

By-Laws
Georgia Local Masters Swim Committee, Inc.

Article I

Membership

Section 1: Membership in the Corporation shall be upon application with the payment of a membership fee to be established by the Board of Directors.

Section 2: Membership is open to individuals and to swim clubs who are interested in fostering the goals of this organization.

Section 3: Persons seeking membership shall submit an application form containing their name, address, telephone number, and date of birth, and indicating their willingness to comply with the rules of the organization. Clubs seeking membership shall submit an application form containing club name, official club abbreviation, club address, club representative name, address, and telephone number, and indicating their willingness to comply with the rules of the organization.

Section 4: Dues for membership shall be assessed on a calendar year basis at a rate determined by the Board of Directors and approved at the annual meeting.

Section 5: Each club shall appoint a club officer as the Club Representative. Club Representatives shall be registered members of United States Masters Swimming. The club representative shall cast the votes to which the club is entitled at all LMSC meetings. A designated club representative may appoint a substitute representative by giving to the substitute a written explanation and letter of introduction, to be given to the Chairman at the meeting. Absentee voting will not be permitted.

Article II

Meetings

Section 1: The Corporation shall hold an annual meeting. The Board of Directors shall establish the exact date.

Section 2: Special meetings of the Corporation may be called at the discretion of the Chairman, or upon written request of any three (3) directors; or 15% of the members of the corporation; or 50% of the club representatives.

Section 3: At all meetings of the corporation, including the annual meeting, except as may be provided elsewhere in these By-Laws and Articles of Incorporation, each LMSC member shall be entitled to vote and each vote shall be counted as one (1) vote.

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Section 4: At all meetings of the Corporation the method of voting shall be by voice vote except when a ballot is requested. The presiding officer may, at his or her discretion or at the request of a voting member, call for a show of hands or a secret ballot or a division of the house in the event a reasonable determination by voice vote is rendered impossible.

Section 5: 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.

Section 6: The Board of Directors shall disseminate notice of the annual meeting and other meetings of the Corporation no less than thirty (30) days prior to said meeting. Notice of special meetings shall be given at least fifteen (15) days prior to 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.

Section 7: At all Corporation meetings and meetings of the Board of Directors, 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.

Article III

Directors

Section 1: The Board of Directors shall initially consist of at least seven (7) directors, four (4) of which shall be officers of the Corporation and the remainder of which shall be Directors at Large. The Executive Committee members of the Board of Directors shall be the Chairman, the Vice Chairman, the Secretary, and the Treasurer. The remaining Directors at Large may serve as Registrar, Sanctions Chairman, and Records and Tabulation Chairman. The three (3) Directors at Large shall be elected by vote of the members of the Corporation.

Section 2: The number of Board members may be modified upon vote of the Board of

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Directors and approval by a majority of the club representatives.

Section 3: 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.

Section 4: The Board of Directors shall meet at least three (3) times per year. One meeting shall be held before the annual meeting. The other two (2) meetings shall be held during the remainder of the year as established by the Board of Directors. In addition, the Board shall hold meetings upon the call of the Chairman or at the request of at least three (3) members of the Board of Directors made to the Chairman. Notice of such meetings shall require three (3) days notice. Club representatives may attend any meeting of the Board of Directors, but will not be voting members of the Board by virtue of their status as Club Representative.

Section 5: At all meetings of the Board of Directors, a majority of the entire Board shall constitute a quorum for the transaction of business. The consent of a majority of the Board members present and voting shall be sufficient to take or authorize action unless the concurrence of a greater proportion is required by applicable law, these By-Laws, or the Articles of Incorporation.

Section 6: The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual meetings. Such vacancies shall be filled by a vote of the Board of Directors.

Section 7: 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 Corporation'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 any time when, in the judgment of the Board, it is in the best interest of the Corporation to do so. The Board may delegate this power to the Executive Committee.

Article IV

Officers

Section 1: The officers of the Corporation shall be the Chairman, a Vice Chairman, a Secretary, and a Treasurer.

Section 2: The Chairman shall: a) preside at all meetings of the Corporation; b) preside as Chairman of the Board of Directors; c) with the Secretary, execute all legal papers, documents,

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and instruments ordered to be executed by the Board of Directors; d) appoint the appropriate number of delegates to the annual USMS national convention and submit their names to the National Secretary; e) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 3: The Vice Chairman shall: a) serve as a substitute for the Chairman at meetings and events which the Chairman cannot attend; b) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 4: The Secretary shall: a) together with the Chairman, execute all legal papers, documents, and instruments ordered to be executed by the Board of Directors; b) keep the minutes of all meetings of the Corporation, the Board of Directors, or the Executive Committee; c) keep the official records of the Corporation; and d) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 5: The Treasurer shall: a) have charge of the funds and securities of the Corporation 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 shall provide periodic reports to the Board of Directors; c) sign all checks upon bank accounts of the Corporation 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) be a Member of the Executive Committee, as well as perform such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 6: All officers of the Corporation shall be elected at a biennial meeting of the Corporation and those elected shall take office upon their election until the next election unless resignation or removal occurs prior thereto. An officer may be re-elected to successive terms.

Section 7: The term of office for the officers of the Corporation and for the members at large shall be for a period of two (2) years.

Article V

Elections

Section 1: Nomination of officers shall be by any member of the Corporation in good standing.

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Section 2: The Corporation shall accept nominations from the floor at the biennial election meeting.

Section 3: No person shall be considered as a candidate for office unless he or she is a member in good standing and unless he or she consents to stand for election.

Section 4: The elections shall be held biennially at the annual meeting.

Section 5: In the case of an election conducted to fill a vacancy, the Board of Directors shall hold nominations and elections. The person selected to fill the vacancy shall hold office until the next scheduled election.

Article VI

General Provisions

Section 1: The fiscal year of the Corporation shall be a calendar year, beginning on the first day of January and ending on the last day of December.

Section 2: The Corporation seal shall be a flat -faced circular die with the name of the Corporation, the year of its incorporation, and the words “Corporation Seal, Non-Profit, Georgia” inscribed thereon. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced.

Section 3: All checks, notes, drafts, orders for payment of money or other evidence of indebtedness issued in the name of the Corporation shall be signed by authorized signatures. Three authorized signatures shall be on file at the bank; the authorized signatures shall be of the Chairman, Secretary, and Treasurer.

Section 4: Any director or officer may be removed for cause by a majority vote of those members present at a properly called meeting of the Corporation where a quorum is present. Removal or resignation of an officer shall automatically lead to removal from membership on the Board of Directors, and the Executive Committee (if applicable). Suspension or revocation of membership in the Corporation, or the absence from three (3) meetings of the Corporation or the Board without sufficient justification shall be cause for automatic removal from office or membership on the Board. Requests to be excused from a meeting of the Corporation or the Board shall be received by the Chairman or the Secretary prior to the call-to-order of any such meeting.

Section 5: The immediate past Chairman shall serve as an ex-officio member of the Board of Directors.

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Section 6: All Corporation records shall be open and available to inspection by members upon reasonable notice.

Section 7: USMS National Convention expenses will be evaluated annually against a budget presented at the annual meeting. The Georgia LMSC will send as many delegates as possible, paying for transportation, lodging and registration within the constraints of the budget.

Section 8: DISSOLUTION: Upon dissolution, the net assets of Georgia Local Masters Swimming Committee, Inc. 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.

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Article VII

Amendments

Section 1: These By-Laws may be amended by a majority vote of those members present at any meeting of the Corporation properly called where a quorum is present. The notice of said meeting shall include an advisory that an amendment or amendments shall be included in the order of business and shall include the text of such proposed amendment or amendments.