Santa Rosa Masters

Proposed By-Laws

May 28, 2014

Introduction

An open meeting of Santa Rosa Masters was held on May 28, 2014. The purpose of the meeting was to develop a final version of by-laws for Santa Rosa Masters, to be voted on at a later date by the team membership. Twenty-two team members met for 2.5 hours, to discuss and revise the draft by-laws. The meeting was constructive and cooperative. Jeff Scharfen facilitated; John Morales presented a brief history of the process leading up to the proposed by-laws; Hilary Hafner presented a rationale for adopting by-laws for our team (John’s and Hilary’s presentations were included in the May 26 email to the team from Frank Tuteur); Coach Hermine Terhorst presented her coach’s point of view; and Hugh Wilder served as meeting secretary. At the conclusion of the meeting, a complete set of by-laws was developed, to be considered for adoption by the team membership.

Meeting participants discussed each article in the earlier (March 18, 2014) draft of the by-laws. Comments were made and revisions were proposed. Motions to revise were made and voted on; some twenty revisions were approved. Once discussion and revisions were complete on each article, a vote was taken on the article as revised. Each article was approved as revised (one article, the original Article XI, was deleted from final version). The final draft of the proposed by-laws, which includes all eleven approved articles, is now ready for ratification by Santa Rosa Masters team members.

The ratification process will involve electronic voting (using SurveyMonkey). All USMS registered SRM members are eligible and encouraged to vote. The vote will will be a simple yes/no vote, yes for approval of the by-laws, no for disapproval. Those wishing to abstain may simply refrain from voting. Ratification will be decided by a simple majority of those members voting. Voting instructions will be sent to all SRM members.

Participants in the May 28th meeting decided that if the by-laws are approved, then a nominating committee will be established to construct a slate of candidates for new officers, as described in the by-laws. The nominating committee will ask for volunteers, construct a slate of candidates, and team members will vote, electronically, on candidates for the positions.

Three documents follow. The first is the new final version of the proposed by-laws. For those interested in knowing what revisions were approved at the May 28th meeting, the second document is the final version of the proposed by-laws, with revisions indicated in italics. The third document is a list of all SRM members who participated in the May 28th meeting.

**SANTA ROSA MASTERS**

**BY-LAWS**

**Article I: Name**

The name of this organization is the Santa Rosa Masters, also known as SRM (also known as Flower Power).

**Article II: Purposes**

1. To promote fitness and health in adults by offering and supporting Masters swimming programs;

2. To attract, educate and train individuals in all aspects of Masters swimming;

3. To provide its members with facilities needed for training;

4. To provide a year-round Masters swimming program;

5. To provide coaching which develops swimming skills and encourages swimmers to reach their swimming goals and realize their swimming potential;

6. To promote United States Masters Swimming and to promote public awareness and appreciation of Masters swimming;

7. To enhance fun, fellowship and camaraderie among Masters swimmers;

8. Under the auspices of United States Masters Swimming and Pacific Masters Swimming, Santa Rosa Masters may sponsor Masters swimming meets and open water competitions;

9. Santa Rosa Masters may engage in public service projects, and sponsor swimming clinics and workshops consistent with its other purposes.

**Article III: Affiliations**

1. Santa Rosa Masters is a program in the Aquatics Division of the Recreation and Parks Department of the City of Santa Rosa, California.

2. Santa Rosa Masters is registered as a team with United States Masters Swimming, Inc.

3. Santa Rosa Masters is registered as a team with Pacific Masters Swimming.

**Article IV: Membership**

All individuals who hold current United States Masters Swimming, Inc. registration with Santa Rosa Masters are members.

**Article V: Voting**

Each individual member has one vote on all matters subject to a vote of the membership.

**Article VI: Officers**

1. There are seven officers: Chair, Vice-Chair, Secretary, Treasurer, Pacific Local Masters Swim Committee Liaison, the SRM Coach, and one or two At-Large Representatives (see next item).

2. The same person may serve as both Pacific Local Masters Swim Committee Liaison and any other officer; if one person is serving in both roles, then there will be two At-Large Representatives; if not, there will be one At-Large Representative (so that the total number of officers is seven in each case).

3. The term of office is two (2) years, with alternate election years for (A) Chair, Secretary, and one At-Large officer, and (B) Vice-Chair, Treasurer, and the second At-Large officer (if needed). The initial term for Group A is one year, the initial term for Group B is two years.

4. Officers are elected at the annual business meeting by a majority of the votes cast.

5. Officers may succeed themselves.

6. Any vacancy among the officers will be filled by appointment by the Executive Committee. The replacement officer will serve out the term of the officer who she/he replaces and is then eligible for election to a new full term.

**Article VII: Duties of the Officers**

1. Duties of the Chair:

* The Chair is the chief executive of Santa Rosa Masters Executive Committee;
* The Chair presides at all Santa Rosa Masters meetings;
* The Chair along with the coach represent Santa Rosa Masters to the City of Santa Rosa and its departments.

2. Duties of the Vice-Chair:

* In the absence of the Chair, the Vice-Chair performs the duties of the Chair.

3. Duties of the Secretary:

* + The Secretary keeps minutes of all official business conducted at all Santa Rosa Masters meetings, provides notice of meetings, and posts minutes of all meetings.

4. Duties of the Treasurer

* + In consultation with the other officers, the Treasurer receives and disburses any and all Santa Rosa Masters funds in a manner consistent with the purposes of Santa Rosa Masters as set forth in Articles II and XI of these By-Laws;
	+ The Treasurer maintains accurate and current financial records, including income and expenditure records, and manages all accounts, including banking and checking accounts;
	+ The Treasurer prepares an annual budget and presents an annual report on the financial affairs of Santa Rosa Masters to the membership and to the Santa Rosa Masters Executive Committee.

5. Duties of the Coach:

* + The duties of the Coach are as described in her/his contract with the City of Santa Rosa.

6. Duties of At-Large Officers: To be determined.

7. Duties of the Pacific Local Masters Swim Committee Liaison:

* + The Pacific LMSC Liaison communicates with the Pacific Local Masters Swim Committee. She/he represents the actions and policies of Santa Rosa Masters to the Pacific LMSC and the actions and policies of the Pacific LMSC to Santa Rosa Masters.

**Article VIII: Executive Committee**

1. The Executive Committee of Santa Rosa Masters consists of the officers of Santa Rosa Masters.

2. Duties of the Executive Committee include:

* + To work with the City of Santa Rosa to advance the purposes of Santa Rosa Masters (see Article II);
	+ To plan all meetings of Santa Rosa Masters (to call meetings and prepare meeting agendas);
	+ To consider and recommend long-term plans for Santa Rosa Masters;
	+ To ensure that plans adopted by the membership are carried out and that the purposes of Santa Rosa Masters are achieved;
	+ To appoint individuals and/or committees to serve in various capacities in advancing the purposes of Santa Rosa Masters, for example:
	+ Webmaster
	+ Meet/event director
	+ Team record keeper

**Article IX: Finances**

1. The Treasurer operates all accounts of Santa Rosa Masters solely for the purpose of Santa Rosa Masters financial transactions. Such accounts are used by Santa Rosa Masters only for furtherance of the purposes set forth in Article II of these By-Laws.

2. All disbursements of funds by the Treasurer require the approval of a majority of the Executive Committee.

3. Individuals, including members of Santa Rosa Masters and its coach(es), may be reimbursed for expenses incurred in activities undertaken on behalf of Santa Rosa Masters in support of the purposes set forth in Article II of these By-Laws.

4. Any reimbursement or other payment of Santa Rosa Masters monies to any officer of Santa Rosa Masters must be in support of the purposes of Santa Rosa Masters set forth in Article II of these By-Laws and requires the approval of a majority of the members of the Executive Committee;

5. Any two officers have authority to sign and endorse checks on behalf of Santa Rosa Masters.

**Article X: Meetings**

1. A general membership meeting of Santa Rosa Masters will be held once each year at a time and place selected by the Executive Committee. The purposes of the general meeting are to elect officers as necessary; to hear reports from the Chair, Treasurer, Pacific Masters Local Swim Committee Liaison, and Coach; to discuss plans and proposals of the Executive Committee; and to conduct such other business as may properly come before the membership.

2. Additional membership meetings may be called by the Executive Committee and/or on the request of at least ten voting members (as defined in Article IV of these By-Laws).

3. Notice of all membership meetings will be made to Santa Rosa Masters at least one week prior to the meeting.

4. The Santa Rosa Masters Chair presides at membership meetings.

5. The Executive Committee prepares the agenda for membership meetings.

6. A quorum at membership meetings consists of twenty percent (20%) of voting members (as defined in Article VI of these By-Laws).

7. The Executive Committee will meet at least once each quarter. All meetings of the Executive Committee are open to all Santa Rosa Masters members. Notice of meetings of the Executive Committee will be made to Santa Rosa Masters members at least three weeks prior to the meeting.

8. The Santa Rosa Masters Chair presides at meetings of the Executive Committee.

9. A quorum at meetings of the Executive Committee consists of any four (4) members of the Executive Committee.

**Article XI: Amendments**

The Bylaws may be amended or revised by a simple majority vote of the voting members at a Santa Rosa Masters membership meeting. Copies of the proposed amendments or revisions shall be distributed to the membership at least one week prior to the meeting.

**Santa Rosa Masters**

**Proposed By-Laws**

**(May 28, 2014 Revisions Indicated in Italics)**

**Article I: Name**

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*[Section 3 deleted]*

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*[original Article XI deleted]*

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**Santa Rosa Masters**

**May 28. 2014 Open Meeting on Proposed By-Laws**

**Attendance**

Robin Bulman

Jim Cooney

Don Foreaker

Hilary Hafner

Dave Hale

Joyce Hodgkinson

Leslie Jaubert

Mariah Kellison

Karlene Martin

John Morales

Sheila Nelson

Harry North

Linda Reed

Ericka Richards

Jeff Scharfen

Warren Schenstrom

Jenny Shipp

Hermine Terhorst

Frank Tuteur

Merrie Walts

Hugh Wilder

Todd Wilson