

**AMENDED AND RESTATED
BYLAWS
AND STANDING RULES
OF
OREGON MASTERS SWIMMING, INC.**

(Revised 1999, 2008, 2009, 2010, 2011, 2012)

**ARTICLE I
GENERAL**

Section 1. The name of this corporation is Oregon Masters Swimming, Inc., which has been organized under the nonprofit corporation laws of the State of Oregon. The corporation is organized and shall be operated exclusively for the purpose of fostering local, regional, national and international amateur competitive swimming and for public health, safety, educational, and charitable purposes.

Section 2. The corporation shall be a local masters swimming committee of United States Masters Swimming, Inc.

**ARTICLE II
CORPORATE OFFICE**

The registered office of the corporation shall be located at 1800 Pacwest Center, 1211 S.W. Fifth Avenue, Portland, Oregon 97204, Attention: Roy D. Lambert. The corporation may also have offices at other places, either within or without the State of Oregon, as the Board of Directors may from time to time determine or as the business of the corporation may require.

**ARTICLE III
DIRECTORS**

Section 1. The business affairs of the corporation shall be conducted by its Board of Directors which may exercise all such powers of the corporation and do all other lawful acts which are not prohibited or directed or required to be performed by others under the statutes of the State of Oregon, the Articles of Incorporation or these Bylaws and Standing Rules.

Section 2. The number of elected directors of the corporation shall be four (4).

Section 3. The elected members of the Board of Directors shall be composed of the corporation's principal officers as elected by the members. Once elected, each director shall serve a two (2) year term, until a successor is elected.

Section 4. The voting members of the Board of Directors shall be composed of (1) the elected members of the Board of Directors, (2) the immediate past chair, (3) the current

chairs of the standing committees designated by the voting members of the Board of Directors, (4) designated OMS Club Representatives, (5) OMS members who are members of the USMS Board of Directors or Executive Committee, (6) OMS members who are members of a USMS national committee, (7) an OMS member serving as the Northwest Zone Chair, and such other persons as are designated from time to time by the voting members of the Board of Directors.

Section 5. A vacancy occurring on the Board of Directors shall be filled at a special meeting of the voting members of the Board of Directors called for that purpose by the affirmative vote of a majority of the remaining directors, though the remaining directors be less than a quorum. The new director shall serve only the unexpired term of his predecessor.

Section 6. Regular meetings of the Board of Directors may be held upon such notice, or without notice, and at such time and place as shall, from time to time, be determined by the Board of Directors. Unless otherwise determined, notice of the time and place of a meeting of the Board of Directors shall be delivered, either personally, by mail, email or telephone, to each voting member at least six (6) days prior to the date of the meeting.

Section 7. Special meetings of the Board of Directors shall be called by the secretary when requested by the chair or when requested in writing by any two of the directors. Notice of the special meeting shall be delivered to each director either personally, by mail, email or telephone and must be received by the director not less than three (3) days prior to the meeting.

Section 8. One-third of the number of voting directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. The Board of Directors may, from time to time, appoint the following standing committees: Awards, Coaches, Data Manager, Fitness, Historian, Host/Social, Long Distance, Membership, Newsletter, Officials, Records, Registration, Safety, Souvenirs, Sunshine, Swim Suit Watching, Top Ten, and Web Site. Committee responsibilities are as follows:

Awards Committee shall (1) solicit nominees for OMS annual and special awards, (2) present nominees to the Board of Directors, and (3) oversee purchase of OMS annual and special awards.

Coaches Committee shall (1) act as a resource in providing information to OMS members regarding swimming and training techniques, and (2) act as a facilitator for communication among Masters coaches. Dissemination of information may be accomplished via submission of articles to the Newsletter editor and Web Master for publication, organization of stroke clinics, etc.

Data Manager shall (1) receive entries, (2) notify the Registrar of swimmers needing membership verification, (3) prepare heat sheets and other documentation for OMS meets, (4) compile and publish meet results, (5) provide the Top Ten Committee with meet data, and (6) provide requested documentation to the Records Committee.

Fitness Committee shall (1) develop and promote fitness swimming activities for OMS members, and (2) educate adults on the fitness benefits of swimming.

Historian shall collect, preserve, and compile significant Oregon Masters Swimming historical materials.

Host/Social Committee shall (1) assist out of town swimmers with housing when requested and (2) promote and organize social events throughout the year.

The Long Distance Committee shall (1) be responsible for the scheduling, sanctioning and conduct of all Open Water meets, (2) organize and submit OMS Long Distance Postal relays to meet directors and (3) maintain OMS Long Distance records and top twelve lists.

Membership Development Committee shall (1) engage in activities that promote Masters swimming within the Oregon LMSC, (2) produce an annual brochure promoting Masters swimming, (3) respond to inquiries regarding OMS and USMS, (4) maintain a list of teams and team representatives, and (5) assist swimmers in locating a team with which to swim.

Newsletter Committee shall (1) produce and publish a newsletter on a timely basis, and (2) assist with disseminating information to members as requested by the Board of Directors.

Officials Committee shall (1) serve as a liaison between OMS and Oregon Swimming officials, (2) ensure that Oregon officials officiating at Masters meets are knowledgeable regarding USMS Swimming Rules, (3) assist, if necessary, in obtaining officials for Masters meets, and (4) provide OMS with a current roster of USS USA-Swimming/OSI officials who are competent, have officiated at, and may be available for Masters meets.

Records Committee shall (1) maintain and disseminate a current list of LMSC records for each course, (2) be custodian of Zone and National records as published, and (3) prepare and submit "Application for USMS and/or World Record" forms for swims in events sanctioned or recognized by the Oregon LMSC.

Registration Committee shall (1) maintain a list of clubs within the LMSC, maintain a list of club members, (3) notify club members and individual members of dues and assessments, (4) send a monthly report to the USMS Registrar, (5) bank all monies received, (6) provide mailing labels for the newsletter committee, and (7) verify current registration for all entrants in OMS sanctioned events.

Safety Committee shall (1) update “Safety Guidelines & Warm-Up Procedures for Oregon Masters Swimming” as needed, (2) contact each meet director prior to the event to review the above guidelines, and (3) report to the Board of Directors regarding a meet host’s compliance with the guidelines.

Souvenirs Committee shall (1) oversee the design, purchase, and sale of OMS souvenirs with approval of the Board of Directors, and (2) oversee the inventory of meet awards and their delivery to all pool meets.

Sunshine Committee shall be responsible for sending appropriate tokens of glad tidings or condolences on behalf of OMS to those members facing significant personal issues which have been brought to the attention of the Committee.

Swim Suit Watching shall (1) have no chair, (2) be open to any team members who wish to participate, (3) focus on any potential meet participant, and (4) maintain no semblance of order.

Top Ten Committee shall (1) prepare a Top Ten Report for each course, and (2) submit each report to USMS, the LMSC Records chair, and the LMSC Data Manager in a timely manner.

The Web Site Committee shall (1) maintain the web site with up-to-date information about the LMSC and its activities in a timely manner; (2) interact with the USMS web master and other swimming related web masters as needed; (3) update stored LMSC information that is available on the USMS web site; (4) review and maintain web page policies, and (5) assist clubs and teams within the LMSC regarding club and team web sites.

Section 10. The Board of Directors of this corporation shall serve without compensation.

Section 11. Any director may be removed with or without cause by the Board of Directors whenever in the judgment of the remaining directors on the Board the best interest of the corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, to the person so removed. Prior to any removal, the director sought to be removed must be given reasonable prior notice of the impending action and a reasonable opportunity to speak on his own behalf before the Board of Directors at a regular or special meeting.

Section 12. Except as otherwise specifically provided herein, any reference to the Board of Directors shall be deemed to refer to voting members of the Board of Directors.

ARTICLE IV MEMBERS

Section 1. Annual Admission. A team shall be accepted by the Board of Directors as a member of the corporation if:

(a) it consists of at least one (1) person who is registered with the corporation and competes as a team;

(b) a representative of the team is designated to the Board of Directors; and

(c) each member of the team is registered with the corporation for the current year.

Section 2. Voting by Members/Representatives. Each member (i.e., team) shall have one (1) vote at meetings of the members. Each member shall notify the Board of those persons authorized to represent it at members' meetings, and shall notify the Board of any changes in such authorized representatives as such changes become effective.

Section 3. Annual Meeting. The time and place of the annual meeting of the members shall be determined by the Board of Directors.

Section 4. Special Meetings. Special meetings of the members of this corporation may be held at any time on request of the chair or on the request of any two members of the Board of Directors or on demand in writing by any two (2) members (i.e., teams).

Section 5. Voting. Each member shall be entitled to one vote, in person or by proxy.

Section 6. Quorum. Those members present or represented at a meeting of the members shall constitute a quorum. The affirmative vote of the majority of the members present or represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by law, the Articles of Incorporation or other provision of these Bylaws and Standing Rules.

Section 7. Notice. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the Chair, the Secretary, or the officer or person calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at its address as it appears on the records of the corporation, with postage thereon prepaid.

ARTICLE V WAIVER OF NOTICE

Whenever any notice is required to be given to any director or member under the provisions of the Oregon Nonprofit Corporation law, the Articles of Incorporation or these Bylaws and Standing Rules, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the required Notice. The presence of a director or authorized representative of a member at any meeting shall constitute a waiver of any notice required for such meeting, except where a director or authorized representative of a member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VI ACTION WITHOUT MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors or of the members, or any other action which may be taken at a meeting of the directors or of the members, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or on behalf of all of the members, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of such directors or members at a regularly convened meeting and may be stated as such in any articles or document filed with the Corporation Commissioner of the State of Oregon, any other governmental authority or person or entity.

ARTICLE VII OFFICERS

Section 1. The principal officers of this corporation shall consist of a chair, a vice chair, a secretary and a treasurer, each of whom shall be elected by the members (i.e., teams). The principal officers of the corporation shall have two (2) year terms, with the election of all principal officers in even numbered years.

Section 2. Nomination of principal officers shall be solicited in the newsletter. Candidates for office must provide to the Secretary written notice containing the candidate's interest in serving, qualifications for the office to which the candidate has been nominated and any other information the candidate may wish to provide to the voting members. This notice must be provided within seven (7) days of the date of request by the Secretary, or the candidate shall be removed from the ballot. The written notice shall be provided to each voting member at the time of the election. The election of principal officers shall take place every other year by the members. If, however, there is an unopposed candidate for an office, the candidate may be elected by a two-thirds vote of the Board of Directors. Each principal officer elected shall be a member of the Board of Directors.

Section 3. The Board of Directors may elect or appoint such other officers, assistant officers, agents, and other employees as it shall deem necessary or desirable. They shall hold

their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 4. The non-employee compensation of agents and contractors of the corporation shall be fixed by the Board of Directors.

Section 5. Any officer, agent or other employee elected or appointed by the Board of Directors, may be removed by a majority vote of all the directors then serving on the Board whenever in their judgment the best interests of the corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. If any position should become vacant for any reason, the vacancy shall be filled by the Board of Directors.

Section 6. On the death, resignation, retirement or removal from office of any officer, agent or employee, all books, papers, vouchers, money and any other property of whatever kind in their possession or under their control which belong to the corporation shall be restored to the corporation.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. The chair shall be the chief executive officer of the corporation. The chair shall preside at all meetings of the Board of Directors and of members and shall be the inspector of all elections of principal officers and certify those who are elected as such. The chair shall appoint special committees (i.e., committees other than standing committees) as needed, subject to removal by either the chair or the Board of Directors. The chair shall see to the general and active management of the business affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 2. The vice chair shall perform the duties and exercise the powers of the chair at such time as the chair is unable to act, and such other duties as the Board of Directors shall prescribe. The vice chair shall be responsible for the scheduling, sanctioning, and conduct of all meets.

Section 3. The secretary shall attend all sessions of the Board of Directors and record the minutes of all proceedings. The secretary shall give notice of all meetings of the Board of Directors and committees as required under the provisions of the Oregon Nonprofit Corporation Law, the Constitution and Articles of Incorporation and these Bylaws and Standing Rules, and shall perform such other duties as may be prescribed by the Board of Directors of the chair. The secretary shall keep copies of the Articles of Incorporation, the Bylaws and Standing Rules, any amendments thereof, meeting minutes, and all related corporate documents.

Section 4. The treasurer shall have the duty to supervise the receipt of all moneys and funds of the corporation and shall supervise the deposit of the same in the financial institutions designated by the Board of Directors and in the name and to the account of the corporation. Such funds shall be paid out only as may be directed by the Board of Directors. The treasurer shall keep or cause to be kept full and accurate books of account and shall make such reports of such official financial transactions of the corporation as may from time to time be required by the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors.

ARTICLE IX LOANS

No money shall be borrowed without resolution authorizing the same having been regularly adopted by the Board of Directors. Such authorization having been given, the chair or vice chair of the corporation, in conjunction with the secretary or treasurer, shall execute in the name of the corporation the authorized notes, bills, mortgages and pledges.

ARTICLE X CHECKS

All checks of the corporation shall be signed in such manner as the Board of Directors may, from time to time, designate.

No expenditures (other than expenditures for quarterly purchase of souvenirs and awards, meet fees, registration payments to United States Masters Swimming, Inc., postage, printing, or for promotional materials) in amounts greater than \$100.00 shall be made without prior approval of the Board of Directors.

ARTICLE XI INDEMNIFICATION

Section 1. Non-Derivative Actions. Subject to the provisions of Sections 3 and 5, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including all appeals) (other than an action by or in the right of the corporation), by reason of or arising from the fact that the person is or was a trustee, director, officer, employee or agent (including an attorney); is or was serving at its request as a member of a committee; or is or was serving at the request of the corporation as a director, officer, employee, agent, partner or trustee of another domestic or foreign corporation, a partnership, a joint venture, a trust, an employee benefit plan or another enterprise (all of which capacities are hereafter in this Article XI referred to as "Director") and the person's heirs, legal representatives, estates and conservators, against reasonable expenses, including attorney's fees, judgments, fines, penalties, excise taxes assessed with respect to any employee benefit plan and amounts

paid in settlement (herein collectively called “Expenses”) actually and reasonably incurred by the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, did not know the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the corporation or, with respect to any criminal action or proceeding, that the person knew that the conduct was unlawful.

Section 2. Derivative Actions. Subject to the provisions of Sections 3 and 5, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit (including all appeals) by or in the right of the corporation to procure a judgment in its favor by reason of or arising from the fact that the person is or was a Director, and the person’s heirs, legal representatives, estates and conservators against Expenses actually and reasonably incurred in connection with the defense or settlement of the action or suit, if the person acted in good faith, and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of Sections 4 and 5, indemnification under Sections 1 and 2 shall not be made by the corporation unless it is expressly determined that indemnification of the person who is or was a director, is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 or 2. That determination may be made by any of the following:

- (a) By the Board of Directors by majority vote of a quorum consisting of directors who are not or were not parties to the action, suit or proceeding;
- (b) If a quorum cannot be obtained under paragraph (a) of this subsection, by majority vote of a committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the proceeding (directors who are parties to the proceeding may participate in designation of the committee);
- (c) By independent legal counsel selected by the Board of Directors or its committee in the manner prescribed in (a) or (b) in a written opinion or, if a quorum of the Board of Directors cannot be obtained under (a) and a committee cannot be designated under (b)

the independent legal counsel shall be selected by majority vote of the full Board of Directors, including directors who are parties to the proceeding; or

(d) By a court of competent jurisdiction.

Section 4. Successful Defense. Notwithstanding any other provision of Sections 1, 2 or 3, but subject to the provisions of Section 5, to the extent a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2, or in defense of any claim, issue or matter therein, that person shall be indemnified against Expenses actually and reasonably incurred by such person in connection therewith.

Section 5. Condition Precedent to Indemnification Under Sections 1 or 2. A person who desires to receive the benefits otherwise conferred by Sections 1 or 2 shall promptly notify the corporation that the person has been named a defendant to an action, suit or proceeding of a type referred to in Sections 1 or 2 and intends to rely upon the right of indemnification described in Sections 1 or 2. The notice shall be in writing and mailed, by registered or certified mail, to the President of the corporation or, in the event the notice is from the President, to the registered agent of the corporation. Failure to give the notice shall entitle those persons in Section 3(a) or (d) to make a determination that such a failure was prejudicial to the corporation and that the right to indemnification referred to the Sections 1, 2 or 4 shall be denied in its entirety or reduced in amount.

Section 6. Advances for Expenses. A person who is the subject of an action, suit or proceeding referred to in Sections 1 or 2 may be paid by the corporation in advance of the final disposition of such action, suit or proceeding for expenses, including attorney's fees, incurred in defending the action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such expenses if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation and a written affirmation of the person's good faith belief that such person has met the applicable standard of conduct. The undertaking must be a general personal obligation of the party receiving the advances but need not be secured and may be accepted without reference to financial ability to make payment.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, against any liability asserted against any incurred by that person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify that person against such liability under the provisions of this Article or under the Oregon Nonprofit Corporation Act.

Section 8. Purpose. The indemnification referred to in this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the members of Board of Directors or otherwise. The corporation is authorized to enter into agreements of

indemnification. The purpose of this Article is to augment the provisions of the Oregon Nonprofit Corporation Law dealing with indemnification.

Section 9. Savings Clause. If in any judicial proceeding a court should find that a provision of this Article is unenforceable, such unenforceable provision shall be deemed eliminated from the provisions of this Article for the purposes of such proceeding to the extent necessary to permit the remaining provisions to be enforced in such proceeding; and, in addition, any provision found by any such court to be unenforceable in part may be limited by such court to the extent necessary to permit its enforcement.

ARTICLE XII GRIEVANCES

Section 1. Grounds for Grievance. Any individual member of the LMSC and/or any Club member of the LMSC may bring a complaint on any matter listed below:

- (a) Violation of the opportunity to participate, as set forth in Article 4 of the Rules of USMS;
- (b) Discrimination in violation of Article 5 of the Rules of USMS;
- (c) Any act of fraud, deception, dishonesty, misfeasance or malfeasance in connection with any USMS-related activity;
- (d) Any nonconsensual physical contact, obscene language or gesture, or other threatening language or conduct of or directed toward meet personnel or any competitor or other meet attendee, in connection with a USMS event;
- (e) Any act, conduct or omission that is detrimental to the image or reputation of USMS, an LMSC, or the sport of swimming.

Section 2. Complaint Procedure. A complaint shall consist of a concise statement of the behavior or circumstance involved, shall be in writing, and signed by the person responsible for making the complaint. The complaint shall clearly identify the person or entity making the complaint and the person or entity against whom the complaint is made. The complaint shall be directed to the Vice Chair, unless the Vice Chair is a party of the complaint. In that case, the grievance shall be directed to the Chair. Upon receipt of a complaint, the Vice Chair shall first make a determination whether the subject matter involves an issue for which there are grounds for grievance as defined above. If the Vice Chair determines that the complaint does not meet such criteria, the Vice Chair shall dismiss the complaint and notice of same shall be transmitted to the party bringing the complaint and to the Chair. If the Chair does not agree with this determination or otherwise feels it appropriate, the Chair may refer the matter to the Board, who will, by majority vote, have the authority to overrule the Vice Chair's determination. If the Vice Chair does not dismiss the complaint, the Vice Chair shall transmit a copy of the

complaint to all other parties involved. The parties to any controversy shall be the USMS member or entity that makes the complaint, the USMS member or entity that is the subject of a complaint, and, if appropriate, the LMSC. The parties other than the complaining party shall have the right to make a written reply, which shall consist of a concise statement of any matter of explanation or defense to the complaint, and which shall be made within twenty (20) days from the date the copy of the complaint is transmitted by the Vice Chair. Replies shall be in writing and signed by the person responsible for making the reply. The Vice Chair shall advise all parties in writing of their hearing rights under these guidelines, as well as their appeal rights under Article 4 of the Rules of USMS. The Vice Chair, for reasonable grounds, including excusable failure to satisfy a deadline, may extend any time limit.

Section 3. Mediation or Resolution by the Vice Chair. After all parties have transmitted written statements to the Vice Chair (or if the time for same has passed without a statement being transmitted), the Vice Chair shall attempt to resolve the controversy by mediation. The method of mediation shall be at the discretion of the Vice Chair. Methods of mediation may include (without limitation) in-person contact, telephone contact, or communication by writing or e-mail. If mediation is successful, the agreement shall be reduced to writing, signed by the parties, and transmitted to the Chair. If a party who is the subject of a complaint fails to make a reply, but other parties have replied, then the Vice Chair may proceed to mediation under this section, or to a hearing under the following section. If no party who is the subject of a complaint makes a reply, then the Vice Chair may act on the complaint as filed, or may take evidence or information from any source. The Vice Chair shall make such findings as appear to be justified and reasonable to resolve the controversy. Findings shall be reduced to writing and transmitted to the parties and to the Chair.

Section 4. Hearing Procedure. If no agreement can be reached and the Vice Chair has not otherwise resolved the controversy, the Vice Chair shall convene a hearing panel to resolve the controversy. The Vice Chair shall designate up to three members of the LMSC, other than those persons involved in the complaint, to act as a panel to resolve the grievance and all matters related thereto. The Vice Chair shall preside over the hearing and give counsel to the panel concerning procedural matters and USMS rules, but shall have no vote. The hearing panel shall take such statements and evidence as it deems necessary to resolve the controversy, and shall, wherever possible, take evidence from all persons identified by a party as having material information. A party to the controversy shall be responsible for making any such witness or evidence available. Any cost of production of evidence shall be paid by the party on whose behalf such evidence is taken. Upon completion of presentation of evidence, the hearing panel shall, by majority vote, resolve the controversy in the form of a written decision. The decision, including any dissent, shall be reduced to writing and transmitted to all parties and the Chair. If the hearing panel does not dismiss the complaint, it may deny membership in the LMSC, censure, place on probation, suspend, fine or expel from LMSC membership any member or any person participating in the affairs of USMS who has engaged in any conduct set forth in Section

1. If a person is expelled from the LMSC, such action shall be transmitted by the Vice Chair to the USMS National Board of Review for further action, as necessary. Upon the rendering of a final decision, the Vice Chair shall notify all parties in writing of their right to appeal to the USMS National Board of Review under Article 4 of the Rules of USMS. The Board, by majority vote, may stay the imposition of any penalty pending appeal to the USMS National Board of Review.

**ARTICLE XIII
AMENDMENTS**

These Bylaws and Standing Rules may be amended, in whole or in part, at any regular or special meeting called for that purpose by the affirmative vote of a majority of the voting directors present at a meeting at which a quorum of voting members is present provided that notice of the proposed amendment is given in the notice of the meeting or notice thereof is waived in writing by all voting directors.