the SI LMSC
- b. A director who is a USMS member registered in the SI LMSC and who represents a group member in good standing in the SI LMSC
  1. Each group member with fifty (50) or fewer USMS-registered members shall be entitled to one (1) director. Group members shall be entitled to one (1) director for each fifty (50) additional USMS-registered members (i.e. those with 51-100 USMS-registered members shall be entitled to two (2) directors, etc.).
  2. Each group member director shall be entitled to one vote.
  3. Each group member director shall be certified to the Board of Directors in writing by the Chief Executive Officer, Secretary, or designated representative of that group member.
- c. An "at large" director who is a USMS member registered in the SI LMSC and who represents unaffiliated ("unattached" or no club affiliation) members
  1. The "at large" director(s) shall be appointed by the Board. An "unaffiliated" member is defined as a USMS member who is registered in the SI LMSC and who has no affiliation with any USMS member club or organization which is registered in the SI LMSC.
  2. There shall be one at-large director appointed for every fifty (50) "unaffiliated" USMS members who are registered in the SI LMSC (i.e. if there are 51-100 unaffiliated members, then 2 "at large" directors shall be appointed).
  3. Each "at-large" director shall be entitled to one vote.
  4. Each "at large" director shall be certified in writing by the Board to itself.
- d. The following Board-appointed directors must be USMS members registered in the SI LMSC: Legal Advisor, Top 10/Records Recorder, Sanction Advisor, Officials Advisor, Webmaster, Communications Advisor, Coach Representative, SI LMSC Delegate(s) to the USMS Annual Meeting, and SI LMSC representatives to the USMS Volunteer Meeting.
  1. Each director shall be entitled to one vote. A member may hold more than one appointed director position.
  2. Each appointed director shall be certified in writing by the Board to itself.
  3. Notification of changes to USMS-required non-officer appointed positions shall be made to USMS in a timely manner.
  4. Duties of non-officer appointed positions shall be defined in an SI LMSC policy document.

#### 2. Duties and Powers – The SI LMSC Board of Directors shall act for the SI LMSC and its members during the interval between membership meetings, subject to the approval and ratification of the membership, except that it cannot amend these Bylaws. The Board shall have the power and the duty to do the following:

- a. Establish program and policy, subject to the ratification by the membership, and manage or supervise program and policy.
- b. Establish the Review Section.

- c. Review and adopt the annual budget of the SI LMSC, file annual state and federal tax documents, file other required state documents, and transmit the appropriate financial statements and Annual Meeting Minutes to USMS.
- d. Call regular and special meetings of the SI LMSC Board of Directors.

#### **ARTICLE 4 – OFFICERS**

- 4.1 OFFICERS – Officers elected by the Board of Directors include the General Chair, Vice Chair, Secretary, and Treasurer. The Membership Coordinator shall be appointed to office.
- 4.2 ELIGIBILITY – Only USMS members who are registered in the SI LMSC are eligible to hold office. One member may hold more than one office, except the Membership Coordinator and Treasurer must be separate individuals.
- 4.3 TERM OF OFFICE – Each officer elected or appointed in odd-numbered years at the annual Board of Directors meeting (see 5.1 Annual Meeting) shall serve a term of office beginning the following January 1 which lasts two years or until the officer’s successor is chosen. Each officer shall serve for a period of time to be determined by the Board of Directors. Notification of changes to any office shall be made to USMS in a timely manner.
- 4.4 NOMINATION – The slate of officers to stand for election or appointment shall be prepared from nominations made by the Board of Directors prior to the annual Board of Directors meeting. Nominees shall be Board Members and shall verify to the Board that they are interested in seeking the offices for which they have been nominated.
- 4.5 DUTIES – The duties of officers are the following:
  - 1. General Chair – shall be responsible for the day-to-day management of the business affairs of the SI LMSC, shall call meetings when and where deemed necessary, shall preside at all meetings, shall oversee storage of SI LMSC paper and electronic documents for the proscribed time period and, with the advice and consent of the Board, shall appoint those committee chairs not elected by the Board for standing and special committees necessary to fulfill the duties and responsibilities of the SI LMSC.
  - 2. Vice Chair – shall assist the General Chair and carry out the General Chair’s duties in the General Chair’s absence.
  - 3. Secretary – shall be responsible for keeping records of all meetings, preparing official correspondence, issuing meeting notices and minutes of meetings, and making reports required by USMS.
  - 4. Treasurer – shall be responsible for preparing the annual budget for review and approval by the General Chair and the Board of Directors, shall, in a timely manner, receive all of the monies and pay all of the bills approved by the Board of Directors or authorized in a budget approved by the Board of Directors, and shall be responsible for maintaining all financial records and for making annual or more frequent reports to the Board of Directors. SI LMSC expenditures at or above the threshold amount set by USMS shall require SI LMSC Board of Directors’ approval unless the expenditure is authorized in an annual operating budget. The SI LMSC bank account shall be separate and distinct from any other account and shall be used solely for SI LMSC business. The SI LMSC shall comply with USMS Financial Operating Guidelines.
  - 5. Membership Coordinator - shall be responsible for overseeing the registration of members, shall process membership applications in a timely manner, and shall communicate deposit amounts/categories and other pertinent information to the Treasurer.
  - 6. Officers shall constitute the Executive Board and shall act for the SI LMSC Board of Directors during the interval between membership meetings when the full SI LMSC Board of Directors cannot be convened, subject to the approval and ratification of the membership, except that the Executive Board cannot amend these Bylaws.

7. Additional duties may be assigned to the SI LMSC officers by the Board of Directors.

4.6 VACANCIES - Vacancies in any office of the SI LMSC Board of Directors, caused by death, resignation, or otherwise, may be filled for the unexpired term by the Board of Directors at any meeting of the Board of Directors or by the Executive Board.

## **ARTICLE 5 - MEETINGS**

5.1 ANNUAL - The annual membership meeting shall be held no later than December 31 and shall be open to all individual members of the SI LMSC.

5.2 GENERAL - General membership meetings should be scheduled whenever necessary. A minimum of one (1) meeting, the annual meeting, is required per year.

5.3 SPECIAL - Should the Chair fail to call the annual regular membership meeting or should a special membership meeting be required, a special meeting may be called at any time upon the request of any two (2) members of the Board of Directors.

### 5.4 NOTICES

1. Time – Notice of not less than fifteen (15) days shall be given by the SI LMSC Secretary for any annual, general, or special meeting of the membership or of the Board of Directors. This notice shall be posted on the SI LMSC web site, posted or announced at the SI-sanctioned swimming meet which immediately precedes the meeting, announced in any SI LMSC newsletter(s) preceding the meeting, announced on an SI LMSC event form, or announced at the preceding meeting.

2. Information - The notice of a meeting shall contain the time, date, and site (for in-person meetings) or registration information (for electronic or online meetings). For each special meeting, the purpose(s) of the meeting shall also be given.

3. Notification Method - Each member of the Board of Directors shall be notified of the meeting by the SI LMSC Secretary by electronic means, by posting on the SI LMSC web site, verbally, or in writing with a notice sent via regular mail to the address most recently recorded for the member.

5.5 ORDER OF BUSINESS - At all membership and Board of Directors meetings, the following shall be the order of business:

1. Roll call
2. Reading, correction, and adoption of minutes
3. Reports of Officers
4. Reports of Committees
5. Unfinished business
6. Elections where appropriate
7. New business
8. Resolutions and Orders
9. Adjournment

5.6 QUORUM - A quorum at all meetings shall consist of those present and eligible to vote, provided that proper notice of the meeting has been given.

5.7 RULES OF ORDER - At all meetings, the current "Robert's Rules of Order" shall be the procedural rules. Only SI LMSC business shall be conducted at SI LMSC meetings (no club business).

## **ARTICLE 6 - COMMITTEES**

- 6.1 CHAIR - The Chair of each Committee shall be appointed by the SI LMSC General Chair with the advice and consent of the SI LMSC Board of Directors and must be a USMS member registered in the SI LMSC.
- 6.2 MEMBERSHIP - Members of each committee shall be appointed by the Committee Chair with the advice and consent of the General Chair of the SI LMSC and must be USMS members registered in the SI LMSC.

## **ARTICLE 7 - CONDITIONS OF COMPETITION**

- 7.1 GENERAL - The current USMS rules and regulations as outlined in the "United States Masters Swimming Code of Regulations and Rules of Competition" shall be the rules and regulations used to govern Mastersswimming competitions. The rules and regulations guarantee uniform and fair standards and ensure fair and equal conditions during swim events. All USMS and LMSC Mandatory Facility, Event, and Top 10 Standards must be followed. USMS rules and regulations can be augmented by the SI LMSC provided that the SI LMSC rules and regulations are not contrary to those of USMS.

## **ARTICLE 8 - CHAMPIONSHIPS**

- 8.1 GENERAL - When swimming championships are conducted, they shall be in accordance with the USMS rules for conduct of championships as described in the "United States Masters Swimming Code of Regulations and Rules of Competition."

## **ARTICLE 9 - DUES AND FEES**

- 9.1 MEMBERSHIP (MEMBER REGISTRATION) - Each member, or each swimming organization on the member's behalf, shall pay an annual membership (registration) fee established by USMS, a portion of which shall be distributed to the SI LMSC.

## **ARTICLE 10 - REPORTS AND REMITTANCE**

- 10.1 ANNUAL REPORTS - The SI LMSC Secretary or General Chair or Treasurer shall transmit the following documents to the USMS National Office no later than four (4) months following the end of the SI LMSC financial year: 1) the SI LMSC Annual Meeting Minutes and 2) the SI LMSC Annual Financial Statement to include an income statement with itemized revenues and expenditures and a balance sheet prepared using sound accounting principles. An annual internal review of the SI LMSC records and finances shall be performed and shall be reviewed by the SI LMSC Treasurer and at least one other Executive Officer (who is not authorized to sign checks). Annual state and federal tax documents as well as other required state documents shall be filed in a timely manner.
- 10.2 REMITTANCE - Each month the Treasurer shall verify the accuracy of the Statement received from USMS against the national membership database. Verified SI LMSC funds due to USMS shall be transmitted by the Treasurer to the USMS National Office in a timely manner. Fund transmission shall comply with current membership registration process and policy.
- 10.3 GENERAL - The SI LMSC shall make other reports and remittances to USMS as specified in the "United States Masters Swimming Code of Regulations and Rules of Competition" or by the USMS Board of Directors. The SI LMSC Executive Board (General Chair, Vice Chair, Secretary, Membership Coordinator, and Treasurer) shall be responsible for ensuring that all required reports and remittances are made. SI LMSC financial documents shall be maintained and retained per state and federal guidelines.

## **ARTICLE 11 – MEMBERS' RIGHTS, GRIEVANCE PROCEDURES, AND REVIEW SECTION**

- 11.1 MEMBERS' BILL OF RIGHTS – The SI LMSC, in accordance with the rules of USMS, shall respect and protect the right of every eligible individual to participate in any sanctioned Masters event, provided such event is conducted in compliance with reasonable local, national, and applicable international requirements.
- 11.2 GRIEVANCE PROCEDURES – When it has been determined that a grievance procedure for intra-LMSC disputes is needed to implement the policies of USMS as expressed in the “United States Masters Swimming Code of Regulations and Rules of Competition” concerning member rights and standards of conduct under Articles 402 and 403 thereof, the SI LMSC shall use the written grievance procedure as stated in the “USMS Guide to Local Operations/Model LMSC Grievance Procedures”.
- 11.3 REVIEW SECTION - When necessary, the SI LMSC Board of Directors shall appoint a Review Section comprised of no less than five (5) members. The Review Section may conduct hearings on any matter affecting USMS and the SI LMSC which arises solely within the SI LMSC geographical boundaries and which involves only SI LMSC members. The Review Section hearings may be conducted by an attorney-at-law who is retained by the Review Section. If the attorney is not a member of USMS, then the attorney shall have no vote. The Chair of the Review Section shall be elected by the Review Section members. A quorum for any hearing conducted by the Review Section shall be fifty (50) percent of the Review Section members, but in any event, no less than three (3) members. The decision of the Review Section may be subject to appeal by the applicant to the SI LMSC Board of Directors and, thereafter, to appeal by the applicant to the USMS National Board of Review for final determination.
- 11.4 NOTICE TO MEMBERS - In each case in which a notice is mailed to a registered member, it is sufficient to address the notice to the member and mail it to the address given on the member's application for registration. If a change-of-address has been filed with the SI LMSC registrar or national registration database, then the notice should be sent to that address.

## **ARTICLE 12 – INDEMNIFICATION**

- 12.1 INDEMNIFICATION - Each person who is or was a director, officer, board member, or employee of the SI LMSC (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the SI LMSC as a division of USMS to the full extent permitted by the Non-Profit Corporation Law of the State of Florida against any liability, cost, or expense incurred in the capacity as director, officer, board member, or employee, or arising out of the status as a director, officer, board member, or employee (including serving at the request of the SI LMSC as a director, trustee, officer, employee, or agent of another nonprofit, tax-exempt organization).

## **ARTICLE 13 - MISCELLANEOUS**

- 13.1 AMENDMENTS - Any provision of these Bylaws not prescribed by USMS may be amended at any SI LMSC membership meeting by a two-thirds vote of the members present at the meeting. Notice of at least fifteen (15) days shall be given of any proposed amendment(s). This notice shall be posted on the SI LMSC web site. Every effort shall be made to post or announce the notice at the SI LMSC-sanctioned swimming meet which immediately precedes the meeting and/or in any newsletter(s) preceding the meeting.
- 13.2 FISCAL YEAR - The fiscal year of the SI LMSC shall correspond to the fiscal year of USMS.
- 13.3 MAILING ADDRESS - The SI LMSC shall submit a permanent mailing address to the USMS National Office.
- 13.4 MAIL or ELECTRONIC VOTE - Except for the amendment of the SI LMSC Bylaws, any action which can be taken at a regular or special membership or Board of Directors meeting may be taken without a meeting. If an action is to be taken without a meeting, the SI LMSC Secretary shall distribute a written or electronic ballot to every member entitled to vote on the matter. The ballot shall set forth proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the SI LMSC Secretary. Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot within the designated time period constitutes a majority of the votes entitled to be cast.

- 13.5 ADMINISTRATION - Some or all of the administrative functions which are the responsibility of the SI LMSC may be assigned to an office or organization under an agreement between the SI LMSC and the office or organization. This agreement shall outline the nature of the services and the fees associated with those services and shall be in accord with general policies and guidelines established by USMS.
- 13.6 DISSOLUTION - Upon dissolution of the SI LMSC, the net assets of the SI LMSC will not inure to the benefit of any private individual, corporation, organization, or association. These net assets shall be distributed to one or more qualifying U.S. Internal Revenue Code 501 (c) (3) nonprofit, tax-exempt entities whose purposes are in some way to promote aquatics. The qualifying nonprofit, tax-exempt entities shall be selected by a majority of the current SILMSC Board of Directors prior to dissolution of the SI LMSC.
- 13.7 APPOINTMENT OF DELEGATES TO THE USMS ANNUAL MEETING HOUSE OF DELEGATES – SI LMSC Delegate(s) to the USMS Annual Meeting House of Delegates shall be appointed by the SI LMSC Board of Directors from a list of nominees suggested by the SI LMSC general members and by the SI LMSC Board of Directors and from a list of SI LMSC members currently serving on USMS Committees, as USMS Officers, and/or as USMS Special Appointees and Liaisons. The appointment of SI LMSC delegate(s) should occur no later than the end of April. Delegate(s) may be selected by a general membership vote if the Board decides to do so. The SI LMSC shall make a good faith effort to ensure that at least one delegate attends the USMS Annual Meeting (convention).

Adopted 11/20/1983, Approved 11/20/1983 at the Annual Meeting of the Pacific Southwest Association (now known as the San Diego-Imperial Local Masters Swimming Committee)

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| Amended Late 1986               | Amended Version #1                                  |
| Amended 1987                    | Amended Version #2 ("1986/1987 revision")           |
| Amended 10/20/1988              | Amended Version #3A SI LMSC BYLAWS                  |
| Amended 02/1989                 | Amended Version #3B SI LMSC BYLAW89                 |
| Amended 04/23/1989              | Amended Version #4 BYLAWS89.SI4 Approved 05/21/1989 |
| Amended 05/21/1989              | Amended Version #5 Approved 05/21/89                |
| Amended 03/19/1998 Housekeeping | Amended Version #6 Approved 03/19/1998              |
| Amended 06/13/1999              | Amended Version #7 Approved 07/17/1999              |
| Amended 08/25/2002              | Amended Version #8 Approved 09/22/2002              |
| Amended 01/05/2003              | Amended Version #9 Approved 03/09/2003              |
| Amended 06/04/2007              | Amended Version #10A Approved 06/11/2007            |
| Amended 02/08/2011              | Amended Version #11 Approved 02/27/2011             |
| Amended 02/27/2012              | Amended Version #12 Approved 03/25/2012             |
| Amended 02/28/2017              | Amended Version #13 Approved 03/26/2017             |
| Amended 11/06/2022              | Amended Version #14 Approved 11/06/2022             |