

Please note: This template contains revisions (highlighted in yellow) made at the September 2016 meeting of the USA Swimming House of Delegates.

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REQUIRED LSC BYLAWS

(AS EACH LSC IS REQUIRED TO ADOPT PURSUANT TO ARTICLE 602 OF USA SWIMMING RULES AND REGULATIONS)

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The USA Swimming Rules and Regulations Committee has jurisdiction over (a) changes to the mandatory portions of the Required LSC Bylaws, (b) approval of the use of certain alternative provisions set forth in the Required LSC Bylaws, (c) review and approval of all Bylaws adopted by the LSCs and (d) review and approval of all subsequent amendments to the Bylaws and related matters.

Except for modifications and changes necessary to comply with federal, state and local laws and regulations, the form and content of the Bylaws comprising the Required LSC Bylaws are mandatory for all LSCs. The Required LSC Bylaws and the guidelines provided allow each LSC the flexibility to design an organizational structure that suits its needs and institutional culture. Where no guidelines are given with respect to an italicized portion, the LSC may make any modification it deems appropriate or omit the portion altogether. A few guidelines permit limited modifications of certain non-italicized provisions. An LSC may request permission to change mandatory provisions of the Required LSC Bylaws or request a required approval in a written application conforming to the rules and procedures adopted by the USA Swimming Rules and Regulations Committee. The request shall be addressed to the Chair of the USA Swimming Rules and Regulations Committee.

All changes to Bylaws of an LSC (those allowed in the guidelines and/or those that deviate from the mandatory) must be approved by the Rules and Regulations Committee in accordance with Article 611 of the Required LSC Bylaws. It is intended that the approval power of the USA Swimming Rules and Regulations Committee over requested changes to mandatory parts of the Required LSC Bylaws shall be applied generously where an LSC demonstrates a need for the changes. The current version of an LSC's Bylaws shall be on file with USA Swimming Headquarters.

The LSC may renumber Sections and Articles or add additional Sections or Articles. To the extent possible additions and deletions should not substantially alter the numbering scheme of the Required LSC Bylaws for consistency.

The references to a Policies and Procedures Manual in the Required LSC Bylaws do not and are not intended to require an LSC to create and maintain such a manual. However, USA Swimming recommends adopting and maintaining such a manual and consequently suggests that an LSC not presently having a Policies and Procedures Manual leave the references in its Bylaws for future use.

If amendments to the Bylaws are adopted by an LSC or if amendments to Required LSC Bylaws by the USA Swimming House of Delegates are given automatic effect with respect to an LSC's Bylaws, the amendments shall be published within sixty (60) days and made available to all members of the LSC with a copy being sent to USA Swimming at bylaws@usaswimming.org.

MEANING OF GRAPHICS USED IN REQUIRED LSC BYLAWS TEMPLATE:

Text printed in italics and enclosed in a box is a guideline and pertains to a specific provision(s). Generally it will be the provision immediately preceding the guideline box. In some cases, however, it will refer to a group of provisions either preceding or following the guideline box. The text may also explain choices presented in a provision or give criteria for omitting or altering italicized text in the body of a provision. Finally, other guidelines permit certain modifications to the referenced provision in order to allow for organizational flexibility.

Text printed in italics may be changed or omitted in accordance with the applicable guidelines or, absent guidelines, as the LSC desires.

Italicized material within square brackets [], together with the brackets is designed to be replaced with the information specified within the brackets.

Text printed in bold italics between pairs of vertical lines // separated by an “or” represents a choice that must be made. The choice must be made as between the choices presented without variation, unless an applicable guideline permits other choices. Except for choices and as the context may require, where no guidelines are given with respect to an italicized portion, the LSC may make any modification it deems appropriate or omit the portion altogether. A few guidelines permit limited modifications of certain non-italicized provisions.

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REQUIRED LSC BYLAWS

ARTICLE 601

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

601.1 NAME - The name of the corporation shall be *[insert full name of LSC; for example, Lake Erie or Pacific] Swimming, Inc. ("XXSI")*.

Insert the full name of the LSC, including the abbreviation "Inc.", "Corp." or other indication of corporate status as it appears in the LSC's Articles/Certificate of Incorporation filed in the jurisdiction of incorporation. The LSC's name must include the word "Swimming" and the description of LSC Territory from Article 603 of the USA Swimming Rules and Regulations. For abbreviation in the Bylaws in lieu of the XXSI references, the LSC must insert the initials of the LSC or whatever phrase the LSC chooses to use in accordance with Article 603 of the USA Swimming Rules and Regulations.

601.2 OBJECTIVES - The objectives and primary purpose of the XXSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. XXSI shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA, USA Swimming, and XXSI and its *Articles/Certificate of Incorporation*.

601.3 GEOGRAPHIC TERRITORY - The geographic Territory of XXSI is as set forth in Article 603 of the USA Swimming Rules and Regulations.

601.4 JURISDICTION - XXSI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USA Swimming to conduct swimming programs consistent with XXSI's objectives and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USA Swimming Rules and Regulations). XXSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.

ARTICLE 602

MEMBERSHIP

602.1 MEMBERS - The membership of XXSI shall consist of the following:

The LSC may add additional criteria for membership, but in the case of Club and Seasonal Club Members, Athlete, Coach and Active Individual Members, any additional criteria must be approved by the USA Swimming Rules and Regulations Committee as being reasonable and in the interest of swimming.

- .1 GROUP MEMBERS - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and XXSI and paid the fees established by USA Swimming and XXSI pursuant to Article 603 hereof. An organization may be denied membership by the *Membership/Registration //Chair/ or //Coordinator// or //Membership //Chair/ or //Coordinator//* or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the Zone Board of Review. An organization's status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and code of conduct of XXSI and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Board of Review. Except for Affiliated Group Members, Group

Members in good standing shall be entitled to participate in the program of swimming conducted by XXSI, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.2.

LSC functions, duties and powers which are to be assigned to neither an officer nor a committee that has at least two members shall be assigned to a "Coordinator" rather than continuing the fictional term "Committee". For example, in most LSCs the Membership and Registration functions have over time gone from two true committees to one person performing both functions. For those LSCs, the correct reference in the Bylaws would be to a Membership/Registration Coordinator. The choice presented is between a combined Membership/Registration or separate Membership and Registration functions (although only the Membership function is relevant here) must be consistent throughout the Bylaws.

- A. Club Members - A Club Member is an organization which is in good standing as a Group Member of XXSI and USA Swimming, has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of XXSI and USA Swimming.
- B. Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of XXSI and USA Swimming, which is in good standing as a Group Member of XXSI and USA Swimming, but which does not have athletes and coaches who all are Individual Members of XXSI and USA Swimming.
- C. Seasonal Club Members - A Seasonal Club Member is an organization which has joined XXSI and USA Swimming for one or two periods not longer than 150 days each in a registration year and is in good standing as a Group Member of XXSI and USA Swimming. All Seasonal Club Member coaches must be Coach Members in good standing of XXSI and USA Swimming. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of XXSI and USA Swimming.

LSCs without seasonal members may omit this paragraph.

- .2 INDIVIDUAL MEMBERS - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USA Swimming and XXSI and paid the dues established by USA Swimming and XXSI pursuant to Article 603 hereof. *Except for Life members, an individual who wishes to register as an unattached member of XXSI and is not affiliated with any Club Member of XXSI must reside within the Territory of XXSI.* An individual may be denied membership by the *Membership/Registration Chair or Coordinator* or *Registration Chair or Coordinator* or by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which an Individual Membership could be terminated. Any denial of membership may be appealed to the Zone Board of Review. An individual's status as an Individual Member is subject to the Individual Member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of XXSI and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Board of Review. *Except for Affiliated Individual Members and Life Members, Individual Members in good standing shall be entitled to participate in the program of swimming conducted by XXSI, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.1.*

The “except” clause of the last sentence may be omitted in whole or in part if the LSC does not have such categories of membership or if the LSC accords one or both of such categories of membership the same privileges and obligations as Active Individual Members.

- A. Athlete Members - An Athlete Member is an individual who participates or competes in the sport of swimming and is in good standing as an Individual Member of XXSI and USA Swimming.
- B. Coach Members - A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by XXSI and/or USA Swimming and who is in good standing as an Individual Member of XXSI and USA Swimming. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA Swimming must be a Coach Member in good standing of XXSI and USA Swimming.
- C. Active Individual Members - An Active Individual Member is an individual other than a Coach Member or an Athlete Member, who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chair or committee member of XXSI or a Group Member Representative or alternate and any other individual desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA Swimming and XXSI.
- D. *Affiliated Individual Members - An Affiliated Individual Member is an individual interested in the objectives and programs of XXSI who resides, formerly resided, or formerly participated in the sport of swimming in the Territory and who is in good standing as an Individual Member of XXSI and USA Swimming.*

LSCs that do not foresee using the Affiliated Individual Member category may omit this paragraph and the italicized references to the category in the introduction to Individual Membership at the beginning of this Section. LSCs using the category may modify the provision to suit their needs.

- E. *Seasonal Athlete Members - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of XXSI and USA Swimming.*

LSCs without seasonal members may omit this paragraph.

- F. *Life Members - A Life Member is an individual who is a life member of USA Swimming and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of XXSI and USA Swimming.*

LSCs without Life Members and which do not foresee using the category may omit this paragraph. An LSC may modify this provision as desired. For example, an LSC could modify the provision to operate automatically in respect of an Individual Member who is accorded life membership by USA Swimming.

To the extent that a special status for Life Members is desired by an LSC, this and other provisions may be so modified. Thus, an LSC might want to provide that a Life Member has both vote and voice in the House of Delegates.

- .3 MEMBERSHIP A PRIVILEGE NOT A RIGHT - **Membership in XXSI and USA Swimming is a privilege and shall not be interpreted as a right.** Membership (*including a Life Membership*) may be terminated by the Zone Board of Review or the National Board of Review for any violation of a member's responsibilities under 602.2, for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations or for any other reason determined by the Zone Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA Swimming or XXSI.

602.2 MEMBERS' RESPONSIBILITIES

- .1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and XXSI, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action which could bring the sport of swimming, XXSI or USA Swimming into disrepute. By applying for and accepting membership in XXSI and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to XXSI and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute XXSI, USA Swimming or the sport of swimming.
- .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or XXSI, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials or coaches or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.

The LSC may add to the list of member responsibilities. However, any such additional responsibilities must be approved by the USA Swimming Rules and Regulations Committee as being reasonable and in the interest of the sport of swimming.

ARTICLE 603 DUES AND FEES

- 603.1 CLUB MEMBERS - Every Club Member *and Seasonal Club Member* shall pay an annual *or seasonal* fee, *respectively*, consisting of a national club fee established by USA Swimming and a local club fee established by XXSI, together with any other charges, fees, etc. as may be established by XXSI.

- 603.2 **AFFILIATED GROUP MEMBERS** - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Group Members.
- 603.3 **ATHLETES** - Each Athlete Member *and Seasonal Athlete Member* shall pay an annual *or seasonal* fee, *respectively*, consisting of a national fee established by USA Swimming and a local fee established by XXSI.
- 603.4 **COACHES** - Each Coach Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by XXSI, together with any other charges, fees, etc. as may be established by XXSI.
- 603.5 **ACTIVE INDIVIDUAL MEMBERS** - Each Active Individual Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by XXSI, together with any other charges, fees, etc. as may be established by XXSI.
- 603.6 **AFFILIATED INDIVIDUAL MEMBERS** - *The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Individual Members.*

LSCs without Affiliated Individual Members may omit this paragraph. Other LSCs may, if desired, modify the provision to be more specific, if that is desired.

- 603.7 **LIFE MEMBERS** - *The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, fees, etc., for Life Members.*

LSCs without Life Members may omit this paragraph. An LSC having Life Members may modify or omit this paragraph to suit its needs.

603.8 **SANCTION, APPROVAL AND OTHER FEES**

- .1 **SANCTION AND APPROVAL FEES** - The Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.
- .2 **SERVICE CHARGES** - In addition to, or in place of, a sanction or approval fee, the Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount, an amount related to the number of events swum, the number of individual swims, the number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or a combination of one or more of these or other bases.
- .3 **PAYMENT** - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by XXSI. If any of the sanction or approval fees or service charges are due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to XXSI when due in accordance with XXSI's fee schedule.

603.9 FAILURE TO PAY

- .1 GROUP, COACH AND ACTIVE INDIVIDUAL MEMBER OBLIGATIONS - The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by XXSI or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review or by a court of law, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, XXSI or any other LSC or (c) serving as a Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member *Seasonal Club Member* or with any group member of any other LSC until the debt is satisfied.
- .2 ATHLETE MEMBER OBLIGATIONS - The failure of an Athlete Member *or Seasonal Athlete Member* to satisfy any financial obligations to USA Swimming, XXSI or their former LSCs, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or the Zone Board of Review, the National Board of Review, shall preclude the delinquent member from (a) competing in any competition sanctioned by USA Swimming, (b) obtaining a reportable time achieved in events swum in any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, XXSI or any other LSC or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC until the debt is satisfied.
- .3 CLUB/INDIVIDUAL OBLIGATIONS - If a Club Member *or a Seasonal Club Member* has secured (i) a final court judgment against an Individual Member for non-payment of financial obligations owed to the Club Member, and (ii) a final decision of the Zone Board of Review or the National Board of Review suspending such individual Member's membership rights as set forth below, then until the court judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA Swimming, (b) obtaining reportable time in events swum at any USA Swimming approved or observed meet, (c) participate in any capacity in the affairs of USA Swimming, XXSI or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.
- .4 INDIVIDUAL/CLUB OBLIGATIONS - If an Individual Member has secured a final decision of (i) a court of law and/or (ii) the Zone Board of Review or the National Board of Review against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, XXSI or any other LSC, including being represented in the House of Delegates by its Group Member Representative.
- .5 CONTINUED FAILURE TO PAY; TERMINATION OF MEMBERSHIP - Continued failure to pay, within a reasonable period of time after a final decision of a court of law, the Zone Board of Review or the National Board of Review, as determined by the Zone Board of Review or the National Board of Review, shall be cause for termination of membership.

ARTICLE 604 HOUSE OF DELEGATES

604.1 MEMBERS - The House of Delegates of XXSI shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Board Members designated in Section 605.1, and the At-Large House Members.

- .1 GROUP MEMBER REPRESENTATIVES - Each *Group Member* in good standing shall appoint from its

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membership a Group Member Representatives and one or more alternates *for each*. The appointment shall be in writing, addressed to the Secretary of XXSI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw *one or more* of its Group Member Representatives or one or more of its alternates and substitute a new Group Member Representatives or new alternates by written notice, addressed to the Secretary of XXSI and signed by the chief executive officer or secretary of the appointing Group Member.

The LSC may vary the number of representatives accorded Group Members, either by absolute number or by a formula determining the number that is based on the number of swimmers registered to the Group Member relative to the number of swimmers registered in the LSC. The LSC may deny Affiliated Group Members or Seasonal Club Members the right to be represented. Seasonal Club Members may be also denied the right to be represented or, if represented, the Group Member Representative may be denied the right to vote in the House of Delegates. See the commentary note following Section 604.3.1 for a different solution if the LSC desires to provide representation proportionate to club size.

- .2 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.
- .3 ATHLETE REPRESENTATIVES -

NUMBER OF ATHLETE REPRESENTATIVES - A sufficient number of Athlete Representatives shall be selected to constitute at least 20% of the voting membership of the House of Delegates, with approximately one-half of that number elected each year (in the case of uneven numbers, the LSC should determine the number to be elected in odd and even numbered years on the basis that will produce equivalency in number of House Delegates to be elected in each year. The LSC should insert in whichever of Alternative Provisions A or B for selection of Athlete Representatives (discussed immediately below) is adopted the actual number of Athlete Representatives to be elected in total, and each year based on the calculations required by the proportionality principle. If that LSC subsequently changes the number of House Delegates, it will have to recalculate the number of Athlete Representatives accordingly. In an LSC which has At-Large House Members with the power in the House of Delegates and the Board of Directors to vary the number of At-Large Board Members, the LSC needs to decide whether or not it wants to have the number of Athlete Representatives vary in proportion to the number of At-Large Board Members. Since the actual effect is likely to occur, if at all, infrequently, it would be appropriate to ignore the variation. However, if the LSC does desire to have that variation taken into account, the following sentence should be added to the end of this Section 0: "The number of Athlete Representatives shall be increased or decreased as may be necessary to have them comprise at least twenty percent (20%) of the voting members of the House of delegates."

METHOD OF SELECTION OF ATHLETE REPRESENTATIVES - Two alternative provisions are offered concerning the method of selecting of the Athlete Representatives. Provision A is highly recommended for most LSCs as being generally in the best interest of swimming. Provision B is intended primarily for use in very large LSCs in which direct democracy may be impractical. Provision A follows the traditional pattern of election by the athletes at a meet well-attended by athletes 13 years and older. Provision B provides for selection in any of three methods: the first, election in the same manner as the elected Board Members, the second, election by the Board of Directors and the third, appointment by the General Chair with the advice and consent of the Board of Directors. An LSC must choose between the Provisions A and B, omitting the unused language. Furthermore, if Provision B is chosen, an additional choice must be made and corresponding changes must be made to the other Articles, as needed. In either case, the number of Athlete Representatives is subject to the commentary note immediately preceding this paragraph. An LSC with 5,000 or fewer Athlete Members must obtain the approval of the USA Swimming Rules and Regulations Committee to use Provision B.

*Alternative Provision A: Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. At the time of election, the Athlete Representative must (a) be an Athlete Member or a Seasonal Athlete Member in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by XXSI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The election of the Athlete Representatives shall be conducted annually during XXSI's *||long/ or /short||* course *||senior/ or /age group||* swimming championship, or other regularly scheduled meet designated by the Board of Directors. The balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative or the Athletes Committee, or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined by a majority of the Athlete Members and Seasonal Athlete Members in good standing present and voting who are thirteen (13) years of age or older.*

An LSC may grant Seasonal Athlete Members the right to become Athlete Representatives and to vote for the Athlete Representatives or not as is in the best interests of the LSC. If one or both of these rights is to be denied, then the appropriate italicized references to them must be omitted. The italicized reference to

the Athletes Committee may be omitted if the LSC does not have an Athletes Committee. The LSC is provided a number of choices among swimming championships. Moreover, if it is in the best interests of an LSC, the LSC may specify another swimming meet or another annually recurring, well-attended event or meeting as the voting venue.

Alternative Provision B: *Two (2) Athlete Representatives shall be **||elected by the House of Delegates/ or |elected by the Board of Directors/ or |appointed by the General Chair with the advice and consent of the Board of Directors||**, one each year for a two-year term or until their respective successors are **||elected or appointed/ or |take office|**. At the time of **||election/ or |appointment||**, each Athlete Representative must (a) be an Athlete Member *or a Seasonal Athlete Member* in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by XXSI or another LSC; and (d) have his or her place of residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). *[insert here the chosen sentence from the following commentary box]**

The time at which House of Delegates elected Athlete Representatives assume office should be correspond to the time at which Board Members assume office. The time at which Athlete Representatives otherwise assume office would be upon election or appointment, as the case may be, unless that date is prior to the date that newly elected Board Members assume office. If Seasonal Athlete Members are not to be eligible to be Athlete Representative, the italicized reference to them must be omitted. The choice between election (and by which body) and appointment of the Athlete Representatives must be made by the LSC. The next sentence of Alternative Provision B shall be whichever of the following three sentences is chosen by the LSC:

- (1) If the Athlete Representative is to be elected by the House of Delegates, then the sentence to be inserted above shall be: "The Athlete Representative election shall be conducted at the same House of Delegates' meeting at which other elections are conducted."*
- (2) If the Athlete Representative is to be elected by the Board of Directors, then the sentence shall be: "The Athlete Representative election shall be conducted at the Board of Directors meeting immediately following the House of Delegates meeting at which Board Members were elected."*
- (3) If the Athlete Representative is to be appointed, then the sentence shall be: "The General Chair shall make the appointment within sixty (60) days of the meeting of the House of Delegates at which Board Members were elected."*

The sentence following this guideline box becomes the last sentence of Provision B. It is not to be used as part of Provision A.

Prior to the **||election/ or |appointment||**, the current Athlete Representatives *and the Athletes Committee* shall be asked to nominate one or more Athlete Members *or Seasonal Athlete Members* for consideration.

The preceding sentence is a part of Provision B and the first choice must be consistent with the selection made of the alternatives within Provision B. The italicized reference to the Athletes Committee may be omitted if the LSC does not have an Athletes Committee. The italicized reference to Seasonal Athlete Member may be omitted if the LSC does not have Seasonal Athlete Members or if they are not to be eligible to be Athlete Representatives.

- .4 COACH REPRESENTATIVES - One Coach Representative shall be elected, in even numbered years for a two-year term, or until a successor is elected. The election of the Coach Representative shall be conducted during XXSI's **||long/ or |short||** course **||senior/ or |age group||** swimming championship, at

a meeting timely called by the Senior Coach Representative, the Coaches Committee or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors.

LSCs may, and in the case of LSCs with more than twenty-five (25) Club Members, it is highly recommended that LSCs should, substitute the following provision for the first sentence of the preceding paragraph: "Two (2) Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected." An LSC may choose among the swimming meets offered as choices. Moreover, if it is in the best interests of an LSC, the LSC may specify another swimming meet or another annual, well-attended event or meeting. The italicized reference to the Coaches Committee may be omitted if the LSC does not have a Coaches Committee.

604.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at or to vote at the House of Delegates in any capacity. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.

604.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of Individual Members shall be as follows:

- .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, THE COACH REPRESENTATIVES AND AT-LARGE HOUSE MEMBERS - Each of the Group Member Representatives, the Board Members, the Athlete Representatives, the Coach Representatives and the At-Large House Members shall have both voice and *one* vote each in meetings of the House of Delegates.

An LSC may deny the Group Member Representatives of Affiliated Group Members or Seasonal Club Members the right to vote. The following paragraph will accomplish this, together with the addition of the following clause in the preceding paragraph after "Group Member Representatives" and before the comma: "(other than those of Affiliated Group Members)". An LSC may provide different voting rights; provided that each of the members of the Board of Directors, the Athlete Representatives, the Coach Representatives and the At-Large House Members shall have at least one vote. Thus, for example, Club Member Representatives might be accorded voting strength proportionate to the number of its swimmers registered with the LSC over the total number of swimmers registered by the LSC. Thus, a Club Member that is four times the size of the smallest Club Member in an LSC could be accorded four votes to be cast by one Group Member Representative. If that is desired, then this section should be divided into two paragraphs, the first dealing with Club Member Representatives and the second with the remaining members identified in the original paragraph. This could be in substitution for, or in addition to the suggested language below denying the Affiliated Group Member Representatives the vote. Section 604.3.2 would correspondingly be renumbered Section 604.3.3, etc. See the commentary in the box following Section 604.1.1 for a different solution to the desire to have representation proportionate to club size. An LSC with all House of Delegates members having full and equal voting rights would omit the following paragraph.

- .2 AFFILIATED GROUP MEMBER REPRESENTATIVES - Group Member Representatives of Affiliated Group Members, unless entitled to vote under another provision of these Bylaws, shall have voice but no vote in meetings of the House of Delegates and its committees.

- .3 INDIVIDUAL MEMBERS - Individual Members who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the House of Delegates.

604.4 DUTIES AND POWERS - The House of Delegates shall oversee the management of the affairs of XXSI and the establishment of policies, procedures and programs. In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the House of Delegates shall:

- .1 Elect the officers, *Athlete Representatives, At-Large Board Members, and members of [the Administrative Review Board and] the committee chairs and coordinators* listed in Section 606.1 in accordance with Sections 606.2 through 606.6;

The reference to "Athlete Representatives" must be omitted if Provision A is selected for use in Section 604.1.1 or if the second or third variants of Provision B is selected. The reference to "At-Large Board Members" should be omitted if the At-Large Board Members are to be appointed (corresponding changes would be required in Articles 605 and 606. However, this omission is subject to review and approval by the USA Swimming Rules and Regulations Committee, since the provision taken with other appointive Board Member positions could result in a Board of Directors having a majority of appointed members. Except under extenuating circumstances demonstrated by an LSC, this is not consistent with the principles of democracy and the position of the House of Delegates and is not permitted. The reference to one or both of "the committee chairs and coordinators" may be eliminated if an LSC does not choose to have "coordinators" or does not use one or both of those titles with respect to positions to be elected by the House of Delegates

- .2 Elect alternates to the USA Swimming House of Delegates in accordance with section 507.1.3 of the USA Swimming Rules and Regulations;
- .3 Elect the members of the Nominating Committee;
- .4 Review, modify and adopt the annual budget of XXSI recommended by the Board of Directors;
- .5 Call regular and special meetings of the House of Delegates;
- .6 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
- .7 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by XXSI;
- .8 Establish by resolution *or the XXSI Policies and Procedures Manual* one or more committees of its members. The committees shall have the powers and duties specified in the resolution *or the XXSI Policies and Procedures Manual*, which may include delegation of one or more of the powers and duties of the House of Delegates other than the powers to amend these Bylaws or remove Board Members and other elected officers;
- .9 Amend the Bylaws of XXSI in accordance with Section 611.3; and
- .10 Remove from office any Board Members, *[members of the Administrative Review Board,] or committee chairs or members or coordinators* who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations. However, no Board Member, *[Administrative Review Board member]* or elected committee chair *or coordinator* may be removed except upon not less than thirty (30) days written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged

deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the Board Member, *[Administrative Review Board member or]* elected committee chair *or coordinator* contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the defendant shall have the same rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

- 604.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of XXSI shall be held *|in the month of May| or |on the third Tuesday in May|* of each year. Regular meetings of the House of Delegates shall be held *|in the month of October| or |on the third Tuesday of October| or |in accordance with a schedule adopted by the House of Delegates or the Board of Directors|*.

An LSC may change the date of the annual meeting to suit its needs: (a) to another month or (b) to another formula. Generally, that date should be either conveniently prior to the deadline for naming delegates to the USA Swimming House of Delegates' annual meeting or conveniently after the close of the LSC's fiscal year so that final, audited financial statements from the preceding year may be presented at such meeting. Provision for specified regular meetings in addition to the annual meeting may be added in lieu of or in addition to the italicized provision.

- 604.6 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least *five (5)* members of the House of Delegates.

An LSC may increase the number of members necessary to petition to call a meeting of the House of Delegates, but should not increase the number to a level which makes it practically impossible for non-Board Members to call a meeting. If the number is increased, the LSC must, and may in any event, also add to this Section the following provision to the end of the last sentence: "or by at least three Board Members". Any increase in the number of members necessary is subject to review and approval by the USA Swimming Rules and Regulations Committee.

- 604.7 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.

604.8 NOMINATING COMMITTEE —

- .1 MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall comprise *the Immediate Past General Chair* and not fewer than ~~five (5)~~ ~~or four (4)~~ Individual Members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Nominating Committee shall be elected annually by the House of Delegates. If the House of Delegates does not act in a timely fashion, the Board of Directors shall elect a Nominating Committee to serve until their successors are elected. A number greater than ~~five (5)~~ ~~or four~~ may be designated from time to time by either the House of Delegates or the Nominating Committee. Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be ~~Board Members~~ ~~or Executive Committee members~~. Section 606.6.3 shall apply to members of the Nominating Committee, *but service as the immediate Past General Chair shall not be counted for that purpose*. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair serve on the Nominating Committee.

If an LSC decides to have the Immediate Past General Chair (IPGC) serve on the Nominating Committee (whether or not the IPGC is to serve as the ex-officio chair of the committee), the reference to the IPGC would be retained and the minimum number of other members becomes four. Otherwise the minimum number should be five. This decision must be consistent with the choice made in the following paragraph. LSCs are discouraged from adopting a practice of not asking the House to elect members of the Nominating Committee, particularly when the Board of Directors has a high proportion of appointed members. LSCs are encouraged to omit the italicized “but” clause unless the number of committee members is sufficient to prevent a Board Member majority.

- .2 CHAIR ELECTED BY NOMINATING COMMITTEE - *The Chair of the Nominating Committee shall be elected annually by a majority vote of the members of the Nominating Committee present at a meeting called promptly after the members are elected or appointed.*

LSCs may choose to use either the provision set forth above or to substitute the following provision: “The Immediate Past General Chair shall serve as chair of the Nominating Committee.” A corresponding change would be made to the caption: “Chair of Nominating Committee”. This choice must be consistent with the choice made in the preceding paragraph.

- .3 DUTIES OF NOMINATING COMMITTEE - A slate of candidates for election as the officers, *Athlete Representatives, At-Large Board Members, or committee chairs or coordinators [and the members of the Administrative Review Board]* to be elected at the next annual meeting shall be prepared by the Nominating Committee. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions. *The Nominating Committee shall also nominate a slate of candidates for the Nominating Committee to be elected at the ~~same~~ or ~~the last regularly scheduled meeting before the next~~ annual meeting of the House of Delegates.*

If the LSC has more than one regularly scheduled meeting of the House of Delegates, the LSC should

consider electing the Nominating Committee at the last regularly scheduled meeting prior to the annual meeting at which elections are held, assuming that such meeting is at least two months before the annual meeting. An LSC may make other reasonable arrangements for the nomination of Nominating Committee members. In this case the italicized sentence would be omitted and the other arrangements would be set forth.

- .4 PUBLICATION OF NOMINATIONS - Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 604.15.1 where convenient. See Section 616.1 for the methods which may be used for the distribution.
- .5 ADDITIONAL NOMINATIONS - Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.
- .6 MEETINGS AND NOTICES - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a minimum of *six (6)* days' notice required. Pertinent provisions of Section 604.8 also shall apply to the Nominating Committee's meetings and notices.

The notice period may be lengthened but not shortened.

- .7 QUORUM - A quorum for any meeting of the Nominating Committee shall consist of not fewer than *four (4)* members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

If the Nominating Committee is larger than five members, the quorum shall be adjusted to maintain the quorum at or above 4/5ths of the membership.

604.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

- .1 HOUSE OF DELEGATES - House of Delegates meetings shall be open to all members of XXSI and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of XXSI shall be deliberated and decided in a closed executive session which only House of Delegates members may attend. By a majority vote on a motion of a question of privilege, the House of Delegates may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the House.
- .2 HOUSE OF DELEGATES COMMITTEES - All meetings and deliberations of the Nominating Committee shall be conducted in executive (closed) session. Meetings of all other committees established by the House of Delegates shall be open to all members of XXSI and USA Swimming unless otherwise provided by the House of Delegates resolution creating the committee or by a vote of the committee as provided by the rules of the Parliamentary Authority.

604.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.

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An LSC may vary this provision to provide a higher quorum of either general or limited applicability, but this is not generally recommended.

604.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. *[A motion or order calling for the removal of a member of the Administrative Review Board shall be determined by a two-thirds vote after at least thirty (30) days' notice.]*

604.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.

604.13 MAIL VOTE - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, [members of the Administrative Review Board] elected committee chairs or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 604.8.6) within which to return the ballot to the Secretary. Action 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.

With the approval of the USA Swimming Rules and Regulations Committee, an LSC may vary this provision to provide that a majority vote of the ballots returned will be sufficient for a limited number of actions or subject matters, but this is not recommended.

604.14 ORDER OF BUSINESS - At all meetings of the House of Delegates the following shall be included in the order of business to the extent applicable. The order in which the various subjects are taken up may be varied.

- Roll Call
- Reading, correction and adoption of minutes of previous meeting
- Reports of officers
- Reports of committees *and coordinators*
- Presentation and approval of the annual budget
- Presentation and approval of the annual audit, when applicable
- Unfinished (old) business
- Elections
- New business
- Resolutions and orders
- Adjournment

604.15 NOTICES

- .1 TIME - Not less than *twenty (20)* days written notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 616.1.5 for the various permitted forms of notice.

An LSC may vary this provision to provide for a longer notice period of general or limited applicability. An example of the latter would be to require thirty days for the amendment of the Bylaws. With respect to longer periods of general applicability, the LSC should consider the necessity of providing the ability to meet as needed.

- .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 605
BOARD OF DIRECTORS

605.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, *coordinators* and representatives of XXSI, together with those additional members designated in Sections 605.2 and 605.3:

- .1 General Chair
- .2 Administrative Vice Chair
- .3 *Senior* **||Vice Chair| or |Committee Chair||**
- .4 *Age Group* **||Vice Chair| or |Committee Chair||**
- .5 *Program Development* Vice Chair
- .6 *Program Operations* Vice Chair
- .7 *Finance* Vice Chair
- .8 Secretary
- .9 Treasurer
- .10 Coach Representatives (2)
- .11 Athlete Representatives (2)
- .12 Safety **|Committee Chair| or |Coordinator|**
- .13 *Technical Planning* Chair
- .14 Safe Sport **||Committee Chair| or |Coordinator||** [effective 1-1-2017]
- .15 *At-Large Board Members*

*This section permits an LSC to organize itself using either the traditional LSC organization (retaining the Age Group and Senior vice-chairs positions) or the function-based organization similar to the USA Swimming organizational format and hybrids in between. For more information in that regard, see the introductory guideline provided above. While the new position of Finance Vice Chair is designated as optional, it is strongly recommended that the Finance Division become a part of every LSC's structure. An LSC may add additional members to the Board of Directors, but may delete only that indicated as numbers .13 and **.14-15** and, if the traditional organization is used, only those indicated as .5 and .6. If the functional organization is used, those indicated as .3 and .4 may also be deleted. Larger LSCs, however, would likely want to keep the Age Group and Senior Committee Chairs as Board Members even in the function-based structure. The order in which officers are listed here is not mandatory. The reference to Section 605.2 may be omitted by LSCs without At-Large Board Members.*

605.2 AT-LARGE BOARD MEMBERS - *The Board of Directors shall have five (5) At-Large Board Members. The House of Delegates or the Board of Directors by resolution may reduce the number, but not increase it to*

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more than five (5). Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant. The House of Delegates or the Board of Directors by resolution may create classes of At-Large Board Members, such as an At-Large Board membership to be held by a Coach Member. A sufficient number of athlete members shall be elected as At-Large Board Members to constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Representatives). The athlete At-Large Board Members shall meet the same requirements and be elected at the same time and place as the Athlete Representatives set forth in Section 604.1.2. All At-Large Board Members shall hold office from the date of their election (or appointment, as the case may be) through the conclusion of the second annual meeting of the House of Delegates following such election (or appointment), or until their successors are elected or appointed.

An LSC may include or exclude the provision for non-athlete At-Large Board Members and may specify a number less than five (5) or specify a fixed number which may not be changed by the House of Delegates or the Board of Directors without any amendment of the Bylaws. Moreover, an LSC may create one or more classes of At-Large Board Members, such as a seat that must be filled by a coach or an eight-and-under athlete's parent.

605.3 EX-OFFICIO MEMBERS - The following persons shall be *an ex-officio* members of the Board of Directors during the time period in which they meet the defined status:

- .1 The Immediate Past General Chair of XXSI, if an Individual Member in good standing;
- .2 *Members of the USA Swimming Board of Directors who are Individual Members in good standing; and*
- .3 *USA Swimming Committee Chairs who are Individual Members in good standing.*

An LSC may include the provisions for additional ex-officio members of the Board of Directors italicized above and may add further categories if desired. The intent of this provision is to allow a person to serve so long as the status described continues; i.e., the Immediate Past General Chair serves until no longer the Immediate Past General Chair.

605.4 LIMITATIONS -

- .1 *No more than three (3) members or coaches of any Club Member or Affiliated Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and other Individual Members.*
- .2 Notwithstanding anything in these Bylaws to the contrary, no employee of the LSC may serve as a voting member of the Board of Directors.

The result of this application is that a single club could have, for example, three Coach Members and three Athlete Members serving on the Board of Directors at the same time. That club could not, however, have four volunteers and two Athlete Members. Although not recommended, this provision may be omitted if desired. Alternatively, or in addition to the club affiliation limitation, an LSC may impose a limitation based on geography. In order to preserve continuity across the LSCs, if an LSC elects to omit this provision, the Section number and heading should remain with the addition of the following commentary: "This Section is reserved for future use."

605.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and Individual Members shall be as follows:

- .1 BOARD MEMBERS - Each Board Member (*other than the ex-officio members*) shall have both voice and vote in meetings of the Board of Directors and its committees.

LSCs will need to determine whether all Board Members shall have both voice and vote or that some shall have voice only. If some are not to have a vote, the following paragraph must be used to deal with those Board Members in addition to inclusion of the "other than" clause. Other positions may be used in substitution for, or in addition to, the ones shown above and below. If the following paragraph is used it must be made consistent with the preceding paragraph.

- .2 NON-VOTING BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the *ex-officio members* shall have voice but no vote in meetings of the Board of Directors and its committees.
- .3 INDIVIDUAL MEMBERS - Individual Members who are not Board Members may attend open meetings of the Board of Directors and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the Board of Directors or its committees.

605.6 DUTIES AND POWERS - The Board of Directors shall act for XXSI and the House of Delegates during the intervals between meetings of the House of Delegates, subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission, except that it shall not remove a Board Member, [*an Administrative Review Board member*] or other person elected by the House of Delegates or amend these Bylaws. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

- .1 Establish and direct policies, procedures and programs for XXSI;
- .2 Oversee the conduct by the officers *and staff* of XXSI of the day-to-day management of the affairs of XXSI;
- .3 Elect At-Large Board Members when the House of Delegates does not do so in a timely fashion;
- .4 *Elect the Athlete Representatives as provided above;*

This power and duty must be omitted by all LSCs other than those adopting the second variant of Provision B for use.

- .5 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws *or the XXSI Policies and Procedures Manual*;
- .6 Cause the preparation and presentation to the House of Delegates of the annual budget of XXSI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

- .7 Receive presentation of the annual audit report and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .8 Call regular or special meetings of the Board of Directors or the House of Delegates;
- .9 Admit eligible prospective Group Members and Affiliated Individual Members;
- .10 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of XXSI;
- .11 Appoint other officers, agents, *or committees or coordinators*, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, *the XXSI Policies and Procedures Manual* or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, *or committee or coordinator* the power to appoint any such subordinate officers, agents, *or committees or coordinators* and to prescribe their respective terms of office, authorities and duties; and
- .12 Remove from office any officers, *At-Large Board Members*, committee chairs, *or committee members or coordinators* of XXSI who were not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. No officer, *At-Large Board Member*, *or committee chair or coordinator* may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the officer, *At-Large Board Member*, committee chair, *or committee member or coordinator* contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of USA Swimming Rules and Regulations.

This list of duties and powers may be expanded by an LSC, but not contracted. However, an LSC may add a provision that the Board of Directors may not override policy or program established by the House of Delegates either (a) at all or (b) unless the vote reflects a two-thirds or greater majority. In addition, the LSC may not expand the Board's duties and powers to include removal of persons elected by the House of Delegates.

605.7 EXECUTIVE COMMITTEE -

Although it is not advisable, an LSC may omit the Executive Committee provisions in the entirety or reduce the scope of its authority and the powers delegated. Also, an LSC may add additional members to the Executive Committee, although the resulting size at some point defeats the purpose of having an Executive Committee which can be quickly assembled to deal with urgent matters. Similarly, a high quorum requirement may have the same practical effect. In all other respects, if used, the provision must be adopted as set forth. In order to preserve continuity across the LSCs, if an LSC elects to omit this provision, the Section number and heading should remain with the addition of the following commentary: "This Section is reserved for future use." In that case, other references to the Executive Committee in these Bylaws, whether or not italicized, should be omitted. The Executive Committee must include Athlete Members sufficient in number to equal at least twenty percent (20%) of the voting members.

- .1 AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the Board of Directors and XXSI between meetings of the Board and the House of Delegates.
- .2 MEMBERS - The members of the Executive Committee shall be the General Chair, who shall act as chair, Administrative Vice Chair, */Senior Vice Chair, Age Group Vice Chair/ or /Program Development Vice Chair, Program Operations Vice Chair/*, */Finance Vice Chair/ or /Treasurer/*, the two (2) elected Athlete Representatives, and the Senior Coach Representative. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

In an LSC which does not have a Finance Vice Chair, the term "Treasurer" may be substituted for the Finance Vice Chair. The other alternatives presented allow for either traditional or functional organization and must be consistent with the choice made previously. At the risk of overly enlarging the Executive Committee, the Secretary could also be included in the membership. In the latter event, the last sentence should be deleted.

- .3 MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days' notice required. Pertinent provisions of Sections 607 and 616 shall apply to the Executive Committee meetings and notices.
- .4 QUORUM - A quorum of the Executive Committee shall consist of four (4) members of the Committee.

An LSC may increase the quorum requirement, but not reduce it. LSCs should not raise the quorum requirement to a point at which prompt meetings are practically prohibited. See next guideline box.

- .5 REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

605.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee

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meetings shall be open to all members of XXSI and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members or Executive Committee members, respectively, are entitled to attend. By a majority vote on a motion of a question of privilege the Board of Directors or the Executive Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors or the Executive Committee.

- 605.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors or the Executive Committee may participate in meetings of the Board of Directors or the Executive Committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 605.10 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.

An LSC may modify this provision to suit its needs by establishing a schedule of regular meetings (e.g., the third Tuesday of the month) with or without vesting power in the General Chair to cancel a scheduled but unnecessary meeting. Alternatively, these details could be dealt with in stand resolution or the LSC Policies and Procedures Manual.

- 605.11 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 605.12 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 605.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. *A motion, order or other proposal the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days' notice.*

A LSC may omit the italicized sentence or modify it to remove or reduce the length of the notice required.

- 605.14 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.
- 605.15 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors or the Executive Committee may be taken without a meeting if all the Board Members or Executive Committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.
- 605.16 MAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General Chair's appointments, or removals of officers, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the

Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 605.17) within which to return the ballot to the Secretary. Action 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.

605.17 NOTICES -

- .1 TIME - Not less than *six (6)* days' notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. Separate notices need not be given for regular meetings that are designated in these Bylaws or otherwise scheduled and noticed well in advance. (See Section 616.1.5 for the various permitted forms of notice and the consequences thereof.)

An LSC may vary this provision to provide for a longer notice period, but should consider carefully the necessity of providing the ability to conduct business in the modern world. The effect of this provision is that no formal notice need be given for a regular meeting - i.e., one held on an announced schedule either in these Bylaws or by resolution or omnibus notice. The six-day period must be increased to fourteen (14) days if the permitted decrease in quorum requirements is made. See preceding guidelines box.

- .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose, which may be general.

605.18 ORDER OF BUSINESS - At all meetings of the Board of Directors the following shall be included in the order of business to the extent applicable. The order in which subjects are taken up may be varied.

Roll Call
Reading, correction and adoption of minutes
Report of Executive Committee
Reports of officers
Reports of committees *and coordinators*
Presentation of the annual budget and adoption of recommendation to the House of Delegates
Presentation of the annual audit report and adoption of its recommendation to the House of Delegates
Advice and Consent to Appointments
Unfinished (old) business
New business
Approval of applications for Group Membership and Affiliated Individual Membership
Elections
Resolutions and orders
Adjournment

ARTICLE 606 OFFICERS

606.1 ELECTED OFFICERS AND COMMITTEE CHAIRS — The officers, *At-Large Board Members, and* committee chairs *and coordinators* who shall be elected by the House of Delegates are:

- .1 General Chair
- .2 Administrative Vice Chair
- .3 *Finance Vice Chair*

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- .4 Senior *//Vice Chair/ or /Committee Chair//*
- .5 Age Group *//Vice Chair/ or /Committee Chair//*
- .6 Program Development Vice Chair
- .7 Program Operations Vice Chair
- .8 Secretary
- .9 Treasurer
- .10 Technical Planning Chair
- .11 Safety *//Committee Chair/ or /Coordinator//*
- .12 Officials Committee Chair
- .13 *//Membership/Registration //Chair/ or /Coordinator/// or /Membership //Chair/ or /Coordinator// and Registration //Chair/ or /Coordinator//*
- .14 Athlete Representatives
- .15 Safe Sport *//Committee Chair/ or /Coordinator//* [effective 1-1-2017]
- .16 At-Large Board Members (athlete and non-athlete)

An LSC may add additional positions to the list of officers, chairs and coordinators to be elected by the House of Delegates, but may delete only those indicated by italics, except that numbers .4 and .5 may be deleted only (although not recommended) if numbers .6 and .7 are included; and if numbers .6 and .7 are deleted, then numbers .4 and .5 must be included as Vice-chairs. Larger LSCs electing the function-based organization will likely keep the Age Group and Senior Committee Chairs as elected Board Members. It is recommended that the position of Safety Chair or Coordinator be a position elected by the House of Delegates. If the position of At-Large Board Member is used, it must be elected by the House of Delegates, unless permission to do otherwise is obtained from the USA Swimming Rules and Regulations Committee. If any of numbers .10 through .13 are omitted, corresponding changes may need to be made elsewhere. Some LSCs may find it helpful to split a division into two or to appoint one or more deputy division vice-chairs to divide first tier responsibility. Any single-person position, other than General Chair, that has been listed as a chair should be changed to "coordinator". The order in which officers is listed here is not mandatory. Any office may be combined with any other office except that of General Chair. Also, the offices of Treasurer and Finance Vice Chair may not be combined. The alternatives presented allow for traditional, functional or hybrid forms of organization and must be consistent with the choices made previously. The reference to "Athlete Representatives" must be omitted if Provision A is selected for use or if the second or third variant of Provision B is selected.

606.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General Chair, the Administrative Vice Chair, the Secretary, the Finance Vice Chair, and the Senior *//Vice Chair/ or /Committee Chair//* and the Program Development Vice Chair, in even-numbered years; and the Age Group *//Vice Chair/ or /Committee Chair//*, the Program Operations Vice Chair, the Treasurer, the Technical Planning Committee Chair, the Safety *//Committee Chair/ or /Coordinator//*, the Officials Committee Chair and the *//Membership/Registration //Chair/ or /Coordinator/// or /Membership //Chair/ or /Coordinator// and Registration //Chair/ or /Coordinator//* in odd-numbered years. At-Large Board Members shall be elected in odd and even-numbered years in a manner that to the extent possible results in an equal number of positions being elected by the House of Delegates in each year.

The alternatives presented allow for either the traditional (Senior/Age Group vice-chairs) or the functional (Program Development/Program Operations vice-chairs with Age Group and Senior Committee Chairs) organization of the LSC (and many hybrids in between) and must be consistent with the choices made elsewhere herein. It is recommended that approximately half of the positions should be elected in odd-numbered and half in even-numbered years using two-year terms of office. Subject to that consideration, the LSC may move any position whether or not in italics, from one year to the other. Although strongly discouraged, the section may be varied to permit a two-year term of office with

everyone elected in a single year. This section may be further varied to allow for annual or staggered quadrennial terms of office. The stagger of the four-year terms shall be aligned with the Olympic quadrennial with approximately half of the positions elected during the year of the Summer Olympic Games and the remaining half during the year of the Winter Olympic Games. LSCs with a zone structure will need to either modify this Article to accommodate the needs of that structure or adopt an additional Article to include the zones and related provisions. The provision may be further modified by an LSC that desires to have separate Membership and Registration Chairs or Coordinators to provide that one is elected in the even-numbered years and the other in odd-numbered years. Changes to non-italicized parts of this Section may be made where necessary to achieve one of the permitted election schemes. The sentence dealing with At-Large Board Members may be omitted by LSCs that do not include that position.

606.3 ELIGIBILITY — Only Individual Members in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office.

606.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have one vote, regardless of the number of positions held by such Member.

606.5 OFFICES COMBINED OR SPLIT -

.1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice Chair and Treasurer, may be held jointly by two Individual Members. This may be accomplished by the Nominating Committee nominating two Individual Members to serve as co-officers or by the House of Delegates electing two at the time of election. In the case of the Administrative Vice Chair, the House of Delegates at the time of election shall designate one to be the successor to the General Chair; if no such designation is made, then the person with the longer tenure in such office or as a Board Member shall serve as the successor.

.2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except that the offices of Finance Vice Chair and Treasurer may not be combined. This may be accomplished by the Nominating Committee nominating single Individual Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of election.

606.6 TERMS OF OFFICE —

.1 TERM OF OFFICE - The terms of office of all elected members of the Board of Directors shall be *two* years.

An LSC may designate the term of office to be one, two or four years, consistent with the choices made in elsewhere herein.

.2 COMMENCEMENT OF TERM - Each person elected to a position shall assume office *upon election*⁽¹⁾ and shall serve until a successor *is chosen*⁽²⁾.

⁽¹⁾*An LSC may vary this to provide that the officers shall assume their duties upon the start of the fiscal year of XXSI, a date corresponding to the end or beginning of the competitive season cycle, or another convenient date specified herein.* ⁽²⁾*If a date is specified then “is chosen” should be deleted and replaced with “takes office”.*

- .3 CONSECUTIVE TERMS LIMITATION - *Except for the Secretary, Treasurer, Technical Planning Committee Chair, ~~Membership/Registration Chair or Coordinator~~ or ~~Membership Chair or Coordinator~~, and Registration Chair or Coordinator*, no Individual Member who has been elected by the House of Delegates and served four successive years shall be eligible for re-election to the same position until a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms limitation.

An LSC may include all, some, or none of the Board Members listed in italics or add other Board Members. No exception may be made for the terms of office of the General Chair, the division vice-chairs and the Age Group Committee and Senior Committee Chairs, if the latter two positions are elected. However, the Treasurer may not be excepted unless the LSC has the office of Finance Vice Chair.

- 606.7 DUTIES AND POWERS — The duties and powers of the officers and other Board Members shall be to attend and participate in all meetings of the House of Delegates and the Board of Directors and as follows:

The House of Delegates, the Board of Directors or the XXSI Policies and Procedures Manual may assign or designate additional or different duties and powers to the Board Members or appoint or delegate them to paid staff. Alternatively, these Bylaws may be modified to incorporate such changes. However, the powers and duties of the General Chair shall not be reduced and the minimum divisional organization must be maintained in accordance with Article 606. If any of the positions listed below is not to be elected by the House of Delegates, then the provision applicable to that position must be moved to Article 607 and vice versa.

- .1 GENERAL CHAIR: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of XXSI, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairs and members for standing and special committees *or coordinators* as may be necessary to permit XXSI to effectively, efficiently and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of XXSI.
- .2 SECRETARY: The Secretary, or a delegate, shall be responsible for keeping a record of all meetings of the House of Delegates and Board of Directors, conducting official correspondence, issuing meeting and other notices and making such reports to USA Swimming as are required by these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary, *or the staff of XXSI's permanent office*, shall be custodian of the records *and the seal* of XXSI, and attest the execution of, *and cause the seal to be affixed to*, all duly authorized instruments. The Secretary shall cause to be kept *at XXSI's permanent office* copies of all minutes, official correspondence, meeting and other notices, *and any other records of XXSI and the XXSI corporate seal*.

The possession and use of a seal is optional unless required by the laws of the jurisdiction of incorporation or the LSCs Articles/Certificate of Incorporation. The LSC may omit the references to a seal if it does not propose to have one. If the LSC does not have a permanent office, the reference thereto should be replaced with "in the safe-keeping of the Secretary". In that case, the following sentence should also be added to the provision: "The Secretary's custody of the minute books and other records

shall be as a fiduciary for XXSI and shall end when the Secretary leaves office and shall pass them on to the successor Secretary.” LSCs with permanent offices and paid staff may modify this provision to specifically divide the secretarial duties between the Secretary and the paid staff.

- .3 TREASURER: The Treasurer shall be the principal receiving and disbursing officer of XXSI. Except as otherwise directed by *the Finance Vice Chair, the Finance Committee* or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of XXSI and pay all bills, salaries, expenses and other disbursements approved by an authorized officer, committee chair, coordinator, *the Finance Vice Chair, the Finance Committee*, the Board of Directors or the House of Delegates, or required to be paid pursuant these Bylaws. When authorized by the Board of Directors, income and expenses may be received and paid by a division, officer, *or committee or coordinator*, provided that the division, officer *or committee or coordinator* promptly submits to the Treasurer an itemized report, duly attested by the division, officer, *or committee chair or coordinator* and either within the approved budget of such division, officer, *or committee or coordinator*, or authorized by the Board of Directors or the House of Delegates. The Treasurer shall be a member of the Finance Committee but may not be its chair. The Treasurer shall issue a ~~||monthly| or |quarterly report|~~ listing the current budget variances by line item, all receipts, all expenditures and the current fund and account balances for the preceding ~~||month| or |quarter|~~ and for the fiscal year to date, together with such other items as *the Finance Vice Chair, the Finance Committee*, the General Chair or the Board of Directors may direct. The Treasurer shall:

The italicized references to the Finance Vice Chair or the Finance Committee may be omitted either because the LSC does not desire to have one or the other, or both, or because the LSC desires to limit the ability of one or both to direct the Treasurer in particular respects. The LSC should choose the period on which it regularly prepares financial reports for the Board of Directors. Generally there should be financial report at each regular meeting of the Board of Directors unless it meets more than once a month.

- A. have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of XXSI;
- B. cause the moneys, securities and other financial instruments of XXSI to be deposited in the name and to the credit of XXSI in such institutions as shall be designated by the Board of Directors or to be otherwise invested as *the Finance Vice Chair, the Finance Committee* or the Board of Directors may direct;
- C. cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds and any similar special purpose funds or accounts;
- D. cause the funds of XXSI to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of XXSI, and obtain and preserve proper vouchers for all moneys disbursed;
- E. cause to be kept *at XXSI's permanent office* correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, *the Finance Vice Chair, the Finance Committee* or the Treasurer shall determine;

If the LSC does not have a permanent office, the reference thereto should be replaced with “in the safe-keeping of the Treasurer”. In that case, the following sentence should be added to the provision: “The

Treasurer's custody of the books and records shall be as a fiduciary for XXSI and custody and fiduciary state shall end when the Treasurer leaves office and passes them on to the successor Treasurer."

- F. upon request and at reasonable hours cause such books or duplicates thereof to be exhibited to any member of the Board of Directors and upon application and at reasonable hours cause the */monthly/ or /quarterly/* financial reports and the annual audited financial statement to be exhibited to any member of XXSI or USA Swimming;

The choice indicated must be consistent with the choice made in the body of this Section.

- G. cause XXSI to be in compliance with the requirements of Section 608.4;
- H. have the power to require from the officers, committee chairs, *coordinators, staff* or agents of XXSI reports or statements giving such information as the Treasurer may determine to be appropriate or helpful with respect to any and all financial transactions of XXSI;
- I. */make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of XXSI/ or /cause the annual audit of accounts of XXSI to be performed/* and cause the preparation and timely filing of all required federal, state and local tax returns, and other financial and tax reports with the applicable government official, and forward a copy of the annual financial statement and audit report and any federal tax return to the Secretary for submission to the Board of Directors and USA Swimming national headquarters in accordance with these Bylaws and as otherwise directed by USA Swimming;

The choice presented must be consistent with the existence and scope of the duties of the Finance Vice Chair, Audit Committee or Finance Committee.

- J. have the power to appoint one or more assistant treasurers and delegate to them one or more of the Treasury functions, or parts thereof; and
- K. in general, perform all the other duties incident to the corporate treasury function.

- .4 ADMINISTRATIVE VICE CHAIR: The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair, and when so acting shall have all of the powers of the General Chair. The Administrative Vice Chair shall chair, and have general charge of the business, affairs and property of the division that administers XXSI business and affairs. The Administrative Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, *and committees and coordinators. The Administrative Division shall be responsible for the creation and maintenance of XXSI's Policies and Procedures Manual.*

The last sentence may be omitted by an LSC that does not have and does not expect to have such a manual. USA Swimming highly recommends that each LSC should have a Policies and Procedures Manual. An additional sentence may be added regarding Athlete liaison and elections. See the following commentary box.

- .5 SENIOR *[/VICE CHAIR/ OR /COMMITTEE CHAIR/]*: The Senior *[[Vice Chair] or [Committee Chair]]* shall chair and have general charge of the affairs and property of the *[[Division] or [Committee]]* that develops and conducts the senior swimming program of XXSI. The *[[Senior [Vice Chair] or [Committee Chair]] or [Administrative Vice Chair]]* will serve as the liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives' elections are held in accordance with these Bylaws.

If the responsibility for Athlete liaison and Athlete Representatives elections is determined to be one for the Administrative Vice Chair, then the last sentence of this provision should be removed to the section covering the Administrative Vice Chair.

- .6 AGE GROUP *[/VICE CHAIR/ OR /COMMITTEE CHAIR/]*: The Age Group *[[Vice Chair] or [Committee Chair]]* shall chair and have general charge of the affairs and property of the *[[Division] or [Committee]]* that develops and conducts the age group swimming program of XXSI.

If the Senior and Age Group positions are to serve as division vice-chairs, then these duties need to include the duties of the Program Development and Program Operations Vice-Chairs. Alternatively, in the function-based structure, if (which is not recommended for any but the smallest of the LSCs) the Senior Committee Chair and the Age Group Committee Chair positions are not used, their responsibilities may be divided according to function and assigned to Program Development and Program Operations divisions, as appropriate. Regardless of titles, to relate to USA Swimming and the USA Swimming House of Delegates, one person should have substantially the programmatic duties of one of these positions and another person should have substantially the programmatic duties of the other position. In a function based structure, if the Age Group and Senior Chairs are to be appointed, then the provisions relating to them should be moved to Article .

- .7 PROGRAM DEVELOPMENT VICE CHAIR: *The Program Development Vice Chair shall chair and have general charge of the affairs and property of the division that develops, coordinates and conducts a swimming program for all levels of swimming in the Territory, including the development of long-range plans for swimming programs.*
- .8 PROGRAM OPERATIONS VICE CHAIR: *The Program Operations Vice Chair shall chair and have general charge of the affairs and property of the division that coordinates and facilitates the conduct of all swimming programs for XXSI including the awarding of meet sponsorships to Club Members, facilities and equipment rentals and meet management for all swimming meets sponsored by XXSI.*

If the Program Development and Program Operations Divisions are not used, their functions should be divided between the Senior and Age Group Divisions.

- .9 FINANCE VICE CHAIR: *The Finance Vice Chair is the chief financial officer of XXSI. The Finance Vice Chair shall chair and have general charge of the affairs and property of the division that includes the Treasury function, the development and implementation of an investment program for XXSI's working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for XXSI. The Finance Vice Chair, with the assistance of the *[[Budget] or [Finance]]* Committee, shall prepare an annual budget for XXSI's operations and present the budget for approval by the Board of Directors and the House of*

Delegates. In addition, the Finance Vice Chair shall cause to be conducted the audit required hereunder and shall review, or shall cause the Audit Committee to review, the annual audit report and recommend acceptance and appropriate action, if any, with regard thereto by the Board of Directors and the House of Delegates. The Finance Vice Chair is responsible for the adequacy of XXSI's system of internal financial and accounting controls. The Finance Vice Chair is the chair of the Finance and Budget Committees and a member of the Personnel Committee. Together with the Treasurer, the Finance Vice Chair is ultimately responsible for XXSI's compliance with Section 608.4.

The Finance Division should not be omitted without careful consideration of the financial management of the LSC and the structure of checks and balances it should provide. Nevertheless, if the Finance Division is not used, the duties of the Finance Vice Chair should be allocated among the General Chair, the Administrative Vice Chair and the Treasurer in a manner that best fits the needs of the LSC, while still providing the necessary system of financial checks and balances. The Bylaws of an LSC which elects not to establish a Finance Division shall be submitted to the USA Swimming Rules and Regulations Committee for review and approval as to the adequacy of the system of internal financial and accounting controls and related matter, such as the term of office of the Treasurer, the existence of an Audit Committee or the use of an outside professional auditor, etc.

- .10 **ATHLETE REPRESENTATIVES:** *The Athlete Representatives shall serve as the liaison between the athletes who are members of XXSI and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athletes' Committee.*

The italicized language may be omitted if the LSC does not desire to have that committee.

- .11 **COACH REPRESENTATIVES:** *The Coach Representatives shall serve as a liaison between the coaches who are members of XXSI and the Board of Directors and House of Delegates. The Senior Coach Representative shall chair the Coaches' Committee.*

The two italicized "s" should be omitted if the LSC has only one Coach Representative. The italicized sentence may be omitted if the LSC does not desire to have that committee.

- .12 **AT-LARGE BOARD MEMBERS -** *In addition to their inherent powers and duties as members of the Board of Directors, the At-Large Board Members shall have such powers and duties as may be delegated to them by the XXSI Policies and Procedures Manual, the General Chair, the Board of Directors or the House of Delegates.*

This Board of Directors position is optional and may be omitted if desired. In order to preserve continuity across the LSCs, if an LSC elects to omit this provision, the Sub-Section number and heading should remain with the addition of the following commentary: "This Section is reserved for future use."

.13 XXSI DELEGATES TO USA SWIMMING HOUSE OF DELEGATES -

- A. Officer and Representative Delegates - It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, the *[/Age Group Vice Chair/ or /Program Development Vice Chair/]*, the *[/Senior Vice Chair/ or /Program Operations Vice Chair/]*, the Senior Athlete Representative and the Senior Coach Representative to attend the USA Swimming annual meeting as representatives of XXSI and voting delegates to the USA Swimming House of Delegates. *If Age Group and Senior Committee Chairs are elected or appointed in addition to Program Development and Program Operations Vice-chairs, the Board of Directors may rotate the attendance and voting privilege and obligation among the four positions, or make such other provision as it determines to be in the best interests of XXSI and the individuals involved. If the Board of Directors determines to send fewer than all of the Athlete Representatives to the USA Swimming annual meeting, the Senior Athlete Representative and the Athlete Representative next most senior in term of office shall attend and so on. Where two Coach Representatives are elected, the Board of Directors may decide to send one or both Coach Representatives.*

The italicized sentences may be omitted in their entirety or in part by an LSC whose structure does not permit either or both of the fact patterns to exist. If used, the sentences may and should be modified to fit the particular circumstances of the LSC.

- B. Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual meeting as delegates representing XXSI.
- C. Athlete Representative Alternates - If an athlete delegate is unable to attend, the Athlete Representative next most senior in term of office shall attend. If seniority cannot be established or there remain no additional Athlete Representatives or alternates able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate one or more Athlete Members to attend as a representative of XXSI.

An LSC with more than two (2) Athlete Representatives may modify this provision to designate at the time of election which athletes shall have the privilege and the duty to attend the USA Swimming annual meeting and the order of succession in case of inability to attend.

- D. Coach Representative Alternates - If the Senior Coach Representative is unable to attend the USA Swimming annual meeting, then *the other Coach Representative shall attend, and if neither Coach Representative is able to attend, then* the General Chair, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of XXSI.

The italicized parts of this provision may be omitted in an LSC that has only one Coach Representative and does not make provision for a second. The provision may be modified by an LSC that has two Coach

Representatives and wishes to provide that both will attend the convention on a regular basis.

606.8 RESIGNATIONS — Any officer may resign by orally advising the General Chair or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.

606.9 VACANCIES AND INCAPACITIES -

- .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice Chair shall become the Acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as Acting General Chair, the Administrative Vice Chair shall vacate the office of Administrative Vice Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice Chair as Acting General Chair for the duration of the absence.
- .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the *|House of Delegates| or |Board of Directors| or |Athletes Committee|* or the Coaches Committee, as the case may be, shall elect a successor.

The choice presented in the last clause must be coordinated with the previous choice made regarding the election or selection of the Athlete Representatives.

- .3 OTHER OFFICES - In the event of a vacancy in, or permanent incapacity of the person holding, any office other than General Chair, Athlete Representative, Coach Representative or *[member of the Administrative Review Board]* the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the General Chair may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.
- .4 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates with, in the case of an Athlete Representative or a Coach Representative, the advice and consent of the Athletes Committee or the Coaches Committee, respectively. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

606.10 OFFICERS' POWERS GENERALLY -

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - *The General Chair, Administrative Vice Chair, Program Development Vice Chair, Program Operations Vice Chair and Finance Vice Chair* each

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may sign and execute in the name of XXSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the XXSI Policies and Procedures Manual, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.

The number of officers empowered to sign in the name of the LSC may be changed as deemed appropriate or as mandated by applicable laws and regulations of the state of incorporation or its Articles/Certificate of Incorporation.

- .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as may be prescribed in XXSI's Policies and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice Chair, the delegating officer or these Bylaws. *The division vice-chairs shall have the additional duties and powers as herein provided.*
- .3 DELEGATION - Officers of XXSI may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, except that neither the Finance Vice Chair nor the Treasurer may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. *Except as otherwise provided in these Bylaws and with the consent of the ~~[[Board of Directors]~~ or ~~[Personnel Committee]~~, any officer may delegate any portion of that officer's powers or duties to the paid staff of XXSI.* A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.

Officers' duties may be delegated or assigned to paid staff with the consent of the Personnel Committee instead of, or as an alternative to the Board, where that committee exists.

- .4 ASSISTANT AND DEPUTY OFFICERS - The House of Delegates or the Board of Directors may by resolution or XXSI's Policies and Procedures Manual may create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedures Manual shall the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

606.11 DEPOSITORIES AND BANKING AUTHORITY —

- .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of XXSI shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors may select, or as may be selected by *the Finance Committee* or any officer or officers or agent or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of XXSI in any of its duly authorized depositories shall be made in the manner determined by *the Finance Vice Chair, the Finance Committee* or the Board of Directors. All funds of XXSI not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by *the Finance Vice Chair, the Finance Committee*, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.
- .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of XXSI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of XXSI, and in the manner, as shall be determined by *the Finance Vice Chair, the Finance Committee* or the Board of Directors.

In each of the two preceding paragraphs, the italicized references to the Finance Vice Chair or the Finance Committee may be omitted either because the LSC does not desire to have one or the other or both or because the LSC desires to limit the ability of one or both to direct the Treasurer or others in those areas.

ARTICLE 607
DIVISIONS, COMMITTEES AND COORDINATORS

The internal organization within each listed division, the allocation of responsibilities among the division vice-chairs and other XXSI officers, committees and coordinators and substantial parts of Article 607 may be varied to suit the needs of the LSC. The divisions listed are mandatory except for the Finance Division. Presented in Section 607.1.1 is a suggested grouping of jurisdictions and areas of responsibility which a LSC should consider in determining its needs and in evaluating its present form of organization. Additional divisions may be added (for example, if an LSC has large amounts of equipment which is shared among Club Members or swimming events, an Equipment Division might be added with the duties of acquiring, maintaining, allocating and arranging the transportation of equipment owned by the LSC and the training of personnel to transport and operate the equipment. In a multi-zoned LSC, the zones could be additional divisions, for example. The listed responsibilities may be omitted, added to or assigned to the General Chair, another division, an XXSI officer, a committee or a coordinator as the LSC desires or best serves its needs. Thus, each subject matter could be a responsibility of:

- the suggested division Vice Chair or a different division Vice Chair, in which case the subject matter should be removed to the applicable powers and duties provision;*
- the General Chair or another LSC officer, in which case the subject matter should be removed to the applicable powers and duties provision;*
- a separate standing committee or coordinator in which case the word “Committee” or “Coordinator” should be added to that subject matter line and the committee or coordinator should be added, each where appropriate;*

- another standing committee or coordinator in which case the subject matter should be removed to the applicable powers and duties provision; or
- a committee or coordinator having several responsibilities, in which case the several applicable subject matters may be combined and used to identify that committee or coordinator (for example, the Membership/Registration Coordinator) or the subject matter should be removed to the applicable powers and duties provision.

The only optional division is the Finance Division and it is highly recommended that it not be omitted. Nevertheless, if the Finance Division is not established, then its responsibilities and standing committees must be allocated among the other divisions, the Audit, Budget, Finance or other Committees and the Treasurer or other officers. In doing so, however, the LSC must make allocations of those responsibilities in a manner which will provide adequate financial checks and balances. The Bylaws of an LSC which elects not to establish a Finance Division shall be submitted to the USA Swimming Rules and Regulations Committee for review and approval as to the adequacy of the system of internal financial and accounting controls.

These Bylaws allow the LSC to use the traditional Age Group—Senior vice-chairs organizational structure, a functional Program Operations—Program Development vice-chairs structure, or any reasonable combination of the two. Regardless of the divisional organization chosen by the LSC, each LSC shall have two positions which have programmatic responsibilities conforming to the traditional Age Group and Senior divisions. If the LSC chooses to continue the traditional Age Group—Senior organization, careful consideration should be given to combining, perhaps in a new division, on a functional basis many of the operational and other duties not directly involved in the two swimming programs to serve both the Age Group and Senior programs more effectively and efficiently. An existing example would be creating a property and facility management division to have charge of the LSC's timing systems, touch pads and longer term pool use contracts.

Once the organizational options are decided, the functions listed below need to be assigned as committees, coordinators or responsibilities of the respective division Vice-chairs. Those assigned to committees become the standing committees or coordinators of the LSC. They also should be listed in the Bylaws, as appropriate. Unless there are officers, standing committees or coordinators who report directly to the General Chair, all the officers, standing committees and coordinators should appear within one or another of the divisions listed below.

607.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The *[/six/ or /seven/ or /more/]* divisions of XXSI shall each be chaired by a Vice Chair, the Senior Athletes Representative, or the Senior Coaches Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 606.7. Under each division Vice Chair there are officers, committees, *coordinators* and direct responsibilities as follows:

The internal organization within each listed division, the allocation of responsibilities among the division vice-chairs and other LSC officers, committees and coordinators and substantial parts of Article 607 may be varied to suit the needs of the LSC. As noted above, the divisions listed are mandatory except for the Finance Division. Section 607.1.1 presents a suggested grouping of jurisdictions and areas of responsibility which the LSC should consider in determining its needs and in evaluating its present form of organization. As noted in the previous commentary box, additional divisions may be added. For example, in a multi-zoned LSC, the zones could be additional divisions each being represented by a division Vice Chair or could be subdivisions of a single additional division represented by a single division Vice Chair. The listed functions and responsibilities may be retained, omitted, added to or assigned to the General Chair, another division, an LSC officer, a committee or a coordinator as best

serves the LSC's needs. If useful, At-Large Board Members may be assigned to a division or spread among several divisions.

.1 ADMINISTRATIVE DIVISION - Administrative Vice Chair

*Awards Banquet
Bylaws/Legislation/Rules
Club Development
Computer
Elections
Equipment
Insurance
Legal (General Counsel, if applicable)
Membership/Registration
Reportable Times
Personnel
Public Relations
Publications/Newsletter
Policies and Procedures Manual
Records/Top 16 Tabulation
Swimguide/Parents Manual
Safe Sport *||Committee Chair| or |Coordinator||*
Secretary
Special Events*

.2 *||AGE GROUP| OR |PROGRAM DEVELOPMENT||* DIVISION - *||Age Group| or |Program Development||* Vice Chair

*Adaptive Swimming
Age Group
Camps/Clinics
||Open Water||
Program Development
||Senior||
Technical Planning
Time Standards
Zone Team*

.3 *||SENIOR| OR |PROGRAM OPERATIONS||* DIVISION - *||Senior| or |Program Operations||* Vice Chair

*Awards
Camps/Clinics
Meet Evaluation
Meet Management
Meet Sanctions
Meet Sponsorship
Officials
||Open Water||
||Reportable Times||
Safety
||Senior||*

.4 FINANCE DIVISION - Finance Vice Chair

Audit
Budget
Finance
Marketing/Sponsorship
Swim-a-thon
Tax
Treasurer

.5 ATHLETES DIVISION - Senior Athlete Representative

Athlete Representatives
Athletes Committee

.6 COACHES DIVISION - Senior Coach Representative

Coach Representatives
Coaches Committee

607.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS

.1 ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIRS AND COORDINATORS -

- A. *Elected Chairs and Coordinators - As provided herein, certain non-officer committee chairs and coordinators shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be as provided. These elected non-officer committee chairs and coordinators of XXSI are:*

This subdivision should list the committee chairs and coordinators who are elected by the House of Delegates, but are neither Board Members nor officers. Those listed in this subdivision may be made Board Members; in this event, they would be dealt with in the appropriate Sections of Article 605 and Section 606, rather than here. Alternatively, those listed in this subdivision may be appointed rather than elected. In that case, those positions would be covered by Sub-Section C immediately below this guideline rather than here. If there are no committee chairs or coordinators who are elected by the House of Delegates and are neither Board Members nor officers, this subdivision may be omitted. In order to preserve continuity across the LSCs, if an LSC has no committee chairs or coordinators who are elected by the House of Delegates but are neither Board Members nor officers, this provision should be omitted and the Section number 0 and heading should remain with the addition of the following commentary: "This Section is reserved for future use." See also the next guideline box.

- (1) *||Membership/Registration ||Chair| or |Coordinator|| or ||Membership ||Chair| or |Coordinator|| and (2) Registration ||Chair| or |Coordinator||;*
 - (2) *the Officials Chair;*
 - (3) *the Safety ||Chair| or |Coordinator||; and*
 - (4) *the Technical Planning Chair.*
- B. Ex-officio Chair - Certain other committee chairs are designated ex-officio by virtue of an office currently held.
- C. Appointed Chairs and Coordinators - The chairs of all other standing committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board

of Directors and the respective division Vice Chair. The appointed standing committee chair *or coordinator* shall assume office upon appointment or the date designated by the General Chair, and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.

An LSC may change this provision to have the ~~Membership/Registration Chair or Coordinator~~ or ~~Membership Chair or Coordinator~~ and the Registration Chair or Coordinator and/or the Officials Chair and/or the Technical Planning Chair appointed rather than elected and may add other chairs or coordinators to the list to be elected. If there are to be no elected chairs or coordinators, then the italicized sentences and the word "other" may be omitted. Reference to coordinators may be omitted if the LSC does not use that title. The provision may be further modified to accommodate annual or quadrennial terms of office. In the case of quadrennial terms of office, it may be preferable to have the appointed committee chairs and coordinators have terms that expire at the mid-point of the General Chair's term as well and the provision may be so modified.

.2 DUTIES AND POWERS OF NON-OFFICER CHAIRS AND COORDINATORS -

- A. ~~Membership/Registration Chair or Coordinator~~ or ~~Membership Chair or Coordinator~~ and ~~Registration Chair or Coordinator~~ - The ~~Membership/Registration Chair or Coordinator~~ or ~~Membership Chair or Coordinator~~ and the ~~Registration Chair or Coordinator~~ shall ~~chair the Membership/Registration Committee~~ or ~~chair their respective committees~~ or ~~be responsible for the registration of Group and Individual Members~~ and shall make the reports required by Section 608.6, together with such additional reports as may be required by USA Swimming, the Board of Directors or the Administrative Vice Chair.

If the Membership/Registration position is a one-person operation, the first choice shall be Coordinator and the second choice shall be the "be responsible . . ." clause; otherwise the first choice shall be Chair and the second choice shall be "chair . . .". While in most LSCs, the Membership/Registration function has devolved to one person, either volunteer or paid staff, a very large LSC without paid staff could maintain the function as a two or more persons arrangement. This would involve creation of a new second subdivision B in this Section and renumbering those that follow. Corresponding and consistent choices would have to be made throughout the Bylaws. An LSC considering this should seek the assistance of a member of the Ad Hoc Committee or the USA Swimming Rules and Regulations Committee.

- B. Officials Chair - The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying and supervising officials for XXSI. The Officials Chair shall be a referee certified by XXSI and each member of the Officials Committee shall be a certified official of XXSI.
- C. Safety ~~COMMITTEE CHAIR~~ or ~~COORDINATOR~~ - The Safety ~~Committee Chair~~ or ~~Coordinator~~ shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of XXSI. The Safety ~~Committee~~ or ~~Coordinator~~ shall develop safety education programs and policies for XXSI and make recommendations regarding same, and the implementation thereof, to the ~~Senior~~ or ~~Program Operations~~ Vice Chair, the Administrative Vice Chair and the Board of Directors. The Safety ~~Committee Chair~~ or ~~Coordinator~~ shall make the reports required pursuant to

Section 608.7.

If the Safety position is a one-person operation, the title choice shall be Coordinator. The second choice shall be on the basis of the division into which the Safety position is being placed.

- D. *Technical Planning Chair - The Technical Planning Chair shall chair, and have general charge of the business, affairs and property of the Technical Planning Committee, which is responsible for long-range planning regarding the swimming programs conducted by XXSI, the continuing review and development of the XXSI philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of XXSI's swimming programs.*

This provision may be omitted or modified as needed by an LSC.

- E. *Athletes Committee Chair - The Senior Athlete Representative shall chair and have general charge of the business, affairs and property of the Athletes Committee, which shall be responsible for the publication of an athletes' newsletter and shall undertake such other activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of the Athlete Members, XXSI, USA Swimming and the sport of swimming.*

This provision may omitted or modified as needed by an LSC. Modification is required if the LSC does not have an Athletes Committee.

- F. *COACHES COMMITTEE CHAIR - The Senior Coach Representative shall chair and have general charge of the business, affairs and property of, the Coaches Committee, which shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the committee as being in the best interests of the Coach Members, XXSI and the sport of swimming.*

This provision may be omitted or modified as needed by an LSC. Modification is required if the LSC does not have a Coaches Committee.

- G. *SAFE SPORT ||COMMITTEE CHAIR| or |COORDINATOR| - The Safe Sport ||Committee Chair| or |Coordinator| shall be responsible for the implementation and coordination of, and serve as the XXSI liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport ||Committee Chair| or |Coordinator| shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff ||, and|| the USA Swimming Safe Sport Committee ||and the XXSI Safe Sport Committee|| to implement pertinent aspects of the national Safe Sport Program within XXSI. The Safe Sport ||Committee Chair| or |Coordinator| will:*
1. *Serve as the primary contact for XXSI to coordinate and oversee the implementation of effective safe sport educational programs for all athlete members, their parents, coaches, volunteers and clubs, as provided by USA Swimming;*

2. Be trained regarding the complaint reporting structure and refer all reports of a violation of the Athlete Protection policies directly to the local club, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority;
3. Participate in workshops as provided by USA Swimming, collect and share information about what USA Swimming and other LSCs are doing to promote safe sport policies, and disseminate information on LSC best practices;
4. Serve as an information resource for XXSI clubs and membership, and will help to identify and connect them with local educational partners and resources;
5. Receive feedback and suggestions on the Safe Sport policies and programs from the XXSI clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff; and
6. Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members.

If the Safe Sport function is a one-person operation, then the title should be Safe Sport Coordinator. If it is a true committee, then the title is Safe Sport Committee Chair.

607.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice and consent of the respective division Vice Chair and the chair of the committee. Athlete members of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. Athlete membership is required on all committees. Athlete membership shall amount to at least twenty percent (20%) of the voting membership of the committee. The athlete committee members shall meet the same requirements as those of Athlete Representative set forth in Section 604.1.3 and in Section 605.2. The division Vice Chair shall be an ex-officio member, with voice and vote, of each standing committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

An LSC may add to, or subtract from, the list of standing committees and may vary the provisions setting forth the membership of each standing committee, except that, if used, the Athletes Committee, the Coaches Committee and the Personnel Committee shall not be varied as to membership. Committees should be added to this list only if a significant portion of its members are ex-officio members or the LSC desires to provide a formula approach to membership. The following Sub-Sections shall be renumbered accordingly.

- .1 ATHLETES COMMITTEE - *The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board Members and the Athlete At-Large House Members. The Senior Athlete Representative shall be the chair of the committee.*

The decision to accord Seasonal Athlete Members the right to be members of the Athlete Committee should be consistent with the decision regarding their right to vote for the Athlete Representatives.

- .2 AUDIT COMMITTEE - The members of the Audit Committee shall be the *Finance Vice Chair*, who shall serve as chair, *the Administrative Vice Chair and the Senior Coach Representative*, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

Ideally, the members of this committee should be entirely independent of the Finance Division. Practically, however, it is acceptable to have this committee chaired by the Finance Vice Chair, provided

that there are at least two additional committee members who meet the independence test. The Treasurer shall never be a member of the Audit Committee.

- .3 BUDGET COMMITTEE - The members of the Budget Committee shall be the General Chair, *the Finance Vice Chair, who shall serve as chair, the Treasurer, the Administrative Vice Chair, the Program Development Vice Chair, the Program Operations Vice Chair, the Senior Athlete Representative, the Senior Coach Representative, the Age Group* **||Vice Chair| or |Committee Chair||**, *the Senior* **||Vice Chair| or |Committee Chair||**, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .4 COACHES COMMITTEE - The members of the Coaches Committee shall consist of the Coach Representatives *and such additional Coach Members as may be determined by the Coach Representatives*, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. *The Senior Coach Representative shall be the chair of the committee.*
- .5 FINANCE COMMITTEE - The members of the Finance Committee shall be *the General Chair, the Finance Vice Chair, who shall serve as chair, the Administrative Vice Chair, the Treasurer*, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

In an LSC without a Finance Vice Chair, either the Treasurer or another officer should serve as the chair of the Finance Committee. In an LSC which decides to have the Finance Committee function as the audit committee, at least one additional member should be added who is independent of the Finance Division and will participate in that function.

- .6 OFFICIALS COMMITTEE - The members of the Officials Committee shall be the Officials Chair, who shall serve as chair, *at least two members each of whom shall be a certified official of XXSI*, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .7 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, *the Administrative Vice Chair, the Finance Vice Chair*, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

In an LSC without a Finance Vice Chair, the Treasurer would be substituted as a member for the Finance Vice Chair on the Personnel Committee.

- .8 PROGRAM DEVELOPMENT COMMITTEE - The members of the Program Development Committee shall be *the General Chair*, the **||Age Group| or |Program Development||** Vice Chair, who shall serve as the chair, the **||Senior| or |Program Operations||** Vice Chair, the Senior **||Vice Chair| or |Committee Chair||**, the Age Group **||Vice Chair| or |Committee Chair||**, *the Technical Planning Committee Chair, the Senior Coach Representative*, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

The duties and authority of this committee, which a number of LSCs have found to be invaluable, are

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found in Section 607.4. The committee and its composition is intended to provide better coordination and a smoother, more seamless transition between the Age Group and Senior swimming programs with the greatest retention rate possible.

- .9 *SAFE SPORT COMMITTEE – The members of the Safe Sport Committee shall be the Safe Sport Committee Chair, who shall serve as chair, at least one Coach Member, at least two at-large non-athlete members, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.*

If the LSC elects to have a Safe Sport Coordinator, instead of a Committee, then this subsection .9 should be omitted and the remaining subsections renumbered.

- .10 *SAFETY COMMITTEE - The members of the Safety Committee shall be the Safety Committee Chair, who shall serve as the chair, at least one XXSI certified official, at least one Coach Member, at least two other non-athlete members, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.*
- .11 *TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Committee Chair, who shall serve as chair, at least three (3) Coach Members, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.*

Except as otherwise provided in this Section 607.3, the General Chair or the respective division Vice Chair may appoint the specified additional members and any other members deemed appropriate or necessary for any of the foregoing standing committees, except the Athletes, Coaches and Personnel Committees. Committee members appointed pursuant to the preceding sentence, shall hold their appointments at the pleasure of the appointing officer or successor.

607.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -

The functions of the suggested Audit, Budget, Finance, Membership/Registration and Technical Planning must be assigned to someone, and there must be an Officials Committee and a Safety Committee or Coordinator. Certain functions may be assigned to paid staff and may be removed to Article 607 if that seems helpful. Otherwise this section may be varied by the LSC to suit its needs, or if the subject matter is completely dealt with in the LSC's Policies and Procedures Manual, the section may be a single sentence: "The powers and duties of XXSI's Standing Committees are set forth in XXSI's Policies and Procedures Manual." This, however, may not be as informative to LSC members unless the entire Policies and Procedures Manual is made available to all Individual and Club Members.

- .1 *AUDIT COMMITTEE - The Audit Committee is authorized to, and it shall be its duty to, **conduct the annual audit of the books of XXSI required hereunder and present the results thereof to the Board of Directors and the House of Delegates** or **(a) annually recommend an independent auditor to the Board of Directors, (b) review and negotiate the services to be performed by the independent auditor, (c) receive and review the audit and other reports submitted by the independent auditor and (d) submit the audit and other reports and make recommendations to the Board of Directors with regard thereto**.*

Forming an Audit Committee is highly recommended. The LSC may choose either function presented or may elect to omit the Audit Committee if (a) the audit is conducted by an independent auditor (CPA) and

it is desired that the Board of Directors serve as the Audit Committee or (b) the Finance Committee is to function as the Audit Committee. In the first case, this Section will need to be modified to reflect the change in function. In the latter case the appropriate function language should be added to the duties of the Finance Committee and the Treasurer shall be excluded from participating when the Finance Committee is functioning as an Audit Committee. Where the Finance Committee is functioning as an Audit Committee, one or two additional members shall be added, so that there are at least three members participating in that function.

- .2 BUDGET COMMITTEE - *The Budget Committee is authorized and obligated to consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Budget Committee may request. The proposed budget may contain alternatives.*
- .3 FINANCE COMMITTEE - *The Finance Committee is authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of XXSI's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review XXSI's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment, make a determination of the best financing method for XXSI and make recommendations to the Budget Committee and the Board of Directors.*

Although it is strongly recommended that there be an Audit Committee, if an Audit Committee is not established, its powers and duties should be added to those of the Finance Committee. When the Finance Committee is acting as an audit committee, the Treasurer shall not act as a member of the Finance Committee. The Finance Committee may also function as the Budget Committee in which case the Bylaws should be edited to include the powers and duties of the Budget Committee under the jurisdiction of the Finance Committee.

- .4 MEMBERSHIP/REGISTRATION **||COMMITTEE/ OR /COORDINATOR||** - *The **||Membership/Registration ||Chair/ or /Coordinator||** is authorized and obligated to conduct the registration of Group and Individual Members and supervise the transmission of registration information to USA Swimming and assist in the preparation of the reports required by Section 608.6, together with such additional reports as may be requested by USA Swimming, the Board of Directors, the Administrative Vice Chair or the Finance Vice Chair.*

If the Membership/Registration function is a one-person operation, then the first choice should be Coordinator. If it is a true committee, then the choice is Committee. If the LSC desires to split the function into its two historic predecessors, then a new subdivision following this should be created and the position split on a functional basis, following the same rules with regard to Coordinator or Chair title. The following subdivisions would be renumbered.

- .5 OFFICIALS COMMITTEE - *The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for XXSI and such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained and experienced officials of the highest caliber.*

- .6 PERSONNEL COMMITTEE - *The Personnel Committee is authorized and obligated to negotiate and set wages, compensation and other terms of employment of XXSI's staff (whether employees or independent contractors) within established, budgetary guidelines and policies and to review and approve the scope of duties delegated to the staff.*
- .7 PROGRAM DEVELOPMENT COMMITTEE - *The Program Development Committee is responsible for developing and coordinating an overall swimming program for all levels of swimming in the Territory, including Age Group and Senior programs, and the development of long-range plans for swimming programs.*
- .8 SAFE SPORT COMMITTEE - *The purpose of the XXSI Safe Sport Committee is to ensure implementation of the USA Swimming's Safe Sport policies, guidelines, educational programs, reporting and adjudication procedures which are intended to help provide as safe, healthy and positive environment as possible for all USA Swimming members. The Safe Sport Committee will:*
 - 1. *Coordinate and oversee the implementation of effective ongoing educational programs for all athlete members, their parents, coaches, volunteers and local clubs as provided by USA Swimming;*
 - 2. *Be the primary contact for the club members in XXSI to share information about what USA Swimming and other LSCs are doing regarding Safe Sport policies and programs; and to collect, develop and disseminate information on LSC best practices;*
 - 3. *Serve as an information resource for clubs by, among other things, helping to identify and connect them with local educational partners and resources;*
 - 4. *Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members; and*
 - 5. *Be available to work on special projects, educational programs and assignments as needed.*

If the LSC elects to have a Safe Sport Coordinator, instead of a Committee, then this subsection .8 should be omitted and the remaining subsections renumbered.

- .9 SAFETY ~~COMMITTEE~~ OR ~~COORDINATOR~~ - The Safety ~~Committee~~ or ~~Coordinator~~ shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of XXSI. The Safety ~~Committee~~ or ~~Coordinator~~ shall develop safety education programs and policy for XXSI and make recommendations regarding those programs and policies and their implementation to the applicable division Vice-chairs and the Board of Directors. When approved by the Board of Directors, the Safety ~~Committee~~ or ~~Coordinator~~ shall be responsible for the coordination of their implementation by the Club Members. The Safety ~~Committee Chair with the assistance of the Committee members~~ or ~~Coordinator~~ shall prepare and transmit the reports required pursuant to Section 607.7.
 - .10 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by XXSI and for advice regarding the technical aspects of those programs and of the sport of swimming generally.
- 607.5 DUTIES AND POWERS OF CHAIRS AND COORDINATORS GENERALLY - The duties and powers of the General Chair, the division vice-chairs, committees or subcommittees (in addition to those provided elsewhere in these Bylaws) *and, when applicable, coordinators* shall be as follows:
- .1 Preside at all meetings of the respective division, committee or subcommittee;
 - .2 See that all duties and responsibilities of the *coordinator* or the respective division, committee or sub-committee in his charge are properly and promptly carried out;

- .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the *coordinator* or division or committee, respectively;
- .4 Communicate with the respective division, *coordinator*, committee or subcommittee members to keep them fully informed;
- .5 Keep the General Chair, the respective division Vice Chair or committee chair and the *staff of XXSI's office* informed of the respective coordinator, division, committee or subcommittee actions and recommendations;

In an LSC without paid staff, the "Secretary" may be substituted for the italicized language.

- .6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to *XXSI's office*;

In an LSC without paid staff, the "Secretary" may be substituted for the italicized language.

- .7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for XXSI, except as otherwise provided in these Bylaws or by the Board of Directors; and
- .8 Perform the other specific duties *listed in XXSI's Policies and Procedures Manual* or as may be delegated by the General Chair, the respective division Vice Chair or committee chair, the Board of Directors or the House of Delegates.

607.6 DUTIES AND POWERS OF COMMITTEES AND COORDINATORS GENERALLY - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by XXSI's Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chair or the respective division Vice Chair. Except as otherwise provided in the Bylaws, the duties and powers of any other committees and subcommittees shall be prescribed by XXSI's Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, *coordinator* or chair pursuant to whose powers such committee or subcommittee was created.

607.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of divisions, committees or sub-committees of XXSI shall be held as determined by the respective Vice-chairs or committee or sub-committee chair. In addition, meetings may be called where applicable by the division Vice Chair, *or committee chair or coordinator* pursuant to whose authority a committee or sub-committee was established.

607.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Meetings of divisions, committees and sub-committees other than the Personnel Committee shall be open to all members of XXSI and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation and similar affairs shall be deliberated and decided in a closed executive session which only the respective members are entitled to attend. By a majority vote on a motion of a question of privilege a division, committee or sub-committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the division, committee or sub-committee.

607.9 VOICE AND VOTING RIGHTS OF DIVISION, COMMITTEE AND SUB-COMMITTEE MEMBERS - The voice and voting rights of Board Members and Individual Members shall be as follows:

- .1 MEMBERS - Each division, committee and sub-committee member shall have both voice and vote in the respective meetings.

LSCs will need to determine whether all committee and subcommittee members shall have both voice and vote or that some shall have voice only. If some are not to have a vote, the following paragraph must be used to deal with those members in addition to including an "other than" clause in the preceding paragraph. If the following paragraph is used it must be made consistent with the preceding paragraph. For example, in some LSCs, the General Chair is an ex-officio member of every committee having voice but not a vote.

- .2 NON-VOTING COMMITTEE OR SUB-COMMITTEE MEMBERS - Unless entitled to vote under another provision of these Bylaws, the *General Chair* shall have voice but no vote in meetings of divisions, committees and sub-committees.
- .3 INDIVIDUAL MEMBERS - Individual Members who are not members of the division, committee or sub-committee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.

607.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a division, committee or sub-committee may be taken without a meeting if all the division, committee or sub-committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.

607.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any division, committee or sub-committee may participate in a meeting of the division, committee or sub-committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

607.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee or subcommittee, a quorum of any committee or subcommittee shall consist of *[/a majority of the members/ or /those members present/]* of the committee or subcommittee.

An LSC must choose between permitted quorum provisions.

607.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a division, committee or subcommittee shall be determined by a majority vote.

607.14 PROXY VOTE - Voting by proxy in any meeting of a division, committee or sub-committee of XXSI shall not be permitted.

607.15 NOTICES

- .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or sub-committee, not less than *forty-eight (48) hours'* notice in the case of notice given by

telephone, and *six (6) days'* notice in all other cases, shall be given for any meeting of a division, committee or sub-committee of XXSI. Separate notices need not be given for regular meetings that are scheduled well in advance.

An LSC may provide for a longer notice period but should allow sufficient flexibility for the committees to function efficiently. If a particular committee is a cause of concern, the LSC should establish a separate notice provision for that committee either in these Bylaws or by resolution or directive.

.2 INFORMATION - The notice of a meeting shall contain the time, date and site.

607.16 ORDER OF BUSINESS - At all meetings conducted under the authority of this Article, the following shall be included in the order of business to the extent applicable; the order in which subjects are taken up may be varied:

- Roll Call
- Reading, correction and adoption of minutes
- Reports of *coordinators*, committees and subcommittees
- Unfinished (old) business
- New business
- Resolutions and orders
- Adjournment

607.17 RESIGNATIONS - Any committee or subcommittee chair or member *or coordinator* may resign by orally advising the General Chair or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.

607.18 VACANCIES - The determination of when the position of an appointed committee or subcommittee chair, committee member *or a coordinator* becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 606.9 for provisions applicable to elected committee chairs *and coordinators*.) In the event of a vacancy or permanent incapacity the General Chair, with the advice and consent of the Board of Directors and the respective division Vice Chair, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.

607.19 DELEGATION - With the consent of the Board of Directors or the respective division Vice Chair, a committee or subcommittee chair *or a coordinator* may delegate a portion of their powers or duties to another officer of XXSI, or to another committee, subcommittee or coordinator, *or, with the consent of the Board of Directors or the Personnel Committee, to the paid staff of XXSI*. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

Duties of a committee or subcommittee chair or a coordinator may be delegated or assigned to paid staff with the consent of the Personnel Committee instead of, or as an alternative to the Board, where that committee exists.

607.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES [*ADMINISTRATIVE REVIEW BOARD*] - Sections 607.5 through 607.16 shall apply to the Executive Committee, the Nominating Committee and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided in

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these Bylaws, in the resolution creating the committee *or in the XXSI Policies and Procedures Manual*. [These provisions shall also apply to Administrative Review Board meetings, but shall not apply to its hearings or deliberations.]

ARTICLE 608
ANNUAL AUDIT, REPORTS AND REMITTANCES

- 608.1 MINUTES - The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the respective members and to USA Swimming national headquarters.
- 608.2 FINANCIAL AND FEDERAL TAX REPORTS - The Secretary shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of XXSI and the report thereon prepared in accordance with Section 608.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by XXSI under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.
- 608.3 STATE AND LOCAL REPORTS AND FILINGS - The Secretary shall cause to be made all reports and non-tax filings and shall requisition from the Treasurer checks with which to pay any applicable fees required by its state of incorporation and by any other state or municipality in which it operates.
- 608.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - XXSI shall cause to be made available *||at XXSI's permanent office during regular business hours| or |at a reasonable location and time determined by XXSI|* to anyone requesting to see a copy of XXSI's federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include XXSI in USA Swimming's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.

An LSC that does not maintain a permanent office must delete the first phrase and the LSC with a permanent office must delete the second phrase. An LSC that operates in more than one state or locality, may be subject to different requirements in each state and locality in which it operates that may result in additional information being made available to the public. Under current IRS rules, members of the public may request copies for their use, in which case the LSC may recover a reasonable copying charge.

- 608.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of XXSI shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by *an independent auditor who shall be a certified public accountant or by the ||Audit Committee| or |Finance Committee|*. The audit shall cover any federal, state or local income tax return that XXSI is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of XXSI have been reviewed and fairly present the financial condition of XXSI as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

An LSC may modify this provision to specify which of the options is to be used, or may modify it to provide alternatives. The LSC may delete the reference to the CPA if it seems unlikely that such option will ever be used.

608.6 MEMBERSHIP AND REGISTRATION REPORTS - The *[/Membership/Registration /Chair/ or /Coordinator/]* or *[/Membership //Chair/ or /Coordinator// and Registration //Chair/ or /Coordinator/]*, or *[/a delegate/ or /their delegates/]*, shall forward in a timely manner all required reports to the Executive Director of USA Swimming. This report shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The *[/Membership/Registration //Chair/ or /Coordinator// or /Membership //Chair/ or /Coordinator// and Registration //Chair/ or /Coordinator/]* shall make periodic summary reports to *the Administrative Vice Chair*, the Board of Directors and the House of Delegates.

If the Membership/Registration function is a one-person operation, then the first choice should be Coordinator. If it is a true committee, then the choice is Committee. If the LSC has previously decided to maintain the split function, then a new subdivision following this should be created and the position split on a functional basis, following the same rules with regard to Coordinator or Chair titles. If the Membership/Registration function has been fully delegated to the staff, this provision may be modified and moved to Article 607.

608.7 SAFETY REPORTS -

- .1 INCIDENT/OCCURRENCE REPORTS - An occurrence report providing all of the information requested by applicable USA Swimming form should be completed at the time of the occurrence by the meet director, officer, coach or club officer with copies to USA Swimming national headquarters, the Safety *[/Committee Chair/ or /Coordinator/]* and the Administrative Vice Chair *and the XXSI office*.
- .2 REPORTS OF INJURIES - The Safety *[/Committee Chair/ or /Coordinator/]* shall present a report concerning swimming-related injuries within the Territory at each House of Delegates and Board of Directors meeting.
 - A. House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of XXSI and USA Swimming, the location of the occurrence and a brief description of the incident, the resulting injury and the emergency-care steps taken, together with any recommendation for action by XXSI and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Safety *[/Committee Chair/ or /Coordinator/]* is responsible for distribution of this report to each Club. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.
 - B. Board of Directors Reports - The regular report to the Board of Directors may be a summary addressing primarily any recommendation for action by XXSI and its members.
- .3 SAFETY EDUCATION - The Safety *[/Committee Chair/ or /Coordinator/]* shall be responsible for disseminating safety information flowing from USA Swimming Headquarters and, *with the assistance of the Committee members*, exploring safety education opportunities and developing a safety education program tailored to XXSI and its members and Territory.

- 608.8 MAILING ADDRESS - XXSI shall notify in writing USA Swimming national headquarters of any change in its regular mailing address within 14 days of the change.
- 608.9 REPORTS GENERALLY - XXSI shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules and Regulations or by the National Board of Directors or National House of Delegates, in such a manner and on such written forms as may be requested by USA Swimming national headquarters. The General Chair, the ~~Membership/Registration Chair or Coordinator~~ or ~~Membership Chair or Coordinator~~ and (2) Registration ~~Chair or Coordinator~~, the Secretary, the Finance Vice Chair and the Treasurer shall be collectively responsible for seeing that all required reports and remittances are made.

ARTICLE 609
MEMBERS' BILL OF RIGHTS

- 609.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS - XXSI, in furtherance of Article 301 of the USA Swimming Rules and Regulations, shall respect and protect the right of every Individual Member who is eligible under XXSI, USA Swimming and FINA rules and regulations to participate in any competition as an athlete, coach, trainer, manager, meet director or other official, so long as the competition is conducted in compliance with XXSI, USA Swimming and FINA requirements. Before any Individual Member is denied the right to participate in a competition, the individual shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National Board of Review. If the Individual Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.
- 609.2 CLUB MEMBERS' BILL OF RIGHTS - XXSI shall respect and protect the right of every Club Member which is eligible under XXSI, USA Swimming and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors and other officials, so long as the competition is conducted in compliance with XXSI, USA Swimming and FINA requirements. Before any Club Member is denied the right to participate in a competition, the Club Member shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National Board of Review. If the Club Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

ARTICLE 610
ADMINISTRATIVE REVIEW BOARD

COMMENTARY NOTE: Each LSC may (but are not required to) adopt the following Article to allow the LSC to internally handle administrative matters which do not rise to the level of a Code of Conduct violation. LSCs which do not adopt this Article should retain the Article 610 numbering and note: "[Intentionally Deleted.]" where the Article title would otherwise be.

610.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, XXSI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within the LSC which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and

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regulations adopted by USA Swimming, or conduct that may bring USA Swimming, XXSI or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

610.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

- .1 *Establishment - The Administrative Review Board of XXSI shall be independent and impartial.*
- .2 *Members - The Administrative Review Board shall have at least three (3) regular members, at least one of whom shall be an athlete member, and at least one alternate member. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular or alternate members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of office of any incumbent members.*
- .3 *Election; Term of Office; Eligibility -*
 - A. *Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative Review Board:*
 - B. *Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume office upon election and shall serve until a successor takes office.*
 - C. *Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual Member of XXSI and USA Swimming. In no case shall elected members of the Board of Directors serve on the Administrative Review Board.*
- .4 *Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shall biennially appoint a Vice Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.*
- .5 *Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, those provisions of Article 607 that are specified in Section 607.20 shall apply to the Administrative Review Board.*
- .6 *Participation Through Communications Equipment - Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting or hearing.*
- .7 *Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.*
- .8 *Resignations - Any regular or alternate member of the Administrative Review Board may resign by orally advising the Chair or by submitting a written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.*

.9 Incapacities and Vacancies - Determination of Vacancy or Incapacity - In the event of a vacancy in the office of the Chair, or other members of the Administrative Review Board, the LSC shall have in place reasonable written and published rules consistent with the laws of the state of incorporation of the LSC to determine when such membership on the Administrative Review Board becomes vacant or a Chair or member becomes incapacitated. The determination as to when the Chair is temporarily incapacitated shall be made, where the circumstances permit, by the Chair and otherwise shall be within the discretion of the Administrative Review Board, subject to any subsequent action of the Board of Directors.

.10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice Chair; or failing that, the General Chair) shall appoint the alternate member or, if the alternate member is not available, a disinterested Individual Member to act in the regular member's place and stead in respect of that circumstance.

.11 Legal Advice - Where appropriate or helpful, the Chair may consult the USA Swimming General Counsel, the Chair of the USA Swimming Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of XXSI, USA Swimming or the Administrative Review Board) retained by the Administrative Review Board or the Chair regarding any issue raised by a proceeding.

610.3 GENERAL -

.1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

Board,

- A. administer and conduct the affairs and achieve the purposes of the Administrative Review*
- B. establish policies, procedures and guidelines,*
- C. elect the Chair,*
- D. call regular or special meetings of the Administrative Review Board,*
- E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and*
- F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.*

.2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of the LSC with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.

.3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.

.4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

ARTICLE 611
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 611.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 601.2, XXSI is organized exclusively for charitable and educational purposes and for the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these Bylaws, XXSI shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of XXSI or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
- 611.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of XXSI are irrevocably dedicated to the purposes set forth in Sections 601.2 and 611.1 of these Bylaws. No part of the net earnings, properties or assets of XXSI shall inure to the benefit of any private person or any member, officer or director of XXSI.
- 611.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds (2/3rds) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless XXSI shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.

Before including the preceding sentence in its Bylaws, each LSC should obtain the advice of an attorney in its jurisdiction of incorporation regarding the legality of such provision. If an amendment to its Articles/Certificate of Incorporation would be required to enable the inclusion of this sentence, then the LSC shall promptly take the necessary steps to so amend its Articles/Certificate of Incorporation. LSCs that cannot obtain advice that such provision is legal, may omit such provision. An LSC may add a provision requiring a higher qualified- or super-majority vote to amend the Bylaws, although this is not recommended.

- 611.4 DISSOLUTION - XXSI may be dissolved only upon a two-thirds (2/3rds) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of XXSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of XXSI, but shall be distributed to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of XXSI shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE 612
INDEMNIFICATION

- 612.1 INDEMNITY - XXSI shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of XXSI, and whether civil, criminal, administrative, investigative or

otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to XXSI specified in Section 612.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. XXSI may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

- 612.2 EXCLUSION - The indemnification provided by this Article 612, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
- 612.3 INDEMNIFIED PERSONS - As used in this Article 612, "Indemnified Person" shall mean any person who is or was a Board Member, *[Administrative Review Board member]*, Group Member Representative, officer, official, coach, committee chair or member, *coordinator*, volunteer, employee or agent of XXSI, or is or was serving at the direct request of XXSI as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, *coordinator*, volunteer, employee or agent of another person or entity involved with the sport of swimming.
- 612.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by XXSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to XXSI's obligation to indemnify, XXSI may require an undertaking from the Indemnified Person obliging him to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if XXSI determines that there is reasonable doubt as to such person's ability to make any repayment, XXSI shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of XXSI to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.
- 612.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

The wording of this Article may be changed to comply with applicable laws and regulations in the jurisdiction of incorporation, but the substance of this Article is mandatory. In certain jurisdictions, this provision may need to be added to Articles/Certification of Incorporation. Advice of an attorney in such jurisdiction should be sought in connection with the adoption or modification of this Article. A copy of such advice and notice of the corresponding changes to this Article shall be furnished to USA Swimming Rules and Regulations Committee. The indemnity provided by this Article is or may be broader than the insurance presently provided by USA Swimming to the LSCs. The Ad Hoc Committee has recommended to USA Swimming that the LSCs be indemnified by USA Swimming to the full extent of the indemnity provided under this Article whether or not the indemnity is completely backed by insurance coverage.

ARTICLE 613 PARLIAMENTARY AUTHORITY

- 613.1 **ROBERT'S RULES** - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern XXSI and any of its constituent or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order XXSI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.
- 613.2 **VOICE AND VOTE** - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.
- 613.3 **SPECIAL RULES OF ORDER** - *[This Section reserved for future use.]*

This Section may be used to adopt special rules of order to be used in connection with meetings of the LSC and some or all of its parts. Special rules may change rules provided in the Parliamentary Authority specified in the preceding section or establish a rule on a matter not covered by it. If an LSC has special rules, this section should be used to memorialize them. Otherwise the section should remain as it appears with only the deletion of the italics.

ARTICLE 614 PERMANENT OFFICE AND STAFF

- 614.1 **OFFICE** - XXSI shall maintain an office in the Territory for the storage and maintenance of the books and records and equipment of XXSI and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.
- 614.2 **STAFF** - XXSI shall retain paid staff at the XXSI Office as the Board of Directors may determine to be appropriate or necessary. The staff shall be under the general supervision of the General Chair and the Administrative Vice Chair. With respect to delegated functions of the officers, committee chairs and coordinators, the staff shall be responsible to the respective officer, committee chair or coordinator. The powers and duties of the paid staff shall be established in XXSI's Policies and Procedures Manual or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.
- 614.3 **APPROPRIATIONS** - The Budget Committee shall include in its proposed budget a line item for the costs of

XXSI's Office inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chair, for the administration of those funds. The compensation of the staff shall to the extent possible be treated as confidential.

This entire Article is optional with the LSC and, if used, may be varied as needed. An LSC with a permanent office and/or paid staff should use this or something similar. To preserve continuity across the LSCs, if an LSC elects to omit the article, the Article number and heading should remain with the addition of the following commentary: "This Article is reserved for future use."

ARTICLE 615 MISCELLANEOUS

615.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State *[or Commonwealth]* of *[insert the name of the state of incorporation]* become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

615.2 FISCAL YEAR - The fiscal year of XXSI shall correspond to the calendar year.

An LSC may adopt either the calendar year or a fiscal year that satisfies its budgeting and reporting needs. An LSC changing its fiscal year will need to consider transitional year issues such as the need for transition year budgeting, etc.

615.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that XXSI shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that XXSI shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

615.4 XXSI SEAL - *The XXSI corporate seal shall be circular in form and shall bear the name of XXSI and words and figures denoting its organization under the laws of the State of [incorporation] and the year thereof and otherwise shall be in such form as may be required the laws of the State, the Articles/Certificate of Incorporation or as shall be approved from time to time by the Board of Directors.*

This provision is optional and may be omitted or varied in its entirety as otherwise required by applicable law or the LSC's Articles/Certificate of Incorporation.

ARTICLE 616 DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

616.1 CONVENTIONS AND RULES OF INTERPRETATION -

.1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including"

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shall be deemed to be followed by the phrase “without limitation”. The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term “or” shall be interpreted as though it were “and/or”. Captions have been used for convenience only and shall not be used in interpreting the Bylaws.

- .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to XXSI positions and not to USA Swimming or another organization.
 - .3 PRINCIPAL RULE OF INTERPRETATION - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 615.3.
 - .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 610 - Article 610 shall be interpreted generously in order to achieve the intent expressed in Section 610.1.
 - .5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS -
 - A Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of XXSI shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - B Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for all purposes under these Bylaws.
 - C Notice by Telephone - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)
 - D Last Known Address - For all purposes under these Bylaws, the last known address of a member of XXSI shall be the address given in the latest application for registration or membership in XXSI and USA Swimming filed with the *||Membership/Registration ||Chair| or |Coordinator||| or |Registration ||Chair| or |Coordinator|| and Membership ||Chair| or |Coordinator||*; or the address given in a written notice of change of residence filed with that *|Chair| or |Coordinator|*. In all other cases the records maintained by the Secretary of XXSI shall be used to ascertain the last known address.
 - .6 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.
 - .7 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.
- 616.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the definitions of such terms are equally applicable both to the singular and plural forms thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. For an additional definition applicable solely to Article 612 (“Indemnified Person”), see Section 612.3:

- .1 “Active Individual Member” shall mean an individual other than a Coach Member, *or* an Athlete Member *or a Seasonal Athlete Member* who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of XXSI or the sport of swimming and who is in good standing as an Individual Member of XXSI and USA Swimming.

The reference to Seasonal Athlete Members may be omitted by an LSC which does not have that category of members.

- .2 [*“Administrative Review Board” shall mean the board established under Article 610 hereof to handle administrative matters of the LSC.*]
- .3 “Affiliated Group Member” shall mean any organization which supports the sport of swimming and the objectives and programs of XXSI and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of XXSI and USA Swimming, and which is neither a Club Member *or Seasonal Club Member* of XXSI.

The reference to Seasonal Club Members may be omitted by an LSC which does not have that category of members.

- .4 “Affiliated Group Member Representative” shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates.
- .5 “Affiliated Individual Member” shall mean any individual interested in the objectives and programs of XXSI who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of XXSI and USA Swimming and who is not an Active Individual, Athlete or Coach Member.
- .6 “Article” shall mean the principal subdivisions of these Bylaws.
- .7 [*“Articles/Certificate” of Incorporation*] shall mean the document filed with [insert the title of the office and the state in which the document was filed; usually the Secretary of State] pursuant to which XXSI was formed.
- .8 “At-Large Board Member” shall mean those Board Members appointed or elected as such.
- .9 “At-Large House Member” shall mean the Individual Members appointed by the General Chair (or elected by the athletes) to be at-large members of the House of Delegates.
- .10 “Athlete Member” shall mean any individual who competes or has competed in a substantive manner during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Athlete Member of XXSI and USA Swimming. For the purposes of meeting the requirement that twenty percent (20%) of voting membership be held by athlete members, there shall be a rebuttable presumption that a non-athlete member holding dual membership as an athlete member shall only be considered as a non-athlete member.
- .11 “Athlete Representative” shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

- .12 “Board Member” shall mean a member of the Board of Directors, including the At-Large Board Members.
- .13 “Board of Directors” shall mean the Board of Directors of XXSI.
- .14 “Business Day” shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.
- .15 “Bylaws” shall mean these bylaws as adopted and amended from time to time by, and in effect for, XXSI.
- .16 “Club” or “club” shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- .17 “Club Member” shall mean any club or other organization which is in good standing as a Group Member of XXSI and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with XXSI and USA Swimming.
- .18 “Club Member Representative” shall mean the individual or individuals appointed to represent a Club Member in the House of Delegates pursuant to Section 604.1.1.
- .19 “Coach Member” shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by XXSI and/or USA Swimming and who is in good standing as a member of XXSI and USA Swimming.
- .20 “Coach Representative” shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors.
- .21 “Executive Committee” shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.
- .22 “FINA” shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .23 “Group Members” shall mean Club Members, *Seasonal Club Members* and Affiliated Group Members.

The reference to Seasonal Club Members may be omitted by an LSC which does not have that category of membership.

- .24 “Group Member Representative” shall mean the individual appointed to represent a Group Member in the House of Delegates.
- .25 “House of Delegates” shall mean the House of Delegates of XXSI as established by Article 604 of these Bylaws.
- .26 “Immediate Past General Chair” shall mean the individual who is the immediate past General Chair of XXSI, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 604.4.10, the Board of Directors taking action pursuant to Section 605.6.12 or the House of Delegates failing to reelect that person to another term sought by that

person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

- .27 "Individual Members" shall mean Athlete Members, Coach Members, *and* Active Individual Members, *and Life Members and Affiliated Individual Members.*

The reference to Life Members and Affiliated Individual Members may be omitted by an LSC which does not have either one or both categories of members.

- .28 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.
- .29 "*Life Member*" shall mean any individual who is a life member of USA Swimming and XXSI and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of XXSI and USA Swimming. (See Section 602.1.2F.)

This provision may be omitted by an LSC which does not have Life Members. If the LSC does have Life Members, this provision may be modified as the LSC desires.

- .30 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. XXSI is a Local Swimming Committee.
- .31 "Member" shall mean a Group Member or an Individual Member.
- .32 "National Board of Review" shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.
- .33 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of XXSI. (See Section 604.8.)
- .34 "Policies and Procedures Manual" shall mean the policies and procedures manual of XXSI, as amended, adopted by the Board of Directors or the House of Delegates. *If XXSI does not have a Policies and Procedure Manual, then the reference shall mean the relevant meeting minutes, orders and resolutions of XXSI.*

The second sentence may be omitted by an LSC that already has a Policies and Procedure Manual.

- .35 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 613.
- .36 "*Seasonal Athlete Member*" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of XXSI and USA Swimming.

This provision may be omitted by an LSC which does not have Seasonal Athlete Members.

- .37 “Seasonal Club Member” shall mean any organization which has joined XXSI and USA Swimming for certain periods of time not exceeding 150 days each in a calendar year and is in good standing as a seasonal club member of XXSI and USA Swimming.

This provision may be omitted by an LSC which does not have Seasonal Club Members.

- .38 “Section” shall mean the subdivisions of the Articles of these Bylaws.
- .39 “Senior Athlete Representative” shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 604.1.3.
- .40 “Senior Coach Representative” shall mean the Coach Representative senior in term of office. (See Section 604.1.4.)

This provision may be omitted by an LSC which has only one Coach Representative.

- .41 “Standing Committee” shall mean a committee of XXSI listed in Article 607.
- .42 “Territory” shall mean the geographic territory over which XXSI has jurisdiction as a Local Swimming Committee.
- .43 “USA Swimming” shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.
- .44 “USA Swimming Board of Directors” shall mean the Board of Directors of USA Swimming.
- .45 “USA Swimming Rules and Regulations” shall mean the published rules and regulations, as adopted and amended from time to time by USA Swimming.
- .46 “USA Swimming House of Delegates” shall mean the House of Delegates of USA Swimming.
- .47 “USA Swimming Rules and Regulations Committee” shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.
- .48 “XXSI” shall mean the *[state of incorporation]* not-for-profit corporation to which these Bylaws pertain.
- .49 “XXSI Office” shall mean the permanent office of XXSI maintained in accordance with Article 614.
- .50 “Zone Board of Review” shall mean the Board of Review of the Zone in which XXSI is located, which Zone Board of Review is established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the Zone Board of Review shall include a reference to the National Board of Review when that body is acting upon an appeal from the Zone Board of Review

[Subsections .48 and .49 should be properly alphabetized within

the list of definitions once the LSC abbreviation is inserted for “XX”.]