

# **Hawk Masters Swimming Association**

## **CONSTITUTION**

### **Article 1 - Name and Purpose**

#### **Section 1 - Name**

The name of this organization has been established and henceforth shall be known as **Hawk Masters Swimming Association**, from this point forward shall be referred to as HMSA. It shall be organized and operated exclusively for charitable purposes that are tax exempt under Internal Revenue Code (IRS) Section 501(c)(3).

#### **Section 2 - Purpose**

To promote lifelong swimming for the safety and health of the greater Wilmington, NC community. The HMSA, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code or successor provisions.

#### **Section 3 - Objectives**

1. Promote/support lifelong swimming.
2. Promote/support adult and youth learn to swim programs.
3. Support UNCW swimming and academic programs.
4. Promote camaraderie through athletic and social events.
5. Promote greater access to swimming facilities.

#### **Section 4-Offices**

The principal office and registered agent of the HMSA shall be located in Wilmington, North Carolina. The HMSA may have such other offices, within or outside the city of Wilmington, as may be designated by the Executive Board, or as shall be appropriate or necessary for the conduct of the affairs of the organization.

### **Article 2 - General Provisions**

#### **Section 1**

The membership has personal financial responsibilities for organizational debts in the event the organization's assets are insufficient to discharge liabilities. In accordance with the laws of the State of North Carolina, the members are jointly and severally liable for the debts of the organization.

#### **Section 2**

**HMSA** operates in Wilmington, North Carolina and will abide by North Carolina and Internal Revenue Code Section 501(c)(3) requirements as a tax-exempt organization.

### **Section 3**

**HMSA** will neither propagate extremist activities nor advocate violence against others. **HMSA** will not seek to deprive any individual of their civil rights at any time. All members shall abide by the HMSA code of conduct, see Appendix A.

## **Article 3 - Officers and Governing Body**

### **Section 1**

The Executive Board is comprised of the following: President, Vice President, Treasurer, Secretary, Media and Outreach Coordinator.

### **Section 2**

The term of office for all elected officials will be for 2 years. No officer may be elected for more than two consecutive terms of office in the same position previously held.

### **Section 3**

If an elected officer cannot complete the term of office, the officer will submit a letter of resignation to the Executive Board at least 14 days prior to effective date of resignation. Any Executive Board Member may be removed by two-thirds vote of the Executive board.

### **Section 4**

In the event a vacancy occurs in any elected office, the President shall appoint an active member to serve in the vacated office for the remainder of the term. Appointments will be ratified by a majority of the Executive Board. If the President position becomes vacant, the Vice President will assume the office. Membership will be voluntary and may be classified as detailed in Article 4. In the event of a temporary vacancy in any elected office, the President shall appoint an active member to serve temporarily in the vacant office until the incumbent is again able to perform the requirements of the office.

### **Section 5**

No member of the Executive Board shall participate on any discussion or vote on any matter in which he or she is a member of his or her immediate family and has a potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Board Member must announce his or her potential conflict, disqualifying himself or herself, and shall be excused from the discussion or vote until the matter involved is over. The Chair of the meeting is expected to make an inquiry if such conflict appears to exist, and the Board Member has not made it known.

## **Article 4 – Membership**

### **Section 1**

Active members participate in the management of the organization, are authorized to hold office therein and vote upon all matters in which the members have an interest and may become a member of or chair any standing ad hoc committee. General membership is open to all members within the Swimming community, past and present. Submit your name for approval to one of the Executive Board members.

## **Section 2**

Membership will remain active until member officially resigns, is convicted of a crime, or brings discredit to the association through their individual behavior (subject to Executive Board vote).

## **Section 3**

Membership discrimination based on race, sex, religion, color, creed, national origin, or age is **STRICTLY** prohibited.

## **Article 5 - Method of Financing**

### **Section 1**

No dues will be required of any members without the approval of the Executive Board. Eighty percent (80%) of the executive officers must agree to add membership dues.

### **Section 2**

Fundraising will be used to accomplish financing of goals. Fundraising events can include but are not limited to the following: swim meets, motivational swims, t-shirt and memorabilia sales, and social gatherings.

## **Article 6 – Meetings and Quorums**

### **Section 1**

The **HMSA** Executive Board shall meet bi-monthly at a time and place designated by the President. Eighty percent (80%) of the Executive Board must be in attendance at the meeting or attending through electronic media (telephone or video). A quorum is necessary to conduct any business. A majority vote of Executive Board Members required for acceptance of all actions presented for adoption, including authorization of special projects and expenditures of over \$500. The President may call special meetings. The proceeding of all meetings will be recorded, and a copy of the minutes will be made available to the general membership.

### **Section 2**

All proposed activities will be approved by a majority vote of the Executive Board.

### **Section 3**

Any officer of the organization with proper coordination may call upon special meetings of the members with the parties involved.

#### **Section 4**

The General Membership meetings of **HMSA** shall be held annually in March and meeting dates will be announced via e-mail. General membership meetings provide the Executive Board the ability to directly communicate with members in an open setting and an opportunity for members and prospective members to interact with the Executive Board to provide their feedback on past, current, and proposed activities directly. In the event the meeting time, date or location changes, the President or Secretary shall notify the membership at the earliest opportunity, but no later than 14 days prior to the proposed General Membership meeting date.

#### **Section 5**

The Executive Board will prepare an agenda and distribute it to the members via Email at least 7 days prior to an Executive Board or General Membership meeting.

#### **Section 6**

A yearly meeting will address any recommended changes to the Constitution.

### **Article 7 - Adoption and Amendments**

#### **Section 1**

This constitution becomes effective once voted upon by majority affirmative vote of active membership present and in good standing at a scheduled meeting. A copy of the constitution and by-laws will be posted to the HMSA website within 30 days of approval. All members will be emailed a copy of the constitution and by-laws. Changes to the constitution or by-laws may be amended by a two-thirds majority vote of members present and in good standing. All proposals to change the constitution or by-laws will be submitted in writing to the Executive Board 15 days prior to the next general membership meeting. The general membership will be given a copy of the proposed change(s) 10 days prior to the next general membership meeting. The proposed amendment or addendum must be distributed in writing to the membership prior to convening the meeting.

#### **Section 2**

This constitution will be reviewed annually or when there is a change in the purpose of the **HMSA**.

## **Article 8 - Dissolution**

### **Section 1**

In case of dissolution of the organization, funds in the treasury at the time will be used to satisfy any outstanding debts, liabilities, or obligation. The balance of the assets will be liquidated and distributed as determined by the Executive Board.

### **Section 2**

Upon dissolution or disbandment of this organization, all funds and properties, in excess of liabilities and expenses of the dissolution, will be donated to a charitable organization selected by a majority vote of those members present at the last meeting of this organization.

### **Section 3**

When dissolution actions have been accomplished as prescribed in Section 1 and 2 above, the IRS shall be officially notified by the President.

## **Article 9 - Insurance**

The Executive Board shall determine when its activities require insurance. When the organization conducts special events that raises its liability risk, then the organization will obtain insurance necessary commensurate with the rules involved. All members will be made aware that members are jointly and severally liable for the obligations of **HMSA** via yearly briefings, attendance records for these yearly briefings will be maintained for 5 years.

# **Hawk Masters Swimming Association**

## **BY-LAWS**

### **Article 1 - Duties of Officers**

#### **Section 1**

**HMSA** executive officers shall retain the responsibility to ensure the objectives of the organization are met. The Executive Board shall include the President, Vice President, Secretary, Treasurer, and Media and Outreach Coordinator.

## **Section 2**

**HMSA** Executive Board also retain the direct responsibility to ensure that no actions are perpetuated that would bring discredit upon the **HMSA**.

## **Section 3**

The President shall preside at all general membership meetings and shall perform general executive functions as necessary.

## **Section 4**

The Vice President shall perform the duties of President in his/her absence. The Vice President shall assist the President in maintaining order at all meetings, call for and verify all votes during proceedings. Ensure that proper protocol is observed when VIPs are invited to attend sponsored functions.

## **Section 5**

The Secretary shall record minutes of all general membership and Executive Board meetings, prepare required correspondence, notify all members of meetings at the direction of the President or his representative, and will be the custodian of the Constitution and By-Laws for administrative review. Shall maintain a current roster of members. Meeting minutes should be distributed within 5 business days.

## **Section 6**

The Treasurer will collect and disburse all funds under the supervision of the **HMSA** Executive Board. He or she will maintain all financial records required by appropriate directives. The Treasurer shall:

- a. Present a financial report to the membership at each scheduled meeting.
- b. Establish an account with a banking facility in the name of the **HMSA** and ensure that all financial transactions are accomplished.
- c. Ensure all financial transactions are approved by the Executive Board and documented in accordance with the **HMSA** Constitution. The current Executive Board members are the only individuals authorized to utilize this account.
- d. All receipts incurred for any expenditure will be turned over to the Treasurer immediately.

## **Section 7**

The Media and Outreach Coordinator shall lead the effort to increase the number of members, and will coordinate social media postings and event communications. Networking to expand awareness, promote cohesion within the swimming community and encourage support of **HMSA**.

## **Article 2 - Elections and Voting**

### **Section 1**

To provide for continuity, Executive Board Officers will be elected by an affirmative majority vote of active members at the Annual General Membership meeting scheduled every March.

## **Section 2**

Nominations for office will be conducted in the month prior to election. Notice shall be written to include date, time, place of election, and names of the candidates for each office. Inclusion of this in the minutes will preclude the notice. Newly elected officers will take their position once the election has been made official (i.e., documented).

## **Section 3**

No members will be elected to office unless the member has been notified and concurs with the nomination.

## **Article 3 - Dues**

### **Section 1**

No membership dues are currently required to join or maintain membership within the organization. Funding for the organization is currently through fundraising efforts.

## **Article 4 - Committees**

### **Section 1**

Standing and ad hoc committees will be established based upon the needs and objectives of **HMSA**. All ad hoc committees will consist of a Project Coordinator and at least two active members appointed by **HMSA** President. The Executive Board will address the creation, operation, and termination of all other committees.

### **Section 2**

Committee members will be from the general membership of **HMSA**. Each committee will appoint a spokesperson as a point of contact to report the activities of the committee to the President and general membership. Each ad hoc committee spokesperson should be prepared to brief its status at each Executive Board or General Membership meeting.

## **Article 5 - Finances and Taxes**

### **Section 1**

**HMSA** shall be established as a tax-exempt private organization. The treasurer is authorized to sign checks up to \$500 per vendor purchase. Two Executive Board members must authorize any check over \$500 that is not directly related to a program explicitly approved by the Executive Board. Membership is liable under the laws of North Carolina for organizational debts in the event the organization's assets are insufficient to discharge liabilities. Should a debt be the result of an unauthorized act on the part of any member or officer, that member or officer will be held financially accountable to the association. Under the laws of the State of North Carolina, the members are jointly and severally liable for the debts of the organization.

## **Section 2**

The **HMSA** Executive Board will not receive financial compensation for their service. Reimbursement for expenses incurred due to official **HMSA** business is authorized.

## **Section 3**

The Executive Board (through a majority vote) may make use of funds. The funds used will be reported to the general membership at the next meeting. The Treasurer will maintain record of all transactions.

## **Section 4**

Distribution of funds in excess of \$500 must be approved by the Executive Board. Approval of the Executive Board to execute a program serves as approval for all expenditures over \$500 for that specific program. All other expenditures must be approved by the Executive Board. The Treasurer will maintain an accurate record of all transactions.

## **Section 5**

No part of the net earnings of the **HMSA** shall be for benefit of or be distributed to its members or private persons. The **HMSA** shall be authorized to pay reasonable compensation for materials rendered.

## **Article 6 - Insurance Coverage**

### **Section 1**

The Executive Board shall determine when its activities require insurance. When the organization conducts special events that raises its liability risk, then the **HMSA** will obtain insurance necessary commensurate with the rules involved. All members will be made aware that members are jointly and severally liable for the obligations of **HMSA** via yearly briefings. In addition, attendance records for these yearly briefings will be maintained for 5 years.

### **Section 2**

Members of this organization can be held pecuniarily liable if the assets of the **HMSA** fail to meet its obligations and debts.

## **Article 7 - General**

### **Section 1**

Membership Conduct and Code of Ethics: Members of the **HMSA** shall be prohibited from using their membership for personal gain or to obtain special consideration.

### **Section 2**

Audit: An ad hoc committee appointed by the Executive Board will conduct a biannual review of fiscal records and operating procedures. This committee will be comprised of non-Executive Board members. When completed, the results of the biannual review will be reported to the General Membership.

## Appendix A

# Hawk Masters Swim Association Code of Conduct

**Hawk Masters Swim Association (HMSA) is committed to providing a safe and inclusive environment where all individuals are treated with respect. The Code of Conduct below applies to every HMSA member including board members, and general members. Its purpose is to set a basic standard of behavior to prevent conflict and to help resolve differences when they occur.**

**HMSA members make a reasonable effort to:**

- Respect all association members regardless of their gender identity, race, age, color, physical appearance, religion, national origin, ethnicity, gender, marital status, or physical/mental disability, as outlined in HMSA's anti-harassment policy.
- Create an inclusive environment by welcoming new members, introducing ourselves to new members and listening to one another.
- Speak kindly to one another and stay positive while working with other HMSA members and respect other views.
- Act professionally when interacting with the staff members at the facilities HMSA uses for official HMSA functions such as socials and meetings.
- Participate in and volunteer for HMSA committees, social events, fundraisers, or any other official HMSA events. No one, especially board members, shall publicly discourage another member from participating in HMSA events, running for the board or other leadership roles.
- HMSA members will comply at all times with member policies, by-laws, rules and regulations of HMSA as adopted and amended from time to time, and with any contracts or agreements executed by HMSA.
- HMSA prioritizes the safety of its members and encourages all members to follow any rules and regulations of a facility being used by HMSA.
- Respect the confidentiality of personal or privileged information. Such information should only be shared with consent.
- Provide feedback to [ContactHMSA@gmail.com](mailto:ContactHMSA@gmail.com). HMSA works as a community because of the many perspectives and efforts of the entire membership.

### **HMSA Member Diversity and Harassment Policy**

Hawk Masters Swimming Association (HMSA) is committed to providing a safe and inclusive environment where all individuals are treated with dignity and respect. HMSA affirms the right of all its members to be free of sexual harassment and discrimination while participating in official HMSA activities.

Sexual Harassment is any conduct that creates a hostile or threatening environment. Sexual harassment is a form of discrimination. It includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual's sex which creates

an intimidating, hostile or offensive environment. Sexual harassment can include but is not limited to, words, signs, jokes, pranks, intimidation or physical violence which are of a sexual nature or which are directed at an individual because of that individual's sex. It may also include unwanted verbal or physical advances, sexually explicit derogatory statements.

Discrimination is treating someone different based on the group, class, or category to which the person belongs, whether actual or perceived, rather than on individual attributes. Discrimination or discriminatory behavior includes, but is not limited to, name calling, unwanted physical or sexual contact, or other behavior that intentionally demeans a person based on her or his race, age, color, physical appearance, sexual orientation, gender identity, physical appearance, religion, national origin, ethnicity, gender, marital status, or physical/mental disability.

Sexual harassment and discrimination are offensive, a violation of our policies, and is unlawful. HMSA will not tolerate any sexual harassment or discrimination. Reports of sexual harassment or discrimination will be investigated by the Executive Board. Association members engaging in harassment or discriminatory behavior while participating in association activities may be barred from future association participation.

If you feel you have been the victim of harassment or discrimination, have witnessed harassment or discrimination, please contact the Board President at: [ContactHMSA@gmail.com](mailto:ContactHMSA@gmail.com). Your feedback will be kept confidential and directed to the appropriate board members for resolution.