

# **BY-LAWS OF THE ST. LOUIS AREA MASTERS SWIMMING, INC.**

## **Article I - Definitions**

Club – an organization or group of permanent character that is a member of U.S. Masters Swimming, Inc. (USMS), registered through the Ozark LMSC, and that actively promotes and/or participates in Masters swimming. All individuals of a Club are required to register with the Ozark LMSC.

Code - the USMS Code of Regulations and Rules of Competition, as published, and as amended from time to time. The Code takes precedence over these By-Laws in any conflict with provisions.

Member - an individual who is registered with St. Louis Area Masters Swimming, Inc. (SLAM). An individual member may or may not be a member of a Workout Group.

OZARK-LMSC (OZARK-LMSC) - the Local Masters Swimming Committee with supervisory responsibilities for the state of Missouri east of and including the counties of Scotland, Knox, Shelby, Monroe, Pike, Montgomery, Osage, Miller, Camden, Dallas, Webster, Douglas and Ozark; in Illinois, the counties of Calhoun, Greene, Jackson, Jersey, Madison, St. Clair and Monroe.

Local Masters Swimming Committee (LMSC) - a division of USMS with supervisory responsibilities within a specific geographic territory.

Register - To enroll as a member of St. Louis Area Masters Swimming, Inc. (SLAM).

St. Louis Area Masters Swimming, Inc. (SLAM) - a Club member of OZARK-LMSC, composed of individuals who are all member of USMS registered through OZARK-LMSC. Unattached swimmers registered in the Ozark LMSC are not members of SLAM.

Team - a group of swimmers representing the same Club in competition. Unattached swimmers cannot swim on a team.

United States Masters Swimming, Inc. (USMS) - the governing body for Masters swimming in the United States.

Workout Group – a workout group that is not a Club, but instead is composed of individuals who train together at a specific facility.

## **Article II - Name, Mailing Address**

The name of this organization is the St. Louis Area Masters Swimming, Inc. (“SLAM”).

The principal office of SLAM shall be at such place as the Board of Directors shall determine from time to time. SLAM also may have other offices, in such places (within or without the State of Missouri) as the Board may determine from time to time, but until a change is affected, the address of such principal office shall be: St. Louis Area Masters. Inc., c/o Catherine K. Kohn, 7700 Bonhomme Avenue, Suite 510, Clayton, Missouri, 63105.

### **Article III - Purpose and Objectives**

The Mission of SLAM is to promote fitness and health in adults by offering and supporting Masters swimming programs.

SLAM will support and encourage competitions among its members and those of other clubs.

SLAM will encourage and promote improved physical fitness and health in adults.

SLAM will offer adults the opportunity to participate in a lifelong fitness and/or competitive swimming program.

SLAM will encourage organizations and communities to establish and sponsor Masters swimming programs

SLAM will enhance fellowship and camaraderie among Masters Swimmers.

SLAM will stimulate research in the sociology, psychology and physiology of Masters swimming.

SLAM may have, in addition, other objectives and goals not in conflict with the goals and objectives of USMS.

### **Article IV - Nonprofit Status**

SLAM is a nonprofit entity exempt from Federal income tax under §501(c) of the Internal Revenue Code.

SLAM shall not participate in any political campaign or attempt to influence any Federal, state or local legislation.

SLAM shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from Federal income tax under §501(c)(3) the Internal Revenue Code or (b) a corporation, contributions to which are deductions under §§170(c)(2), 2005(a)(2) and 2522(a)(2) of the Internal Revenue Code.

### **Article V - Dues and Fees**

A SLAM member must complete an application and pay a registration fee, consisting of a USMS fee established by USMS, a LMSC fee established by OZARK-LMSC, and a SLAM annual membership fee. This fee must be paid before an individual is permitted to compete in a USMS

sanctioned event. Concurrent registration with a Club other than SLAM is not permitted. A Workout Group may impose an additional fee pursuant to its rules and guidelines.

**Article VI - Year**

The fiscal year of SLAM shall be January 1 through December 31.

The registration year of SLAM shall be November 1 through December 31 of the following year.

**Article VII – Membership**

The Corporation shall have members ("Members") with voting rights as set forth in the Articles of Incorporation and as set forth below.

**Article VIII - Board of Directors**

**General Powers.**

The Board of Directors shall control and manage the business and property of SLAM. The Board may exercise all such powers of SLAM and do all such lawful acts and things as are not reserved to the Members or some particular officer of SLAM by law, the Code, or elsewhere in these By-Laws. All members of The Board must be members of SLAM.

**Make-up of the Board.**

The officers of SLAM listed in Article VIII hereof, the immediate past chair and Legal Counsel shall constitute the Board of Directors of SLAM (the “Board”).

The Board, at the recommendation of the Chair, may select or remove as many at-large members as it deems appropriate for its efficient operation. All Board members, including at-large members, shall have voting privileges.

**Term of Office.**

Each Director, unless removed, resigned, disqualified, or otherwise separated from office, shall hold office for a term of one (1) year or until his or her successor shall have been elected and qualified. Each Director shall be eligible to succeed him or herself indefinitely.

**Removal.**

Any Director selected by the terms of this Article VII may be removed by the Individual Members at any time and for any reason at a meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is to remove one or more Directors. Any Director elected by the Board to fill the vacancy of a

Director elected by the Members may be removed without cause by a majority of the Individual Members present at a meeting called for that purpose, but not by the Board.

**Resignation.**

A Director can resign at any time by delivering notice in writing, by fax or by electronic mail to the Board, the Chair, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

**Vacancies.**

Any vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors, shall be filled by the Board. If the Directors remaining in office constitute fewer than a quorum of the Board, the Directors may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

**Compensation of Directors.**

No Director shall be entitled to compensation for his or her services as a Director, including attendance at any meeting of the Board or of any Committee thereof. Notwithstanding the foregoing, a Director may be compensated for non-Director duties performed for SLAM.

**Reimbursement of Expenses.**

The Board may provide that Directors receive reimbursement for transportation and other expenses incident to their attendance at any meeting of the Board or any Committee thereof.

**Annual Meeting.**

The Board shall hold annual meetings at any agreed upon time and place (preferably corresponding with the annual meeting of the Members) or at such other time and date as is selected by the Chair and included in the notice of the meeting.

**Regular Meetings.**

The Board shall hold at least two (2) other meetings during the year at any agreed upon time and place designated with notice thereof to the Directors.

**Special Meetings.**

Special meetings of the Board may be called by the Chair or at least forty (40) percent of the Directors in office upon delivery to each Director either in person or by mail, postage prepaid and addressed, by telephone, by fax or by electronic mail to such Director at the Director's mailing address, telephone number, fax number or electronic mail address as it appears on the records of SLAM, of not less than seven (7) days notice of the date, time, place and purpose of the meeting.

**Place of Meetings.**

The Board shall hold its meetings at the principal office of SLAM or at such other place within or without the State of Missouri as it may from time to time determine. Directors may participate in a meeting of the Board through the use of any means of communication which all Directors participating may simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

**Waiver.**

A Director may waive any notice required by law, the Articles of Incorporation or these By-Laws at any time by providing waiver in writing, by fax or by electronic mail to be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any notice required by law, the Code or these By-Laws unless the Director, upon arriving at the meeting or prior to the vote on a matter not properly noticed, objects to lack of notice and does not vote for or assent to the objected to action.

**Quorum; Act of the Board.**

Except as otherwise provided by law or by the By-Laws, the presence of a quorum shall be necessary for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The presence of three (3) directors, one (1) of which shall be an officer of SLAM, shall constitute a quorum. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary if there be no Director present, may adjourn the meeting to a different time (not to exceed thirty (30) days) and/or place until a quorum be had. No notice other than announcement at the meeting need be given of the time and or place of such adjourned meeting.

**Actions by Board without a Meeting.**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Directors consent, in writing, by fax or by electronic mail. Such consent(s) shall be filed with the records of SLAM. Signatures whether in writing or some other form may be obtained by counterpart. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The subsequent vote on the action need not be unanimous in order to be carried, but the consent to act without a meeting must be unanimous.

**Conflict of Interest Transactions.** Any transaction in which a non-compensated Director of SLAM has a material interest shall be approved in advance by the vote of a majority of Directors on the Board (or a Committee thereof) who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors may only approve the transaction if (a) the material facts of the transaction and the Director's interest are disclosed to the Board (or to a Committee thereof), and (b) the Directors in good faith reasonably believe that the transaction is not unfair to SLAM. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict of interest transaction is not voidable and cannot serve as the basis for imposing liability on a non-compensated Director if the transaction was not unfair to SLAM at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law. In no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

## **Article IX - Officers**

### **Principal Officers**

The Principal Officers shall consist of a Chair (President), Vice Chair (Vice President), Secretary, and Treasurer and such other officers as are appointed by the Board. Each officer shall have such authority and perform such duties as provided in these By-Laws or as the Board from time to time may determine. Any two or more offices may be held by the same person. All officers of SLAM must be members of SLAM.

### **Election, Term of Office, and Compensation**

The General Membership shall elect the officers of SLAM to hold office for a period of two (2) years and are not to be compensated.

The officers shall be elected at the Annual Meeting of the Members in odd-numbered years by a majority of those members present.

The term of office shall commence on November 1<sup>st</sup> of odd-numbered years.

Officers may succeed themselves.

Officers shall be considered voting representatives of SLAM by virtue of their office.

### **Chair (President)**

Unless otherwise provided by the Board, the Chair (President) shall be the Chief Executive Officer of SLAM and shall have general charge of the activities of SLAM. The Chair shall keep the Board fully informed of his or her activities on behalf of SLAM. In addition, the Chair shall perform

such other duties as from time to time may be assigned to the Chair by law, the Code, the Board, or these By-Laws.

The Chair shall call and preside at all meetings of SLAM and the Executive Committee.

The Chair shall create standing or ad hoc committees when necessary and appoint chairs of those committees.

The Chair shall serve as an ex-officio member of all standing committees.

If there should occur a vacancy among officers of the SLAM, the Chair, with the consent of the remaining members of the Executive Committee, shall nominate a current representative of SLAM Board to fill the unexpired term of the vacated office.

### **Vice Chair (Vice-President)**

The Vice Chair (Vice-President) shall have such powers and shall perform such duties as may be assigned to him or her by law, the Code, the Board, the Chair, or these By-Laws. In the absence or disability of the Chair, or at any time upon his or her request, the powers and duties of the Chair shall be performed by the Vice Chair.

The Vice Chair shall perform such duties as the Chair may direct.

### **Secretary**

The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law, be custodian of the Corporation's records, keep a register of the post office addresses of all Directors, and have general charge of the books and records of SLAM. The Secretary shall be responsible for preparing minutes of the Director's meetings and for authenticating records of SLAM. In addition, the Secretary shall perform such duties and have such powers as may be assigned to the Secretary by law, the Code, the Board, the Chair or these By-Laws.

The Secretary shall also maintain or cause to maintain permanent records containing names and current addresses of all registered SLAM Masters swimmers.

### **Treasurer**

The Treasurer shall have custody of, and be responsible for, all the funds and securities of SLAM and shall deposit and withdraw such funds and securities in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Board. The Treasurer also shall have custody of and be responsible for the maintenance of the books of account of SLAM, and shall perform such other duties as from

time to time may be assigned to the Treasurer by law, the Code, the Board, the Chair or these By-Laws.

The Treasurer shall present a yearly budget to SLAM and maintain all financial records.

The treasurer shall be responsible for complying with all financial record keeping and reporting requirements of the Code and USMS.

## **Article X - Committees and Appointments**

### **Executive Committee**

The Executive Committee shall consist of the officers, legal counsel, and the immediate past Chair, provided that no person shall take more than one seat on the Executive Committee. Meetings of the Executive Committee shall be called by the Chair. The Executive Committee shall have authority to act for and to create and execute policy between meetings.

### **Standing Committees**

The Chair of SLAM may appoint chairs for the following standing committees at the annual business meeting:

- Coaches
- Communication (Newsletter)
- Facilities
- Fitness
- Grievances
- Long Distance
- Meets/Events
- Membership
- Multi-Sport
- Safety
- Social
- Senior Games Liaison
- Technology

The Chair shall charge each committee with its duties.

### **Ad Hoc Committees**

The Chair may appoint other committees on an ad hoc basis that are deemed necessary to carry out the duties of SLAM.

The Chair shall charge each committee with its duties.



## **Legal Counsel**

The Chair may appoint legal counsel for SLAM. Legal counsel shall be a non-voting member of the Executive Committee.

## **Article XI - General Meetings**

There shall be one mandatory General Meeting of members held during the fall season for the purpose of:

Election of officers in odd-numbered years

To approve a budget for SLAM;

To approve membership fees and

To conduct such other business as may come before SLAM.

The General Meeting shall be scheduled by the Chair, and all other meetings shall be called at the Chair's discretion. Notice of meetings is to be in writing and such notice may be by e-mail, website, newsletter or regular U.S. Mail. Motions shall be passed by a simple majority vote of those SLAM members in attendance. In all other respects, Robert's Rules of Order shall govern the parliamentary procedure of the meetings. Any interpretation of the Rules is the responsibility of the Secretary.

Except as otherwise provided by law, the Code, or these By-Laws, actions taken at a General Meeting shall require a quorum, and the act of the majority at a General Meeting at which a quorum is present shall be an act of SLAM. The presence of ten (10) members and two (2) officers shall constitute a quorum.

## **Article XII - Indemnification**

Each person who is or was a director, officer or at-large member of the Board of SLAM (including the heirs, executors, administrators or estate of such person) shall be indemnified by SLAM to the full extent permitted by the Nonprofit Corporation Law of the state of Missouri against any liability, cost or expense incurred in the capacity as director, officer or at-large member of the Board of SLAM, or arising out of the status as a director, officer or at-large member of the Board of SLAM.

## **ARTICLE XIII - Grievance Procedures, Athlete's Rights, and Responsibilities**

### **Athlete's Bill of Rights**

SLAM, in accordance with the rules of the USMS, shall respect and protect the right of every eligible individual to participate as an athlete, coach, trainer, manager, administrator or other

official in any Masters swimming competition or administrative activity, so long as such competition is conducted in compliance with reasonable local, national, and applicable international requirements.

### **Conduct of Members**

It shall be the responsibility of all SLAM members to conduct themselves in accordance with and to comply with the rules and regulations of USMS.

### **Enforcement**

Any prospective member may be denied membership, and any member may be censured, place on probation, suspended, fined or expelled from SLAM, if such member or prospective member engages in any unsporting conduct as defined in the rules and regulations of USMS.

### **Review Section**

The Board shall annually elect a Review Section comprised of no less than three (3) members. Its hearings maybe conducted by an attorney at law retained by the Review Section for that purpose. If the attorney is not a member of the USMS, he shall have no vote. The Chairman of the Review Section shall be elected by its membership. A quorum for any hearing conducted by the Review section shall be fifty percent of its membership, but in any event, no less than two (2).

### **General Jurisdiction**

The Review Section may conduct hearings on any matter affecting only a Member or Members of SLAM.

### **Appeal**

The decision of the Review Section will be final in all cases, subject only to the appeal to the Board of SLAM at the option of the applicant, and thereafter to the Review Section of the Ozark LMSC.

### **Notice to Athletes**

In each case, where notice is mailed to a registered athlete, it is sufficient to mail the notice addressed to him at the residence given in his application for registration; or, if he has filed with the registration committee a written notice of change of residence, then at such changed address.

## **Article XIII - Amendments**

Amendments of these By-Laws shall be made by a majority vote of SLAM at any general meeting. Proposed bylaw changes shall be sent to the SLAM Membership at least two weeks prior to the meeting.

#### **Article XIV - Dissolution**

Upon dissolution, the net assets of the SLAM will not inure to the benefit of any private individual or corporation, but will be distributed to the Ozark LMSC to be used exclusively for educational or charitable purposes, or, if the Ozark LMSC is not then in existence, or is not then an organization exempt as a charitable organization under the Internal Revenue Code of the United States, as amended, and to which contributions, bequests, and gifts are deductible for income tax purposes, such assets shall be distributed to such a corporation, to be used exclusively for educational or charitable purposes.

#### **ARTICLE XV - Revocation of Previous By-Laws**

The adoption of the By-Laws by the Members of the SLAM shall constitute a revocation of any previously adopted By-Laws of the SLAM, and any previously-adopted By-Laws of the SLAM shall have no further force and effect.

Upon motion duly made, seconded and unanimously adopted, the undersigned, constituting the Board of SLAM, adopt on March 30, 2008, the foregoing By-Laws, as the By-Laws of this corporation, and said By-Laws are hereby ratified and adopted by the undersigned and each of them.

*Mary Pohlmann, President* \_\_\_\_\_

*Catherine Kohn, Vice-President* \_\_\_\_\_

*Teresa McDowell, Secretary* \_\_\_\_\_

*Dan Sullivan, Treasurer* \_\_\_\_\_

Revised by the SLAM Board, November 26, 2011.

Revisions approved at the SLAM General Membership meeting of 4/13/2014.