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STATE OF WASHINGTON | DEPARTMENT OF STATE

I, **BRUCE K. CHAPMAN**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of PACIFIC NORTHWEST ASSOCIATION OF MASTERS SWIMMERS
a domestic corporation of Seattle, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

Filed at request of Adair, Kasperson,
Petersen & Hennessey, Attys. At Law
1103 Norton Bldg.
Seattle, WA 98104
Attn: David A. Weber
NON-PROFIT

Filing and recording fee . . . \$
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In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,
November 15, 1976

BRUCE K. CHAPMAN
SECRETARY OF STATE

FILED

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SECRETARY OF STATE
STATE OF WASHINGTON

Articles of Incorporation

PACIFIC NORTHWEST ASSOCIATION OF MASTERS SWIMMERS

A Washington Nonprofit Corporation

I, the undersigned person, acting as the incorporator of a corporation under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), adopt the following articles of incorporation for such corporation:

ARTICLE I

The name, period of duration, purposes, membership policies, and provisions for regulation of the internal affairs of the Corporation are as set forth in the Pacific Northwest Association of Masters Swimmers Constitution and Bylaws. The Corporation's Constitution and Bylaws are attached hereto as Exhibit A, and by this reference are incorporated herein and made a part hereof.

ARTICLE II

The address of the initial registered office of the Corporation shall be 10415 Forest Avenue South, City of Seattle, County of King, Washington. The name of the initial registered agent of the Corporation at such address shall be Audrey Gilbert.

10. U. Edwin Johnson

1796 Whitmarsh Road
Burlington,
Washington 98233

Because the number of members on the Board of Managers depends in part on the number of teams duly registered with the Pacific Northwest Association of Masters Swimmers pursuant to Constitution Article Six, and because the number of teams so registered will fluctuate from time to time, the number of members on the Board of Managers is also expected to fluctuate. Any such changes in numbers of members on the Board will not require an amendment to these Articles of Incorporation.

ARTICLE IV

The name and address of the incorporator of the Corporation is as follows:

Steve Engel

2005 South 308th
Federal Way,
Washington 98002

ARTICLE V

The persons or entities to whom net assets of the Corporation are to be distributed in the event the Corporation is dissolved are set forth in the Constitution, Article Four, Section 4.3.

DATED: _____

11/9/76

Steve Engel
Steve Engel,
President and Incorporator

PACIFIC NORTHWEST ASSOCIATION OF MASTERS SWIMMERS

CONSTITUTION

ARTICLE ONE: NAME

- 1.1 This organization shall be called Pacific Northwest Association of Masters Swimmers, and hereafter may be referred to as PNA Masters Swimmers.

ARTICLE TWO: OBJECTIVES

- 2.1 To encourage and promote physical fitness and health improvements through swimming for people of all skill levels who are over 20 years of age.
- 2.2 To provide programs whereby young people can continue their competitive/recreation interest in swimming throughout their adult lives.
- 2.3 To offer encouragement to individuals, clubs, organizations, and communities in the organizing and conducting of life-long physical, recreational, and competitive masters programs.
- 2.4 To enhance fellowship among participants in masters programs.
- 2.5 To stimulate interest in masters programs at all levels of involvement - physical educators, clubs, organizations, recreation directors, communities, medical societies, and higher educational institutions.
- 2.6 To stimulate research in the physiology and psychology of masters participation at basic and clinical research levels, and further to investigate the involvement, orthopedic problems, and other preventable debilitating processes.

ARTICLE THREE: DURATION

- 3.1 The duration of PNA Masters Swimmers shall be perpetual.

ARTICLE FOUR: NON-PROFIT PURPOSE

- 4.1 General: This association is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.
- 4.2 Earnings: No part of the property or earnings of PNA Masters Swimmers shall be paid or distributed to or inure to the benefit of any private individual member, officer, or participant of the organization called PNA Masters Swimmers except as approved by the Board of Managers as reasonable reimbursement for goods or services furnished or rendered.
- 4.3 Dissolution: Upon dissolution of PNA Masters Swimmers, any remaining assets and obligations of PNA Masters Swimmers shall be transferred to the successor organization, if any, established to assume the function of PNA Masters Swimmers, and if there be no successor, any remaining assets after payment of the obligations of PNA Masters Swimmers, shall not inure to the benefit of any private individual, or corporation, but shall be distributed to another masters swimming organization, or if none exist, then to another organization operated exclusively for charitable or educational purposes.
- 4.4 (Amendment Approved Effective 9/19/6) Incorporation as a Nonprofit Corporation: The Board of Managers is authorized to cause the formation of a Nonprofit Washington Corporation, pursuant to Chapter 24.03 RCW, and to file this Constitution as a part of the Articles of Incorporation thereof. The Board of Managers as presently constituted shall be the initial Board of Directors of such corporation and all current members of this association shall be members of the incorporated Pacific Northwest Association of Masters Swimmers. All assets and liabilities of this association shall be transferred to said corporate entity which shall thereafter function in every respect as the successor to this association.

ARTICLE FIVE: MEMBERSHIP

- 5.1 The following classes of membership shall be recognized in PNA Masters Swimmers:
- A. Individual Membership - those persons who meet the requirements as stated in the By-Laws for membership.
- B. Team Membership - those groups of individuals who meet the requirements as stated in the By-Laws.
- 5.2 Application for membership: Application for membership shall be in the form prescribed by the By-Laws of PNA Masters Swimmers, and acceptance of the membership shall bind such individuals or teams to abide by the Constitution, By-Laws, and rules of PNA Masters Swimmers and to accept and enforce all decisions affecting or relating to such individuals and teams aforementioned.

ARTICLE SIX: BOARD OF MANAGERS

- 6.1 The affairs of PNA Masters Swimmers shall be managed and directed by a Board of Managers consisting of the President, Vice President, Secretary, and Treasurer of PNA Masters Swimmers, plus one member from each team duly registered with the membership chairman and meeting the minimum size requirements specified in the By-Laws for Board representation, and one to three representatives at large. The number, qualifications terms of office, manner of election, time and place of meeting, and powers and duties of the board shall be such as are prescribed by the By-Laws of the PNA Masters Swimmers. None of the members of the Board of Managers shall receive any compensation for his services as such.

ARTICLE SIX: (continued)

6.2 Initial Board - The initial board shall be the existing officers from the PNA Masters Swimming until the first scheduled election according to the By-Laws. Any positions not currently filled will be so filled by a two-thirds agreement of the existing board.

ARTICLE SEVEN: BY-LAWS

7.1 The Board of Managers shall develop and operate under a set of By-Laws not inconsistent with this Consitution, as shall be appropriate to the conduct of the affairs of PNA Masters Swimmers. The initial By-Laws of PNA Masters Swimmers shall be approved by the affirmative vote of a majority of the individual members of PNA Masters Swimmers. Thereafter, such By-Laws may be altered, amended, or repealed as the purposes of PNA Masters Swimmers may from time to time require, by the affirmative vote of a majority of the individual members present at a meeting called for the purpose, or by the affirmative vote of a majority of individual members obtained by ballots mailed by the Board of Managers to all such members. Either method of voting on By-Laws changes shall require receipt of total ballots (including proxies) representing at least 30% of the membership. To be counted, mailed ballots must be received within 30 days of the mailing of the proposed amendment. The Board of Managers shall have the option of extending this deadline.

ARTICLE EIGHT: CONSTITUTIONAL AMENDMENTS

8.1 This Constitution may be altered, amended, or repealed in whole or in part by a two-thirds majority vote of the voting members of PNA Masters Swimmers present at a meeting called for the purpose, or by a two-thirds majority of all ballots returned to PNA Masters Swimmers in response to the mailing of ballots to all voting members of PNA Masters Swimmers. For amendment balloting to be valid, at least 50% of the current PNA Masters Swimmers membership must be represented (including proxies) at the meeting or in the case of mail balloting responses must be received from at least 50% of the current PNA Masters Swimmers membership. The proposed amendment must be mailed to the members at least thirty (30) days in advance of the meeting of the members or the mailing of the ballots, and placed on the agenda. Ballots shall be opened and counted by a committee of three members appointed by the Board of Managers. To be counted, mailed ballots must be received within 30 days of the mailing date. The Board of Managers shall have the option of extending this deadline.

* * * * *

PACIFIC NORTHWEST ASSOCIATION OF MASTERS SWIMMERS

BY-LAWS

1.0 PURPOSE

1.1 To foster and improve amateur swimming through its territory. To promote and protect the mutual interests of its members and encourage a spirit of pride, unity, and cooperation between all swimming associations.

2.0 MEMBERSHIP

2.1 Individual Membership

Membership is open to all men and women over 20 years of age who reside within the boundaries of the Pacific Northwest Association of the Amateur Athletic Union. 20 to 24 age group are excluded who are currently competing on college or AAU swim teams other than masters.

2.2 Team Membership

Any group of two or more paid members of PNA Masters Swimmers who are duly registered with the membership chairperson for the purposes of swimming as a team shall be recognized as a team. Any team with more than eight (8) individuals on its roster shall be eligible to have its own representative sit on the Board of Managers with full board privileges and duties, provided that, the annual team membership fee of \$5.00 is paid.

3.0 BOARD OF MANAGERS

3.1 Membership of the Board of Managers

The Board of Managers will consist of the President, Vice President, Secretary, and Treasurer, plus one representative frcm each eligible team duly registered, plus one to three representatives at large.

3.2 Duties of the Board of Managers

The Board of Managers shall be responsible for determining the direction and focus of the organization; executing the fiscal expenditures of the organization; determining the yearly meet itinerary; conducting the business of the organization on behalf of its members; and publishing its newsletter. The Board shall also establish those standing and special committees it requires to conduct the organization's business.

3.3 Board of Managers Meetings

The regular meeting shall be on a day in the third week of each month at a site determined at the previous meeting. Any changes shall be acknowledged by the President, and he will notify the other board members at least seven (7) days prior to the scheduled meeting, whenever possible.

3.4 Board of Managers Voting

Each member of the Board of Managers; i.e., all officers and duly recognized representative; will have one vote on each issue. Unless otherwise stated in the By-Laws or Constitution, a quorum will be 50% ($\frac{1}{2}$) of the recognized members, and a simple majority of any quorum will decide the action on an issue. In the case of a tie, the issue shall be considered defeated.

3.5 Board of Managers Action Without Meeting

The President may occasionally confer between board meetings with the other members on a given situation pertaining to PNA Masters Swimmers by letter or phone and act according to the consensus of all members of the Board. Such situations shall not involve expenditures in excess of \$25 nor policies having major impact on the organization. Any business done without a meeting must be discussed and approved at the next board meeting.

4.0 OFFICERS - ELECTIONS AND DUTIES

4.1 Terms and Election Method

The officers of PNA Masters Swimmers, President, Vice President, Secretary, and Treasurer, shall be elected by the PNA Masters Swimmers membership to two-year terms. They shall be voted on by secret ballot with winners determined by a simple majority vote of the Board of Managers. The PNA Masters Swimmers Secretary shall mail election ballots containing the names of all qualified nominees to the membership prior to April 10. Ballots, to be counted, must be returned to the Secretary by May 10.

4.2 Nominations

A Nominations Committee consisting of at least three (3) members shall be appointed by the Board of Managers by February 15 of a year requiring elections. Current PNA Masters Swimmers officers shall not serve on the Nominations Committee. The Nominations Committee shall report back, in 30 days, to the PNA Masters Swimmers Secretary the nominees who have consented to run for the respective offices. Other nominations will be accepted directly from the membership if the petition is received prior to Marcy 15 and contains the nominees' consent and an endorsement by at least 10% of the current PNA Masters Swimmers membership. The Nominations Committee shall also be responsible for proposed nominees for the at-large representative position on the Board of Managers.

4.3 President of PNA Masters Swimmers - Duties

The President of PNA Masters Swimmers will serve as chairperson at all the Board of Managers meetings with all the powers delegated to such a person as stated in Roberts Rules of Order. The President of PNA Masters Swimmers will select the agenda, time, place, and host of all monthly meetings. The President of PNA Masters Swimmers or his delegate will represent PNA Masters Swimmers in all other meetings and will have the authority of voting in behalf of PNA Masters Swimmers at those meetings. It shall be the President's responsibility at the start of each year of his term to propose to the Board of Managers a set of goals that the PNA Masters Swimmers organization should strive to achieve.

4.4 Vice President of PNA Masters Swimmers - Duties

The Vice President of PNA Masters Swimmers will assume the chairmanship of the monthly meeting if and when the President is unable to participate. In addition, the Vice President shall be the chairman of the Membership Committee and also be the focal point for any proposed By-Law changes. The Vice President of PNA Masters Swimmers will assume all responsibilities delegated to the office by the President, including the authority to vote in behalf of PNA Masters Swimmers.

4.5 Secretary of PNA Masters Swimmers - Duties

The Secretary of PNA Masters Swimmers will prepare the minutes of each monthly Board of Managers meeting and retain a permanent file of the minutes. In addition, the Secretary shall place in the subsequent newsletter a summary of the Board Meeting including significant actions/decisions. The Secretary is responsible for the PNA Masters Swimmers Directory and for obtaining a physical roll call for each meeting. The Secretary shall list all unfinished business from the previous minutes and present it to the President for action at ensuing meeting. The secretary shall, by the initiation of the President, notify the Board membership of the next meeting and the agenda of that meeting not less than one week prior to the next scheduled meeting. The Secretary shall also advise all the membership at least one week prior to any general membership meeting. The notice shall include time, place, and agenda for the meeting. The Secretary shall prepare all correspondence notices and invitations of PNA Masters Swimmers as directed by the President.

4.6 Treasurer of PNA Masters Swimmers - Duties

The Treasurer of PNA Masters Swimmers shall receive all monies and pay all bills approved by the Board of Managers. The Treasurer will be required to keep adequate records of all transactions committed during the particular term of office and will report at each meeting the progress of these transactions. The Treasurer shall prepare in a timely manner a yearly budget proposal for consideration by the Board of Managers and subsequent referral to the membership for approval. The budget shall include proposed expenditures, income, and recommended fees. The Treasurer will have the fiscal authority of \$25.00, provided that the allocation maintains the intent of the Constitution. All expenditures over \$25.00 will be processed by the Treasurer, but only with a two-thirds majority of the Board of Managers attending the meeting in which the particular allocation is presented to the Board.

4.7 Representatives of PNA Masters Swimmers - Appointed

Each duly recognized team registered with the Membership Chairperson, with eight (8) or more individual members, shall be allowed to appoint one representative of their choice to represent them at each regular meeting of the Board of Managers. The name of this representative shall be forwarded to the Secretary. The term of office shall be one year, and consecutive terms are allowed.

Representatives for the unattached swimmers, or for teams with less than eight (8) members will be selected for two-year terms by the non-affiliated swimmers, with one representative allowed for each 25 swimmers or fraction thereof not presently represented up to a maximum of three. The secretary will determine the total number of representative seats open. The name of each representative-at-large shall be forwarded to the Secretary.

4.8 Representatives of PNA Masters Swimmers - Duties

Each representative will serve to conduct the business of the Board of Managers on behalf of the membership, and to represent his team or group of swimmers at each Board Meeting. In addition, each representative shall accept and carry out the duties of chairperson or member of one or more of the standing or special PNA Masters Swimmers committees.

4.9 Vacancies of Officers

All vacancies in the offices of PNA Masters Swimmers, except the office of President, shall be filled by appointment by the Board of Managers, with two-thirds majority necessary for appointment. The office of President shall be filled by the Vice President.

4.10 Vacancies of Representatives

All vacancies of representatives of teams to the Board of Managers shall be re-appointed by the teams represented. Vacancies of at-large-representatives shall be appointed by a majority of the Board to finish the term until the next general meeting.

5.0 PNA MASTERS SWIMMERS COMMITTEES

Both Standing and Special Committees shall be established and staffed to carry out various aspects of the PNA Masters Swimmers business under the direction of the Board of Managers.

5.1 Standing Committees

The following shall be standing committees staffed by three (3) or more persons from the PNA Masters Swimmers organization including at least one person from the Board of Managers.

- | | |
|-------------------------|-------------------------|
| a) Finance Committee | e) Publicity Committee |
| b) Membership Committee | f) Newsletter Committee |
| c) Meets Committee | g) Awards Committee |
| d) Records Committee | |

The Treasurer shall serve as a member of the Finance Committee. The responsibilities of the committees shall be as directed by the Board of Managers but shall include at least the following activities:

- * Finance - Fund raising, budget proposals, and cost/fee studies.
- * Membership - New member signups, encourage team formations, motivate current members to remain active, interface with County, City and other aquatic groups to encourage masters swimming in PNA Masters Swimmers.
- * Meets - Meet schedules, host team, entry fees, recommended events, and place awards.
- * Records - Maintaining records of PNA Masters Swimmers individual and relay times at the association, regional, and national level.
- * Publicity - Prepare articles on meet results and other PNA Masters Swimmers activities for publication in local, metropolitan, and national publications.
- * Newsletter - Prepare informative publication for PNA Masters Swimmers membership.
- * Awards - Establish an appropriate annual awards program.

5.2 Special Committees

Special Committees shall be established by the Board of Managers as necessary to conduct PNA Masters Swimmers business. These committees may include but not be limited to: a) Nominations d) Equipment (suits, warmups, patches, etc.) b) Phone e) Stroke and training c) Social (banquet, etc.)

6.0 MEMBERSHIP MEETINGS

There shall be a general membership meeting held annually in the spring quarter. The meeting can be separate or combined with the annual awards banquet at the Board of Managers discretion. Special membership meetings can also be convened by the Board of Managers as required. All members shall be notified in writing of any such meetings at least a week in advance.

7.0 DISSOLUTION OF PNA MASTERS SWIMMERS

Dissolution of the PNA Masters Swimmers organization can be effected by a majority vote of the membership acting on a recommendation of two-thirds of the current Board of Managers. Dissolution shall be in accordance with Article 4.3 of the PNA Masters Swimmers Constitution.

8.0 BY-LAW AMENDMENTS

The PNA Masters Swimmers By-Laws can be amended in accordance with Article 7 of the PNA Masters Swimmers Constitution. Such By-Law amendment can be proposed by a two-thirds majority vote of the Board of Managers or a petition from the membership endorsed by at least twenty percent (20%) of the then current PNA Masters Swimmers membership.

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