

BY-LAWS  
OF  
ILLINOIS MASTERS SWIMMING ASSOCIATION  
An Illinois not for profit corporation  
Article I.  
General Provisions

Section 1.01 Formation. Illinois Masters Swimming Association (“ILMSA”) is an Illinois not-for-profit corporation formed as a Local Masters Swimming Committee (“LMSC”) under the By-Laws of United States Masters Swimming, Inc. (“USMS”). ILMSA is duly organized under the General Not-For-Profit Corporations Act of the State of Illinois.

Section 1.02 ILMSA Powers. ILMSA shall have such powers, authorized and not inconsistent with the General Not-For-Profit Corporation Act of the State of Illinois (“Act”), as amended from time to time. ILMSA shall have and exercise all powers necessary or convenient to effect any or all of the purposes for which it is organized and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth herein, provided ILMSA complies with the USMS Code of Regulations and Rules of Competition as published, and as amended from time to time. In the event of any conflict between these By-Laws and the USMS Code of Regulations and Rules of Competition, the USMS Code of Regulations and Rules of Competition shall take precedence over these By-Laws.

Section 1.03 Boundaries. Geographic boundaries of ILMSA governance and administration are established by USMS By-Laws; currently the ILMSA catchments comprise all counties in the state of Illinois except the following counties situated in metro-east St. Louis: St. Clair, Calhoun, Greene, Jackson, Jersey, Monroe, and Madison.

Section 1.04 Purpose and Objectives. The purpose of ILMSA shall be to govern, administer and promote masters swimming within its catchments as defined by USMS By-Laws as amended from time to time. ILMSA shall strive to accomplish its purpose through the following objectives:

- (a) To provide support, education, guidance and administration to communities and local organizations to establish masters swimming programs geared toward the promotion of a lifetime of improved health and fitness in adults.
- (b) To organize, coordinate, and publicize ILMSA sanctioned or recognized masters swimming competitions or events.
- (c) To liaise with local regional and national organizations and individuals concerned with masters swimming and masters sports of all kinds.
- (d) To stimulate research in the physiology, psychology and sociology of masters swimming in the contexts of fitness and competition.
- (e) To enhance fellowship and camaraderie among masters swimmers.
- (f) To have such other objectives and goals not in conflict with the goals and objectives of USMS.

Article II  
Members, Teams and Voting Rights

Section 2.01 Rights of Membership. Each Member is entitled to the use and enjoyment of ILMSA/USMS offered programs and services as from time to time provided by ILMSA/USMS.

Section 2.02 Classes of Members. ILMSA shall have three classes of members: Individual Members, Club Members and Teams.

Section 2.03 Individual Members. Individual Members of ILMSA are those persons who pay the requisite annual membership dues and fully complete and execute the Annual ILMSA registration form as published by ILMSA from time to time, and who have current USMS Registration Cards and Numbers reflecting ILMSA as that person's LMSC. Membership shall terminate upon member's filing of an application for the transfer of the member to another LMSC, or Club registered to another LMSC, or on December 31 of each year until such time as the member renews his/her membership consistent with the registration policies of ILMSA. No certificates of stock or other certificates evidencing membership shall be issued by ILMSA other than the USMS Registration Card. Individual Members shall designate which duly registered Club Member as defined in section 2.04, he/she desires to associate, or may opt to be "unattached." In the event an Individual Member makes no designation regarding Club Member association or "unattached," that Individual Member shall be entered as "unattached." In the event an Individual Member opts unattached status, the unattached member's times in USMS sanctioned events shall qualify for ILMSA records, however points earned by the "unattached" shall only count for individual awards and shall only count for individual awards and shall not contribute to any club or team points.

Section 2.04 Club Members. Club Members are those groups originally comprised of no less than four (4) Individual Members, who join together to form a Club as defined in the USMS By-Laws. A Club Member must be duly registered with ILMSA pursuant to the Club Member registration requirements from time to time established by ILMSA policies, before any Individual Members, or Team Members as provided in Section 2.05, of the Club are allowed to register. Individual Members and/or Teams shall compete as a swimmer for only one Club at the same time. Individual Members and/or Teams desiring to transfer from one Club to another Club, within ILMSA or outside ILMSA, shall comply with USMS standards and requirements established for Club/LMSC transfers.

Section 2.05 Team Members. Team Members are those groups originally comprised of no less than four (4) Individual Members who join together and register with, the Club with which the Team desires to affiliate. A Team must be duly registered with a Club pursuant to registration requirements established from time-to-time by the Club's policies and procedures before any Individual Member shall be acknowledged by ILMSA as registered with the Team. Individual Members shall compete as a swimmer on only one Team at the same time. Individual Members desiring to transfer from one Team to another Team shall comply with USMS standards and requirements established for Club/LMSC transfers.

Section 2.06 Votes and Voting Rights. Individual Members, Club Members, Team Members, unattached Individual Members, and Board Members, shall have Member voting rights at Meetings of Members as follows:

- (a) Club Members: All Club Members shall be entitled to one (1) vote in the interest of their respective Individual Members. Club Members with 50 or more Individual Members shall be entitled to two (2) votes; Club Members with 100 or more Individual Members shall be entitled to three (3) votes; Club Members with 150 or more Individual Members shall be entitled to four (4) votes. Club members with 200 or more Individual Members shall be entitled to one (1) extra vote per increments of 50 Individual Members. Provided, however, if a Club has two (2) or more duly formed and registered Team(s), as defined in Section 2.05, that Club shall be restricted to one (1) vote per increments of 50 individual Members who are Independent of a duly registered Team. Club Members' designees at any meeting of the members shall exercise votes provided the Club Members' designees are duly registered members of ILMSA. At the time of registering with USMS Club Members shall identify to the ILMSA Membership Coordinator the name(s), address(s), telephone number(s), and current USMS membership number of their designated representatives with voting entitlements at any ILMSA meeting of

members and this information shall be provided to ILMsa at the time the Club registers as a Club with USMS. Changes to a Club Member's designated representatives must be submitted by writing or e-mail to the ILMsa secretary a minimum of 7 days in advance of any meeting of members at which the Club Member desires to exercise its voting privileges. In the event a Club Member fails to designate a qualified voting representative, the ILMsa Board may recognize and acknowledge the Club Member's contact person as the Club Member's voting representative provided the contact person is a duly registered individual member of ILMsa.

- (b) **Team Members:** Each Team Member formed and registered with any Club shall be entitled to one (1) vote. Team Members with 50 or more Individual Members shall be entitled to two (2) votes; Team Members with 100 or more Individual Members shall be entitled to three (3) votes; Team Members with 150 or more Individual Members shall be entitled to four (4) votes. Team Members with 200 or more Individual Members shall be entitled to (1) extra vote per increments of 50 Individual Members. Team Members' designees at any meeting of the members shall exercise votes provided the Team Members' designees are duly registered members of ILMsa. At the time of registering with a Club, (typically USMS workout group registration) Teams shall identify to the ILMsa Membership Coordinator the name(s), address(s) telephone number(s), and current USMS membership number of their designated representatives with voting entitlements at any ILMsa meeting of members and this information shall be provided to ILMsa at the time the Team registers with any Club. Changes to a Team Member's designated representatives must be submitted, by writing or e-mail, to the ILMsa secretary a minimum of 7 days in advance of any meeting of members at which the Team desires to exercise voting privileges. In the event a Team Member fails to designate a qualified voting representative, the ILMsa Board may recognize and acknowledge the Team Member's contact person as the Team Member's voting representative provided the contact person is a duly registered individual member of ILMsa
- (c) **Unattached Members:** Unattached Members shall be entitled to at least one (1) vote. If there are Fifty (50) or more unattached members they shall be entitled to two (2) votes; and One Hundred (100) or more Individual Members shall be entitled to three (3) votes. The ILMsa Board shall select the unattached Individual Member(s), to serve as an at-large representative with voting privileges at any ILMsa meeting of members. The ILMsa Board shall select the at-large representative(s) for unattached Individual Member(s), 30 days in advance of the Annual Meeting and shall serve for a period of 1 year unless the ILMsa Board changes their selection.
- (d) **Board Members:** Each Board Member as defined in Article IV at Section 4.02 shall have one (1) vote at any ILMsa meeting of members provided the Board Member is present at the meeting of members. In the event a Board Member is also a duly designated voting representative for a Club Member or Team Member, then, the Board Member shall also have voting rights and privileges the same as any other Individual Member, either as a Club Member or Team Member representative as provided herein above.
- (e) **Record Date:** The Record Date for the determination of the number of Individual Members registered with any Club Member or Team shall be fixed for the annual meeting of the members as the date which is the Sunday before the first day of competition for the "State Meet" as provided in Section 3.01. For all other meetings of the members, the Record Date shall be fixed as of the date, which is 30 days prior to the date of the meeting.

Article III  
Meetings of Members

Section 3.01 Annual and Mid-Year Meetings.

- (a) The Annual Meeting of the members shall be held at the ILMSA “State Meet” at the address of the State Meet, on the day and at the hour specified in the notice, which shall be published in the ILMSA publication at some time between the dates of February 1st and April 1st.
- (b) Mid-year Meeting shall be held in September or October of each year at an address and at a time to be determined by the Board and published 30 days in advance of the meeting.

Section 3.02 Special Meetings. Special meetings of the members may be called by the Board, the Chair, or not less than 20% of the Individual Members. All matters to be considered at special meetings of the members called by not less than 20% of the Individual Members shall first be submitted in writing to the Board not less than sixty (60) days prior to the date of the special meeting of the members called to consider such matters.

Section 3.03 Notice of Special Meetings. Written or printed notice stating the purpose, place, day and hour of any special meeting of members shall be delivered by mail or e-mail to each member entitled to vote at such meeting, not less than twenty (20) nor more than thirty (30) days before the date of such special meeting, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting. The notice of a special meeting shall be deemed delivered when e- mailed to the member at his/her e-mail address as it appears on the records of ILMSA or in the event there exists no e-mail for the member, when the notice is deposited in the United States Mail addressed to the member at his/her address as it appears on the records of ILMSA, with property postage thereon prepaid.

Section 3.04 Quorum. The members present at a meeting through their respective designated representatives, either in person or by proxy, holding 25% of the total authorized votes, which may be cast at any meeting of the members, shall constitute a quorum at such meeting. If a quorum is not present at the commencement of any meeting of members, the meeting shall be adjourned and may only be called again in accordance with the provisions of these By-Laws.

Section 3.05 Proxies. At any meeting of members, an Individual Member entitled to vote either as the Board selected at-large voting representative for “unattached” members, or as his/her Club or Team’s designated representative, may vote either in person or by proxy executed in writing by the Individual Member. No proxy shall be valid after thirty (30) days from the date of its execution. Any one Individual Member at any meeting may vote no more than two (2) proxies.

Section 3.06 Agenda Proxies. For each Meeting of Members which has an advance meeting agenda, a Club representative may vote as many Agenda Proxies from its Team representatives, as those Team representatives are be entitled to vote were they to attend the meeting. An Agenda Proxy is a proxy which lists each meeting agenda item and indicates how the Team representative votes for each agenda item. An Agenda Proxy may not delegate the decision on a vote to anyone. Any agenda item not marked with a vote, shall not be delegated to the Club representative for voting, but the Agenda Proxy shall remain in effect for all marked agenda items. An Agenda Proxy cannot delegate a vote for a non agenda item. The Club representative holding the Agenda Proxy may vote on friendly amendments to agenda items using his/her best judgment to vote the intent of the Team representative. Agenda Proxies count towards the requirement for a Quorum in Section 3.04.

Section 3.07 Manner of Acting. At all meetings of members, the current Roberts Rules of Order are the procedural rules to be followed. Any interpretation of said Rules is the responsibility of the Legal Coordinator or in his/her absence, the Secretary. Except as set forth below and except as otherwise required by the Act, any action to be taken at any meeting of the members at which a

quorum is present shall be upon the affirmative vote of more than 50% of the persons authorized to cast a vote as provided in Article II. The following matters shall require the affirmative vote of 2/3 of the Voting Members at a meeting duly called for that purpose.

- (a) Merger or consolidation of ILMSA;
- (b) Alterations or amendments to the By-Laws, or the repeal and establishment of new By- Laws;
- (c) Sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, of the property and assets of ILMSA.

#### Article IV Board of Directors

Section 4.01 In General. The affairs of ILMSA shall be managed by its Board of Directors. Each member of the Board of Directors shall be entitled to one vote at Board meetings. The immediate past Chair shall be a non-voting member of the Board.

Section 4.02 Number, Tenure and Qualifications. The number of voting members of the Board shall be fifteen (15) , but the Chair shall vote only as a tie-breaker. Four (4) of the voting members of the board shall constitute the officers holding the positions of Chair, Vice-Chair, Secretary and Treasurer all four of whom shall be elected to those positions on the Board by the Individual Members entitled to vote at the annual meeting of members. The remaining eleven (11) members of the Board of Directors shall be appointed by the Executive Committee, as provided in Article VII, who shall serve as committee chairs. Each member of the Board shall hold office without compensation. A member of the Board may succeed himself/herself in office, however the officers identified herein are limited to two-terms.

Section 4.03 Election. At each annual meeting of the members, the candidates for the above-referenced offices, all of whom must be Individual Members of ILMSA, identified by the Nominating Coordinator as provided in Article VII or additional nominees presented at the election meeting by any member provided the nominee has given consent, receiving the highest number of votes with respect to the number of offices to be filled shall be deemed to be elected and shall begin their tenure on June 1 following the annual meeting at which they were elected or in the event the annual meeting is held after June 1, shall begin their tenure on the 1<sup>st</sup> day of the month following the election .

Section 4.04 Regular Meetings. A regular annual meeting of the Board shall be held on the same date, and at the same place as, the annual meeting of the members. The Board shall by resolutions, which the Board may, from time to time adopt, provide the time and place for the holding of additional regular meetings of the Board, provided that the Board shall meet at least two (2) times per year.

Section 4.05 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or of the Board. The Chair of the Board may fix the time and place for holding any special meeting of the Board called by him/her. All meetings of the Board, whether regular or special, shall be open to all Individual Members of ILMSA.

Section 4.06 Notice. Written notice of any meeting of the Board shall be e-mailed, mailed or delivered to all members of the Board of Directors, the Individual Member selected by the Board as the at-large representative for “unattached” members, Club Member, and Team representatives at least fourteen (14) days prior to date of such meeting. The notice of a Board meeting shall be deemed delivered when e-mailed to the members entitled to notice at his/her e-mail address as it appears on the records of ILMSA or in the event there exists no e-mail for the member, when the notice is deposited in the United States Mail addressed to the member at his/her address as it appears on the records of ILMSA, with proper postage thereon prepaid. The business to be transacted at, or the purpose of any regular or special meeting of the Board, shall be specified in the notice.

Section 4.07 Quorum. The presence of a minimum of five (5) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than five (5) members of the Board are present at the commencement of said meeting, the meeting shall be adjourned and may only be called again in accordance with the provisions of these By-Laws.

Section 4.08 Manner of Acting. At all meetings of the Board, the current Roberts Rules of Order are the procedural rules to be followed. Any interpretation of said Rules is the responsibility of the Legal Coordinator or in his/her absence, the Secretary. The act of a majority of the members of the Board present at the meeting at which a quorum is present at the commencement of the meeting shall be the act of the Board, except where otherwise provided by law or in the Articles of Incorporation. Provided however, the Chair shall not have a vote except to break a tie.

Section 4.09 Vacancies. Any vacancy occurring in the Board by reason of death, removal or resignation of an appointed member of the Board shall be filled by the Executive Committee for the unexpired term of his/her predecessor. Members of the Board, including those appointed by the Chair, may resign at any time by written resignation delivered or mailed to any office of ILMSA, which resignation shall be effective upon receipt of said resignation. If, as a result of the death, removal or resignation of a member of the Board, no member of the Board remains in office, a special meeting of members may be called to fill all vacancies for the unexpired terms of the members of the Board.

Section 4.10 Removal. Any appointed member of the Board may be removed from office by the affirmative vote of 2/3 of all of the Members of the Executive Committee at a meeting called for that purpose.

Section 4.11 Adoption of Rules and Regulations. All rules and regulations, or amendments thereto, adopted by the Board shall be effective thirty (30) days after their adoption, provided that the members may veto the rule or regulation at a special meeting of the members called for such purpose, with notification in accordance with Article III at Section 3.03, and held before the effective date of the rule or regulation, by the affirmative vote of 2/3 of all of the Individual Members entitled to vote either as his/her Club Member or Team representative, or representative of unattached members.

#### Officers Article V

Section 5.01 Officers. The officers of ILMSA shall be a Chair, a Vice-Chair, a Treasurer, a Secretary, and a Membership Coordinator, all of whom shall constitute the Executive Committee.

Section 5.02 Election and Term of Office. The officers of the ILMSA, all of whom must be Individual Members of ILMSA, shall be elected as provided below, except the Membership Coordinator who shall be appointed by the Chair. The Chair and Secretary elected at the 2007 annual meeting serve a two- year term and the Vice-Chair and Treasurer elected at the 2007 annual meeting shall serve a three- year term as such directors. Thereafter, (a) at annual meetings of the members held in odd numbered years the Chair and Secretary shall be elected to fill a term of two (2) years and until their successors have been elected and qualified, and (b) at annual meetings of the members held in even numbered years the Vice-Chair and Treasurer shall be elected to fill a term of two (2) years and until their successors have been elected and qualified. At each annual meeting of the members, the candidates identified by the Nominating Coordinator as provided in Article VII or additional nominees presented at the election meeting by any member provided the nominee has given consent, receiving the highest number of votes with respect to the number of offices to be filled shall be deemed to be elected and shall begin their tenure on June 1 following the annual meeting at which they were elected. Officers shall serve without compensation. No person shall hold more than one office at a

time. Officer positions, except the Membership Coordinator, are restricted to a two consecutive term limit.

Section 5.03 Removal. Any officer elected by the membership may be removed by a 2/3 vote of Individual Members entitled to vote either as his/her Club or Team representative, representative of unattached members, or as Members of the Board, at a special meeting of members called for such purpose.

Section 5.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5.05 Chair. The Chair shall be the principal executive officer of ILMSA and shall in general supervise and control all of the business and affairs of ILMSA. The Chair shall preside at all meetings of the members and of the Board. The Chair may sign, with the Secretary or any other proper officer of ILMSA authorized by the Board, any contracts or other instruments which the Board has authorized to be executed and any amendment to the Articles of ILMSA's Organization, if any, and, in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time

Section 5.06 Vice-Chair. The Vice-Chair shall act and preside as Chair in the absence of the Chair.

Section 5.07 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of ILMSA; receive and give receipts for moneys due and payable to ILMSA from any source whatsoever, and deposit all such moneys in the name of ILMSA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all the duties incident to the office of Treasurer, Financial Operating Guidelines as may be established from time to time, by ILMSA, and such other duties as from time to time may be assigned to him by the Chair or by the Board and consistent with the USMS Financial Operating Guidelines as published from time to time.

Section 5.08 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; receive all notices on behalf of ILMSA and, together with the Chair, execute on behalf of ILMSA amendments to policies and procedures established by the Board; be custodian of the records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

Section 5.09 Membership Coordinator. The Membership Coordinator shall be responsible to register all swimmers in ILMSA consistent with the rules established by USMS. The Membership Coordinator shall maintain the database of registered ILMSA members and shall maintain ongoing communications with USMS regarding current ILMSA members.

## Article VI Powers and Duties of the Board

Section 6.01 General Duties, Powers, etc. of the Board. The Board shall exercise for ILMSA all powers, duties and authority vested in ILMSA by the By-Laws and the Act, including but not limited to the following:

- (a) Preparation, adoption and distribution of the Annual Budget.
- (b) Levying and imposition of registration, meet and miscellaneous fees.

- (c) Employment and dismissal of personnel deemed necessary or advisable for the maintenance and operation of ILMSA.
- (d) Obtaining adequate and appropriate kinds of insurance.
- (e) Adoption and amendment of rules and regulations covering the details of competition, USMS convention matters and the selection of delegates to the annual USMS convention, state meet, and grievance procedures.
- (f) Keeping of detailed, accurate records of the receipts and expenditures affecting ILMSA.

Section 6.02 Specific Powers and Duties.

- (a) Anything herein contained to the contrary notwithstanding, the Board shall have the power:
  - (i) To engage the services of any person (including, but not limited to, accountants and attorneys) deemed necessary at such compensation as is deemed reasonable by the Board, in connection with any duty, responsibility or right of ILMSA and to remove, at any time, any such personnel;
  - (ii) To establish or maintain one or more bank accounts for the deposit of any funds paid to, or received by, ILMSA.
- (b) Each year, the Board shall estimate the Annual Budget consistent with the financial operating guidelines established by USMS. ILMSA may build up and maintain a reasonable Reserve. Such Reserve, as established and augmented, may be used by ILMSA for operations and contingencies. Extraordinary expenditures not originally included in the Annual Budget, which may become necessary during the year shall be charged first against such Reserve. In addition, the Board shall have the right to segregate all or any portion of the Reserve for any specific contingency upon such conditions, as the Board deems appropriate.
- (c) ILMSA shall keep full and correct books of account and the same shall be open for inspection by any member.

Article VII  
Committees and Coordinators

Section 7.01 Standing Committees. Standing committees of ILMSA shall be the (a) Executive Committee, (b) Finance Committee, (c) Competition Committee, (d) Health and Fitness Committee, (e) Communications Committee, (f) Officials and Safety Committee, (g) Records and Tabulations Committee, (h) Registration Committee, (i) Coaches Committee, (j) Open Water/Long Distance Committee, (k) History, Records and Awards Committee and (l) Investment Committee. Unless otherwise provided herein, each committee shall consist of a Chairman, who shall be a member of the Board of Directors, and one or more members as determined by the Board. The Chairman of each committee and its members, shall be appointed by the Executive Committee at the annual meeting of the Board, to serve until the next Annual Meeting of the Board and until his/her successor has been duly elected and qualified. Each member of the Executive Committee is a member of the Board of Directors by reason of their status as an officer of the Board. The Board of Directors may appoint such ad hoc committees as it deems desirable; provided however, the Chair of such ad hoc committees shall not be entitled to voting privileges on the Board.



- (a) Executive Committee. The Chair, Vice-Chair, Secretary, Treasurer and Membership Coordinator shall constitute the Executive Committee of ILMSA and together they may conduct essential business of ILMSA within the scope of their duties between regular meetings provided that the action taken is reported at the next regular meeting of the Board of Directors. The Executive Committee shall not have authority to establish policy or make rule changes.
- (b) Finance Committee. The Finance Committee shall supervise the annual review of ILMSA's books and approve the annual budget and balance sheet statement to be presented to the members at the annual meeting of members. Treasurer shall be an ex officio member of the committee.
- (c) Competition Committee. The Competition Committee shall serve in an advisory capacity to hosts and make recommendations and decisions that enhance meets. Sanction Coordinator will be Chair of this committee. Championship Task Force will be subcommittee of this committee.
- (d) Health and Fitness Committee. The Health and Fitness Committee shall promote, educate and encourage adults on fitness benefits of swimming.
- (e) Communications Committee. The Communications Committee shall be responsible for the website and the newsletter. Assist web content, publicity, marketing and sponsorship.
- (f) Officials and Safety Committee. The Officials and Safety Committee shall ensure safety is maintained at all ILMSA sanction and recognized events, in addition to maintaining a current roster of all officials.
- (g) Records and Tabulations Committee. The Records and Tabulations Committee shall establish and maintain a standardized process of recording and verifying times. Publish the LMSC records and the Top Ten listing for each course. Submit ILMSA times to USMS and Great Lakes Zone Recorder.
- (h) Registration Committee: The Registration Committee shall assist the Membership Coordinator in the fulfillment of his/her duties and assist in the maintenance of a current listing of all registered Clubs and Teams. The Chair of the Registration Committee shall be the ILMSA Membership Coordinator, who is appointed by the ILMSA Chair and also serves on the Executive Committee. The ILMSA Treasurer shall also serve on the Registration Committee.
- (i) Coaches Committee. The Coaches Committee shall develop programs and tools to enhance the quality of masters swimming programs and coaching. Maintain a roster of current coaches that register with our LMSC. Assist coaches with education and communication. Submit and review articles for the newsletter and website.
- (j) Open Water/Long Distance Committee: The Open Water/Long Distance Committee shall promote and coordinate the scheduling of all open water and postal events. May sponsor open water clinics.
- (k) History, Records and Awards Committee: The History, Records and Awards Committee shall record, collect and preserve documents, stories, photos and other memorabilia in an appropriate repository and in durable formats to ensure that the achievements of ILMSA will be maintain for posterity.

- (l) Investment Committee. The Investment Committee shall be responsible for developing, monitoring, modifying and implementing ILMSA's Investment Policy. The Investment Policy shall be approved by a majority vote of the ILMSA Board. The Committee shall periodically review and update investment holdings to ensure both compliance with the Investment Policy and being positioned well for current market conditions. A monthly report of investment holding shall be distributed to the Board. The Treasurer and Finance Chair shall be members of the Committee.

Section 7.02 General Duties. It shall be the duty of each committee to adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Directors and shall make its reports directly to the Board at every meeting of the Board of Directors.

Section 7.03 Coordinators. Coordinators shall be appointed by the Chair in the Chair's sole discretion for the following purposes:

- (a) Nominations Coordinator: To make nominations for the four (4) elected members to the Board of Directors, as it shall in its discretion determine, but not less than the number of vacancies to be filled. Nominations may be made from among Individual Members, as the Coordinator in its discretion shall determine. Nominations shall be placed on a written ballot and shall be made 30 days in advance of the annual meeting of members. Nominations shall be published (1) on the ILMSA website and (2) in the Heat Sheet for the State Meet.
- (b) Legal Coordinator: To assist with interpretation and review ILMSA By-Laws, policies and procedures and shall be called upon by the Chair and or the Executive Committee to render legal opinions to the Board.
- (c) Sanctions Coordinator: To sanction all meets and events pursuant to the rules and regulations of USMS.
- (d) Grievance Coordinator: Grievances concerning any issue shall be submitted only to the Grievance Coordinator in conformance with the grievance policies and procedures established by ILMSA.

## Article VIII Contracts, Checks, Deposits and Funds

Section 8.01 Contracts. The Board may authorize any officer or officers, agent or agents of ILMSA, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ILMSA and such authority may be general or confined to specific instances.

Section 8.02 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of ILMSA, shall be signed by such officer or officers, agent or agents of ILMSA and in such manner as shall from time to time be determined by resolution of ILMSA. In the absence of such determination by ILMSA, such instruments shall be signed by the Treasurer and counter -signed by the Chair of ILMSA.

Section 8.03 Deposits. All funds of ILMSA shall be deposited from time to time to the credit of ILMSA in such banks, trust companies or other depositories as the Board may select.

Section 8.04 Gifts. The Board may accept on behalf of ILMSA any contribution, gift, bequest or devise for the general purposes or for any special purpose of ILMSA.

Article IX  
Records and Record Keeping

ILMSA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records of ILMSA for any proper purpose at any reasonable time.

Article X  
Fiscal Year

The fiscal year of ILMSA shall begin on the first day of January and end on the last day of December.

Article XI  
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the By-Laws of ILMSA, a waiver thereof (subject to all the provisions of such instrument) in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII  
Amendments to By-Laws

Except for amendments necessitated by a change in USMS rules and policies, these By-Laws may be altered, amended or repealed and new By-Laws may be adopted upon the approval of the affirmative vote of 2/3 of all of the Individual Members entitled to vote either as his/her Club or Team representative, representative of unattached members, present in person or by proxy, at a regular meeting or at any special meeting called for such purposes, provided such proposal for any alterations, amendments, or repeal and establishment of new By-Laws shall be first sent in writing to the Secretary at least 3 months prior to any ILMSA meeting at which a vote on the issue will be taken. Upon passage, an instrument in writing setting forth such alteration, amendment or repeal, shall be signed and acknowledged by all members of the Board and shall contain an affidavit by an officer of the Board certifying that the necessary affirmative vote of the Individual Members of ILMSA entitled to vote has been obtained. In the event USMS rules and policies dictate the need for changes to these By Laws, then such amendments may be approved by a unanimous vote of all Board Members.

### Article XIII Indemnification

ILMSA shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, canonical, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director, or officer of the corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right to indemnification shall not be deemed exclusive of any other rights to which such member, director, or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each member, director, and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit or proceeding thereto, or thereafter brought or threatened based in whole or in part on any such state of facts.

ILMSA may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending, or completed action, suit, or proceeding, whether civil, canonical, criminal, administrative, or investigative, by reason of the fact that he or she is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a member, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expense (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions, both as to action in his official capacity and as to action in other capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board or an officer of ILMSA.

### Article XIV Operational Limitations

Notwithstanding any other provisions of these articles, ILMSA shall not carry on any other activities not permitted to be carried on (1) by the corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation or association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article XV Dissolution

Upon dissolution of ILMSA, the net assets of ILMSA will inure to the benefit of and be distributed to United States Masters Swimming, Inc., a non-profit corporation, to be used exclusively for educational or charitable purposes, or, if United States Masters 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.

The Undersigned certify that by RESOLUTION OF the Board of Directors of Illinois Masters Swimming Association, and pursuant to the vote of the membership then entitled to vote, at its Semi-Annual Meeting of 2006 and upon motion duly made and seconded, the foregoing By- Laws of the Illinois Masters Swimming Association are APPROVED and ADOPTED as the By- Laws of the Illinois Masters Swimming Association.

Dated this 19<sup>th</sup> day of July 2021.

Phil Dodson, Chair

Attest: