

**Proposed Amendments to the
BY-LAWS OF THE ST. LOUIS AREA MASTERS SWIMMING, INC.**

Article I - Definitions

Club – an organization or group of permanent character that is a member of U.S. Masters Swimming, Inc. (USMS), registered through the Ozark LMSC, and that actively promotes and/or participates in Masters swimming. All individuals of a Club are required to register with the Ozark LMSC.

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Member - an individual who is registered with St. Louis Area Masters Swimming, Inc. (SLAM). An individual member may or may not be a member of a Workout Group.

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Register - To enroll as a member of St. Louis Area Masters Swimming, Inc. (SLAM).

St. Louis Area Masters Swimming, Inc. (SLAM) - a ~~club~~-Club member of OZARK-LMSC, composed of individuals who are all member of USMS registered through OZARK-LMSC. Unattached swimmers registered in the Ozark LMSC are not members of SLAM.

Team - a group of swimmers representing the same Club in competition. ~~Swimmers competing outside of OZARK-LMSC may only represent Clubs.~~ Unattached swimmers cannot swim on a team.

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Workout Group – a workout group that is not a Club, but instead is composed of individuals who train together at a specific facility.

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Article V - Dues and Fees

A SLAM member must complete an application and pay a registration fee, consisting of a USMS fee established by USMS, a LMSC fee established by OZARK-LMSC, and a SLAM annual membership fee. This fee must be paid before an individual is permitted to compete in a USMS sanctioned event. ~~The fee must also be paid within one month of an individual joining a team or a workout group.~~ Concurrent registration with a Club other than SLAM is not permitted. A Workout Group may impose an additional fee pursuant to its rules and guidelines.

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Article VII – Membership

The Corporation shall have members ("Members") with voting rights as set forth in the Articles of Incorporation and as set forth below.

Article VIII - Board of Directors

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Make-up of the Board.

The officers of SLAM listed in Article VIII hereof, the immediate past chair and Legal Counsel shall constitute the Board of Directors of SLAM (the "Board").

~~SLAM-The Board, at the recommendation of the Chair, may select or remove~~ as many at-large members as it deems appropriate for its efficient operation. ~~Representatives and All Board members, including~~ at-large ~~representatives-members,~~ shall have voting privileges.

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Removal.

Any Director selected by the terms of this Article VIII may be removed by the Individual Members at any time and for any reason at a meeting called for the purpose of removing the Director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is to remove one or more Directors. Any Director elected by the Board to fill the vacancy of a Director elected by the Members may be removed without cause by a majority of the Individual Members present at a meeting called for that purpose, but not by the Board.

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Regular Meetings.

The Board shall hold at least ~~three (3)~~two (2) other meetings during the year at any agreed upon time and place designated with notice thereof to the Directors.

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Actions by Board without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all of the Directors consent, in writing, by fax or by electronic mail. Such consent(s) shall be filed with the records of SLAM. Signatures whether in writing or some other form may be obtained by counterpart. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The subsequent vote on the action need not be unanimous in order to be carried, but the consent to act without a meeting must be unanimous.

Article ~~VIII~~IX - Officers

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Election, Term of Office, and Compensation

The General Membership shall elect the officers of SLAM to hold office for a period of two (2) years and are not to be compensated.

The officers shall be elected at the Annual Meeting of the Members in odd-numbered years by a majority of those members present.

~~The term of office shall commence on November 1st of odd-numbered years.-~~

Officers may succeed themselves.

~~Officers shall be considered voting representatives of SLAM by virtue of their office.~~

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Article ~~IX~~X - Committees and Appointments

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Standing Committees

The Chair of SLAM ~~shall~~may appoint chairs for the following standing committees at the annual business meeting:

- Coaches
- Communication (Newsletter)
- Facilities
- Fitness
- Grievances
- Long Distance
- Meets/Events
- Membership
- Multi-Sport
- Safety
- Social
- Senior Games Liaison
- Technology

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Article ~~XI~~XI - General Meetings

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There shall be one mandatory General Meeting of members held during the ~~first four months of the fiscal year~~ fall season for the purpose of:

Election of officers in odd-numbered years

To approve ~~a~~ budget for SLAM;

To approve membership fees ~~;~~and

To conduct such other business as may come before SLAM.

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Article XII - Indemnification

Each person who is or was a director, officer or at-large member of the Board ~~representative~~ of SLAM (including the heirs, executors, administrators or estate of such person) shall be indemnified by SLAM to the full extent permitted by the Nonprofit Corporation Law of the state of Missouri against any liability, cost or expense incurred in the capacity as director, officer or at-large member of the Board ~~representative~~ of SLAM, or arising out of the status as a director, ~~officer~~ or at-large member of the Board ~~or representative~~ of SLAM.

ARTICLE XIII - Grievance Procedures, Athlete's Rights, and Responsibilities

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Appeal

The decision of the Review Section will be final in all cases, subject only to the appeal to the Board of SLAM at the option of the applicant, and thereafter to the Review Section of the Ozark LMSC. USMS National Board of Review.