

# AMSA

## AKRON METROPOLITAN SWIM ASSOCIATION

### A.M.S.A. CONSTITUTION & By-Laws

**I. NAME:** The name of the organization will be the Akron Metropolitan Swim Association. (AMSA)

**II. PURPOSE:** The purpose of AMSA is to establish rules, policies and guidelines to promote fair and friendly swimming competition between association members; to produce a “championship” meet; and to encourage participation in swimming fitness at each respective member’s pool.

**III. MEMBERSHIP:**

- A. At the time of adoption of this Constitution and By-Laws the following clubs or organizations sponsor teams which are roster member of the AMSA:
  - Fairlawn Swim & Tennis Club
  - FAST
  - Silver Lake Country Club
  - Tallmadge Marlins
  - Waves
- B. New member team or teams may be added to the membership roster by the following procedure:
  - a. A candidate club, organization or facility must first submit a letter to the president of the AMSA requesting membership in the AMSA for its sponsored team; in addition, the letter must also acknowledge and honor the authority of this constitution (including its by-laws, policies and guidelines and rules) in all matters of participation within the AMSA. The club, organization or facility may withdraw its request for membership at any time.
  - b. Within 120 days of receipt of such letter requesting AMSA membership, the president shall convene a meeting of the Board of Directors to consider the membership request. The club, organization, or facility may choose to send a representative or representatives (not to exceed five people) to the meeting for a hearing to personally present the case for membership and answer any questions. At the conclusion of the hearing, the representatives will be excused from the meeting and the Directors in a closed meeting may take one of the following actions:
    - 1. By a two thirds affirmative vote of all Directors, the candidate team may be accepted into membership within the AMSA, with all pertaining rights and privileges, effective at a time and date of the Director’s choosing or
    - 2. At the President’s discretion, the issue of membership may be tabled for up to 90 days, during which time a second meeting would be convened to vote on the candidate’s admission into membership or
    - 3. At either the first or second meeting, by consensus, the Directors may choose not to act on the membership request, in which case the candidate team would not be added to the membership roster.
  - c. Within seven days of any action taken, the club organization or facility will be advised of the status of its membership request. If desired the club, organization or facility may reapply for membership after August 31<sup>st</sup>.
- C. A team may resign from membership at any time. If a team fails to compete in any meets with member teams for one (1) year, the team will automatically be dropped from membership.
- D. Any member team failing to accept the spirit of and abide by the AMSA Constitution and By-Laws may be expelled from the AMSA by a three-fourths vote of all Directors. The team considered for expulsion must be notified 30 days prior to a hearing of expulsion of the concerns or charges against the team. Such a vote of expulsion shall be undertaken only after the owners of the sponsored team (or its legal representatives) are given the opportunity to defend themselves.
- E. If at any time the membership roster drops to fewer than four teams the organization will be dissolved and any assets divided equally.

- F. If there is a change to the controlling legal entity of a team on the membership roster, the team must be voted into membership as a new team. This action is only necessary for change in legal entity, not for change in coaching staff or team's Board Members.

**IV. BOARD OF DIRECTORS:** The Association shall be governed by a Board of Directors except to the extent that it has delegated certain powers to officers and committees.

- A. Director. Each member team must select or appoint two adults to serve as Directors on the Board of Directors of AMSA. Each Director is entitled to one vote. The tenure of each Director is to be set by his or her respective club, organization, facility or team.
- B. Meetings of the Board of Directors are open to any AMSA team member, parent or team representative. At the President's discretion time will be allotted for remonstrance and audience participation.
- C. The following shall apply to all meetings of the board or committees, unless otherwise specified within the Constitution or By-Laws, at a duly convened meeting and with a quorum of Directors present.
1. Actions may be adopted by a majority of the Directors in attendance.
  2. Meetings are called by the President or any two (2) Directors.
  3. For any official action to be taken a quorum must be present. A quorums shall consist of at least one (1) Director from at least three-fourths (3/4) of the AMSA member teams.
  4. A reasonable attempt shall be made to notify Directors and committee members of meetings. Directors should promptly respond to the meeting notification.
  5. A Director may appoint a surrogate to act on his/her behalf, in all matters brought before the AMSA except those involving Article III – Membership.
  6. Alternatively, the Directors may act on any matter of urgency except Membership by obtaining the approval of two-thirds (2/3) of all Directors via telephone, electronic message or personally. Within 24 hours of any action taken under such circumstances, all Directors must be notified of the action taken and the roll call vote.

**V. THE ASSOCIATION SHALL HAVE THE FOLLOWING POWERS AND NO MORE:**

1. To schedule Association dual meets and to produce and conduct the championship meet.
2. To prescribe standardized rules, guidelines or policies to govern meets between and among member teams.
3. To facilitate communication among member teams.
4. To perform other duties incidental to the operation of the Association.

The Akron Metropolitan Swimming Association (AMSA) has no further authority or responsibility to any individual, group or organization. AMSA is an organization formed solely for the purpose of establishing rules and guidelines for swim meets that member teams were having before the AMSA was established, or could have outside the structure of the AMSA. The AMSA Directors do not make rules governing individual clubs' membership, health or safety requirements and, therefore, do not assume any liability for any claim arising from any swim meet or any other function of this Association regardless of that claim or claims arising on or off any Association member's premises.

**VI. THE ASSOCIATION SHALL ELECT OFFICERS TO SERVE A TERM ENDING ON THE FIRST MEETING IN THE SPRING**

No one team shall hold more than one officer position unless there are no other viable and/or willing persons to take the position.

**PRESIDENT:** Duties shall include presiding over meetings {if absent the Board may appoint an acting president to preside over that meeting}, appoint people to committees, designate committee chairpersons, and specify when committee reports are due. The President shall have the duty to see that this constitution and the decisions of the Board are carried out. In the absence of the Treasurer, the President is authorized to disburse funds. Questions regarding the constitution, rules, or actions of the Board may be brought to the President for a binding decision which can be appealed to the Board if the dissatisfied party mails or delivers to the President written grounds for appeal not later than twenty-four(24) hours after being notified by the President of the decision. The Board shall resolve the dispute after being informed of the position of the parties, by the written ground for appeal, and the President's response thereto. The Board may respond by mail, in person, or by telephone as determined by the President. Each team may cast two (2) votes regardless of whether or not that team or Board member is involved in the dispute.

**VICE PRESIDENT (CHAMPIONSHIP MEET):** Shall be responsible for production of the championship meet including the appointment of a meet director, clerk of course, head scorer, timers, judges and starters. All information regarding the championship meet will be submitted in writing to the President.

**VICE-PRESIDENT (STATISTICS):** Shall be responsible for all teams' rosters and meet results including qualifying individuals for the championship meet. All information shall be submitted to the President and Vice-President (Championship Meet) in writing at all meetings.

**TREASURER:** Shall collect and disburse funds on behalf of the Association, keep accurate records of the Association finances, handle the Association's checking account and petty cash (if deemed necessary), make purchases associated with the Championships and to report in writing to the President at all meetings. The fiscal year shall be from September 1st until August 31st. The treasurer shall file all tax related documents at the federal and state level required to maintain the league's non-profit status. The President and Treasurer shall be bonded.

**SECRETARY:** Shall keep accurate minutes of all board meetings and distribute those minutes at the beginning of each board meeting to all Directors present.

**VII. AMENDMENTS:** An Amendment to this constitution shall become effective upon its approval by two-thirds (2/#) of the total number of the Directors of the Board. An addendum to this constitution (known as Akron Metropolitan Swim Association-Swim Meet Guidelines and Policies) shall be attached governing the rules and scoring of dual and championship meets for the AMSA.

**VIII. OHSAA:** Unless otherwise specified or defined by this Constitution and By-Laws or the AMSA Swim Meet Guidelines and Policies, all meets shall be conducted in accordance with the Ohio High School Athletic Association (Swimming) Rules.

**IX. RULES OF ORDER:** Unless otherwise herein described, all business shall be conducted according to Robert's Rules of Order.

**X. CONFLICT OF INTEREST:**

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Akron Metropolitan Swim Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement

involving the possible conflict of interest. b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement. The type and rule above prints on all proofs including departmental reproduction proofs. MUST be removed before printing.

4. Violations of the Conflicts of Interest Policy a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain: a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: a. Has received a copy of the conflicts of interest policy, b. Has read and understands the policy, c. Has agreed to comply with the policy, and d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining. b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Mail is to include special delivery, email and USPS standard delivery.

Adopted at the April 25, 2022 meeting of the Akron Metropolitan Swim Association Board of Directors, by unanimous vote.