**This template must be used by every LSC to replace existing bylaws sometime between September 29, 2018 and January 1, 2020.**

**Each LSC’s new set of bylaws must be approved by its House of Delegates and submitted for approval to USA Swimming no later than January 1, 2020.**

**Generally, those items in italics represent optional wording. Foot notes may be read by hovering over the foot note number. Foot notes provide additional options, limitations, or information.**

**To the extent these required bylaws conflict with applicable law, applicable law prevails.**

**REQUIRED LSC BYLAWS**

ARTICLE 1

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

**ARTICLE 1: NAME, OBJECTIVES, TERRITORY AND JURISDICTION**

1.1 NAME - The name of the corporation shall be [insert full name of LSC] Swimming, Inc. (XXSI).[[1]](#footnote-1)

* *1.1  NAME*

The name of the corporation shall be Hawaiian Swimming LSC, Inc. (HISI).

1.2 OBJECTIVES  ‑ The objectives and primary purpose of XXSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. XXSI 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 XXSI and its *Articles/Certificate* [select one] of Incorporation.

*1.2  OBJECTIVES*

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

1.3 GEOGRAPHIC TERRITORY  - The geographic territory of XXSI is as set forth in Article 603 of the USA Swimming Rules and Regulations. *XXSI shall be divided into regions as listed in the XXSI Policies and Procedures.[[2]](#footnote-2)*

* *1.3  GEORGRAPHIC TERRITORY*

The geographic territory of HISI is set forth in Article 603 of the USA Swimming Rules and Regulations, which includes the State of Hawaii, and its five main islands: Oahu, Hawaii, Maui, Kauai, and Molokai.

1.4 JURISDICTION ‑ XXSI 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 XXSI’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*).* XXSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.

* *1.4  JURISDICTION*

HISI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee (LSC) by USA Swimming to conduct swimming programs consistent with HISI’s objectives and those of USA Swimming and to sanction, approve, observe and oversee 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). HISI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations, and all applicable policies and procedures.

1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - XXSI shall comply with all agreements between XXSI and USA Swimming.

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HISI shall comply with all agreements between HISI and USA Swimming.

ARTICLE 2

MEMBERSHIP

**ARTICLE 2: MEMBERSHIP**

2.1 MEMBERS ‑ The membership of XXSI shall consist of the clubs, organizations and individuals who have registered with XXSI as set forth in the USA Swimming Corporate Bylaws, *including the optional categories of seasonal athlete membership, seasonal club membership, flex membership, and single event open water athlete membership.[[3]](#footnote-3)*

*2.1 MEMBERS*

 The membership of HISI shall consist of the clubs, organizations and individuals who have registered with HISI as set forth in the USA Swimming Corporate Bylaws, *including the optional categories of seasonal athlete membership, seasonal club membership, flex membership, and single event open water athlete membership.*

.1 Members - A Member’s status is subject to the Member’s continued satisfaction of the criteria for membership and compliance with the Member’s responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of XXSI and USA Swimming.

 **2.1.1 GROUP MEMBERS**

A member’s status is subject to the Member’s continued satisfaction of the criteria for membership and compliance with the Member’s responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of HISI and USA Swimming.

 .2 Membership A Privilege Not A Right - Membership in XXSI and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport in accordance with Part Four of the USA Swimming Rules and Regulations.

**2.1.2 MEMBERSHIP A PRIVILEGE NOT A RIGHT [[4]](#footnote-4)**

Membership in HISI and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport in accordance with Part Four of the USA Swimming Rules and Regulations.

2.2 MEMBERS’ RESPONSIBILITIES

 .1 Compliance - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and XXSI, including its obligations and responsibilities set forth in these Bylaws.

**2.2.1 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 HISI, including its obligations and responsibilities set forth in these Bylaws.

 .2 Responsibility for Infractions  ‑ A Group Member or Individual Member, as defined in USA Swimming Rules and Regulations, may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or XXSI, including its responsibilities as set forth in these Bylaws.

**2.2.2 RESPONSIBILITY FOR INFRACTIONS**

A Group Member or Individual Member, as defined in USA Swimming Rules and Regulations, may be responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or HISI, including its responsibilities as set forth in these Bylaws.

ARTICLE 3

DUES AND FEES

**ARTICLE 3: DUES AND FEES**

3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as permitted, shall be as established by the XXSI *House of Delegates or Board of Directors* [select one].

3.1 MEMBERSHIP FEES

Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as permitted, shall be as established by the HISI Board of Directors.

3.2 SANCTION, APPROVAL AND OTHER FEES

* *3.2  SANCTION, APPROVAL AND OTHER FEES[[5]](#footnote-5)*

 .1 Sanction and Approval Fees - The XXSI *House of Delegates or Board of Directors* [select one] 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.

**3.2.1 SANCTION AND APPROVAL FEES**

The HISI 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 XXSI *House of Delegates or Board of Directors* [select one] may establish a reasonable service charge consistent with the nature of the event.

**3.2.2 SERVICE CHARGES**

In addition to, or in place of, a sanction or approval fee, the HISI Board of Directors may establish a reasonable service charge consistent with the nature of the event.

 .3 Payment - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by XXSI. 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 XXSI when due in accordance with XXSI’s fee schedule.

 **3.2.3 PAYMENT**

Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by HISI. 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 HISI when due in accordance with HISI’s fee schedule.

 .4 Fines - The XXSI *House of Delegates or Board of Directors* [select one] may establish fines for noncompliance with policies adopted by the XXSI House of Delegates and/or the Board of Directors.

 3.2.4 FINES

 The HISI Board of Directors may establish fines for noncompliance with policies adopted by the HISI House of Delegates and/or the Board of Directors.

3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws (Delinquent Dues and Fees).

 3.3 FAILURE TO PAY

 Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws (Delinquent Dues and Fees).

ARTICLE 4

HOUSE OF DELEGATES

**ARTICLE 4: HOUSE OF DELEGATES**

4.1 MEMBERS ‑ The House of Delegates of XXSI shall consist of the Group Member Representatives, the Board of Director Members*, the committee chairs and coordinators[[6]](#footnote-6),* the Non-Athlete At-Large House Members, and Athlete At-Large House Members *appointed or elected* [select one].

*4.1 MEMBERS*

The House of Delegates of HISI shall consist of the Group Member Representatives, the Board of Director Members, the Non-Athlete At-Large House Members, and Athlete At-Large House Members appointed.

 .1 Group Member Representatives[[7]](#footnote-7)  - Each Group Member in good standing shall appoint from its membership *a* Group Member Representative*s* *and one or more alternates* *for each*. The appointment shall be in writing, addressed to the Secretary of XXSI 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 Representative*s* or *one or more of* its alternate*s* and substitute *a* new Group Member Representative*s* or new alternate*s* by written notice, addressed to the Secretary of XXSI and signed by the chief executive officer or secretary of the appointing Group Member. The representatives of any Group Member are not required to be Individual Members of XXSI or USA Swimming.

**4.1.1 GROUP MEMBER REPRESENTATIVES**

Each Group Member in good standing shall appoint from its membership a Group Member Representative and one or more alternates for each. The appointment shall be in writing, addressed to the Secretary of HISI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw its Group Member representative or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of HISI and signed by the chief executive officer or secretary of the appointing Group Member. The representatives of any Group Member are not required to be Individual Members of HISI or USA Swimming

 .2 Board of Directors - Board of Director Members as designated in Section 5.[[8]](#footnote-8)

**4.1.2 Board of Directors**

Board of Director Members as designated in Section 5.

 .3 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.

**4.1.3 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.

 .4 ATHLETE at-Large House Members - A sufficient number of athletes to ensure that Athlete Members constitute at least 20% of the voting membership of the House of Delegates shall be *elected by the Athletes Committee or appointed by the General Chair with advice and consent of the Board of Directors or elected by the House of Delegates* [select one of the options] and shall hold office from the date of *appointment or election* [select one] through the conclusion of the annual meeting of the House of Delegates following such *appointment or election* [select one] or until their successors are *appointed or elected* [select one] to the House of Delegates.

**.4 ATHLETE AT-LARGE HOUSE MEMBERS**

A sufficient number of athletes to ensure that Athlete Members constitute at least 20% of the voting membership of the House of Delegates shall be appointed by the General Chair with advice and consent of the Board of Directorsand shall hold office from the date of appointmentthrough the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are to the House of Delegates.[[9]](#footnote-9)

 *.5 OTHER MEMBERS -* [List other members as defined in 4.1] *shall serve as members of XXSI House of Delegates.*

4.2 ELIGIBILITY ‑ Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members of the House of Delegates.

*4.2 ELIGIBILITY*

 Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members of the House of Delegates

4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have one vote regardless of the number of positions held by such member.

4.3 DOUBLE VOTE PROHIBITED

 An Individual Member entitled to vote in House of Delegates meetings may only have one vote regardless of the number of positions held by such member.

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

 .1 Group Member Representatives, Board Members, At-Large House Members *and other members* - Each of the Group Member Representatives[[10]](#footnote-10), the Board Members, the At-Large House Members *and other members* shall have both voice and vote in meetings of the House of Delegates.

 .2 Individuals - Individuals who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard at the discretion of the presiding officer.

*4.4 VOICE AND VOTING RIGHTS OF MEMBERS*

The voice and voting rights of the members of the House of Delegates and of Individual Members shall be as follows:

**4.4.1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS**

Each of the Group Member Representatives, the Board Members, and the At-Large House Members shall have both voice and vote in meetings of the House of Delegates.

**4.4.2 INDIVIDUALS**

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 at the discretion of the presiding officer.

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

.1 Elect the officers, *Athlete Representatives, Coach Representative(s), At-Large Board Members, and members of the Administrative Review Board, and the committee chairs and coordinators* listed in Articles 6 and 7;

 .2 *Elect alternates to the USA Swimming House of Delegates in accordance with the USA Swimming Corporate Bylaws;*

 .3 *Elect the members of the Nominating and/or Governance Committee*;

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

 .8 Amend the Bylaws of XXSI in accordance with Section 9.3; and

 .9 Remove from office any persons elected by the House of Delegates (Board Members, *members of the Administrative Review Board,* or committee chairs 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 such individual may be removed without receiving 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 the member’s responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.

*4.5 DUTIES AND POWERS*

The House of Delegates shall oversee the establishment of policies, procedures, and programs. In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:

**4.5.1 Elections**

Elect the officers, *and members of the Administrative Review Board,* and the committee chairs and coordinators listed in Articles 6 and 7;

**4.5.2 Elections of USA Swimming HOD Alternates**

Elect alternates to the USA Swimming House of Delegates in accordance with *the USA Swimming Corporate Bylaws*;

* **4.5.3  Elect the members of the Nominating Committee;**
* **4.5.4  Review, modify, and adopt annual budget**

Review, modify and adopt the annual budget for HISI recommended by the Board of Directors;

**4.5.5 Call regular and special meetings of the House of Delegates;**

**4.5.6 Ratify, modify or rescind BOD policies and programs**

Ratify or prospectively modify or rescind policy and programs established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;

**4.5.7 Establish joint administrative committees**

Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by HISI;

**4.5.8 Amend the Bylaws of Hawaiian Swimming in accordance with Section 611.3; and**

**4.5.9 Remove Board Members and other elected or appointed officers**

Remove from office any persons elected by the House of Delegates (Board Members, members of the Administrative Review Board, or committee chairs 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 such individual 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 and an opportunity to respond in writing within twenty (20) days to such allegations.

4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of XXSI shall be held in the *spring, summer, fall, winter* [select one]. Regular meetings of the House of Delegates may be held *in accordance with a schedule adopted by the House of Delegates or the Board of Directors[[11]](#footnote-11).*

*4.6  ANNUAL AND REGULAR MEETINGS*

The annual meeting of the House of Delegates of HISI shall be held in the month of November each year or during the Hawaii State Age Group Short Course Championship, at which time the election of officers shall be held. The officers’ terms shall commence on January 1. Regular meetings of the House of Delegates shall be held in accordance with a schedule adopted by the Board of Directors.

4.7 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)* group members of the House of Delegates.

*4.7  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) group members of the House of Delegates.

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

*4.8  MEETING LOCATION AND TIME*

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

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

***4.9 OPEN MEETINGS/ CLOSED SESSIONS***

**4.9.1 HOUSE OF DELEGATES**

House of Delegates meetings shall be open to all members of HISI. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of HISI shall be deliberated and decided in a closed 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 closed session on any matter deserving of confidential treatment or of personal concern to any member of the House.

4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.[[12]](#footnote-12)

**4.10 QUORUM**

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

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

**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.

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

*604.12 PROXY VOTE*

Voting by proxy in any meeting of the House of Delegates shall not be permitted.

4.13 NOTICES

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

 .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.

*4.13 NOTICES*

**4.13.1 TIME**

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

**4.13.2 INFORMATION**

The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 5

BOARD OF DIRECTORS

5.1 MEMBERS  - The Board of Directors shall consist of the following officers, committee chairs*, coordinators* and representatives of XXSI, together with those additional members designated in Sections 5.2 *and 5.3*:[[13]](#footnote-13)

 .1 General Chair

 .2 Administrative Vice-Chair

 .3 Finance Vice-Chair

 .4 Coach Representative*(s)*

 .5 Athlete Representatives (2)

 .6 Secretary[[14]](#footnote-14)

 .7 Treasurer[[15]](#footnote-15)

 .8 Senior Vice-Chair[[16]](#footnote-16)

 .9 Age Group Vice-Chair**[[17]](#footnote-17)**

 .10 Safe Sport *Chair/Coordinator*

 .11 At-Large Athlete Board Members [as needed]

**ARTICLE 605: BOARD OF DIRECTORS**

*605.1 MEMBERS*

 The Board of Directors shall consist of the following officers, committee chairs, coordinators and representatives of HISI, together with those additional members designated in Section 5.2 and 5.3.

**5.1.1 General Chair**

**5.1.2 Administrative Vice-Chair**

**3**

**4**

**5.1.5 Athlete Representatives (4)**

**5.1.6 Secretary**

**5.1.7 Treasurer**

**5.1.8 Senior Vice-Chair**

**5.1.9 Age Group Vice-Chair**

**5.1.10 SafeSport Coordinator**

**5.1.11 Officials Representative**

**5.1.12 Registration/Membership Coordinator**

**5.1.13 Technical Planning Chair**

**5.1.14 At-Large Board Members**

5.2 AT-LARGE BOARD MEMBERS - *The House of Delegates may specify* [insert a number] *At-Large positions.[[18]](#footnote-18) Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant[[19]](#footnote-19).* [Specify when and how at-large Board members are selected.] *Additionally,* a sufficient number of athlete members shall be *elected or appointed* [select one] as At-Large Board Members such that athletes 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 6.2.1*.* All At-Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or appointed.

***5.2 AT-LARGE BOARD MEMBERS***

 The Board of Directors shall have five (5) non-athlete At-Large Board Members. The House of Delegates or the Board of Directors by resolution may reduce the number, but not increase it to more than five (5). Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant. At-Large Board Members may be appointed at any time during the General Chair’s term of office with the advice and consent of the Board of Directors.,Additionally, a sufficient number of athlete members shall be selected as Athlete 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 selected at the same time and place as the Athlete Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or appointed.

5.3 *EX-OFFICIO MEMBERS ‑* *‑ The following persons shall be ex-officio members of the Board of Directors* [list members]*: [[20]](#footnote-20)*

***5.3  EX-OFFICIO MEMBERS***

The following persons shall be ex-officio members of the Board of Directors during the time period in which they meet the defined status.

**5.3.1 The Immediate Past General Chair of Hawaiian Swimming**

The Immediate Past General Chair of Hawaiian Swimming serves until no longer the Immediate Past General Chair, if an Individual Member in good standing.

5.4 LIMITATIONS ‑

*.1 No more than* [insert a number] *Members of any Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.[[21]](#footnote-21)*

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

***5.4  LIMITATIONS***

*5.4.1 Members from any Group Member on Board*

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

5.4.1 Employees of HISI as members of the Board

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

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

 .1 Board Members - Each Board Member (*other than the ex-officio members)* shall have both voice and vote in meetings of the Board of Directors and its committees.

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

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

***5.5  VOICE AND VOTING RIGHTS OF BOARD MEMBERS***

 The voice and voting rights of Board Members and Individual Members shall be as follows:

**5.5.1 BOARD MEMBERS**

 Each Board Member other than the ex-officio member (see Section 5.3) shall have both voice and vote in meetings of the Board of Directors and its committees.

**5.5.2 EX-OFFICIO BOARD MEMBERS**

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

**5.5.3 GENERAL**

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

5.6 DUTIES AND POWERS[[22]](#footnote-22) ‑ The Board of Directors shall act for XXSI and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a Board Member, *an Administrative Review Board member,* or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. 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 XXSI;

.2 Oversee the conduct by the officers *and staff* of XXSI of the day-to-day management of the affairs of XXSI;

.3 *Elect Athlete At-Large Board Members if they are not elected in a timely fashion;*

.4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws *or the XXSI Policies and Procedures*;

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

.6 Approve the annual review/audit;

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

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

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

.10 Remove from office any Board Members, committee chairs, or committee members or coordinators of XXSI who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Part Four of the USA Swimming Rules and Regulations. However, no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days’ written notice specifying the alleged deficiency in the performance of the member’s responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.

***5.6  DUTIES AND POWERS***

The Board of Directors shall act for HISI and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative Review Board member or other person not appointed by Board of Directors, 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:

**5.6.1 Policies, procedures and programs**

Establish and direct policies, procedures and programs for HISI;

**5.6.2 Supervision of officers**

Oversee the conduct by the officers of HISI of the day-to- day management of the affairs of HISI;

**5.6.3 Athlete At-Large Members of the Board**

*Elect Athlete At-Large Board Members if they are not elected in a timely fashion*

**5.6.4 Advice and Consent**

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

**5.6.5 Prepare Annual Budget for HOD**

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

**5.6.6 Receive and approve the annual audit report**

Receive presentation of the annual audit report pursuant to Section 608.5 and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

**5.6.7 Call regular or special meetings of BOD or HOD**

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

**5.6.8 Retain contractors and employees**

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

**5.6.9 Appoint other officers, agents, or committees or coordinators and others**

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

**5.6.10 Remove leadership not elected by HOD**

Remove from office any At-Large Board Members, committee chairs, or committee members, or coordinators, or administrators of HISI who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Part Four of the USA Swimming Rules and Regulations. However, no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days’ written notice specifying the alleged deficiency in the performance of the member’s responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.

(current section 605.7 Executive Committee is moved to Section 7 in the new template)

5.7 MEETINGS ‑ Board of Directors meetings shall be open. Matters re­la­ting to personnel, discipli­nary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By a ma­jority vote on a motion of a question of privilege, the Board of Directors may decide to go in­to closed ses­sion on any matter deserving of confidential treatment or of personal concern to any mem­ber of the Board of Directors.

*5.7 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS*

Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.

5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT  ‑ Members of the Board of Directors may participate in meetings of the Board of Directors through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. *Participation by such means shall constitute presence at a meeting*.

*5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT*

Members of the Board of Directors may participate in meetings of the Board of Directors through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

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

*5.9 REGULAR MEETINGS*

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

5.10 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.

*5.10 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.

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

*5.11 QUORUM*

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

5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. *A motion, order or other proposal the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days’ written notice.[[23]](#footnote-23)*

*5.12 VOTING*

Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal the affect of which is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days notice.

5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.

*5.13 PROXY VOTE*

Voting by proxy in any meeting of the Board of Directors shall not be permitted.

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

*5.14 ACTION BY WRITTEN CONSENT*

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

5.15 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

*5.15 MAIL VOTE*

Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

**5.15.1 Alternative communication technologies**

 Where communication technology allows for secure distribution and return of ballots using other than the U.S. mail, the Board of Directors may authorize such use in a manner consistent with the notification and return requirements above and within these by-laws.[[24]](#footnote-24)

5.16 NOTICES  -

 .1 Time ‑ Not less than *six (6)* days’ written notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)

 .2 Information ‑ The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose.

***5.16 NOTICES***

**5.16.1 TIME**

Not less than six (6) days’ written notice shall be given to each Board member for any annual, regular, or special meeting of the Board of Directors. 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 14.1.3 for the permitted forms of notice.)

**5.16.2 INFORMATION**

The notice of a meeting shall contain the time, date, and site and in the case of special meetings, the expected purpose.

ARTICLE 6

OFFICERS AND DIRECTORS

6.1 OFFICERS - The officers shall be as listed herein andshall be elected by the House of Delegates at its annual meeting[[25]](#footnote-25).

 .1 General Chair

 .2 Administrative Vice-Chair

 .3 Finance Vice-Chair

 .4 Senior Vice-Chair[[26]](#footnote-26)

 .5 Age Group Vice-Chair[[27]](#footnote-27)

 .6 Secretary[[28]](#footnote-28)

 .7 Treasurer[[29]](#footnote-29)

**ARTICLE 6: OFFICERS AND DIRECTORS**

*6.1 OFFICERS*

The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting.

**6.1.1 General Chair** (elected in even-numbered of years; two year term)

**6.1.2 Administrative Vice-Chair (**elected in even-numbered of years; two year term)

**6.1.3 Finance Vice-Chair  (**elected in even-numbered of years; two year term)

**6.1.4 Senior Vice-Chair** (elected in even-numbered of years; two year term)

**6.1.5 Age Group Vice-Chair** (elected in odd-numbered of years; two year term)

**6.1.6 Secretary** (elected in even-numbered of years; two year term)

**6.1.7 Treasurer** (elected in odd-numbered of years; two year term)

**6.1.8 Technical Planning Committee Chair** (elected in odd-numbered of years; two year term)

**6.1.9 Membership/Registration Coordinator** (elected in odd-numbered of years; two year term)

6.2 OTHER DIRECTORS

 .1 athlete representatives ‑

*Provision A:* Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. At the time of election, the Athlete Representative must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing, or have competed within the three (3) immediately preceding years, in the program of swimming conducted by XXSI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The balloting shall take place via electronic vote[[30]](#footnote-30) and/or 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. At least *twenty (20)* days’ written notice of the election shall be given to all clubs. The Athlete Representatives elected shall be determined by a majority of the [define the athlete voting members who elect the Athlete Representatives].

 **6.2.1 ATHLETE REPRESENTATIVES**

 Four (4) Athlete Representatives shall be elected, two each year, for a two-year term, or until their respective successors are elected. At the time of election, the Athlete Representative must (a) be an athlete member in good standing, (b) be at least sixteen (16) years of age or at least a sophomore in high school, (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by HISI or another LSC and (d) have his or her place of permanent residence reside 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).

6.2.1.1.Elections Process for Athlete Representatives

 Only Athlete members in good standing are eligible to vote for the Athlete Representatives. The balloting shall take place via electronic vote[[31]](#footnote-31) in conjunction with the HISI Long Course State Championships, or failing that, at a time and in a manner designated by the Board of Directors. At least *twenty (20)* days’ written notice of the election shall be given to all clubs. The Senior Athlete Representatives will conduct the elections and all ballots shall be returned to the Senior Athlete Representatives in order to be counted at the designated meeting for the elections. Only Athlete Members who are present at the designated meeting will be eligible to vote in case of a tie in the balloting.

.2 coach representative*(s)*

 *Provision A:* *One (1)* Coach Representative*s* shall be elected, *in even years* for a two-year term, or until a successor is elected.[[32]](#footnote-32) The election of the Coach Representative*s* shall be conducted via electronic vote[[33]](#footnote-33) and/or at a meeting called for that purpose by the *Senior* Coach Representative*, the Coaches Committee* or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors. At least *twenty (20)* days’ written notice of the election shall be given to all clubs.

**6.2.2 COACH REPRESENTATIVES**

Two (2) Coach Representatives shall be elected, one each year, for a two- year term, or until their successors are elected. The election of the Coach Representative shall be conducted via electronic vote, in conjunction with HISI’s Short Course Age Group 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.

6.2.2.1 Elections Process for Coach Representatives

Only coach members in good standing are eligible to vote for the Coach Representatives. The Senior Coach Representative will conduct the elections and all ballots shall be returned to the Senior Coach Representative in order to be counted at the designated meeting for the elections. At least *twenty (20)* days’ written notice of the election shall be given to all clubs. Only Coach Members who are present at the designated meeting will be eligible to vote in case of a tie in the balloting. The coach who receives the most votes of the ballots cast and counted for the respective office through this process shall be elected.

**6.2.3 OFFICIALS REPRESENTATIVE**

One Officials Representative, who is an active certified official, shall be elected for a two-year term, or until her/his successor is elected. The election of the Officials Representative shall be conducted via electronic vote, in conjunction with HISI’s Short Course Age Group Swimming Championship at a meeting timely called by the current Official Representative or the Board of Directors, and determined by a majority of the certified Officials in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors.

6.2.3.1 Elections Process for Officials Representative

Only Official members in good standing are eligible to vote for the Official Representative. The Officials Representative will conduct the elections and all ballots shall be returned to the Officials Representative in order to be counted at the designated meeting for the elections. At least *twenty (20)* days’ written notice of the election shall be given to all clubs. Only Official members who are present at the designated meeting will be eligible to vote in case of a tie in the balloting. The official who receives the most votes of the ballots cast and counted for the respective office through this process shall be elected.

 .3 Committee Chairs/Coordinators/At-Large Board Members [[34]](#footnote-34)

***6.3 COMMITTEE CHAIRS/ COORDINATORS/AT-LARGE BOARD MEMBERS/APPOINTED ADMINISTRATORS***

* + 1. *The following committee chairs/coordinators/at-large Board members shall be elected by the House of Delegates:*

(1) Membership/Registration Coordinator

(2) Technical Planning Committee Chair

6.3.2 *The following at-large Board members shall be elected as follows:*

*(1) Regional At-Large Board members shall be elected by the affilitated island organizations they represent in accordance with the rules of each region or the HISI Policies and Procedures.*

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

(1) 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.

(2) Appointed Administrators:  Specific operational areas not already assigned to specific divisions may be assigned to appointed administrators. These include but are not limited to:

(a) LSC Times Administrator

(b) Team Hawaii Administrator

(c) Special Events Administrator

*6.3.4 Athlete At-Large Board Members*

The General Chair, in consultation with the Athlete Representatives and with advice and consent of the Board of Directors, shall appoint Athlete Members as Athlete At-Large Board Members in a sufficient number to constitute at least 20% of the voting membership of the Board of Directors.

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

***6.3 ELIGIBILITY***

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

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

***606.4 DOUBLE VOTE PROHIBITED***

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

6.5 OFFICES SPLIT OR COMBINED -

 .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. Two individuals who are sharing an office shall share one vote.

 .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.

***6.5 OFFICES SPLIT OR COMBINED***

**6.5.1 OFFICE HELD BY TWO PERSONS**

Any office other than General Chair, Finance Vice-Chair and Treasurer, may be held jointly by two Individual Members. Two individuals who are sharing an office shall share one vote.

**6.5.2 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.

6.6 TERMS OF OFFICE  -

 .1 Term of Office - The terms of office of all members of the Board of Directors shall be [insert a number] year*s.[[35]](#footnote-35)*

 .2 Commencement of Term - Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen.[[36]](#footnote-36)

 .3 Consecutive Terms Limitation  - *Except for the Secretary and Treasurer,* no Individual Member who has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse of one term. 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. [[37]](#footnote-37)

***606.6 TERMS OF OFFICE –***

**606.6.1 TERMS OF OFFICE**

The terms of office of all elected members of the Board of Directors shall be two years.

**606.6.2 COMMENCEMENT OF TERM**

Each person elected to a position shall assume office January 1, and shall serve until a successor takes office.

**606.6.3 CONSECUTIVE TERMS LIMITATION**

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

6.7 DUTIES - The duties 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 defined in these Bylaws, the XXSI Policies and Procedures, and applicable state laws.

***6.7 DUTIES***

The duties 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 defined in these Bylaws, the HISI Policies and Procedures, and applicable state laws.

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

***6.8 RESIGNATIONS***

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

6.9 VACANCIES AND INCAPACITIES  -

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

 .2 Offices of Athlete or Coach Representatives or any position electeD - In the event of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative*,* or person who has been elected, the General Chair may appoint, with the advice and consent of the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective body shall elect a successor.

 .3 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 withthe advice and consent of the electing body. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

***6.9 VACANCIES AND INCAPACITIES -***

**6.9.1 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.

**6.9.2 OFFICES OF ATHLETE, COACH, or OFFICIALS REPRESENTATIVE**

In the event of a vacancy in the office of Athlete Representative, Coach Representative, or Officials Representative, or of the permanent incapacity of a person holding the office of Athlete Representative, Coach Representative, or Officials Representative, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member, a Coach Member, or a certified official, as the case may be, to serve the remainder of the term of office or until the Athlete Committee or Coaches Committee or the Officials Committee, as the case may be, shall elect a successor.

**6.9.3 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, Officials Representative, or member of the Administrative Review Board, 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.

**6.9.4 DETERMNATION OF VACANCY OR INCAPACITY**

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

6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.

6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.

6.11 OFFICERS’ POWERS GENERALLY -

 .1 Authority to Execute Contracts, Etc. - *The General Chair, Administrative Vice-Chair, Senior Vice-Chair, Age Group Vice-Chair and Finance Vice-Chair* each may sign and execute in the name of XXSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the XXSI Policies and Procedures, 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.[[38]](#footnote-38)

 .2 Additional Powers and Duties - Each officer shall have other powers and perform other duties as prescribed *in the XXSI Policies and Procedures or* by the House of Delegates, the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.

 .3 Delegation - Officers of XXSI may delegate any portion of their powers or duties to an individual or a committee, 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 or Personnel Committee,* [select one] *any officer may delegate any portion of that officer’s powers or duties to the paid staff of XXSI*. 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.

*6.11 OFFICERS’ POWERS GENERALLY*

**6.11.1 AUTHORITY TO EXECUTE CONTRACTS, ETC.**

The General Chair, Administrative Vice-Chair, and Finance Vice-Chair each may sign and execute in the name of HISI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by HISI 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.

**6.11.2 ADDITIONAL POWERS AND DUTIES**

Each officer shall have other powers and perform other duties as may be prescribed in HISI 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.

**6.11.3 DELEGATION**

Officers of HISI 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, order of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.

**6.11.4 ASSISTANT AND DEPUTY OFFICERS**

The House of Delegates or the Board of Directors may, by resolution or HISI’s Policies and Procedures Manual, create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedure Manual shall define the method of election or appointment and define duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

6.12 DEPOSITORIES AND BANKING AUTHORITY  -

 .1 Depositories, Etc. - All receipts, income, charges and fees of XXSI 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 determines.

 .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 XXSI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of XXSI, and in the manner, as shall be determined by *the Finance Vice-Chair, the Finance Committee or* the Board of Directors.

***6.12 DEPOSITORIES AND BANKING AUTHORITY***

**6.12.1 DEPOSITORIES, ETC.**

All receipts, income, charges and fees of HISI shall be deposited to its credit in the banks, trust companies, other depositories or custodian, investment companies or investments management companies as the Board of Directors determines.

**606.11.2 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 HISI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of HISI, and in the manner, as shall be determined by the Finance Vice-Chair or the Board of Directors.

ARTICLE 7

DIVISIONS, COMMITTEES AND COORDINATORS

7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS  - The divisions of XXSI shall each be chaired as indicated below with respective duties, juris­dic­tion and responsibilities described in the XXSI Policies and Procedures.[[39]](#footnote-39)

 .1 Administrative Division - Administrative Vice-Chair

.2Age Group Division - Age Group Vice-Chair[[40]](#footnote-40)

 .3Senior Division - Senior Vice-Chair[[41]](#footnote-41)

.4Finance Division - Finance Vice-Chair

.5 Athletes Division - Senior Athlete Representative

 .6 Coaches Division - *Senior* Coach Representative

**ARTICLE 7: DIVISIONS, COMMITTEES AND COORDINATORS**

*7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS*

The eight divisions of Hawaiian Swimming shall each be chaired by a Vice-Chair, the Senior Athletes Representative, the Senior Coaches Representative, the Officials Representative, or the Club, Athlete, and Special Programs Coordinator, whose respective powers, duties, jurisdiction and responsibilities are described in the HISI Policies and Procedures.

**7.1.1 ADMINISTRATIVE DIVISION – Administrative Vice-Chair**

**7.1.2 AGE GROUP DIVISION – Age Group Vice-Chair**

**7.1.3 SENIOR DIVISION – Senior Vice-Chair**

**7.1.4 FINANCE DIVISION – Finance Vice-Chair**

**7.1.5 ATHLETES DIVISON – Senior Athlete Representative**

**7.1.6 COACHES DIVISION – Senior Coach Representative**

**7.1.7 OFFICIALS DIVISION – Officials Representative**

7.2 Elected, Ex officio and Appointed Chairs  AND Coordinators

1. Elected Chairs and Coordinators - Committee chairs and coordinators who are not Board members, but are elected by the House of Delegates, a committee or division, are as follows: [list members]
2. Ex-officio Chair - Certain other committee chairs are designated ex-officio by virtue of an office currently held.
3. Appointed Chairs AND Coordinators - The chairs of all other 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 chair. The appointed committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair and shall serve until a successor is appointed and assumes office.

***7.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS AND APPOINTED ADMINISTRATORS***

**7.2.1 ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIRS, COORDINATORS, AND APPOINTED ADMINISTRATORS**

* A  Elected Chairs and Coordinators
* Committee chairs and coordinators who are not Board members, but are elected by the House of Delegates. These elected non-officer chairs and coordinators of Hawaiian Swimming are:  (1) Membership/Registration Coordinator; (2) Technical Planning Committee 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 a successor is appointed and assumes office.

D Appointed Administrators

Specific operational areas not already assigned to specific divisions may be assigned to appointed administrators. These positions are appointed by the General Chair with the advice and consent of the Board of Directors. They report directly to the General Chair and Board. The appointed administrators shall assume office upon appointment or the date designated by the General Chair, and shall serve until a successor is appointed and assumes office.

(1) LSC Times Administrator

(2) Team Hawaii Administrator

(3) Special Events Administrator

7.3 COMMITTEES  ‑ In addition to the standing committees listed herein, the Board of Directors and the House of Delegates are each authorized to establish additional committees to meet programming needs.[[42]](#footnote-42) Except as otherwise provided in these Bylaws or the XXSI Policies and Procedures, members of each committee shall be appointed by the General Chair with the advice and consent of the respective division 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 shall constitute at least twenty percent (20%) of the voting membership of every committee. The division chair shall be an ex‑officio member, with voice and vote, of each committee within the respective division.

***7.3 COMMITTEES***

In addition to the standing committees listed herein, the Board of Directors and the House of Delegates are each authorized to establish additional committees to meet programming needs.[[43]](#footnote-43) 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 in consultation with the athlete representatives and committee chair. Athlete membership shall amount to 20% of the voting membership of every committee. The division Vice-Chair shall be an ex-officio member (with voice and vote) of each standing committee within the respective division.

7.4 STANDING COMMITTEES & COORDINATORS

.1 Athletes Committee -

1. Chair - The Senior Athlete Representative or his/her designee shall be the chair of the committee.
2. Members *-* The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board members *and* [include any additional athlete members]*.*
3. Duties - The Athletes’ Committee shall have general charge of the business and affairs of the Athletes of XXSI, and 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 Athlete Members, XXSI, USA Swimming and the sport of swimming

 *7.4 Standing Committees and Coordinators[[44]](#footnote-44)*

7.4.1 Athletes Committee -

1. Chair – The four Athlete Representatives to the Board of Directors shall elect the chair of the committee from among themselves.
2. Members *-* The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board members.
3. Duties - The Athletes’ Committee shall have general charge of the business and affairs of the Athletes of HISI, and 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 Athlete Members, HISI, USA Swimming and the sport of swimming.

 .2 Finance Committee -

1. Chair - The chair shall be the Finance Vice-Chair.
2. Members - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer, [include additional defined members] and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
3. Duties -
	1. To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of XXSI’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 XXSI’s equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.
	2. To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of XXSI.[[45]](#footnote-45) If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.
	3. To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
	4. To consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request.[[46]](#footnote-46) The proposed budget may contain alternatives.
	5. To complete and submit any state and local reports and filings.

**7.4.2 FINANCE COMMITTEE**

1. Chair –

The Chair shall be . the Finance Vice-Chair

1. Members -

The members of the Finance Committee shall be the Finance Vice-Chair, the General Chair (ex officio) , the Treasurer, the Administrative Vice-Chair, three other non-athlete members and a sufficient number of athletes appointed so as to constitute twenty percent (20%) of the voting membership of the Committee. When the Finance Committee functions as the audit committee, at least one additional member shall be appointed by the General Chair who is independent of the Finance Division and will participate in that function.

1. Duties
	1. To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of HISI’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 HISI’s equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.
	2. To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of HISI.[[47]](#footnote-47) If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.
	3. To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
	4. To consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request.[[48]](#footnote-48) The proposed budget may contain alternatives.
	5. To complete and submit any state and local reports and filings.

Two provisions are offered with respect to Governance or Nominating Committees. Select one and delete the other.

*Provision A* (combined Governance & Nominating Committee)

 .3 GOVERNANCE Committee -

1. Chair - The chair shall be elected annually by the Governance Committee from among its own members.

Two options are offered concerning the method of selection of the Governance Committee members. Select one and delete the other.

1. *Option 1* MEMBERS -

 The GovernanceCommittee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of [list the number in factors of 3 or 4, in alignment with the term of office] with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member shall serve a *three or four-year* [select one] term, staggered so that *one-third (1/3) or one-fourth (1/4)* [select one to coincide with factor selected above] of such members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall be members of the XXSI Board of Directors at any given time. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until after 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 the successive term limitation. In no case shall the General Chair serve on the Governance Committee.

 *Option 2* MEMBERS –

 The Governance Committee shall be elected by the House of Delegates and shall be comprised of at least [insert a number] members, with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. No more than one half of the Committee shall be members of the XXSI Board of Directors. If any member of the GovernanceCommittee 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 Governance Committee. Members shall serve two-year terms, staggered so that approximately one-half of the members are elected each year. After completion of three consecutive terms, members are not eligible to be elected or appointed to the Governance Committee until after 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 the successive term limitation.

1. Quorum - When making nominations, a quorum for any meeting of the Governance Committee shall consist of a majority of its voting members. For all other meetings, a quorum shall consist of those members present and voting.
2. Duties
	* + 1. To assist in periodic evaluation of the mission and vision statements and the Bylaws of XXSI;
			2. To aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
			3. To aid in the development of personnel practices procedure including job descriptions and annual review of staff;
			4. To ensure that the Board’s focus remains on the strategic plan;
			5. To aid in the development of expectations and processes for accountability of Board members;
			6. To develop criteria for the qualities and required characteristics of Board officers;
			7. To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members;
			8. To nominate Board members, *Administrative Review Board members, and* *other coordinator or chair positions to be elected by the House of Delegates* consistent with the matrix of skills, demographics, and talents needed;
			9. To publish the slate of candidates to the XXSI membership at least *twenty (20)* days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;
			10. To design and implement Board orientation and an ongoing program of Board education and development; and
			11. To lead periodic assessment of the Board’s performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

*Provision B* (separate Governance & Nominating Committees)

.3 NOMINATING Committee -

1. chair - The Chair shall be elected annually by the Nominating Committee from among its own members.

B. members - The House of Delegates shall annually elect at least [insert a number] individuals to the Nominating Committee to serve a one-year term, with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Terms shall commence at the conclusion of the meeting at which members were elected and end when their successors assume office. 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. No individual shall be eligible to serve more than six (6) consecutive years on the Nominating Committee until after 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 the successive term limitation. In no case shall the General Chair serve on the Nominating Committee.

1. Quorum - A quorum for any meeting of the Nominating Committee shall consist of a majority of its voting members.
2. Duties –
3. To nominate Board members, *Administrative Review Board members, and* *other coordinator or chair positions* to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed.
4. To publish the slate of candidates to the XXSI membership at least *twenty (20)* days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates.
5. governance committee -
6. Chair - The Chair shall be elected annually by the Governance Committee from among its own members.
7. Members - The GovernanceCommittee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of at least [insert a number] members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member shall serve a *three or four-year* [select one] term. Terms shall be staggered such that approximately *one-third (1/3) or one-fourth (1/4)* [select one to coincide with term selected above] of members are appointed each year.
8. Duties– It shall be the duty of the Governance Committee to:
	* 1. Assist in periodic evaluation of the mission and vision statements and the Bylaws of XXSI;
		2. Aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
		3. Aid in the development of personnel practices procedure including job descriptions and annual review of staff;
		4. Assist in shaping the Board’s agenda based on the strategic plan;
		5. Aid in the development of expectations and processes for accountability of Board members;
		6. Develop criteria for the qualities and required characteristics of Board officers;
		7. Lead Board succession planning by working with the Nominating Committee to assess current and anticipated needs for Board composition;
		8. Design and implement Board orientation and an ongoing program of Board education and development; and
		9. Lead periodic assessment of the Board’s performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

7.4.3 GOVERNANCE Committee -

1. Chair - The chair shall be elected annually by the Governance Committee from among its own members.
2. MEMBERS -

 The GovernanceCommittee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of six (6) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member shall serve a *three* term, staggered so that *one-third (1/3)* of such members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall be members of the HISI Board of Directors at any given time. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until after 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 the successive term limitation. In no case shall the General Chair serve on the Governance Committee.

1. Quorum - When making nominations, a quorum for any meeting of the Governance Committee shall consist of a majority of its voting members. For all other meetings, a quorum shall consist of those members present and voting.
2. Duties
3. To assist in periodic evaluation of the mission and vision statements and the Bylaws of HISI;
4. To aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
5. To aid in the development of personnel practices procedure including job descriptions and annual review of staff;
6. To ensure that the Board’s focus remains on the strategic plan;
7. To aid in the development of expectations and processes for accountability of Board members;
8. To develop criteria for the qualities and required characteristics of Board officers;
9. To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members;
10. To nominate Board members, *Administrative Review Board members, and* *other coordinator or chair positions to be elected by the House of Delegates* consistent with the matrix of skills, demographics, and talents needed;
11. To publish the slate of candidates to the HISI membership at least *twenty (20)* days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;
12. To design and implement Board orientation and an ongoing program of Board education and development; and
13. To lead periodic assessment of the Board’s performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

.4[[49]](#footnote-49) Operational risk *Committee/Coordinator[[50]](#footnote-50)*

1. *Chair - The chair shall be the Operational Risk Committee Chair.*
2. *Members - The Committee shall be comprised of the Operational Risk Committee Chair, at least [insert a number][[51]](#footnote-51) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee*.
3. Duties *-* The duties shall be as outlined in the XXSI Policies and Procedures.

7.4.4[[52]](#footnote-52) Operational risk *Committee/Coordinator[[53]](#footnote-53)*

1. *Chair - The chair shall be the Operational Risk Committee Chair.*
2. *Members - The Committee shall be comprised of the Operational Risk Committee Chair, and at least four (4)[[54]](#footnote-54) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee*.
3. Duties *-* The duties shall be as outlined in the HISI Policies and Procedures.

.5 *EXECUTIVE COMMITTEE[[55]](#footnote-55)*

1. Authority and Power - The Executive Committee shall have the authority and power to act for the Board of Directors and XXSI between meetings of the Board and the House of Delegates. Limitations to the authority and power of the Executive Committee shall be determined by the Board of Directors and included in the XXSI Policies and Procedures.

***7.4.5 EXECUTIVE COMMITTEE***

**7.4.5.1 AUTHORITY AND POWER**

The Executive Committee shall have the authority and power to act for the Board of Directors and HISI between meetings of the Board and the House of Delegates. Limitations to the authority and power of the Executive Committee shall be determined by the Board of Directors and included in the XXSI Policies and Procedures.

B. Members - The members of the Executive Committee shall be the

* + - 1. General Chair, who shall act as chair,
			2. Administrative Vice-Chair,
1. Senior Vice-Chair[[56]](#footnote-56)
2. Age Group Vice-Chair[[57]](#footnote-57)
3. Secretary,
4. Finance Vice-Chair,
5. *Senior* Coach Representative,
6. Senior Athlete Representative, and
7. Junior Athlete Representative.

**7.4.5.2 MEMBERS**

The members of the Executive Committee shall be the

1. General Chair, who shall act as chair,
2. Administrative Vice-Chair,
3. Senior Vice-Chair,
4. Age Group Vice-Chair,
5. Finance Vice-Chair,
6. two (2) Senior Athlete Representatives, and
7. Senior Coach Representative.

The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

C. 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 *five (5)* days’ notice required.

**7.4.5.3 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 five (5) days notice required.

D. Quorum - A quorum of the Executive Committee shall consist of a majority of the members of the Committee.

**7.4.5.4 QUORUM**

A quorum of the Executive Committee shall consist of a majority of the members of the Committee.

E. 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.

**7.4.5.5 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.

7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY  - The duties of the General Chair, the division chairs, committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:

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

.2 See that all duties and responsibilities of the *coordinator or* the respective division, committee or sub‑committee in his or her 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 General Chair, respective division, *coordinator,* committee or subcommittee members and the *staff* *or Secretary* [select one]to keep them fully informed;

.5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the *staff or Secretary* [select one]; and

.6 Perform the other specific duties listed in XXSI’s Policies and Procedures or as may be delegated by the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.

*7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY*

The duties and powers of the General Chair, the division Vice-Chairs, committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:

**7.5.1 Preside**

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

**7.5.2 Supervision**

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

**7.5.3 Appoint committees as may be necessary**

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

**7.5.4 Communicate**

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

**7.5.5 Keep leadership informed of division activities**

Keep the General Chair, the respective division Vice-Chair or committee Chair and the Secretary informed of the respective coordinator, division, committee or subcommittee actions and recommendations;

**7.5.6 Appoint a division secretary**

Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the Secretary;

**7.5.7 Bring recommendation for actions to Board of Directors**

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

**7.5.8  Perform duties in accord with Bylaws, Policies and Procedures, or as delegated by Chair or Vice-Chairs**

Perform the other specific duties listed in HISI’s Policies and Procedures Manual or as may be delegated by the General Chair, the respective division Vice-Chair or committee Chair, the Board of Directors or the House of Delegates.

7.6 DUTIES OF COMMITTEES GENERALLY ‑ Except as otherwise provided in these Bylaws, the duties of the committees shall be prescribed by the XXSI Policies and Procedures.

*607.6  DUTIES OF COMMITTEES GENERALLY*

 Except as otherwise provided in these Bylaws, the duties of the committees shall be prescribed by the HISI Policies and Procedures Manual.

7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of XXSI shall be held as determined by the respective Vice-chairs or committee or sub-committee chair.

*7.7  REGULAR AND SPECIAL MEETINGS*

Regular and special meetings of committees or sub-committees of HISI shall be held as determined by the respective Vice-Chair or committee or sub-committee Chair.

7.8 OPEN MEETING/CLOSED SESSIONS ‑ Meetings of committees and sub-committees, other than a Personnel Committee meeting, shall be open to all members of XXSI. Matters re­la­ting to personnel, discipli­nary action, legal, taxation and similar affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By a ma­jority vote, a committee or sub-committee may decide to go in­to closed ses­sion on any matter deserving of confidential treatment or of personal concern to any mem­ber of the committee or sub-committee.

*7.8  OPEN MEETINGS/CLOSED SESSIONS*

Meetings of committees and sub-committees, other than a Personnel Committee meeting, shall be open to all members of HISI. 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, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.

7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS ‑ Each Committee member shall have both voice and vote in their respective meetings.

*7.9  VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS*

**7.9.1 MEMBERS**

Each committee member shall have both voice and vote in their respective meetings.

**7.9.2 NON-VOTING COMMITTEE MEMBERS**

Unless entitled to vote under another provision of these Bylaws, the General Chair shall have voice but no vote in meetings of committees and sub-committees.

**7.9.3 INDIVIDUAL MEMBERS**

Individual Members who are not members of the committee may attend open meetings of the committee and be heard at the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.

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

*7.10 ACTION BY WRITTEN CONSENT*

Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written consents are filled with the records of the meeting. These consents shall be treated for all purposes as a vote taken at the meeting.

7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT  ‑ Members of any committee may participate in a meeting of the committee or through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. *Participation by such means shall constitute presence at a meeting.*

*7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT*

Members of any committee may participate in a meeting of the committee or through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a quorum of any committee shall consist of those members present.

*7.12 QUORUM*

Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a quorum of any committee shall consist of those members present.

7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a committee shall be determined by a majority vote.

*7.13 VOTING*

Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a committee shall be determined by a majority vote.

7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.

*7.14 PROXY VOTE*

Voting by proxy in any meeting of committee shall not be permitted.

7.15 NOTICES

 .1 Time ‑ Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not less than *five (5) days*’ written notice shall be given for any meeting of a committee.

 .2 Information ‑ The notice of a meeting shall contain the time, date, and site.

*7.15 NOTICES*

**7.15.1 TIME**

Except otherwise provided in these Bylaws or the resolution or other action establishing a committee or sub-committee, not less than five (5) days’ written notice shall be given for any meeting of a committee

**7.15.2 INFORMATION**

The notice of the meeting shall contain the time, date and site.

7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resig­na­tion to the General Chair or 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.

*7.16 RESIGNATIONS*

Any committee chair or member or coordinator may resign by submitting a written resignation to the General Chair or 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.

7.17 VACANCIES - The determination of when the position of an appointed committee 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. 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 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.

*7.17 VACANCIES*

The determination of when the position of an appointed committee 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. 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 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.

7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a coordinator may delegate a portion of their powers or duties to another officer of XXSI, or to another committee, subcommittee, or coordinator, or with the consent of the Board of Directors *and the Personnel Committee*, to the paid staff of XXSI. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

*7.18 DELEGATION*

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

7.19 APPLICATION TO COMMITTEES *AND ADMINISTRATIVE REVIEW BOARD*  - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee *or in the XXSI Policies and Procedures*. *These provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or deliberations.*

*7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD*

Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the HISI Policies and Procedures Manual. These provisions shall also apply to Administrative Review Board meetings, but shall not apply to its hearings or deliberations.

ARTICLE 8

ANNUAL AUDIT, REPORTS AND REMITTANCES

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

ARTICLE 8[[58]](#footnote-58)

ANNUAL AUDIT, REPORTS AND REMITTANCES

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

ARTICLE 9

ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

9.1 NON‑PROFIT AND CHARITABLE PURPOSES ‑ ‑ XXSI 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, XXSI 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 XXSI 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.

**ARTICLE 9: ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION**

*9.1  NON-PROFIT AND CHARITABLE PURPOSES*

HISI 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, HISI 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 HISI 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.

9.2 DEDICATION OF ASSETS, ETC. ‑ The revenues, properties and assets of XXSI are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of XXSI shall inure to the benefit of any private person or any member, officer or director of XXSI.

*9.2  DEDICATION OF ASSETS, ETC.*

The revenues, properties and assets of HISI are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of HISI shall inure to the benefit of any private person or any member, officer or director of HISI.

9.3 AMENDMENTS  ‑ Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the XXSI House of Delegates by a two‑thirds (2/3) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.

*9.3 AMENDMENTS*

Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the HISI House of Delegates by a two-thirds vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation

9.4 DISSOLUTION ‑ XXSI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of XXSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of XXSI, 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 XXSI 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.

*9.4 DISSOLUTION*

HISI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of HISI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of HISI, but shall be distributed to USA Swimming, to be used exclusively for education 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 HISI 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 10

INDEMNIFICATION[[59]](#footnote-59)

10.1 INDEMNITY - XXSI 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 XXSI, 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 XXSI specified in Section 10.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. XXSI may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

**ARTICLE 10: INDEMNIFICATION**

*10.1 INDEMINITY*

HISI 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 HISI, 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 HISI specified in Section 10.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. HISI 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.

10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport to have committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

*10.2 EXCLUSION*

The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport to have committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

10.3 INDEMNIFIED PERSONS  - As used in this Article 10, “Indemnified Person” shall mean any person who is or was a Board Member, *[Administrative Review Board member]*, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of XXSI, or is or was serving at the direct request of XXSI 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.

*10.3 INDEMNIFIED PERSONS*

As used in this Article 10, “Indemnified Person” shall mean any person who is or was a Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, administrator, volunteer, employee or agent of HISI, or is or was serving at the direct request of HISI 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.

10.4 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 XXSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to XXSI’s obligation to indemnify, XXSI 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 XXSI determines that there is reasonable doubt as to such person’s ability to make any repayment, XXSI 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 XXSI 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.

*10.4 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 HISI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to HISI’s obligation to indemnify, HISI 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 HISI determines that there is reasonable doubt as to such person’s ability to make any repayment, HISI 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 HISI 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.

10.5 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.

*10.5 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 11

PARLIAMENTARY AUTHORITY

 ROBERT’S RULES ‑ Robert’s Rules of Order Newly Revised shall govern XXSI 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 XXSI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt.

**ARTICLE 11: PARLIAMENTARY AUTHORITY**

*11.1  ROBERT’S RULES*

Robert’s Rules of Order Newly Revised shall govern HISI 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 HISI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt.

ARTICLE 12

MISCELLANEOUS

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

**ARTICLE 12: MISCELLANEOUS**

* *12.1  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 Hawaii become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

12.2 FISCAL YEAR ‑ The fiscal year of XXSI shall end on the last day of [fill in the ending month].

*12.2  FISCAL YEAR*

The fiscal year of HISI shall end on December 31st of each year.

12.3 TAX STATUS; INTERPRETATION OF BYLAWS  ‑ It is intended that XXSI 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 XXSI 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.

*12.3  TAX STATUS; INTERPRETATION OF BYLAWS*

It is intended that HISI 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 HISI shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

ARTICLE 13

*ADMINISTRATIVE REVIEW BOARD[[60]](#footnote-60)*

13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, XXSI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within XXSI which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, XXSI or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION ‑

 .1 Establishment - The Administrative Review Board of XXSI shall be independent and impartial.

 .2 Members - The Administrative Review Board shall have at least [insert a number] regular members[[61]](#footnote-61), with a sufficient number of athlete members to constitute at least 20% of the voting membership. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular *or alternate* members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular *or alternate* members upon the expiration of the term of office of any incumbent members.

 .3 Election; Term of Office; Eligibility -

 A. Election - The House of Delegates shall biennially elect regular *and alternate* members of the Administrative Review Board:

 B. Term of Office - The term of office shall be two (2) years. Each member *and alternate member* shall assume office upon election and shall serve until a successor takes office.

 C. Eligibility - Each regular *and alternate* member of the Administrative Review Board shall be an Individual Member of XXSI and USA Swimming. In no case shall members of the Board of Directors serve on the Administrative Review Board.

 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the “Chair”) who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shallbiennially appoint a Vice-Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.

 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to the Administrative Review Board.

 .6 Participation Through Communications Equipment ‑ Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, 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 these means shall constitute presence in person at such a meeting or hearing.

 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.

 .8 Resignations - Any regular *or alternate* member of the Administrative Review Board may resign by submitting a written resig­na­tion to the Chair, the General Chair or 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.

 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer becomes incapacitated shall be in accordance with 6.9.

 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or failing that, the General Chair) shall appoint an alternate *member* to act in the regular member’s place in respect of that circumstance.

13.3 GENERAL ‑

 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,

 B. establish policies, procedures and guidelines,

 C. elect the Chair,

 D. call regular or special meetings of the Administrative Review Board,

 E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and

 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

 .2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of XXSI with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.

 .3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board’s authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.

 .4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

ARTICLE 13

*ADMINISTRATIVE REVIEW BOARD[[62]](#footnote-62)*

13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, HISI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within HISI which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, HISI or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION ‑

 13.2.1 Establishment - The Administrative Review Board of HISI shall be independent and impartial.

 13.2.2 Members - The Administrative Review Board shall have at least five (5) regular members[[63]](#footnote-63), with a sufficient number of athlete members to constitute at least 20% of the voting membership. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular *or alternate* members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular *or alternate* members upon the expiration of the term of office of any incumbent members.

 13.2.3 Election; Term of Office; Eligibility -

 A. Election - The House of Delegates shall biennially elect regular *and alternate* members of the Administrative Review Board:

 B. Term of Office - The term of office shall be two (2) years. Each member *and alternate member* shall assume office upon election and shall serve until a successor takes office.

 C. Eligibility - Each regular *and alternate* member of the Administrative Review Board shall be an Individual Member of HISI and USA Swimming. In no case shall members of the Board of Directors serve on the Administrative Review Board.

 13.2.4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the “Chair”) who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shallbiennially appoint a Vice-Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.

 13.2.5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to the Administrative Review Board.

 13.2.6 Participation Through Communications Equipment ‑ Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence at such a meeting or hearing.

 13.2.7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.

 13.2.8 Resignations - Any regular *or alternate* member of the Administrative Review Board may resign by submitting a written resig­na­tion to the Chair, the General Chair or 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.

 13.2.9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer becomes incapacitated shall be in accordance with 6.9.

 13.2.10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or failing that, the General Chair) shall appoint an alternate *member* to act in the regular member’s place in respect of that circumstance.

13.3 GENERAL ‑

 13.3.1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,

 B. establish policies, procedures and guidelines,

 C. elect the Chair,

 D. call regular or special meetings of the Administrative Review Board,

 E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and

 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

 13.3.2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of HISI with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.

 13.3.3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board’s authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.

 13.3.4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

ARTICLE 14

CONVENTIONS AND DEFINITIONS

14.1 CONVENTIONS -

 .1 Terms Generally - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words “include”, “includes” and “including” shall be deemed to be followed by the phrase “without limitation”. The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term “or” shall be interpreted as though it were “and/or”. Captions have been used for convenience only and shall not be used in interpreting the Bylaws.

 .2 Capitalized Titles - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to XXSI positions and not to USA Swimming or another organization.

 .3 Notice Deemed Given; Last Known Address  -

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

 B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address shall be deemed given or delivered for all purposes under these Bylaws.

 C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email address of a member of XXSI shall be the mail or email address on file with XXSI or in SWIMS.

 .4 Time Period Convention - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.

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

**ARTICLE 14: CONVENTIONS AND DEFINITIONS**

*14.1 CONVENTIONS*

**14.1.1 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.

**14.1.2 CAPITALIZED TITLES**

Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to HISI positions and not to USA Swimming or another organization.

**14.1.3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS**

* A  Notice by Mail
* Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of HISI shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
* B  Notice by Email
* Notice given and writings delivered by electronic mail shall be deemed given or delivered for all purposes under these Bylaws.
* C Last Known Mail or Email Address
* For all purposes under these Bylaws, the last known mail or email address of a member of HISI shall be the mail or email address on file with HISI or in SWIMS.
* .

**14.1.4 TIME PERIOD CONVENTION**

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

**14.1.5 WAIVER OF NOTICE CONVENTION**

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

14.2 DEFINITIONS[[64]](#footnote-64)  - 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.

*14.2 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 to both to the singular and plural forms.

 .1 Article - a principal subdivision of these Bylaws.

**14.2.1 “Article” -** a principal subdivision of these Bylaws.

 .2 *[Articles or Certificate]* of Incorporation - the document filed with [insert the title of the office and the state in which the document was filed; usually the Secretary of State] pursuant to which XXSI was formed.

**14.2.2 “Articles of Incorporation”** - the document filed with the Department of Commerce and Consumer Affairs, Business Registration Division, State of Hawaii pursuant to which HISI was formed.

 .3 Athlete Representative - an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

**14.2.3 “Athlete Representative” -** an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors

 .4 Board Member - a member of the Board of Directors, including the At-Large Board Members.

**14.2.4 “Board Member” -** a member of the Board of Directors, including the At-Large Board Members.

 .5 Board of Directors - the Board of Directors of XXSI.

**14.2.5 “Board of Directors” -** the Board of Directors of HISI.

 .6 Bylaws - these bylaws as adopted and amended from time to time by, and in effect for, XXSI.

**14.2.6 “Bylaws” -** these bylaws as adopted and amended from time to time by, and in effect for, HISI.

 .7 Coach Representative - a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.

**14.2.7 “Coach Representative” –** a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.

 .8 FINA - the Federation Internationale de Natation, the international governing body for the sport of swimming.

**14.2.8 “FINA” -** the Federation Internationale de Natation, the international governing body for the sport of swimming.

 .9 Group Member Representative - an individual appointed to represent a Group Member in the House of Delegates.

**14.2.9 “Group Member Representative” –** an individual appointed to represent a Group Member in the House of Delegates.

 .10 House of Delegates - the House of Delegates of XXSI as established by Article 4 of these Bylaws.

**14.2.10 “House of Delegates” -** the House of Delegates of HISI as established by Article 4 of these Bylaws.

 .*11 Immediate Past General Chair - the individual who is the immediate past General Chair of XXSI.*

**14.2.11 “Immediate Past General Chair” -** the individual who is the immediate past General Chair of HISI.

 .12 IRS Code - the current United States Internal Revenue Code.

**14.2.12 “IRS Code” -** the current United States Internal Revenue Code.

 .13 Local Swimming Committee / LSC - XXSI as defined by the USA Swimming Corporate Bylaws.

**14.2.13 “Local Swimming Committee”/“LSC” -** HISI as defined by the USA Swimming Corporate Bylaws.

 .14 Member - a Group Member or an Individual Member.

**14.2.14 “Member” -** a Group Member or an Individual Member.

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

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

 .16 Policies and Procedures - the principles, rules, and guidelines of XXSI, as amended and adopted by the Board of Directors or the House of Delegates.

**14.2.16 “Policies and Procedures” –** the principles, rules, and guidelines of HISI, as amended and adopted by the Board of Directors or the House of Delegates.

 .17 Section - a subdivision of the Articles of these Bylaws.

**14.2.17 “Section” -** a subdivision of the Articles of these Bylaws.

 .18 Territory - the geographic territory over which XXSI has jurisdiction as a Local Swimming Committee.

**14.2.18 “Territory” -** the geographic territory over which HISI has jurisdiction as a Local Swimming Committee.

 .19 USA Swimming - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.

**14.2.19 “USA Swimming” -** USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.

 .20 XXSI - the *[state of incorporation]* not-for-profit corporation to which these Bylaws pertain.

**14.2.20 “HISI” -** Hawai’i not-for-profit corporation to which these Bylaws pertain.

.21 Zone Board of Review - the Board of Review of the Zone in which XXSI 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.

 14.2.21 Zone Board of Review - the Board of Review of the Zone in which HISI 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.

**Bylaws History**

Original Bylaws passed 11/10/1998 Bylaws rewritten with amendments 09/15/2005

Changes proposed at Board of Directors: 09/10/2006 for presentation to House of Delegates for vote: 10/15/2006 (meeting postponed due to earthquake); accepted on 10/21/2006.

Amended: April 14, 2007 (change of term of office and fiscal year)

Amended: September 29, 2007 by act of USA Swimming House of Delegates (representation of athletes on Board of Review)

Amended: January 13, 2008 (use of secure electronic means for voting [4.13, 4.13.1, 5.16, 5.16.1] and new elections process [6.2.1])

Amended: July 11, 2010 (voting procedures for athlete, coaches, and officials’ representatives incorporating 6.2.1 [4.1.3, 4.1.3.1; 4.1.4, 4.1.4.1; 4.1.4., 4.1.4.1]) and (amendment to bylaws procedures [11.3.1])

Adopted Version 2010 October 2010 (updates section and article numbers and brings the document into compliance with USA Swimming mandated changes from 2008 and 2009)

* Board of Directors adopted Version 2010 with changes to election date for Officials and Coaches to the Short Course Championships in December.
* The HOD voted to include new language for 605.7 Executive Committee at its October 3 meeting.
* Updates to 603.9.3 Failure to Pay were mandated by USA Swimming at 2010 Convention and included in this version.
* Elimination of Section 602.2.3 per USA Swimming HOD vote at 2010 Convention included in this version.

Amended: November 21, 2010 updates based on consultation with USA Swimming to complete compliance with national bylaws template. Board of Directors voted to change the name of the corporation as required by USA Swimming to “Hawaiian Swimming, Inc. (Hawaiian Swimming)”. (See Section 601.1)

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Amended: November 20, 2011 updates based on USA Swimming HOD changes to the national bylaws template. 604.1.2 Non-Athlete At-Large House Members; 604.1.3 Athlete Representatives; 605.2 At-Large Board Members; 607.3 Members and Ex- Officio Members of Standing Committees. The changes were primarily concerned with insuring that athletes hold at least 20% of the representation in the House, Board and on Standing Committees. (Reaffirmed by HOD March 18, 2012.)

Amended: March 18, 2012: Section 604.5 Annual and Regular Meetings.

Amended: November 11, 2012: Updates based on USA Swimming HOD changes to the national bylaws template, creating the Safe Sport Coordinator and Committee. 607.1.1 ADMINISTRATIVE DIVISION – Administrative Vice Chair [add to list:] Safe Sport Coordinator. 607.2.2 DUTIES AND POWERS OF NON-CHAIR CHAIRS AND COORDINATORS [add new section G and change current sections to H, I.] G. SAFE SPORT COORDINATOR, and new G.1-6. 607.3: renumber current .4 and .5 to .5 and .6. New section: .4 SAFE SPORT COMMITTEE. 607.4: renumber current .4 and .5 to .5 and .6. New section: .4 SAFE SPORT COMMITTEE and new .4.1-.5.

Amended: November 16, 2013: Updates based on USA Swimming HOD changes to the national bylaws template. 611.3 addition of notification within 60 days of changes to Bylaws at bylaws@usaswimming.org; delete Article 610 Board of Review Organization; 604.8.1 amended eligibility of Nominating Committee members to exclude Executive Committee member and the current General Chair.

Amended: April 13, 2014: House of Delegates amended section 604.1.3 to require four Athlete Representatives be elected to the Board of Directors rather than the current two representatives. Section 604.1.3.1 was also amended to reflect this change in the elections process.

Bylaws compliance audit by John R. Morris, General Counsel, USA Swimming. July 7, 2014. Changes accepted.

Amended: April 12, 2015. Section 603.1 Club Member to include Seasonal Club Member in the section. Section 616.2.38 to define “Seasonal Club Member” and term of 150 days as maximum number of consecutive days in a “season.”

Amended: November 22, 2015. Section 601.1 to rename the corporation “Hawaiian Swimming LSC, Inc. (“Hawaiian Swimming”)”. Section 602.1.2 to require that unattached members of Hawaiian Swimming reside in the geographical territory of Hawaiian Swimming. Section 607.3 and subsections to require that every committee have athlete members and that the athlete membership constitute at least 20% of the voting membership on the committees.

1. *Substitute the LSC code assigned in Article 603 of the USA Swimming Rulebook for “XX.”* [↑](#footnote-ref-1)
2. *Wherever Policies and Procedures is listed throughout this document, the LSC should replace with the appropriately titled document for that context (such as LSC Rules and Regulations, Board Policy Manual, etc.).* [↑](#footnote-ref-2)
3. *If the LSC offers optional membership categories, list as appropriate.* [↑](#footnote-ref-3)
4. This is Section 602.1.3 in our current bylaws. [↑](#footnote-ref-4)
5. This is Section 603.8 in current bylaws [↑](#footnote-ref-5)
6. *The LSC may add all, none, or specific chairs/coordinators or other members to the House of Delegates.* [↑](#footnote-ref-6)
7. *The LSC may vary the number of representatives accorded Group Members, either by absolute number or by a formula determining the number that is based on the number of swimmers registered to the Group Member relative to the number of swimmers registered in the LSC. The LSC may deny Affiliated Group Members or Seasonal Club Members the right to be represented.* *The LSC may designate categories of its voting delegates, such as athlete, coach, non-coach.* [↑](#footnote-ref-7)
8. *If Ex-officio members listed in Section 5.3 are not members of the House of Delegates, list those exceptions here.* [↑](#footnote-ref-8)
9. Language on 20% is in Section 604.1.2 in our current bylaws. [↑](#footnote-ref-9)
10. *An LSC may deny the Group Member Representatives of Affiliated Group Members or Seasonal Club Members the right to vote. This can be accomplished with the addition of the following clause after “Group Member Representatives” and before the comma: “(other than those of Affiliated Group Members.)”*  [↑](#footnote-ref-10)
11. *An LSC may specify a specific schedule here.* [↑](#footnote-ref-11)
12. *An LSC may vary this provision to provide a higher quorum of either general or limited applicability, but this is not generally recommended.* [↑](#footnote-ref-12)
13. *Each LSC may add to this list other positions in accordance with its needs, but may not remove any of the listed positions. Typical positions on many Boards include: Officials Chair, Registration/Membership Coordinator, Technical Planning Chair, Diversity Chair, Disability Chair, Operational Risk Chair/Coordinator, and Non-Athletes At-Large.* [↑](#footnote-ref-13)
14. *If permitted under the laws of the state of incorporation, a staff member may serve as Secretary with voice but no vote.* [↑](#footnote-ref-14)
15. *If permitted under the laws of the state of incorporation, a staff member may serve as Treasurer with voice but no vote.* [↑](#footnote-ref-15)
16. *Program Operations Vice-Chair may be substituted.* [↑](#footnote-ref-16)
17. *Program Development Vice-Chair may be substituted.* [↑](#footnote-ref-17)
18. *The number of At-large Board positions may not exceed a number equal to or greater than half of the voting members of the Board.* [↑](#footnote-ref-18)
19. *The House of Delegates may create classes of At-Large Board Members, such as an At-Large Board membership to be held by a Coach Member or representatives of the division of XXSI.* [↑](#footnote-ref-19)
20. *An LSC may include the provisions for ex-officio members of the Board of Directors such as the Immediate Past General Chair.* [↑](#footnote-ref-20)
21. *Although not recommended, this provision may be omitted if desired. Alternatively, or in addition to the club affiliation limitation, an LSC may impose a limitation based on geography. In order to preserve continuity across the LSCs, if an LSC elects to omit this provision, the Section number and heading should remain with the addition of the following commentary: “This Section is reserved for future use.”* [↑](#footnote-ref-21)
22. *This list of duties and powers may be expanded by an LSC, but not contracted. However, an LSC may add a provision that the Board of Directors may not override policy or program established by the House of Delegates either (a) at all or (b) unless the vote reflects a two-thirds or greater majority. In addition, the LSC may not expand the Board’s duties and powers to include removal of persons not appointed by the Board.* [↑](#footnote-ref-22)
23. *An LSC may omit the italicized sentence or modify it to remove or reduce the length of the notice required or prohibit the Board from overriding policy established by the House of Delegates.* [↑](#footnote-ref-23)
24. This section is in our current bylaws. The use of email was inserted in the new template as shown, however, this subsection would allow us to use newer web voting technologies at the discretion of the Board of Directors or House of Delegates. [↑](#footnote-ref-24)
25. *It is recommended that approximately half of the elected positions be elected in odd-numbered and half in even-numbered years using two-year terms of office. This section may be further varied to allow for other terms of office. If staggered, the election year for each office should be specified adjacent to each position listed in 6.1.1 thru 6.1.7.* [↑](#footnote-ref-25)
26. *Program Operations Vice-Chair may be substituted.* [↑](#footnote-ref-26)
27. *Program Development Vice-Chair may be substituted.* [↑](#footnote-ref-27)
28. *If permitted under the laws of the state of incorporation, a staff member may serve in the position of secretary with voice but no vote and should be indicated in adjacent parentheses that the position is filled by staff and not elected by HOD.*  [↑](#footnote-ref-28)
29. *If permitted under the laws of the state of incorporation, a staff member may serve in the position of treasurer with voice but no vote and should be indicated in adjacent parentheses that the position is filled by staff and not elected by HOD.*  [↑](#footnote-ref-29)
30. *Delete the electronic vote option if not permitted under the LSC state law of incorporation.* [↑](#footnote-ref-30)
31. *Delete the electronic vote option if not permitted under the LSC state law of incorporation.* [↑](#footnote-ref-31)
32. *LSCs may substitute this language “Two (2) Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected.”* [↑](#footnote-ref-32)
33. *Delete the electronic vote option if not permitted under the LSC state law of incorporation.* [↑](#footnote-ref-33)
34. *An LSC may choose the methods of selection for all non-officer Board positions. The Athlete & Coach Representatives must be selected in accordance with provisions A or B. Any single-person position, other than General Chair, that has been listed as a chair should be changed to “coordinator”.* [↑](#footnote-ref-34)
35. *The term of office shall not exceed 4 years.* [↑](#footnote-ref-35)
36. *An LSC may vary this to provide that the officers shall assume their duties upon the start of the fiscal year of XXSI­, a date corresponding to the end or beginning of the competitive season cycle­, or another convenient date specified herein. If a date is specified, then “is chosen” should be deleted and replaced with “takes office.”* [↑](#footnote-ref-36)
37. *An LSC may include all, some, or none of the Board Members listed in italics or add other Board Members. No exception may be made for the terms of office of the General Chair or the Vice-Chairs. Consecutive term limits may also be established for service on the Board of Directors, with the exception of the person ascending to the office of the General Chair.* [↑](#footnote-ref-37)
38. *The number of officers empowered to sign in the name of the LSC may be changed as deemed appropriate or as mandated by applicable laws and regulations of the state of incorporation or its Articles/Certificate of Incorporation.* [↑](#footnote-ref-38)
39. *LSCs are authorized to establish additional divisions to align with their programming needs.* [↑](#footnote-ref-39)
40. *Program Development may be substituted for Age Group (Division and Vice-Chair).* [↑](#footnote-ref-40)
41. *Program Operations may be substituted for Senior (Division and Vice-Chair).* [↑](#footnote-ref-41)
42. *These committees must be defined as standing committees in these Bylaws or as operational committees in the XXSI Policy and Procedures.* [↑](#footnote-ref-42)
43. *These committees must be defined as standing committees in these Bylaws or as operational committees in the XXSI Policy and Procedures.* [↑](#footnote-ref-43)
44. **(current structure of Bylaws on all committees has been changed to fit the new template. If font is in “black” then it is in the current bylaws. Red Underline indicates an new addition not currently in our bylaws.** [↑](#footnote-ref-44)
45. *These duties may be assigned to a separate Audit Committee, which must be defined as a standing committee in these Bylaws.* [↑](#footnote-ref-45)
46. *These duties may be assigned to a separate Budget Committee, which must be defined as a standing committee in these Bylaws.* [↑](#footnote-ref-46)
47. *These duties may be assigned to a separate Audit Committee, which must be defined as a standing committee in these Bylaws.* [↑](#footnote-ref-47)
48. *These duties may be assigned to a separate Budget Committee, which must be defined as a standing committee in these Bylaws.* [↑](#footnote-ref-48)
49. *Number accordingly.* [↑](#footnote-ref-49)
50. *If a Operational Risk Coordinator is a Board member, it should not be included in this section. Otherwise, the committee (chair, members, and duties) must be listed here. If a coordinator but not a Board member, the position and duties must be listed here.* [↑](#footnote-ref-50)
51. *The LSC may define specific positions (such as a coach or, official) as members.* [↑](#footnote-ref-51)
52. *Number accordingly.* [↑](#footnote-ref-52)
53. *If a Operational Risk Coordinator is a Board member, it should not be included in this section. Otherwise, the committee (chair, members, and duties) must be listed here. If a coordinator but not a Board member, the position and duties must be listed here.* [↑](#footnote-ref-53)
54. *The LSC may define specific positions (such as a coach or, official) as members.* [↑](#footnote-ref-54)
55. *Existence of an LSC Executive Committee is optional. An LSC may add additional members to an Executive Committee, while maintaining 20% athlete representation. The resulting size at some point defeats the purpose of having an Executive Committee which can be quickly assembled to deal with urgent matters. A high quorum requirement may have the same practical effect.* [↑](#footnote-ref-55)
56. *Program Operations Vice-Chair may be substituted.* [↑](#footnote-ref-56)
57. *Program Development Vice-Chair may be substituted.* [↑](#footnote-ref-57)
58. This new Article Eight is a consolidation of the materials found in our current Article 608, much of which would now be transferred to the Policies and Procedures Manual. [↑](#footnote-ref-58)
59. *The wording of this Article may be changed to comply with applicable laws and regulations in the jurisdiction of incorporation, but the substance of this Article is mandatory. In certain jurisdictions, this provision may need to be added to Articles/Certification of Incorporation. Advice of an attorney in such jurisdiction should be sought in connection with the adoption or modification of this Article. A copy of such advice and notice of the corresponding changes to this Article shall be furnished to USA Swimming Rules and Regulations Committee. The indemnity provided by this Article is or may be broader than the insurance presently provided by USA Swimming to the LSCs.*  [↑](#footnote-ref-59)
60. *Each LSC may (but is not required to) adopt the following Article to allow the LSC to internally handle administrative matters which do not rise to the level of a Code of Conduct violation. LSCs which do not adopt this Article should retain the Article 13 numbering and note: “[Intentionally Deleted.]” where the Article title would otherwise be.* [↑](#footnote-ref-60)
61. *The Administrative Review Board must have at least three (3) regular members. Alternate members may be elected.* [↑](#footnote-ref-61)
62. *Each LSC may (but is not required to) adopt the following Article to allow the LSC to internally handle administrative matters which do not rise to the level of a Code of Conduct violation. LSCs which do not adopt this Article should retain the Article 13 numbering and note: “[Intentionally Deleted.]” where the Article title would otherwise be.* [↑](#footnote-ref-62)
63. *The Administrative Review Board must have at least three (3) regular members. Alternate members may be elected.* [↑](#footnote-ref-63)
64. *Subsections should be properly alphabetized and numbered within the list of definitions.* [↑](#footnote-ref-64)