

**AMENDED AND RESTATED BYLAWS
OF
MINNESOTA SWIMMING, INC.
(a Local Swimming Committee of USA Swimming, Inc.)**



***MINNESOTA
SWIMMING***

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ARTICLE 601
NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 601.1 NAME - The name of the corporation shall be Minnesota Swimming, Inc. (“MSI”).
- 601.2 OBJECTIVES - The objectives and primary purpose of MSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. MSI 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 MSI and its Articles of Incorporation.
- 601.3 GEOGRAPHIC TERRITORY - The geographic Territory of MSI is as set forth in Article 603 of the USA Swimming Rules and Regulations.
- 601.4 JURISDICTION - MSI 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 MSI’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 sections 703.3 and 704.2 of Part Seven. MSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.

ARTICLE 602
MEMBERSHIP

- 602.1 MEMBERS - The membership of MSI shall consist of the following:
- .1 GROUP MEMBERS - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and MSI and paid the fees established by USA Swimming and MSI pursuant to Article 603 hereof. An organization may be denied membership by the Membership/Registration Coordinator or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the Zone Board of Review. An organization's status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and code of conduct of MSI and may be terminated by a decision of the Zone Board of Review or the National Board of Review. Except for Affiliated Group Members, Group Members in good standing shall be entitled to participate in the program of swimming conducted by MSI, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.2.
 - A. Club Members - A Club Member is an organization which is in good standing as a Group Member of MSI and USA Swimming, has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of MSI and USA Swimming.
 - B. Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of MSI

and USA Swimming, which is in good standing as a Group Member of MSI and USA Swimming, but which does not have athletes and coaches all of whom are Individual Members of MSI and USA.

- C. Seasonal Club Members - A Seasonal Club Member is an organization which has joined MSI and USA Swimming for a period to coincide with the MSI seasonal registration dates which is a period not longer than 150 days each in a registration year. The seasonal dates are set by MSI and include the summer season. A Seasonal Club Member must be in good standing as a Group Member of MSI and USA Swimming. All Seasonal Club Member coaches must be Coach Members in good standing of MSI and USA Swimming. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of MSI and USA Swimming.

.2 INDIVIDUAL MEMBERS - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USA Swimming and MSI and paid the dues established by USA Swimming and MSI pursuant to Article 603 hereof. An individual may be denied membership by the Membership/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 Zone Board of Review. An individual's status as an Individual Member is subject to the Individual Member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the policies and procedures of MSI and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Board of Review. Except for Life Members, Individual Members in good standing shall be entitled to participate in the program of swimming conducted by MSI, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.1.

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

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

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

602.2 MEMBERS' RESPONSIBILITIES

.1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and MSI, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action which could bring the sport of swimming, MSI or USA Swimming into disrepute. By applying for and accepting membership in MSI and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to MSI and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or to have been found by a 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 MSI, USA Swimming or the sport of swimming.

.2 RESPONSIBILITY FOR INFRACTIONS - Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or MSI, 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 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.

ARTICLE 603 DUES AND FEES

603.1 CLUB MEMBERS - Every Club Member and Seasonal Club Member shall pay an annual or seasonal fee, respectively, consisting of a national club fee established by USA Swimming and a

local club fee established by MSI, together with any other charges, fees, etc. as may be established by MSI.

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

603.3 **ATHLETES** - Each Athlete Member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USA Swimming and a local fee established by MSI.

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

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

603.6 Reserved for future use.

603.7 **LIFE MEMBERS** - The Board of Directors shall establish the annual or other membership fees, if any.

603.8 **SANCTION, APPROVAL AND OTHER FEES**

.1 **SANCTION AND APPROVAL FEES** - The Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for or observation of, a swimming competition to be conducted within the Territory.

.2 **SERVICE CHARGES** - In addition to, or in place of, a sanction or approval fee, the Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount, an amount related to the number of events swum, the number of individual swims, the number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or a combination of one or more 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 MSI. 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 MSI when due in accordance with MSI's fee schedule.

603.9 **FAILURE TO PAY**

.1 **GROUP, COACH AND ACTIVE INDIVIDUAL MEMBER OBLIGATIONS** - The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by MSI or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, MSI or any other LSC or (c) serving as a Group Member Representative, coach, manager, official, trainer or in any

other capacity with any Club Member or Seasonal Club Member or with any group member of any other LSC until the debt is satisfied.

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

ARTICLE 604

HOUSE OF DELEGATES

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

- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership a Group Member Representatives and one or more alternates for each to the House of Delegates. The appointment shall be in writing, addressed to the Secretary of MSI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may

withdraw one or more of its Group Member Representatives or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of MSI and signed by the chief executive officer or secretary of the appointing Group Member.

- .2 AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete at-large members of the House of Delegates may be appointed by the General Chair with the advice and consent of the Board of Directors. Additionally, a sufficient number of athlete members shall be appointed as At-Large House Members by the General Chair, with the advice and consent of the Board of Directors, to constitute at least twenty percent (20%) of the voting membership of the House of Delegates. 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 - Three (3) Athlete Representatives shall be elected by the House of Delegates, one each year for a two-year term and one for a one-year term as Athlete Committee Vice Chair, or until their respective successors are elected. At the time of election, each Athlete Representative must (a) be an Athlete Member in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by MSI; and (d) have his or her place of residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The Athlete Representative election shall be conducted at the same House of Delegates meeting at which other elections are conducted. Prior to the election, the current Athlete Representatives and the Athletes Committee shall be asked to nominate one or more Athlete Members for consideration.
 - .4 COACH REPRESENTATIVES - Two Coach Representatives shall be elected by the House of Delegates, one each year for a two-year term or until their respective successors are elected. The Coach Representative election shall be conducted at the same House of Delegates meeting at which other elections are conducted.
- 604.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at or to vote at the House of Delegates in any capacity. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.
- 604.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of individual shall be as follows:
- .1 GROUP MEMBER REPRESENTATIVES (OTHER THAN THOSE OF AFFILIATED GROUP MEMBERS), BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, THE COACH REPRESENTATIVES AND AT-LARGE HOUSE MEMBERS - Each of the Group Member Representatives, the Board Members, the Athlete Representatives, the Coach Representatives and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.
 - .2 AFFILIATED GROUP MEMBER REPRESENTATIVES - Group Member Representative of Affiliated Group Members, 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 may be heard at the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have voice but no vote in meetings of the House of Delegates.

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

- .1 Elect the officers, Athlete Representatives, Coach Representatives and the committee Chairs and coordinators listed in Section 606.1 in accordance with Sections 606.2, through 606.6;
- .2 Elect alternates to the USA Swimming House of Delegates in accordance with section 507.1.3 of the USA Swimming Rules and Regulations;
- .3 Elect the members of the Nominating Committee;
- .4 Review, modify and adopt the annual budget of MSI, recommended by the Board of Directors;
- .5 Call regular and special meetings of the House of Delegates;
- .6 Ratify or prospectively modify or rescind policy and program established by the Board of Directors (except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded);
- .7 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by MSI;
- .8 Establish by resolution or the MSI 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 MSI 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 MSI in accordance with Section 611.3; and
- .10 Remove from office any Board Members, committee Chairs or members or coordinators who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in 404.1.3 of the USA Swimming Rules and Regulations. However, no Board Member, Board of Review member or elected committee chair or coordinator may be removed except upon not less than thirty (30) days written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing as provided in Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the Board Member or elected committee chair or coordinator contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the

defendant shall have the same rights as if the hearing were to be conducted by the Zone Board of Review as provided in Part Four of the USA Swimming Rules and Regulations.

- 604.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of MSI shall be scheduled in April or May of each year. Regular meetings of the House of Delegates shall be held in accordance with a schedule adopted by the House of Delegates or the Board of Directors.
- 604.6 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate, a meeting of the House of Delegates may be called by a petition signed by at least five (5) members of the House of Delegates.
- 604.7 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.
- 604.8 NOMINATING COMMITTEE -
- .1 MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall comprise the Immediate Past General Chair and not fewer than four (4) Individual Members. The Nominating Committee shall be elected annually by the House of Delegates. If the House of Delegates does not act in a timely fashion the Board of Directors shall elect a Nominating Committee to serve until their successors are elected. A number greater than four (4) may be designated from time to time by either the House of Delegates or the Nominating Committee. Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members. Section 606.6.3 shall apply to members of the Nominating Committee. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair serve on the Nominating Committee.
 - .2 CHAIR ELECTED BY THE 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 the officers, Athlete Representatives, Coach Representatives, and committee Chairs and coordinators 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 such meeting pursuant to Section 604.15.1 where convenient. See Section 616.1 for the methods which may be used for the distribution.

- .5 ADDITIONAL NOMINATIONS - Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.
- .6 MEETINGS AND NOTICES - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a minimum of six (6) days' notice required. Pertinent provisions of Section 604.8 also shall apply to the Nominating Committee's meetings and notices.
- .7 QUORUM - A quorum for any meeting of the Nominating Committee shall consist of not fewer than four (4) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present. If the Nominating Committee is larger than five members, the quorum shall be adjusted to maintain the quorum at or above 4/5ths of the membership.

604.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

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

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

604.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. See also Section 611.3 regarding amendment of these Bylaws.

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

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

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

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

604.15 NOTICES

- .1 TIME - Not less than twenty (20) days written notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 616.1.5 for the various permitted forms of notice.
- .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 605 BOARD OF DIRECTORS

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

- .1 General Chair
- .2 Administrative Vice Chair
- .3 Senior Vice Chair
- .4 Age Group Vice Chair
- .5 Finance Vice Chair
- .6 Secretary
- .7 Coach Representatives (2)
- .8 Athlete Representatives (2)
- .9 Athletes Committee Vice Chair
- .10 Safety Coordinator
- .11 Technical Planning Chair
- .12 Officials Chair

.13 Safe Sport Chair

605.2 AT-LARGE BOARD MEMBERS - The General Chair, with advice and consent of the Board of Directors may appoint up to eight (8) non-athlete at-large members. The at-large members must be either committee chair or coordinator with specific duties defined by MSI Policies and Procedures Manual, General Chair, Board of Directors, or House of Delegates. The at-large members shall have voice only. Additionally, a sufficient number of Athlete Members shall be appointed as Athlete At-Large Board Members by the General Chair, with the advice and consent of the Board of Directors and the Athlete Representatives, to constitute (together with the Athlete Representatives) at least twenty percent (20%) of the voting membership of the Board of Directors.

605.3 EX-OFFICIO MEMBERS - The following persons shall be an ex-officio member of the Board of Directors (with voice but with no vote) during the time period in which they meet the defined status:

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

605.4 LIMITATIONS

- .1 This section is reserved for future use.
- .2 Notwithstanding anything in these Bylaws to the contrary, no employee of the LSC may serve as a voting member of the Board of Directors [effective 1-01-2016].

605.5 VOICE AND VOTING 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 at the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the Board of Directors or its committees.

605.6 DUTIES AND POWERS - The Board of Directors shall act for MSI 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, or other person elected by the House of Delegates, or amend these Bylaws. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board Directors shall have the power and it shall be its duty to:

- .1 Establish and direct policies, procedures and programs for MSI;
- .2 Oversee the conduct by the officers and staff of MSI of the day-to-day management of the affairs of MSI;

- .3 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the MSI Policies and Procedures manual.
- .4 Cause the preparation and presentation to the House of Delegates of the annual budget of MSI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof,
- .5 Receive presentation of the annual audit report and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .6 Call regular or special meetings of the Board of Directors or the House of Delegates;
- .7 Admit eligible prospective Group Members and Affiliated Individual Members;
- .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of MSI;
- .9 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 MSI 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
- .10 Remove from office any officers, committee Chairs, committee members, or coordinators of MSI who were not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in 404.1.3 of the USA Swimming Rules and Regulations. No officer, committee chair or coordinator may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the officer, 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 Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.
- .11 The Board of Directors may not override policy or program established by the House of Delegates, unless the vote reflects a two-thirds or greater majority of the Board of Directors members.

605.7 EXECUTIVE COMMITTEE -

- .1 **AUTHORITY AND POWER** - The Executive Committee shall have the authority and power to act for the Board of Directors and MSI 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, Junior 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 (3) members of the Committee with a minimum of three (3) days' notice required. Pertinent provisions of Sections 607 and 616 shall apply to the Executive Committee meetings and notices.
 - .4 QUORUM- A quorum of the Executive Committee shall consist of four (4) members of the Committee.
 - .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 Directors meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.
- 605.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee meetings shall be open to all members of MSI and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members or Executive Committee members, respectively, are entitled to attend. By a majority vote on a motion of a question of privilege the Board of Directors or the Executive Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors or the Executive Committee.
- 605.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors or the Executive Committee may participate in meetings of the Board of Directors or the Executive Committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 605.10 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.
- 605.11 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 605.12 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members. The immediate past General Chair is not included in the counting of a quorum.
- 605.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal the effect of which is to override policy or

program established by the House of Delegates, shall be determined by a two-thirds vote after at least fourteen (14) days' notice.

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

605.15 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors or the Executive Committee may be taken without a meeting if all the Board Members or Executive Committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.

605.16 MAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General Chair's appointments, or removals of officers, committee Chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 605.17) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

605.17 NOTICES -

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

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

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

Roll Call

Reading, correction and adoption of minutes Report of Executive Committee

Reports of officers

Reports of committees and coordinators

Presentation of the annual budget and adoption of recommendation to the House of

Delegates Presentation of the annual audit report and adoption of its recommendation to the House of Delegates

Advice and Consent to Appointments

Unfinished (old) business

New business

Approval of applications for Group Membership and Affiliated Individual Membership

Resolutions and orders

Elections

Adjournment

ARTICLE 606 OFFICERS

- 606.1 **ELECTED OFFICERS AND COMMITTEE CHAIRS** - The officers, committee chairs and coordinators who shall be elected by the House of Delegates are:
- .1 General Chair
 - .2 Administrative Vice Chair
 - .3 Finance Vice Chair
 - .4 Senior Vice Chair
 - .5 Age Group Vice Chair
 - .6 Secretary
 - .7 Technical Planning Chair
 - .8 Safety Coordinator
 - .9 Officials Committee Chair
 - .10 Athlete Representative: Junior (most recently elected) and Senior (in the second year of their term)
 - .11 Athletes Committee Vice Chair
 - .12 Coach Representative: Junior (most recently elected) and Senior (in the second year of their term)
- 606.2 **ELECTIONS** - The House of Delegates, at its annual meeting, shall elect the General Chair, the Administrative Vice Chair, the Secretary, the Finance Vice Chair, and the Senior Vice Chair and the Age Group Vice Chair, the Technical Planning Committee Chair, the Safety Coordinator, the Officials Committee Chair, Athlete Representatives, Athlete Committee Vice Chair, Coach Representatives, and Nominating Committee members.
- 606.2A **APPOINTMENTS** - The General Chair, with advice and consent of the Board of Directors, may appoint at the annual House of Delegates annual meeting the Times/National Age Group Recognition Coordinator, the Disability Swimming Coordinator, the Equipment Coordinator, Public Relations Coordinator, Diversity Committee Chair, State Records Coordinator, Legislative Coordinator, and the Safe Sport Committee Chair.
- 606.3 **ELIGIBILITY** - Only Individual Members in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office.
- 606.4 **DOUBLE VOTE PROHIBITED** - An Individual Member of MSI entitled to vote in the House of Delegates by virtue of holding a position in MSI may not also vote as a Group Member Representative.
- 606.5 **OFFICES COMBINED OR SPLIT** -
- .1 **OFFICE HELD BY TWO PERSONS** - Any office other than General Chair, Finance Vice Chair and Treasurer, may be held jointly by two Individual Members. This may be accomplished by the Nominating Committee nominating two Individual Members to serve as co-officers or by the House of Delegates electing two at the time of election. In the case of the Administrative Vice Chair, the House of Delegates at the time of election shall designate one to be the successor to the General Chair; if no such designation is made, then the person with the longer tenure in such office or as a Board Member shall serve as the successor.

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

606.6 TERMS OF OFFICE -

- .1 TERM OF OFFICE - The terms of office of all elected members of the Board of Directors shall be two years.
- .2 COMMENCEMENT OF TERM - Each person elected to a position shall assume the office at the first regularly scheduled Board of Directors meeting following the elections at the annual House of Delegates meeting.
- .3 CONSECUTIVE TERMS LIMITATION - Except for the Finance Vice Chair, Secretary, Technical Planning Committee Chair, Officials Committee Chair, or Safety Committee Coordinator no Individual Member who has been elected by the House of Delegates and served four (4) successive years shall be eligible for reelection to the same position until a lapse of two (2) years. A portion of any term served to fill a vacancy in the position shall not be considered in this computation of the successive terms limitation.

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

- .1 GENERAL CHAIR: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of MSI, 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 MSI 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 MSI.
- .2 SECRETARY: The Secretary, or a delegate, shall be responsible for keeping a record of all meetings of the House of Delegates and Board of Directors, conducting official correspondence, issuing meeting and other notices and making such reports to USA Swimming as are required by these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary or the staff of MSI's permanent office shall be custodian of the records of MSI, and attest the execution of all duly authorized instruments. The Secretary shall cause to be kept at MSI's permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of MSI.
- .3 TREASURER: The duties of the Treasurer of MSI shall be delegated to paid staff at MSI's permanent office. See Section 614.4.1.
- .4 ADMINISTRATIVE VICE CHAIR: The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair,

and when so acting shall have all of the powers of the General Chair. The Administrative Vice Chair shall chair, and have general charge of the business, affairs and property of the division that administers MSI business and affairs. The Administrative Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, committees and coordinators. The Administrative Division shall be responsible for the creation and maintenance of MSI's Policies and Procedures Manual.

- .5 SENIOR VICE CHAIR: The Senior Vice Chair or chair shall have general charge of the affairs and property of the Division that develops and conducts the senior swimming program of MSI. The Senior Vice Chair will serve as the liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives' elections are held in accordance with these Bylaws.
- .6 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 swimming program of MSI.
- .7 FINANCE VICE CHAIR: The Finance Vice Chair is the chief financial officer of MSI. 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 MSI's working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for MSI. The Finance Vice Chair with the assistance of the Finance Committee shall prepare an annual budget for MSI's operations and present the budget for approval by the Board of Directors and the House of Delegates. In addition, the Finance Vice Chair shall cause to be conducted the audit required hereunder and shall review, or shall cause to be reviewed, 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 MSI's system of internal financial and accounting controls. The Finance Vice Chair is the chair of the Finance and Budget Committees and a member of the Personnel Committee. Together with the Paid Staff of MSI, the Finance Vice Chair is ultimately responsible for MSI's compliance with Section 608.4.
- .8 ATHLETE REPRESENTATIVES: The Athlete Representatives shall serve as the liaison between the athletes who are members of MSI and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athletes' Committee.
- .9 COACH REPRESENTATIVES: The Coach Representatives shall serve as a liaison between the coaches who are members of MSI and the Board of Directors and House of Delegates.
- .10 MSI DELEGATES TO USA SWIMMING HOUSE OF DELEGATES -
 - A. Officer and Representative Delegates - It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, the Age Group Vice Chair or, the Senior Vice Chair or, the Senior Athlete Representative and the Senior Coach Representative to attend the USA Swimming annual meeting as representatives of MSI and voting delegates to the USA Swimming House of Delegates.
 - B. Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there

are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual meeting as delegates representing MSI.

- C. Athlete Representative Alternates - If an athlete delegate is unable to attend, the Athlete Representative next most senior in term of office shall attend. If seniority cannot be established or there remain no additional Athlete Representatives or alternates able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate one or more Athlete Members to attend as a representative of MSI.
- D. Coach Representative Alternates - If the Senior Coach Representative is unable to attend the USA Swimming annual meeting, then the other Coach Representative shall attend, and if neither Coach Representative is able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of MSI.

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

606.9 VACANCIES AND INCAPACITIES -

- .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice Chair shall become the Acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as Acting General Chair, the Administrative Vice Chair shall vacate the office of Administrative Vice Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice Chair as Acting General Chair for the duration of the absence.
- .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of the person holding the office of Athlete Representative or Coach Representative, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the House of Delegates shall elect a successor.
- .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, or Coach Representative, 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. Repeated and unexcused absences from meetings of the Board of Directors shall constitute grounds for a determination of vacancy. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

606.10 OFFICERS POWERS GENERALLY-

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC - The General Chair, Administrative Vice Chair, and Finance Vice Chair each may sign and execute in the name of MSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the MSI Policies and Procedures Manual, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.
- .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as may be prescribed in MSI's Policies and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice Chair, the delegating officer or these Bylaws. The division Vice Chairs shall have the additional duties and powers as herein provided.
- .3 DELEGATION - Officers of MSI may delegate any portion of their powers or duties to another Individual Member of MSI or to a committee composed of Individual Members, except that neither the Finance Vice Chair nor the Paid Staff, acting as the Treasurer, may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and with the consent of the Personnel Committee, any officer may delegate any portion of that officer's powers or duties to the paid staff of MSI. 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 MSI's Policies and Procedures Manual may create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedures Manual shall define the method of election or appointment and duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

606.11 DEPOSITORIES AND BANKING AUTHORITY -

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

ARTICLE 607

DIVISIONS, COMMITTEES AND COORDINATORS

607.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The seven (7) divisions of MSI shall each be chaired by the General Chair, Vice Chair, the Senior Athlete Representative, or the Senior Coach Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 606.7. Under each division there are officers, committees, coordinators and direct responsibilities as follows:

- .1 GENERAL ADMINISTRATIVE - General Chair
 - Meet Sanctions
 - Officials
 - Reportable Times
 - Safety
 - Secretary
 - Technical Planning
- .2 ADMINISTRATIVE DIVISION- Administrative Vice Chair
 - Bylaws/Legislation/Rules
 - Computer
 - Equipment
 - Insurance
 - Legal/Legislative
 - Membership/Registration
 - Personnel
 - Public Relations
 - Publications/Newsletter
 - Policies and Procedures Manual
 - Special Events
 - Safe Sport
- .3 AGE GROUP DIVISION - Age Group Vice Chair
 - Adaptive Swimming
 - Age Group
 - Awards (Age Group)
 - Camps/Clinics

Meet Schedule
Program Development
Records/Top 16
Time Standards
Zone Team

.4 SENIOR DIVISION - Senior Vice Chair

Awards (Senior)
Camps/Clinics
Meet Evaluation
Meet Management
Senior

.5 FINANCE DIVISION - Finance Vice Chair

Audit
Budget
Finance
Marketing/Sponsorship
Paid Staff
Tax

.6 ATHLETES DIVISION - Senior Athlete Representative

Athlete Representatives
Athletes Committee

.7 COACHES DIVISION - Senior Coach Representative

Coach Representatives

607.2 COORDINATORS, NON-OFFICER CHAIRS AND THEIR COMMITTEES;

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

A Elected Chairs and Coordinators - As provided in Section 606.2, certain non-officer committee chairs and coordinators shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be as provided in Sections 606.2, 606.3 and 606.6. The elected non-officer committee chairs and coordinators of MSI are:

- (1) the Officials Chair;
- (2) the Safety Coordinator; and
- (3) the Technical Planning Chair.

B Appointed Chairs and Coordinators - The chairs of all other standing committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division vice chair. The appointed standing committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair, and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.

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

- A. MEMBERSHIP/REGISTRATION COORDINATOR - The Membership/Registration Coordinator shall be responsible for the registration of Group and Individual Members and shall make the reports required by Section 614.5, together with such additional reports as may be required by USA Swimming, the Board of Directors or the Administrative Vice Chair.
- B. OFFICIALS CHAIR - The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying and supervising officials for MSI. The Officials Chair shall be a referee certified by MSI and each member of the Officials Committee shall be a certified official of MSI.
- C. SAFETY COORDINATOR - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of MSI. The Safety Coordinator shall develop safety education programs and policies for MSI and make recommendations regarding same, and the implementation thereof, to the General Chair and the Board of Directors. The Safety Coordinator shall make the reports required pursuant to Section 608.7.
- D. TECHNICAL PLANNING CHAIR - The Technical Planning Chair shall chair, and have general charge of the business, affairs and property of the Technical Planning Committee, which is responsible for long-range planning regarding the swimming programs conducted by MSI, the continuing review and development of the MSI philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of MSI's swimming programs.
- E. ATHLETE REPRESENTATIVES - The Athlete Representatives shall undertake activities delegated to them by the Board of Directors or the General Chair as being in the best interests of the Athlete Members, MSI, USA Swimming and the sport of swimming.
- F. COACH REPRESENTATIVES - The Coach Representatives shall undertake activities delegated to them by the Board of Directors or the General Chair as being in the best interests of the Coach Members, MSI, USA Swimming and the sport of swimming.
- G. LEGISLATIVE COORDINATOR - The Legislative Coordinator shall be responsible for maintaining the bylaws of MSI.
- H. 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 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, of MSI, USA Swimming and the sport of swimming.
- I. SAFE SPORT COMMITTEE CHAIR - The Safe Sport Committee Chair shall be responsible for the implementation and coordination of, and serve as the MSI

liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Committee Chair shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff, and the USA Swimming Safe Sport Committee to implement pertinent aspects of the national Safe Sport Program within MSI. The Safe Sport Committee Chair will:

- a. Serve as the primary contact for MSI to coordinate and oversee the implementation of effective safe sport educational programs for all athlete members, their parents, coaches, volunteers and clubs, as provided by USA Swimming;
- b. Be trained regarding the complaint reporting structure and refer all reports of a violation of the Athlete Protection policies directly to the local club, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority;
- c. Participate in workshops as provided by USA Swimming, collect and share information about what USA Swimming and other LSCs are doing to promote safe sport policies, and disseminate information on LSC best practices;
- d. Serve as an information resource for MSI clubs and membership, and will help to identify and connect them with local educational partners and resources;
- e. Receive feedback and suggestions on the Safe Sport policies and programs from the MSI clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff; and
- f. Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members.

607.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice and consent of the respective division vice chair and the chair of the committee. Notwithstanding anything herein to the contrary, a sufficient number of athlete members shall be appointed to each committee to constitute at least twenty percent (20%) of the voting membership of such committee. The athlete committee members shall meet the same requirements as those of Athlete Representative set forth in Section 604.1.3. 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 FINANCE COMMITTEE - The members of the Finance Committee shall be the General Chair, the Finance Vice Chair, who shall serve as chair and the Administrative Vice Chair. The Athlete Committee Vice Chair or their athlete designee shall serve as the athlete representative on the Finance Committee.
- .2 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 MSI.
- .3 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, the Administrative Vice Chair and the Finance Vice Chair.
- .4 TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Committee Chair, who shall serve as chair, an Athlete

Member and at least four (4) additional members of whom at least fifty percent (50%) shall be Coach Members. The Athlete Member and additional members shall be appointed by the General Chair with advice and consent of the Board of Directors.

- .5 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 be the chair of the committee.
- .6 COORDINATORS AND OTHER COMMITTEE CHAIRS - The General Chair, with advice and consent of the Board of Directors may appoint up to seven (7) At-Large Members. The At-Large Board Members must be either a committee chair or coordinator with specific duties defined by MSI Policies and Procedures manual, General Chair, Board of Directors or House of Delegates. The At-Large Board Members shall have voice only (e.g., Reportable Times, Equipment Coordinator, Adapted Swimming Coordinator or Legislative Coordinator). 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 Personnel Committee. Committee members appointed pursuant to the preceding sentence shall hold their appointments at the pleasure of the appointing officer or successor.
- .7 SAFE SPORT COMMITTEE – The members of the Safe Sport Committee shall be the Safe Sport Committee Chair, who shall serve as chair, and at least four additional members; at least one shall be a Coach Member, at least two shall be at-large non-athlete members, and at least one shall be an athlete member.

607.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -

- .1 FINANCE COMMITTEE -
 - A. The Finance 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 Finance Committee may request. The proposed budget may contain alternatives.
 - B. 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 MSI'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 MSI'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 MSI and make recommendations to the Board of Directors.
 - C. The Finance Committee acting as the audit committee is authorized to, and it shall be its duty to, conduct the annual audit of the books of MSI hereunder and present the results thereof to the Board of Directors and the House of Delegates.

- .2 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for MSI 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.
- .3 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation and other terms of employment of MSI's staff (whether employees or independent contractors) within established, budgetary guidelines and policies, and to review and approve the scope of duties delegated to the staff.
- .4 SAFETY COORDINATOR - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of MSI. The Safety Coordinator shall develop safety education programs and policy for MSI and make recommendations regarding those programs and policies and their implementation to the General Chair and the Board of Directors. When approved by the Board of Directors, the Safety Coordinator shall be responsible for the coordination of their implementation by the Club Members. The Safety Coordinator shall prepare and transmit the reports required pursuant to Section 608.7.
- .5 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by MSI and for advice regarding the technical aspects of those programs and of the sport of swimming generally.
- .6 SAFE SPORT COMMITTEE - The purpose of the MSI Safe Sport Committee is to ensure implementation of the USA Swimming's Safe Sport policies, guidelines, educational programs, reporting and adjudication procedures which are intended to help provide as safe, healthy and positive environment as possible for all USA Swimming members. The Safe Sport Committee will:
 - 1. Coordinate and oversee the implementation of effective ongoing educational programs for all athlete members, their parents, coaches, volunteers and local clubs as provided by USA Swimming;
 - 2. Be the primary contact for the club members in MSI to share information about what USA Swimming and other LSCs are doing regarding Safe Sport policies and programs; and to collect, develop and disseminate information on LSC best practices;
 - 3. Serve as an information resource for clubs by, among other things, helping to identify and connect them with local educational partners and resources;
 - 4. Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members; and
 - 5. Be available to work on special projects, educational programs and assignments as needed.

607.5 DUTIES AND POWERS OF CHAIRS AND COORDINATORS GENERALLY - The duties and powers of the General Chair, the division vice chairs, coordinators, committees or subcommittees (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- .1 Preside at all meetings of the respective division, committee or subcommittee;
- .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in his charge are properly and promptly carried out;

- .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the coordinator or division or committee, respectively;
- .4 Communicate with the respective division, coordinator, committee or subcommittee members to keep them fully informed;
- .5 Keep the General Chair, the respective division vice chair or committee chair and the staff of MSI's office 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 MSI's office;
- .7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for MSI, except as otherwise provided in these Bylaws or by the Board of Directors; and
- .8 Perform the other specific duties listed in MSI's Policies and Procedures Manual or as may be delegated by the General Chair, the respective division vice chair or committee chair, the Board of Directors or the House of Delegates.

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

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

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

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

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

- .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 subcommittee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.
- 607.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a division, committee or sub-committee may be taken without a meeting if all the division, committee or sub-committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.
- 607.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any division, committee or sub-committee may participate in a meeting of the division, committee or sub-committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 607.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee or subcommittee, a quorum of any committee or subcommittee shall consist of those members present of the committee or subcommittee.
- 607.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a division, committee or subcommittee shall be determined by a majority vote.
- 607.14 PROXY VOTE - Voting by proxy in any meeting of a division, committee or sub-committee of MSI shall not be permitted.
- 607.15 NOTICES
- .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or sub-committee, not less than forty-eight (48) hours' notice in the case of notice given by telephone, and six (6) days' notice in all other cases, shall be given for any meeting of a division, committee or sub-committee of MSI. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 616.1.5 for the various forms of notice.)
 - .2 INFORMATION - The notice of a meeting shall contain the time, date and site.
- 607.16 ORDER OF BUSINESS - At all meetings conducted under the authority of this Article, the following shall be included in the order of business to the extent applicable; the order in which subjects are taken up may be varied:
- Roll Call
 - Reading, correction and adoption of minutes
 - Reports of coordinators, committees and subcommittees
 - Unfinished (old) business

New business
Resolutions and orders
Adjournment

- 607.17 RESIGNATIONS - Any committee or subcommittee chair or member or coordinator may resign by orally advising the General Chair or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.
- 607.18 VACANCIES - The determination of when the position of an appointed committee or subcommittee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 606.9 for provisions applicable to elected committee Chairs and coordinators.) In the event of a vacancy or permanent incapacity the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.
- 607.19 DELEGATION - With the consent of the Board of Directors or the respective division Vice Chair, a committee or subcommittee chair or a coordinator may delegate a portion of their powers or duties to another officer of MSI, or to another committee, subcommittee or coordinator, or, with the consent of the Board of Directors or the Personnel Committee, to the paid staff of MSI. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegation.
- 607.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW - Sections 607.5 through 607.16 shall apply to the Executive Committee, the Nominating Committee and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the MSI Policies and Procedures Manual. These provisions shall also apply to Board of Review meetings, but shall not apply to its hearings or deliberations.

ARTICLE 608

ANNUAL AUDIT, REPORTS AND REMITTANCES

- 608.1 MINUTES - The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the respective members.
- 608.2 FINANCIAL AND FEDERAL TAX REPORTS - The Secretary shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of MSI and the report thereon prepared in accordance with Section 608.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by MSI under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.
- 608.3 STATE AND LOCAL REPORTS AND FILINGS - The Secretary shall cause to be made all reports and non-tax filings and shall requisition from the MSI Paid Staff checks with which to pay

any applicable fees required by its state of incorporation and by any other state or municipality in which it operates.

- 608.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - MSI shall cause to be made available at MSI's permanent office during regular business hours to anyone requesting to see a copy of MSI's federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include MSI in USA Swimming's group exemption ruling as required pursuant to IRS Code Section 610.4 and any similar requirements of applicable state or local laws.
- 608.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of MSI shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who shall be a certified public accountant or by the Finance Committee. The audit shall cover any federal, state or local income tax return that MSI is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of MSI have been reviewed and fairly present the financial condition of MSI as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.
- 608.6 MEMBERSHIP AND REGISTRATION REPORTS - A member of the Paid Staff of MSI, acting as Membership/Registration Coordinator, shall forward in a timely manner all required reports to the Executive Director of USA Swimming. These reports shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The Paid Staff, acting in this position, shall make periodic summary reports to the Administrative Vice Chair, the Board of Directors and the House of Delegates.
- 608.7 SAFETY REPORTS -
- .1 INCIDENT/OCCURRENCE REPORTS - An occurrence report providing all of the information requested by applicable USA Swimming form should be completed at the time of the occurrence by the meet director, officer, coach or club officer with copies to USA Swimming national headquarters, the Safety Coordinator, the General Chair and the MSI office.
 - .2 REPORTS OF INJURIES - The Safety Coordinator shall present a report concerning swimming-related injuries within the Territory at each House of Delegates and Board of Directors meeting.
 - A. House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of MSI and USA Swimming, the location of the occurrence and a brief description of the incident the resulting injury and the emergency-care steps taken, together with any recommendation for action by MSI and its members to reduce the likelihood of a reoccurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Safety Coordinator is responsible for distribution of this report to each Club

Safety Coordinator. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.

B. Board of Directors Reports - The report to the Board of Directors may be a summary addressing primarily any recommendation for action by MSI and its members.

.3 SAFETY EDUCATION - The Safety Coordinator shall be responsible for disseminating safety information flowing from USA Swimming Headquarters and exploring safety education opportunities and developing a safety education program tailored to MSI and its members and Territory.

608.8 MAILING ADDRESS - MSI shall notify in writing USA Swimming national headquarters of any change in its regular mailing address within 14 days of the change.

608.9 REPORTS GENERALLY - MSI shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules and Regulations or by the National Board of Directors or National House of Delegates, in such a manner and on such written forms as may be requested by USA Swimming national headquarters. The General Chair, the Secretary, the Finance Vice Chair are collectively responsible for seeing that all required reports and remittances are made.

ARTICLE 609 MEMBERS' BILL OF RIGHTS

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

609.2 CLUB MEMBERS' BILL OF RIGHTS - MSI shall respect and protect the right of every Club Member which is eligible under MSI, USA Swimming and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors and other officials, so long as the competition is conducted in compliance with MSI, USA Swimming and FINA requirements. Before any Club Member is denied the right to participate in a competition, the Club Member shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National Board of Review. If the Club Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

ARTICLE 610

This section is reserved for future use (effective 1-01-2015).

ARTICLE 611
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 611.1 **NON-PROFIT AND CHARITABLE PURPOSES** - As stated in Section 601.2, MSI 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, MSI shall not (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of MSI or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
- 611.2 **DEDICATION OF ASSETS, ETC.** - The revenues, properties and assets of MSI are irrevocably dedicated to the purposes set forth in Sections 601.2 and 611.1 of these Bylaws. No part of the net earnings, properties or assets of MSI shall inure to the benefit of any private person or any member, officer or director of MSI.
- 611.3 **AMENDMENTS** - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless MSI shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.
- 611.4 **DISSOLUTION** - MSI may be dissolved only upon a two-thirds majority vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of MSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of MSI, 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 MSI 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. In addition, MSI shall comply with all other terms and conditions for dissolution required under Minnesota law.

ARTICLE 612
INDEMNIFICATION

- 612.1 INDEMNITY - MSI 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 MSI, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to MSI specified in Section 612.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. MSI may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- 612.2 EXCLUSION - The indemnification provided by this Article 612, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
- 612.3 INDEMNIFIED PERSONS - As used in this Article 612, "Indemnified Person" shall mean any person who is or was a Board Member, Board of Review Chair, Vice Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of MSI, or is or was serving at the direct request of MSI as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.
- 612.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by MSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MSI's obligation to indemnify, MSI 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 MSI determines that there is reasonable doubt as to such person's ability to make any repayment, MSI 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 MSI to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.
- 612.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

ARTICLE 613

PARLIAMENTARY AUTHORITY

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

ARTICLE 614

PERMANENT OFFICE AND STAFF

- 614.1 **OFFICE** - MSI shall maintain an office in the Territory for the storage and maintenance of the books and records and equipment of MSI and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.
- 614.2 **STAFF** - MSI shall retain paid staff at the MSI Office as the Board of Directors may determine to be appropriate or necessary. The staff shall be under the general supervision of the General Chair and the Administrative Vice Chair. With respect to delegated functions of the officers, committee Chairs and coordinators, the staff shall be responsible to the respective officer, committee chair or coordinator. The powers and duties of the paid staff shall be established in MSI's Policies and Procedures Manual or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.
- 614.3 **APPROPRIATIONS** - The Finance Committee shall include in its proposed budget a line item for the costs of MSI's Office inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chair, for the administration of those funds. The compensation of the staff shall to the extent possible be treated as confidential.
- 614.4 **TREASURER DUTIES** - The duties of the Treasurer of MSI shall be delegated to a member of the Paid Staff at MSI's permanent office.
- .1 The duties of the Treasurer of MSI shall be delegated to a member of the paid staff at the MSI permanent office. The Paid Staff, acting as Treasurer, shall be the principal receiving and disbursing officer of MSI. Except as otherwise directed by the Finance Vice Chair, the Finance Committee or the Board of Directors, the Paid Staff shall receive all moneys, incomes, fees and other receipts of MSI 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. When authorized by the Board of Directors, income and expenses may be received and paid by a division, officer, committee, or coordinator, provided that such division, officer, committee, or coordinator promptly submits to the Paid Staff 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 Paid Staff 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 member of the Paid Staff, acting as Treasurer, shall:

- A. have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of MSI;
- B. cause the moneys, securities and other financial instruments of MSI to be deposited in the name and to the credit of MSI in such institutions as shall be designated in accordance with Section 606.11 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 MSI to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of MSI, and obtain and preserve proper vouchers for all moneys disbursed;
- E. cause to be kept at MSI's permanent office correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, the Finance Vice Chair, the Finance Committee or the Paid Staff, acting as Treasurer, shall determine;
- 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 MSI or USA Swimming;
- G. cause MSI to be in compliance with the requirements of Section 608.4;
- H. have the power to require from the officers, committee Chairs, coordinators, staff or agents of MSI reports or statements giving such information as the Paid Staff may determine to be appropriate or helpful with respect to any and all financial transactions of MSI;
- I. make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of MSI, and cause the preparation and timely filing of all required federal, state and local tax returns, and other financial and tax reports with the applicable government official, and forward a copy of the annual financial statement and audit report and any federal tax return to the Secretary for submission to the Board of Directors and USA Swimming national headquarters in accordance with Sections 608.2 and 608.3;
- 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.

614.5 MEMBERSHIP/REGISTRATION - The duties and responsibilities of the Membership/Registration Coordinator shall be delegated to a member of the Paid Staff at MSI's permanent office. The Paid Office Staff, acting as Membership/Registration Coordinator, of MSI shall:

- .1 be authorized and obligated to conduct the registration of Group and Individual Members and supervise the transmission of registration information to USA Swimming and prepare the reports required by Section 608.6, together with such additional reports as may be requested by USA Swimming, the Board of Directors or the Administrative Vice Chair.
- .2 forward in a timely manner all required reports to the Executive Director of USA Swimming. These reports shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming.
- .3 make periodic summary reports to the Administrative Vice Chair, the Board of Directors and the House of Delegates.

ARTICLE 615 MISCELLANEOUS

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

615.2 FISCAL YEAR - The fiscal year of MSI shall end on August 31st of each year.

615.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MSI 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 MSI 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 616 DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

616.1 CONVENTIONS AND RULES OF INTERPRETATION -

- .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" 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 Paid Staff, when appearing alone shall refer to MSI positions and not to USA Swimming or another organization.
- .3 PRINCIPAL RULE OF INTERPRETATION - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 615.3.
- .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 610 - Article 610 shall be interpreted generously in order to achieve the intent expressed in Section **Error!**
Reference source not found..
- .5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS -
 - A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of MSI shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - B. Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail to the last known fax number or email address shown on the records of MSI shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for purposes under these Bylaws. If a club or Board Member does not have e-mail or fax, arrangements will be made to facilitate their needs; they must notify the MSI office.
 - C. Notice by Telephone - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)
 - D. Last Known Address - For all purposes of these Bylaws, the last known address of a member of MSI shall be the address given in the latest application for registration or membership in MSI and USA Swimming filed with the permanent office of MSI; or the address given in a written notice of change of residence filed with that permanent office of MSI. In all other cases the records maintained by the Secretary of MSI shall be used to ascertain the last known address.
- .6 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.
- .7 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.

616.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the definitions of such terms are equally applicable both to the singular and plural forms thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. Additional definitions applicable solely to Article 610 are set forth in Section 610.2. For an additional definition applicable solely to Article 612 see Section 612.3:

- .1 "Active Individual Member" shall mean an individual other than a Coach Member, an Athlete Member or a Seasonal Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of MSI or the sport of swimming and who is in good standing as an Individual Member of MSI and USA Swimming.
- .2 "Affiliated Group Member" shall mean any organization which supports the sport of swimming and the objectives and programs of MSI and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of MSI and USA Swimming, and which is neither a Club Member or Seasonal Club Member of MSI.
- .3 "Affiliated Group Member Representative" shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates.
- .4 "Article" shall mean the principal subdivisions of these Bylaws.
- .5 "Articles of Incorporation" shall mean the document filed with the Secretary of State of the State of Minnesota pursuant to which MSI was formed.
- .6 "At-Large Board Member" shall mean those Board Members designated as such, appointed, not elected, to MSI Board of Directors.
- .7 "At-Large House Member" shall mean the Individual Members appointed by the General Chair to be members of the House of Delegates.
- .8 "Athlete Member" shall mean any individual who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of MSI and USA Swimming.
- .9 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.
- .10 "Board Member" shall mean a member of the Board of Directors, including the appointed At-Large Board Members.
- .11 "Board of Directors" shall mean the Board of Directors of MSI.
- .12 "Board of Review" shall mean the Zone Board of Review, unless the context requires otherwise (e.g. reference to the National Board of Review).
- .13 "Business Day" shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.
- .14 "Bylaws" shall mean these bylaws as adopted by, and in effect for, MSI.

- .15 "Club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- .16 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of MSI and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with MSI and USA Swimming.
- .17 "Club Member Representative" shall mean the individual appointed to represent a Club Member in the House of Delegates. (See Section 604.1.1.)
- .18 "Coach Member" shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by MSI and/or USA Swimming and who is in good standing as a member of MSI and USA Swimming.
- .19 "Coach Representative" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors.
- .20 "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.
- .21 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .22 "Group Members" shall mean Club Members, Seasonal Club Members and Affiliated Group Members.
- .23 "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates.
- .24 "House of Delegates" shall mean the House of Delegates of MSI as established by Article 604 of these Bylaws.
- .25 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of MSI, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 604.4.10, the Board of Directors taking action according to Section 605.6.10 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.
- .26 "Individual Members" shall mean Athlete Members, Coach Members, Active Individual Members, and Life Members.
- .27 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal

revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.

- .28 "Life Member" shall mean any individual who is a Life Member of USA Swimming and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of MSI and USA Swimming. (See Section 602.1.2F.)
- .29 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. MSI is a Local Swimming Committee.
- .30 "Member" shall mean a Group Member or an Individual Member.
- .31 "MSI" shall mean the Minnesota not-for-profit corporation to which these Bylaws pertain.
- .32 "MSI Office" shall mean the permanent office of MSI maintained in accordance with Article 614.
- .33 "National Board of Review" shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.
- .34 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of MSI. (See Section 604.8.)
- .35 "Policies and Procedures Manual" shall mean the policies and procedures manual of MSI, as amended, adopted by the Board of Directors or the House of Delegates.
- .36 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 613.
- .37 "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of MSI and USA Swimming.
- .38 "Seasonal Club Member" shall mean any organization which has joined MSI and USA Swimming for certain periods of time not exceeding 150 days each in a calendar year and is in good standing as a seasonal club member of MSI and USA Swimming.
- .39 "Section" shall mean the subdivisions of the Articles of these Bylaws.
- .40 "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 604.1.3.
- .41 "Senior Coach Representative" shall mean the Coach Representative senior in term of office. (See Section 604.1.4.)
- .42 "Standing Committee" shall mean a committee of MSI listed in Article 607

- .43 "Territory" shall mean the geographic territory over which MSI has jurisdiction as a Local Swimming Committee.
- .44 "USA Swimming" shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.
- .45 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.
- .46 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended by USA Swimming.
- .47 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.
- .48 "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.
- .49 "Zone Board of Review" shall mean the Board of Review of the Zone in which MSI 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.

Restated: April 2015