

By-Laws of the Hawaii Masters Swimming Association
Revised October 3, 2009

ARTICLE 1

1.0 STATEMENT OF PURPOSE: Hawaii Masters Swimming Association (HMSA) exists to promote fitness and health in all adults by offering and supporting Masters Swimming as the Local Masters Swimming Committee (LMSC) for United States Masters Swimming (USMS) in the State of Hawaii.

1.1 GOALS AND OBJECTIVES: HMSA is a non-profit private organization for Hawaii (HI) under the jurisdiction of and supporting United States Masters Swimming, Inc. (USMS). Our goals and objectives shall be to promote and develop swimming (pool and open water), aquatic safety, physical fitness, and good health for the benefit of Masters swimmers of all abilities in accordance with the goals, objectives, rules, and standards prescribed by USMS.

1.2 NAMES AND BOUNDARIES: The name of this organization shall be Hawaii Masters Swimming Association (HMSA). The national two-letter designation is "HI"; the national two-number designation is "39" for this LMSC. This LMSC shall include all of the State of Hawaii.

1.3 JURISDICTION: HMSA shall have jurisdiction delegated to it by USMS over the sport of Masters swimming.

ARTICLE 2 – MEMBERSHIP

2.1 HMSA membership shall consist of the following:

1. Team Members

a. Those swim organizations or groups who have members registered by HMSA with USMS who are in good standing who participate in the sport of swimming or some aspect of it.

b. Each Team shall appoint a delegate to HMSA Board of Directors – this person must be a currently registered Individual Member of HMSA. The team shall make such appointments with their annual Team Registration, which may be updated either in writing or via email to the chairman or Registrar of the LMSC, and from the chairman or equivalent position of the team or group. The team or group may change its representation on HMSA at any time either by written notice or via email to HMSA chairman from the chairman or equivalent member of the team or group.

2. Individual 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 Hawaii LMSC;
and
3. who has completed the required membership application and paid the required membership fee (including the fee to USMS) to HMSA.

b. Each individual member shall receive a USMS membership card certifying his or her membership and may attend annual and special meetings of HMSA membership.

2.2 RESPONSIBILITIES

- a. To elect officers.
- b. To promote and participate in programs and activities conducted by HMSA and USMS and may attend all membership meetings of HMSA.
- c. To vote on any matters, which the Board of Directors submits to a vote of the membership, and on all issues to be voted on at any membership meetings.

ARTICLE 3 – MANAGEMENT

3.1 HMSA BOARD OF DIRECTORS

1. Members – HMSA Board of Directors shall consist of:

- a. Each elected officer of HMSA and the appointed Registrar, all of whom shall also be registered members of HMSA and USMS. The Registrar will serve at the pleasure of the Board. All elected officials and the registrar must be separate individuals.
- b. One delegate from each team who shall also be registered members of HMSA and USMS may attend any HMSA board meetings, and will act as voting members during any HMSA House of Delegates meetings.
- c. The appointed officers of HMSA shall be the Top Ten Recorder, Communications Chair (newsletter/webmaster), Coaches Chair, Officials Chair, Sanctions Chair, and Safety & Open Water Chair. These positions are voting members of the Board of Directors.

- d. A single individual may hold no more than two offices concurrently except by majority approval of the elected officers plus registrar on the board. (Team Delegate positions do NOT count as an office for purposes of this section.) Individuals that hold more than one office and/or Team Delegate position only have one vote.
 - e. Other individuals may be selected as non-voting at-large members to serve as advisors to the Executive Committee. (e.g.; Fitness, Legal Counsel, Island Representatives, etc.)
 - f. At-large representatives may be appointed by the Board of Directors, at its sole discretion.
 - g. The Chair may appoint a person to an open position who will serve subject to approval by the Board of Directors at the next board meeting.
 - h. A quorum of the board required to conduct business shall consist of at least (50%) or more of its members present and eligible to vote
 - i. Board members with more than three (3) consecutive unexcused absences from board meetings may be removed from service on the board at the discretion of the Board of Directors. Excuses from attending meetings shall not be unreasonably withheld.
 - j. All Board members shall have an active email address and telephone number.
2. Duties and Powers – HMSA Board of Directors shall act for HMSA and its members during the interval between General meetings.
- a. To establish program and policy; To manage and/or supervise program policy.
 - b. To review and adopt the annual budget of HMSA, including the setting of HMSA registration rates, which shall also include the USMS registration fee and any LMSC entry fees, sanction, recognition or approval fees, which it deems appropriate. Long Distance and National Championship fees shall be in accordance with USMS Rules.
 - c. To plan, schedule, encourage and support a variety of swim meets, clinics and educational programs for the benefit of Master Swimmers.
 - d. To consider all requests for sponsorship of swimming events and to issue sanctions in accordance with the USMS bylaws and rules.
 - e. To amend the By-Laws.

f. To call or provide notice of meetings of the Board, House of Delegates as well as call General Membership meetings.

g. To take any and all action necessary and /or proper to carry out its powers and duties as well as the programs, activities and objectives of HMSA, including assisting in appointments, assignments and removal of its members or officers for failure to perform their duties where circumstances warrant such action.

h. To plan for the annual meeting, preparing delegates for the USMS convention, and conducting other business of the organization.

ARTICLE 4 – OFFICERS

4.1 OFFICERS: The elected officers of HMSA are the Chairman, Vice Chairman, Secretary and Treasurer.

4.2 ELIGIBILITY:

- a. Only registered members of HMSA are eligible to hold office.
- b. A person may only hold one elected office at a time.
- c. A person may hold two (2) offices simultaneously only with majority approval of the elected Board of Directors.
- d. The Chair may serve for a maximum of two consecutive terms. (After another person has served, this two term limit begins again.)

4.3 TERM OF OFFICE: Each officer will serve for a term of two (2) years or until a successor is chosen by election or appointment by the Board to fill a vacancy.

4.4 NOMINATION: The Chair will appoint a Nominating Committee of at least three (3) persons two months prior to the election meeting of HMSA. The Nominating Committee will canvass persons and present at least one (1) nominee for each office at least one (1) month prior to the election meeting. The list of nominees will be published on HMSA website. Additional nominees may be presented at the election meeting by any Member providing the nominee has given written consent. Election of all officers shall take place at the annual meeting in odd numbered years.

4.4 OFFICERS DUTIES:

- a. Voting Officers
 - a. Chairman
 - i. To assure the duties and obligations of HMSA as defined above in Article 3 (Management) are met.
 - ii. Notify the USMS National Office Administrator upon any change of an elected officer including name, address, phone, and email.
 - b. Vice-Chairman
 - i. To step up as Chairman when the Chair cannot continue

serving in the position.

- ii. To stay current on the status of all board business in case he/she needs to step in as Chairman.
- iii. To actively participate in the decision making process.
- iv. To aid the Chairman in performance of his/her duties as Chair.
- v. To temporarily fill in as Chair as requested by the Chair if possible.

c. Secretary

- i. Keep minutes of any and all Board of Directors, House of Delegates, and General Membership meetings.
- ii. File minutes with Chair and Communications Chair for posting on HMSA website.

d. Treasurer

- i. To submit an annual budget to the Board of Directors for review and acceptance at a Board Meeting.
- ii. To file any and all required Federal, State and Local Taxes; and to provide copies of same for review by the Board of Directors and annually with USMS.
 - 1. As a non-profit organization, HMSA must, at a minimum, file an annual return with the IRS. Based on the amount of gross receipts and total assets, the return will be either Form 990, 990-EZ or 990-N (e-Postcard) per guidelines at www.irs.gov/charities.
- iii. To file appropriate documents to maintain non-profit status of HMSA.
- iv. Maintain any and all HMSA Bank Accounts.
 - 1. All HMSA accounts must be separate and distinct from any other account. Funds may not be comingled with team/club funds for any reason. Payment for matters not pertaining to HMSA, member registration or HMSA sanctioned or approved events may not be deposited.
 - 2. To reconcile all HMSA bank statements monthly. Have a second board member review bank reconciliations at least quarterly.
 - 3. Assure 2 signatures are on all checks of \$5,000 or more.
- v. Assure checks received from USMS are deposited within 60 days of receipt.
- vi. Reimburse funds for HMSA & USMS approved business.
- vii. Registration payments are made to USMS within one week of receipt of prior month's invoice from National Office unless amount is clearly immaterial; all payments for registration, regardless of amount, are due within 60 days to National Office. Try to make Registration payments are made to USMS National Office, regardless of amount, within 30 days.
- viii. Submit annual financial statements to USMS National Office

within four months of the LMSC's year end. Each LMSC must use the same fiscal year as USMS, which is a calendar year. The financial statement should include an income statement with itemized revenues and expenditures and a balance sheet, based on sound accounting principles.

- ix. Retain support for all expenditures greater than \$25 in accordance with IRS guidelines, including business purpose clearly documented on receipt or in LMSC books. Support should be maintained for a minimum of 3 years.
- e. Registrar
- i. Notify clubs of USMS club renewal process no later than October 31st.
 - ii. Register clubs annually, within 14 days of the date of receipt of the form.
 - iii. Notify current members of USMS renewal process.
 - iv. Process individual registrations in a timely manner; within 15 days.
 - v. Print and deliver cards for all paper registrations, and, if requested, to online registrants.
 - vi. Deposit checks and cash for registrations in a timely manner and reconcile registrations, donations, etc., with money received. The registrar (or designated person other than the registrar), who makes the deposits, must keep the treasurer informed as to the deposit amounts and categories.
 - vii. Make USMS registration forms available for prospective members.
 - viii. Maintain paper registrations (dry, secure and safe) for legal period.
- f. Officials Chair
- i. Ensure that all events meet minimum requirements as described in the USMS Rule Book (e.g., at least one official certified at stroke and turn level by a recognized body).
 - ii. Maintain good communication with LSC in order to grow the officials list and keep them updated on the rule differences. Ensure that officials are experienced and certified for the position they are working, and the number of officials is appropriate for the facility and event.
 - iii. Keep a list of certified officials for meets. Meet directors should be able to go to the Officials chair for help in locating officials.
- g. Sanctions Chair
- i. Provide a process for obtaining an LMSC sanction after determining that all prerequisites are met (e.g., officials, pool length).
 - ii. Ensure all sanctioned and recognized events are run according to USMS rules and regulations. Ensure that all participants are

- USMS members for sanctioned events.
- iii. Provide event directors with a list of requirements for conducting an event.
- iv. Submit results to the USMS Meet Results Database within 60 days of event.
- h. Safety & Open Water Chair
 - i. Work with organizations running Open Water events to:
 - 1. Bring non-USMS/USAS sanctioned events on-board with USMS if possible.
 - 2. Work with Sanctions chair to ensure compliance of USMS Sanctioned events with USMS/USAS standards.
 - 3. Help Open Water organizations and officials to be trained in requirements and Open Water Safety.
 - ii. Work with teams and organizations to keep race directors, meet directors, coaches and team representatives informed on ongoing and new safety requirements for safety.
 - iii. Work with various communities to inform the public, including visitors where possible, about aquatic safety at pools and in open water.
- i. Communications Chair
 - i. Make USMS registration forms available for prospective members
 - ii. Assure that communications are sent at least once a year to all members
 - iii. To communicate & inform members at least quarterly by email with information on USMS news, HMSA news, relevant topics in Board Meetings, post information on upcoming races, and post race results for members in a timely manner.
 - iv. To communicate aquatic safety and other Masters Swimming information to the general public through government agencies, news outlets, websites, and other means.
 - v. To send meet information to the USMS for posting.
 - vi. **Newsletter:** To publish a quarterly (or more often) newsletter to HMSA members.
 - vii. **Webmaster:** To maintain, or find a web service to maintain, an up-to-date website of information for HMSA including:
 - 1. Information on HMSA (contacts, bylaws, meeting minutes, budgets, etc.)
 - 2. HMSA member teams,
 - 3. HMSA events and races
 - 4. Top-Ten time and HMSA records.
 - 5. Post information for meet directors, including:
 - a. Sanction/recognition forms and procedures
 - b. Meet Director's Manual
 - c. Links to insurance information and forms
 - 6. Post information for clubs, including:

- a. How to start a club
 - b. Resources/links for clubs
 - viii. Prepare and submit annual meeting minutes to USMS National Office; retain copy for LMSC archive
- j. Top Ten & Records Recorder
 - i. Submit LMSC Top 10 to USMS by the deadline for each course.
 - ii. Ensure all submitted results are from USMS registered members, and that registration numbers are valid.
 - iii. Ensure that all results are from facilities that meet pool certification requirements.
 - iv. Submit record applications within 60 days.
- b. Non-voting Officers
 - a. Legal Counsel
 - b. Fitness Chair
 - c. Island Representative

4.5 INDEMNIFICATION OF OFFICERS

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

ARTICLE 5 – GRIEVANCE PROCEDURE

5.1 GROUNDS FOR GRIEVANCES: Any individual member of the LMSC and/or any Club member of the LMSC may bring a complaint on any matter for which grievances may be heard under Article 4. Specifically, complaints may be brought alleging unsporting conduct, defined in Article 4 as:

- a. Violation of the opportunity to participate, as set forth in Article 4.
- b. Discrimination in violation of Article 5 of the Rules of USMS.
- c. Any act of fraud, deception or dishonesty in connection with any USMS related activity.
- d. Any nonconsensual physical contact, obscene language or gesture, or other threatening language or conduct directed toward meet personnel, in connection with a USMS event.

e. Any act, conduct or omission that is detrimental to the image or reputation of USMS, an LMSC, or the sport of swimming.

5.2 COMPLAINT PROCEDURE:

a. A complaint shall consist of a concise statement of the behavior or circumstance involved, shall be in writing, and signed by the person responsible for making the complaint. The complaint shall clearly identify the person or entity making the complaint and the person or entity against whom the complaint is made. The complaint shall be directed only to the Grievance Chair. The role of Grievance Chair or Grievance Committee may be filled by the LMSC chair, a designee, or an ad hoc committee. When the LMSC or its Chair, or Grievance Chair is a party, a neutral person should be appointed to chair the grievance.

b. Upon receipt of a complaint, the Grievance Chair shall first make a determination whether the subject matter involves an issue for which a grievance may be brought under Article 4 and involves a person or entity which is part of the LMSC. If the Grievance Chair determines that the complaint does not meet such criteria, the Grievance Chair shall dismiss the complaint and notice of same shall be transmitted to the party bringing the complaint and to the Chair of the LMSC.

c. If the Grievance Chair does not dismiss the complaint, the Grievance Chair shall transmit a copy of the complaint to all other parties involved. The parties to any controversy shall be the USMS member or entity that makes the complaint, the USMS member or entity that is the subject of a complaint, and, if appropriate, the LMSC. In the event there are multiple parties or varying interests, any interested person may ask the Grievance Chair to (or the Chair may of its own volition) realign the parties according to their interest in the matter.

d. The parties other than the complaining party shall have the right to make a written reply, which shall consist of a concise statement of any matter of defense to the complaint, and which shall be made within twenty days from the date the copy of the complaint is transmitted by the Grievance Chair. Replies shall be in writing and signed by the person responsible for making the reply. The Grievance Chair shall advise all parties in writing of their hearing rights under these guidelines, as well as their appeal rights under Article 4. The Grievance Chair, for reasonable grounds, including excusable neglect, may extend any time limit.

5.3 MEDIATION OR RESOLUTION BY THE GRIEVANCE CHAIR:

a. After all parties have transmitted written statements to the Grievance Chair (or if the time for same has passed without a statement being transmitted), the Chair shall attempt to resolve the controversy by mediation. The method of mediation shall be at the discretion of the Chair. Methods of mediation may include (without

limitation) in-person contact, telephone contact, or communication by writing or e-mail. If mediation is successful, the agreement shall be reduced to writing, signed by the parties, and transmitted to the LMSC Chair.

b. If a party who is the subject of a complaint fails to make a reply, but other parties have replied, then the Grievance Chair may proceed to mediation under this section, or to a hearing under the following section.

c. If no party who is the subject of a complaint makes a reply, then the Grievance Chair may act on the complaint as filed, or may take evidence or information from any source. The Grievance Chair shall make such findings as appear to be justified and reasonable to resolve the controversy. Findings shall be reduced to writing and transmitted to the parties and to the LMSC Chair.

5.4 HEARING PROCEDURE:

a. If no agreement can be reached, the Grievance Chair shall convene a hearing panel to resolve the controversy. The Grievance Chair shall designate three members of the LMSC to act as a panel to resolve the grievance and all matters related thereto. The Chair shall preside over the hearing and give counsel to the panel concerning procedural matters and USMS rules, but shall have no vote.

b. The hearing panel shall take such statements and evidence as it deems necessary to resolve the controversy, and shall, wherever possible, take evidence from all persons identified by a party as having material information. A party to the controversy shall be responsible for making any such witness or evidence available. If the panel deems it necessary to hear testimony, then the Chair may appoint one member to take such evidence and report to the panel. Any cost of production of evidence shall be advanced by the party on whose behalf such evidence is taken.

c. Upon completion of presentation of evidence, the hearing panel shall, by majority vote, resolve the controversy in the form of a written decision. The decision, including any dissent, shall be reduced to writing and transmitted to all parties and the LMSC Chair. If the hearing panel does not dismiss the complaint, it may deny membership in the LMSC, censure, place on probation, suspend, fine or expel from LMSC membership any member or any person participating in the affairs of USMS who has engaged in any unsporting conduct set forth in Article 4. If a person is expelled from the LMSC, such action shall be transmitted by the Grievance Chair to the National Board of Review for further action, if any, it deems necessary.

d. Upon rendering of a final decision, the Grievance Chair shall notify all parties in writing of their right to appeal to the National Board of Review under Article 4. The LMSC may stay the imposition of any penalty pending appeal to the National Board of Review.

ARTICLE 6 – AMENDMENT OF BYLAWS

6.1 These Bylaws may be amended or repealed and new Bylaws adopted by a vote of the majority at any meeting of HMSA providing that notice of the proposed change has been given members of HMSA at least one (1) month prior to said meeting. Notice shall be given by first class mail, or by e-mail, addressed to the last known address of each member.

6.2 Proposals for amendments, repeal or new Bylaws must be consistent with the rules, regulations and purposes as established by USMS and HMSA and must be submitted in writing.

ARTICLE 7 – DISSOLUTION

7.1. Dissolution. Upon agreement of three-fourths of the general membership at a Special Meeting called by the President to consider dissolution, the HI-LSMC shall be dissolved. Upon dissolution, the net assets of SPMA will not inure to the benefit of any private individual or corporation, except that they will be distributed to United States Master Swimming, Inc., a non-profit corporation, to be used exclusively for educational or charitable purposes, or, if United States Master Swimming, Inc., is not then in existence, or is not then exempt under Section 501 (c)(3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under Section 170 (c)(2), Section 2055(a)(2), and Section 2522 (a)(2) thereof, such assets shall be distributed to such an exempt corporation, to be used exclusively for educational or charitable purposes.