

**BYLAWS**

**OF THE**

**UNITED STATES LIFESAVING ASSOCIATION**



Amended in Whole April 29, 2006

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## Article I – Name and Status

### Section 1 – Name

The organization shall be known as the UNITED STATES LIFESAVING ASSOCIATION referred to hereinafter as the USLA or Association.

### Section 2 – Status

The USLA is established for educational purposes and shall be conducted as a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code.



## Article II – General Purposes and Objectives

### Section 1 – Purpose

The purpose of the USLA is to promote and advance beach and open water safety education for open water aquatic lifesavers and other public safety personnel; and, to support programs and initiatives that foster public safety awareness and response in the coastal or aquatic environments.

### Section 2 – Objectives

- A. To endorse and maintain high standards of open water professional lifesaving.
- B. To enhance beach and open water safety education for lifesavers and other public safety personnel through seminars, training materials and other educational services.
- C. To develop, support and sponsor programs and other undertakings intended to improve lifesaving
- D. To advance public safety and other related humanitarian causes
- E. To educate the public regarding:
  - (1) Water safety in a natural aquatic environment, through programs of preventive awareness and response; and,
  - (2) Service to the community by open water aquatic lifesavers and other public safety personnel; and,
  - (3) Methods and means of civic support for local, regional and national lifesaving agencies.
- F. To encourage and reward excellence in lifesaving skills and performance through professional exchanges and relationships, awards and declarations, sponsored competitions and other means, as appropriate



## **Article III – Powers**

### **Section 1 – Powers**

The USLA shall have power to engage in, and do, any lawful act consistent with the stipulations of the Bylaws and its non-profit tax exempt status, including, but not limited to, the collection of membership dues and other assessments, management of bank accounts and investments, promotion of fundraising activities to support educational and charitable programs, projects and activities sponsored by the Association and to publish and distribute a magazine devoted to matters of education, interest and importance to open water aquatic lifesavers and other public safety personnel.

In addition, the USLA Board of Directors shall have the full power and authority to borrow money on behalf of the Association, including the power to borrow money and otherwise incur an indebtedness on behalf of the Association; and authorize the execution of promissory notes and other evidence of indebtedness of the Association and to agree to pay interest thereon; to sell, convey, alienate, transfer, assign, exchange, lease and otherwise encumber the assets, tangible or intangible, in the franchise of the Association and to lease or otherwise acquire property, real and personal, on behalf of the Association; and generally to do and perform or cause to be done and performed every act which the Association may lawfully do and perform.

### **Section 2 – Restricted Activities**

Notwithstanding any provisions of these Bylaws and the policies and procedures of the USLA, its Regions or Chapters shall not engage in any activities or exercise any powers that are inconsistent with the Association's nonprofit tax exempt status or the furtherance of the purposes and objectives described herein.



## **Article IV – Dissolution**

### **Section 1 – Proposal for Dissolution**

A proposal for dissolution of the USLA shall be considered at a regular meeting of the USLA Board of Directors and only after written notice is given at least four (4) weeks in advance to each Region and Chapter in good standing. A three-fourths (3/4) majority vote of the quorum at a regular meeting of the Board of Directors shall be required before a proposal for dissolution shall be considered. To dissolve the Association, there must be at least a three-fourths (3/4) majority vote for dissolution by the Board of Directors.

### **Section 2 – Dissolution of the Association**

In the event of the dissolution of the USLA, the assets of the USLA shall be distributed to an organization(s) or association(s) engaged in activities similar to those for which the USLA was established, as agreed upon by the Board of Directors.

No distribution of assets shall be made to any organization(s) or association(s) unless the cause(s) and activities of such organization(s) or association(s) are consistent with the educational and charitable intent of the USLA within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

The method of distribution of assets shall be determined by the Board of Directors.



## Article V – Membership

### Section 1 – Association Membership

The membership of the USLA shall be made up of the following members: Professional Members, Life Members, Alumni Members, Junior Lifeguard Members, Associate Members, Honorary Members and Supporting Members, as such members are defined in Section 2 of this Article.

### Section 2 – Individual Membership

#### A. Professional Member

To qualify as a Professional Member, an individual must:

- (1) Be a direct, active, seasonal or retired individual, including a chief, director or equivalent, who has worked in the capacity as a lifeguard of an ocean, bay, lake, river or open water lifesaving or rescue service; and, (Amended November 6, 2010)
- (2) Have worked a minimum of eight hours annually for a respective service, or be retired from the service, having worked in the service fifteen (15) years or more and maintained membership, in good standing, in the USLA; and,
- (3) Be a member of a local chapter; and,
- (4) Pay annual dues to the chapter, region and national organization as prescribed by the Board of Directors of each.

A Professional Member is eligible to exercise voting privileges and to hold office at the chapter, regional or national level.

A Professional Member who elects to pay a onetime membership fee, as defined by established Policies and Procedures, shall be known as a Perpetual Member.

#### B. Life Member

To qualify as a Life Member an individual must be recommended, duly submitted and approved according to the policies and procedures prescribed by the USLA.

A Life Member shall have all the privileges and benefits of a Professional Member for the remainder of their life including the privilege to vote and hold office. Dues shall not be required of Life Members.

#### C. Alumnus Member

To qualify as an Alumnus Member, an individual must:

- (1) Have previously been a Professional Member; and,
- (2) Be currently ineligible for Professional Member status; and,
- (3) Be a member of a local chapter; and,
- (4) Pay annual dues to the chapter, region and national organization as prescribed by the Board of Directors of each.

An Alumnus Member is eligible to exercise voting privileges and to hold office at the Chapter, Regional or National level.

An Alumnus Member who elects to pay a onetime membership fee, as defined by established Policies and Procedures shall be known as a Perpetual Member.

An Alumnus Member may choose to affiliate with a chapter for whom they never worked due to geographical or logistical reasons. The affiliate chapter must approve the request and the alumnus member shall pay any applicable chapter dues. (Amended November 9, 2013)

#### D. Junior Lifeguard Member

To qualify as a Junior Lifeguard Member, an individual must be enrolled in a USLA recognized junior lifeguard program.





A Junior Lifeguard Member has no voting rights and is not eligible to hold an elective office. Junior Lifeguard Members shall pay annual dues to the chapter, region and national association as prescribed by the Board of Directors at each level.

E. Associate Member

Any individual who does not otherwise qualify as a member and who desires to support and obtain membership in the USLA is eligible to be an Associate Member. An Associate Member has no voting rights and is not eligible to hold an elective office. Associate Members shall pay annual dues to the national association as prescribed by the Board of Directors.

F. Honorary Member

Any individual so designated by the Board of Directors may qualify as an Honorary Member under the terms and conditions and for the period specified by the Board of Directors. An Honorary Member has no voting rights and is not eligible to hold an elective office. Honorary Members shall not pay annual dues.

G. Supporting Member

Individuals, corporations, places of business and other such institutions may become Supporting Members of the USLA under the terms and conditions and for the period specified by the Board of Directors. A Supporting Member has no voting rights and is not eligible to hold an elective office.

### **Section 3 – Member in Good Standing**

A USLA member in good standing shall have and enjoy all the privileges and benefits of the USLA if such member:

- A. Pays all required dues and assessments in accordance with these Bylaws and as assessed by the Board of Directors at each level; and,
- B. Abides by all membership standards as set forth herein and by the Association.

### **Section 4 – Assignment of Membership**

Membership in the USLA is not transferable or assignable.



## Article VI – Local Chapter

### Section 1 – Local Chapter Definition

A Local Chapter may be formed by two or more individuals who qualify as Professional Members under Article V, Section 2 (A) of these Bylaws.

### Section 2 – Chapter Certification

#### A. Qualifications

To be certified as a Local Chapter of the United States Lifesaving Association, the following qualifications must be met. Each chapter shall:

- (1) Define a sphere of influence for a Local Chapter that does not conflict in any manner with the sphere of influence of any other qualified USLA Local Chapter.
- (2) Maintain clearly defined requirements that all Local Chapter members must meet, such as working for a given employer or working as open water lifesavers within the defined geographic area.
- (3) Subscribe to and abide by the general purposes and objectives of the United States Lifesaving Association (USLA) as set forth under Article II, General Purposes and Objectives, of these Bylaws.
- (4) Operate in a manner consistent with the requirements of a non-profit organization as defined in Section 501(c) (3) of the Internal Revenue Code of 1986 whether or not the certifying Chapter is required to file for Section 501 (c) (3) status under regional or state law.
- (5) Call for a Chapter General Election of officers on a regular basis, time method and manner of said election to be determined by the Chapter.
- (6) File an application for Chapter Membership which shall include the chapter's proposed Bylaws with the Regional Board of Directors of jurisdiction or, in the absence of a Regional Board of Directors, the USLA Board of Directors by submission to the USLA Secretary.
- (7) Pay a Chapter Membership application fee to the Regional Board of Directors of jurisdiction.
- (8) Allow for a Chapter Review by a Chapter Review Committee assigned by the Regional Board of Directors of jurisdiction or, in the absence of a Regional Board of Directors, by the USLA Board of Directors.

#### B. Vote of Approval

A two-thirds (2/3) majority vote is required of the Regional Board of Directors of jurisdiction to acknowledge that the applicant for Chapter Membership has met all of the requirements listed in Section A above and to approve the applicant as an official Chapter of the USLA with all the rights and benefits recognized in these Bylaws and by the Association.

### Section 3 – Chapter in Good Standing

A Chapter will remain in good standing if the Chapter abides and acts according to all Bylaws, policies and procedures of the Regional Board of Directors of jurisdiction and the USLA.

The Chapter shall either:

- A. Pay the annual USLA membership dues for its USLA members; or,
- B. Ensure the direct payment of dues by its USLA members to the USLA in an amount established and the manner prescribed by the Regional Board of Directors of jurisdiction.



## Article VII – Regions

### Section 1 – Definition

#### A. Regional Boundaries

The USLA will be divided into Regions with specific boundaries as listed in Section 2 of this Article. The business of each region shall be conducted by the Regional Board of Directors. All newly formed regions are required to incorporate within one (1) year of the date of their formation within their states of jurisdiction as a nonprofit corporation under Section 501(c) (3) of the Internal Revenue Code of 1986.

#### B. Regional Board of Directors

The Regional Board of Directors shall be composed of designated representatives from the duly formed chapters within the region. The representatives to the Regional Board of Directors shall be known as Delegates.

### Section 2 – Regional Boundaries

A chapter located in one Region may affiliate with another Region if this action is approved first by both involved Regional Boards of Directors and then by approval of the USLA Board of Directors.

Any change in the specific geographical regional boundaries must be approved by each of the affected Regional Board of Directors and the National Board of Directors before a change in boundaries as listed in Section 2 of this Article will be recognized by the USLA.

#### A. New England Region

The specific boundaries of the New England Region shall include the states of: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

#### B. Mid-Atlantic Region

The specific boundaries of the Mid-Atlantic Region shall include the states of: Delaware, Maryland, New Jersey, New York, Pennsylvania, Virginia, Washington, D.C. and West Virginia.

#### C. South Atlantic Region

The specific boundaries of the South Atlantic Region shall include the Florida counties of Duval and Nassau and the states of Georgia, North Carolina, South Carolina and Tennessee.  
(Amended October 27, 2012)

#### D. Southeast Region

The specific boundaries of the Southeast Region shall include the territories of Puerto Rico and the U.S. Virgin Islands and the states of Alabama and Florida, except for the Florida counties of Duval and Nassau. (Amended October 27, 2012)

#### E. Gulf Coast Region

The specific boundaries of the Gulf Coast Region shall include the states of: Arkansas, Louisiana, Mississippi, Oklahoma and Texas.

#### F. Southwest Region

The specific boundaries of the Southwest Region shall include the states of: Arizona, New Mexico, and California from and including Santa Cruz, San Benito, Inyo, Fresno and all other California counties south.

#### G. Pacific Islands Region

The specific boundaries of the Pacific Islands Region shall include: American Samoa, Guam, Hawaii, the Northern Mariana Islands and any other American held territory within the Pacific Ocean boundary.



#### H. Northwest Region

The specific boundaries of the Northwest Region shall include the states of: Alaska, Colorado, Idaho, Montana, Nevada, Oregon, Utah, Washington, Wyoming, and California north of Santa Cruz, San Benito, Inyo and Fresno counties.

#### I. Great Lakes Region

The specific boundaries of the Great Lakes Region shall include: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.

### **Section 3 – Regional Duties and Powers**

Regions shall at all times act in conformance with the USLA Bylaws, Policies and Procedures and decisions of the Board of Directors. All regional duties, powers, business and affairs shall be controlled, exercised and conducted by a Regional Board of Directors. The Regional Board of Directors shall act under the authority of Regional Bylaws, regulations and decisions of the Regional Board of Directors. In the event of an inconsistency or contradiction between Regional Bylaws and the Bylaws of the USLA, the Bylaws of the USLA shall preempt Regional Bylaws.

### **Section 4 – Regional Delegates**

Each chapter in a Region shall be entitled to a number of delegates as determined by the Regional Board of Directors. Any Professional, Life or Alumni Member in good standing from duly formed Chapters within a Region may serve as a delegate or officer to a Board of Directors. Each delegate shall be entitled to one (1) vote on matters before the Regional Board of Directors. Regional Bylaws, policies and procedures and decisions by the Regional Board of Directors shall establish conditions and procedures for Regional Board of Directors elections, vacancies, terms of office and resignations. (Amended April 27, 2019)

### **Section 5 – Regional Officers**

#### A. Designation of Officers

The Officers of the Regional Board of Directors shall be, but shall not limited to, President, Secretary and Treasurer.

#### B. Authority of Regional Officers

The Regional Officers shall have the authority to act on behalf of the Regional Board of Directors between general meetings of the Regional Board of Directors and in a manner consistent with existing Bylaws and policies and procedures of the Regional Board of Directors.

#### C. Compensation

Elected and/or appointed officers and advisors of the Regional Board of Directors shall receive no compensation. An elected or appointed officer or advisor may be reimbursed by the Regional Board of Directors for actual expenses incurred while representing and performing the work of the Regional Board of Directors.

### **Section 6 – Suspension, Expulsion or Termination of a Regional Board of Directors Delegate**

#### A. Reasons for Suspension, Expulsion or Termination

The Regional Board of Directors shall have the power by a vote of three-fourths (3/4) majority of delegates eligible to vote to suspend, expel or terminate the membership of a Delegate to the Regional Board of Directors for one or more of the following reasons:



- (1) Conduct that, in the opinion of the Regional Board of Directors, disturbs the order, dignity, business or harmony of the Association; or,
- (2) Conduct that harms the good name, popularity and prosperity of the Association; or,
- (3) Conduct that endangers the welfare, interests or character of the Association; or,
- (4) Conduct in violation of the Bylaws and/or the policies and procedures of the Regional Board of Directors.

**B. Action by Regional Board of Directors to Suspend, Expel or Terminate**

Such action to suspend, expel or terminate may be addressed at a meeting of the Regional Board of Directors upon the initiative of any delegate. The Regional Board of Directors may act with respect to the complaint of conduct only after the charged party has been:

- (1) Notified, in writing, at least thirty (30) days in advance of the charges and proposed action; and,
- (2) Given the date and time of the hearing; and,
- (3) Provided an opportunity to appear in person or through a representative before the Regional Board of Directors.

**Section 7 – Regional Executive Director**

An Executive Director and/or other professional staff may be employed by the Regional Board of Directors to administer the affairs of the Regional Board of Directors.



## Article VIII – National Board of Directors

### Section 1 – Definition

The USLA Board of Directors shall be comprised of representatives from each Region. Each representative to the Board of Directors shall be known as a Director.

### Section 2 – Duties and Powers

- A. The duties, business and affairs of the Association shall be exercised, conducted and controlled by the Board of Directors.
- B. The Board of Directors, except as otherwise provided in the Bylaws, may authorize any agent to enter into any contract or to execute any instrument in the name of and on behalf of the Association. Such authority may be general or restricted to specific instances. Unless so authorized by the Board of Directors, no person shall have the power or authority to bind the Association or its representatives to any contract or agreement or to pledge credit or to render the Association or its representatives liable for any purpose or to any monetary amount.

### Section 3 – Nomination and Election to the Board of Directors

#### A. Qualifications of a Director

The privilege of being a Director, holding office and voting shall be granted to each Professional, Life and Alumni Member in good standing.

#### B. Member/Director Ratio

Each Region shall be entitled to a minimum of one (1) Director to serve on the USLA Board of Directors. This Director shall be the Regional President or the Region's designee selected from the Regional Board of Directors. Should a Region be eligible for more than one Director, the selection of the remaining Directors from that Region shall be determined by the Region. The following Member/Director Ratios shall apply:

02 – 25	Members in good standing	1 Director
26 – 100	Members in good standing	2 Directors
101 – 200	Members in good standing	3 Directors
201 – 400	Members in good standing	4 Directors
401 – 600	Members in good standing	5 Directors
601 – 800	Members in good standing	6 Directors
801 – 1,000	Members in good standing	7 Directors
1,001 or more	Members in good standing	8 Directors (Amended April 27, 2019)

#### C. Director(s) Designation

The Regional Board of Directors shall provide the names of its representative Director(s), in writing, to the USLA Secretary, which names may change at any time as determined by the Regional Executive Board.

#### D. Voting Privilege of a Director

Each Director to the USLA Board of Directors shall be entitled to one vote.

A Director shall give notice to the Regional Board of Directors and National Board of Directors of the Director's intent to resign from the USLA Board of Directors and the date of the resignation. The Regional Board of Directors shall have the power to fill the vacancy of a resigned Director on the date when the resignation becomes effective. The Director selected as a replacement shall hold office for the remainder of the resigning Director's term.



## Section 4 – Officers of the United States Lifesaving Association

### A. USLA Executive Board

The Executive Board of the USLA Board of Directors shall be comprised of the USLA President, Vice President, Secretary, Treasurer, Executive Delegate, Past President/Advisor, and Liaison Officer.

### B. Executive Committee

#### (1) Membership

In order to provide for important and necessary regional representation on all matters that pertain to the business, actions and practices of the Association, an Executive Committee shall be established. The Executive Committee shall be comprised of the USLA Executive Board as defined under Section 4 (A) of this article and the USLA Regional Presidents or their appointed designees.

#### (2) Authority of the Executive Committee

The Executive Committee shall have the authority to act on behalf of the USLA Board of Directors between Board of Director's meetings.

This authority shall exclude the power:

- a) To adopt or amend the USLA or Regional Bylaws; or,
- b) To modify or expunge specific actions of the Board of Directors; or,
- c) To undertake any other action that has been denied the Executive Committee by the Board of Directors.

The Executive Committee shall secure Errors and Omissions/Fiduciary Liability coverage for the USLA Treasurer and any other USLA officer as deemed necessary and appropriate. (Amended November 7, 2009)

#### (3) Voting Privileges

Each member of the Executive Committee shall be entitled to one vote and have equal voting privileges on issues before the Committee.

#### (4) Executive Session

When in the best interests of the USLA any member of the Executive Committee or their designated representative, with agreement by the majority of the Executive Committee, may hold discussions in executive session on matters of immediate interest and importance. Executive session discussions shall be reported to the Board of Directors as soon as possible or as soon as such reporting can be accomplished without negatively impacting the best interests of the USLA. Only members of the Executive Committee or their designated representatives may attend executive session.

### C. Election of Officers

- (1) The USLA President, Vice President, Secretary, Treasurer and Executive Delegate shall be elected by a ballot of the USLA Board of Directors every second year in odd numbered years.
- (2) At the Spring Meeting, the Secretary shall begin to solicit nominations for an interest in nationally elected and appointed officers. The Secretary shall notify the Regional Boards of Directors of any nominations received no later than seven days prior to the Fall Board of Directors Meeting. Any delegates may make nominations from the floor at the time of the election. (Amended April 25, 2015)
- (3) Election shall be by secret ballot of each individual director and a simple majority vote will elect. All votes by proxy must meet the requirements of Article IX, Section 4.
- (4) The Past President/Advisor position shall be filled by the immediate predecessor to the current President if the immediate Past President elects to serve. If the immediate Past



President is unable or unwilling to serve, an Advisor shall be appointed by the President elect and confirmed by a simple majority vote of the USLA Board of Directors.

- (5) The Liaison Officer shall be appointed by the President elect and confirmed by the Board of Directors. A majority vote is required to confirm the appointment.

#### D. Appointment of the Legal Advisor, and Medical Advisor

The Legal Advisor and Medical Advisor shall be appointed by the President and confirmed by the Board of Directors. A majority vote is required to confirm the appointment.

#### E. Terms

- (1) The term of office for the President, Vice President, Secretary, Treasurer Executive Delegate, and Liaison Officer shall be for two years with no limit on the number of terms effective January 15<sup>th</sup> following the elections. (Amended November 5, 2016)
- (2) The term of office for the Past President/Advisor shall be two years. If the President is reelected for successive terms the President elect may choose to retain the Past President/Advisor or appoint a director to fulfill the Past President/Advisor's responsibilities. Said appointment must be confirmed by a simple majority of the Board of Directors.
- (3) The term of service for the Legal Advisor and Medical Advisor shall correspond with the term of office of the President with continuing approval of the Board of Directors.
- (4) A vacancy in office of an officer shall be filled by the Executive Committee until the next meeting of the Board of Directors at which time an election will be held for the balance of the term.
- (5) A vacancy in an appointed position of the Executive Board shall again be appointed and confirmed at the next Board of Directors meeting. (Amended November 8, 2014)

#### F. Quorum

A majority of the Executive Committee members shall constitute a quorum for the transaction of business.

#### G. Duties of the Officers

- (1) President – The President shall be the Chief Executive Officer of the Association and shall:
  - a) Preside at all meetings of the Members, Board of Directors and Executive Committee.
  - b) Have general charge of the business of the Association and execute, in the name of the USLA, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors. (Amended April 27, 2019)
  - c) Subject to the approval of the Board of Directors, appoint such standing or special committees and subcommittees as outlined in Article XI, Sections 2 and 3.
  - d) Prepare the official annual report to the Board of Directors on the activities and affairs of the USLA.
  - e) Prepare a written report on the state of the Association including all duties and activities of the President for each meeting of the Board of Directors.
  - f) Be the Second Delegate to the International Lifesaving Federation (ILS) unless otherwise determined by the Board of Directors.
  - g) Have such other powers and perform such other duties as may be prescribed by the Board of Directors.
- (2) Vice President
  - a) The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President.
  - b) The Vice President shall also have such other powers and shall perform such other duties as may be prescribed by the Board of Directors.
  - c) Prepare a written report including all duties and activities of the Vice President for each meeting of the Board of Directors.





(3) Secretary

- a) The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, Executive Committee and meetings of the Members; shall keep the seal of the Association (corporation) and affix same to such papers and instruments as may be required in the regular course of business; shall make and serve notices as may be necessary; shall retain a membership roll; shall distribute the minutes of the Board of Directors, Executive Committee and meetings of Members within thirty (30) days; shall maintain an updated copy of the Bylaws and Policies and Procedures; shall determine a quorum and the number of votes needed to pass on any item; shall verify Directors in good standing and perform all other duties incidental to the office of the Secretary.
- b) In the case of absence or disability of the Secretary, or refusal or neglect to act, notices may be given and served by the President or the Vice President, or by any other person authorized by the President, Vice President or Board of Directors.
- c) The Secretary shall have such other powers and duties as may be prescribed by the Board of Directors.

(4) Treasurer

- a) The Treasurer shall receive and safely keep all funds of the Association and deposit same in checking accounts and financial institutions authorized by the Board of Directors in accordance with the Policies and Procedures. USLA funds shall be disbursed only in accordance with the provisions of the Bylaws and the rules established by the Board of Directors on checks of the Association, signed as directed by the Board of Directors. (Amended November 14, 2015)
- b) The Treasurer shall control the keeping of the books and accounts of the Association and shall be responsible for the preparation of complete financial statements of the USLA. The financial statements shall consist of a balance sheet, income statement and other financial statements as may be required of this Association and shall be prepared annually or as otherwise directed by the Board of Directors. A record and accurate account of all receipts and disbursements shall be compiled by the Treasurer. All financial records shall be maintained on a calendar year January 1 to December 31. (Amended April 24, 2008)
- c) The Treasurer shall prepare a written financial status report for each meeting of the Board of Directors.
- d) The Treasurer shall cause the receipts and disbursements of the Association to be audited annually by a recognized firm of Certified Public Accountants authorized by the Executive Committee. A full written financial report shall be made annually at the spring meeting of the Board of Directors.

(5) Executive Delegate

- a) The Executive Delegate shall investigate and attempt to resolve those issues that arise during the daily operations of the USLA.
- b) The executive Delegate shall prepare a written report including all duties and activities for each meeting of the Board of Directors.

(6) Past President/Advisor

- a) The Past President/Advisor shall advise and assist the President in the administration of the Association.
- b) The Past President/Advisor shall coordinate the activities of all committees as may be determined by the President.
- c) The Past President/Advisor shall prepare a written report including all duties and activities for each meeting of the Board of Directors.



- (7) Liaison Officer
  - a) The Liaison Officer shall maintain liaison and interface with all national and international organizations and shall be responsible for maintaining open lines of communication between the USLA and other national and international organizations.
  - b) The Liaison Officer shall coordinate all exchanges between agencies.
  - c) The Liaison Officer shall be the First Delegate to the International Lifesaving Federation unless otherwise determined by the Board of Directors.
  - d) The Liaison Officer shall prepare a written report for each meeting of the Board of Directors.

#### H. Compensation

The Board of Directors and Executive Committee shall receive no compensation beyond the actual expenses incurred while representing and performing the work of the USLA.

### **Section 5 – Suspension, Expulsion or Termination of Director(s)**

#### A. Power to Suspend, Expel or Terminate

The Board of Directors shall have the power by three-fourths (3/4) of those Directors eligible to vote to suspend, expel or terminate any member of the Board of Directors for one or more of the following reasons:

- (1) Conduct that, in the opinion of the Board of Directors, disturbs the order, dignity, business or harmony of the Association; or,
- (2) Conduct that harms the good name, popularity and prosperity of the Association; or,
- (3) Conduct that endangers the welfare, interests or character of the Association; or,
- (4) Conduct in violation of the Bylaws and/or the Policies and Procedures of the Board of Directors. (Amended May 1, 2010)

#### B. Action by Board of Directors to Suspend, Expel or Terminate

Such action to suspend, expel or terminate may be addressed at a meeting of the Board of Directors upon the initiative of any Director. The Board of Directors may act with respect to the complaint of conduct only after the charged Director has been (1) notified, in writing, at least thirty (30) days in advance of the charges and proposed action, (2) given the date and time of the hearing, and (3) provided an opportunity to appear in person or through a representative before the Board of Directors.

### **Section 6 – Suspension, Expulsion or Termination of USLA Member(s)**

#### A. Power to Suspend, Expel or Terminate

The Board of Directors shall have the power by three-fourths (3/4) of those Directors eligible to vote to suspend, expel or terminate any member(s) of the United States Lifesaving Association for one or more of the reasons defined in Section 5-A of this Article. (Amended May 1, 2010)

#### B. Action by Board of Directors to Suspend, Expel or Terminate

Such action to suspend, expel or terminate may be addressed at a meeting of the Board of Directors upon the initiative of any Director. The Board of Directors may act with respect to the complaint of conduct only after the charged member(s) has been: (1) notified, in writing, at least thirty (30) days in advance of the charges and proposed action, (2) given the date and time of the hearing, and (3) provided an opportunity to appear in person or through a representative before the Board of Directors.



### **Section 7 – Executive Director**

An Executive Director may be employed by the Board of Directors to administer the affairs of the USLA. Such Executive Director shall act at the direction of the Executive Committee under the supervision of the President. (Amended November 7, 2009)

### **Section 8 – Indemnification of Directors and Officers**

To the extent that a person who is, or was, a director or officer of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, a director or officer of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law. (Amended November 7, 2009)

### **Section 9 – Insurance for Corporate Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law. (Amended November 7, 2009)



## **Article IX – Meetings of the Board of Directors**

### **Section 1 – Meetings**

#### **A. Semi-annual Meetings**

The Board of Directors shall meet twice annually in the months of April and November on the dates, times and places established by the Board of Directors. The months of the annual meetings may be changed by a three-fourths (3/4) majority vote of the Board of Directors. Board of Directors meetings shall not be conducted in conjunction with any competitions conducted by the Association. All members of the USLA who are members in good standing may attend meetings of the Board of Directors.

#### **B. Meeting Place**

The location of the Board of Directors meetings shall rotate on a geographic basis as determined by the Board of Directors with approval of the Regional Board of Directors in which the meeting is to be held.

### **Section 2 – Notice of Meetings**

Notice of meetings of the Board of Directors shall be given in writing to each Regional Board of Directors. Such notice shall be given by the USLA Secretary to each Regional President and/or Secretary at least ninety (90) days prior to the dates of the meeting. Such notice shall state the dates, times and place of the meeting.

### **Section 3 – Quorum and Voting Requirements**

At any Board of Directors meeting a simple majority of Directors shall constitute a quorum to transact business and a majority of those votes shall be sufficient to approve any item of business except in matters where a greater than simple majority vote is prescribed in the Bylaws. When the majority stipulated in the Bylaws calls for more than a simple majority, the required number of majority of votes (e.g. 3/4 majority) necessary to approve any item of business shall be determined by the number of Directors in attendance and proxies being exercised.

The Secretary will announce prior to the meeting the number of Directors that constitute a quorum.

Each Director must be duly registered for the current meeting to be eligible to vote on matters before the Board of Directors.

### **Section 4 – Proxies**

All proxies must be in writing executed by the Directors themselves or by their duly authorized representatives and must be filed with the USLA Secretary. A filed proxy remains in effect unless changed by the Region. Proxies may be exercised only by persons who are members of the same region. No member may exercise more than one personal vote and one proxy.

### **Section 5 – Presiding Officer**

The President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a Chairperson elected by the Board of Directors shall call the meeting of the Board of Directors to order and shall act as the presiding officer.

### **Section 6 – Secretary**

The Secretary shall act as secretary of all meetings of the Board of Directors and the Executive Committee. In the absence of the Secretary, the presiding officer shall appoint a person to act as secretary.



## **Article X – Parliamentary Authority**

The most current edition of Robert’s Rules of Order shall govern all meetings of the Regional Board of Directors and the USLA Board of Directors in the conduct of their business unless otherwise modified by these Bylaws.



## **Article XI – Committees**

### **Section 1 – Appointment**

The President, subject to the approval of the Board of Directors, shall appoint such standing and special committees, as may be necessary to carry out the goals and objectives of the USLA. The Committees shall include members from all geographic regions, where applicable.

### **Section 2 Removal of Committee Chair or Members**

The President may remove a committee chair or member at any time, subject to the approval of the Executive Committee. (Amended October 27, 2012)

### **Section 3 – Standing Committees**

Standing Committees shall include one voting member from each region, unless the region chooses not to be represented, and a non-voting chairperson or persons. Standing Committees shall be listed in Policies and Procedures. No Standing Committee shall be chaired by the USLA President, Vice President or Secretary. (Amended April 26, 2014)

### **Section 4 – Working Group Committees**

Working Group Committees may be listed in the Policies and Procedures.

Additional committees and professional advisory boards may be created by the President or Executive Committee with the approval of the Board of Directors.

No Working Group Committee shall be chaired by the USLA President, Vice President or Secretary. (Amended April 26, 2014)



## **Article XII – Special Meetings**

### **Section 1 – Special Meetings**

Special meetings of the Executive Committee may be called at any time for any purpose by:

- A. Any Executive Committee member with the approval of a simple majority of the Executive Committee; or,
- B. Any member of the Board of Directors with the approval of a simple majority of the Board of Directors; or,
- C. Consensus of any ten (10) Directors who represent three (3) or more geographic regions.

A notice of the meeting shall state each item of business to be discussed.

### **Section 2 – Presiding Officer**

The President or, in the absence of the President, the Vice President or, in the absence of both the President and Vice President, a Chairperson elected by the Executive Committee shall call the special meeting to order and shall act as the presiding officer.

### **Section 3 – Secretary**

The Secretary shall act as secretary of all special meetings. In the absence of the Secretary, the presiding officer shall appoint a person to act as secretary.



## **Article XIII – Dues**

### **Section 1 – Establishment of Dues**

The Board of Directors shall have the power to set annual dues for each member.

### **Section 2 – Dues Collection and Distribution**

Chapters in good standing may collect membership dues from eligible persons in an amount not less than the amount set by the USLA Board of Directors.

Qualified Members of Chapters in good standing shall be Members of USLA.

Chapters and Regions shall expeditiously send all dues collected for USLA membership to the person designated by the Executive Committee to receive such funds.

### **Section 3 – Membership Duration**

[Removed from the Bylaws and placed in the Policies and Procedures] (November 3, 2011)

### **Section 4 – Reinstatement**

The payment of delinquent dues does not make a member eligible for awards of achievement earned during the non-eligible period





#### **Article XIV – Official Seal**

The Board of Directors shall provide a suitable seal for the Association that shall contain the inscription UNITED STATES LIFESAVING ASSOCIATION.



### **Article XV – Records and Reports**

The Board of Directors shall ensure that all records, documents and the original copy of these Bylaws amended or otherwise altered to date of the Association be open to inspection by all Members of the Association at all reasonable times. It shall be the responsibility of the Secretary to act as custodian for these records and to ensure the execution of the requirements of this Article.



## **Article XVI – Compilation Report and Bonding**

### **Section 1 – Annual Compilation Report**

There shall be an annual compilation report of all financial records of the Association conducted by an independent Certified Public Accountant based on the fiscal year.

### **Section 2 – Bonding**

Any person delegated the authority to expend and/or manage funds or approve a transfer of property on behalf of the USLA shall, at the expense of the USLA, be bonded to limits which the Board of Directors shall prescribe. (Amended November 7, 2009)



## **Article XVII – Amendments**

### **Section 1 – Proposed Amendments**

Amendments to the Bylaws may be proposed by any member of the Board of Directors or any elected or appointed USLA officer at any meeting of the Board of Directors.

Amendments must be proposed in writing and made available to all members of the Executive Committee.

The Secretary shall announce the receipt of the proposed amendment(s) during the New Business section of the agenda of a Board of Directors meeting.

The proposed amendment(s) shall not be voted upon until the next regularly scheduled meeting of the Board of Directors.

### **Section 2 – Adopting Amendments**

Subsequent to the submission of the proposed amendment(s), but, prior to any action on the proposal by the Board of Directors, the Legal Advisor may submit an impartial appraisal. The proposed amendment(s), in final form, shall not be voted upon until the next regularly scheduled Board of Directors meeting.

Any changes to the final form of the proposed amendment(s) at the Board of Directors meeting wherein the vote was to be taken will result in a further delay of the vote until the next regularly scheduled Board of Directors meeting.

A two-thirds (2/3) majority vote of the Directors and proxies, if any, is required to adopt the proposed Bylaw amendment(s).

### **Section 3 – Notice of Bylaw Change**

Following an amendment(s) of a Bylaw the Secretary shall, within sixty (60) days, make appropriate modifications to the Bylaws, provide notice of the Bylaw change(s) to each Regional President and arrange for the newly revised Bylaws to be published on the USLA website.

