

# **Bylaws of the Hawaii Masters Swimming Association**

DRAFT REVISIONS

January 8, 2024

## **ARTICLE 1**

### **PURPOSE, GOALS AND OBJECTIVES:**

**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. LMSCs are recognized divisions of U.S. Masters Swimming, Inc. (USMS).

**1.1 GOALS AND OBJECTIVES:** HMSA is a non-profit 501(c) 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 in the state of Hawaii.

**1.4 ADDRESS:** The official address of HMSA is PO Box 881111, Pukalani, HI 96788.

**1.5 FISCAL YEAR:** The fiscal year for HMSA shall be January 1 to December 31.

**1.6 PREVAILING RULES:** HMSA shall be subject to all rules and regulations of USMS. Should any discrepancies arise between such rules and regulations and these Bylaws, the rules and regulations of USMS shall govern.

**1.7 DECLARATION OF NONPROFIT STATUS:** HMSA shall qualify as a tax-exempt organization under the umbrella of USMS. The portions of the Articles of Incorporation and Bylaws of USMS providing for tax-exemption shall be incorporated

herein by reference. No part of the net earnings of HMSA shall inure to the benefit of, or be distributable to, its members, directors, Officers, or other private persons, except that HMSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. HMSA may make distributions to corporations, trusts, community chests, funds or foundations pursuant to rules and regulations governing USMS.

## **ARTICLE 2 MEMBERSHIP**

**2.1 MEMBERSHIP:** HMSA does not discriminate on the basis of sex, race, color, religion, national origin or handicap. Any individual, coach, club or team that participates in or cooperates with, fosters or promotes Masters Swimming programs and has met the membership requirements of USMS as well as paid the appropriate dues and/or fees to USMS and HMSA, shall be afforded all rights and privileges of HMSA as prescribed in these Bylaws. Membership is open to individuals age 18 or older who are either unattached or are members of a club registered with USMS.

**2.2 ELIGIBLE MEMBERS:** HMSA membership shall consist of the following:

1. Club Members

- a. Swim clubs or workout groups who have members registered with HMSA and participate in the sport of swimming or some aspect of it are considered Club Members. Swim clubs in good standing with HMSA may send a representative and have a vote at HMSA Annual Meetings, and will also be recognized as an entity for competitions and events sponsored by USMS, including national meets.
- b. Each club shall appoint a non-voting delegate to HMSA Board of Directors – this person must be a currently registered Individual Member of HMSA. The club shall make such appointments via email to the chair, secretary or membership coordinator of HMSA. The club may change its representation on HMSA at any time by email to the HMSA chair from the chair or equivalent member of the club.

2. Individual Members:

- a. An Individual Member is a person who is a current registered member of HMSA. Membership allows an individual to participate in events and programs of the Hawaii LMSC, USMS and International Masters Swimming.

**2.3 REGISTRATION:** Registration of members and clubs and eligibility to participate in HMSA swimming and fitness related activities shall be governed by USMS Administrative Regulations.

**2.4 SUSPENDED OR DENIED MEMBERS OF USMS:** HMSA shall not knowingly register a person who is currently suspended or denied membership by any other LMSC or United States Masters Swimming or any USOPC national governing body. If it is later found that a currently registered member is under suspension or denied membership by any other LMSC, the individual's membership status shall be reviewed and potentially suspended or revoked by the HMSA Board of Directors.

**2.5 VIOLATIONS OF HMSA BYLAWS:** Any member who fails to conform to or violates the provisions of these Bylaws or the Rules of USMS may be suspended, expelled or penalized as prescribed by the HMSA Board of Directors.

- a. The HMSA Board of Directors shall determine the details of a suspension.
- b. When a member is expelled, the Secretary of HMSA shall notify all member clubs and teams of HMSA as well as the expellee in writing within 30 calendar days of such action. If the case warrants severe penalties, USMS will also be informed.
- c. Appeals for any decision or penalty prescribed by HMSA can be made under the provisions set forth in the current Rules of USMS.

**2.6 MEMBER 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 BY BOARD OF DIRECTORS**

**3.1 MANAGEMENT BY BOARD OF DIRECTORS:** The business and affairs of HMSA shall be managed by its Board of Directors (Board). The Board shall be the policy making body of HMSA. The HMSA Board is responsible for following the practices set forth in LMSC Standards provided by USMS.

**3.2. DUTIES AND POWERS:** HMSA Board of Directors shall act for HMSA and its members during the interval between Annual Meetings:.

- a. To establish program and policy. To manage and/or supervise program policy.
- b. To review and adopt the annual budget of HMSA.
- c. To plan, schedule, encourage and support a variety of swim meets, clinics, educational and open water 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 propose amendments to the Bylaws for approval at the Annual Meeting
- f. To call or provide notice of meetings of the Board and Annual Meeting as well as call other 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 prepare delegates for the USMS Annual Meeting and House of Delegates, and conduct other business of HMSA.

## **ARTICLE 4 OFFICERS**

**4.1 ELECTED OFFICERS ROLES:** The elected officers of HMSA are the Chair, Vice Chair, Secretary and Treasurer, all whom should constitute the Executive Committee of HMSA and whom are members of the Board of HMSA.

### **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.

#### **4.3 TERM OF OFFICE:**

- a. 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.
- b. Chair may serve for a maximum of two consecutive terms.  
If:
  - i. no person runs to fill the Chair position,
  - ii. the current Chair is finishing the end of two consecutive terms
  - iii. the existing chair is willing to serve again
  - iv. other members of the board do not objectthen the members at the Annual Meeting may re-elect the existing Chair to another term. After a different person has served, this two term limit begins again.

**4.4 NOMINATION & ELECTION:** The Chair will appoint a Nominating Committee of at least three (3) persons **two months** prior to the Annual 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 even numbered years.

#### **4.5 OFFICERS DUTIES:**

##### a. Executive Committee Elected Officers

The following elected officials shall be elected at the Annual Meeting and have voting rights at all HMSA Board meetings:

##### a. Chair

- 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-Chair

- i. To step up as Chair 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 Chair
- iii. To actively participate in the decision making process.
- iv. To aid the Chair 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, Annual Meeting, and General Membership meetings.

ii. File minutes with Chair and Communications Chair for posting on HMSA website.

iii. Prepare and submit Annual Meeting minutes to USMS National Office; retain copy for LMSC archive.

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.

a. 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](http://www.irs.gov/charities).

iii. To file appropriate documents to maintain non-profit status of HMSA.

iv. Maintain any and all bank accounts of the HMSA.

a. 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.

v. To reconcile all HMSA bank statements monthly. Have a second board member review bank reconciliations at least quarterly.

vi. Assure 2 signatures are on all checks of \$5,000 or more.

vii. Reimburse funds for HMSA & USMS approved business.

viii. Submit annual financial statements to USMS National Office within four months of HMSA's year end. The HMSA 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 in accordance with IRS guidelines, including business purpose clearly documented on receipt or in HMSA books. Support should be maintained for a minimum of 3 years.

**4.6 APPOINTED BOARD MEMBERS:** The HMSA Executive Committee shall also include the following appointed officers, who will be voting members of the Board of

Directors. The HMSA Executive Committee will appoint or elect these additional members who will serve at the pleasure of the Board.

1. Membership Coordinator

- i. Notify clubs of USMS club renewal process
- ii. Assist in obtaining current member databases and lists from USMS needed for HMSA to distribute e-newsletters and Annual Meeting announcements to members.
- iii. Assist meet directors to ensure all participants are registered USMS members for sanctioned events.

2. Top Ten & Records Recorder

- i. Submit HMSA 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.

3. 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.

All Board members shall have an active email address and telephone number.

**4.6 APPOINTED NON-VOTING BOARD MEMBERS:** The Board may appoint the following non-voting members to the Board. These committee chairs may voice their opinions but cannot vote.

1. Officials Chair

- i. Ensure that all events meet minimum requirements as described in the USMS Rule Book (e.g., at least - two (2) officials-referee and starter, which can also serve as stroke and turn certified by a recognized body).
- ii. Maintain good communication with HMSA 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. The HMSA Officials Chair may also serve as a certified official for meets.

## 2. Communications Chair

- i. Make USMS registration information available for prospective members
- ii. Assure that communications are sent at least once a year to all members to announce the Annual Meeting.
- iii. 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. Communicate aquatic safety and other Masters Swimming information to the general public through government agencies, news outlets, websites, and other means.
- v. E-newsletter: At least to publish a quarterly (or more often) email newsletter to HMSA members.

## 3. 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 clubs 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.

## 4. Webmaster

- i. 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. Links Sanction/recognition procedures
- b. Links 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

5. Legal Counsel

- i. Reviews all legal documents
- ii. advises the board in making legal decisions

6. Coaches Chair

- i. Support HMSA coaches and acts as a resource to the coaches
- ii Liaison with HMSA and USMS club and coach services
- iii. Supports Coaches education and promotes USMS coach certification

7. Island Representatives may be appointed by the Executive Committee as non-voting at-large members to serve as advisors to the Executive Committee.

**ARTICLE 5:  
EXECUTIVE COMMITTEE**

**5.1 EXECUTIVE COMMITTEE REQUIREMENTS**

- a. The following members shall serve on the Executive Committee: The Chair, the Vice Chair, the Secretary and the Treasurer. The Executive Committee is authorized to conduct the affairs of the LMSC between regular meetings of the Board.

**A. VOTING BOARD MEMBER REQUIREMENTS**

- a. All elected officials and the Membership Coordinator must be separate individuals.
- b. A single individual may hold no more than two offices concurrently except as USMS LMSC standards permit.
- c. Individuals who hold more than one office and/or Team Delegate position only have one (1) vote.

## **5.2 ATTENDANCE AND VOTING AT BOARD MEETINGS**

- a. 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.
  
- b. One delegate from each Member Club who shall also be registered members of HMSA may attend any HMSA Board meetings. However Club delegates may only vote during HMSA Annual Meetings. Club delegates do NOT have voting rights at Board meetings.

**5.3 VOTING RIGHTS OF CLUBS AT ANNUAL MEETINGS:** Each Club in good standing with HMSA shall appoint one person to serve as a voting member at the Annual Meeting and General Business Meetings. Such representatives shall be entitled to one vote.

**5.4 DUTIES OF MEMBERS AT LARGE:** The duties of the Members at Large of the Board include developing, supporting and enforcing the policies of HMSA and USMS, building membership and acting as a positive representative and Director of the Board.

## **5.5 PERFORMANCE OF DUTIES:**

- a) Each Board member shall perform the duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of HMSA, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing such duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, reasonably believed to be accurate and prepared or presented by competent and knowledgeable persons or groups. A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted.
  
- b) If a Board member is found not to be performing the duties as a director in good faith or in a manner inconsistent with USMS or HMSA policies, bylaws and rules, that director may be removed from the position, by a 2/3 vote of the remaining directors.

**5.6 VACANT POSITIONS OF THE BOARD OF DIRECTORS:** 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.

**5.7 REMOVAL OF BOARD MEMBER:** 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.

**5.8 INDEMNIFICATION OF BOARD OF DIRECTORS:** Each person who is or was a director, officer or employee of HMSA (including the heirs, executors, administrators or estate of such person) shall be indemnified by the HAWAII 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 HMSA as a director, trustee, officer, employee or agent of another not-for-profit organization).

## **ARTICLE 6 MEETINGS**

**6.1 MEETINGS AND SCHEDULES:** HMSA will publish the Board Meeting and Annual Meeting schedule on the website. Ad hoc meetings may be added as needed.

a) Board Meetings shall include subject matter and voting of issues, such as Annual Budget (and non-budgeted expenditures), Policies, Bylaws proposals, National (USMS) Representation (i.e., Annual Meeting or Clinics), Nominations, Violations, Grievances,

b) General Meetings are ad hoc and shall include subject matter and voting of issues, such as Events, Clinics, Meets, Member Benefits.

c) Annual Meetings shall include approval of Bylaws and their amendments and Officer Elections.

**6.2 RULES OF ORDER:** The rules contained in the most recent edition of Robert's Rules of Order shall govern all HMSA proceedings except where inconsistent with USMS.

**6.3 PROCEEDINGS:** Any voting HMSA member may make a motion during the New Business portion of any regularly scheduled Annual Meeting. Passage of a motion requires a simple majority of the voting members present, except for those motions that require approval of a 2/3 majority of voting members in accordance with these Bylaws.

**6.4 ANNUAL MEETINGS:** The Annual Meeting of HMSA shall be held at a date set by the Board for the purpose of electing Officers and conducting any other business that may arise. Notice of the date of the Annual Meeting shall be made available to all members at least one (1) month prior to the meeting's scheduled date.

**6.5 SPECIAL MEETINGS:** Special meetings shall be by or at the request of the Chair or a majority of the Board, or upon written petition of one-fifth (1/5) of the HMSA general membership. Board members shall be notified at least ten (10) days prior to a special meeting.

**6.6 APPROVAL-QUORUM:** At Board Meetings and General Business Meetings a simple majority of voting members who are present at the meeting shall be required to pass any issue. Any Member in good standing can be present at any meeting and shall be encouraged to voice suggestions or opinions on any matter.

**6.7 USMS ANNUAL MEETING:** Voting delegates to the USMS Annual Meeting shall be appointed by the Board to represent HMSA. Appointed delegates may be reimbursed as representatives of HMSA in part or in whole by approval of the Board. HMSA encourages other interested persons to attend the USMS Annual Meeting at their own expense.

## **ARTICLE 7**

### **GRIEVANCES:**

**7.1 GRIEVANCES:** All grievances shall be managed in accordance to USMS guidelines and shall follow the same procedure:

- a) Disputes arising within a single Club shall be filed directly with such Club and handled pursuant to that Club's rules and procedures.
- b) Disputes during competition shall be resolved at the event, if at all possible. Failing that, the complainant shall inform the HMSA Chairperson, in writing, of the nature and details of the dispute within 30 days of the incident.
- c) If a dispute arises outside of competition, the complainant shall inform the HMSA Chair, in writing, of the nature and details of the dispute within 30 days of the incident.

d) The Board of Directors shall investigate any written complaints and make a recommendation as to the resolution for action by the HMSA.

## **ARTICLE 8:**

### **AMENDMENTS OF BYLAWS**

#### **7.1 PROCEDURES FOR AMENDMENTS**

a. These Bylaws maybe be amended or repealed and new Bylaws adopted by a majority vote of the members attending any meeting of the HMSA providing that notice of the proposed change has been given members of HMSA at least one (1) month prior to Annual Meeting. The notification of the Annual Meeting must state that action concerning the Bylaws will be taken and must include the exact wording of the proposed changes or amendment(s). Notice shall be given by e-mail, addressed to the last known address of each member. A quorum is not required for the purposes of this provision.

b. 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 8:**

### **DISSOLUTION OF HMSA**

**8.1. DISSOLUTION:** Upon agreement of three-fourths of the general membership at a Special Meeting called by the Chair to consider dissolution, the HI-LSMC shall be dissolved. Upon dissolution, the net assets of HMSA 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.