



BYLAWS of PUGET SOUND MASTERS

Swimming Club

ARTICLE I

General

- Section 1. Name and Purpose: The name of this Masters Swimming club shall be Puget Sound Masters (PSM). The Club is organized for the purposes of improving members' swimming skills, technique and fitness; providing opportunities for members to compete, including in relays; and creating an atmosphere of fellowship for members.
- Section 2. Registration: PSM shall be a registered Club of United States Masters Swimming, Inc. (USMS).
- Section 3. Non Profit Status: PSM is a Washington State non-profit organization and shall be registered as such with the State of Washington's Secretary of State.

ARTICLE II

Membership

- Section 1. USMS Affiliation: A person shall be considered a member of PSM when duly registered with USMS and the club for the current year, and not as a member of any other USMS club.
- Section 2. Team or Workout Group Affiliation: PSM members may be members of teams or workout groups or they may be registered as unattached.

ARTICLE III

Officers

- Section 1. Elected Officers: PSM shall have four (4) elected officers. These shall be the Chair, Vice Chair, Secretary, and Treasurer.
- Section 2. Election: Officers shall be elected by the membership. Elections shall be held by May 1 in even-numbered years. The election shall be conducted at a meeting of the membership or through electronic ballot and written means as necessary, as determined by the Board of Directors.
- Section 3. Term of Office and Term Limits: Officers shall serve two-year terms. No officer may serve more than two (2) consecutive two-year terms in the same office.
- Section 3. Nominations: Nominations shall be taken from the membership at large.
- Section 4. Removal from office: Any officer may be removed with or without cause by majority vote of the membership.



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ARTICLE IV

Duties of Officers

- Section 1. Chair: The Chair shall be the chief executive officer of PSM. The Chair shall preside at all meetings of the members and of the Board of Directors. The Chair shall appoint special committees (i.e., committees other than standing committees) as needed, subject to dissolution by either the Chair or the Board of Directors. The Chair shall see to the general and active management of the business affairs of the club and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall be listed as the club representative on the official USMS club registration document.
- Section 2. Vice Chair: The Vice Chair shall perform the duties and exercise the powers of the Chair at such time as the Chair is unable to act, and such other duties as the Board of Directors shall prescribe.
- Section 3. Secretary: The Secretary shall record the minutes of meetings of PSM membership and of the club Board of Directors. The Secretary shall give notice of all meetings of the membership, Board of Directors and committees as required under the provisions of these Bylaws, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair. The Secretary shall keep copies of the Bylaws, meeting minutes, and all related club documents.
- Section 4. Treasurer: The Treasurer shall supervise the receipt of all club moneys and funds and shall supervise the deposit of the same in the financial institutions designated by the Board of Directors and in the name and to the account of the club. Such funds shall be paid out only as may be directed by the Board of Directors. The Treasurer shall keep or cause to be kept full and accurate books of account and shall make such reports of such official financial transactions of the club as may from time to time be required by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall assure that all necessary IRS Tax forms and Washington State forms are filed in a timely manner.

ARTICLE V

Board of Directors

- Section 1. Composition: The PSM Board of Directors shall be comprised of (1) the elected officers; (2) the immediate past Chair; (3) the chairs of the standing committees; and such other persons as designated from time to time by the voting members of the Board of Directors.
- Section 2. Standing Committees: Standing committees shall be formed as deemed necessary by the Board of Directors.
- Section 3. Compensation: The Board of Directors shall serve without compensation.
- Section 4. Vacancies: The Vice Chair shall fill a vacancy in the office of the chair. Any other vacancy on the Board shall be filled by a majority vote by the Board of Directors. Should the immediate Past Chair choose not to serve, that position should remain vacant.



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Section 5. Removal from office: Any director may be removed from office with or without cause by majority vote of those members present at a regular or special meeting of the membership. The removal shall be without prejudice to the contract rights, if any, to the person so removed. Before removal, the director must be given reasonable notice prior to the impending vote and a reasonable opportunity to speak on his/her own behalf.

ARTICLE VI

Meetings

Section 1. Conduct: Meetings shall be conducted according to the current edition of Robert's Rules of Order.

Section 2. Notification: Announcement of any meeting shall be distributed via customary electronic methods and written means as necessary so as to give all members at least ten (10) days advance notice. In the case of a special meeting, the purposes for which the meeting is called shall be indicated.

Section 3. Quorum: A quorum for the transaction of business at any meeting shall be a majority of the number of directors currently serving on the Board of Directors.

Section 4. Annual Meeting: The Board of Directors shall determine the time and location of an annual meeting of the members. Each attending member shall have one (1) vote.

Section 5. Business Meetings: The Board of Directors shall hold a minimum of one (1) business meeting each year. The Annual Meeting may be used for this purpose. The Board of Directors shall schedule other meetings during the year as needed to conduct club business. Board meetings may be held via teleconference.

Section 6. Special Meetings (Board of Directors): Special meetings of the Board of Directors shall be called when requested by any two directors. Notice of special meetings shall be provided to each director by electronic or written means such that the director receives it not less than three (3) days prior to the meeting.

Section 7. Special Meetings (Membership): Special meetings of the members may be held on request of the Chair or on the request of any two members of the club.

Section 8. Emergency Action: The Board of Directors may take emergency action outside a meeting if (1) the action is agreed upon by a majority of the Board of Directors and (2) the Board of Directors determines that it is infeasible or impractical to delay the action to the next meeting. Any such action and the vote of directors shall be recorded as minutes. Such consent shall have the same force and effect as a vote of such directors or members at a regularly convened meeting. Actions taken without a meeting must be reaffirmed by a vote of the Board of Directors at the next meeting.



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ARTICLE VII

Books and Records

Section 1. Record Keeping: PSM shall keep correct and complete books and records of account, minutes of its meetings, and a record of the contact information for members entitled to vote. Any member may inspect the books and records of the organization at any reasonable time.

ARTICLE VIII

Finances

Section 1. Fund Independence: PSM shall have its own bank account and shall not commingle funds with any other entity.

Section 2. Annual Budget: The Board of Directors shall develop and adopt an annual budget by February 1 of each year.

Section 3. Fiscal Year: The fiscal year for PSM shall be the calendar year.

Section 4. Financial Statement: PSM shall produce an annual financial statement consisting of at least an income statement and a balance sheet, based on generally accepted accounting principles.

ARTICLE IX

Expenditures

Section 1. Budgeted Expenses: The Treasurer is authorized to make payments for any expenses specified in the Annual Budget.

Section 2. Non-Budgeted Expenses: Payments for expenses not included in the annual budget requires approval by a majority of members of the Board of Directors.



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ARTICLE X

Revenues and Fees

- Section 1. Club Fees: the Board of Directors shall determine Fees for the coming registration year before October 1.
- Section 2. Fee Collection: Fees shall be collected once a year, unless otherwise directed by a vote of the membership.
- Section 3. Fee Payment: Fees shall be payable at the time the member registers with the club.
- Section 4. Other Revenue: The club may generate other revenues consistent with its organizational purpose, including but not limited to: sale of equipment and merchandise, sponsoring events, and fundraising activities.
- Section 5. Loan Authorization: PSM shall borrow no money without resolution authorizing the same having been adopted by the Board of Directors. Such authorization having been given, the club Chair or Secretary, in conjunction with the Treasurer, shall execute in the name of the club the authorized notes and other necessary legal papers.

ARTICLE XI

Amendments to Bylaws

- Section 1. Amendments: These bylaws may be amended, in whole or in part, by the affirmative vote of two-thirds (2/3) of the members present at any regular or special meeting called for that purpose. Notice of proposed amendment shall be distributed via customary electronic methods and possibly written means as necessary so as to give all members at least thirty (30) days advance notice.

ARTICLE XII

Dissolution of the Club

- Section 1. Dissolution: Upon club dissolution, any remaining club assets and obligations shall be transferred to a non-profit successor organization, if any, established to assume the function of the club. If there be no successor, any remaining assets after payment of club obligations shall not be to the benefit of any private individuals or corporations, but shall be distributed to 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), and 2522(a)(2) thereof, to be used exclusively for educational or charitable purposes.