

ILMSA Conference Call Meeting, 12/5/11

Heather Howland, ILMSA Chair called the meeting to order at 7:04 PM. Also present were: Barb Delanois, Vice-Chair; Phil Dodson, Treasurer; Ruth Giles-Ott, Secretary; Erik VanEtten, Registrar; Laurel Liberty, Coaches Chair; John Traynor, Open Water and LD Chair; Mark Mattson, Sanctions Chair; Fred Pigott, Officials/Safety Chair; AJ Block, Record and Tabulations and Fitness/Health Chair; and Michael McDonnell Communications Chair and Webmaster; and Chris Colburn, former Chair. Not present were: Joan Kosiek, Awards Chair; Rich Mueller, Officials Chair.

Minutes

1. Approval of November Conference Call minutes. John Traynor moved to amend the minutes to reflect that Barbara Delanois and Joan Kosiek were not present. Ruth Giles-Ott seconded. The motion to approve the minutes as amended were approved unanimously.

Agenda Items

1. Fitness Chair AJ Block reported that the fitness committee did not meet since the November conference call, but that she intended to move forward with plans to create a fitness event honoring swimmers who lost the most weight, tying it in to New Year's Resolutions. To encourage more participation, she proposed giving awards to winners by age group and gender. Heather Howland suggested basing the awards by percentage of pounds lost, rather than simply by the number of pounds lost.
2. Chair Heather Howland reported that she had received a signed State Meet Contract. Treasurer Phil Dodson noted that although ILMSA had voted to budget \$4,000 for paying State Meet officials as a precaution, in drafting the State Meet contract, the parties had come to an understanding that the intention had been that ILMSA identify officials and set reasonable rates of payment, but that the funds for paying the officials come from the meet host.
3. Chair Heather Howland reported that she would be contacting Stuart Van Dorn about resuming his role as the newsletter editor, as no one had stepped forward to take on that responsibility.

New business:

1. Phil Dodson reported that he had sent an email on December 5, 2011, requesting that Board of Director Members submit their time-sensitive responsibilities to [Barb Delanois](#) by December 15, 2011, so that he and Barb can compile a Calendar of Responsibilities. John Traynor asked whether the Executive Committee should decide who is responsible for updating forms. Phil Dodson replied that he and Registrar Erik VanEtten could work it out. Barbara Delanois noted that in the past, the Registrar would update the registration forms, the Sanctions Committee would update the sanctions

forms, and so forth. Now that there are open water forms, she suggested perhaps the Open Water committee could update the forms. Barbara Delanois also noted that she had already put all the administrative deadlines into an outline for the Calendar of Responsibilities.

2. Phil Dodson reported on incorporating ILMSA. He had sent an email about this issue on December 5, 2011, but reviewed the substance of the email for those who had not yet reviewed the email before the email. Currently, ILMSA is a not for profit association; what is proposed is becoming a not for profit corporation. He explained that we would have the exact same bylaws. It will cost approximately \$80 to file as a not for profit corporation, with a recurring \$15 filing fee. As a not for profit corporation, we would have a registered agent, who would receive mail and official legal inquiries for the corporation. Recently, the State of Illinois had sent some documents for ILMSA to Pat Sengstock, who has not been on the ILMSA Board of Directors for a number of years. Fortunately, she found Barbara Delanois and forwarded the information to her. Barbara Delanois volunteered her services as a registered agent, which is something she does for a living, and Phil Dodson volunteered his services as an accountant, which is what he does for a living. As a not for profit corporation, ILMSA would be eligible to solicit donations. ILMSA would not have to file with the IRS, as we are an affiliate of USMS under its group exemption. We will need the approval of the membership. There was discussion of the relative merits of pursuing an email vote so as to make the change by January 1, 2012, and thus simplify our tax return, versus waiting until the April 2012 general membership meeting, where we could discuss the issue in person with the membership. The consensus was that it was more transparent, and thus more prudent, to wait until the April meeting for a vote of the membership.
3. Phil Dodson made a motion that we move forward on the action plan delineated in his email of December 5, 2012, which proposed (1) obtaining approval from USMS on group exemption inclusion, and (2) preparing and filing paperwork with the State of Illinois to incorporate. The motion passed unopposed.
4. Mark Mattson noted that our next conference call was scheduled for January 2, 2012; he suggested January 9, 2012 might be a more convenient date for the Board of Directors. Chair Heather Howland called upon each Board member their preference, and eight people had no preference, one preferred January 9, 2012, and three preferred January 2, 2012. Accordingly, the next conference call was scheduled for January 2, 2012, 7:30 p.m.

Motion to Adjourn: Barbara Delanois made a motion to adjourn. Phil Dodson seconded the motion. The motion passed unopposed. Conference call adjourned at 7:33 p.m.

Attachments:

Attachment A:

To: ILMSA Board of Directors
From: Phil [Dodson](#) and Barb Delanois
RE: Incorporating ILMSA
12/5/11

Currently ILMSA is a not for profit association recognized and governed by the not for profit association laws in [IL](#).

We propose incorporating ILMSA as a not for profit corporation under the [Illinois](#) Not For Profit Corporations Act.

The Illinois Secretary of State filing fee is \$77.75 and the annual report fee is \$15.

Barb, will donate her legal services and Phil will donate his accounting and tax services to effect the change. There will be no professional fees to make this change.

The benefits of a corporate not for profit versus a not for profit association are:

- The corporation will have a registered agent. Who will serve as the clearinghouse for all communications from the Secretary of State, legal inquiries and issues pertinent to the corporation. The name and address of the registered agent will be reflected in the Illinois Secretary of State corporate data base. Barb has agreed to serve as the registered agent until such time as the corporation decides to change the name and address of the registered agent.
- Currently, the Association has no registered agent or registered office. As such there is no legal person designated to receive legal inquires and issues on behalf of ILMSA. ILMSA received an administrative agency charge last summer, which was initially sent to Pat Sengstock who was the Registrar for ILMSA (formerly CMSA) more than 10 years ago. After several delays Pat found Barb and mailed the documents to Barb.
- When we register the new Corporate entity, we will also register it with the IL Attorney General making it eligible to solicit donations. Having no previous solicitations, it will be in full compliance with the IL Charitable Solicitation Act.

The new entity will NOT be required to file for an IRS determination as a non profit 501c(3) organization. The new entity will be recognized as an affiliate by USMS under its group exemption, thus qualifying the new entity as a 501c(3) organization.

The By-Laws for the new entity will be the same as the current ILMSA By-Laws. When Barb drafted the current by-laws she anticipated that ILMSA would eventually incorporate, thus the introductory language in section 1.02 of the current by-laws. The name will stay the same. Not for profit corporations are not required to add the "Inc." to the name.

Action Plan:

1. Obtain approval from USMS on group exemption inclusion.
2. Prepare and file paperwork with IL to incorporate
3. Obtain approval from membership to a) adopt new By-Laws and b) subject to current by-laws at Article 3.06, obtain 2/3's majority vote of members to transfer 100% of all ILMSA assets and liabilities to ILMSA, an Illinois not for profit corporation..

Questions:

1. Is the Board in support of this idea and action plan?
2. How and when do we obtain membership approval? E-mail vote before year end, or wait to Annual meeting at State meet?

Attachment B:

To: All ILMSA Board and Committee Chairs

From: Phil [Dodson](#)

RE: ILMSA calendar

12/5/11

In an effort to organize ourselves, be more efficient and provide procedures for our successors, we are compiling a consolidated ILMSA calendar of responsibilities.

As a board Officer or Committee Chair, please prepare a list of dates for ILMSA responsibilities required by your ILMSA position. E-mail your list to our new Vice Chair - Barb Delanois, delanois@davis-delanois.com, by 12/15.

A few guidelines:

Dates can be date specific or number of days, ie:

- a) 9/15 Club and Team registration forms completed and posted on web site, 10/15 members registration forms completed and posted on web site
- b) 90 days before state meet, order ILMSA service awards

If your ILMSA responsibility is dependent upon another ILMSA source for input, please include your deadline for receiving input. We will then match your input dates to your source dates.

Use your judgment on deciding which responsibilities to include. A "calendar" responsibility should have an impact on the ILMSA membership or another Board/Committee member. We do not want to over load the calendar with a lot of small procedures that only impact your position.

Thank you

Phil

Attachment C:

ILMSA Conference Call Meeting, 11/17/11

Heather Howland, ILMSA Chair called the meeting to order at 7:34 PM. Also present were: Phil Dodson, Treasurer, Ruth Giles-Ott, Secretary Erik VanEtten, Registrar, Laurel Liberty, Coaches Chair, John Traynor, Open Water and LD Chair, Mark Mattson, Sanctions Chair, Fred Pigott, Officials/Safety Chair, AJ Block, Record and Tabulations and Fitness/Health Chair, and Michael McDonnell Communications Chair and Webmaster

Agenda Items:

Discussion continued on the ILMSA Young Swimmer/Student Discount Motion and related promotion/marketing strategy, as described in Phil Dodson's outstanding email Motion and John Traynor's friendly Amended Motion, which was accepted by Phil Dodson and Fred Pigott (seconded). See Attachment A.

4. First order of business was to discuss the motion for young swimmer discounts and related promotion/marketing strategy. See Attachment A for complete documentation of e-mail discussion leading up to Board meeting.

Phil discussed the cost impact of changing pricing on young swimmer discounts and eliminating the student discount. The main point being student discounts were originally implemented when the cost was only \$10 to ILMSA per student, but with 2012 USMS dues, cost would be \$21 per student. The young swimmer discount program would remain, but at \$9 instead of \$10. ILMSA dues are \$9 and that is the maximum discount ILMSA can offer under the USMS on line registration process. The young swimmer discount is modified to match existing USMS competition age brackets, - under 25 years, versus under 27 years. This revised discount program has no cost to ILMSA, only lost revenues. This is a strong incentive for ILMSA to aggressively pursue the young swimmer market at both high schools and colleges. Phil outlined several steps how to pursue these markets through the swimmers' coaches and parents.

There were a few Questions and Answers on how ILMSA promoted /communicated discounts in past. John Traynor noted that ILMSA has not promoted nor aggressively promoted its discount program. One suggestion was to include the program in ILMSA FAQ page, and to insert in the USMS discussion forum.

In response to John Traynor's question, Phil reported 88 members in 2010 registration year were under age of 25, of which 10-15 members used the Student Discount.

John Traynor read the motion before voting commenced: "Adopt the revised young membership discount strategy with its \$9 membership discount for all members under 25 years old."

Motion carried unanimously.

5. ILMSA State Meet: Heather discussed the status and history of the ILMSA State meet contract. No Board action is currently required.

Fred informed us that the Officials for State Meet are determined, then read off the names. Fred also indicated there are 4-5 backup names.

6. ILMSA Standing Conference Call Day/Time Preferences: The Board discussed and selected a monthly call date and time: a) 1st Monday of each Month 7:30PM, b) backup date 2nd Monday of each month 7:30PM. December 5th, 7:30PM is our next Board call/meeting.

New business:

5. AJ brought up a fitness idea, "Biggest loser" award to be applied to swimming. Phil, John and Heather volunteered to work with AJ before next conference call. AJ also looking to set up program "I swam a marathon" awards next summer. John Traynor suggested a program be in place for people to use as part of typical New Year resolutions.
6. John Traynor suggested the EC or Board work on a calendar with responsibilities for updating and changing registration forms. Phil agreed and stated he would get our new Vice Chair to work on a program to create a comprehensive ILMSA calendar and responsibility list from all Officers and Committee Chairs.
7. Phil gave a brief FYI on plans from Treasurer and Finance Chair to propose incorporating ILMSA, which is currently an unincorporated association under IL law.
8. Erik, announced the newly approved young swimmer discount is up and running for 2012 on line membership registration.

Motion to adjourn at 8:12 PM. Passed unanimously.

ATTACHMENT A

**Consideration of Proposed New ILMSA Young Swimmer/Student Discount
Phil Dodson MOTION & John Traynor AMENDED MOTION
(During Email Discussion - Reverse Chronology)**

From: Fred Pigott
To: Phil Dodson, John Traynor and ILMSA Board

As the second to the original proposal, I also accept the friendly amendment. This topic should be put on the agenda for the conference call on Sunday evening. At least a brief discussion should ensue prior to voting on the proposal.

Fred Pigott

From: Phil Dodson
To: John Traynor and ILMSA Board

Yes I accept the friendly amendment. I believe the on line registration with an automatic \$9 discount is preferred by all: members and the Treasurer and Registrar who do not want the extra paper work.

Phil

From: John Traynor
To: Phil Dodson and ILMSA Board

Good Evening, Phil, and ILMSA BOD,

I propose a friendly amendment to Phil Dodson's original MOTION (which was seconded by Fred Pigott), as follows:

Amend the MOTION to implement the Young ILMSA Swimmer Discount equal to \$9 (instead of \$10) for ILMSA membership registrants under age 25-years.

Rationale: *ONLINE ILMSA membership registration is available and can automatically apply the maximum ONLINE \$9 ILMSA LMSC discount for all ILMSA members under the age 25-years (or whatever age ILMSA chooses). While this discount is \$1 less than Phil Dodson's original MOTION proposal, it has the advantage of eliminating all PAPERwork, check writing, and Form mailings. It is believed most members will prefer the ONLINE registration convenience over the \$1 savings.*

Please accept this friendly MOTION amendment.

Respectfully,

John Traynor
Chair, ILMSA Open Water & Long Distance

From: Fred Pigott
To: Phil Dodson and ILMSA Board
Subject: Re: Student and Young Swimmer Membership Discount
Date: Thu, 3 Nov 2011 19:51:20 -0500

I will second the motion.

Fred

Fred Pigott

To: ILMSA Board
From: Phil Dodson
Date: 11/3/11
Subject: Student and Young Swimmer Membership Discount

The ILMSA Executive Committee has reviewed, discussed and agreed to recommend to the Board the following revision to the ILMSA Young and Student Membership Discount and related strategy. Please review and be prepared to discuss and vote on this in an up coming Board conference call, to be scheduled some time week of 11/13.

When the 2012 budget was prepared, a \$300 amount for membership discounts was included, which was the amount expected for registration year 2011. Since then, I have given this a 2nd review, and propose the following strategy and pricing change for 2012.

When ILMSA adopted the student membership discount in 2006, USMS dues were \$20. Thus the \$10 Student fee was only costing ILMSA \$10 per student. Since then, USMS dues have increased to \$31 for 2012, thus bringing the ILMSA cost to \$21 per student. Fortunately (or unfortunately) we are only receiving 10-15 requests per year. We are NOT using this as a tool; marketing, promotion or otherwise. Further, in my opinion, ILMSA does not seem to recoup its this cost (investment) of \$21 per student in future benefits.

ILMSA also employs a \$10 discount for young swimmers under the age of 27. When implemented our ILMSA fee was \$10 so there was no real cost to ILMSA. The current ILMSA fee is \$9. Continuing the \$10 discount only costs \$1.

New Strategy:

Let ILMSA aggressively promote the ILMSA discount, but at a reasonable cost to ILMSA:

- Eliminate the student discount altogether
- Revise the young swimmer discount to apply to ages under 25 (this is consistent with our competitive age group brackets)
- For 2012, offer a \$10 discount with a net cost to ILMSA of \$1 per discount

I believe, if ILMSA aggressively promotes and markets this program, we should set a target of 100 discount memberships, at a cost of \$100.

This change is predicated on making a decision to aggressively promote the discount. Ideas:

- High school seniors - work through IHSA coaches to market to swimmers parents as a graduation gift. Work with Masters teams/clubs to contact local HS coaches.
- College students - work through college coaches to market to swimmers after NCAA season in March. Work with Masters teams/clubs to contact local college coaches.
- College swimming facilities - identify and promote thru college sports facilities

- Groupon campaign (this will cost more and take planning to set up to benefit ILMSA). Its just a blue sky box idea right now.
- Petition USMS Board to set a lower membership fee for members under age of 25 to complement and support this type of program nation wide.

In conclusion: I make the following motion to the Board, Adopt the revised young membership discount strategy with its \$10 membership discount for all members under 25v years old. We need a second.

Timing: Since registration for 2012 year has opened up, the current \$10 Student Discount Form has been suspended, pending approval or rejection by the Board. If the Board chooses to continue this discount, the form will be returned to the ILMSA web site and refunds offered to any student who registered for 2012. If the Board accepts this strategy and discount pricing, then the form remains permanently eliminated from ILMSA registration options.

Thank you.
Phil