



FLORIDA LOCAL MASTERS SWIM COMMITTEE BYLAWS

(INCORPERATING ALL CHANGES as of 9-20-2012)

Purpose: The purpose of the Florida Local Masters Swimming Committee (FL LMSC) shall be to promote and develop physical fitness and competitive swimming for the benefit of adult swimmers of all abilities in accordance with the standards, objectives, and goals prescribed by United States Masters Swimming, Inc. (USMS).

Article 1: Membership

Article 2: Officers

Article 3: Directors

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ARTICLE 1, MEMBERSHIP:

1.01 General: Individual and club/chapter membership in the FL LMSC shall be upon receipt of application form approved by the FL LMSC Board of Directors with the payment of a membership fee established by the Board of Directors, and shall be assessed on a yearly basis from January 1st through December 31st.

1.01.1 Club Membership: Club membership is open to those organizations which register with the FL LMSC and which are interested in fostering the purposes of this organization.

1.01.2 Individual Membership: Individual membership is open to any individual who is at least 18 years of age.

1.02 Responsibilities of Members

1.02.1 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 FL LMSC

1.02.2 Conduct: Each individual and club member of the FL LMSC shall abide by the bylaws and any rules, regulations and policies of the FL LMSC.

ARTICLE 2, OFFICERS:

2.01 Officers: The officers of the FL LMSC shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. These positions are elected by the Board of Directors and members of the House of Representatives.

2.01.1 Requirements: Officers shall be registered members of the FL LMSC in good standing.

2.01.2 Executive Committee: Officers shall comprise the Executive Committee; meetings of the Executive Committee shall be called by the Chair; the Executive Committee shall have authority to act for the LMSC and to create policy between meetings.

2.01.3 Voting: Officers shall be considered voting representatives of the FL LMSC by virtue of their office and are not required to represent their clubs as delegates, but may do so at their discretion.

2.02 Duties of the Officers:

2.02.1 Chair: The Chair shall:

- a. Preside at all meetings of the FL LMSC;
- b. Preside as Chair of the Board of Directors;
- c. With the Secretary, execute all legal papers, documents and instruments ordered to be executed by the Board of Directors;
- d. Appoint the appropriate number of delegates to the annual national USMS convention and submit their names to the National Secretary;
- e. Appoint chairperson positions as deemed necessary by the board and subject to board approval;
- f. Designate either the Secretary or the Treasurer to preside at meetings in his/her absence.
- g. Perform such other duties as may, from time to time, be prescribed by the Board of Directors.

2.02.2 Vice Chair: The Vice Chair shall:

- a. Carry out the Chair's duties in his or her absence.
- b. Provide support and assistance to the Chair.
- c. Accept specific responsibilities from the Chair.

2.02.3 Secretary: The Secretary shall:

- a. Together with the Chair, execute such legal documents, papers or instruments as authorized by the Board of Directors;
- b. Keep the minutes of all meetings of the LMSC, the Board of Directors and of the Executive Committee and make the minutes available to the membership;
- c. Send a copy of the Annual Minutes to the National USMS office as required;
- d. Maintain a record of all current policies and changes in the Bylaws and forward copies to the webmaster and make the policies and changes available to the membership.
- e. Assume the role of parliamentarian according to Roberts Rules of Order at all meetings;
- f. Preside at any meetings in the absence of the Chair if necessary;
- g. Shall perform such other duties as the Chair or Board of Directors may designate.

2.02.4 Treasurer: The Treasurer shall:

- a. Have charge of the funds and securities of the LMSC and cause them to be deposited into depositories approved by the Board of Directors;
- b. See that an accurate record is kept of the funds and provide periodic reports to the Board of Directors;
- c. Sign all checks upon bank accounts of the LMSC as directed by the Board of Directors;

- d. Disburse funds of the corporation for all expenses authorized by the Board of Directors or the Executive Committee;
- e. Submit an annual proposed budget to the Board of Directors;
- f. Send an Annual Financial Report to the USMS National Office as required.
- g. Preside at any meetings in the absence of the Chair if necessary;

2.03 Term: Each officer shall be elected at the annual meeting and serve a term of two (2) years, such term to begin upon their election. An officer may be re-elected to successive terms;

ARTICLE 3, BOARD OF DIRECTORS:

3.01 Board of Directors: The eight Board of Directors shall consist of the four elected officers of the FL LMSC: (Chair, Vice Chair, Secretary, and Treasurer) and the four elected Directors: (Registrar, Records, Sanctions, and Newsletter).

3.02 Term of Office: The term of office for directors of the FL LMSC shall be a period of two (2) years.

3.03 Board Powers: The Board of Directors shall have and exercise all necessary powers to control the work and policy of the LMSC.

3.03.1 General Powers: The Board of Directors shall have and exercise all necessary powers to control the work and policy of the LMSC. No contract, debt or obligation shall be binding unless contracted under the authority of the Board of Directors, except for actions by the Executive Committee in amounts authorized herein or by the Board of Directors;

3.03.2 Vacancies: The Board of Directors shall have the power to fill for the unexpired terms, all vacancies occurring in their number between annual elections. Such vacancies shall be filled by first recommending names to the Board, who shall act as a nominating committee for screening and recommendation to the Chair for appointment. The term of the person filling the vacancy will last until the next regularly scheduled LMSC election.

3.03.3 Relationships: The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when, in their judgment, such relationship is desirable toward achieving the association's objectives in the area concerned. If the Board enters into Articles of Agreement setting forth the rules of such cooperative association, said agreement shall contain provisions for severing relationships at anytime, when in the judgment of the Board of Directors, it is in the best interest of the association to do so. The Board may delegate this power to the Executive Committee.

3.04 Number of Board Members: The number of Board members may be modified upon vote of the Board of Directors and approval by 50% of the team representatives;

3.05 Number of Meetings: The Board of Directors shall meet at least three (3) times per year. One meeting being before the October annual membership meeting. The other two (2) meetings shall be held during the remainder of the year as established by the Board of Directors and these articles. In addition, the Board shall hold meetings upon the call of the Chair or at the request of at least three (3) members of the Board of Directors made to the Chair. Notice of such meetings by the Chair and/or three members of the Board shall require three (3) days notice. Said notice may be given via telephone or electronically;

3.06 Quorums: At all meetings of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business. The consent of those members shall be sufficient to take or authorize action unless the concurrence of a greater proportion is required by applicable law, these Bylaws or the Articles of Incorporation;

ARTICLE 4, HOUSE OF REPRESENTATIVES:

4.01 The House of Representatives includes the Board of Directors and the Club Representatives.

ARTICLE 5, MEETINGS:

5.01 Annual Meeting: The annual meeting of the corporation shall be held during the month of October each year or the first appropriate Saturday after the USMS National Convention. The exact date shall be established by the Board of Directors;

5.02 Special Meetings: Special meetings of the corporation may be called at the discretion of the Chair, or upon written request of any three (3) directors; or 15% of the members of the corporation; or 50% of the club representatives;

5.03 Eligibility to Vote: At all meetings of the FL LMSC, except as may be provided elsewhere in these Bylaws or in the Articles of Incorporation, each member of the Board of Directors and one primary representative from each registered club that has members registered with the club shall be eligible to vote. Each registered club in the FL LMSC will be allotted a number of representatives as follows; 1-49 registered members = 1 representative; 50-99 registered members = 2 representatives, and 1 additional representative for each additional 100 registered members. A quorum shall consist of those present and eligible to vote;

5.03.01 Definitions: The term "club" for the purposes of this article signifies those groups within the Florida LMSC who are registered with USMS.

5.03.01.1 Each Florida LMSC club shall submit on a yearly basis the name(s) and contact information of each representative to the Florida LMSC Secretary. At the beginning of each meeting the Secretary will call roll of clubs present and request identity of which member(s) are representing said clubs and ensure they are listed on the roster as present along with updated contact information.

5.03.01.2 Duplicate names of Clubs will not be permitted.

5.03.01.3 Any registered club member present at any meeting is eligible to represent their club.

5.03.01.4 Members in the Florida LMSC who are not a club representative and are not on the Board of Directors will have a voice, but no vote.

5.04 Method of Voting: At all meetings of the FL LMSC the method of voting shall be by voice vote or show of hands except on the elections of officers or on the demand of a voting member, in which case the vote shall be by written ballot.

5.04.01 Electronic Voting: During any meeting including biannual elections, the Board of Directors and those club representatives present may table a vote for a period of twenty one days for the purpose of providing notification to all club representatives of said vote. All votes will be forwarded to the Secretary and an impartial member of USMS outside the Florida LMSC.

5.05 Result of Voting: A majority of the votes cast at any meeting of the corporation at which a quorum is present shall be sufficient to take or authorize action upon any matter, question or proposal which is properly presented before the meeting.

5.06 Notice of Meetings: Notice of the annual meeting and other meetings of the FL LMSC shall be sent out in written or electronic form. Notice shall be given to club representatives, who are responsible for notifying their club's membership.

5.06.1 Regular Meetings: Said notice shall be given no less than thirty (30) days prior to said meeting.

5.06.2 Special Meetings: Notice of special meetings shall be given at least fifteen (15) days before the date of such meeting and the notice of the special meeting shall include a statement of the specific purpose or purposes for which the meeting is called.

5.07 Organization: At all membership meetings and meetings of the Board of Directors shall adhere to Roberts Rules of Order, and 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 Adjournment.

ARTICLE 6, ELECTIONS:

6.01 Nominations: Nomination of officers shall be by an ad hoc nominating committee; the final slate will be presented to the club representatives no later than sixty (60) days before the election.

6.01.1 The Corporation shall accept nominations from the floor at the biennial election meeting. The final slate will be presented to the House of Representatives;

6.02 Eligibility: No members may be considered as candidates for office unless they are members in good standing and unless their consent is obtained.

6.03 Elections: The elections shall be held in even numbered years at the Annual meeting; the FL LMSC may accept nominations from the floor at the election meeting; those eligible to cast votes for candidates are those defined in Article 5.03

6.04 Vacancies: Nominations and elections to fill a vacancy shall be held by the Board of Directors. The person filling the vacancy shall hold office until the next regularly scheduled LMSC election.

ARTICLE 7, GENERAL PROVISIONS:

7.01 Fiscal Year: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December;

7.02 Payment of Moneys: All checks, notes, drafts, orders for payment of money or other evidence of indebtedness issued in the name of the corporation and all such instruments shall be signed by two authorized signatures if payments are \$250 or more. Four authorized signatures should be on file at the bank. The authorized signatures shall be of the Chair, Secretary, Treasurer and Registrar.

7.03 Review: The Treasurer's accounts shall be examined annually by someone other than the treasurer, appointed by the Executive Committee, who shall verify the bank balances and samplings of the revenue and expense documentation. A signed report of the findings shall be presented at the next regular meeting after their appointment.

7.04 Removal From Office: Any director or officer may be removed for cause by a majority vote of those members present at a properly called meeting where a quorum is present. Removal or resignation of an officer shall automatically lead to removal from the membership on the Board and the Executive Committee. Suspension or revocation of membership in the corporation, or the absence from two (2) meetings of the corporation or the Board without sufficient cause may be cause for removal from office or membership on the Board. Requests to be excused from a meeting of the corporation or the Board must be received by the Chair or the Secretary prior to the call-to-order of any such meeting;

7.05 Records: All corporation records shall be open and available to inspection by members;

7.06 Dissolution: Upon dissolution, the net assets of the LMSC will not inure to the benefit of any private individual or corporation, but will be 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, or is not then a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under Sections 170(c)(2), 2055(a)(2) corporation, to be used exclusively for educational or charitable purposes.

ARTICLE 8: ATHLETE'S RIGHTS, HEARINGS, AND RIGHTS OF APPEAL

8.01 General Jurisdiction: The Board of Directors may conduct hearings on any matter affecting the LMSC, arising solely within the jurisdiction of the LMSC, and involving only members of the FL LMSC.

8.02 Appeal: Any registered member of the FL LMSC may appeal any decision by the Board of Directors at said hearings according to current USMS rules on Hearings and Appeals.

ARTICLE 9, AMENDMENTS:

9.01: Adequate Notice: These Bylaws may be amended by a majority vote of those members present at any meeting of the corporation properly called where a quorum is present. Provided that no less than fifteen (15) nor more than thirty (30) days notice of such meeting is given and that said notice shall contain an advisory that an amendment or amendments shall be included in the order of business and provided further, that a copy of the text of such proposed amendment or amendments shall be included in the notice.

9.02 USMS: Should any bylaw or rule changes occur at the USMS level or Florida State Statute 617 that are in conflict with current LMSC bylaws or rules, those LMSC bylaws or rules shall be considered immediately amended to conform to USMS standards. Notice of such changes will be made at the next scheduled FL LMSC meeting.