**JANUARY 26, 2021**

**HOUSE OF DELEGATES**

**SUMMARY OF PROPOSED**

**AMENDMENTS OF BYLAWS OF**

**WISCONSIN SWIMMING, INC.**



**LSC Bylaws Amendments for Consideration and Recommendation to LSC HOD for future action**

These Bylaws amendments adopted by Wisconsin Swimming HOD on 1/26/2021, with revision on 1/29/2021 per USA Swimming.

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| --- | --- | --- | --- |
| **R1** | **Change “Diversity Coordinator” position to “Diversity, Equity and Inclusion Chair”, and move to a voting member of the LSC Board of Directors.** | **Article**  **5.1.14** | **HOD Adopted** |
| **R2** | **Delete Disability Swimming Coordinator (subject to adoption of R1)** | **Article**  **5.3.6** | **HOD Adopted** |
| **R3** | **Add description on how new Diversity, Equity and Inclusion Chair position is filled. (subject to adoption of R1)**  **Revise to reflect that the Safe Sport Chair is to be appointed, along with the Rules Chair** | **Article**  **6.2.3** | **HOD Adopted** |
| **HK1** | **Add USA Swimming Required language relating to conducting HOD meetings via conference equipment.** | **Article**  **4.8** | **Required** |
| **HK2** | **Correction of inadvertent omission of Disability Swimming Coordinator position as an Ex-Officio Member of the BOD** | **Article**  **5.3.6** | **HOD Adopted** |
| **HK3** | **Clarification that a staff member may also serve as Treasurer with voice but no vote.** | **Article**  **5.5.1** | **HOD Adopted** |
| **HK4** | **~~Correction of number of Athlete Representatives to Four (4) and Two (2) elected per year as was established in 2018.~~**  **As Per Herb Scwab at USA Swimming:** ”Section 6.2.1 - This is not really a Housekeeping change.  There are TWO (and only TWO) Athlete Representatives – a Senior Athlete Representative and a Junior Athlete Representative. The other Athletes on the Board (to achieve the minimum of 20% athlete representation) shall be called “Athlete At-Large Board Members” just like you already have correctly included.  Even though there are more athletes on the Board, there are only TWO athletes who are designated as the Athlete Representatives.   You need to revert back to the previous wording with Two Athlete Representatives, one elected each year.   Also, with having only two Athlete Representatives, it is quite clear which one is the “Senior” and which one is “Junior”. | **Article**  **6.2.1** | **HOD Adopted, but USA Swimming Requires existing language. So not amendment to be made.** |
| **HK5** | **Correct reference of Article 4.5.9 to 4.5.8 as is intended.** | **Article**  **6.10** | **HOD Adopted** |
| **HK6** | **Revise language in “Duties” to match USA Swimming Bylaws Template, including that related to Nominating Committee.** | **Article**  **7.4.4 C. 1 thru 7.4.4 C. 9** | **HOD Adopted** |

# ARTICLE 4

# HOUSE OF DELEGATES

**HK-1 ACTION: Required by USA Swimming as of 1/1/2021**

# 4.8 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. If federal, state, or local law, policy, or regulation prohibits physical gathering sufficient to conduct a House of Delegates meeting within the Territory, a House of Delegates meeting may be conducted through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. In that circumstance, participation by such means shall constitute presence at that meeting

# ARTICLE 5

## BOARD OF DIRECTORS

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

.1 General Chair

.2 Administrative Vice-Chair

.3 Finance Vice-Chair

.4 Coach Representatives (2)

.5 Athlete Representatives (2)

.6 Secretary

.7 Treasurer

.8 Senior Vice-Chair

.9 Age Group Vice-Chair

.10 Safe Sport Chair

.11 Operational Risk Coordinator

.12 Technical Planning Chair

.13 Officials Chair

**R-1 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

.14 Diversity Equity and Inclusion Chair

.15 Athletes-at-Large [as needed]

5.2 AT-LARGE BOARD MEMBERS – A sufficient number of athletes shall be elected as-Large Board Members such that athletes constitute at least twenty per cent (20%) of the Board of Directors at any given time (taking into account the Athlete Representatives). The Athlete-at-Large Board Members shall meet the same requirements and be elected at the same time and in the same manner as the Athlete Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or appointed.

5.3 EX-OFFICIO MEMBERS ‑ ‑ The following persons shall be ex-officio members of the Board of Directors*:*

.1 The Immediate Past General Chair of WISI, 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.

.4 Records Coordinator

.5 Rules Chair

**R-2 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

**HK-2 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

.6 Disability Swimming Coordinator

.7 Meet Sanction Coordinator

.8 Athlete Coordinator

### 5.4 LIMITATIONS ‑

.1 No more than three (3) members of any Group Member shall serve as voting members on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.

.2 No employee of WISI may serve as a voting member of the Board of Directors.

5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS ‑ The voice and voting rights of Board Members and individuals shall be as follows:

**HK-3 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

.1 Board Members - Each Board Member (other than the ex-officio members) shall have both voice and vote in meetings of the Board of Directors and its committees. A staff member may also serve as Treasurer with voice but no vote.

.2 Ex-officio Board Members - Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.

.3 General - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.

# ARTICLE 6

## OFFICERS AND DIRECTORS

6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting. Positions shall be elected in a staggered manner in odd-numbered and even-numbered years as designated.

.1 General Chair (Odd-numbered)

.2 Administrative Vice-Chair (Even-numbered)

.3 Finance Vice-Chair (Odd-numbered)

.4 Senior Vice-Chair (Even-numbered)

.5 Age Group Vice-Chair (Odd-numbered)

.6 Secretary (Odd-numbered)

.7 Treasurer (Position filled by LSC staff member who is not elected. Has voice but no vote.)

### 6.2 OTHER DIRECTORS

**HK-4 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

.1 Athlete Representatives -

~~Four (4)~~ Two (2) Athlete Representatives shall be elected, ~~two~~ one each year for a two (2) year term or until his/her respective successor is elected. At the time of election, the Athlete Representative must (a) be an Athlete Member or a Seasonal Athlete Member in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by WISI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative or the Athletes Committee, or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined by a majority of the Athlete Members and Seasonal Athlete Members in good standing present and voting who are thirteen (13) years of age or older. The term of office for an elected Athlete Representative shall begin with the date of his/her election.

.2 Coach Representatives -

Two Coach Representatives shall be elected, one each year for a two-year term, or until a successor is elected. The election of the Coach Representative shall be conducted at a meeting timely called by the Senior Coach Representative or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors.

.3 Committee Chairs/Coordinators/At-Large Board Members –

**R-3 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

1. The following committee chairs/coordinators/at-large Board members shall be elected by the House of Delegates. Positions shall be elected in a staggered manner in odd-numbered and even-numbered years as designated.:
   1. Operational Risk Coordinator (Odd-numbered)
   2. Technical Planning Chair (Even-numbered
   3. Diversity Equity and Inclusion Chair (Even-numbered)

B. The following committee chairs /coordinators/ at-large Board members shall be elected as follows:

1. The Officials Chair shall be elected by the Officials Committee in accordance with WISI Policies and Procedures.

(2) The Athlete At-Large Board members shall be elected by the athletes at the same time as the Athlete Representatives.

C. The following committee chairs/coordinators/ at-large Board members shall be appointed by the General Chair with advice and consent of the Board of Directors:

1. Safe Sport Chair

(2) Rules Chair

**HK-5 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.8 and 5.6.10 of these Bylaws.

**HK-6 ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled**

# ARTICLE 7

### DIVISIONS, COMMITTEES AND COORDINATORS7.4 STANDING COMMITTEES & COORDINATORS

.4 GOVERNANCE Committee -

1. Chair - The chair shall be elected annually by the Governance Committee from among its own members.
2. MEMBERS - The Governance Committee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of at least 4 nonathlete members and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each nonathlete member shall serve a four-year term, staggered so that one-fourth (1/4) of such members are appointed each year. Each athlete member shall serve a two-year term, staggered so that approximately one-half of the athlete members are appointed annually.
3. Duties
   * + 1. Assist in periodic evaluation of the mission and vision statements and the Bylaws of WISI;
       2. Aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
       3. Aid in the development of personnel practices procedure including job descriptions and annual review of staff;
       4. Ensure that the Board’s focus remains on the strategic plan;
       5. Aid in the development of expectations and processes for accountability of Board members;
       6. Develop criteria for the qualities and required characteristics of Board officers;
       7. Lead Board succession planning by working with the Nominating Committee to assess current and anticipated needs for Board composition;
       8. Design and implement Board orientation and an ongoing program of Board education and development; and
       9. Lead periodic assessment of the Board’s performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.