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ARTICLE 601

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

601.1 NAME - The name of the corporation shall be Wisconsin Swimming, Inc. (WSI). *WSIWSI*

601.2 OBJECTIVES - The objectives and primary purpose of the WSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. WSI 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 WSI and its Articles of Incorporation.

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

601.4 JURISDICTION - WSI 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 WSI's objectives and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USA Swimming Rules and Regulations*)*. WSI 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 WSI 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 WSI and paid the fees established by USA Swimming and WSI pursuant to Article 603.1 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 WSI and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Zone 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 WSI, 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 WSI 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 WSI 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 WSI and USA Swimming, which is in good standing as a Group Member of WSI and USA Swimming, but which does not have athletes and coaches who all are Individual Members of WSI and USA Swimming.

C. Seasonal Club Members – This section is reserved for future use.

.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 WSI and paid

the dues established by USA Swimming and WSI 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 rules, regulations, policies, procedures and codes of conduct and ethics of WSI and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Zone Board of Review. Except for Affiliated Individual Members and Life Members, Individual Members in good standing shall be entitled to participate in the program of swimming conducted by WSI, 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 WSI 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 WSI and/or USA Swimming and who is in good standing as an Individual Member of WSI 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 WSI and USA Swimming.

C. Active Individual Members - An Active Individual Member is an individual other than a Coach Member or an Athlete Member, who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chair or committee member of WSI 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 WSI.

D. Affiliated Individual Members - An Affiliated Individual Member is an individual interested in the objectives and programs of WSI who resides, formerly resided, or formerly participated in the sport of swimming in the Territory and who is in good standing as an Individual Member of WSI and USA Swimming.

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 WSI 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 WSI and USA Swimming. The Board of Directors of WSI may nominate and may vote to award a Life Membership to any WSI Member for meritorious service to WSI. A Life Member has both vote and voice in the House of Delegates.

.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT - **Membership in WSI 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 Zone Board of Review for any violation of a member's responsibilities under 602.2, for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations or for any other reason determined by the Zone Board of Review or National Zone Board of Review to be in the best interests of the sport of swimming, USA Swimming or WSI.

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 WSI, 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, WSI or USA Swimming into disrepute. By applying for and accepting membership in WSI and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to WSI and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute WSI, USA Swimming or the sport of swimming.

.2 RESPONSIBILITY FOR INFRACTIONS - A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or WSI, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials or coaches or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.

ARTICLE 603
DUES AND FEES

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

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 shall pay an annual fee, consisting of a national fee established by USA Swimming and a local fee established by WSI.

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 WSI, together with any other charges, fees, etc. as may be established by WSI.

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 WSI, together with any other charges, fees, etc. as may be established by WSI.

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

603.7 LIFE MEMBERS - The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, fees, etc., for Life Members. There shall be no annual or other membership fees or charges for Life Members.

603.8 SANCTION, APPROVAL AND OTHER FEES

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

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

.3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by WSI. 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 WSI when due in accordance with WSI'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 WSI or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review or by a court of law, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, WSI 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 with any group member of any other LSC until the debt is satisfied.

.2 ATHLETE MEMBER OBLIGATIONS - The failure of an Athlete Member to satisfy any financial obligations to USA Swimming, WSI or their former LSCs, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or the Zone Board of Review, the National Board of Review, shall preclude the delinquent member from (a) competing in any competition sanctioned by USA Swimming, (b) obtaining a reportable time achieved in events swum in any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, WSI 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 has secured (i) a final court judgment against an Individual Member for non-payment of financial obligations owed to the Club Member, and (ii) a final decision of the Zone Board of Review or the National Board of Review suspending such individual Member's membership rights as set forth below, then until the court judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA Swimming, (b) obtaining reportable time in events swum at any USA Swimming approved or observed meet, (c) participate in any capacity in the affairs of USA Swimming, WSI or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.

.4 INDIVIDUAL/CLUB OBLIGATIONS - If an Individual Member has secured a final decision of (i) a court of law and/or (ii) the Zone Board of Review or the National Board of Review against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, WSI 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 WSI 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. The appointment shall be in writing, addressed to the Secretary of WSI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw one or more of its Group Member Representatives or one or more of its alternates and substitute a new Group Member Representatives or new alternates by written notice, addressed to the Secretary of WSI and signed by the chief executive officer or secretary of the appointing Group Member.

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

.3 ATHLETE REPRESENTATIVES - Four (4) Athlete Representatives shall be elected, two (2) in even-numbered years, and two (2) in odd-numbered years, each 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 WSI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The election of the Athlete Representatives shall be conducted annually during WSI's short course senior swimming championship, or other regularly scheduled meet designated by the Board of Directors. The balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative or the Athletes Committee, or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined by a majority of the Athlete Members and Seasonal Athlete Members in good standing present and voting who are thirteen (13) years of age or older. The term of office for an elected Athlete Representative shall begin with the date of his/her election and shall terminate after the two-year term or with the election of the successor.

.4 COACH REPRESENTATIVES - Two Coach Representatives shall be elected, one in even numbered years and one in odd numbered years for a two-year term, or until a successor is elected. The election of the Coach Representative shall be conducted during WSI's short course senior swimming championship, 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.

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

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

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

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

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

604.4 DUTIES AND POWERS - The House of Delegates shall oversee the management of the affairs of WSI 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 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 WSI 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 WSI;

.8 Establish by resolution or the WSI 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 WSI 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 WSI in accordance with Section 611.3; and

.10 Remove from office any Board Members, or committee chairs or members or coordinators who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations. However, no Board Member or elected committee chair or coordinator may be removed except upon not less than thirty (30) days written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and

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

604.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of WSI shall be held at the end of April or beginning of May each year. Regular meetings of the House of Delegates shall be held on the fourth Tuesday of the months of January and October.

.1 Election of the officers and the Committee Chairs/Coordinators listed in section 605.1, in accordance with section 606.2 through 606.6.

.2 Voting on the Fall and Winter Meet Schedule and all LSC Championship Meets.

.3 Effective January 1, 2015, the annual WSI club registration fee shall be raised to $500, of which $300 will be refunded to the club if a duly appointed Group Member Representative for the club attends the annual meeting.

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

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

604.8 NOMINATING COMMITTEE —

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

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

.3 DUTIES OF NOMINATING COMMITTEE - A slate of candidates for election as the officers or committee chairs or 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.

.4 PUBLICATION OF NOMINATIONS - Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to

each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 604.15.1 where convenient. See Section 616.1 for the methods which may be used for the distribution.

.5 ADDITIONAL NOMINATIONS - Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.

.6 MEETINGS AND NOTICES - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a minimum of seven (7) 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.

604.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

.1 HOUSE OF DELEGATES - House of Delegates meetings shall be open to all members of WSI and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of WSI 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 WSI 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. A motion or order calling for the removal of a member of the Zone Board of Review, shall be determined by a two-thirds vote after at least thirty (30) days' notice.

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

604.13 MAIL/EMAIL VOTING

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

.2 EMAIL VOTE - The Secretary or designee, by the General Chair, shall send an email to every member of the House of Delegates entitled to vote on the matter. The email shall set forth the proposed action, provide an opportunity to specify approval or disapproval, or in the event of a vote, for example

to select Meet Host(s) or Meet sites(s), to specify one or more options, and to provide a reasonable time period, but in no event less than fifteen (15) calendar days within which to send a return email vote to the Secretary or designee. Action by email shall be valid only when the number of votes cast for approval or selection of the proposed action within the time period specified constitutes a majority of the votes 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 shall consist of the following officers, committee chairs, coordinators and representatives of WSI, 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 Treasurer
.8 Coach Representatives (2)
.9 Athlete Representatives (4)
.11 Safety Coordinator
.12 Technical Planning Chair
.13 Membership/Registration Coordinator
.14 Officials Chair
.15 Safe Sport Chair*
.16 Records Coordinator*

.17 Rules Chair**
.18 Disability Coordinator*
.19 Diversity Coordinator*
.20 Meet Sanction Coordinator*

* Appointed by the General Chair, with the advice and consent of the WSI Board of Directors and the respective Division Vice-Chair with voice, but no vote on the Board of Directors.

605.2 AT-LARGE BOARD MEMBERS - The House of Delegates or the Board of Directors by resolution may create classes of At-Large Board Members, such as an At-Large Board membership to be held by a Coach Member. A sufficient number of athlete members shall be elected as At-Large Board Members to constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Representatives). The athlete At-Large Board Members shall meet the same requirements and be elected at the same time and place as the Athlete Representatives set forth in Section 604.1.2. All At-Large Board Members shall hold office from the date of their election (or appointment, as the case may be) through the conclusion of the second annual meeting of the House of Delegates following such election (or appointment), or until their successors are elected or appointed.

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

.1 The Immediate Past General Chair of WSI, 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 No more than three (3) members of any Club Member or Affiliated Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and other Individual Members.

.2 Notwithstanding anything in these Bylaws to the contrary, no employee of the LSC may serve as a voting member of the Board of Directors.

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

.1 VOTING BOARD MEMBERS - Each of these Board Members shall have both voice and vote in meetings of the Board of Directors and its committees:

A. General Chair
B. Administrative Vice Chair
C. Senior Vice Chair
D. Age Group Vice Chair
E. Finance Vice Chair
F. Secretary
G. Treasurer
H. Coach Representatives (2)
I. Athlete Representatives (4)
J. Safety Coordinator
K. Technical Planning Chair
L. Membership/Registration Coordinator
M. Official Chair

.2 NON-VOTING BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the following Board Members shall have voice but no vote in meetings of the Board of Directors. They do have voice and vote at their respective committee and at the WSI House of Delegates.

A. Records Coordinator
B. Rules Chair
C. Disability Swimming Coordinator
D. Diversity Coordinator
E. Meet Sanction Coordinator
F. Safe Sport Chair
G. Treasurer
H. Membership/Registration Coordinator

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

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

.1 Establish and direct policies, procedures and programs for WSI;

.2 Oversee the conduct by the officers and staff of WSI of the day-to-day management of the affairs of WSI.

.3 Elect At-Large Board Members when the House of Delegates does not do so in a timely fashion;

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

.5 Cause the preparation and presentation to the House of Delegates of the annual budget of WSI and make

a recommendation to the House of Delegates concerning the approval or disapproval thereof;

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

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

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

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

.12 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the WSI Policies and Procedures Manual or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

.13 Remove from office any officers, At-Large Board Members, committee chairs, or committee members or coordinators of WSI who were not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. No officer, At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the officer, At-Large Board Member, committee chair, or committee member or coordinator contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of USA Swimming Rules and Regulations.

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 WSI 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, two (2) elected Athlete Representatives, and the Senior Coach Representative. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

.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 Director's

meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

605.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee meetings shall be open to all members of WSI 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.

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 OR EMAIL 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 or by email and the written consents or hard copies of the email 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/EMAIL VOTE

.1 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.

.2 EMAIL VOTE - The Secretary or designee, by the General Chair, shall send an email to every member

of the House of Delegates entitled to vote on the matter. The email shall set forth the proposed action, provide an opportunity to specify approval or disapproval, or in the event of a vote, for example to select Meet Host(s) or Meet sites(s), to specify one or more options, and to provide a reasonable time period, but in no event less than fifteen (15) calendar days within which to send a return email vote to the Secretary or designee. Action by email shall be valid only when the number of votes cast for approval or selection of the proposed action within the time period specified constitutes a majority of the votes cast.

605.17 NOTICES -

.1 TIME - Not less than fifteen (15) 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
Elections
Resolutions and orders
Adjournment

ARTICLE 606
OFFICERS

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

.1 General Chair
.2 Administrative Vice Chair
.3 Senior Vice Chair
.4 Age Group Vice Chair
.5 Finance Vice Chair
.6 Secretary
.7 Treasurer
.8 Coach Representatives (2)
.9 Athlete Representatives (4)
.11 Safety Coordinator
.12 Technical Planning Chair
.13 Membership/Registration Coordinator
.14 Officials Chair

606.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the Administrative Vice Chair, Senior Vice Chair, Treasurer, Technical Planning Committee Chair, Membership/Registration Coordinator in even-numbered years; and the General Chair, Finance Vice Chair, Age Group Vice Chair, Secretary, Safety Coordinator and the Officials Chair in odd-numbered years.

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

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

606.5 OFFICES COMBINED OR SPLIT -

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

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

606.6 TERMS OF OFFICE —

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

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

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

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 WSI, 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 WSI 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 WSI.

.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 WSI's permanent office, shall be custodian of the records and the seal of WSI, and attest the execution of, and cause the seal to be affixed to, all duly authorized instruments. The Secretary shall cause to be kept at WSI's permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of WSI and the WSI corporate seal.

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

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

B. cause the moneys, securities and other financial instruments of WSI to be deposited in the name and to the credit of WSI in such institutions as shall be designated by the Board of Directors or to be otherwise invested as the Finance Vice Chair, the Finance Committee or the Board of Directors may direct;

C. cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds and any similar special purpose funds or accounts;

D. cause the funds of WSI to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of WSI, and obtain and preserve proper vouchers for all moneys disbursed;

E. cause to be kept at the safekeeping of the Treasurer or at WSI's permanent office correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, the Finance Vice Chair, the Finance Committee or the Treasurer shall determine; The Treasurer's custody of the books and records shall be as a fiduciary for WSI and custody and fiduciary state shall end when the Treasurer leaves office and passes them on to the successor Treasurer.

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

G. cause WSI 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 WSI reports or statements giving such information as the Treasurer may determine to be

appropriate or helpful with respect to any and all financial transactions of WSI;

I. make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of WSI| and cause the preparation and timely filing of all required federal, state and local tax returns, and other financial and tax reports with the applicable government official, and forward a copy of the annual financial statement and audit report and any federal tax return to the Secretary for submission to the Board of Directors and USA Swimming national headquarters in accordance with these Bylaws and as otherwise directed by USA Swimming;

J. have the power to appoint one or more assistant treasurers and delegate to them one or more of the Treasury functions, or parts thereof; and

K. in general, perform all the other duties incident to the corporate treasury function.

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

.5 SENIOR VICE CHAIR: The Senior Vice Chair shall chair and have general charge of the affairs and property of the Division that develops and conducts the senior swimming program of WSI. 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 WSI.

.7 FINANCE VICE CHAIR: The Finance Vice Chair is the chief financial officer of WSI. 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 WSI's working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for WSI. The Finance Vice Chair, with the assistance of the Budget Committee, shall prepare an annual budget for WSI's operations and present the budget for approval by the Board of Directors and the House of Delegates. In addition, the Finance Vice Chair shall cause to be conducted the audit required hereunder and shall review, or shall cause the Audit Committee to review, the annual audit report and recommend acceptance and appropriate action, if any, with regard thereto by the Board of Directors and the House of Delegates. The Finance Vice Chair is responsible for the adequacy of WSI's system of internal financial and accounting controls. The Finance Vice Chair is the chair of the Finance and Budget Committees and a member of the Personnel Committee. Together with the Treasurer, the Finance Vice Chair is ultimately responsible for WSI's compliance with Section 608.4.

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

.10 AT-LARGE BOARD MEMBERS - This section is reserved for future use.

.11 WSI 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, the Senior Vice Chair, the Senior Athlete Representative and the Senior Coach Representative to attend the USA Swimming annual meeting as representatives of WSI and voting delegates to the USA Swimming House of Delegates. If the Board of Directors determines to send fewer than all of the Athlete Representatives to the USA Swimming annual meeting, the Senior Athlete Representative and the Athlete Representative next most senior in term of office shall attend and so on. Where two Coach Representatives are elected, the Board of Directors may decide to send one or both Coach Representatives.

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 WSI.

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 WSI.

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 WSI.

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

606.9 VACANCIES AND INCAPACITIES -

.1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice Chair shall become the Acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as Acting General Chair, the Administrative Vice Chair shall vacate the office of Administrative Vice Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice Chair as Acting General Chair for the duration of the absence.

.2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the Board of Directors or the Coaches Committee, as the case may be, 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, Coach Representative or member of the Zone Board of Review, the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the General Chair may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.

.4 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates with, in the case of an Athlete Representative or a Coach Representative, the advice and consent of the Athletes Committee or the Coaches Committee, respectively. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

606.10 OFFICERS' POWERS GENERALLY -

.1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice Chair and Finance Vice Chair each may sign and execute in the name of WSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the WSI 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* WSI'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 WSI may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, except that neither the Finance Vice Chair nor the Treasurer may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and with the consent of the Board of Directors, any officer may delegate any portion of that officer's powers or duties to the paid staff of WSI. 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 WSI'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 determine the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

606.11 DEPOSITORIES AND BANKING AUTHORITY —

.1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of WSI 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 WSI 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 WSI 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 WSI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of WSI, 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 six divisions of WSI shall each be chaired by a Vice Chair, the Senior Athletes Representative, or the Senior Coaches Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 606.7. Under each division Vice Chair there are officers, committees, coordinators and direct responsibilities as follows:

.1 ADMINISTRATIVE DIVISION - Administrative Vice Chair

Bylaws/Legislation/Rules
Club Development
Elections
Meet Sanction and Approvals
Membership/Registration
Officials
Policies and Procedures Manual
Records
Safe Sport
Safety
Secretary
Swimguide/Parents Manual
Special Events

.2 AGE GROUP DIVISION - Age Group Vice Chair

Adaptive Swimming
Age Group Committee
LSC Championship Meet format and announcement
Camps/Clinics for Age Group Swimmers
Technical Planning
Time Standards
Zone Team

.3 SENIOR DIVISION - Senior Vice Chair

Camps/Clinics for Senior Swimmers
LSC Championship Meet Awards
LSC Championship Meet format and announcement
Meet Management
Meet Sponsorship
Open Water
Program Development

Senior Committee
Technical Planning
Time Standards
Zone Committee

.4 FINANCE DIVISION - Finance Vice Chair

Audit
Budget
Finance
Marketing/WSI Sponsorship
Personnel
Swim-a-thon
Taxes
Treasurer

.5 ATHLETES DIVISION - Senior Athlete Representative

Athlete Representatives Election
Athletes Committee

.6 COACHES DIVISION - Senior Coach Representative

Awards for Coaches and Athletes of the Year
Coach Representatives Election
Coaches Committee

607.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS

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

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

(1) Membership/Registration Coordinator;
(2) the Officials Chair;
(3) the Safety Coordinator; and
(4) the Technical Planning Chair.

B. Ex-officio Chair - Certain other committee chairs are designated ex-officio by virtue of an office currently held.

C. Appointed Chairs and Coordinators - The chairs of all other standing committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of

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

(1) Records Coordinator
(2) Rules Chair
(3) Disability Swimming Coordinator
(4) Diversity Coordinator
(5) Safe Sport Chair
(6) Meet Sanction Coordinator

.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 608.6, 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 WSI. The Officials Chair shall be a referee certified by WSI and each member of the Officials Committee shall be a certified official of WSI.

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 WSI. The Safety Coordinator shall develop safety education programs and policies for WSI and make recommendations regarding same, and the implementation thereof, to the Senior Vice Chair, the Administrative Vice 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 WSI, the continuing review and development of the WSI philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of WSI's swimming programs.

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

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

G. SAFE SPORT CHAIR - The Safe Sport Chair shall be responsible for the implementation and coordination of, and serve as the WSI liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Coordinator shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff, and the USA Swimming Safe Sport Committee and the WSI Safe Sport Committee to implement pertinent aspects of the national Safe Sport Program within WSI. The Safe Sport Chair will:

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

H. Disability Coordinator – The Disability Coordinator shall help develop and implement strategies, policies and programs that will create an inclusive environment for disabled swimmers.

I. Diversity Coordinator – The Diversity Coordinator shall help develop and implement strategies, policies and programs that will create a diverse and inclusive environment for swimmers in the LSC, and build on the population of underrepresented coaches, athletes, administrators and sports officials within the LSC/USA Swimming membership.

J. Meet Sanction Coordinator – the Meet Sanction Coordinator shall be responsible for sanctioning and approving meets and ensuring meet information is consistent with WSI rules and regulations.

607.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice and consent of the respective division Vice Chair and the chair of the committee. Athlete members of each committee shall be appointed by the General Chair with the advice of the senior athlete representative. Athlete membership is required on all committees. Athlete membership shall amount to at least twenty percent (20%) of the voting membership of the committee. The athlete committee members shall meet the same requirements as those of Athlete Representative set forth in Section 604.1.2. The division Vice Chair shall be an ex-officio member, with voice and vote, of each standing committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

.1 ATHLETES COMMITTEE - The Athletes Committee shall consist of the Athlete Representatives, the elected Athlete Members of the Board of Directors, and the Group Member Athlete Representatives of the House of Delegates. The Senior Athlete Representative, as appointed by the Senior Vice Chair, shall be the chair of the committee.

.2 AUDIT COMMITTEE - The members of the Audit Committee shall be the Finance Vice Chair, who shall serve as chair, the Administrative Vice Chair and the Senior Coach Representative and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Treasurer shall not be a member of the Audit Committee.

.3 BUDGET COMMITTEE - The members of the Budget Committee shall be the General Chair, the Finance Vice Chair, who shall serve as chair, the Treasurer, the Administrative Vice Chair, the Coach Representative, the Age Group Vice Chair and the Senior Vice Chair and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.4 COACHES COMMITTEE - The members of the Coaches Committee shall consist of the Coach Representatives and such additional Coach Members as may be determined by the Coach Representatives and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Senior Coach Representative shall be the chair of the committee.

.5 FINANCE COMMITTEE - The members of the Finance Committee shall be the General Chair, the Finance Vice Chair, who shall serve as chair, the Administrative Vice Chair and the Treasurer and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee. When the Finance Committee conducts the LSC Audit, the General Chair shall appoint at least one additional member who is independent of the financial operations of the LSC.

.6 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 WSI and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.7 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, the Administrative Vice Chair, the Finance Vice Chair, Senior Vice Chair, and Age Group Vice Chair and the Senior Athlete Representative.

.8 PROGRAM DEVELOPMENT COMMITTEE - This section reserved for future use.

.9 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 a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.10 SAFETY COMMITTEE - The members of the Safety Committee shall be the Safety Committee Chair, who shall serve as the chair, and five additional members; one shall be an WSI certified official, one shall be a Coach Member, and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.11 TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Committee Chair, who shall serve as chair, member a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee and at least six (6) additional members of whom at least fifty percent (50%) shall be Coach Members. The Athlete Member and the additional members shall be appointed by the General Chair with the advice and consent of the Board of Directors.

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

607.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -

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

.2 BUDGET COMMITTEE - The Budget Committee is authorized and obligated to consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Budget Committee may request. The proposed budget may contain alternatives.

.3 FINANCE COMMITTEE - The Finance Committee is authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of WSI'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 WSI'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 WSI and make recommendations to the Budget Committee and the Board of Directors.

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

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

.6 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation and other terms of employment of WSI's staff (whether employees or independent contractors) within established, budgetary guidelines and policies and to review and approve the scope of duties delegated to the staff.

.7 PROGRAM DEVELOPMENT COMMITTEE - This section is reserved for future use.

.8 SAFE SPORT COMMITTEE - The purpose of the WSI 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 WSI 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.

.9 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 WSI. The Safety Coordinator shall develop safety education programs and policy for WSI and make recommendations regarding those programs and policies and their implementation to the applicable division Vice-chairs and the Board of Directors. When approved by the Board of Directors, the Safety 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 607.7.

.10 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by WSI and for advice regarding the technical aspects of those programs and of the sport of swimming generally.

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

.1 Preside at all meetings of the respective division, committee or subcommittee;

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

.3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the coordinator or division or committee, respectively;

.4 Communicate with the respective division, coordinator, committee or subcommittee members to keep them fully informed;

.5 Keep the General Chair, the respective division Vice Chair or committee chair and the Secretary or staff of WSI'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 WSI's Secretary or office;

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

.8 Perform the other specific duties listed in WSI'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 WSI'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 WSI's Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, coordinator or chair pursuant to whose powers such committee or subcommittee was created.

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

607.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Meetings of divisions, committees and sub-committees other than the Personnel Committee shall be open to all members of WSI 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 sub-committee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.

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

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

607.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee or subcommittee, a quorum of any committee or subcommittee shall consist of 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 WSI 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 WSI. Separate notices need not be given for regular meetings that are scheduled well in advance.

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

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

Roll Call
Reading, correction and adoption of minutes
Reports of coordinators, committees and subcommittees
Unfinished (old) business

New business
Resolutions and orders
Adjournment

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

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

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

607.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND ZONE 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 WSI Policies and Procedures Manual. These provisions shall also apply to Zone 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 and to USA Swimming national headquarters.

608.2 FINANCIAL AND FEDERAL TAX REPORTS - The Secretary shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of WSI 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 WSI under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.

608.3 STATE AND LOCAL REPORTS AND FILINGS - The Secretary shall cause to be made all reports and non-tax filings and shall requisition from the Treasurer checks with which to pay any applicable fees required by its state of incorporation and by any other state or municipality in which it operates.

608.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - WSI shall cause to be made available at a reasonable location and time determined by WSI to anyone requesting to see a copy of WSI'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 WSI in USA Swimming's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.

608.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of WSI shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who shall be a certified public accountant or by the Audit Committee. The audit shall cover any federal, state or local income tax return that WSI is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of WSI have been reviewed and fairly present the financial condition of WSI 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 - The Membership/Registration Coordinator shall forward in a timely manner all required reports to the Executive Director of USA Swimming. This report shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The Membership/Registration Coordinator shall make periodic summary reports to 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 and the Administrative Vice Chair and the WSI 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 WSI 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 WSI and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Safety Coordinator is responsible for distribution of this report to each Club. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.

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

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

608.8 MAILING ADDRESS - WSI 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 - WSI shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules and Regulations or by the National Board of Directors or National House of Delegates, in such a manner and on such written forms as may be requested by USA Swimming national headquarters. The General Chair, the Membership/Registration Coordinator, the Secretary, the Finance Vice Chair and the Treasurer shall be collectively responsible for seeing that all required reports and remittances are made.

ARTICLE 609
MEMBERS' BILL OF RIGHTS

609.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS - WSI, 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 WSI, 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 WSI, 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 Zone 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 - WSI shall respect and protect the right of every Club Member which is eligible under WSI, 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 WSI, 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 Zone 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
INTENTIONALLY DELETED

ARTICLE 611
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

611.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 601.2, WSI 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, WSI shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of WSI 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 WSI 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 WSI shall inure to the benefit of any private person or any member, officer or director of WSI.

611.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds (2/3rds) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless WSI 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 - WSI may be dissolved only upon a two-thirds (2/3rds) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of WSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of WSI, 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 WSI shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE 612
INDEMNIFICATION

612.1 INDEMNITY - WSI 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 WSI, 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 WSI 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. WSI 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 Zone 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, Zone 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 WSI, or is or was serving at the direct request of WSI 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 WSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to WSI’s obligation to indemnify, WSI 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 WSI determines that there is reasonable doubt as to such person’s ability to make any repayment, WSI 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 WSI 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 WSI 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 WSI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.

613.2 VOICE AND VOTE - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.

613.3 SPECIAL RULES OF ORDER - This Section reserved for future use.

ARTICLE 614
PERMANENT OFFICE AND STAFF

614.1 OFFICE - This section reserved for future use.

614.2 STAFF - WSI shall retain paid staff at the WSI 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 WSI's Policies and Procedures Manual or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.

614.3 APPROPRIATIONS - The Budget Committee shall include in its proposed budget a line item for the costs of WSI'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.

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 Wisconsin 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 WSI shall correspond to the calendar year.

615.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that WSI 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 WSI shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

615.4 *WSI* SEAL - The WSI corporate seal shall be circular in form and shall bear the name of WSI and words and

figures denoting its organization under the laws of the State of [incorporation] and the year thereof and otherwise shall be in such form as may be required the laws of the State, the Articles/Certificate of Incorporation or as shall be approved from time to time by the Board of Directors.

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 Treasurer, when appearing alone shall refer to WSI positions and not to USA Swimming or another organization.

.3 PRINCIPAL RULE OF INTERPRETATION - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 615.3.

.4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 610 - Article 610 shall be interpreted generously in order to achieve the intent expressed in Section 610.1.

.5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS -

A Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of WSI shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.

B Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for all purposes under these Bylaws.

C Notice by Telephone - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)

D Last Known Address - For all purposes under these Bylaws, the last known address of a member of WSI shall be the address given in the latest application for registration or membership in WSI and USA Swimming filed with the Membership/Registration Coordinator; or the address given in a written notice of change of residence filed with that Coordinator. In all other cases the records maintained by the Secretary of WSI shall be used to ascertain the last known address.

.6 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.

.7 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.

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

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

.2 "Affiliated Group Member" shall mean any organization which supports the sport of swimming and the objectives and programs of WSI and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of WSI and USA Swimming, and which is neither a Club Member or Seasonal Club Member of WSI.

.3 "Affiliated Group Member Representative" shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates.

.4 "Affiliated Individual Member" shall mean any individual interested in the objectives and programs of WSI who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of WSI and USA Swimming and who is not an Active Individual, Athlete or Coach Member.

.5 "Article" shall mean the principal subdivisions of these Bylaws.

.6 "Articles of Incorporation" shall mean the document filed with the Department of Financial Institutions of the State of Wisconsin pursuant to which WSI was formed.

.7 "At-Large Board Member" shall mean those Board Members appointed or elected as such.

.8 "At-Large House Member" shall mean the Individual Members appointed by the General Chair (or elected by the athletes) to be at-large members of the House of Delegates.

.9 "Athlete Member" shall mean any individual who competes or has competed in a substantive manner during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Athlete Member of WSI and USA Swimming. For the purposes of meeting the requirement that twenty percent (20%) of voting membership be held by athlete members, there shall be a rebuttable presumption that a non-athlete member holding dual membership as an athlete member shall only be considered as a non-athlete member.

.10 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

.11 "Board Member" shall mean a member of the Board of Directors, including the At-Large Board Members.

.12 "Board of Directors" shall mean the Board of Directors of WSI.

.13 "Board of Review" shall mean the Zone Board of Review, unless the context requires otherwise (e.g., reference to the National Zone Board of Review) WSI.

.14 "Business Day" shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.

.15 "Bylaws" shall mean these bylaws as adopted and amended from time to time by, and in effect for, WSI.

.16 "Club" or 'club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.

.17 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of WSI 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 WSI and USA Swimming.

.18 "Club Member Representative" shall mean the individual or individuals appointed to represent a Club Member in the House of Delegates pursuant to Section 604.1.1.

.19 "Coach Member" shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by WSI and/or USA Swimming and who is in good standing as a member of WSI and USA Swimming.

.20 "Coach Representative" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors.

.21 "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.

.22 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.

.23 "Group Members" shall mean Club Members and Affiliated Group Members.

.24 "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates.

.25 "House of Delegates" shall mean the House of Delegates of WSI as established by Article 604 of these Bylaws.

.26 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of WSI, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 604.4.10, the Board of Directors taking action pursuant to Section 605.6.12 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

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

.28 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.

.29 "Life Member" shall mean any individual who is a life member of USA Swimming and WSI 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 WSI and USA Swimming. (See Section 602.1.2F.) The Board of Directors of WSI may nominate and may vote to award a Life Membership to any WSI Member for meritorious service to WSI.

.30 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. WSI is a Local Swimming Committee.

.31 "Member" shall mean a Group Member or an Individual Member.

.32 "National Board of Review" shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

.33 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of WSI. (See Section 604.8.)

.34 "Policies and Procedures Manual" shall mean the policies and procedures manual of WSI, as amended, adopted by the Board of Directors or the House of Delegates.

.35 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 613.

.36 "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of WSI and USA Swimming.

.37 "Seasonal Club Member" – reserved for future use.

.38 "Section" shall mean the subdivisions of the Articles of these Bylaws.

.39 "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 604.1.3.

.40 "Senior Coach Representative" shall mean the Coach Representative senior in term of office. (See Section 604.1.4.)

.41 "Standing Committee" shall mean a committee of WSI listed in Article 607.

.42 "Territory" shall mean the geographic territory over which WSI has jurisdiction as a Local Swimming Committee.

.43 "USA Swimming" shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.

.44 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.

.45 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended from time to time by USA Swimming.

.46 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.

.47 "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.

.48 "WSI" shall mean the Wisconsin Swimming, Inc. not-for-profit corporation to which these Bylaws pertain.

.49 "WSI Office" shall mean the permanent office of WSI maintained in accordance with Article 614.

.50 "Zone Board of Review" shall mean the Board of Review of the Zone in which WSI 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.