

# AMENDED AND RESTATED BYLAWS OF MICHIGAN SWIMMING, INC.

## EFFECTIVE DATES

By Resolution of the House of Delegates of Michigan Swimming, Inc. on January 10, 2010,  
these Amended and Restated Bylaws were adopted, effective as of January 10, 2010.

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## **ARTICLE 1**

### **NAME, OBJECTIVES, TERRITORY, AND JURISDICTION**

**1.1 NAME** - The name of the corporation shall be Michigan Swimming, Inc. ("MS" herein).

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

**1.3 GEOGRAPHIC TERRITORY** - The geographic Territory of MS is the State of Michigan.

**1.4 JURISDICTION** - MS shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee (herein "LSC") of USA Swimming to conduct swimming programs consistent with MS's objectives and those of USA Swimming and to sanction, approve, observe, and oversee competitive swimming events within the Territory and to conduct swimming events within the Territory, its Region and its Zone (as those terms are defined in the Appendices to Part Six of the USA Swimming rulebook). MS shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.

## **ARTICLE 2**

### **MEMBERSHIP**

**2.1 MEMBERS** - The membership of MS shall consist of the following:

**.1 GROUP MEMBERS** - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and MS and paid the fees established by USA Swimming and MS pursuant to Article 3. An organization may be denied membership by the MS Membership/Registration Coordinator or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the MS Board of Review. An organization's status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of MS and USA Swimming and may be terminated by a decision of the MS Board of Review or the National Board of Review. Except for Affiliated Group Members, Group Members in good standing shall be entitled to participate in the programs of swimming conducted by MS and competitions sanctioned or approved by USA Swimming in accordance with Section 9.2.

**A. Club Members** - A Club Member is an organization which is in good standing as a Group Member of MS and USA Swimming and who has athletes and coaches who participate in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of MS and USA Swimming.

**B. Affiliated Group Members** - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of MS and USA Swimming, which is in good standing as a Group Member of MS and USA Swimming, but which does not have athletes and coaches who are all Individual Members of MS and USA Swimming.

**.2 INDIVIDUAL MEMBERS** - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USA Swimming and MS and paid the dues established by USA Swimming and MS pursuant to Article 3. An individual may be denied membership by the MS Membership/Registration Coordinator or by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which an Individual Membership could be terminated. Any denial of membership may be appealed to the MS Board of Review. An individual's status as an Individual Member is subject to the Individual Member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of MS and USA Swimming and may be terminated by a decision of the MS Board of Review or the National Board of Review. Individual Members (excluding Life Members, Non Athlete Members and Coach Members) in good standing shall be entitled to participate in competitions sanctioned or approved by USA Swimming.

**A. Athlete Members** - An Athlete Member is an individual who participates or competes in the sport of swimming and is in good standing as an Individual Member of MS and USA Swimming.

**B. Coach Members** - A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by MS and USA Swimming and who is in good standing as an Individual Member of MS and USA Swimming. Any individual desiring to act in any coaching capacity at any competition sanctioned or approved by USA Swimming must be a Coach Member in good standing of MS and USA Swimming.

**C. Active Individual Members** - An Active Individual Member is an individual other than a Coach Member, an Athlete Member or a Seasonal Athlete Member who is a trainer, manager, official, meet director, Board Member, At-Large House Member, officer, coordinator or committee chair or committee member of MS or a Group Member Representative or alternate and any other individual desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA Swimming and MS.

**D. Seasonal Athlete Members** - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for a period of time not longer than 150 days in a registration year and is in good standing as an Individual Member of MS and USA Swimming.

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

**.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT** - Membership in MS and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the MS Board of Review or the

National Board of Review for any violation of a member's responsibilities under Section 2.2, for any of the reasons set forth in the USA Swimming Rules and Regulations or for any other reason determined by the MS Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA Swimming or MS.

## **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 MS, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action which could bring the sport of swimming, MS or USA Swimming into disrepute. By applying for and accepting membership in MS and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to MS and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a LSC Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute MS, USA Swimming or the sport of swimming.

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

**.3 CLUB SAFETY COORDINATOR** - Each Club Member shall appoint an Active Individual Member or Coach Member to be a Club Safety Coordinator. The Club Safety Coordinator shall be responsible for disseminating safety education information received from USA Swimming and MS to the Club Member's athletes, coaches and other members and shall make recommendations to the Club Member concerning safety policy and its implementation. The Club Safety Coordinator shall timely make any reports requested by MS's Safety Coordinator.

## **ARTICLE 3**

### **DUES AND FEES**

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

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

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

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

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

**3.6 LIFE MEMBERS** - The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, fees, etc., for Life Members.

### **3.7 SANCTION, APPROVAL AND OTHER FEES**

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

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

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

### **3.8 FAILURE TO PAY**

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

**.2 ATHLETE MEMBER OBLIGATIONS** - The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USA Swimming, MS or their former LSCs, within the time prescribed, as evidenced by a final decision of the MS Board of Review, the National Board of Review or by a court of law, shall

preclude the delinquent member from (a) competing in any competition sanctioned or approved by USA Swimming, (b) obtaining an USA Swimming official time achieved in events swum at any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, MS or any other LSC, or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC.

**.3 CLUB/INDIVIDUAL OBLIGATIONS** - If a Club Member has secured a final court judgment or final Board of Review or National Board of Review decision against an Individual Member for nonpayment of financial obligations owed to the Club Member, then until the decision or judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned or approved by USA Swimming, (b) obtain an USA Swimming official time in events swum at any USA Swimming sanctioned or approved meets, (c) participate in any capacity in the affairs of USA Swimming, MS or any other LSC, or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.

**.4 INDIVIDUAL/CLUB OBLIGATIONS** - If an Individual Member has secured a final court judgment or a final Board of Review or National Board of Review decision against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, MS or any other LSC, including being represented in the House of Delegates by its Group Member Representative.

**.5 CONTINUED FAILURE TO PAY; TERMINATION OF MEMBERSHIP** - Continued failure to pay, within a reasonable period of time, as determined by the Board of Directors, the House of Delegates, the Board of Review or the National Board of Review shall be cause for termination of membership.

## **ARTICLE 4**

### **HOUSE OF DELEGATES**

**4.1 MEMBERS** - The House of Delegates of MS shall consist of the Group Member Representatives, the Board Members designated in Section 5.1 and the At-Large House Members (if any).

**.1 GROUP MEMBER REPRESENTATIVES** - Each Group Member in good standing shall appoint from its membership a Group Member Representative and one or more alternates. The appointment shall be in writing, addressed to the Office of MS and duly certified by the chief executive officer or secretary of the appointing Group Member. Prior to the start of the House of Delegates meeting, 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 Office of MS and signed by the chief executive officer or secretary of the appointing Group Member. Following the start of the House of Delegates meeting, no substitutions or changes are allowed.

**.2 AT-LARGE HOUSE MEMBERS** - Up to **five (5)** at-large members of the House of Delegates may be appointed by the General Chair. Additionally, a sufficient number

of athlete members-at-large shall be appointed by the General Chair with the advice of the Board of Directors to constitute at least 20% of the voting membership of the House of Delegates. The At-Large House Members shall hold office from the date of appointment through the conclusion of the next annual meeting of the House of Delegates following such appointment (that is, the at large appointment is valid for one House of Delegates meeting only).

**.3 ATHLETE REPRESENTATIVES; ELECTION** - The election of the Junior and Senior Athlete Representatives shall be conducted as outlined in the Athletes Section of the MS Rules and Procedures. In even numbered years an At Large Athlete Representative shall be appointed for a two-year term by the General Chair. If a vacancy in any of these positions occur as a result of resignation, etc., the General Chair shall appoint a replacement to serve out the remainder of the term.

**.4 COACH REPRESENTATIVES** - The election of the Coach Representatives shall be conducted as outlined in the Coaches Section of the MS Rules and Procedures.

**.5 OFFICIALS CHAIR:** The election of the Officials Chair shall be conducted as outlined in the Officials Committee Section of the MS Rules and Procedures.

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

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

**.1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AND AT-LARGE HOUSE MEMBERS** - Each of the Club Member Representatives, the Board Members and any At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.

**.2 AFFILIATED GROUP MEMBER REPRESENTATIVES** - Representatives of Affiliated Group Members, if any, shall have voice in the discretion of the presiding officer but no vote in meetings of the House of Delegates and its committees.

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

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

**.1** Elect the officers and members of the Board of Directors and the committee chairs and coordinators listed in Section 6.1 in accordance with Sections 6.2 through 6.6;

**.2** Elect alternates to the USA Swimming House of Delegates, if desired (see Section 6.7.13.2);

**.3** Elect the members of the Nominating Committee;

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

.8 Establish by resolution one or more committees. The committees shall have the powers and duties specified in the resolution, which may include delegation of one or more of the powers and duties of the House of Delegates [other than the powers to amend these Bylaws or remove Board Members and other elected officers];

.9 Amend the Bylaws of MS in accordance with Section 11.3; and

.10 Remove from office any Board Members, members of the Board of Review, or committee chairs, members or coordinators who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Board of Review for any of the reasons set forth in the USA Rules and Regulations. However, no Board Member, Board of Review member or elected committee chair or coordinator may be removed except upon not less than thirty (30) days written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations. Should the Board Member, Board of Review member or elected committee chair or coordinator contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the defendant shall have the same rights as if the hearing were to be conducted by the Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

**4.5 ANNUAL AND REGULAR MEETINGS** - The annual meeting of the House of Delegates of MS shall be held in the month of April or May of each year.

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

**4.7 MEETING LOCATION AND TIME** - All meetings of the House of Delegates shall take place at a site within the State of Michigan. 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 NOMINATING COMMITTEE**

**.1 MEMBERS OF NOMINATING COMMITTEE; ELECTION** - The Nominating Committee shall be comprised of not fewer than five (5) Active Individual Members, two (2) of which shall be elected annually by the House of Delegates or, if the House of Delegates does not act in a timely fashion, two (2) additional appointments then made by the Chair of the Nominating Committee. The two (2) elected or appointed members shall not also be current Board members. The current Senior Athlete Representative, the Senior Coach Representative and the Officials Committee Chair shall be permanent members of the Nominating Committee. An odd number of members greater than five (5) may be designated from time to time by either the House of Delegates or the Board of Directors. Any additional members shall not also be current Board Members. Each Nominating Committee member shall be a member of the House of Delegates and no more than three (three-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members. Section 6.6.3 (term limits) shall apply to members of the Nominating Committee, but service as the immediate Past General Chair shall not be counted for that purpose. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair shall appoint a successor to serve until the next meeting of the House of Delegates.

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

**.3 DUTIES OF NOMINATING COMMITTEE** - A slate of candidates for election as officers specified in Section 6.1 and the members of the Board of Review to be elected at the next annual House of Delegates meeting shall be prepared by the Nominating Committee. The Nominating Committee may in its discretion nominate one person for each position to be filled or may nominate more than one candidate for one or more of the positions. The Nominating Committee shall also nominate a slate of candidates for the Nominating Committee to be elected at the same annual meeting of the House of Delegates. The Nominating Committee shall present its slate to the Board of Directors no later than sixty (60) days prior to the election.

**.4 PUBLICATION OF NOMINATIONS** - Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 4.15.1 where convenient. See Section 6.1.5 for the methods which may be used for the distribution.

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

**.6 MEETINGS AND NOTICES** - Meetings of the Nominating Committee shall take place at a site within the State of Michigan when called by the Chair or any three (3) members of the Committee with a minimum of six (6) days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 also shall apply to the Nominating Committee's meetings and notices.

**.7 QUORUM** - A quorum for any meeting of the Nominating Committee shall consist of not fewer than four (4) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

#### **4.9 HOUSE OF DELEGATES MEETINGS OPEN; EXECUTIVE SESSIONS**

**.1 HOUSE OF DELEGATES** - House of Delegates meetings shall be open to all members of MS and USA Swimming **and any other interested parties**. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of MS shall be deliberated and decided in a closed executive session which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the House.

**.2 NOMINATING COMMITTEE; OTHER HOUSE OF DELEGATES COMMITTEES** - All meetings and deliberations of the Nominating Committee shall be conducted in executive (closed) session. Meetings of all other committees established by the House of Delegates shall be open to all members of MS and USA Swimming and other interested parties unless otherwise provided by the House of Delegates resolution creating the committee or by a vote of the committee as provided by the rules of the Parliamentary Authority.

**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 proposals to amend the MS Rules and Procedures, motions and other propositions, excluding proposed amendments to these Bylaws **(for Bylaw amendment procedures see Article 11.3)**, coming before the House of Delegates shall be determined by a majority vote if received by the MS Office no later than the last regularly scheduled meeting of the MS Board of Directors prior to any House of Delegates. Any proposals, motions or propositions received after this date or made from the floor of the House of Delegates shall then be determined by a two-thirds vote. A motion or order calling for the removal of a member of the Board of Review pursuant to Section 4.4.10 or a member of the Board of Directors shall be determined by a two-thirds vote after at least thirty (30) days notice.

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

**4.13 MAIL VOTE** - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, members of the Board of Review, elected committee chairs or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary, by first class mail, postage prepaid or by electronic mail shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 4.15.1) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

**4.14 ORDER OF BUSINESS** - At all meetings of the House of Delegates the following shall be included in the order of business to the extent applicable. The

order in which the various subjects are taken up may be varied. The General Chair is responsible for setting the agenda/order of business.

Roll Call

Reading, correction and adoption of minutes of previous meeting

Reports of officers

Reports of committees and coordinators

Presentation and approval of the annual budget

Presentation and approval of the annual audit pursuant to Section 8.5, when applicable

Unfinished (old) business

Elections

New business

Resolutions and orders

Adjournment

#### **4.15 NOTICES**

**.1 TIME** - Not less than twenty (20) days written notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 16.1.5 for the various permitted forms of notice.

**.2 INFORMATION** - The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose 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 fourteen (14) officers, committee chairs, vice chairs, coordinators and representatives of MS, together with those additional members designated in Sections 5.2 and 5.3:

- .1 General Chair (elected by House of Delegates)**
- .2 Administrative Vice Chair (elected by House of Delegates)**
- .3 Program Development Vice Chair (elected by House of Delegates)**
- .4 Program Operations Vice Chair (elected by House of Delegates)**
- .5 Finance Vice Chair (elected by House of Delegates)**
- .6 Secretary (elected by House of Delegates)**
- .7 Treasurer (elected by House of Delegates)**
- .8 Coach Representative (Senior) (elected by Coaches)**
- .9 Coach Representative (Junior) (elected by Coaches, at House of Delegates)**
- .10 Athlete Representative (Senior) (elected by Athletes)**
- .11 Athlete Representative (Junior) (elected by Athletes, at SCY State Champs)**
- .12 At-Large Athlete Representative (Appointed by General Chair)**
- .13 Safety Coordinator (elected by House of Delegates)**
- .14 Officials Chair (elected by Officials, at House of Delegates)**

**5.2 AT-LARGE BOARD MEMBERS** – [This Section is reserved for future use.]

**5.3 EX-OFFICIO MEMBERS** - The following person shall be an ex-officio member of the Board of Directors during the time period in which they meet the defined status:

.1 The Immediate Past General Chair of MS if he/she continues to be an Individual Member in good standing.

**5.4 LIMITATIONS** - This Section is reserved for future use.

**5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS** - The voice and voting rights of Board Members and Individual Members 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 NON-VOTING BOARD MEMBER - Unless entitled to vote under another provision of these Bylaws, the ex-officio member shall have voice but no vote in meetings of the Board of Directors and its committees.

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

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

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

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

.3 [This Section is reserved for future use;]

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

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

.6 Receive presentation of the annual audit report pursuant to Section 8.5 and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

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

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

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

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

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

## **5.7 EXECUTIVE COMMITTEE**

**.1 AUTHORITY AND POWER** - The Executive Committee shall have the authority and power to act for the Board of Directors and MS between meetings of the Board and the House of Delegates.

**.2 MEMBERS** - The members of the Executive Committee shall be the General Chair, who shall act as chair, Administrative Vice Chair, Program Development Vice Chair, Program Operations Vice Chair, Finance Vice Chair, Senior Athlete Representative, and Senior Coach Representative. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

**.3 MEETINGS AND NOTICE** - Meetings of the Executive Committee shall be held at any time or place within the State of Michigan when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 shall apply to the Executive Committee meetings and notices.

**.4 QUORUM** - A quorum of the Executive Committee shall consist of four (4) members of the Committee.

**.5 REPORT OF ACTION TO BOARD OF DIRECTORS** - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or

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

**5.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS** - Board of Directors and Executive Committee meetings shall be open to all members of MS and USA Swimming and any other interested parties. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members or Executive Committee members, respectively, are entitled to attend. By a majority vote the Board of Directors or the Executive Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors or the Executive Committee.

**5.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT (CONFERENCE CALL)** - Members of the Board of Directors or the Executive Committee may participate in meetings of the Board of Directors or the Executive Committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

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

**5.11 SPECIAL MEETINGS** - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members. This request shall be directed to the MS Office who is then authorized to schedule the meeting.

**5.12 QUORUM** - A quorum of the Board of Directors shall consist of those present and voting.

**5.13 VOTING** - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. The General Chair is entitled to and should vote on all matters unless a conflict of interest dictates otherwise.

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

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

**5.16 MAIL VOTE** - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice to the General Chair's appointments, or removals of officers, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid or by electronic mail shall distribute a written ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the

proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.17) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

#### **5.17 NOTICE OF MEETINGS -**

**.1 TIME** - Not less than fourteen (14) days prior to the meeting notice of the Board Meeting shall be given. Notice is accomplished by the MS Office emailing the Information in .2 below to everyone on the specific list created for that purpose kept at the MS Office [e.g. all Coach Members, all Individual and Life Members, Athletes serving on the MS Board and Club Delegates regardless of membership status].

**.2 INFORMATION** - The notice of a meeting shall contain the time, date, site and an expected agenda, which may be general. In the case of special meetings, the expected purpose(s) must be specifically listed.

**.3 EFFECT OF LACK OF 14 DAY NOTICE-** Failure to provide the notice required by Section 5.17.1 shall cause the meeting to be rescheduled and properly noticed.

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

Roll Call

Reading, correction and adoption of minutes

Report of Executive Committee

Reports of officers

Reports of committees and coordinators

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

Presentation of the annual audit report pursuant to Section 8.5 and adoption of its recommendation to the House of Delegates

Advice and Consent to Appointments

Unfinished (old) business

New business

Approval of applications for Group Membership

Resolutions and orders

Adjournment

### **ARTICLE 6**

#### **OFFICERS**

**6.1 ELECTED OFFICERS AND COMMITTEE CHAIRS** - The eight (8) officers, committee vice chairs and coordinators who shall be elected by the House of Delegates are:

General Chair

Administrative Vice Chair

Finance Vice Chair

Safety Coordinator

Program Development Vice Chair

Program Operations Vice Chair

Secretary

Treasurer

**6.2 ELECTIONS** - The House of Delegates, at its annual meeting, shall elect the General Chair, the Secretary, the Finance Vice Chair, and the Program Development Vice Chair in odd-numbered years; and the Administrative Vice Chair, the Program Operations Vice Chair, the Treasurer and the Safety Coordinator in even-numbered years.

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

**6.4 HOUSE OF DELEGATES DOUBLE VOTE PROHIBITED** - An Individual entitled to vote in the House of Delegates by virtue of holding a position in MS may not also vote as a Group Member Representative in the House of Delegates.

**6.5 OFFICES COMBINED OR SPLIT -**

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

**.2 OFFICES COMBINED** - Any office other than General Chair, Finance Vice Chair and Treasurer may be combined with any other office. This may be accomplished by the Nominating Committee nominating a single Individual Member to serve simultaneously as two officers and by the House of Delegates so electing at the time of the meeting.

**.3 VOTES** – Two Individual Members who jointly hold an office as provided in Section 6.5.1 and 6.5.2 shall be entitled to one collective vote and these two Individual Members shall decide how to cast such vote.

An Individual Member who serves simultaneously as two officers as provided in Section 6.5.2 shall be entitled to only one vote; said Individual Member shall not be entitled to a vote for each office held.

**6.6 TERMS OF OFFICE -**

**.1 TERM OF OFFICE** - The terms of office of all elected members of the Board of Directors shall be two (2) years.

**.2 COMMENCEMENT OF TERM** - Each person elected to a position by or at the House of Delegates assumes office (begins their term) at the end of the House of Delegates Meeting where he/she was elected.

**.3 CONSECUTIVE TERMS LIMITATION** - No Individual Member who has been elected by the House of Delegates and served four (4) successive years (two terms) shall be eligible for re-election to the same position until a lapse of two (2) years has occurred. 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.



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

**.1 GENERAL CHAIR:** The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of MS, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice of the Board of Directors, shall appoint committee chairs and members for standing and special committees or coordinators as may be necessary to permit MS to effectively, efficiently and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of MS.

**.2 SECRETARY:** The Secretary, or a designee, shall be responsible for keeping a record and taking minutes of all meetings of the House of Delegates and Board of Directors, conducting official correspondence, issuing meeting and other notices and making such reports to USA Swimming as are required by Article 8 of these Bylaws and shall perform all other duties incidental to the office of Secretary. The Secretary in conjunction with the staff of the MS' Office shall be custodian of the records of MS and attest the execution of all duly authorized instruments. The Secretary shall cause to be kept at the MS' Office copies of all minutes, official correspondence, meeting and other notices and any other records of MS.

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

The Treasurer shall:

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

B. cause the moneys, securities and other financial instruments of MS to be deposited in the name and to the credit of MS in such institutions as shall be designated in accordance with Section 6.11 or to be otherwise invested as the Finance Vice Chair, the Finance Committee or the Board of Directors may direct;

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

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

E. cause to be kept at MS's permanent office correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, the Finance Vice Chair, the Finance Committee or the Treasurer shall determine;

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

G. cause MS to be in compliance with the requirements of Section 8;

H. have the power to require from the officers, committee chairs, coordinators, staff or agents of MS reports or statements giving such information as the Treasurer may determine to be appropriate or helpful with respect to any and all financial transactions of MS;

I. have the power to appoint one or more assistant treasurers and delegate to them one or more of the Treasury functions;

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

**.4 ADMINISTRATIVE VICE CHAIR:** The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair, and when so acting shall have all of the powers of the General Chair. The Administrative Vice Chair shall have general charge of the business, affairs and property of the division that administers MS business and affairs. The Administrative Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, and committees and coordinators. The Administrative Vice Chair shall be responsible for the maintenance of MS's Rules and Procedures Manual which shall include the timely annual updating of any changes passed at the MS House of Delegates. The Administrative Vice Chair shall be responsible for the maintenance, as well as periodic reviews of the MS Bylaws, which shall include the timely updating of any Bylaw changes made at the USA Swimming House of Delegates. The Administrative Vice Chair serves as liaison to the Athlete Representatives, and shall be responsible to see that the Athlete Representatives elections are held in accordance with these Bylaws. The Administrative Vice Chair shall be responsible for the MS website and assist in the computerization of any MS functions that could benefit by such actions.

**.5 PROGRAM DEVELOPMENT VICE CHAIR:** The Program Development Vice Chair shall chair and have general charge of the affairs and property of the division that develops, coordinates and conducts swimming programs for all levels of swimming in the State of Michigan, including the development of long-range plans for both Age Group and Senior swimming programs. The Program Development Vice Chair shall

be responsible for MS functions related to disability swimming, club development and outreach activities.

**.6 PROGRAM OPERATIONS VICE CHAIR:** The Program Operations Vice Chair shall chair and have general charge of the affairs and property of the division that coordinates and facilitates the conduct of all swimming programs for MS including the awarding of meet sanctions and approvals to Club Members, facilities and equipment rentals and meet management for all swimming meets sponsored by MS. The Program Operations Vice Chair shall have general oversight of meet sanctions and approvals, meet evaluations, and state championship meet format and awards. **It is the preferred policy of MS that this position be occupied by two individuals.**

**.7 FINANCE VICE CHAIR:** The Finance Vice Chair is the chief financial officer of MS. The Finance Vice Chair shall chair and have general charge of the affairs and property of the division that includes the Treasury function, the development and implementation of an investment program for MS's working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for MS. The Finance Vice Chair, with the assistance of the Finance Committee, shall prepare an annual budget for MS's operations and present the budget for approval by the Board of Directors and the House of Delegates. In addition, the Finance Vice Chair shall cause to be conducted the audit required pursuant to Section 8.5 and shall review, or shall cause the Audit Committee to review, the annual audit report and recommend acceptance and appropriate action, if any, with regard thereto by the Board of Directors and the House of Delegates. The Finance Vice Chair is responsible for the adequacy of MS's system of internal financial and accounting controls. The Finance Vice Chair is the chair of the Finance Committee. The Finance Vice Chair shall monitor Swim-A-Thon activity within MS. Together with the Treasurer; the Finance Vice Chair is ultimately responsible for MS's compliance with Section 8.5.

**.8 ATHLETE REPRESENTATIVES:** The Athlete Representatives shall serve as the liaison between the athletes who are members of MS and the Board of Directors and House of Delegates.

**.9 COACH REPRESENTATIVES:** The Coach Representatives shall serve as a liaison between the coaches who are members of MS and the Board of Directors and House of Delegates.

**.10 OFFICIALS CHAIR; OFFICIALS COMMITTEE:** The Officials Chair shall chair the Officials Committee which shall be responsible for recruiting, training, certifying and supervising officials for MS. The Officials Chair shall assign key officials for state championship meets in accordance with the MS Rules and Procedures and shall assign MS observers for high school state championship meets. The Officials Chair shall be a referee certified by MS. Each member of the Officials Committee shall be a certified official of MS.

**.11 SAFETY COORDINATOR:** The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of MS. The Safety Coordinator shall develop safety education programs and policies for MS and make recommendations regarding same, and the implementation thereof, to the Program Operations Vice Chair, the Administrative Vice Chair and the Board of Directors. The Safety Coordinator shall make the reports required pursuant to Section 8.7.

**.12 AT-LARGE BOARD MEMBERS** – [This Section is reserved for future use.]

**.13 MS DELEGATES TO USA SWIMMING HOUSE OF DELEGATES -**

**.1 Delegates** - It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, the Program Development Vice Chair, the Program Operations Vice Chair, the Senior Athlete Representative, and the Senior Coach Representative to attend the USA Swimming annual meeting as representatives of MS and as voting delegates to the USA Swimming House of Delegates. It shall be the duty and privilege of the Junior Athlete Representative to attend the USA Swimming annual meeting as a representative of MS and non-voting delegate to the USA Swimming House of Delegates.

**.2 Delegate Alternates** - If any of the delegates are unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice of the Board of Directors, may appoint alternates to attend the USA Swimming annual meeting as delegates representing MS.

**.3 Athlete Representative Alternates** - If an athlete delegate is unable to attend, then the General Chair, with the advice of the Board of Directors, may designate one or more Athlete Members to attend as a representative of MS.

**.4 Coach Representative Alternates** - If the Senior Coach Representative is unable to attend the USA Swimming annual meeting, then the Junior Coach Representative shall attend, and if neither Coach Representative is able to attend, then the General Chair, with the advice of the Board of Directors, may designate a Coach Member to attend as a representative of MS.

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

**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 State of Michigan for an extended period of time, 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; OFFICIALS CHAIR** - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, **the General Chair shall appoint**, with the advice of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until a successor can be elected by the appropriate constituent group. In the event of a vacancy in the office of Officials Chair, **the Officials Committee chooses the successor** (see MS Rules and Procedures).

**.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 Chair or member of the Board of Review, the General Chair shall appoint a successor, with the advice and 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 of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.

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

#### **6.10 OFFICERS' POWERS GENERALLY -**

**.1 AUTHORITY TO EXECUTE CONTRACTS, ETC.** - The General Chair, Administrative Vice Chair, or Finance Vice Chair each may sign and execute in the name of MS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.

**.2 ADDITIONAL POWERS AND DUTIES** - Each officer shall have other powers and perform other duties as may be prescribed in MS's Rules and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice Chair, the delegating officer or these Bylaws. The division Vice Chairs shall have the additional duties and powers set forth in Section 7.5.

**.3 DELEGATION** - Officers of MS 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, and orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and with the consent of the Board of Directors, any officer may delegate any portion of that officer's powers or duties to the paid staff of MS. 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 and fulfilled.

**.4 Assistant and Deputy Officers** - The House of Delegates or the Board of Directors may by resolution may create the office of deputy to one or more of the elected officers. The resolution or the Rules and Procedures Manual shall determine the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the State of Michigan or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

#### **6.11 DEPOSITORIES AND BANKING AUTHORITY -**

**.1 DEPOSITORIES, ETC.** - All receipts, income, charges and fees of MS shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors may select, or as may be selected by the Finance Committee or any officer or officers or agent or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of MS in any of its duly authorized depositories shall be made in the manner determined by the Finance Vice Chair, the Finance Committee or the Board of Directors. All funds of MS not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by the Finance Vice Chair, the Finance Committee, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.

**.2 SIGNATURE AUTHORITY** - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of MS shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of MS, and in the manner, as shall be determined by the Finance Vice Chair, the Finance Committee or Board of Directors.

### **ARTICLE 7**

#### **DIVISIONS, COMMITTEES AND COORDINATORS**

**7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS** - The six divisions of MS shall each be chaired by a Vice Chair, the Senior Athletes Representative or the Senior Coaches Representative whose respective powers, duties, jurisdiction and responsibilities are described in Section 6.7. Under each division Vice Chair there are officers, committees, coordinators as follows:

- .1 Administrative Division - Administrative Vice Chair**
  - Membership/Registration Coordinator
  - Publications Coordinator
  - Webmaster
  - Records/Top 10 Tabulator
  - Secretary
- .2 Program Development Division - Program Development Vice Chair**
  - Camp and Clinic Coordinator
  - Technical Planning Committee
  - Safety Coordinator
  - Zone Team Coordinator
- .3 Program Operations Division - Program Operations Vice Chair**
  - Meet Scheduling Committee
  - Officials Committee
  - Open Water Coordinator
  - National Times Verification Committee

- .4 Finance Division - Finance Vice Chair**  
Finance Committee  
Travel Fund Coordinator  
Treasurer
- .5 Athletes Division - Senior Athlete Representative**  
Athletes Representatives (Junior and Senior and At Large)
- .6 Coaches Division - Senior Coach Representative**  
Coach Representatives (Senior and Junior)

## **7.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS**

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

- A. Elected Chairs and Coordinators – (This Section is reserved for future use.)
- B. Ex-officio Chairs - Pursuant to Section 7.3, 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 of the Board of Directors and the respective division Vice Chair. The appointed standing committee chairs or coordinators shall assume office upon appointment or the date designated by the General Chair and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.

### **.2 DUTIES AND POWERS OF NON-OFFICER CHAIR AND COORDINATORS -**

- A. Finance Chair - The Finance Chair is responsible for chairing the committee as defined in Section 7.4.1.
- B. Meet Scheduling Chair - The Meet Scheduling Chair is responsible for chairing the committee as defined in Section 7.4.2.
- C. NTV Chair – The NTV Chair is responsible for chairing the committee as defined in Sections 7.3.4 and 7.4.4.
- D. Technical Planning Chair - The Technical Planning Chair is responsible for chairing the committee as defined in Section 7.4.5.
- E. Camp/Clinic Coordinator - The Camp/Clinic Coordinator is responsible for encouraging the Board of Directors, Club Members, or Affiliated Group Members to assist in conducting swimming camps for athlete members and conducting coaching clinics for coach members.
- F. Marketing/Public Relations Coordinator – The Marketing/Public Relations Coordinator may be appointed by the General Chair with the advice of the Board of Directors. The Marketing/Public Relations Coordinator is responsible for promoting a positive image of MS programs, initiating proposals for the marketing of MS programs, assisting MS clubs in the development of promotional materials and monitoring the use of the MS logo.

G. Membership/Registration Coordinator - The Membership/Registration Coordinator is authorized and obligated to conduct the registration of Group and Individual Members and supervise the transmission of registration information to USA Swimming and assist in the preparation of the reports required by Section 8.6, together with such additional reports as may be requested by USA Swimming, the Board of Directors, the Administrative Vice Chair or the Finance Vice Chair.

H. Open Water Coordinator - The Open Water Coordinator is responsible for promoting open water swimming in MS, developing policies and procedures related to open water events and conducting the MS Internet Distance meet.

I. Publications Coordinator - The Publications Coordinator is responsible for publishing the Michigan Swim Guide on an annual basis.

J. Records/Top 10/Recognition Coordinator - The Records/Top 10/Recognition Coordinator shall maintain MS records and MS Top 10 times and coordinate with USA Swimming staff regarding National Records and National Top 10 requirements. This individual shall be a paid staff member of the Office of MS.

K. Safety Coordinator - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of MS. The Safety Coordinator shall develop safety education programs and policy for MS and make recommendations regarding those programs and policies and their implementation to the applicable division Vice Chair and the Board of Directors. When approved by the Board of Directors, the Safety Coordinator shall be responsible for the coordination of their implementation by the Club Members. The Safety Coordinator shall prepare and transmit the reports required pursuant to Section 8.7.

L. Travel Fund Coordinator - The Travel Fund Coordinator, with assistance from the Treasurer and the MS Office, shall administer travel fund reimbursements to athlete members who participate in trials class meets, senior national championship meets, junior national championship meets, open water national championship meets, and major championship meets involving swimmers with disabilities.

M. Zone Team Coordinator - The Zone Team Coordinator shall coordinate all aspects of MS involvement in the Central Zone Championships, including selection of the zone team coaches and manager, selection of the zone team uniform, meet entries, and lodging arrangements.

### **7.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES -**

Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice of the respective division Vice Chairs and the chairs of the committee. The division Vice Chair shall be an ex-officio member (with voice and vote) of each standing committee within the respective division. The General Chair or the respective division Vice Chair may appoint the specified additional members and any other members deemed appropriate or necessary for any of the standing committees. Committee members appointed pursuant to the preceding sentence shall hold their appointments at the pleasure of the appointing officer or successor.



The ex-officio members and other designated members of certain standing committees shall be as follows:

**.1 FINANCE COMMITTEE** - The members of the Finance Committee shall be the General Chair, the Finance Vice Chair, who shall serve as chair, the Administrative Vice Chair, the Treasurer and the Senior Athlete Representative. A representative of the MS Office shall serve as a non-voting member of the Finance Committee.

**.2 MEET SCHEDULING COMMITTEE** - The seven (7) members of the Meet Scheduling Committee shall be the Program Operations Vice Chair (who shall serve as the Chair and who shall coordinate the compilation of the annual meet schedule and all related meet issues), the Program Development Vice Chair, the Senior and Junior Coach Representatives, the Senior and Junior Athlete Representatives, and the NTV Chair.

**.3 OFFICIALS COMMITTEE** - The members of the Officials Committee shall be the Officials Chair, who shall serve as chair and at least two other certified officials of MS as selected by the Officials Chair.

**.4 NTV COMMITTEE** - The members of the NTV Committee shall consist of the NTV Chair and the NTV/SWIMS Tabulator who shall be a staff member of the MS Office.

**.5 TECHNICAL PLANNING COMMITTEE** - The members of the Technical Planning Committee shall be the Technical Planning Committee Chair, who shall serve as chair, the Senior Athlete Member, a Coach Member and an at-large member.

#### **7.4 DUTIES AND POWERS OF STANDING COMMITTEES -**

**.1 FINANCE COMMITTEE** - The Finance Committee is authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of MS'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 is authorized and obligated to either conduct the annual audit of the books of MS pursuant to Section 8.5 and present the results thereof to the Board of Directors and the House of Delegates or (a) annually recommend an independent auditor to the Board of Directors, (b) review and negotiate the services to be performed by the independent auditor, (c) receive and review the audit and other reports submitted by the independent auditor and (d) submit the audit and other reports and make recommendations to the Board of Directors with regard thereto (the Treasurer shall not participate in the audit functions of the Finance Committee). The Finance Committee is authorized and obligated to consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The Finance Committee shall also regularly review MS's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment, make a determination of the best financing method for MS and make recommendations to the Board of Directors.

**.2 MEET SCHEDULING COMMITTEE** - The Meet Scheduling Committee is responsible for developing a proposed annual schedule of short course and long course meets [the skeleton schedule] to include age group, senior and open water meets, etc as appropriate, as well as awarding bids to host the scheduled meets. Members of the Meet Scheduling Committee must recuse themselves from voting on

bids where they have a conflict of interest. The selected Sanctioned and Approved meets as awarded by the Meet Scheduling Committee are subject to MS Board of Directors approval. Members of the Board of Directors must also recuse themselves from voting on bids where they have a conflict of interest.

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

**.4 NTV COMMITTEE** – The NTV Committee is authorized and obligated to fulfill the following responsibilities:

1) issue to USA Swimming a timely annual listing of meets in the State of Michigan which, upon proper application, will be OBSERVED by MS/USA Swimming certified officials;

2) insure that MS is in compliance with all NTV procedures provided by USA Swimming; and

3) insure that official times from Sanctioned, Approved and Observed meets swum in the State of Michigan are entered into the SWIMS database.

**.5 TECHNICAL PLANNING COMMITTEE** - The Technical Planning Committee is responsible for developing and coordinating an overall swimming program for all levels of swimming in the Territory, including Age Group, Senior, and open water programs, and the development of long-range plans for swimming programs. The Technical Planning Committee is also responsible for time standards and championship meet formats, subject to MS Board of Directors approval.

**7.5 DUTIES AND POWERS OF CHAIR GENERALLY** - The duties and powers of the General Chair, the division Vice Chairs, committee or subcommittee 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 charge are properly and promptly carried out;

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

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

.5 Keep the General Chair, the respective division Vice Chair or committee chair and the staff of MS's office informed of the respective coordinator, division, committee or subcommittee actions and recommendations;

.6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to MS's office;

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

.8 Perform the other specific duties listed in MS'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 AND POWERS OF COMMITTEES AND COORDINATORS**

**GENERALLY** - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by MS's Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chair or the respective division Vice Chairs. Except as otherwise provided in the Bylaws, the duties and powers of any other committees and subcommittees shall be prescribed by MS's Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, coordinator or chair pursuant to whose powers such committee or subcommittee was created.

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

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

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

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

**.2 NON-VOTING COMMITTEE OR SUB-COMMITTEE MEMBERS** - Unless entitled to vote under another provision of these Bylaws, the General Chair shall have voice but no vote in meetings of divisions, committees and sub-committees.

**.3 INDIVIDUAL MEMBERS** - Individual Members who are not members of the division, committee or sub-committee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.

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

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

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

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

**7.14 PROXY VOTE** - Voting by proxy in any meeting of a division, committee or sub-committee of MS 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 or sub-committee, not less than forty-eight (48) hours notice in the case of notice given by telephone, and six (6) days notice in all other cases, shall be given for any meeting of a division, committee or sub-committee of MS. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 16.1.5 for the various forms of notice.)

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

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

Roll Call

Reading, correction and adoption of minutes

Reports of coordinators and committees

Unfinished (old) business

New business

Resolutions and orders

Adjournment

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

**7.18 VACANCIES** - The determination of when the position of an appointed committee or subcommittee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 6.9 for provisions applicable to elected committee chairs and coordinators.) In the event of a vacancy or permanent incapacity the General Chair, with the advice of the Board of Directors and the respective division Vice Chair shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at

the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.

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

**7.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW** - Sections 7.5 through 7.16 shall apply to the Executive Committee, the Nominating Committee and any other committees of the Board of Directors or the House of Delegates, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the MS Policies and Procedures Manual. These provisions shall also apply to Board of Review meetings, but shall not apply to its hearings or deliberations.

## **ARTICLE 8**

### **ANNUAL AUDIT, REPORTS AND REMITTANCES**

**8.1 MINUTES** - The MS Secretary or designee who took the minutes shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the respective meeting to the Office of Michigan Swimming. Upon receipt, the Office of Michigan Swimming shall cause these minutes to be distributed to the Michigan swimming community and posted on the MS web site.

**8.2 FINANCIAL AND FEDERAL TAX REPORTS** - The Secretary shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of MS and the report thereon prepared in accordance with Section 8.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by MS under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.

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

**8.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION** - MS shall cause to be made available from the Treasurer or Finance Vice Chair to anyone requesting to see a copy of MS's federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include MS in USA Swimming's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.

**8.5 ANNUAL AUDIT** - An annual audit of the accounts, books and records of MS shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who

shall be a certified public accountant or by the Finance Committee. The audit shall cover any federal, state or local income tax return that MS is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of MS have been reviewed and fairly present the financial condition of MS as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

**8.6 MEMBERSHIP AND REGISTRATION REPORTS** - The Membership/Registration Coordinator or a delegate shall forward in a timely manner all required reports to the Executive Director of USA Swimming and the Treasurer of MS. The Membership/Registration Coordinator shall make periodic summary reports to the Administrative Vice Chair, the Board of Directors and the House of Delegates.

**8.7 SAFETY REPORTS** -

**.1 INCIDENT/OCCURRENCE REPORTS** - An occurrence report providing all of the information requested by applicable USA Swimming form should be completed at the time of the occurrence by the meet director, officer, coach or club officer with copies to USA Swimming national headquarters, the Safety Coordinator and the Administrative Vice Chair and the MS office.

**.2 REPORTS OF INJURIES** - The Safety Coordinator shall present a report concerning swimming- related injuries within the State of Michigan at each House of Delegates and Board of Directors meeting.

A. House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of MS and USA Swimming, the location of the occurrence and a brief description of the incident, the resulting injury and the emergency-care steps taken, together with any recommendation for action by MS and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Safety Coordinator is responsible for distribution of this report to each Club Safety Coordinator. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.

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

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

**8.8 MAILING ADDRESS** - MS shall notify in writing USA Swimming national headquarters of any change in its regular mailing address within fourteen (14) days of the change.

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

## **ARTICLE 9**

### **MEMBERS' BILL OF RIGHTS**

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

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

## **ARTICLE 10**

### **BOARD OF REVIEW ORGANIZATION**

**10.1 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 Stephens 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 2.2 and Article 9, and the USA Swimming Rules and Regulations, are intended to provide a clear statement of member responsibilities, liabilities for infractions thereof and 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, MS has established the Board of Review to hear complaints, protests and appeals regarding the administration and conduct (including acts and failures to act) of the sport of swimming in the Territory,

conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming or MS, or conduct that may bring USA Swimming, MS 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 uniform method of appeal from any decision, act or failure to act to which a member of MS or, where the conduct occurred in the Territory, another LSC takes exception, and to provide an opportunity for a fair hearing before a group of independent and impartial people. This Article and Part Four of the USA Swimming Rules and Regulations shall be construed accordingly.

## **10.2 BOARD OF REVIEW ORGANIZATION -**

**.1 ESTABLISHMENT** - The Board of Review of MS shall be independent and impartial.

### **.2 MEMBERS -**

A. The Board of Review shall consist of eight (8) members and these members shall be generally elected at the annual House of Delegates meeting (10.3.3(A)). However, the Senior Athlete and Junior Athlete Representatives are automatic members of the Board of Review. If at any time during the year there are insufficient numbers of members on the Board of Review to adequately conduct hearings or to conduct the general business of the Board of Review, the General Chair may appoint individual(s) to be on the Board of Review to remedy the deficiency. These appointees shall not also be current Directors.

B. Other than the Senior and Junior Athlete Members, it is preferred that Board of Review members are not also on the Board of Directors of MS. In no case shall elected members of the Board of Directors constitute a majority of the Board of Review (that is, no more than four (4) Directors may serve concurrently as Board of Review members). Accordingly, since the two athlete members are also Directors, as a general rule, no more than two (2) other Directors can be elected to the Board of Review at any given time. If there is already the maximum number of four (4) Directors currently serving, then a Director would be barred from seeking election to the Board of Review.

C. The House of Delegates may increase the number of Board of Review members at the annual meeting of the House of Delegates; however, it may only decrease the number of regular members upon the expiration of the term of office of any incumbent member (that is, incumbents may not be disenfranchised)House of Delegates.

**D. 20% Athlete Representation Rule:** The Board of Review and any hearing Panel hearing a case shall have a sufficient number of athlete members to constitute at least 20% of its membership. No hearing shall proceed without the required 20% or more athlete representation.

### **.3 ELECTION; TERM OF OFFICE; ELIGIBILITY**

A. Election: The House of Delegates shall annually elect three (3) members in even numbered years and three (3) members in odd numbered years.

B. Term of Office: The term of office shall be two (2) years. Each member shall assume office at the end of the House of Delegates meeting where he/she was elected.



C. Eligibility: Each member of the Board of Review shall be an Individual Member of MS and USA Swimming.

#### **.4 CHAIR ELECTED FROM WITHIN BOARD OF REVIEW; VICE CHAIR; SECRETARY**

The Chair, Vice Chair and Secretary of the Board of Review shall be elected annually by a majority vote of the regular members of the Board of Review at a meeting as soon as feasible following the annual House of Delegates meeting. The Chair, the Vice Chair and the Secretary of the Board of Review must be regular members of the Board of Review.

**.5 MEETINGS** - The Board of Review 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 Board of Review and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any three members. When meeting for administrative purposes, those provisions of Article 7 that are specified in Section 7.20 shall apply to the Board of Review.

**.6 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT** - Members of the Board of Review may participate in a meeting or hearing of the Board of Review 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 Board of Review shall be fifty percent (50%) of its members including athlete members.

**.8 RESIGNATIONS** - Any member of the Board of Review may resign by orally advising the Chair or 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 receipt.

#### **.9 INCAPACITIES AND VACANCIES -**

In the event of a vacancy in the office of the Board of Review Chair, a presiding officer or other members of the Board of Review, the LSC shall have in place reasonable written and published rules consistent with the laws of the State of Michigan to determine when such membership on the Board of Review becomes vacant or when a Chair, presiding officer or member becomes incapacitated. The determination as to when the Chair is temporarily incapacitated shall be within the discretion of the Board of Review, subject to any subsequent action of the House of Delegates. In the event of an incapacity or vacancy in the position of the Board of Review Chair, the Vice Chair shall serve as Acting Chair.

**.10 SUBSTITUTIONS FOR MEMBERS** - In the event that a member of the Board of Review or a Presiding Officer is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair of the Board of Review (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, then the Vice Chair; or failing that, the General Chair) shall appoint another regular member or, if none of the regular members

are available, a disinterested Individual Member to act in the member's place and stead in respect of that circumstance.

#### **.11 ADVICE; ATTORNEY AS PRESIDING OFFICER -**

A. Legal and Other Advice - Where appropriate or helpful, the Chair or Presiding Officer may consult the USA Swimming General Counsel, the Chairs of the USA Swimming Rules and Regulations Committee, Officials Committees, or of the Bylaws Subcommittee, or an attorney (who need not be a member of MS, USA Swimming or the Board of Review) retained by the Board of Review or the Chair regarding any issue raised by a proceeding.

B. Attorney as Presiding Officer - The Board of Review or the Chair may retain an attorney (who need not be a member of MS, USA Swimming or the Board of Review) to act as Presiding Officer at any hearing where it is appropriate or helpful. A Presiding Officer who is not a Board of Review member may not participate in the deliberations of the Board of Review or the designated panel or have a vote.

C. Attorney's Fees and Expenses - Prior to retaining an attorney on any basis requiring the payment of fees to the attorney (the payment of expenses to an attorney providing services at no charge shall not be considered as a payment of fees for this purpose), the Board of Review Chair or the Presiding Officer shall consult with the MS General Chair and the USA Swimming General Counsel. The Treasurer is authorized and directed to pay any fee and expenses charged by the attorney and approved by Board of Review Chair.

#### **10.3 GENERAL -**

**.1 ADMINISTRATIVE POWERS** - The Board of Review shall have the powers and the duty to:

- A. administer and conduct the affairs and achieve the purposes of the Board of Review,
- B. establish policies, procedures and guidelines,
- C. elect the Chair in accordance with Section 10.2.4,
- D. elect or provide for the appointment of other officers, agents, committees or coordinators to hold office for terms, and to have the powers and duties, specified,
- E. call regular or special meetings of the Board of Review,
- F. retain attorneys, agents and independent contractors and employ those persons who the Board of Review may determine are appropriate, necessary or helpful in the administration and conduct of its affairs
- G. 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 Board of Review shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of the State of Michigan 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 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 or the Presiding Officer, the exercise of the authority and powers of the Board of Review and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the panel, the rehearing panel or the regular membership of the Board of Review. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Board of Review's authority and power shall lie solely in its discretion and the interests of justice and the sport of swimming. However, the Board of Review shall exercise its power in response to a timely Petition filed with it, subject, in appropriate circumstances, to the power and discretion of the Chair or Presiding Officer to dismiss a Petition with permission to re-file for a stated period. In connection with any preliminary investigation, the Chair or Presiding Officer may offer the services of a Board of Review member to act as a mediator or similar positions under other alternative dispute resolution mechanisms.

**.4 TIMELINESS OF PETITION** - The Board of Review need not exercise its jurisdiction with respect to a Petition 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 Petition is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a Petition may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appealed to the National Board of Review pursuant to Article 408 of the USA Swimming Rules and Regulations.

**.5 FILING FEES** - The Board of Directors or the House of Delegates may impose a schedule of generally applicable fees to be collected at the time a Petition, Request for a Rehearing or Request for Formal Hearing following an Emergency Hearing is filed with the Board of Review. If, on its own initiative or upon written request, the Board of Review determines it to be in the interest of justice and the sport of swimming, the filing fee may be waived on a case by-case basis.

## **ARTICLE 11**

### **ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION**

**11.1 NON-PROFIT AND CHARITABLE PURPOSES** - As stated in Section 1.2, MS 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, MS 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 MS, 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.

**11.2 DEDICATION OF ASSETS, ETC.** - The revenues, properties and assets of MS are irrevocably dedicated to the purposes set forth in Sections 1.2 and 11.1 of these Bylaws. No part of the net earnings, properties or assets of MS shall inure to the benefit of any private person or any member, officer or director of MS.

### 11.3 AMENDMENTS OF BYLAWS -

1. **Submission to MS Office:** Any proposed amendment to these Bylaws must be submitted in writing to the MS Office at least 30 days prior to the date of the annual MS House of Delegates meeting so that the amendment can be included in the notice of the House of Delegates meeting pursuant to Article 4.15. The proposed amendment must clearly indicate what changes in the existing wording of these Bylaws would result by the adoption of the proposed amendment. Any proposed amendment to these Bylaws must be received by the MS Office at least 30 days prior to the meeting; no proposed amendments may be made from the floor of the House of Delegates.

2. **By MS House of Delegates:** Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the MS House of Delegates by a two-thirds vote of the members present and entitled to vote. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee.

It is the responsibility of the MS Administrative Vice Chair to forward all new amendments to the Chair of the USA Rules and Regulations Committee immediately following the conclusion of the MS House of Delegates meeting seeking USA Review and Approval. Amendments approved by the MS House of Delegates and then by the USA Rules and Regulations Committee, become effective on the September 1st following the date of the MS House of Delegates meeting that passed the amendment or sooner if so specified by the MS House of Delegates.

3. **By USA Swimming House of Delegates:** These Bylaws shall be deemed to be automatically amended ninety (90) days after the conclusion of any annual meeting of USA Swimming House of Delegates at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless MS shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.

4. **Role of MS Administrative Vice Chair:** The MS Administrative Vice Chair is responsible for including/editing the annual USA Swimming Amendments and MS House of Delegates Amendments (if any) into these bylaws which occur during the year and having them posted to the MS website by January 1st of each year.

**11.4 DISSOLUTION** - MS may be dissolved only upon a two-thirds majority vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of MS shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of MS, but shall be distributed to USA Swimming, Inc., to be used exclusively for educational or charitable purposes. If USA Swimming, Inc. 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 MS shall be distributed to a corporation or other organization meeting those criteria and designated by the MS

House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

## **ARTICLE 12**

### **INDEMNIFICATION**

**12.1 INDEMNITY** - MS 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 MS, 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 MS specified in Section 12.3 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. MS 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.

**12.2 EXCLUSION** - The indemnification provided by this Article 12, 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 Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

**12.3 INDEMNIFIED PERSONS** - As used in this Article 12, "Indemnified Person" shall mean any person who is or was a Board Member, Board of Review Chair or any Board of Review Member, Vice Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of MS, or is or was serving at the direct request of MS 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.

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

**12.5 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 13**

### **PARLIAMENTARY PROCEDURE**

**13.1 ROBERT'S RULES** - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern MS 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 MS, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.

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

**13.3 SPECIAL RULES OF ORDER** - The Administrative Vice Chair shall serve as MS Parliamentarian or, alternatively, an individual named by the Board of Directors. In the absence of the General Chair, the Administrative Vice Chair acting in his/her place shall recuse himself/herself from the role of Parliamentarian and the Board of Directors shall appoint a Parliamentarian for such meeting.

## **Article 14**

### **PERMANENT OFFICE AND STAFF**

**14.1 OFFICE** - MS shall maintain a principal office (officially registered with the Michigan Department of Labor and Economic Growth) in the State of Michigan at all times for the storage and maintenance of the books and records and equipment of MS, for other purposes as may be determined by the House of Delegates or the Board of Directors and for all purposes required **under the Michigan Nonprofit Corporations Act, MCL 450.2101 et seq.**

**It is the responsibility of the permanent office to file the State of Michigan required Annual Report/Nonprofit Corporation Information Update by September 1st of each year (or earlier if the statutes are subsequently amended) with the Michigan Department of Labor and Economic Growth. The form shall be completed in a true and accurate manner indicating the correct name and address of the MS residing agent and registered office. It is also the responsibility of the MS Office to insure that the annual fees associated with this filing are paid with MS funds.**

**14.2 STAFF** - MS shall retain paid staff at the MS Office as the Board of Directors may determine to be appropriate or necessary. The staff shall be under the general supervision of the General Chair and the Administrative Vice Chair. With respect to delegated functions of the officers, committee chairs and coordinators, the staff shall be responsible to the respective officer, committee chair or coordinator. The powers and duties of the paid staff shall be established in MS's Policies and Procedures Manual and/or by resolution of the Board of Directors.

**14.3 APPROPRIATIONS** - The Budget Committee shall include in its proposed budget a line item for the costs of the MS Office inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the General Chair shall be responsible for the administration of those funds. The compensation of the staff shall, to the extent possible, be treated as confidential.

## **ARTICLE 15**

### **MISCELLANEOUS**

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

**15.2 FISCAL YEAR** - The fiscal year of MS shall correspond to the calendar year.

**15.3 TAX STATUS; INTERPRETATION OF BYLAWS** - It is intended that MS 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 the appropriate sections of the IRS Code. Similarly, it is intended that MS shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

## **ARTICLE 16**

### **DEFINITIONS AND RULES OF INTERPRETATION**

**16.1 DEFINITIONS AND RULES OF INTERPRETATION** -

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

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

**.3 PRINCIPAL RULE OF INTERPRETATION** - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 15.3.

**.4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 10** - Article 10 shall be interpreted generously in order to achieve the intent expressed in Section 10.1.

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

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

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

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

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

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

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

**16.2 DEFINITIONS** - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the definitions of such terms are equally applicable both to the singular and plural forms thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. Additional definitions applicable solely to Article 10 are set forth in Section 10.2. For an additional definition applicable solely to Article 12, see Section 12.3:

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

.2 "Affiliated Group Member" shall mean any organization which supports the sport of swimming and the objectives and programs of MS and USA Swimming, but which



does not have Athlete Members and Coach Members, which is in good standing as a Group Member of MS and USA Swimming and is not a Club Member of MS.

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

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

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

.6 "Articles of Incorporation" shall mean the document filed with the Michigan Department of Consumer and Industry Services, Bureau of Commercial Services, Corporation Division, pursuant to which MS was formed.

.7 "At-Large Board Member" shall mean those Board Members designated as such.

.8 "At-Large House Member" shall mean the Individual Members appointed by the General Chair to be members of the House of Delegates.

.9 "Athlete Member" shall mean any individual who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of MS and USA Swimming.

10 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors pursuant to Section 4.1.3.

.11 "Board Member" shall mean a member of the Board of Directors. Where the context requires, the term does not include the Athlete Representatives or the Coach Representatives.

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

.13 "Board of Review" shall mean the investigative and judicial body of MS established pursuant to Section 10.2.

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

.15 "Bylaws" shall mean these bylaws as adopted by, and in effect for, MS.

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

.17 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of MS and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with MS and USA Swimming.

.18 "Club Member Representative" shall mean the individual appointed to represent a Club Member in the House of Delegates pursuant to Section 4.1.1.

.19 "Club Safety Coordinator" shall mean the Active Individual Member designated by each Club Member to serve as its liaison with MS and USA Swimming concerning safety matters.

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

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

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

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

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

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

.26 "House of Delegates" shall mean the House of Delegates of MS as established by Article 4 of these Bylaws.

.27 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of MS, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 4.4.10, the Board of Directors taking action pursuant to Section 5.5.11 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

.28 "Individual Members" shall mean Athlete Members, Seasonal Athlete Members, Coach Members, Active Individual Members and Life Members.

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

.30 "Life Member" shall mean any individual who is a life member of USA Swimming and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of MS and USA Swimming.

.31 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Code. MS is a Local Swimming Committee.

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

.33 "National Board of Review" shall mean the Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Code. Where the context requires, a reference to the National Board of Review shall include a reference to

the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

.34 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of MS.

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

.36 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 13.

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

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

.39 "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 4.1.3.

.40 "Senior Coach Representative" shall mean the Coach Representative senior in term of office.

.41 "Standing Committee" shall mean a committee of MS listed in Sections 7.1, 7.2 or 7.3.

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

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

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

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

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

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

.48 "MS" shall mean the Michigan not-for-profit corporation to which these Bylaws pertain.

.49 "MS Office" shall mean the permanent office of MS maintained in accordance with Article 14.

**END**