

# **PACIFIC NORTHWEST ASSOCIATION OF MASTERS SWIMMERS BYLAWS**

## **1.0 NAME**

This organization shall be called Pacific Northwest Association of Masters Swimmers (PNA). PNA is a Local Masters Swimming Committee (LMSC) of United States Masters Swimming, Inc. (USMS).

## **2.0 OBJECTIVES**

- 2.1 To encourage and promote improved physical fitness and health in adults.
- 2.2 To offer adults the opportunity to participate in a lifelong fitness and/or competitive swimming program.
- 2.3 To encourage organizations and communities to establish and sponsor Masters swimming programs.
- 2.4 To enhance fellowship and camaraderie among Masters Swimmers.
- 2.5 To stimulate research in the sociology, psychology and physiology of Masters swimming.

## **3.0 DURATION**

The duration of PNA shall be perpetual.

## **4.0 NON-PROFIT PURPOSE**

- 4.1 GENERAL: PNA is organized for non-profit purposes and exists exclusively to accomplish its exempt purpose.
- 4.2 EARNINGS: No part of the organization's net earnings may inure to the benefit of any individual member or officer except for reasonable reimbursement for goods or services furnished or rendered.
- 4.3 DISSOLUTION: Upon dissolution, any remaining assets and obligations of PNA shall be transferred to the successor organization, if any, established to assume the function of PNA. If there is no successor, any remaining assets after payment of the obligations must be distributed to another Masters swimming organization, or if none exists, then to another organization operated exclusively for charitable or educational purposes.

## **5.0 MEMBERSHIP**

- 5.1 INDIVIDUAL MEMBERSHIP: An individual must be a member of USMS by registering through PNA as defined in the USMS Rule Book.
- 5.2 CLUB MEMBERSHIP:
  - A. Any organization or group may become a club.
  - B. To be a club, the organization or group must register with USMS through PNA as defined in the USMS Rulebook.
  - C. This registration allows club members to participate as a group in USMS sanctioned events.

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## 6.0 BOARD OF DIRECTORS

6.1 MEMBERSHIP OF THE BOARD OF DIRECTORS: Voting members of the Board of Directors shall consist of the four elected officers; the immediate past president; two elected at-large directors; Chair of the Club and Team Development Committee; Meets Coordinator; Membership Coordinator; Bylaws Coordinator; and Open Water Coordinator; two board-appointed directors; and two directors selected by the board to represent all clubs.

Non-voting members of the Board of Directors shall include each person appointed to a position as defined in Article 9 who is not a voting member of the board, and others as defined in PNA policy.

All board members shall be currently registered individual members of PNA.

6.2 ACTIONS OF THE BOARD OF DIRECTORS: The Board of Directors shall develop and operate under USMS rules, these bylaws, and standing policies established as defined in Article 11.

6.3 DUTIES OF THE BOARD OF DIRECTORS: The Board of Directors shall be responsible for determining the direction and focus of the organization; executing the fiscal expenditures of the organization; and conducting the business of the organization on behalf of its members.

6.4 BOARD OF DIRECTORS MEETINGS: The Board of Directors shall meet at least four times per year. The date and site for each meeting shall be announced during the preceding meeting. Whenever possible, the President or Secretary shall notify all voting and non-voting board members at least seven days prior to the scheduled meeting should any changes in the established date or site occur. Meetings may be held by electronic conferencing. Directions for participation shall be distributed with meeting notice.

6.5 BOARD OF DIRECTORS VOTING:

A. Each voting member of the Board of Directors shall be entitled to one vote on each issue.

B. Those members filling more than one position shall be entitled to only one vote.

C. The presence of a majority of the directors with voting privileges shall constitute a quorum at any meeting of the Board of Directors. Unless otherwise stated in the bylaws, a simple majority of any quorum shall decide the action on an issue. In the case of a tie, the issue shall be considered defeated.

6.6 BOARD OF DIRECTORS ACTION WITHOUT MEETING: The President may occasionally confer between board meetings with the other voting board members on a given situation pertaining to PNA and act according to the consensus of such members of the Board. Such situations shall be limited to emergent issues that need to be resolved prior to the next scheduled meeting. All voting board members shall be included in discussions. Any action taken between meetings must be considered for approval at the next board meeting.

6.7 REMOVAL OF VOTING BOARD OF DIRECTORS MEMBERS: A voting member of the Board of Directors may be removed from the Board for failing to attend more than half of the board meetings during any 12-month period, unless there are demonstrable extenuating circumstances to excuse the absences. Lacking such circumstances, the director shall be removed by a two-thirds vote of the Board. The director in question shall have no vote on such removal.

6.8 LIMITING LIABILITY OF BOARD OF DIRECTORS: To the full extent of the Washington Non-Profit Corporations Act (RCW 23A.08.025), as it exists on the date hereof or may hereafter be amended, permits the limitations or elimination of the liability of Trustees or Directors, a member of the Board of Directors of this Corporation shall not be liable to this Corporation or its members for monetary damages for his or her acts or omissions as a Director. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such Amendment or repeal. This shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct or a knowing violation of the law, for illegal distributions or loans, or for any transaction, conflict of interest, or act from which a Director will directly receive benefit in money, property or services to which a Director is not legally entitled.

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## 7.0 ELECTED POSITIONS

7.1 POSITIONS: The elected officers of PNA shall be president, vice president, secretary, and treasurer. There shall also be two elected directors. No person may concurrently hold more than one elected office.

7.2 ELECTIONS AND TERM OF OFFICE:

A. Officers and at-large directors shall be elected by the PNA membership to two year terms.

B. Elections shall be held in odd-numbered years.

C. NOMINATIONS: A Nominations Committee consisting of at least three individual members shall be appointed by the Board of Directors by January 1 of a year requiring elections. The Nominations Committee shall present one or more candidates for each position. Nominations shall be accepted directly from the membership if a petition is received prior to February 1 and contains the nominees' consent and an endorsement by at least 10% of the current PNA membership. All candidates for office shall be current individual members of PNA.

D. VOTING: Voting shall be by ballot with winners determined by a simple majority vote of the members casting ballots.

1. Vote by mail: The PNA may mail election ballots containing the names of all qualified nominees to each registered individual member of PNA at least 30 days prior to the first day of the PNA Championships for any year in which elections are to be conducted. To be counted, ballots must be postmarked or hand-delivered to the Secretary no later than one week prior to the first day of the PNA Championships.

2. Electronic voting: The ballot or a link to an on-line voting mechanism containing the names of all qualified nominees may be distributed by electronic means to each registered individual member of PNA at least 30 days prior to the first day of the PNA Championships for any year in which elections are to be conducted. To be counted, ballots must be completed and returned no later than one week prior to the first day of the PNA Championships.

7.3 VACANCIES: A vacancy in any voting position on the Board of Directors, except the office of President, may be filled for the unexpired term by the Board of Directors. In the event of a vacancy in the office of President, the Vice President shall become President.

7.4 DUTIES OF ELECTED POSITIONS

A. The president of PNA shall:

1. Serve as chairperson at all the Board of Directors meetings with all the powers delegated to such a person as stated in Roberts Rules of Order.
2. Select the agenda, time, place and host of all monthly meetings.
3. Represent PNA in all other meetings and have the authority of voting on behalf of PNA at those meetings.
4. Be the contact person when dealing with outside agencies.
5. Make appointments as defined in Section 9.
6. At the start of each year, propose to the Board of Directors a set of goals that the PNA organization should strive to achieve.

B. The vice president of PNA shall:

1. Chair the monthly meeting if and when the President is unable to participate.
2. Assume all responsibilities delegated to the office by the President, including the authority to vote on behalf of PNA.

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C. The secretary of PNA shall:

1. Prepare the minutes of each Board of Directors and general membership meeting.
2. Retain a permanent file of all minutes.
3. List all unfinished business from the previous minutes and present it to the President for action at the ensuing meeting.
4. At the direction 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.
5. Notify the membership at least one week prior to any general membership meeting. The notice shall include time, place, and agenda for the meeting.
6. Prepare correspondence as directed by the President.
7. Prepare and submit annual meeting minutes to the USMS National Office.

D. The treasurer of PNA shall:

1. Receive all monies and pay all bills approved by the Board of Directors.
2. Keep adequate records of all transactions.
3. Present a financial report at each meeting.
4. Prepare an annual budget proposal for consideration and approval by the Board of Directors.
5. Serve as Chair of the Finance Committee.
6. Not also serve as Membership Coordinator.
7. Submit annual financial statements to the USMS National Office within four months of the year end.

## **8.0 OTHER POSITIONS**

- 8.1 IMMEDIATE PAST PRESIDENT OF PNA: The Immediate Past President of PNA shall continue as a member of the PNA Board in order to provide continuity, maintain a historical perspective, and serve as a resource of information for the PNA Board.
- 8.2 CLUB REPRESENTATIVES. Two directors shall be selected by the board to represent all clubs.
- 8.3 APPOINTED DIRECTORS. Two directors shall be selected annually by the other fourteen board members. Selections shall be made no later than December for the following year's term.

## **9.0 COMMITTEES AND APPOINTMENTS**

### **9.1 STANDING COMMITTEES**

Standing committees shall be as listed in this article. The president shall appoint the chair of each committee with the concurrence of the Board of Directors. The chair shall choose committee members. The chair and all committee members shall be individual members of PNA. Further information on standing committees is contained in the PNA Standing Policies.

- A. Club and Team Development Committee
- B. Finance Committee
- C. Information Technology Committee
- D. Newsletter Committee

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## **9.2 SPECIAL COMMITTEES**

The president may establish special committees, also known as ad hoc committees or task forces, as deemed necessary to perform specific tasks. The president shall provide the Board of Directors a written description of the special committee's purpose. A special committee shall be dissolved when the specific tasks are completed and a final report is given to the Board of Directors.

## **9.3 APPOINTMENTS**

A. **COORDINATORS** – The president, with the concurrence of the Board of Directors, may appoint coordinators as listed below. Coordinators shall have the same rights and responsibilities as the chairs of standing committees. A coordinator, with the concurrence of the president, may appoint a working group to assist the coordinator. Further information on coordinators is contained in the PNA Standing Policies.

- (1) Awards Coordinator
- (2) Bylaws Coordinator
- (3) Clinics Coordinator
- (4) Coaches Coordinator
- (5) Fitness Coordinator
- (6) Historian
- (7) Marketing Coordinator
- (8) Meets Coordinator
- (9) Membership Coordinator
- (10) New Swimmer Coordinator
- (11) Officials Coordinator
- (12) Open Water Coordinator
- (13) Postal Event Coordinator
- (14) Records and Tabulation Coordinator
- (15) Rules Coordinator
- (16) Safety Coordinator
- (17) Social Coordinator

B. **SPECIAL ASSIGNMENTS** – The president may make special assignments that are deemed necessary and shall provide a written description of assigned duties to the Board of Directors.

## **9.4 REPRESENTATION**

The president and Board of Directors shall consider broad club representation in appointing standing committee chairs, coordinators, and special assignments. Standing committee chairs shall consider broad club representation in appointing committee members.

## **9.5 TERM OF OFFICE**

A. Chairs of standing committees and coordinators shall generally have the same term as the president who appoints them. Each may be reappointed by subsequent presidents for an unlimited number of terms with concurrence of the Board of Directors.

B. If the Board of Directors agrees that a chair or coordinator is not performing adequately, that chair or coordinator may be removed by a majority vote of the Board of Directors.

C. Special Committees and Special Assignments shall serve until their assigned duties have been completed.

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## **10.0 MEMBERSHIP MEETINGS**

- 10.1 A general membership meeting shall be held annually. Special membership meetings may also be convened by the Board of Directors as required.
- 10.2 Notice of date, time, and place of each meeting shall be published in the WetSet issue published the month before the meeting. Notice of date, time, place, and reason for special membership meetings may be distributed electronically.
- 10.3 General membership meetings shall be open to all individual members.

## **11.0 STANDING POLICIES**

Standing Policies established under these bylaws and designated as such at the time of approval shall be maintained by the bylaws coordinator. Standing Policies shall be binding until such time as they are amended or repealed by the Board of Directors.

## **12.0 DISPUTES**

- 12.1 PNA, its Board of Directors, and members, shall comply with the current USMS Code of Regulations and Rules of Competition.
- 12.2 Any member of PNA or eligible individual who disputes actions by an individual or organization associated with PNA shall follow the grievance procedures defined in the PNA Standing Policies.

## **13.0 BY-LAW AMENDMENTS**

These bylaws may be altered, amended, or repealed as the purposes of PNA 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 or emailed by the Board of Directors to all such members. Either method of voting on bylaws changes shall require receipt of total ballots representing at least 30% of the membership. To be counted, mailed or emailed ballots must be received within 30 days of the mailing or emailing of the proposed amendment. The Board of Directors shall have the option of extending this deadline.

## **14.0 DISSOLUTION OF PNA**

Dissolution of the PNA organization can be accomplished by a majority vote of the individual members acting on a recommendation of two-thirds of the Board of Directors.