

Colorado Masters Swimming Association Bylaws

(Approved April 1, 2023)

ARTICLE I—Name and Scope

Section 1.1-Name. The name of this organization shall be the Colorado Masters Swimming Association (COMSA). COMSA is the Local Masters Swimming Committee (LMSC) for Colorado and Wyoming. LMSCs are recognized divisions of U.S. Masters Swimming, Inc. (USMS).

Section 1.2-Zone. USMS has assigned COMSA to the Breadbasket Zone, which consists of Colorado, Iowa, Nebraska, Minnesota, Missouri Valley, North Dakota, Ozark, and South Dakota.

Section 1.3-Address. The official address of COMSA is that of the Membership Coordinator.

Section 1.4-Fiscal year. The fiscal year for COMSA shall be from January 1 to December 31.

ARTICLE II—Objectives

Section 2.1-Purpose. The purpose of COMSA is to operate exclusively for public health, safety, and charitable purposes, including but not limited to:

- Fostering and improving Masters Swimming in accordance with the standards and under the rules prescribed by USMS;
- Setting policies and procedures in the COMSA program and exercising control over the scheduling and conduct of Masters Swimming events sanctioned or recognized by COMSA; and
- Protecting and promoting the mutual interests of its members as those interests relate to the advancement of Masters Swimming.

Section 2.2-Prevailing Rules. COMSA 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.

Section 2.3-Qualification as Tax-exempt Organization. COMSA 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 COMSA shall inure to the benefit of,

or be distributable to, its members, directors, Officers, or other private persons, except that COMSA 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. COMSA may make distributions to corporations, trusts, community chests, funds, or foundations pursuant to rules and regulations governing USMS.

ARTICLE III—Membership

Section 3.1-Definitions. The following definitions shall apply throughout this document:

- Club. An organization registered with USMS through COMSA. A club is recognized as an entity for competitions and events sponsored by USMS, such as national meets.
- Workout Group. A subordinate organization (subgroup) of a USMS-registered club.

Section 3.2-Qualification. Membership in COMSA shall not be denied by virtue of race, creed, any age 18 or over, gender, gender identity (including gender expression), religion, political affiliation, disability, handicap, sexual orientation, or national origin. Any individual member, club, or workout group 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, shall be afforded all rights and privileges of COMSA membership 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 COMSA.

Section 3.3-Dues. The Board of Directors shall establish COMSA dues requirements, including individual membership fees, and club registration fees. COMSA dues shall include any USMS registration fees and any other fees required by USMS. COMSA dues shall also fund activities authorized by these Bylaws.

Section 3.4-Violations. 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 COMSA Board of Directors.

- The COMSA Board of Directors shall determine the details of a suspension.
- When a member is expelled, the Secretary of COMSA shall notify all member clubs, and workout groups, 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.

- Appeals for any decision or penalty prescribed by COMSA can be made under the provisions set forth in the current Rules of USMS.

ARTICLE IV—Directors and Officers

Section 4.1-General Powers of the Directors. The business and affairs of COMSA shall be managed by its Board of Directors (Board). The Board shall be the policy-making body of COMSA.

Section 4.2-Membership of the Board. The Board shall consist of the Officers and Members at Large as defined in Section 4.3 below.

Section 4.3-Officers and Members at Large.

- Number and Qualification of Officers. The Officers of COMSA shall be the Chairperson (Chair), Vice Chairperson (Vice Chair), Secretary, Treasurer, Membership Coordinator, and Immediate Past Chairperson. Any person may hold more than one office at a time, but such person must be nominated and elected or appointed to each position. The Treasurer and Membership Coordinator positions must be held by different people. All Officers shall be members in good standing with COMSA and USMS.
- Number and Qualification of Members at Large. There shall be no more than two Members at Large; these general members of the Board are optional positions. All Members at Large shall be members in good standing with COMSA and USMS.

Section 4.4-Nominations. Nominations for Officers and Members at Large shall consist of a slate of candidates prepared by the Nominating Committee and nominations made from the floor at the Annual Meeting. Nominations from the floor must be presented to, and approved by, the Nomination Committee a minimum of two hours prior to elections. All Officers are nominated/elected positions except the Immediate Past Chairperson.

Section 4.5-Election and Term of Office. The Officers and Members at Large shall be elected with a simple majority vote at the Annual Meeting and shall hold office for a period of two years, or until a successor is selected. Officers and Members at Large may be re-elected for successive terms.

Section 4.6-Eligibility for Voting. All members in good standing with COMSA and USMS and who are present at the Annual Meeting shall be eligible to vote.

Section 4.7-Unfinished Terms. If any Board member is unable to complete their term, a majority of the remaining Board shall appoint a replacement with a simple majority vote, to fill the vacancy for the unexpired term.

Section 4.8-Duties. The duties of the elected Officers shall be as follows, but not limited to the following:

a) LMSC Chair:

- Presides at all meetings of COMSA and performs all duties as may be required by the Office.
- Appoints Standing Committee chairs subject to approval by the Board.
- Serves as an ex-officio member of all Standing and Special Committees, except the Nominating Committee. Attendance at Committee meetings is not required,
- Performs duties of the Treasurer in the event that the Treasurer is unable to perform such duties.

b) Vice Chair:

- Performs all duties of the Chair when the Chair is absent or unable to act.
- Performs such other duties as requested by the Board or assigned by the Chair.
- Prepares to take the office of Chair at the end of the current term of office.
- Serves as Chair of the State Meet Committee, ensuring all tasks are delegated and executed by Committee members.

c) Secretary:

- Keeps the minutes of proceedings of all COMSA meetings.
- Corresponds as needed with USMS and COMSA members.
- Maintains custody of the official copy of the Bylaws and records all amendments.
- Performs duties of the Vice Chair when the Vice Chair is unable to perform such duties and such other duties as requested by the Board or assigned by the Chair.

d) Treasurer:

- Receives all monies and deposits such monies to accounts in the name of COMSA.
- Signs checks, notes, and drafts for authorized expenditures. The Treasurer may require receipts before paying expenses.
- Submits a budget for approval of the Board before the beginning of each fiscal year that includes normal operational expenses and anticipated revenue for COMSA activities. This budget shall include estimates for various expenses and sources of income, such as expenses for the National Convention and income from member and club dues and the Short Course Championship, among others.
- Maintains proper accounting procedures of all monies received and disbursed.

- Presents to COMSA, when requested, all monies, accounts, books, papers, vouchers, and records pertaining to their office for annual review or other purposes.
- Performs the duties of the Secretary when the Secretary is unable to act and such other duties as requested by the Board or assigned by the Chair.

e) Membership Coordinator:

- Responsible for coordinating swimmer and club registrations with the USMS National Office
- Be a resource for swimmers, clubs, meet directors and LMSC officers regarding membership inquiries, the membership registration process, and rosters

f) Members at Large. The duties of the Members at Large is to support the mission of COMSA and USMS, build membership, and act as a positive representative and Director of the Board.

Section 4.9 - Performance of Duties.

- 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 COMSA, 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.
- 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 COMSA policies, Bylaws, and rules, that director may be removed from the position, by a two-third (2/3) vote of the remaining directors. Each Officer on the Board shall perform the duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of COMSA, 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.

Section 4.10-Liability and Indemnification. An Officer who is or was performing duties of the office prudently and in good faith shall not have any liability by reason of being or having been a director or Officer of COMSA. There shall be no personal liability, either direct or indirect, of any Officer of COMSA to COMSA for monetary damages for any breach of fiduciary duty as a director or Officer; except that this provision shall not eliminate the liability of a director or Officer to COMSA for monetary damages for any breach, act, omission or transaction as to which applicable law prohibits expressly the elimination of liability. This provision shall not limit the rights of directors or Officers of COMSA for indemnification or other assistance from COMSA. COMSA shall indemnify any person who is serving as an Officer or director for any cost or liability incurred by such person by reason of such service to the fullest extent permitted by law.

ARTICLE V—Meetings

Section 5.1-Meetings and Schedules. COMSA typically publishes the board meeting and Annual meeting schedule on the website. Ad hoc meetings or general meetings may be added as needed.

- Board Meetings shall include subject matter and voting of issues, such as Annual Budget (and non-budgeted expenditures), Policies, Bylaws proposals, National Representation (i.e., Convention or Clinics), Nominations, Violations, Grievances, Member Dues, and Club Fees.
- General Meetings are ad hoc and shall include subject matter and voting of issues, such as Events, Clinics, Meets, and Member Benefits.
- Annual Meetings shall include approval of Bylaws and their amendments and Board Member Elections.

Section 5.2 Voting Members and Board Meetings. Each Officer, Member at Large, and Committee chair may vote at the Board Meetings. The Chair may only vote in cases of a tie. Quorum consists of at least 60 percent of the occupied COMSA positions.

- General Business Meetings. Each Officer and Committee Chair is eligible to vote. Each club or workout group that is registered and in good standing with COMSA may appoint one representative to vote at General Business Meetings. Alternate representatives to General Business Meetings may be designated by each club or workout group so that action and communication may be complete and continuous. Alternate representatives may vote only in the absence of the designated representatives.
- Annual Meetings. Each member of COMSA in good standing shall have one vote at the Annual meeting. Members must be present to vote, and may not designate an alternate representative.

Section 5.3 - Representation. Each club and workout group, in good standing with COMSA shall appoint one person to serve as a voting member at General Business Meetings. Such representative shall be entitled to one vote.

Section 5.4-Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order shall govern all COMSA proceedings except where inconsistent with USMS.

Section 5.5-Proceedings. Any voting COMSA member may make a motion during the New Business portion of any regularly scheduled General Business Meeting. Passage of a motion requires a simple majority of the voting members present, except for those motions that require approval of a two-third (2/3) majority of voting members in accordance with these Bylaws.

Section 5.6-Annual Meetings. The Annual Meeting of COMSA 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.

Section 5.7-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 COMSA general membership. Board members shall be notified at least ten (10) days prior to a special meeting.

Section 5.8 -Approval. 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.

Section 5.9-USMS National Convention. Voting delegates to the USMS National Convention shall be appointed by the Board to represent COMSA. Appointed delegates may be reimbursed as representatives of COMSA in part or in whole by approval of the Board. COMSA encourages other interested persons to attend the USMS National Convention at their own expense.

ARTICLE VI—Committees

Section 6.1-Function. The Committees are formed to accomplish special functions required to affect the business operations of COMSA. Standing Committees serve ongoing functions and exist continuously. Special Committees are formed to execute a specific business function with a finite life span.

Section 6.2-Appointment of Chairs. The Committee Chairs are recommended by the COMSA Chair and voted upon by the Board. Committee Chairs may preside until the Committee is no longer needed, or until a replacement is designated by the COMSA Board. Each Committee Chair shall designate as many members as necessary to ensure continuity, attendance at all meetings, and accomplishment of the Committee objective. If attendance is not feasible, a written Committee report may be submitted.

Section 6.3 – Removal of Chairs. The Committee Chairs may be recommended for replacement or dismissal by the COMSA Chair and voted upon by the Board. This requires a two-third (2/3) vote to be favorable.

Section 6.4-Standing Committees. The responsibilities of the Committees are described in the Guide to Operations (GTO), on the USMS website.

The following standing Committees or major responsibilities shall be considered when appointing Chairpersons: Awards, Coaches, Communications-Newsletter, Communications-Webmaster, Fitness, Long Distance-Open Water, Long Distance – Pool, Officials, Records, Safety, Sanctions, Top Ten, and Annual State Meet.

Section 6.5 – Special Committees. Special Committees or chairpersons may be appointed by the Chair or at the request of the Board to perform specific functions.

a) Nominating. The Nominating Committee shall be appointed by the COMSA Chair to prepare a slate of Officers to be presented at or before the Annual Meeting. The Nominating Committee shall pre-qualify the candidates and obtain the consent of persons nominated for an office.

ARTICLE VII—Grievance Procedure

Section 7.1 – Grievances. All grievances shall be managed in accordance with USMS guidelines and shall follow the same procedure:

- Disputes arising within a single club shall be filed directly with such club and handled pursuant to that club's rules and procedures.
- Disputes during competition shall be resolved at the event, if at all possible. Failing that, the complainant shall inform the COMSA Chairperson, in writing, of the nature and details of the dispute within 30 days of the incident.
- If a dispute arises outside of competition, the complainant shall inform the COMSA Chairperson, in writing, of the nature and details of the dispute within 30 days of the incident.
- The Board of Directors shall investigate any written complaints and make a recommendation as to the resolution for action by the Colorado Masters Swimming Association.

ARTICLE VIII—Amendment of Bylaws

Section 8.1 - Amendments. These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted by approval of a simple majority of the voting members present at a regularly scheduled 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).

ARTICLE IX—Dissolution

Section 9.1 - Dissolution. A request for dissolution of COMSA shall be approved by a two-thirds (2/3) majority of the members present at a regularly scheduled General Business Meeting of COMSA. Dissolution shall be made in accordance with USMS rules and regulations.

Section 9.2 - Distribution of Assets. Upon dissolution, the net assets of COMSA shall inure to USMS in accordance with their rules and regulations.