

## CORPORATE BYLAWS OF USA SWIMMING

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## CORPORATE BYLAWS OF USA SWIMMING

Please note that these Bylaws are subject to change at any time by the Board of Directors. The most current version can be found on the USA Swimming website.

Last Updated: ~~November 20, 2020~~May 7, 2021

### ARTICLE 1 PREAMBLE

**1.1 DESCRIPTION OF ORGANIZATION** — USA Swimming, Inc., a Colorado corporation, is the National Governing Body for swimming in the United States, and is referred to herein as USA Swimming. USA Swimming is responsible for the conduct and administration of swimming in the United States, and is affiliated with the Federation Internationale de Natation (FINA), the international federation for aquatics, through United States Aquatic Sports, Inc. (USAS). As a member National Governing Body (NGB) of the United States Olympic & Paralympic Committee (USOPC), USA Swimming shall submit to binding arbitration conducted in accordance with the Commercial Rules of the American Arbitration Association in any controversy involving its recognition as a National Governing Body or involving the opportunity of any athlete, coach, trainer, manager, administrator or official to participate in international competition, as provided for in the Ted Stevens Olympic & Amateur Sports Act.

**1.2 OPEN MEETINGS** — All meetings of USA Swimming, its LSCs, divisions and committees, shall be open to all members of USA Swimming, except in those situations where by majority vote of the meeting body it would be in the best interests of USA Swimming to hold closed session (e.g., those relating to personnel or legal matters).

**1.3 ELIGIBILITY** — No conditions or restrictions to eligibility for participation in open competitive events may be imposed unless otherwise set forth in these Bylaws or the USA Swimming Rules and Regulations. It is the intent and purpose of USA Swimming to provide an equal opportunity to eligible athletes, coaches, trainers, managers, administrators, and officials to participate in athletic competition within its jurisdiction, without discrimination on the basis of race, color, religion, age, gender, disability, or national origin.

1.4 **ROBERT'S RULES OF ORDER** — At meetings of the USA Swimming House of Delegates, the current version of Robert's Rules of Order shall be the governing rules, unless suspended by the House of Delegates. At all other meetings of USA Swimming and any of its constituent bodies, boards, committees or other entities, the current version of Robert's Rules of Order may be used, where appropriate, at the discretion of the meeting chair.

## ARTICLE 2 MEMBERSHIP

2.1 **REQUIREMENTS OF MEMBERSHIP** — All members of the House of Delegates, Board of Directors, and any committee, sub-committee, or division of USA Swimming, appointed or elected, must hold an individual membership pursuant to the provisions of this Article, unless otherwise specified by the Board of Directors. Any person with password access to the USA Swimming database must hold an individual non-athlete membership.

2.2 **CLASSES OF MEMBERSHIP** — The Corporation shall have no voting members, as defined in the Colorado Revised Nonprofit Corporation Act. However, the membership of USA Swimming shall consist of the following two classes of nonvoting members, whose rights and privileges are as set forth in these Bylaws: group members, including clubs, seasonal clubs and other organizations interested in competitive swimming; and individual members, including athletes and non-athletes.

### 2.3 GROUP MEMBERSHIP

#### .1 Club Membership

- A Club membership is for a calendar year. A club applying for membership on or after September 1 will receive membership valid through December 31 of the following year.
- B An LSC may provide for a seasonal club membership for the period established by the LSC pursuant to these Bylaws. Seasonal clubs may not compete at or above the Zone Championship level.
- C An LSC shall not impose requirements for club membership in addition to those set forth in these Bylaws.

#### .2 Organizational Membership

- A The Board of Directors may establish classes of organizational membership.
- B Any organization which is interested in competitive swimming, on either the national, state, or local level, may join USA Swimming.

### 2.4 INDIVIDUAL MEMBERSHIP

.1 Any individual may join USA Swimming as a member.

.2 Athlete membership consists of five categories:

- A **Premium** (LSCs are required to offer this membership) – Membership is for a calendar year.
- B **Flex** (offered at option of LSC)– Flex memberships may be offered for the same period of time as a Premium Membership. Flex membership is for athletes 18 and under.
- C **Outreach** (LSCs are required to offer this membership) – Premium membership with specially reduced fees. Each LSC House of Delegates shall determine how athletes qualify for outreach membership.
- D **Seasonal** (offered at option of LSC) – Membership may be offered for one or two periods of not more than 150 days per period with a registration year. Seasonal membership may also be offered for an unspecified but continuous period of not more than 150 days commencing on the date of registration. Seasonal membership is not valid for competition at or above the Zone Championship level.

For 2020, Seasonal memberships (Season 1, Season 2, and Individual Season) that expired on or after March 16, 2020 may be extended to August 30, 2020. LSCs registering or renewing any seasonal memberships may set the athlete's expiration date to no earlier than August 30, 2020, but no later than December 31, 2020, as long as the membership does not exceed 150 days after USA Swimming lifts the national moratorium on meet sanctions.

- F **Single Meet Open Water** (offered at option of LSC) – Membership may be offered for the specific date(s) of an open water competition(s). The swimmer must compete unattached. Single-meet membership is not valid for competition at or above the Zone Championship meet.
- .3 Athlete members who register with an LSC and USA Swimming are eligible for sanctioned swimming competition. Flex members are eligible to compete in only two sanctioned competitions per registration year. Flex members may not compete at or above the LSC Championship level. An athlete member shall not be registered in more than one LSC simultaneously.
- .4 Flex members who transition to the Premium athlete membership category within the same calendar year, will be able to credit the Flex athlete membership cost to the Premium athlete membership cost by paying the difference between the cost of the Flex membership and the Premium membership.

- 5 Non-athlete membership consists of two classes: individual and life. Individual non-athlete members are designated as Coaches, Junior Coaches, Officials or Other.
- 6 Each class of membership (except life membership, seasonal membership and single-meet open water membership) is for a calendar year period. Individuals applying for calendar year membership on or after September 1 will receive membership valid through December 31 of the following year.  
For 2020, individuals applying for calendar year membership on or after June 1 will receive membership valid through December 31, 2021,
- 7 An LSC shall not impose requirements for Individual Membership in addition to those set forth in Article 2, except an LSC may require that persons other than Life Members who register as unattached members must reside within the LSC's geographical boundaries. An LSC may require proof of birth date prior to competition in age-classified events.

**2.5 CONDITIONS OF MEMBERSHIP** — As a condition of membership in any category, an individual agrees to submit to the jurisdiction of USA Swimming with respect to any violation of the Rules or Code of Conduct of USA Swimming that occurs during a period when that individual was a member or participating in the affairs of USA Swimming, and further agrees that USA Swimming retains jurisdiction over such violations and individual even if such individual ceases to be a member of USA Swimming.

## **2.6 PRIVILEGES AND RESPONSIBILITIES OF MEMBERSHIP**

- 1 A Coach member of USA Swimming must be at least eighteen (18) years of age. Junior Coach members must be age sixteen (16) or seventeen (17).
- 2 All non-athlete members of USA Swimming must have satisfactorily completed criminal background checks as required by USA Swimming. The criminal background check requirement is waived for Junior Coach members.
- 3 All adult members of USA Swimming, including athletes and junior coach members must have satisfactorily completed athlete protection education as required by the U.S. Center for SafeSport.
- 4 All clubs, including seasonal clubs, shall ensure that all athletes and coaches participating in practices and USA Swimming sanctioned competition are members of USA Swimming.
- 5 All referees, starters, administrative officials, chief judges, and stroke and turn judges must be non-athlete members of USA Swimming.
- 6 Employees and ~~individuals serving on the board of directors~~ ~~volunteers~~ of USA Swimming, Zones, LSCs and member clubs, ~~volunteers of USA Swimming, Zones, LSCs and member clubs~~ who interact directly and frequently with ~~or have authority over~~ athletes as a regular part of their duties and individuals with any ownership interest in a member club ~~or serving on the board of directors of a member club~~ must be non-athlete members of USA Swimming. This does not apply to volunteers such as timers, marshals, computer operators, etc., who only have limited contact with athletes during a meet; however, any individual who is banned, currently suspended or ineligible for membership is prohibited from serving as a timer, marshal, or computer operator, or otherwise being on deck at any time in connection with a USA Swimming activity.
- 7 Anyone who coaches swimmers at a USA Swimming practice or competition, must be a Coach member or Junior Coach member of USA Swimming and must have satisfactorily completed safety training, criminal background checks and other coaches' education as required by USA Swimming. Junior Coach members are not required to complete a criminal background check but are subject to pre-employment screening.
- 8 Junior Coach members must always be under the direct visual supervision of a registered Coach member.
- 9 Only members of USA Swimming are eligible to receive credentials at National Championships.
- 10 All clubs which register for the first time as a year-round club member shall comply with the New Club Membership Requirements established by USA Swimming.
- 11 All clubs are required to comply with USA Swimming Pre-Employment Screening Procedures for New Employees for all new employees who are required to be members under these Bylaws and under 305.5 of the USA Swimming Rules and Regulations.
- 12 All clubs must have either (i) at least one member coach and a board of directors or other governing board; or (ii) at least two member coaches.

## **2.7 FEES**

- 1 The annual fee for each class of membership is composed of the following elements:
  - A A national fee established by the Board of Directors, except that changes to fees for Club membership (including seasonal) and the Individual categories of non-athlete (Coach, Official, and Other), premium, seasonal, outreach and single meet open water must be approved by the House of Delegates; and
  - B A local fee established by the LSC. The local fee for the Outreach Membership may not exceed \$2 and the local fee for the Flex Membership may not exceed \$10.
- 2 An LSC may charge a fee for transfers.

**2.8 DELINQUENT DUES AND FEES** — If any member or the legal representative of any member has secured a court judgment against any other member for non-payment of financial obligations due such member in the normal and usual course of activities or business associated with

membership in and of swimming, that member's membership rights may be suspended only after a hearing before the National Board of Review until the judgment is satisfied.

**2.9 TERMINATION OF MEMBERSHIP** — Membership in USA Swimming may be terminated according to the process set forth in Part Four of the USA Swimming Rules and Regulations.

## **ARTICLE 3 CORPORATE OFFICERS**

### **3.1 CORPORATE OFFICERS**

- .1 The President & CEO is the chief executive officer of USA Swimming. The President & CEO shall have all the duties incident to that office; those specifically assigned by the Board of Directors; and those specified in the USA Swimming Policy Manual. The President & CEO shall serve at the pleasure of the Board of Directors. For international purposes, the President & CEO shall be recognized as the Secretary General of USA Swimming. The President & CEO serves as an ex-officio, non-voting member of the Board of Directors.
- .2 The Vice President & COO is the chief operating officer of USA Swimming. The Vice President & COO shall have all the duties incident to that office; those specifically assigned by the President & CEO; and shall perform the duties of and have the authority and exercise the power of the President & CEO when the President & CEO is absent or incapacitated. The Vice President & COO shall serve at the pleasure of the President & CEO.
- .3 The Treasurer & CFO is the chief financial officer of USA Swimming. The Treasurer & CFO shall have all the duties incident to that office; those specifically assigned by the President & CEO; those specified in the USA Swimming Policy Manual or specifically set forth in these Bylaws. The Treasurer & CFO shall serve at the pleasure of the President & CEO.
- .4 The Secretary & General Counsel is the chief legal officer of USA Swimming. The Secretary & General Counsel shall have all the duties incident to that office; those specifically assigned by the President & CEO; and, in addition, shall be responsible for the legal affairs of USA Swimming under the direction of the Board of Directors and the President & CEO. The Secretary & General Counsel shall serve at the pleasure of the President & CEO. The Secretary & General Counsel serves as an ex-officio, non-voting member of the Board of Directors.

## **ARTICLE 4 BOARD OF DIRECTORS**

**4.1 GENERAL MEMBERSHIP** — The Board of Directors shall have fifteen (15) voting members. The President/CEO and Secretary/General Counsel shall be ex-officio members with no vote.

**4.2 VOTING BOARD MEMBERS** shall be as listed herein; a minimum of one individual from each zone's geographic area shall be maintained among the members who are elected by the House of Delegates; a minimum of three coaches shall be maintained, inclusive of the Chair of the National Team Steering Committee.

- .1 The Immediate Past Board Chair shall be a voting member.
- .2 The Chair of the National Team Steering Committee shall be a voting member.
- .3 Three "athlete representatives" (as defined in the then-current USOPC Bylaws) directly elected by athletes who meet the same standards as an "athlete representative" shall be voting members.
- .4 Nine individuals elected by the House of Delegates in accordance with 6.3 (Elections) shall be at-large voting members, at least two of whom shall be semi-independent (i.e., prior to election on the Board, have not been members of a House of Delegates at the national level, but who at present or in the past, have/had an obvious connection to swimming as swimmers, parents of a swimmer, coaches, officials, etc.).
- .5 One individual directly representing the interests of all organizations that are members of USA Swimming pursuant to 2.3 and which conduct a national program or regular national athletic competition on a level of proficiency appropriate for the selection of swimmers to represent the United States in international swimming competition ("Allied Member Director") shall be a voting member. The Board of Directors shall determine whether an organization satisfies the criteria of this Article. If there is no Allied Member Director, there will be an additional individual elected by the House of Delegates in accordance with 6.3 (Elections), who shall be an at-large voting member.

**4.3 TERM OF OFFICE** — Elected Board members shall hold office for terms of four years or until their successors are elected. Their term of office shall commence at the close of the annual meeting of the House of Delegates at which they are elected. Terms shall be staggered such that approximately one-fourth (1/4) of the Board members are elected annually. Each Director is eligible to be nominated for two consecutive terms. A person so elected for successive terms is eligible for re-election to the Board of Directors after the lapse of two years. Terms of less than thirty (30) months served to fill a vacancy on the Board shall not be considered in the computation of time for this purpose.

**4.4 BOARD OFFICERS** — The Board of Directors shall elect its own officers from among its voting members in odd-numbered years, except the Immediate Past Board Chair, the National Team Steering Chair, and the Allied member shall not be eligible for election to an office. Commencing in 2019, the Board shall hold the election of its officers in odd-numbered years. The Board of Directors, by a sixty percent (60%) majority vote, may call for an election of a new officer before the relevant term has expired. [Note: In the transition, the Board Chair and Vice-Chairs were elected in 2018.]

- .1 **Board Chair** — USA Swimming shall have a Board Chair who shall preside at all meetings of the Board; see to it that the Board fulfills its duties as prescribed by law, the Articles of Incorporation, these Bylaws, and the Board's governing policies then in effect; be the official spokesperson of the Board of Directors; and perform such other duties as the Board may from time to time prescribe.
- .2 **Board Vice-Chair** — The Board Vice-Chair shall perform such duties as set forth in these Bylaws or as may be assigned by the Board of Directors and shall perform the duties of the Board Chair in the event of the Board Chair's absence, disability or refusal to act.
- .3 **Vice-Chair Fiscal Oversight** — The Vice-Chair Fiscal Oversight shall perform such duties as outlined in these Bylaws and Policy Manual, or as otherwise assigned by the Board of Directors.

#### **4.4 Terms of Board Officers**

- A Commencing in 2021, the term of the Board Chair shall be four (4) years. The Board Chair shall not serve more than one term as Board Chair. [Note: In the transition, the Board Chair elected in 2018 will serve a three-year term.]
- B The terms of the Board Vice-Chair and Vice-Chair Fiscal Oversight shall be two years. No member shall serve more than two consecutive terms as Vice-Chair Fiscal Oversight. [Note: In the transition, the Vice-Chair Fiscal Oversight elected in 2018 will serve a three-year term; the Vice-Chair will serve a one-year term.]
- C A person elected as Board Vice-Chair in the mid-term cycle of the Board Chair, shall be the Vice-Chair/Chair-Elect and assume the office of Board Chair after two years. [Note: In the transition, the person elected as Vice-Chair in 2019 will be the Chair-Elect and take over as Board Chair in 2021.]
- D Exception to the Term of Office as stipulated in 4.4.4 above shall be made for the Vice-Chair/Chair-Elect, the Board Chair, and the Immediate Past Board Chair, whose terms shall be automatically extended, i.e., without having to be re-elected to the Board by the House of Delegates for the duration necessary to fulfill the ascendancy of those three offices.
- E If a Board officer vacates his or her seat for any reason, the Board shall hold an election to elect another Board member to fill the remainder of the term of that office.

#### **4.5 REMOVAL AND RESIGNATION OF DIRECTORS**

1. Any Director of USA Swimming who has failed to attend to his or her official duties or responsibilities or has done so improperly, or who would be subject to penalty for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations, may be removed from office by the National Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations, in an action authorized by a two-thirds (2/3) vote of the entire voting membership of the Board of Directors. Any appeal of the decision of the National Board of Review shall be heard by the Board of Directors as a whole (not by a panel thereof) and any decision of the Board of Directors in favor of removal of a Director shall require a two-thirds (2/3) vote of the entire voting membership of the Board of Directors.
2. Absence from more than one of the five (5) regularly scheduled meetings in the Board's annual planning cycle will constitute that member's resignation from the Board. The annual planning cycle starts upon adjournment of the House of Delegates annual meeting. In case of extenuating circumstances, a Board member may request a waiver to this provision. Waivers may be granted by vote of the Board or at the discretion of the Board Chair. In the latter case, the Board Chair shall inform the Board of such waiver.

**4.6 VACANCIES** — If a vacancy occurs on the Board of Directors, and the unexpired term of such Director exceeds six (6) months, a successor shall be appointed to fill the unexpired term of the vacated office, as follows:

- .1 Board Members Elected by the House of Delegates – Any vacancy shall be filled by a majority vote of the remaining Board members.
- .2 Athlete Members – Any vacancy shall be filled by a majority vote of the Athletes Executive Committee.
- .3 Immediate Past Board Chair — Any vacancy shall be filled by the next most Immediate Past Board Chair.

**4.7 AUTHORITY/EMERGENCY POWER** — The USA Swimming Board of Directors shall have the authority to act for USA Swimming. The Board may amend the Corporate Bylaws as permitted under 10.1.1, but is not permitted to amend any section of the Rules and Regulations except as follows: The Board shall have the emergency power to adopt, revoke and amend any rule or regulation in the Rules and Regulations if the Board, with the advice and consent of the Operational Risk Committee, the Rules & Regulations Committee and legal counsel, shall determine that safety considerations so require. A technical rule which is also a FINA rule, may not be revoked or amended. An action taken under this emergency provision shall be effective until the next meeting of the House of Delegates. The Board Chair shall make a fully detailed report including findings of fact to the entire membership of the House of Delegates (as last certified) within thirty (30) days of the action taken.

#### **4.8 MEETINGS**

- .1 **Regular Meetings** — Meetings of the Board of Directors shall be held at any time or place, pursuant to resolution of the Board, or to a call signed by the Board Chair, or upon written request of one-third (1/3) of the members of the Board. Not less than thirty (30) days written notice of such meeting shall be given to each Director. Notice of any meeting may be waived in writing either before or after such meeting. Attendance by any Director not having received written notice shall be deemed a waiver of such notice unless at the beginning of the meeting or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.
- .2 **Special Meetings** — Special meetings of the Board of Directors may be held upon no less than 48 hours' notice. Actions taken during such special meetings shall be limited to those pertaining to issues cited in the meeting notice.
- .3 **Quorum** — The presence of a majority of the voting Directors shall constitute a quorum at any meeting of the Board of Directors. Proxy voting is not permitted.
- .4 **Minutes** — A summary of the proceedings of the meetings of the Board of Directors as approved by the Secretary/General Counsel and the Board Chair shall be posted on the USA Swimming website within one month of each meeting.

**4.9 ACTION WITHOUT A MEETING** — Action without a meeting may be taken by the Board of Directors if notice as described herein (the "Notice") is transmitted to each member of the Board of Directors, and each member of the Board of Directors by the time stated in the Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Notice shall state the action to be taken, the time by which a Director must respond, that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting, and any other matters the Corporation determines to include. Action is taken under 4.9 only if, at the end of the time stated in the Notice, the affirmative votes in writing for such action received and not revoked equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted, and the Corporation has not received a written demand by a Director that such action not be taken without a meeting other than a demand that has been revoked.

A Director's right to demand that action not be taken without a meeting shall be deemed to have been waived unless the Corporation receives such demand from the Director in writing by the time stated in the Notice and such demand has not been revoked. Any Director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to 4.9 may revoke such abstention, or demand in writing received by the Corporation by the time stated in the Notice. All communications under 4.9 may be transmitted or received by the Corporation by facsimile, e-mail or other form of electronic communication. Action taken pursuant to 4.9 has the same effect as action taken at a meeting of Directors and may be described as such in any document.

## ARTICLE 5 STANDING COMMITTEES OF THE USA SWIMMING BOARD OF DIRECTORS

### 5.1 STANDING COMMITTEES

- .1 Standing committees of the USA Swimming Board of Directors shall be as listed in this Article.
- .2 Except for those individuals who qualify for their positions under some other provision of Article 5:
  - A Non-athlete committee members shall serve four-year terms, except as noted herein.
    - (1) A non-athlete member who accumulates two or more unexcused absences within one calendar year may be removed by the Committee Chair with the consent of the Board Chair.
    - (2) After a warning from the Committee Chair, a non-athlete member who continues to fail to contribute or fulfill assigned duties in a timely manner may be removed from his/her committee position by the Committee Chair with the consent of the Board Chair.
    - (3) Committee members shall only be subject to removal for any other reason by the USA Swimming Board of Directors.
    - (4) A member who has been removed shall be notified in writing by the Chair of the committee. The member shall have two weeks to appeal the decision to the USA Swimming Board of Directors.
  - B Except as noted otherwise in these Bylaws, the terms of non-athlete members of standing committees shall be staggered so that one-fourth of all non-athlete members are appointed each year by the Board Chair following the annual meeting of the Corporation.
  - C In the event of a vacancy on a committee caused by any reason, the person/organization responsible for the appointment shall select the person to fill the vacancy for the remainder of the term. If the vacancy occurs in an elected committee position, the Board Chair, in consultation with the Committee Chair, shall appoint a replacement to serve the remainder of the term.
  - D At least twenty percent (20%) of the voting membership of each committee shall be athletes.
  - E An appointed non-athlete committee member shall serve no more than two consecutive terms and may be reappointed following a lapse of one year.

- 3 Unless otherwise specified in these Bylaws, the Board Chair shall appoint all standing committee chairs for one-year terms.
- 4 The Board of Directors may establish special committees or task forces as it sees fit to assist in its functions, and shall delegate to the President/CEO authority to establish operating committees to ensure member/volunteer input and participation in fulfilling USA Swimming's programming needs. Committee and coordinator details shall be outlined in the USA Swimming Policy Manual.
- 5 Standing Committees will be responsible to the Board of Directors for the fulfillment of their responsibilities. Reporting to the Board shall be through the Board Chair or the Board officer or member as designated by the Board Chair.
- 6 Unless specifically provided elsewhere in these Bylaws, all committee meetings shall be regular committee meetings, unless specifically designated as a special meeting.

## 5.2 ATHLETES COMMITTEE

- 1 The Athletes Committee shall be composed of the athlete members of the House of Delegates. The chair shall be elected pursuant to the Athletes Policy Manual.
- 2 Members of the Athletes Committee must be current athlete members of USA Swimming and must have:
  - A Competed at a USA Swimming sanctioned event while eighteen (18) years of age or younger within the past ten (10) years;
  - B Competed at any USA Swimming championship meet defined in Article 207 of the USA Swimming Rules and Regulations within the past ten (10) years; or
  - C Represented USA Swimming in competition at any of following meets within the past ten (10) years: Olympics, World Championships, Short Course World Championships, World University Games, Pan Pacific Championships, or Pan American Championships.
- 3 Athletes Executive Committee – The Athletes Executive Committee (AEC) shall be a thirteen (13) person subcommittee of the Athletes Committee and is charged with leading the business of the Athletes Committee. Members of the AEC must be eligible to be members of the Athletes Committee. The AEC shall elect its own officers, pursuant to the procedures established in the Athletes Executive Committee (AEC) and USA Swimming Athletes Committee Operating Policy Manual located in the USA Swimming Operating Policy Manual. The AEC is composed of the following additional members:
  - A Ten (10) At-Large Members elected by the Athletes Committee each to a two (2) year term, but no more than two (2) consecutive terms, except as provided in the Athletes Executive Committee (AEC) and USA Swimming Athletes' Committee Operating Policy Manual located in the USA Swimming Operating Policy Manual. Five (5) At-Large Members shall be elected each year, except as listed in the Athletes Executive Committee (AEC) and USA Swimming Athletes Committee Operating Policy Manual located in the USA Swimming Operating Policy Manual.
  - B The USOPC Athletes Advisory Council representative for USA Swimming.
  - C One (1) Athlete Member of the USA Swimming Board of Directors elected by the Board of Directors Athlete Directors.
  - D One (1) National Team Athletes Committee Chair elected by the National Team Athletes Committee.
- 4 Athletes Executive Committee Officers – The AEC officers shall be the Chair, Vice Chair, Athletes' Leadership Chair, and Athletes Programming and Events Chair. Officers of the AEC shall be elected by the AEC to two (2) year terms, but no more than two (2) consecutive terms. Officers of the AEC must have been elected to the AEC by the Athletes Committee for their current term as established in the Athletes Executive Committee (AEC) and USA Swimming Athletes Committee Operating Policy Manual located in the USA Swimming Policy Manual.
- 5 Athletes Executive Sub-Committees – The Athletes Leadership Sub-Committee, the Athletes' Programming and Events Sub-Committee, and the National Team Athletes' Committee shall be sub-committees of the AEC.
- 6 If a member of the Athletes Executive Committee cannot fulfill the requirements of his/her position, including attendance at the annual meeting, an alternate shall fill the vacancy for the remainder of the term, pursuant to procedures established by the Athletes Committee.
- 7 The Athletes Chair shall appoint representatives to serve terms on each committee of USA Swimming except Athletes, Athletes Executive, and Investment.
- 8 Whenever, under these Bylaws, the Athletes Executive Committee is empowered to elect or appoint one or more representatives, the Athletes Committee shall establish written criteria for eligibility for such representation, unless such criteria are otherwise set forth in the Rules and Regulations. The Athletes Committee may establish written criteria for the internal governance of the committee. Such criteria so established shall be published in the Athletes Committee Manual included in the USA Swimming Policy Manual.

**5.3 INVESTMENT COMMITTEE** — There shall be an Investment Committee of five (5) persons. Two (2) of the members shall be the Board Chair, or the Board Chair's duly appointed representative, and the Vice-Chair Fiscal Oversight, who shall serve as the committee chairperson. Three additional members, who shall not be members of the Board of Directors, shall be appointed, one each year, to serve a three-year term. These shall include: (i) an individual appointed by the Board Chair and Vice Chair-Fiscal Oversight with the approval of the Board of Directors; (ii) an athlete proposed by the Board Chair and approved by the Board athlete representatives; and (iii) an individual appointed by the Foundation Board Chair with the approval of the Foundation Board.

## 5.4 AUDIT COMMITTEE

- .1 Membership: The Audit Committee shall consist of five (5) members appointed by the Board Chair, as follows: the Vice-Chair Fiscal Oversight, who shall serve as chair of the committee; the USA Swimming Foundation Treasurer, a non-officer Board member; an athlete whose appointment shall be approved by the Board athlete representatives; and one additional member with designated financial experience. There shall be no member of the committee who has check signing authority for the Corporation.
- .2 Each member shall serve a four-year term, staggered so that one-fourth (1/4) of the members are appointed each year.
- .3 Responsibility: The Audit Committee shall be responsible for:
  - A Reviewing and accepting the annual audited statements, accompanying opinion letter, and management letter;
  - B Making a recommendation for acceptance to the Board of Directors; and
  - C Evaluating the internal controls of the Corporation.

#### **5.5 CREDENTIALS/ELECTIONS COMMITTEE**

- .1 Membership: The Credentials/Elections Committee shall consist of eight (8) non-athlete members appointed by the Board Chair and a sufficient number of athlete members appointed by the Board Chair and approved by the Board athlete representatives so as to constitute at least twenty percent (20%) of the voting membership.
- .2 Each non-athlete member shall serve a four-year term, staggered so that one-fourth of such members are appointed each year. Members are not subject to consecutive term limits.
- .3 Responsibility: The Credentials/Elections Committee shall certify delegates at the annual meeting of the corporation, supervise elections held at the annual meeting, and certify results of elections held at the annual meeting.

#### **5.6 NATIONAL BOARD OF REVIEW COMMITTEE**

- .1 Membership: The National Board of Review Committee shall consist of such number of members as the Board Chair may deem appropriate from time to time; such members shall be appointed by the Board Chair, with the advice of the Secretary & General Counsel, who shall serve as an ex-officio member with voice but no vote. At least twenty percent (20%) of the voting membership of the National Board of Review Committee shall be athlete members who meet the USOPC's definition of "athlete representative" and whose appointments are approved by the Board athlete representatives. The Chair and Vice-Chair(s) of the National Board of Review shall serve as the Chair and Vice-Chair(s), respectively, of the National Board of Review Committee.
- .2 The term of the Chair, Vice-Chair(s) and other members of the National Board of Review Committee shall be two (2) years with a limit of five (5) full terms each may serve.
- .3 The National Board of Review Committee shall provide trained and experienced panel members to hear and resolve matters, questions and disputes involving USA Swimming, the Local Swimming Committees, and/or the membership, in accordance with Part Four of the Rules and Regulations, as well as set operating policy and procedures for the National Board of Review.

#### **5.7 NOMINATING COMMITTEE**

- .1 Membership: The Nominating Committee shall consist of nine (9) voting members and one (1) non-voting ex-officio member.
  - A Two (2) shall be athlete members (different genders) who meet the USOPC definition of an "athlete representative," proposed by the Athletes Executive Committee and approved by the Board athlete representatives.
  - B Two (2) shall be coaches; one (1) shall be appointed by the Age Group Development Committee and one (1) shall be appointed by the Senior Development Committee from among all coach members of USA Swimming.
  - C Two (2) shall be current members of the Board of Directors, proposed by the Board Chair and approved by the Board of Directors.
  - D One (1) shall be appointed by the USA Swimming Foundation Board of Directors.
  - E Two (2) individuals (different genders) of independent background intended to enhance and complement the diversity of thought and perspective of the remaining composition of this committee (such as ethnicity, geography, business skills) shall be proposed by the Board Chair and approved by the Board of Directors,
  - F The President/CEO or his or her designee shall be a non-voting member of the committee.
  - G The Committee shall, at its first meeting of each nominations cycle, select a chairperson from among its own membership.
- .2 Terms of Nominating Committee members shall be three (3) years, staggered such that one-third (1/3) of its members are appointed each year. Members of the Nominating Committee shall not be eligible to be appointed to this committee once they have served two (2) terms.
- .3 Duties of the Nominating Committee – The Nominating Committee shall:



- A issue a call for nominations and prepare a recommended slate of potential Board members in accordance with procedures set forth in the Policy Manual.
- B screen proposed candidates to ensure that they meet all requirements for Board membership as set forth in these Bylaws and in applicable Board policies.
- C ensure that prospective Board members are informed about the Board's governing structure and of its expectations for individual Board member participation, including but not limited to: adherence to policies pertaining to Board Members' Code of Conduct; attendance expectations; advocating and voting for what is in the best interests of USA Swimming, its members and the sport, and not for any specific stakeholder groups; and not attempting to exercise individual authority over the President/CEO or any members of staff unless explicitly Board-authorized for a specific purpose.
- D Nominating Committee members shall be ineligible for nomination to the Board.

## ARTICLE 6 HOUSE OF DELEGATES

### 6.1 ORGANIZATION

- .1 All voting members of the Board of Directors, Zone Directors, the National Team Steering Committee, the National Team Athletes Committee, the Age Group Development Committee, the Rules & Regulations Committee, the Registration/Membership Committee, the Credentials/Elections Committee, the Senior Development Committee, and past USA Swimming Presidents or Board Chairs (as applicable) shall be members of the House of Delegates. Membership on any committee notwithstanding, USA Swimming employees shall not be members of the House of Delegates.
- .2 The members of the Athletes Executive Committee and ten (10) National Representatives, five (5) being appointed each year by the Athletes Chair and each serving a two (2)-year term, shall be members of the House of Delegates. The National Representatives and their alternates must at the time of their appointment be engaged in senior swimming, or have competed in USA Swimming Championships within five (5) years preceding their appointment. The Board Chair may appoint, from a slate of nominees submitted by the Athletes Committee, such further at-large athlete members so as to bring the total athlete representation in the House of Delegates to at least twenty percent (20%).
- .3 The following from each LSC shall be members of the USA Swimming House of Delegates: the chair of its Administrative, Senior, and Age Group divisions; the athletes' representative to the LSC; the coaches' representative to the LSC; and its General Chair. An alternate for each of the delegates may also be elected. Information that may be of assistance to the House of Delegates at its next meeting shall be provided in a conspicuous place on the website.
- .4 Any organization, as set forth in 2.3.2 of these Bylaws, which conducts a program in competitive swimming, or which is composed of persons joined together in support of swimming or some aspect of it, may make application for membership to USA Swimming. The Board of Directors or its designee shall determine whether an organization meets the criteria set forth in this Article and may recommend ratification of membership by the House of Delegates. Additionally, if the organization is national in character, the Board of Directors or its designee may recommend to the House of Delegates that the organization be allowed to appoint a maximum of five (5) members to the House of Delegates.
- .5 The United States delegates to, and swimming technical committee members of, the Federation Internationale de Natation and the Union Americana de Natacion shall automatically be members of the House of Delegates.
- .6 Each of the Armed Forces may appoint one (1) member, provided it is actively engaged in senior swimming activity.
- .7 The Board Chair, in consultation with the National Team Steering Chair, shall appoint, on an annual basis, twenty-five (25) members selected from coaches who had athletes that qualified for the preceding Olympic Trials and from members that served as the manager or assistant manager on a national team or junior national team trip within the past four (4) years. The appointments shall provide for a reasonable geographic representation of USA Swimming Membership.
- .8 The Board Chair shall be empowered to appoint up to ten percent (10%) of the total membership as members of the House of Delegates. One-fourth (1/4) of all those appointed shall be appointed in equal numbers from members, other than athletes, of the five (5) LSCs having the largest number of registered athletes as of August 31 of the prior calendar year.
- .9 All members of the House of Delegates shall serve until their successors are selected, except that membership may be terminated by resignation filed with the Secretary. All LSC members must be elected on or before July 1 of each year and written certification thereof must be sent to the Secretary on or before July 15. No substitution of a member may be made unless written certification thereof is given to the Convention Credentials Committee Chair on or before the House of Delegates is called to order.

### 6.2 MEETINGS

- .1 The annual meeting of the House of Delegates shall be held at any date, time, and place, including via telecommunication, as may be fixed in the notice of such meeting.
- .2 Special meetings of the House of Delegates may be held at any time, pursuant to a resolution of either the Board of Directors or the House of Delegates.

- 3 A written notice of all meetings of the House of Delegates, stating the time and place thereof, shall be given to each member by mailing it to each member's last known address at least thirty (30) days before the meeting; a written notice of any special meeting of members, stating the time, place and the objectives thereof, shall be mailed to each member at least fifteen (15) days before the meeting; such notice may be waived in writing by any member at any meeting before or after such meeting. The attendance of a member at any meeting without protesting the lack of notice prior to or at the commencement of the meeting shall be deemed a waiver of notice.
- 4 The presence of those duly registered and eligible to vote at any meeting of the House of Delegates shall constitute a quorum.
- 5 Each member shall have one (1) vote on each matter submitted to the House of Delegates. There shall be no voting by proxy. At all meetings of the House of Delegates only those members duly certified and present (including virtually present at all meetings conducted via telecommunication) shall be permitted to vote. Vote outcomes shall be determined by those members of the House of Delegates present and voting.
- 6 The numerical outcome of each balloted vote shall be available to the candidates upon request.
- 7 Any action which may be taken at any regular or special meeting of the House of Delegates, or any division or committee thereof, except amendment or repeal of the USA Swimming Rules and Regulations, may be taken without a meeting. The Secretary of USA Swimming, or his or her designee, shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of the proposal, and provide a reasonable time within which to return the ballot. Approval by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast. When the proposed action to be voted upon concerns only a specific Zone(s) or a certain number of LSCs, as determined by the Board of Directors, the matter shall be voted upon only by eligible members within such Zone(s) or LSCs.
- 8 Resolutions of a legislative nature presented to the House of Delegates shall be subject to the same process as set forth for Amendments in Part Five of the USA Swimming Rules and Regulations.

### 6.3 ELECTIONS

- 1 The House of Delegates shall annually elect the number of members to the Board of Directors necessary to maintain the listed number of voting members, with the exception of the three athlete representatives (as defined in the then current USOPC Bylaws) directly elected by athletes who meet the same standards as an "athlete representative" in accordance with Section 4.2.3..
- 2 No candidate shall be eligible for election unless he or she has signed a written commitment to adhere to USA Swimming's Bylaws and the Board policies then in effect and has, in the judgment of the Nominating Committee, exhibited a demonstrable connection to swimming.
- 3 Process
  - A The Nominating Committee shall issue a Call for Nominations, which may be self-nominating or by third party with written consent of the proposed nominee, and, upon review and vetting of proposed candidates, present to the House of Delegates a ballot including the names of qualified and proposed nominees at least thirty (30) days prior to the meeting of the House of Delegates. Accompanying the ballot, and in related correspondence sent to the Delegates, a limited space biography/candidate statement shall be distributed.
  - B The ballot shall include at least two (2), but no more than three (3), vetted nominees for each seat open for election.
  - C In addition to the Call for Nominations and vetting process, other members may self-nominate or be nominated by a third party with written consent of the proposed nominee by submitting their names to the Credentials/Elections Committee no later than fourteen (14) days prior to the start of the meeting of the House of Delegates. Such candidates will have their names listed with no supporting information and will be indicated on the ballot as non-vetted candidates.
  - D Overt electronic or printed campaigning shall be prohibited.

## ARTICLE 7 FINANCIAL

- 7.1 **FISCAL YEAR** — The Corporation shall have a fiscal period for tax and accounting purposes commencing on the first day of January in each year.
- 7.2 **GENERAL FINANCIAL PROCEDURES** — The Vice-Chair Fiscal Oversight shall ensure the preparation of the USA Swimming annual budget by the Chief Executive Officer and staff and arrange for presentation to the Board of Directors for approval. The Vice-Chair Fiscal Oversight shall make available an annual financial report to the members of the House of Delegates. If requested by the USA Swimming Board of Directors or auditors, the Treasurer and the Vice-Chair Fiscal Oversight of USA Swimming shall deliver to the requesting party all money, accounts, books, papers, vouchers and records pertaining to the accounts of USA Swimming or the office of the Treasurer for audit or other purposes.
- 7.3 **ANNUAL AUDIT** — The financial records of the corporation shall be audited annually by a CPA firm selected by the Board of Directors. Such annual financial reports shall be made available for inspection by members of the general public at USA Swimming's principal office on request made within one hundred-eighty (180) days after notice of its availability.

**7.4 RECEIPT OF SET ASIDES, GIFTS, AND GRANTS** — The Corporation may, by action of the Board of Directors, designate, receive and accept, or otherwise acquire property or funds or any interest therein in the form of set asides, gifts, grants, contributions, and testamentary transfers. The Corporation's use of such property and funds shall be limited to expenditure of its income only for USA Swimming's exempt purposes in furtherance of its support of, or to benefit, USA Swimming athletes and USA Swimming programs while retaining the principal thereof as an endowment to further such purposes.

**7.5 ENDOWMENT FUNDS** — There shall be established within USA Swimming such special endowment fund accounts as the Board of Directors deems appropriate. The rules governing their respective operations shall be set forth in the USA Swimming Policy Manual.

## **ARTICLE 8 LSC REPORTING REQUIREMENTS**

**8.1 REQUIRED LSC BYLAWS** — Each LSC, in accordance with its Bylaws, which are based on the "Required LSC Bylaws," adopted and amended from time to time by the USA Swimming House of Delegates, shall meet the reporting requirements to USA Swimming contained within the "Required LSC Bylaws," including, but not limited to a copy of (1) the annual closing Balance Sheet and Statement of Income and Expense and (2) the corresponding federal income tax return (Form 990). The Balance Sheet and Statement of Income and Expense shall be audited or reviewed by an outside auditor or the LSC Finance Committee.

**8.2 FINANCIAL CONTROLS AND OTHER LSC REQUIREMENTS** — The Board of Directors may set certain requirements, including the adoption of financial controls. Any such requirements shall be published in the minutes and communicated to all LSCs via mail or e-mail. Failure to adopt such requirements may result in a penalty to the LSC.

**8.3 FINANCIAL REQUIREMENTS** — Annually, a copy of the financial reports listed above shall be forwarded to USA Swimming headquarters within five (5) months after the close of the fiscal year for the LSC. Upon submission of a request to extend the time to file its federal income tax return, an LSC may be granted additional time to meet its financial reporting requirements to USA Swimming equal to the extension period [typically three (3) months], provided that the LSC submit a copy of the request for extension with the IRS to USA Swimming at the time the extension is filed and the IRS grants such an extension.

**8.4 SUSPENSION OF LSC VOTING** — Should an LSC not be current, including extensions, with its financial reporting requirements to USA Swimming as of forty-five (45) days prior to the annual meeting of the USA Swimming House of Delegates, the Board of Directors may, with written notice, suspend the LSC from voting at the House of Delegates meeting, said suspension of votes applying only to the LSC positions entitled to vote in the House of Delegates, excluding any at-large members of the LSC.

## **ARTICLE 9 INDEMNIFICATION**

**9.1 INDEMNIFICATION** — Each person who is or was a director, officer, or employee of USA Swimming (including the heirs, executors, administrators or estate of such person) shall be indemnified by USA Swimming to the full extent permitted by the Colorado Revised Nonprofit Corporation Act against any liability, cost or expense incurred by him/her in his/her capacity as director, officer, or employee, or arising out of his/her status as a director, officer, or employee (including serving at the request of USA Swimming as a director, trustee, officer, employee or agent of another corporation).

**9.2 INSURANCE** — USA Swimming may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For the purpose of this Article 9, references to "USA Swimming" include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

## **ARTICLE 10 ADMENDMENTS**

### **10.1 AUTHORITY TO AMEND AND VOTE REQUIRED**

- .1 These Corporate Bylaws, excepting those items outlined below in 10.1.4, may be altered, amended or repealed by the Board of Directors by a two-thirds (2/3) majority vote. The Board of Directors shall have no authority to amend the USA Swimming Rules and Regulations except as permitted under 4.7 of these Bylaws (Authority/Emergency Powers).
- .2 The Rules & Regulations Committee may alter, amend, or repeal any portion of Part One or Part Seven of the USA Swimming Rules and Regulations at any time to conform to the rules of the Federation Internationale de Natation (FINA).
- .3 The USA Swimming House of Delegates may amend the Rules and Regulations at its annual meeting as follows:
  - A Parts One, Two, Three, Four, Six and Seven: by a majority vote.

B. Part Five by a 2/3 vote.

- .4 By a two-thirds (2/3) vote, the House of Delegates may amend the following provisions of the Corporate Bylaws: the number of Board members, their terms, or the number of which are elected by the House of Delegates, the composition of the House of Delegates, and membership fees for membership classes in existence as of the 2017 registration year (see 2.7.1A and B of these Bylaws).

## **ARTICLE 11 DISSOLUTION**

**11.1 DISSOLUTION** — If deemed advisable by the members, USA Swimming may be dissolved pursuant to the applicable provisions of the corporation laws of the State of Colorado.

**11.2 DISTRIBUTION OF ASSETS** — Upon the dissolution of USA Swimming, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of USA Swimming, dispose of all the assets of USA Swimming exclusively for the purposes of USA Swimming or to such organization or organizations as shall qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE 12 CONFLICT OF INTEREST**

**12.1 CONFLICT OF INTEREST** — Conflict of interest and ethical practices of USA Swimming shall be as follows:

- .1 If any member of the Board of Directors or any Committee has a financial interest in any contract or transaction involving USA Swimming, such individual shall not participate in USA Swimming's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other Directors or other Committee members. If such disclosure is made, the contracts or transaction shall not be voidable if the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested Directors or Committee members and the contract or transaction is fair to USA Swimming at the time it is authorized.
- .2 Members of the Board of Directors, Committees and each key employee of USA Swimming will execute a Statement of Principles on Ethical Behavior and Conflict of Interest each year.