

## Loveland Swim Club BYLAWS

### ARTICLE 1

#### LOVELAND SWIM CLUB, OBJECTIVES, TERRITORY AND JURISDICTION

- 1.1 LOVELAND SWIM CLUB - The Loveland Swim Club of the corporation shall be [insert full Loveland Swim Club of LSC] Swimming, Inc. (LOVELAND SWIM CLUB).<sup>1</sup>
- 1.2 OBJECTIVES - The objectives and primary purpose of LOVELAND SWIM CLUB shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB and its *Articles/Certificate* [select one] of Incorporation.
- 1.3 GEOGRAPHIC TERRITORY - The geographic territory of LOVELAND SWIM CLUB is as set forth in Article 603 of the USA Swimming Rules and Regulations. *LOVELAND SWIM CLUB shall be divided into regions as listed in the LOVELAND SWIM CLUB Policies and Procedures.*<sup>2</sup>
- 1.4 JURISDICTION - LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB'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). LOVELAND SWIM CLUB 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.
- 1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - LOVELAND SWIM CLUB shall comply with all agreements between LOVELAND SWIM CLUB and USA Swimming.

### ARTICLE 2

#### MEMBERSHIP

- 2.1 MEMBERS - The membership of LOVELAND SWIM CLUB shall consist of the clubs, organizations and individuals who have registered with LOVELAND SWIM CLUB as set forth in the USA Swimming Corporate Bylaws, *including the optional categories of seasonal athlete membership, seasonal club membership, flex membership, and single event open water athlete membership.*<sup>3</sup>
- .1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of LOVELAND SWIM CLUB and USA Swimming.
- .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in LOVELAND SWIM CLUB and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport in accordance with Part Four of the USA Swimming Rules and Regulations.
- 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 Swimming and LOVELAND SWIM CLUB, including its obligations and responsibilities set forth in these Bylaws.
- .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming Rules and Regulations, may be held responsible for infractions of the policies, procedures, rules,

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<sup>1</sup> *Substitute the LSC code assigned in Article 603 of the USA Swimming Rulebook for "XX."*

<sup>2</sup> *Wherever Policies and Procedures is listed throughout this document, the LSC should replace with the appropriately titled document for that context (such as LSC Rules and Regulations, Board Policy Manual, etc.).*

<sup>3</sup> *If the LSC offers optional membership categories, list as appropriate.*

regulations or codes of conduct or ethics adopted by USA Swimming or LOVELAND SWIM CLUB, including its responsibilities as set forth in these Bylaws.

### **ARTICLE 3 DUES AND FEES**

- 3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as permitted, shall be as established by the LOVELAND SWIM CLUB Board of Directors.
- 3.2 SANCTION, APPROVAL AND OTHER FEES
- .1 SANCTION AND APPROVAL FEES - The LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB Board of Directors may establish a reasonable service charge consistent with the nature of the event.
  - .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by LOVELAND SWIM CLUB. If any of the sanction or approval fees or service charges is due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to LOVELAND SWIM CLUB when due in accordance with LOVELAND SWIM CLUB's fee schedule.
  - .4 FINES - The LOVELAND SWIM CLUB Board of Directors may establish fines for noncompliance with policies adopted by the LOVELAND SWIM CLUB Board of Directors.
- 3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws (Delinquent Dues and Fees).

### **ARTICLE 4 HOUSE OF DELEGATES**

- 4.1 MEMBERS - The House of Delegates of LOVELAND SWIM CLUB shall consist of the Parent Group Subcommittee, Athlete At-Large Member Subcommittee and the Board of Directors.
- .1 PARENT GROUP SUBCOMMITTEE<sup>4</sup> - The selection of the Parent Group Member Subcommittee shall be designated by the Head Coach, Head Age Group Coach and/or Assistant Coaches of 1 representative from each of the 5 competitive swim groups (Bronze, Silver, Gold, Platinum and Senior groups) of whom are in good standing and shall be in writing, addressed to the Secretary of LOVELAND SWIM CLUB and duly certified by the President of the Board of Directors. The Parent Group Member Subcommittee may withdraw *one or more* of its Group Member Representatives or *one or more* of its alternates and substitute a new Group Member Representative or new alternate by written notice, addressed to the Secretary of LOVELAND SWIM CLUB and signed by the President of the Board of Directors. The members of the Parent Group Subcommittee are required to have exclusive membership of the LOVELAND SWIM CLUB only and cannot be affiliated with another LSC.
  - .2 ATHLETE AT-LARGE SUBCOMMITTEE - These members (1 male and 1 female member from each of the designated groups) shall be appointed by the Head Coach and Head Age Group Coach from Gold (2 members), Platinum (2 members) and Senior (2 members) groups to form a 2<sup>nd</sup> Subcommittee of 6 members. The Athlete At-Large Subcommittee may withdraw *one or more* of its members or *one or more* of its alternates and substitute a new member or new alternate by written notice, addressed to the Secretary of LOVELAND SWIM CLUB and signed by the President of the Board of Directors. The members of the Athlete At-Large Subcommittee are required to be members of LOVELAND SWIM CLUB and of USA Swimming.
  - .3 BOARD OF DIRECTORS - Board of Director Members is defined as designated in Section 5.<sup>5</sup> The members

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<sup>4</sup> *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. The LSC may designate categories of its voting delegates, such as athlete, coach, non-coach.*

<sup>5</sup> *If Ex-officio members listed in Section 5.3 are not members of the BOD, list those exceptions here.*

of the Board of Directors are required to have exclusive membership of the LOVELAND SWIM CLUB only and cannot be affiliated with another LSC.

#### 4.2 ELIGIBILITY

- .1 Only Members in good standing shall be eligible to be elected or appointed as at-large members of the House of Delegates.
- .2 Only Members that are exclusively LOVELAND SWIM CLUB members only and not affiliated with another LSC shall be eligible to be elected or appointed as at-large members of the House of Delegates.

#### 4.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of individuals shall be as follows:

- .1 PARENT GROUP SUBCOMMITTEE, ATHLETE AT-LARGE SUBCOMMITTEE AND BOARD OF DIRECTORS - The Parent Group Subcommittee<sup>6</sup> and the Athlete At-Large Subcommittee shall have voice and advisory role to the Board of Directors (as designated in Section 5).
- .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard at the discretion of the presiding officer.

#### 4.4 DUTIES AND POWERS - The House of Delegates with oversight from the Board of Directors shall participate in an advisory role regarding the establishment of policies, procedures and programs.

#### 4.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of LOVELAND SWIM CLUB shall be held in the fall. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted the Board of Directors<sup>7</sup>.

#### 4.6 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors. Should the Board of Directors 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)* of the 2 Subcommittees of the House of Delegates.

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

#### 4.8 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of LOVELAND SWIM CLUB. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of LOVELAND SWIM CLUB shall be deliberated and decided in a closed session which only House of Delegates members may attend. By a majority vote of the Board of Directors, the House of Delegates may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the House of Delegates.

#### 4.9 QUORUM - A quorum of the Board of Directors shall consist of those members present and voting.<sup>8</sup>

#### 4.10 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 from the Board of Directors.

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

#### 4.12 NOTICES

- .1 TIME - Not less than *twenty (20)* days' written notice shall be given to each member of the House of Delegates for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted means of notice.

<sup>6</sup> An LSC may deny the Group Member Representatives of Affiliated Group Members or Seasonal Club Members the right to vote. This can be accomplished with the addition of the following clause after "Group Member Representatives" and before the comma: "(other than those of Affiliated Group Members.)"

<sup>7</sup> An LSC may specify a specific schedule here.

<sup>8</sup> An LSC may vary this provision to provide a higher quorum of either general or limited applicability, but this is not generally recommended.

- .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 AND THEIR ROLES AND RESPONSIBILITIES**

- 5.1 MEMBERS - The Board of Directors shall consist of the following officers of LOVELAND SWIM CLUB and roles and responsibilities for each of the officers.
- .1 PRESIDENT – Shall, subject to the control of the Board of Directors, generally supervise, direct and control the business of the LOVELAND SWIM CLUB. The President shall preside over all meetings of the Board of Directors and members. In general, the President shall perform all duties incident to the office and other duties as may be prescribed on occasion by the Board of Directors.
- .2 VICE PRESIDENT – Shall, in the absence or disability of the President, perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions to the President.
- .3 HEAD COACH – [Trent to fill in this section and to be REVIEWED AND APPROVED by BODs]
- .4 SECRETARY<sup>9</sup> Shall,  
 (a) Record and keep the minutes of all meetings and actions of the Board of Directors and members, with the time, date and place of meetings, whether regular or special, and with the names of those present and absent at such meetings and the proceedings of such meetings.  
 (b) Keep record of the Board’s members with their names and addresses. Give notice of all meetings of the Board of Directors and members of the LOVELAND SWIM CLUB required by the LOVELAND SWIM CLUB By-laws, and shall have other such powers and perform such duties as may be delegated by the Board of Directors.
- .5 TREASURER<sup>10</sup> – Shall,  
 (a) Keep and maintain adequate and accurate books and records of accounts of the properties and business transactions of the LOVELAND SWIM CLUB. The books of account shall be open to inspection by any member of the Board of Directors at all reasonable times.  
 (b) Deposit and disbursement of money and valuables in the name and to the credit of the LOVELAND SWIM CLUB with such depositories as may be designated by the Board of Directors, shall render to the members of the Board of Directors at any time requested, an account of all transactions and of the Treasurer and the financial condition of the LOVELAND SWIM CLUB.
- .6 AT-LARGE BOARD MEMBER – Shall participate as a member of the Board of Directors and shall have such powers and perform the roles and responsibilities as may be prescribed by the Board of Directors.
- 5.2 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and individuals 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 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.

<sup>9</sup> *If permitted under the laws of the state of incorporation, a staff member may serve as Secretary with voice but no vote.*

<sup>10</sup> *If permitted under the laws of the state of incorporation, a staff member may serve as Treasurer with voice but no vote.*

- 5.3 DUTIES AND POWERS<sup>11</sup> - The Board of Directors shall act for LOVELAND SWIM CLUB and the House of Delegates during the intervals between meetings of the House of Delegates. 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 LOVELAND SWIM CLUB;
  - .2 Oversee and participate in annual Focal Performance Reviews of the LOVELAND SWIM CLUB coaching staff in the interest of meeting all standards of the attributes detailed in the Performance Review documents for Exempt and Hourly coaching staff. The overall goal of Focal Performance Reviews is to create a culture that promotes continuous improvement of the LOVELAND SWIM CLUB coaching staff.
  - .3 Oversee the conduct by the officers *and staff* of LOVELAND SWIM CLUB of the day-to-day management of the affairs of LOVELAND SWIM CLUB;
  - .4 Provide advice and consent to appointments as required under these Bylaws *or the LOVELAND SWIM CLUB Policies and Procedures*;
  - .5 Cause the preparation and presentation to the House of Delegates of the annual budget of LOVELAND SWIM CLUB and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
  - .6 Approve the annual review/audit;
  - .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
  - .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of LOVELAND SWIM CLUB;
  - .9 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 LOVELAND SWIM CLUB Policies and Procedures* 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
  - .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of LOVELAND SWIM CLUB who were appointed/elected by the Board 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 Part Four of the USA Swimming Rules and Regulations. However, no 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 or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.
- 5.4 MEETINGS - Meetings shall be open at the discretion of the Board of Directors. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.
- 5.5 MEETING AGENDAS and DURATION – Agendas will be provided by the Secretary to the members of the Board at least 1 day prior to scheduled meetings with defined subjects, tasks, ownership of tasks, target dates for completion and closed or open items review from current and previous meetings. The duration of meetings should take place in 1 hour or less.
- 5.6 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may

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<sup>11</sup> *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 BOD 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 not appointed by the Board.*

participate in meetings of the Board of Directors through conference 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 at a meeting.*

- 5.7 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.
- 5.8 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by any of the members of the Board. Should the Board of Directors 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.
- 5.9 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 5.10 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' written notice.*<sup>12</sup>
- 5.11 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
- 5.12 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board 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.
- 5.13 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, or removals of appointed Board members, 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, or email, shall distribute a 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 5.16) within which to return the ballot to the Secretary. Action by 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.
- 5.14 NOTICES -
- .1 TIME - Not less than *six (6) days'* written notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)
  - .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose.

## **ARTICLE 6 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

- 6.1 OFFICERS TO BE ELECTED – The voting members of the Board, that also includes the Head Coach, shall elect the President, Vice President, Treasurer, Secretary and At-Large Member of which shall constitute the Board of Directors.
- 6.2 TERM OF OFFICE AND TERM LIMITS - Each of the elected members shall serve 2 year terms of office with a 4 year term limit. The term of office for each member shall begin immediately after the annual fall election.
- 6.3 ATERNATING TERMS – The President and Secretary of the Board shall be elected and serve their 2 year term in the first year followed by the Vice President, Treasurer and Member At-Large of whom shall be elected the following year and serve their 2 year term.

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<sup>12</sup> *An LSC may omit the italicized sentence or modify it to remove or reduce the length of the notice required or prohibit the Board from overriding policy established by the BOD.*

- 6.4 VOTES REQUIRED TO ELECTING BOARD MEMBERS – Candidates receiving the majority vote and meet all eligibility requirements and being of good standing in the LOVELAND SWIM CLUB for any given office shall be elected to serve on the Board of Directors.

**ARTICLE 7  
ANNUAL AUDIT, REPORTS AND REMITTANCES**

- 7.1 LOVELAND SWIM CLUB shall submit any reports and remittances required by the USA Swimming Corporate Bylaws, by the USA Swimming Board of Directors, the President/CEO of USA Swimming or by any agreement between LOVELAND SWIM CLUB and USA Swimming. Reports required to be submitted to USA Swimming by LOVELAND SWIM CLUB include annual financial and federal tax reports and the annual audit or review.

**ARTICLE 8  
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION**

- 8.1 NON-PROFIT AND CHARITABLE PURPOSES - LOVELAND SWIM CLUB 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, LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB 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.
- 8.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of LOVELAND SWIM CLUB are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of LOVELAND SWIM CLUB shall inure to the benefit of any private person or any member, officer or director of LOVELAND SWIM CLUB.
- 8.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the LOVELAND SWIM CLUB House of Delegates by a two-thirds (2/3) 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. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.
- 8.4 DISSOLUTION - LOVELAND SWIM CLUB may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of LOVELAND SWIM CLUB shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of LOVELAND SWIM CLUB, 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 LOVELAND SWIM CLUB 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 9  
INDEMNIFICATION<sup>13</sup>**

- 9.1 INDEMNITY - LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more

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<sup>13</sup> *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.*

of the relationships to LOVELAND SWIM CLUB specified in Section 10.3 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. LOVELAND SWIM CLUB may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

- 9.2 EXCLUSION - The indemnification provided by this Article 10, 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, the National Board of Review, or the U.S. Center for SafeSport to have committed actions which would be the basis for such 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.
- 9.3 INDEMNIFIED PERSONS - As used in this Article 10, "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 LOVELAND SWIM CLUB, or is or was serving at the direct request of LOVELAND SWIM CLUB 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.
- 9.4 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 LOVELAND SWIM CLUB in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to LOVELAND SWIM CLUB's obligation to indemnify, LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB determines that there is reasonable doubt as to such person's ability to make any repayment, LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB 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.
- 9.5 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.

## ARTICLE 10 MISCELLANEOUS

- 10.1 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 Loveland Swim Club of the state of incorporation] become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 10.2 FISCAL YEAR - The fiscal year of LOVELAND SWIM CLUB shall end on the last day of [fill in the ending month].
- 10.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that LOVELAND SWIM CLUB 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 LOVELAND SWIM CLUB 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.

## **ARTICLE 11 CONVENTIONS AND DEFINITIONS**

### 11.1 CONVENTIONS -

- .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” 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 LOVELAND SWIM CLUB positions and not to USA Swimming or another organization.
- .3 **NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS** -
  - A. **Notice by Mail** - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last known address shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
  - B. **Notice by Email** - Notice given and writings delivered by electronic mail to the last known email address shall be deemed given or delivered for all purposes under these Bylaws.
  - C. **Last Known Mail or Email Address** - For all purposes under these Bylaws, the last known mail or email address of a member of LOVELAND SWIM CLUB shall be the mail or email address on file with LOVELAND SWIM CLUB or in SWIMS.
- .4 **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.
- .5 **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.

### 11.2 **DEFINITIONS**<sup>14</sup> - 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.

- .1 **ARTICLE** - a principal subdivision of these Bylaws.
- .2 **CERTIFICATE OF INCORPORATION** - 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 LOVELAND SWIM CLUB was formed.
- .3 **PARENT MEMBER** – a parent designated by their peers in either the Bronze, Silver, Gold, Platinum and Senior groups to represent one of these groups in the House of Delegates.
- .4 **ATHLETE MEMBER** - an Athlete Member designated to represent athletes in the House of Delegates.
- .5 **BOARD MEMBER** - a member of the Board of Directors, including the At-Large Board Members.
- .6 **HEAD COACH MEMBER** - a Member to represent the LOVELAND SWIM CLUB on the Board of Directors.
- .7 **BOARD OF DIRECTORS** - the Board of Directors of LOVELAND SWIM CLUB.
- .8 **BYLAWS** - these bylaws as adopted and amended from time to time by, and in effect for, LOVELAND SWIM CLUB.

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<sup>14</sup> *Subsections should be properly alphabetized and numbered within the list of definitions.*

- .9 FINA - the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .10 HOUSE OF DELEGATES - the House of Delegates of LOVELAND SWIM CLUB as established by Article 4 of these Bylaws.
- .11 IRS CODE - the current United States Internal Revenue Code.
- .12 LOCAL SWIMMING COMMITTEE / LSC - LOVELAND SWIM CLUB as defined by the USA Swimming Corporate Bylaws.
- .13 MEMBER - a Group Member or an Individual Member.
- .14 NATIONAL BOARD OF REVIEW - 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.
- .15 POLICIES AND PROCEDURES - the principles, rules, and guidelines of LOVELAND SWIM CLUB, as amended and adopted by the Board of Directors or the House of Delegates.
- .16 SECTION - a subdivision of the Articles of these Bylaws.
- .17 TERRITORY - the geographic territory over which LOVELAND SWIM CLUB has jurisdiction as a Local Swimming Committee.
- .18 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.
- .19 LOVELAND SWIM CLUB - the Colorado not-for-profit corporation to which these Bylaws pertain.
- .20 ZONE BOARD OF REVIEW - the Board of Review of the Zone in which LOVELAND SWIM CLUB 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.