

PART I

BYLAWS OF SIERRA NEVADA SWIMMING

ARTICLE 1

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

1.1 NAME - The name of the corporation shall be Sierra Nevada Swimming, Inc.

1.2 OBJECTIVES - The objectives and primary purpose of Sierra Nevada Swimming (SNS) shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. SNS 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 (USA-S), and SNS and its Articles of Incorporation.

1.3 GEOGRAPHIC TERRITORY - The geographic Territory of SNS is as follows: the California Counties of Siskiyou, Modoc, Trinity, Shasta, Tehama, Lassen, Plumas, Glenn, Butte, Sierra, Colusa, Sutter, Yuba, Nevada, Placer, Yolo, Amador, and the portions of: El Dorado County west of Highway 89; Stanislaus and Calaveras Counties north of Highway 4; San Joaquin County north and east of Highway 4, Highway 99, Eight Mile Road, Interstate 5 and Highway 12, excluding the City of Stockton; Sacramento County north of Highway 12; and Solano County north of Highway 12, including the communities of Fairfield, Suisun City and Rio Vista, and excluding the communities of Benicia and Vallejo; and the Nevada Counties of Humboldt, Mineral, Churchill, Pershing and Lander, and the portion of Washoe County lying north of the northerly boundary of the Pyramid Lake Indian Reservation.

The Solano Community College pool in Solano County and any pool between Eight Mile Road and Hammer Lane in San Joaquin County shall be available for the use of Pacific Swimming LSC and SNS LSC and their respective club members, and both LSCs may sanction swimming events at these pools under their own rules and regulations.

1.4 JURISDICTION - SNS shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USA-S to conduct swimming programs consistent with the objectives of SNS and those of USA-S 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. SNS shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA-S in accordance with these Bylaws, the USA-S Code and all applicable policies and procedures.

ARTICLE 2

MEMBERSHIP

2.1 MEMBERS - The membership of SNS shall consist of the following:

.1 GROUP MEMBERS - Group Members are organizations operating in the Territory that have, upon application, been granted membership in USA-S and SNS and paid the fees established by USA-S and SNS pursuant to Article 3. An organization may be denied membership by the Membership 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 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-S Code, the rules, regulations, policies, procedures and codes of conduct and ethics of SNS and USA-S and may be terminated by a decision of the 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 SNS, and competitions sanctioned or approved by USA-S, in accordance with Section 9.2.

A Club Members - A Club Member is an organization that is in good standing as a Group Member of SNS and USA-S, 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 SNS and USA-S.

B Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of SNS and USA-S, which is in good standing as a Group Member of SNS and USA-S, but which does not have athletes and coaches who all are Individual Members of SNS and USA-S.

C Seasonal Club Members - A Seasonal Club Member is an organization that has joined SNS and USA-S 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 SNS and USA-S. All Seasonal Club Member coaches must be Coach Members in good standing of SNS and USA-S. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of SNS and USA-S.

.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-S and SNS and paid the dues established by USA-S and SNS pursuant to Article 3. An individual may be denied membership by the Registration 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 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-S Code, the rules, regulations, policies, procedures and codes of conduct and ethics of SNS and USA-S and may be terminated by a decision of the Board of Review or the National Board of Review. Individual Members in good standing shall be entitled to participate in the program of swimming conducted by SNS, and competitions sanctioned or approved by USA-S, in accordance with Section 9.1.

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 SNS and USA-S.

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 SNS and/or USA-S and who is in good standing as an Individual Member of SNS and USA-S. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA-S must be a Coach Member in good standing of SNS and USA-S.

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 SNS 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 SNS and USA-S.

D Affiliated Individual Members - An Affiliated Individual Member is an individual interested in the objectives and programs of SNS 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 SNS and USA-S.

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 SNS and USA-S.

F Life Members - A Life Member is an individual who is a life member of USA-S 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 SNS and USA-S.

.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in SNS and USA-S is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the Board of Review or the National Board of Review for any violation of a member's responsibilities under Section 10.4.7 C, for any of the reasons set forth in Section 2.2 or for any other reason determined by the Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA-S or SNS.

2.2 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-S and SNS, 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 that could bring the sport of swimming, SNS or USA-S into disrepute. By applying for and accepting membership in SNS and USA-S, each Individual Member agrees to so abide and represents, except to the extent disclosed to SNS and USA-S, 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 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 SNS, USA-S 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-S or SNS, 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.

.3 CLUB SAFETY COORDINATOR - Each Club Member shall appoint an Active Individual Member to be a Club Safety Coordinator. The Club Safety Coordinator shall be responsible for disseminating safety education information received from USA-S and SNS to the Club Member's athletes, coaches and other members and shall make recommendations to the Club Member concerning safety policy and its implementation. The Club Safety Coordinator shall make any reports requested by the Safety Coordinator of SNS Safety Coordinator.

ARTICLE 3

DUES AND FEES

3.1 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-S and a local club fee established by SNS, together with any other charges, fees, etc. as may be established by SNS.

3.2 AFFILIATED GROUP MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Group Members.

3.3 ATHLETES - Each Athlete Member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USA-S and a local fee established by SNS.

3.4 COACHES - Each Coach Member shall pay an annual fee consisting of a national fee established by USA-S and a local fee established by SNS, together with any other charges, fees, etc. as may be established by SNS.

3.5 ACTIVE INDIVIDUAL MEMBERS - Each Active Individual Member shall pay an annual fee consisting of a national fee established by USA-S and a local fee established by SNS, together with any other charges, fees, etc. as may be established by SNS.

3.6 AFFILIATED INDIVIDUAL MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Individual Members.

3.7 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.

3.8 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 SNS. 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 SNS when due in accordance with the fee schedule of SNS.

3.9 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 SNS or USA-S, within the time prescribed, as evidenced by a final decision of the 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-S, (b) participating in any capacity in the affairs of USA-S, SNS or any other LSC or (c) serving as a Club Safety Coordinator, Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member or Seasonal Club Member or with any group member of any other LSC.

.2 ATHLETE MEMBER OBLIGATIONS - The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USA-S, SNS or their former LSCs, within the time prescribed, as evidenced by a final decision of the Board of Review, the National Board of Review or by a court of law, shall preclude the delinquent member from (a) competing in any competition sanctioned by USA-S, (b) obtaining an OVC or other reportable time achieved in events swum at any USA-S sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA-S, SNS 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.

.3 CLUB/INDIVIDUAL OBLIGATIONS - If a Club Member or a Seasonal Club Member has secured a final court judgment or final Board of Review or National Board of Review decision against an Individual Member for non-payment of financial obligations owed to the Club Member, then until the decision or judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA-S, (b) obtain an OVC or other reportable time in events swum at any USA-S approved or observed meet, (c)

participate in any capacity in the affairs of USA-S, SNS 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 court judgment or a final Board of Review or National Board of Review decision 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-S and (b) participating in any capacity in the affairs of USA-S, SNS 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, as determined by the Board of Directors, the House of Delegates, the Board of Review or the National Board of Review shall be cause for termination of membership.

ARTICLE 4

HOUSE OF DELEGATES

4.1 MEMBERS - The House of Delegates of SNS shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Board Members designated in Section 5.1, and the At-Large House Members.

.1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall annually appoint from its membership a Group Member Representative and one or more alternates. The appointment shall be in writing, addressed to the Secretary of SNS and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw its Group Member Representative or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of SNS and signed by the chief executive officer or secretary of the appointing Group Member.

.2 AT-LARGE HOUSE MEMBERS -With the advice and consent of the Board of Directors, the General Chair may appoint up to 10 at-large members of the House of. The 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 - Two or more Athlete Representatives shall be appointed by the General Chair with the advice and consent of the Board of Directors, one or more each year for a two-year term or until their respective successors take office. At the time of appointment, each Athlete Representative must (a) be an Athlete Member or a Seasonal Athlete Member in good standing; (b) be at least 16 years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three immediately preceding years, in the program of swimming conducted by SNS or another LSC; and (d) reside in the Territory and expect to reside therein throughout at least the first half of the term. The General Chair shall make the appointment within 60 days of the meeting of the House of Delegates at which Board Members were elected. Prior to each year's 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.

.4 COACH REPRESENTATIVES - Two Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. The election of the Coach Representative shall be conducted during the SNS long course 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.

4.2 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.

4.3 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, ATHLETE REPRESENTATIVES, COACH REPRESENTATIVES AND AT-LARGE HOUSE MEMBERS - Each Group Member Representative, Board Member, Athlete Representative, Coach Representative and At-Large House Member shall have both voice and one vote in meetings of the House of Delegates.

.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.

4.4 DUTIES AND POWERS - The House of Delegates shall oversee the management of the affairs of SNS and the establishment of policies, procedures and programs. In addition to the duties and powers prescribed in the USA-S Code or elsewhere in these Bylaws, the House of Delegates shall:

.1 Elect the officers, regular and alternate members of the Board of Review, and the committee chairs and coordinators listed in Section 6.1 in accordance with Sections 6.2 through 6.6;

.2 Elect alternates to the USA-S House of Delegates in accordance with section 502.2 of the USA-S Code (see also Section 6.7.13 B);

.3 Elect the members of the Nominating Committee;

.4 Review, modify and adopt the annual budget of SNS 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 programs 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 SNS;

.8 Establish by resolution or the SNS 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 SNS 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 SNS in accordance with Section 11.3; and

.10 Remove from office any Board Members, members of the Board of Review, or committee chairs, 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 Board of Review for any of the reasons set forth in Section 010.4.7 C. However, no Board Member, Board of Review member or elected committee chair or coordinator may be removed except upon not less than 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 Section 10.6.1 to the extent applicable. Should the Board Member, Board of Review 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 Board of Review pursuant to Article 10.

4.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of SNS shall be held on the fourth Tuesday of June of each year.

4.6 SPECIAL MEETINGS - The Board of Directors or the General Chair may call special meetings of the House of. Should the Board of Directors or the General Chair fail to call the annual meeting 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 members of the House of Delegates, or by at least three Board Members.

4.7 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.

4.8 NOMINATING COMMITTEE -

.1 MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall comprise the Immediate Past General Chair and not fewer than four Individual Members elected in odd-numbered years by the House of Delegates or the Board of Directors if the House of Delegates does not act in a timely fashion to serve until their successors are elected. Either the House of Delegates or the Nominating Committee may designate a number greater than four from time to time. 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 members of the Nominating Committee) shall be Executive Committee members. Section 6.6.3 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.

.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.

.3 DUTIES OF NOMINATING COMMITTEE - A slate of candidates for election as officers, committee chairs, coordinators, and members of the Board of Review 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 annual meeting of the House of Delegates.

.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 4.15.1 where convenient. See Section 16.1.5 for the methods that 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 days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 also shall apply to the Nominating Committee's meetings and notices.

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

4.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

.1 HOUSE OF DELEGATES - House of Delegates meetings shall be open to all members of SNS and USA-S. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of SNS shall be deliberated and decided in a closed executive session that 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 SNS and USA-S 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.

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

4.11 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 Board of Review pursuant to Section 4.4.10 shall be determined by a two-thirds vote after at least 30 days notice. See also Section 11.3 regarding amendment of these Bylaws.

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

4.13 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 Board of Review, 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 4.15.1) 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.

4.14 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 pursuant to Section 8.5,
when applicable
Unfinished (old) business
Elections
New business
Resolutions and orders
Adjournment

4.15 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 16.1.5 for the various permitted forms of notice.

.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 5

BOARD OF DIRECTORS

5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and representatives of SNS, together with those additional members designated in Sections 5.2 and 5.3:

- .1 General Chair
- .2 Administrative Vice-chair
- .3 Senior Vice-chair
- .4 Age Group Vice-chair
- .5 Finance Vice-chair
- .6 Secretary
- .7 Treasurer
- .8 Coach Representatives
- .9 Athlete Representatives
- .10 At-Large Board Members

5.2 AT-LARGE BOARD MEMBERS - The Board of Directors shall have up to five At-Large Board Members, who shall be appointed by the General Chair with the advice and consent of the Board of Directors.

5.3 EX-OFFICIO MEMBERS - The following persons shall be 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 SNS, if an Individual Member in good standing;
 - .2 Members of the USA-S Board of Directors who are Individual Members in good standing;
- and
- .3 USA-S Committee Chairs who are Individual Members in good standing.

5.4 LIMITATIONS - No more than three 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.

5.5 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 shall have both voice and vote in meetings of the Board of Directors and its committees.

.2 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.

5.6 DUTIES AND POWERS - The Board of Directors shall act for SNS 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, a Board of Review 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-S Code 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 SNS;

.2 Oversee the conduct by the officers of SNS of the day-to-day management of the affairs of SNS;

.3 Elect At-Large Board Members when the General Chair does not appoint them in a timely fashion;

.4 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the SNS Policies and Procedures Manual;

.5 Cause the preparation and presentation to the House of Delegates of the annual budget of SNS and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

.6 Receive presentation of the annual audit report pursuant to Section 8.5 and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

.7 Call regular or special meetings of the Board of Directors or the House of Delegates;

.8 Admit eligible prospective Group Members and Affiliated Individual Members;

.9 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of SNS;

.10 Appoint other officers, agents, 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 SNS 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, committee or coordinator the power to appoint any such subordinate officers, agents, committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

.11 Remove from office any officers, At-Large Board Members, committee chairs, committee members or coordinators of SNS 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 Board of Review for any of the reasons set forth in Section 10.4.7 C. No officer, At-Large Board Member, committee chair or coordinator may be removed without receiving the 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 Section 10.6.1 to the extent applicable. Should the officer, At-Large Board Member, committee chair, 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 Board of Review pursuant to Article 10.

5.7 EXECUTIVE COMMITTEE -

.1 AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the Board of Directors and SNS 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, Finance Vice-chair, Senior Athlete Representative, and Senior Coach Representative. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

.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 members of the Committee with a minimum of three days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 shall apply to the Executive Committee meetings and notices.

.4 QUORUM - A quorum of the Executive Committee shall consist of four members of the Committee.

.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.

5.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee meetings shall be open to all members of SNS and USA-S. 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.

5.9 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.

5.10 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.

5.11 SPECIAL MEETINGS - The General Chair may call special meetings of the Board of Directors. 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 Board Members.

5.12 QUORUM - A quorum of the Board of Directors shall consist of a majority of the members.

5.13 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 affect 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 14 days notice.

5.14 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.

5.15 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.

5.16 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 5.17) 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.

5.17 NOTICES -

.1 TIME - Not less than six 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 16.1.5 for the various permitted forms of notice and the consequences thereof.)

.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.

5.18 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 pursuant to Section 8.5 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

Resolutions and orders

Adjournment

ARTICLE 6

OFFICERS

6.1 ELECTED OFFICERS - The officers who shall be elected by the House of Delegates are:

- .1 General Chair
- .2 Administrative Vice-chair
- .3 Finance Vice-chair
- .4 Senior Vice-chair
- .5 Age Group Vice-chair
- .6 Secretary
- .7 Treasurer

6.2 ELECTIONS - The House of Delegates shall elect the General Chair, Administrative Vice-chair, Finance Vice-chair, Senior Vice-chair, Age Group Vice-chair, Secretary and Treasurer at its annual meeting in even-numbered years. The House of Delegates shall also elect the Board of Review (Section 10.3.3) and the Nominating Committee (Section 4.8).

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

6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in the House of Delegates by virtue of holding a position in SNS may not also vote as a Group Member Representative in the House of Delegates.

6.5 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 a single Individual Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of election.

6.6 TERMS OF OFFICE -

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

.2 COMMENCEMENT OF TERM - Each person elected to a position shall assume office on September 1 following their election and shall serve until a successor takes office.

.3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary, Treasurer, Membership Coordinator and Registration 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.

6.7 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:

.1 GENERAL CHAIR - The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of SNS, 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 SNS 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 SNS.

.2 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 (see Section 6.9.) The Administrative Vice-chair shall chair, and have general charge of the business, affairs and property of the division that administers SNS business and affairs. The Administrative Vice-chair shall aid in developing policy and coordinating the activities of the officers and committees within the division internally and with other divisions, committees and coordinators. The Administrative Division shall be responsible for creating and maintaining the SNS Policies and Procedures Manual.

.3 SENIOR VICE-CHAIR - The Senior Vice-chair shall chair and have general charge of the affairs and property of the Division that develops and conducts the senior swimming program of SNS, including the development of long-range plans for swimming programs. The Senior Vice-chair shall serve as liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives appointments are conducted in accordance with these Bylaws.

.4 AGE GROUP VICE-CHAIR - The Age Group Vice-chair shall chair and have general charge of the affairs and property of the Division that develops and conducts the age group and other developmental swimming programs of SNS .

.5 FINANCE VICE-CHAIR - The Finance Vice-chair is the chief financial officer of SNS. 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 SNS's working capital, funded reserves and endowment funds; and the development and implementation of a marketing and fund-raising plan for SNS. The Finance Vice-chair, with the assistance of the Finance Committee, shall prepare an annual budget for SNS'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 pursuant to Section 8.5 and shall review, or shall cause the Finance 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 SNS's system of internal financial and accounting controls. The Finance Vice-chair is the chair of the Finance and Budget Committees. Together with the Treasurer, the Finance Vice-chair is ultimately responsible for SNS's compliance with Section 8.4.

.6 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-S as are required by Article 8 of these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary shall be custodian of the records of SNS, and attest the execution of all duly authorized instruments. The Secretary shall cause to

be kept copies of all minutes, official correspondence, meeting and other notices, and any other records of SNS.

.7 TREASURER - The Treasurer shall be the principal receiving and disbursing officer of SNS. 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 SNS 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 to Section 10.3.12. 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, committee or coordinator promptly submits to the Treasurer an itemized report, duly attested by the division, officer, committee chair or coordinator and either within the approved budget of such division, officer, 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 report listing the current budget variances by line item, all receipts, all expenditures and the current fund and account balances for the preceding month 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:

A have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of SNS;

B cause the moneys, securities and other financial instruments of SNS to be deposited in the name and to the credit of SNS in such institutions as shall be designated in accordance with Section 6.11 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 SNS to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of SNS, and obtain and preserve proper vouchers for all moneys disbursed;

E cause to be kept in the safe-keeping of the Treasurer, 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, such custody of the books and records shall be as a fiduciary for SNS 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 financial reports and the annual audited financial statement to be exhibited to any member of SNS or USA-S;

G cause SNS to be in compliance with the requirements of Section 8.4;

H have the power to require from the officers, committee chairs, coordinators, staff or agents of SNS 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 SNS;

I make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of SNS 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-S national headquarters in accordance with Sections 8.2 and 8.3;

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.

.8 ATHLETE REPRESENTATIVES - The Athlete Representatives shall serve as the liaison between the athletes who are members of SNS and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athlete's Committee.

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

.10 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 in the SNS Policies and Procedures Manual, and by the General Chair, the Board of Directors or the House of Delegates.

.11 SNS DELEGATES TO USA-S 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, the Senior Vice-chair, the Senior Athlete Representative and the Senior Coach Representative to attend the USA-S annual meeting as representatives of SNS and voting delegates to the USA-S House of Delegates. Junior Athlete Representative(s) may also attend, at the discretion of the General Chair and the Board of Directors.

B Officer Delegate Alternates - If any officer delegate is unable to attend, the elected alternate, if any, shall attend instead. If there are no elected alternates or the elected alternates are unable to attend, the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA-S annual meeting as delegates representing SNS.

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, 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 SNS.

D Coach Representative Alternates - If the Senior Coach Representative is unable to attend the USA-S 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 SNS.

6.8 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.

6.9 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.

.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 Board of Review, 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 a 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.

6.10 OFFICERS' POWERS GENERALLY -

.1 AUTHORITY TO EXECUTE CONTRACTS, ETC.- The General Chair, Administrative Vice-chair and Finance Vice-chair each may sign and execute in the name of SNS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the SNS 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. Standing resolutions of the Board of Directors or the House of Delegates may provide additional signing authority.

.2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as may be prescribed in SNS'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 set forth in Section 7.1 and 7.5.

.3 DELEGATION - Officers of SNS 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. 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.

.4 ASSISTANT AND DEPUTY OFFICERS - The House of Delegates or the Board of Directors may by resolution or SNS's Policies and Procedures Manual create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedures Manual shall indicate 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.

6.11 DEPOSITORIES AND BANKING AUTHORITY -

.1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of SNS 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 SNS 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 SNS 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 SNS shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of SNS, and in the manner, as shall be determined by the Finance Vice-chair, the Finance Committee or the Board of Directors.

ARTICLE 7

DIVISIONS, COMMITTEES AND COORDINATORS

7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The six divisions of SNS 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 6.7. Under each division Vice-chair there are officers, committees, coordinators and direct responsibilities as follows:

.1 ADMINISTRATIVE DIVISION - Administrative Vice-chair

Awards Banquet
Bylaws/Legislation/Rules
Club Development
Elections
Equipment
Insurance
Legal (General Counsel, if applicable)
Membership
Registration
Public Relations
Publications/Newsletter
Policies and Procedures Manual
Records/Top 16 Tabulation
Swimguide/Parents Manual
Secretary
Special Events

.2 AGE GROUP DIVISION - Age Group Vice-chair

Adaptive Swimming
Age Group Swimming
Camps/Clinics
Meet Management
Open Water Swimming
Program Development
Safety
Technical Planning

Time Standards
Zone Team

.3 SENIOR DIVISION - Senior Vice-chair

Awards
Meet Evaluation
Officials
OVCs
Sanctions
Sponsorship
Senior Travel
Senior Swimming

.4 FINANCE DIVISION - Finance Vice-chair

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

.5 ATHLETES DIVISION - Senior Athlete Representative

Athlete Representatives

.6 COACHES DIVISION - Senior Coach Representative

Coach Representatives

7.2 NON-OFFICER CHAIRS AND COORDINATORS

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

A Elected Chairs and Coordinators - This Section is reserved for future use.

B Ex-officio Chair - Pursuant to Section 7.3, certain other committee chairs are designated ex-officio by virtue of an office currently held.

C Appointed Chairmen and Coordinators - The chairs of all standing committees and all coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division vice-chair. Their eligibility shall be as provided in Section 6.3. An appointed standing committee chair or coordinator shall assume office upon appointment or on the date designated by the General Chair, and shall serve until 60 days after the next election of a General Chair or until a successor is appointed and assumes office. These appointed non-officer committee chairs and coordinators of SNS are:

- (1) Adapted Swimming Coordinator;
- (2) Club Development Coordinator;
- (3) Communications Coordinator;
- (4) Equipment Chair;
- (5) Membership Coordinator;
- (6) Officials Chair;
- (7) Open Water Chair;

- (8) OVC Coordinator;
- (9) Records / Top 16 Tabulation Coordinator;
- (10) Registration Coordinator;
- (11) Safety Coordinator;
- (12) Sanctions Coordinator;
- (13) Scheduling Chair; and
- (14) Swim-a-thon Coordinator.

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

A Adapted Swimming Coordinator - The Adapted Swimming Coordinator shall be responsible for planning and implementing programs designed to include and accommodate the needs of swimmers with disabilities within the overall objectives and activities of SNS.

B 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 publishing 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, SNS, USA-S and the sport of swimming.

C Club Development Coordinator - The Club Development Coordinator shall serve as a source of information and assistance to entities who desire aid in becoming members of SNS, or to club members or seasonal club members who wish to change, expand, or end their involvement with SNS.

D 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, SNS and the sport of swimming.

E Communications Coordinator - The Communications Coordinator shall have general responsibility for publishing the newsletter and maintaining electronic communication capabilities for SNS.

F Equipment Chair - The Equipment Chair shall chair and have general responsibility for the business, affairs and property of the Equipment Committee, which shall purchase, maintain, repair and replace, as needed, equipment used in the conduct of swim meets and other sanctioned events of SNS; shall arrange for the rental and use of such equipment by Club Members in good standing for the conduct of sanctioned events; and may, with the advice and consent of the Board of Directors, arrange for the use of such equipment by non-member organizations.

G Membership Coordinator - The Membership Coordinator shall be responsible for the registration of Group Members of SNS and shall make the reports required by Section 8.6, together with such additional reports as may be required by USA-S, the Board of Directors or the Administrative Vice-chair.

H Officials Chair - The Officials Chair shall chair the Officials Committee, which is responsible for recruiting, training, certifying and supervising officials for SNS. The Officials Chair shall be a referee certified by SNS and each member of the Officials Committee shall be a certified official of SNS.

I Open Water Coordinator - The Open Water Coordinator shall have general responsibility for planning and implementing a program of open water swimming for designed to benefit athlete members of SNS.

J OVC Coordinator - The OVC Coordinator shall have general responsibility maintaining the integrity of the OVC system specified by USA-S, and for meeting the needs of athletes competing within the Territory of SNS who satisfy the criteria for issuance of an Official Verification Card as specified the prevailing OVC manual.

K Records / Top 16 Tabulation Coordinator - The Records / Top 16 Tabulation Coordinator shall have general responsibility for maintaining and annually publishing the swimming records of SNS; for regularly reporting a list of top times to the Membership, and for regularly reporting Top 16 information to USA-S in accordance with prevailing guidelines.

L Registration Coordinator - The Registration Coordinator shall be responsible for the registration of Individual Members and shall make the reports required by Section 8.6, together with such additional reports as may be required by USA-S, the Board of Directors or the Administrative Vice-chair.

M Safety Coordinator - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA-S safety education information to all Group Members, athletes, coaches and officials of SNS. The Safety Coordinator shall develop safety education programs and policies for SNS and make recommendations regarding same, and the implementation thereof, to the applicable division Vice-chairs and the Board of Directors. The Safety Coordinator shall make the reports required pursuant to Section 8.7.

N Sanctions Coordinator - The Sanctions Coordinator shall have general responsibility for distributing sanction information and applications, reviewing applications and issuing sanctions for events under guidelines established in the SNS Policy and Procedures Manual, for collecting fees associated with sanctions as specified in Section 3.8, and tracking compliance with conditions of sanctions after issuance.

O Scheduling Chair - The Scheduling Chair shall chair and have general charge of the business, affairs, and property of the Scheduling Committee, which shall be responsible for developing and publishing a schedule of events for each year to accommodate the programmatic needs of the Age Group Division and the Senior Division.

P Swim-a-thon Coordinator - The Swim-a-thon Coordinator shall have general responsibility for acquisition, publicity, and distribution of information about Swim-a-thons within the Territory, and for assisting Club members and others in conducting Swim-a-thons.

7.3 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. 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:

.1 ATHLETES COMMITTEE - The Athletes Committee shall consist of the Athlete Representatives and at least three other Athlete Members or Seasonal Athlete Members. The Senior Athlete Representative or the Athletes Committee shall determine the number of additional Athlete Members. The Senior Athlete Representative shall chair the committee.

.2 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 Senior Athlete Representative, the Senior Coach Representative, the Age Group Vice-chair and the Senior Vice-chair.

.3 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. The Senior Coach Representative shall chair the committee.

.4 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 and the Treasurer.

.5 OFFICIALS COMMITTEE - The members of the Officials Committee shall be the Officials Chair, who shall serve as chair, and at least two other members, each of whom shall be a certified official of SNS.

.6 EQUIPMENT COMMITTEE - The members of the Equipment Committee shall be the Equipment Committee Chair, who shall serve as chair, and at least one other Individual Member.

.7 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 this section shall hold their appointments at the pleasure of the appointing officer or successor.

7.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -

.1 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.

.2 FINANCE COMMITTEE - The Finance Committee is authorized and obligated to (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. In addition, 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 SNS'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 SNS'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 SNS and make recommendations to the Budget Committee and the Board of Directors.

.3 MEMBERSHIP COORDINATOR - The Membership Coordinator is authorized and obligated to conduct the registration of Group Members and supervise the transmission of registration information to USA-S and assist in the preparation of the reports required by Section 8.6, together with such additional reports as may be requested by USA-S, the Board of Directors, the Administrative Vice-chair or the Finance Vice-chair.

.4 REGISTRATION COORDINATOR - The Registration Coordinator is authorized and obligated to conduct the registration of Individual Members and supervise the transmission of registration information to USA-S and assist in the preparation of the reports required by Section 8.6, together with such additional reports as may be requested by USA-S, the Board of Directors, the Administrative Vice-chair or the Finance Vice-chair.

.5 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for SNS 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.

7.5 DUTIES AND POWERS OF CHAIRMEN 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 respective division, committee, sub-committee, or coordinator 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 informed of the respective coordinator, division, committee or subcommittee actions and recommendations;

.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 the Secretary of SNS;

.7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for SNS, except as otherwise provided in these Bylaws or by the Board of Directors; and

.8 Perform the other specific duties listed in SNS'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.

7.6 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 SNS'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 SNS'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.

7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of divisions, committees or sub-committees of SNS 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.

7.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Meetings of divisions, committees and sub-committees shall be open to all members of SNS and USA-S. Matters relating to disciplinary action, legal, taxation and similar affairs shall be deliberated and decided in a closed executive session that 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.

7.9 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.

.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.

7.10 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.

7.11 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.

7.12 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 those members present of the committee or subcommittee.