

**BYLAWS  
OF THE  
SKWIM INTERNATIONAL ASSOCIATION**

**General Provisions**

**Membership**

**Councils**

**Officers, Board of Directors and Committees**

**Administrative**

**Players and Playing**

**Hearing, Grievances and Appeals**

**Amendments**

**Published by the**

**SKWIM INTERNATIONAL ASSOCIATION**

**Adopted December 18, 2007**

**Skwim International Association**

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**BYLAWS  
OF THE  
SKWIM INTERNATIONAL ASSOCIATION**

**PART I--GENERAL PROVISIONS**

**Bylaw 100. NAME**

This organization shall be a non-profit corporation and known as the Skwim International Association (hereinafter referred to as “the Association”).

**Bylaw 101. PURPOSES**

(a)The purposes of the Association are:

1. to exercise, encourage, and inspire the joyful celebration of God’s glory in community; through physical, spiritual and emotional disciplines, while advancing aquatic safety, competence, fitness and sport;
2. to provide an environment free of alcohol use by any Association member during a Skwim competition or practice;
3. to teach participants good citizenship and foster physical, mental and emotional growth through sportsmanship and participation;
4. to grow and promote the sport of Skwim around the world, by educating the public about the sport, teaching participants how to play the sport, developing coaching for the sport and encouraging participation in the sport at all ages and levels of competition;
5. to aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organize and operated exclusively for charitable, scientific, or educational purposes, not part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and
6. to do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

(b) Additional purposes of the Association include:

1. to teach participants how to swim and/or improve their swimming skills;

2. to provide a drug free sport in accordance with the World Anti-Doping Code;
3. to provide for the continuing development of Skwim players, coaches, officials and administrators;
4. to adopt necessary uniform rules, regulations and ethical standards to hold competitions for the sport of Skwim, both indoor and outdoor;
5. to govern, coordinate, and administer the sport of Skwim around the world, including national and international games and tournaments;
6. to provide for World Championships and other competitions;
7. to increase the numbers of Skwim and swimming facilities; and
8. to provide for the equitable and prompt resolution of grievances;

## **Bylaw 102. DEFINITIONS**

The following definitions apply to these bylaws:

1. “**Amateur**” means any player who plays solely for the love of the game and is not monetarily compensated, other than a participation scholarship based on financial need, to play the game of Skwim;
2. “**Associate**” means an organization formed to advance a particular aspect of Skwim, but not responsible for recruiting, training, fielding and funding of Skwim players; and is not a member of any International Council;
3. “**Association**” means the Skwim International Association;
4. “**Association Member**” means any organization that has been accepted into membership of Skwim International Association as provided by Bylaw 205;
5. “**Board of Directors**” or “**Board**” means the Board of Directors established under Bylaw 411.
6. “**International Council**” means the voting body consisting of National Member Organizations;
7. “**International game**” means a game arranged between the teams of any National Member Organization and another National Member Organization or a team comprised of players of more than one National Member Organization;

8. "**IOC**" means the International Olympic Committee that is the corporation created to oversee all amateur athletic activity in the world;
9. "**League**" means an organization that conducts competition among Skwim teams;
10. "**National Adult Association**" means an amateur sports organization that conducts Skwim programs in which players compete; its players are not monetarily compensated in any form other than a participation scholarship based on financial need; its coaches and trainers are volunteers, not monetarily compensated beyond reimbursement of modest expenses directly related to participation; and is a member of the International Adult Council established under Bylaw 314;
11. "**National Disabled Service Organization**" means an organization formed with the primary goal of advancing and improving Skwim for disabled individuals, and is a member of the International Disabled Service Organization Council;
12. "**National Member Organization**" or "**NMO**" means an organization that is a member of the Association as provided in Bylaw 205;
13. "**National Officials Organization**" means an organization that conducts officiating, and training of officiants, for Skwim games and is a member of the International Skwim Officials Council;
14. "**National Professional League**" means a professional sports organization that conducts Skwim programs in which players compete; its players, coaches and trainers may be monetarily compensated; and is a member of the International Professional Council established under Bylaw 316;
15. "**National Youth Association**" means a youth sports organization that conducts Skwim programs in which Youth players compete; its players and coaching staff, are not monetarily compensated in any form other than a participation scholarship based on financial need; and is a member of the International Youth Council established under Bylaw 312;
16. "**National Youth Select Association**" means a youth sports organization that conducts Skwim programs in which Youth players compete; its players are not monetarily compensated in any form other than a participation scholarship based on financial need; its coaches and trainers may be monetarily compensated; and is a member of the International Select Youth Council established under Bylaw 313;
17. "**Other Affiliate**" means an amateur sports organization that conducts Skwim programs and is not a member of any International Council;
18. "**Outdoor League**" means a sports organization that has outdoor Skwim teams competing against each other;

19. **“Policies”** mean those written policies adopted by the Board;
20. **“Participant”** means any person who plays, coaches, instructs, officiates, administers, and/or volunteers in any capacity within the game of Skwim;
21. **“Seasonal Year”** means one annual period determined by each National Member Organization (in which youth under the age of 19 participate) commencing from the date declared in their governing documents as the date their primary annual competition begins;
22. **“Skwim”** means the game of Skwim, played in accordance with the Rules of the Game authorized by the Association;
23. **“team”** means a group of Skwim players playing on the same side in Skwim games;
24. **“Territory”** means a geographical territory or region which, though not recognized as a country, is autonomous in the control of its sports, and is recognized by the Association.
25. **“USOC”** means the United States Olympic Committee; and
26. **“Youth player”** means an individual who has not reached 19 years of age prior to the start of any Seasonal Year. A player who reaches 19 years of age during a Seasonal Year is allowed to complete that Seasonal Year.

### **Bylaw 103. AUTONOMY AND GOVERNANCE**

Section 1. The Association is recognized as the international governing body for the sport of Skwim.

Section 2. The Association shall be autonomous in its governance of the sport of Skwim internationally and may not delegate its governance responsibilities.

Section 3. Additionally, the Association will be recognized as the international governing body for the sport of Skwim by the International Olympic Committee at such time as is allowed by them.

### **Bylaw 104. EQUAL OPPORTUNITY**

Section 1. The Association shall provide an equal opportunity to athletes, coaches, trainers, managers, administrators and officials to participate in amateur Skwim competitions without discrimination on the basis of race, color, religion, political affiliation, age, gender, sexual orientation, or national origin.

Section 2. Individuals serving on the Association’s Board of Directors or any Council or committee of the Association shall be selected without regard to that individual’s race, color,



religion, political affiliation, national origin, sexual orientation, or gender.

#### **Bylaw 105. LANGUAGE**

Section 1. The official language of the Association shall be English. Any other language may be used in correspondence or debate providing that adequate translation is provided. In cases of doubt, the English language shall prevail.

#### **Bylaw 106. SKWIM RULES OF THE GAME APPLY**

The Association shall determine the "Rules of the Game" which shall apply to all Skwim games.

#### **Bylaw 107. USE OF NAME AND LOGO**

The name and logos of the Association are registered with both the International and the United States Patent and Trademark Office. No one may use the name or initials of the Association or any of its logos except as provided under these bylaws or except with the express written consent of the Association.

#### **Bylaw 108. ROBERT'S RULES OF ORDER**

Except as otherwise provided in these bylaws, all meetings of the Association shall be conducted in accordance with the latest authorized edition of Robert's Rules of Order.

#### **Bylaw 109. FISCAL YEAR**

Section 1. The Fiscal year of the Association is the calendar year. Each year the Treasurer of the Association shall publish a statement of accounts. These annual statements shall be audited by a certified public accountant or firm of certified public accountants and approved by the Association Board of Directors, as provided in Bylaw 402, Section 4.

#### **Bylaw 110. FUTURE GROWTH**

Section 1. These bylaws provide for the future growth of the Association. It is recognized that at the time of the initial adoption of these bylaws, the Association does not encompass all of the types of members provided in these Bylaws. It is further recognized that as the Association grows, it will grow into the structure provided herein. Until such time as the particular types of Association Members described in this document join the Association, those sections of these bylaws pertaining to such members do not apply.

Section 2. Additionally, until such times as separate membership application(s) is/are received and accepted by the Association, the Board of Directors shall be composed of the Officers of the Association and such other positions as are filled and shall act as the governing body for the Association, and for the national Skwim organization in the United States of America.

Section 3. It is further recognized that the sport of Skwim is not recognized by the IOC as an Olympic Sport but the Association will endeavor to achieve that status. At such time as that

status has been achieved, the structure of the Association will follow the requirements of the IOC.

## **PART II--MEMBERSHIP**

### **Bylaw 200. ELIGIBILITY**

The membership in the Association is open to the national governing bodies of Skwim organizations, and national governing bodies of officiates of Skwim in any Country or Territory.

### **Bylaw 201. RIGHTS OF MEMBERSHIP**

Until such time as deemed otherwise, all members in good standing of the Association are entitled to:

- (a) respectful, prompt service from the Association,
- (b) take part in Skwim International Association World competitions when they are eligible, and
- (c) be recognized as the only Skwim governing body of its Country or Territory by everyone, including its National Olympic Committee.

### **Bylaw 202. DUTIES OF MEMBERSHIP**

All members of the Association are obligated to:

- (a) support Skwim International Association in its efforts to achieve its objectives,
- (b) to act in accordance with the decisions and governing documents of the Skwim International Association Board of Directors and the International Council,
- (c) to include within its bylaws and/or constitution a provision which allows out-of-competition drug testing controlled by the Association in accordance with the most current version of the World Anti-Doping Code, and
- (d) to include within its bylaws and/or constitution a provision that the Association is its recognized governing body.

### **Bylaw 203. MEMBERSHIP CATEGORIES**

The Association has the following categories of membership:

- (1) Voting:
  - a) National Member Organization
- (2) Non Voting:
  - a) Associate
  - b) Other Affiliate

### **Bylaw 204. INTERNATIONAL COUNCILS**

The Association has the following International Councils for membership:

- 1) Youth
- 2) Youth Select
- 3) Adult
- 4) Disabled Service Organization.
- 5) Professional League.

6) Officials Organization.

**Bylaw 205. ADMISSION TO MEMBERSHIP**

Section 1. An organization desiring to become a member of the Association, must submit a written application for membership to the Association Secretary. The organizational documents and/or governing documents of each applicant must satisfy all of the requirements of these Bylaws prior to its submission. The application shall specify and/or include:

- 1) The category the applicant intends to join (National Member Organization, Associate or Other Affiliate),
- 2) The International Council (if applicable) the applicant intends to join,
- 3) A statement of the name of the national body which must reflect the territorial extent, and/or jurisdiction, of that Country or Territory,
- 4) Copies of its Charter and/or Articles of Incorporation,
- 5) Bylaws,
- 6) Policies and Procedures,
- 7) Rules of Play (if applicable),
- 8) Any other governing documents appropriate to understanding the structure and activities of the organization, and
- 9) The appropriate affiliation fee.

The Secretary shall prescribe the number of copies of each document to be submitted.

Section 2. The Association Secretary shall refer an application of a potential National Member Organization to the Board of Directors for consideration. The Board shall submit the application and accompanying documents to the appropriate committee(s) of the Association for compliance review and report. The Board shall determine whether the applicant complies with the Bylaws, Policies and requirements of the Association for the membership category and council applied for.

Section 1. If the applicant does comply, the Board may:

- a) admit the applicant to provisional membership in the Association until the next meeting of the International Council that the application can be considered, and recommend that the applicant be admitted into full membership of the Association, or
- b) if the International Council has delegated to the Board of Directors the authority to approve an application, admit the applicant to full membership in the Association.

Section 2. In the event an applicant does not comply, the Board shall recommend to the International Council that the applicant not be approved for membership in the Association.

Section 3. The International Council or, if delegated to the Board, the Board shall admit an applicant into full membership of the Association by majority vote at a meeting in which a quorum is present.

Section 4. Provisional membership of an applicant is terminated if the International Council does not approve the applicant for full membership at that next International Council meeting.

Section 5. The Association Secretary shall refer an application of a potential Associate or Other Affiliate to the Board of Directors for consideration. The Board shall submit the application and accompanying documents to the appropriate committee(s) of the Association for compliance review and report. The Board shall determine whether the applicant complies with the Bylaws, Policies and requirements of the Association for the membership category applied for. If the applicant does comply, the Board may admit the applicant to membership as an Associate or Other Affiliate, as applicable.

### **Bylaw 206. GENERAL RESPONSIBILITIES**

Section 1. Each Association Member shall satisfy all of the following requirements:

- 1) except as otherwise required by applicable law, comply with all Bylaws, Policies and requirements of the Association, to the extent applicable to that category of membership.
- 2) submit to the Association any amendment to its organizational documents or its governing documents not later than ninety (90) days after adoption of such an amendment.
- 3) submit to the Association its most current annual financial statements within ninety (90) days after the start of the Seasonal Year.
- 4) except Associates or Other Affiliates, require that:
  - (A) every player, coach, trainer, manager, administrator and official that is sponsored, financed, coached, organized or administered by a National Member Organization, or a member organization of a National Member Organization, be registered with the appropriate National Member Organization;
  - (B) every National Member Organization register with the Association each Seasonal Year, the names and addresses of those players, coaches, trainers, managers, administrators, and officials registered with such National Member Organization in order to ensure such individuals shall have the membership rights accorded to them under these Bylaws.
- 1) pay fees due to the Association by the deadline the fees are required to be paid.
- 2) if the Association Member is responsible for recruiting, training, fielding, officiating, or funding Skwim Youth players, it must establish a risk management program that evaluates potential registrants to determine whether their participation poses a risk to the safety of other participants in the Association Members' activities.

Section 2.

- a) except as specifically provided otherwise in these Bylaws, each Association Member has exclusive jurisdiction and responsibility over its own programs and activities;

- b) any Association Member or other person or entity subject to the jurisdiction of the Association which desires to conduct an international game, must first obtain a sanction from the Association.

Section 3. Except as otherwise specifically provided in Bylaw 202, the organizational documents and governing documents of each Association Member shall include the following:

- a) except with respect to a Professional League and an Officials Organization, the membership of the Association Member and its member organizations shall be open to any individual who is an amateur athlete, coach, trainer, manager, administrator, or official active in the sport of Skwim who is not subject to suspension or to the disciplinary action of any amateur Skwim organization in its territory; and the membership of the Association Member and its member organizations shall be open to any amateur Skwim organization in its territory who will abide by these Bylaws and those of the Association Member.
- b) the Association Member shall not discriminate against any individual on the basis of race, color, religion, age, gender, sexual orientation, political affiliation, or national origin.
- c) the Articles of Incorporation of the Association, its binding rules and Policies, and these Bylaws, shall take precedence over and supersede the organizational documents and governing documents of the Association Member and its members organizations except to the extent applicable law otherwise requires, and the Association Member and its members organizations shall abide by the Articles of Incorporation of the Association, its duly approved binding rules and Policies, and these Bylaws.
- d) the Association Member shall not become a member of any organization that imposes requirements that conflict with the Articles of Incorporation of the Association, its duly approved binding rules and Policies, or these Bylaws.
- e) except with respect to a Professional League and for-profit Association Members, the Association Member shall have a board of directors (or similar body) selected through an open and democratic election process.
- f) except with respect to a Professional League, the actions and policies adopted by the board of directors (or similar body), executive committee of the board (or similar body), or officers of the Association Member shall be reported to its membership, or their authorized representatives, at least once each year at a meeting of the Association Member's membership, with notice of the meeting and its purposes given to such membership at least fifteen (15) days in advance of the meeting.
- g) the Association Member shall provide prompt and equitable procedures for resolution of complaints of its members and procedures for fair notice and an opportunity for a hearing with respect to any complaint of any athlete, coach, trainer, manager, administrator or official who is a member of the Association Member, or a member organization thereof, concerning a proposed declaration that any such individual is ineligible to participate in the programs or other activities of such Association Member or a member organization thereof and such procedures shall conform, as applicable, to the provisions of Part VII of these Bylaws.
- h) the Association Member shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by the Association (subject to any contrary requirements contained in any federal, state or local law applicable to the Association Member).

The Association may review an Association Member at least once every four (4) years to determine compliance with the provisions of this Bylaw 206. The Association's review shall be performed by a committee consisting of one officer from one Association Member in each of the categories of Association Member established under Bylaw 203.

Section 4. If an Association Member intends or is being compelled by law to dissolve for any reason, it shall immediately notify the Association.

#### **Bylaw 207. BOUNDARIES**

Section 1. On application of a National Association or motion of the Board of Directors, the Board may conduct a hearing to determine whether the boundaries of one or more National Associations should be altered. The Secretary shall provide all affected National Associations with at least 30 days prior written notice of the date and place of the hearing. The Board may recommend to the International Council changes to National Association boundaries if it determines that the change would be beneficial to the administration of Skwim. The International Council shall approve any such change by a majority vote.

#### **Bylaw 208. FEES AND BONDS**

Section 1. Each Association Member shall pay to the Association annual fees recommended by the Board of Directors and approved by the International Council by a majority vote at a meeting in which a quorum is present. These fees may include annual membership fees and annual registration fees on a player or team basis.

Section 2. Each Professional League shall meet bond requirements determined annually by the Board of Directors.

Section 3. The Board of Directors shall establish deadlines for the payment of fees.

#### **Bylaw 209. SANCTIONS, SUSPENSIONS, FINES, AND TERMINATIONS**

Section 1. Any Association Member, member of an Association Member, or participant of said members, may be sanctioned.

Section 2. An Association Member failing to pay any fees due the Association shall be provided notice of the delinquency. If those fees are not paid within 30 days after the date specified in the notice of delinquency, the delinquent Association Member shall be suspended from membership in the Association. Unless otherwise provided by the Board of Directors, the membership of an Association Member shall be terminated automatically if the Association Member has failed to pay those fees for a period of 90 days after the date specified in the notice of delinquency. The Secretary shall notify the Member of suspension and the date upon which membership will be terminated if the fees remain unpaid.

Section 3. The Board of Directors may suspend, fine, or terminate (or any combination thereof) the membership of any Association Member if the Board determines that (1) the conduct of the Association Member is adverse to the best interests of Skwim or the Association, or (2) the Association Member has not complied with the requirements of its membership in the

Association. The Board may act only after holding a hearing, giving reasonable notice to the Association Member of the time and place of the hearing, and providing the Member with a reasonable opportunity to present evidence in support of the Member's position.

Section 4. Notwithstanding section 2 of this Bylaw, the membership of an Association Member whose suspension is in effect on the last day of a Seasonal Year is terminated as of the first day of the next Seasonal Year unless the Board of Directors otherwise provides.

Section 5. A suspension or other disciplinary action imposed by the Association, in accordance with these Bylaws, shall be recognized by all Association Members upon notification by the Association. Suspensions and other disciplinary actions taken by Association Members shall be recognized by the Association and all other Association Members upon proper notification to the Association and determination by the Association that the party subject to the action received hearing and procedural rights substantially similar to those set forth in these Bylaws.

Section 6.

- (a) An organization may submit an application to the Association Secretary to replace an existing National Member Organization.
  - 1) within 15 days of receiving the application, the Secretary shall notify the Board of Directors and the existing National Member Organization of the receipt of such an application.
  - 2) within 45 days of receiving the notice from the Secretary, the existing National Member Organization may file with the Secretary a written response to the application.
  - 3) within 180 days after receipt of the application, the Board of Directors shall conduct a hearing.
  - 4) the Secretary shall provide the applicant and the existing National Member Organization at least 30 days prior written notice of the time and place of the hearing.
  - 5) not later than 15 days prior to the hearing, the parties shall provide the Board of Directors with copies of any documents they wish to introduce into evidence at the hearing and the names of witnesses, if any, and the substance of their testimony. The applicant and the existing National Member Organization shall be given a reasonable opportunity to present evidence supporting each of their positions.
- (b) The applicant must establish, by a preponderance of the evidence, that--
  - 1) the existing National Member Organization is not adequately carrying out its responsibilities to the Association as a National Member Organization; or
  - 2) the applicant is more capable, based upon the nature, scope, quality and strength of its programs, of carrying out the responsibilities to the Association if it were designated as the replacement for the existing National Member Organization.
- (c) Within 30 days after the end of the hearing, the Board of Directors shall issue one of the following decisions:
  - 1) that the existing National Member Organization shall continue as the National Member Organization;
  - 2) that the membership of the existing National Member Organization is revoked and that a vacancy exists;

- 3) the membership of the existing National Member Organization is revoked and the applicant is approved as the National Member Organization; or
  - 4) that, because of minor deficiencies, the existing National Member Organization is placed on probation for not more than 180 days to come into compliance with regard to those deficiencies.
- (d) If the Board of Directors places the existing National Member Organization on probation under subsection (c)(4) of this section, then within 30 days after the expiration of the probationary period, the Board shall determine whether the existing National Member Organization has come into compliance. If the Board of Directors determines that the existing National Member Organization has not come into compliance, then the Board of Directors shall act as provided under subsection (c)(2) or (3) of this section.
- (e) Any decision of the Board of Directors under subsection (c)(2) or (3) of this section becomes effective 30 days after rendered, unless appealed. The decision may be appealed to the International Council. Any appeal must be filed within 30 days of notification of the Board's decision and shall be reviewed by the International Council within 90 days after the appeal is filed. If there is a timely appeal, the decision is stayed during the review period.

## **PART III--COUNCILS**

### **Bylaw 301. STATUS AND GENERAL AUTHORITY**

The Skwim International Council is the highest authority of the Association and shall be the representative membership body of the Association and have the following authority:

1. Elect the Board of Directors of the Association,
2. Adopt amendments to the articles of incorporation and bylaws of the Association,
3. Approve the budget(s) of the Association,
4. Approve changes in boundaries under Bylaw 213,
5. Approve fees,
6. Approve membership of all Association Members, and
7. Adopt Policies, and approve, rescind or amend Policies adopted by the Board of Directors.

### **Bylaw 302. COMPOSITION AND VOTING**

#### **Section 1.**

1. The following shall be members of and their voting rights on the Skwim International Council:
  - a. each National Member Organization, having one (1) vote each
  - b. each voting member of the Board of Directors, having one (1) vote each.
  - c. each Associate and Other Affiliate, without vote
2. Association Members must be in good standing to exercise their vote.
3. An individual eligible to vote in more than one capacity under subsection (1) of this section may vote in one of those capacities only, as selected by that individual.



4. Any individual casting a vote for an Association Member must be an officer or director of the Association Member or a chief executive officer, chief operating officer, chief administrative officer, executive director, professional league commissioner, senior management official, or other position of comparable authority of the Association Member designated in writing by the Association Member.
5. No voting by proxy is allowed.
6. An Association Member may designate one alternate representative attend an International Council meeting. An alternate may not vote but has the right to speak.

### **Bylaw 303. MEETINGS AND MAIL VOTE**

Section 1. The Skwim International Council shall hold an annual general meeting during the period from June 15 to September 15 of each year on a date and place designated by the Board of Directors by the end of the prior annual general meeting.

Section 1. A special meeting of the Skwim International Council shall be held on the request of the President or on the request of 2/3 of the Association Members, stating the business items to be considered at the special meeting. No other items may be considered at the meeting.

Section 2. Any business item (other than proposed amendments to these bylaws) to be presented to the Skwim International Council at an annual general meeting shall be submitted to the Secretary at least 60 days before the meeting. In urgent cases, upon two-thirds vote of a quorum present at such annual general meeting, the Skwim International Council may consider an item not so submitted.

Section 3. The Secretary shall give at least 30 days notice of the Skwim International Council meeting to each member of the Skwim International Council, together with a proposed agenda.

Section 5. A motion adopted at a Skwim International Council meeting may be rescinded only at the same Skwim International Council meeting by a two-thirds vote of a quorum present at such annual general meeting.

Section 6. A preliminary record of each Skwim International Council meeting shall be prepared and approved by the Board of Directors within 60 days after the Council meeting. The record shall be published as the "Draft Minutes of the AGM" not later than 90 days after the date of that Council meeting.

Section 7. In matters of urgent importance, the Board of Directors may submit to the members of the Skwim International Council proposals for action by mail vote.

Section 8. The Board of Directors shall appoint a Parliamentarian for each meeting.

### **Bylaw 311. ADMINISTRATIVE COUNCILS**

Section 1. The Association shall have the following 6 administrative International Councils:

- 1) The Youth Council.
- 2) The Youth Select Council.
- 3) The Adult Council.
- 4) The Disabled Service Organization Council.
- 5) The Professional League Council.
- 6) The Officials' Organization Council

Section 2. The International Councils shall be administrative units of the Association and have responsibilities specified by these Bylaws and the Board of Directors. Responsibilities do not include governance. All governance of Association programs and activities are within the autonomous control of the Association and may not be delegated to the International Councils.

Section 3. The International Councils shall meet annually at the annual general meeting of the Skwim International Council. Each such meeting is open to all Association Members. All Association Members in attendance have the right to speak but only the Association Members who are members of that particular Council may vote at the meeting, if they satisfy the requirements of Section 4 below.

Section 4. Only Association Members in good standing who are members of that particular Council may vote. Voting rights are assigned as follows:

- a) each National Member Organization shall have one vote in the respective Council(s) in which they have been accepted by the Association
- b) each Member of the Commission of the Council to which they have been elected shall have one vote, with the exception of the Chair who will vote only in the existence of a tie.
- c) each Associate and/or Other Affiliate shall be without vote

### **Bylaw 312. INTERNATIONAL YOUTH COUNCIL**

Section 1. The International Youth Council shall be composed of National Youth Associations that are admitted directly as members of:

- a) the Skwim International Association and
- b) the Skwim International Youth Council and
- c) are in good standing.

Section 2. The International Youth Council shall have the following responsibilities:

- a) to make reports and recommendations to the Board of Directors about youth Skwim matters, including programs and activities the Board of Directors may direct the International Youth Council to administer; and
- b) in even numbered years, to elect a Chair of the International Youth Council from among the 8 Commissioners of the International Youth Council's Administrative Commission (established under section 3 of this Bylaw) at the annual meeting of the International Youth Council.

Section 3.

- (a) the International Youth Council shall have an Administrative Commission composed of 8 Commissioners, which shall be the governing body of the International Youth Council.
- (b) the Commission shall make timely reports and recommendations to the Association Board of Directors and the members of the International Youth Council.
- (c) the Commission shall administer programs and activities that the Association Board of Directors has directed the Council to administer.
- (d) the Commissioners shall be elected by the Members of the Council.
- (e) the Commissioners shall serve 2-year terms expiring at annual general meetings of the International Youth Council, except that 4 of the 8 commissioners elected in 2008 to the 8 commissioner positions shall serve a one-year term only as determined by lot.
- (f) a vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term. [this provision might be cumbersome, depending on how frequently the Council meets; I would suggest that the vacancy be filled by appointment by the Commission]
- (g) a Commissioner remains in office until the earlier of the end of their term of election, a resignation is made and accepted, or removal from office pursuant to Bylaw 414.
- (h) [I would suggest adding something about the duties of the Chair of the Commission; e.g. to chair the meetings of the Commission and the Council and any other duties]

**Bylaw 313. INTERNATIONAL YOUTH SELECT COUNCIL**

Section 1. The Youth Select Council shall be composed of National Youth Select Associations that are admitted directly as members of:

- a) the Skwim International Association;
- b) the Skwim International Youth Select Council; and
- c) are in good standing.

Section 2. The International Youth Select Council shall have the following responsibilities:

- a) to make reports and recommendations to the Board of Directors about select youth Skwim matters, including programs and activities the Board of Directors may direct the International Youth Select Council to administer; and
- b) in even numbered years, to elect a Chair of the International Youth Select Council from among the 8 Commissioners of the International Youth Select Council's Administrative Commission (established under section 3 of this bylaw) at the annual meeting of the International Youth Select Council.

Section 3.

- a) the International Youth Select Council shall have an Administrative Commission composed of 8 Commissioners, which shall serve as the governing body of the International Youth Select Council.

- b) the Commission shall make timely reports and recommendations to the Association Board of Directors and the members of the International Youth Select Council.
- c) the Commission shall administer programs and activities that the Association Board of Directors has directed the Council to administer.
- d) the Commissioners shall be elected by the Members of the International Youth Select Council.
- e) the Commissioners shall serve 2-year terms expiring at annual general meetings of the International Youth Select Council, except that 4 of the 8 commissioners elected in 2008 to the 8 commissioner positions shall serve a one-year term only as determined by lot.
- f) a vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term. [as described above, I would suggest that the vacancy be filled by appointment by the Commission]
- g) a Commissioner remains in office until the earlier of the end of their term of election, a resignation is made and accepted, or removal from office pursuant to Bylaw 414.

### **Bylaw 314. INTERNATIONAL ADULT COUNCIL**

Section 1. The Adult Council shall be composed of National Adult Associations that are admitted directly as members of:

- a) the Skwim International Association;
- b) the Skwim International Adult Council; and
- c) are in good standing.

Section 2. The Adult Council shall have the following responsibilities:

- a) to make reports and recommendations to the Board of Directors about non-professional Adult Skwim matters, including programs and activities the Board of Directors may direct the International Adult Council to administer; and
- b) in even numbered years, to elect a Chair of the International Adult Council from among the 8 Commissioners of the International Adult Council's Administrative Commission (established under section 3 of this bylaw) at the annual meeting of the International Adult Council.

Section 3.

- a) the International Adult Council shall have an Administrative Commission composed of 8 Commissioners, which shall serve as the governing body of the International Adult Council.
- b) the Commission shall make timely reports and recommendations to the Association Board of Directors and the members of the International Adult Council.
- c) the Commission shall administer programs and activities that the Association Board of Directors has directed the International Adult Council to administer.
- d) the Commissioners shall be elected by the Members of the International Adult Council.
- e) the Commissioners shall serve 2-year terms expiring at annual general meetings of the International Adult Council, except that 4 of the 8 commissioners elected in 2008 to the 8 commissioner positions shall serve a one-year term only as determined by lot.

- f) a vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term.[see above for comment]
- g) a Commissioner remains in office until the earlier of the end of their term of election, a resignation is made and accepted, or removal from office pursuant to Bylaw 414.

**Bylaw 315 – INTERNATIONAL DISABLED SERVICE ORGANIZATION COUNCIL**

Section 1. The International Disabled Service Organization Council shall be composed of National Disabled Service Organizations that are admitted directly as members of:

- a) the Skwim International Association and
- b) the Skwim International Disabled Service Organization Council and
- c) are in good standing.

Section 2. The International Disabled Service Organization Council shall have the following responsibilities:

- a) to make reports and recommendations to the Board of Directors about Disabled Service Organization Skwim matters, including programs and activities the Board of Directors may direct the International Disabled Service Organization Council to administer; and
- b) in even numbered years, to elect a Chair of the International Disabled Service Organization Council from among the 8 Commissioners of the International Disabled Service Organization Council's Administrative Commission (established under section 3 of this bylaw) at the annual meeting of the International Disabled Service Organization Council.

Section 3.

- a) the International Disabled Service Organization Council shall have an Administrative Commission composed of 8 Commissioners, which shall serve as the governing body of the International Disabled Service Organization Council.
- b) the Commission shall make timely reports and recommendations to the Association Board of Directors and the members of the International Disabled Service Organization Council.
- c) the Commission shall administer programs and activities that the Association Board of Directors has directed the International Disabled Service Organization Council to administer.
- d) the Commissioners shall be elected by the Members of the International Disabled Service Organization Council.
- e) the Commissioners shall serve 2-year terms expiring at annual general meetings of the International Disabled Service Organization Council, except that 4 of the 8 commissioners elected in 2008 to the 8 commissioner positions shall serve a one-year term only as determined by lot.
- f) a vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term.
- g) a Commissioner remains in office until the earlier of the end of their term of election, a resignation is made and accepted, or removal from office pursuant to Bylaw 414.

## **Bylaw 316. INTERNATIONAL PROFESSIONAL LEAGUE COUNCIL**

Section 1. The International Professional League Council shall be composed of National Professional Leagues that are admitted directly as members of:

- a) the Skwim International Association and
- b) the Skwim International Professional League Council and
- c) are in good standing.

Section 2. The International Professional League Council shall have the following responsibilities:

- a) to make reports and recommendations to the Board of Directors about Professional Skwim matters, including programs and activities the Board of Directors may direct the International Professional League Council to administer; and
- b) in even numbered years, to elect a Chair of the International Professional League Council from among the 8 Commissioners of the International Professional League Council's Administrative Commission (established under section 3 of this Bylaw) at the annual meeting of the International Professional League Council.

Section 3.

- a) the International Professional League Council shall have an Administrative Commission composed of 8 Commissioners.
- b) the Commission shall make timely reports and recommendations to the Association Board of Directors and the members of the International Professional League Council.
- c) the Commission shall administer programs and activities that the Association Board of Directors has directed the International Professional League Council to administer.
- d) the Commissioners shall be elected by the Members of the International Professional League Council.
- e) the Commissioners shall serve 2-year terms expiring at annual general meetings of the International Professional League Council, except that 4 of the 8 commissioners elected in 2008 to the 8 commissioner positions shall serve a one-year term only as determined by lot.
- f) a vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term.
- g) a Commissioner remains in office until the earlier of the end of their term of election, a resignation is made and accepted, or removal from office pursuant to Bylaw 414.

## **Bylaw 317 – INTERNATIONAL OFFICIALS' COUNCIL**

Section 1. The International Officials' Council shall be composed of National Officials Organizations that are admitted directly as members of:

- a) the Skwim International Association and
- b) the Skwim International Officials' Council and
- c) are in good standing.

Section 2. The International Officials' Council shall have the following responsibilities:

- a) to make reports and recommendations to the Board of Directors about Skwim matters as they pertain to Skwim Officials, including programs and activities the Board of Directors may direct the International Officials' Council to administer; and
- b) to elect Commissioners to fill the unfilled seats of the 8 member International Officials Commission;
- c) in even numbered years, to elect a Chair of the International Officials' Council from among the 8 Commissioners of the International Officials' Council Administrative Commission (established under section 3 of this Bylaw) at the annual meeting of the International Officials' Council.

Section 3.

- a) the International Officials' Council shall have an Administrative Commission composed of 8 Commissioners.
- b) the Commission shall make timely reports and recommendations to the Association Board of Directors and the members of the International Officials' Council.
- c) the Commission shall administer programs and activities that the Association Board of Directors has directed the International Officials' Council to administer.
- d) the Commissioners shall be elected by the members of the International Officials' Council.
- e) the Commissioners shall serve 2-year terms expiring at annual general meetings of the International Officials' Council, except that 4 of the 8 commissioners elected in 2008 to the 8 commissioner positions shall serve a one-year term only as determined by lot.
- f) a vacancy occurring before the expiration of a term shall be filled for the balance of the term in accordance with the way that the position was filled at the beginning of a term.
- g) a Commissioner remains in office until the earlier of the end of their term of election, a resignation is made and accepted, or removal from office pursuant to Bylaw 414.

**PART IV--OFFICERS, BOARD OF DIRECTORS, AND COMMITTEES**

**Bylaw 401. OFFICERS**

Section 1.

- a) the officers of the Association are the President, Vice President, Secretary and Treasurer. An individual may not be an officer as long as the individual is paid compensation (excluding reimbursement of expenses or compensation as a player on one of the Association's national teams) by the Association.
- b) the officers shall be elected at the annual general meeting of the International Council held in the year specified by section 2 of this Bylaw 401. They shall be voted for separately by ballot (unless the ballot requirement is waived by consent) and must receive a majority vote of a quorum at such annual general meeting.

Section 2. The terms of office are as follows:

- a) the President: 4-year terms, being elected in every other odd-numbered year beginning in 2007
- b) the Vice President: a 2-year term being elected in 2007 and 4-year terms beginning in 2009.
- c) the Secretary: a 2-year term being elected in 2007 and 4-year terms beginning in 2009

- d) the Treasurer: 4-year terms, being elected in every other odd-numbered year beginning in 2007.

Section 3.

- a) If a vacancy occurs in an office of President or Vice President, the following order of succession applies:
  - 1) the Vice President for the President.
  - 2) the Chair of the Adult Council for the Vice President.
  - 3) the Chair of the Youth Council next in line after the Chair of the Adult Council.
  - 4) the Chair of the Youth Select Council next in line after the Chair of the Youth Council.
- b) The Board of Directors shall appoint an individual to fill the vacancy of an unexpired term of the Treasurer or, if there is still a vacancy after applying subsection (a) of this section, the office of President or Vice President. Any such appointment is effective only through the next annual general meeting of the International Council. At that meeting, the Council will conduct an election for the remainder of the unexpired term, if any.

Section 4. No employee of the Association may be an Officer of the Association.

**Bylaw 402. RESPONSIBILITIES OF OFFICERS**

Section 1. The President of the Association shall have the following responsibilities:

- a) be the chief advocate and role model for Skwim around the world;
- b) preside at all meetings of the International Council and the Board of Directors and serve as Chairperson of the Board;
- c) appoint all committees as provided by Bylaw 431 and serve as an *ex officio* member of those committees;
- d) provide or cause to be provided an annual report at least 30 days prior to the annual general meeting of the International Council.

Section 2. The Vice President shall have the following responsibilities:

- a) be an advocate and role model for Skwim throughout the world;
- b) assist the President in the performance of the President's responsibilities and exercise all the powers of the President in the President's absence;
- c) attend all meetings of the International Council and the Board of Directors;
- d) oversee the Ethics, Mediation, Disciplinary, and Appeals committees of the Association.

Section 3. The Secretary shall have the following responsibilities:

- a) be an advocate and role model for Skwim throughout the world;
- b) serve as the chief operations officer of the Association with the authority to oversee the operations, management, and programs of the Association [the use of "Chief Executive Officer" seems confusing here].
- c) subject to approval of the Board of Directors, coordinate and administer the development and selection of players to participate in Olympic, World championships and international competitions.



- d) attend all meetings of the International Council and the Board of Directors, and maintain records and minutes related to those meetings.
- e) ensure maintenance of all records and correspondence of the Association.
- f) ensure that notices of meetings are distributed in accordance with these Bylaws.
- g) ensure preparation and distribution of an annual report to the members of the International Council at least 30 days before the annual general meeting of the Council.

Section 4. The Treasurer shall have the following responsibilities:

- a) be an advocate and role model for Skwim throughout the world;
- b) attend all meetings of the International Council and the Board of Directors;
- a) oversee the keeping of full and accurate accounts of receipts and disbursements of the Association, (the actual accounts shall be handled by the Association's office);
- b) oversee the disbursements for items that are contained in the operating budget;
- c) provide a complete and detailed written report showing all Association financial activities to the Board of Directors at every meeting;
- d) provide a complete and detailed written report showing all Association financial activities to the membership on a quarterly basis;
- e) be responsible for the care and custody of the Association's funds, including overseeing deposits and investing such funds in the name of the Association with the approval of the Board;
- f) submit an audited financial statement for the prior fiscal year at least 30 days prior to each annual general meeting of the International Council, which financial statement shall be approved by the Board;
- g) oversee the coordination of the preparation of information needed by the certified public accountant in preparing the audited annual financial statement; and
- h) serve as an *ex officio* (non-voting) member of the Budget Committee.

**Bylaw 411. BOARD OF DIRECTORS GENERAL AUTHORITY AND RESPONSIBILITIES**

Section 1. The Association shall have a Board of Directors. Except as otherwise specifically provided by these Bylaws, the Board of Directors shall have all governance, supervising, and administrative authority of the Association as provided herein and by Washington law.

Section 2. No member of the Board of Directors, committee Chair, or voting committee member of the Association shall receive compensation (other than reimbursement for expenses) for services or goods provided the Association through a binding obligation unless the binding obligation is specifically approved by the Board of Directors. Any Board member having a financial interest in the contract, letter of agreement, or verbal understanding shall disclose such financial interest to the Board or committee and shall abstain from voting. The minutes of the Board or committee shall contain the names of the persons who disclosed or otherwise were found to have a financial interest and the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 3. No member of the Board of Directors or Officer of the Association may serve as an officer of any other amateur sports organization that is recognized as an international or national governing body by the IOC and/or USOC.

#### **Bylaw 412. COMPOSITION**

Section 1. The Board of Directors consists of the following Directors, with each Director having one vote except as otherwise provided:

- a) the President (voting only in the instance of a tie)
- b) the Vice President
- c) the Secretary
- d) the Treasurer
- e) the Director of Competition
- f) the Director of Development
- g) the Director of Marketing
- h) the Immediate Past President (non-voting)
- i) "at large" Member (non-voting)
- j) one of the 8 Commissioners of the International Youth Council elected for a 2-year term expiring at annual general meetings of the International Council (having 2 votes)
- k) one of the 8 Commissioners of the International Youth Select Council elected for a 2-year term expiring at annual general meetings of the International Council (having 2 votes)
- l) one of the 8 Commissioners of the International Adult Council elected for a 2-year term expiring at annual general meetings of the International Council (having 2 votes)
- m) one of the 8 Commissioners of the International Disabled Service Organization Council elected for a 2-year term expiring at annual general meetings of the International Council (having 2 votes)
- n) one of the 8 Commissioners of the International Professional Council elected for a 2-year term expiring at annual general meetings of the International Council (having 2 votes)
- o) one of the 8 Commissioners of the International Officials' Council elected for a 2-year term expiring at annual general meetings of the International Council (having 2 votes)

Section 2. The Association Executive Director shall attend all meetings without vote.

Section 3.

- a) An individual may not be a director if at any time during the 3 years before commencing or during his or her term—
  - 1) the individual was employed by or held any paid position or any volunteer governance position with the Association, an Association Member, a member of an Association Member, or a sponsor, agent, outside auditor, or outside counsel of the Association;
  - 2) an immediate family member of the individual was employed by or held any paid position or any volunteer governance position with the Association, an Association Member, a member of an Association Member, or a sponsor, agent, outside auditor, or outside counsel of the Association;
  - 3) the individual or immediate family member receives compensation (other than reimbursement for actual expenses), directly or indirectly from the Association,

- an Association Member, a member of an Association Member, or a sponsor, agent, outside auditor, or outside counsel of the Association; or
- 4) the individual or immediate family member is a partner or has an ownership interest of 5 percent or more in an Association Member, a member of an Association Member or sponsor, agent, outside auditor, or outside counsel of the Association.
- a) If an independent director position becomes vacant during a term of office, the remaining members of the Board of Directors may fill the position through the next annual general meeting of the International Council. The International Council will conduct any election to fill the vacancy for the remainder of the unexpired term, if any.

Section 4. The term of an individual elected to a position referred to in section 1 of this Bylaw 412 at the time of an annual general meeting of the International Council, who is elected for a full term and not to fill a vacancy, begins that term immediately after the adjournment of the meeting at which the individual was elected. An individual elected or appointed to fill a vacancy takes office immediately on the election or appointment. An Immediate Past President shall serve until a new individual is elected President and, at the time of the election of a new President becomes the Immediate Past President.

Section 5. In the absence of Board representatives of the International Youth Council, the International Youth Select Council, International Adult Council, International Disabled Service Organization Council, the International Professional Council, or the International Officials' Council, at a meeting of the Board of Directors, an alternate for the absent representative may attend that meeting of the Board and exercise all of the responsibilities of the absent representative member if:

- a) the alternate is selected in the same manner as the absent representative; and
- b) notice is provided to the Secretary at least 48 hours prior to the Board meeting of the alternate's participation in that meeting.

### **Bylaw 413. MEETINGS**

Section 1. The Board of Directors shall meet at least 4 times each fiscal year. Notice of regular Board shall be given to a Director not less than seven days before the meeting. Notices must be delivered in accordance with Section 5.14 of these Bylaws.

Section 2. A special meeting of the Board shall be held on written request to the Secretary by the President or by at least 5 of the voting members of the Board. Notice of special Board meetings shall be given to a Director not less than three days before the meeting. Notices must be delivered in accordance with Section 5.14 of these Bylaws.

Section 3. Any director may participate in a meeting of the Board by conference telephone or similar communications equipment allowing all Directors participating in the meeting to hear each other at the same time. Participation by such a means shall be deemed presence in person at the meeting.

Section 4. The confirmed minutes of each Board meeting (except those of executive sessions) shall be distributed within 30 days to all Association Members to keep them fully informed of developments of the Association.

#### **Bylaw 414. REMOVAL**

Any member of the Board of Directors may be removed by the Board for cause, after reasonable notice, hearing, and reasonable opportunity to present the member's case. Removal requires a two-thirds vote of the Directors in office at a meeting in which a quorum is present. Removal from the Board also simultaneously removes that member from all other positions of the Association. A President removed from office for cause under this Bylaw 414 shall be ineligible to serve as Immediate Past President.

#### **Bylaw 431. STANDING AND SPECIAL COMMITTEES**

##### **Section 1.**

- a) each standing and special committee must have a specific objective, a specific deliverable, and a duration, which shall be approved by the Board of Directors.
- b) the duration for a standing committee shall be perpetual, or until such time as it is disbanded by a majority vote of the Board of Directors.
- c) subject to the approval of the Board of Directors, the President shall annually appoint, no later than the first Board meeting after the annual general meeting, the members of the following standing committees:
  - 1) an Appeals Committee.
  - 2) a Budget and Audit Committee.
  - 3) a Rules Committee.
- b) subject to approval of the Board of Directors, the President shall establish such special committees as the President considers necessary, prescribe the responsibilities of each of those committees, and appoint members to each of those committees.
- d) the President shall name the Chair of each standing and special committee from among the members of the committee.
- e) no paid employee of the Association, other than an athlete, may be appointed as a voting member to any committee.

Section 2. The Appeals, Budget and Audit, and Rules Committees and any other committee that prepares, approves, or implements programs involving the expenditure of funds received from the USOC or selects individuals for international, Olympic, and Pan American Games, shall be comprised of at least 20 percent athletes. Athlete appointments to all Association committees shall be made in conformance with the United States Amateur Sports Act and the USOC Constitution and Bylaws.

Section 3. Prior to appointing an individual to a committee, the President shall notify the Member Association president in which that person is active or resides and the Chairs of the Youth, Youth Select, Adult, Disabled Service Organization, Professional Leagues' and Officials' Councils.

Section 4. Standing committee members shall be appointed to office annually. Standing committee members may be removed with or without cause by the Board.

Section 5. Special committee members shall continue in office until removed or the special committee is terminated. Special committee members may be removed with or without cause by the Board.

## **PART V--ADMINISTRATIVE**

### **Subpart A—Finances and Notices**

#### **Bylaw 511. ANNUAL BUDGET**

Section 1. The budget of the Association shall be prepared by the Budget and Audit Committee and shall be approved by the Board of Directors at least 60 days prior to the appropriate annual general meeting, then submitted to the International Council for final approval.

Section 2. The budget shall consist of the expenses to be incurred by the officers, Board of Directors, meetings of the International Council, the Association's offices and staff, the Association's committees and national programs, and the Youth, Youth Select, Adult, Disabled Service Organization, Professional Leagues', and Officials' Councils. *See Policy 511-1 — Association Budget Amendments*

#### **Bylaw 512. AUDIT**

The President shall select, with the approval of the Board of Directors, an independent certified public accountant or firm of independent certified public accountants before the annual general meeting of the International Council, to audit the Association's books and accounts, and to submit a report to the International Council.

#### **Bylaw 513. QUARTERLY FINANCIAL STATEMENTS**

Quarterly financial statements of the Association shall be distributed to Association Members on a timely basis after the end of each fiscal quarter. These financial statements will show the original Association budget approved by the International Council and amendments to that budget.

#### **Bylaw 514. NOTICES OF MEETINGS**

Notice of meetings of the International Council, Board of Directors, committees and the Youth, Youth Select, Adult, Disabled Service Organization, Professional League and Officials' Councils shall be given in writing or by personal communication. Notices in writing may be delivered or mailed or given by facsimile or electronic transmission. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. The Association may deliver notices, demands, consents or waivers by electronic transmission, if such Association Member, Director, committee member or member of the Youth, Youth Select, Adult, Disabled Service Organization, Professional and Officials' Councils has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to such Association Member, Director, committee member or member of the Youth, Youth Select, Adult, Disabled Service Organization, Professional and Officials' Councils and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or

system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

### **Subpart B--International Games**

#### **Bylaw 521. INTERNATIONAL GAMES**

Section 1. The Association has full jurisdiction to arrange national and international competitions.

Section 2.

- a. The Association has full jurisdiction over all competitions by Members of the Association, organizations that are members of Members of the Association and teams of any Skwim associations.
- b. Teams and professional leagues of Association Members may not schedule games or competitions in the geographical territory of other Association Members without prior written approval of the Association.
- c. The Association has full jurisdiction over all competitions played by Association Members, and members of Association members.

Section 3.

The Association shall inform the other Association Member concerned when consent has been given. The Association shall also inform the other Association Member concerned of any games known to have been arranged or played within its jurisdiction for which consent has not been given.

### **Subpart C--Officials Administration**

#### **Bylaw 531. GENERAL POLICIES**

The Board of Directors shall prescribe policies concerning the administration of the National Official Development Program consistent with these Bylaws, including policies related to Official registration, assignment of game officials, uniforms, Association Official and Assistant Official qualifications, assignment of game officials, assignors, use of unregistered Officials, misconduct toward game officials, misconduct by game officials, and ethics and restrictions on game officials and assignors.

#### **Bylaw 532. OFFICIAL REGISTRATION REQUIRED**

All Officials will be registered with the Association on Association Official registration forms through their respective National Officials' Organization.

### **Subpart D--Miscellaneous**

#### **Bylaw 541. INDEMNIFICATION**

Section 1. The Association shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of the Association against all expenses actually and reasonably incurred by the person (including, but not limited to, judgments, costs, and counsel fees) in connection

with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation which is compromised or settled, including amounts paid in settlement, if the Association approves such settlement as provided in section 2 of this Bylaw 541. Such an individual shall be indemnified if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Association. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of the Association.

Section 2. Any amount payable as indemnification under this Bylaw may be paid by the Association upon a determination by the Board of Directors, not including those members who have incurred expenses in connection with the litigation for which indemnification is sought, that the individual in question met the standard of conduct set forth in section 1 of this Bylaw 541. If no such disinterested Board members are available, the required determination shall be made by the Secretary, or if the Secretary is not a disinterested party, then by a majority vote of the International Council.

Section 3. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by the Association in advance of a final disposition of the litigation upon receipt of a written commitment by that individual to repay the amount advanced if it is determined under section 2 of this Bylaw that that individual is not entitled to indemnification under this Bylaw 541.

Section 4. The Board of Directors may authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this Bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this Bylaw.

#### **Bylaw 542. SAVING CLAUSE**

Failure of literal or complete compliance with provisions of these Bylaws with respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the Board of Directors, committees or other bodies so affected.

#### **Bylaw 543. PASSES**

Each member of the International Council shall be furnished annually with a pass that is not transferable. Each member inducted into the Hall of Fame shall be furnished with a Life Time Pass that is not transferable. The holder of any such pass shall be entitled to a ticket to any competition sponsored by the Association provided the holder of the pass requests such a ticket at least 72 hours before the scheduled starting time of that competition.

*See Policy 543-1 — Special Youth Player Privileges*

#### **Bylaw 544. HISTORIAN**

The National Skwim Hall of Fame, including its committees and the Society for American Skwim History, shall be designated as historian to collect information and assemble memorabilia related to Skwim.

## **PART VI--PLAYERS AND PLAYING**

### **Bylaw 601. POLICIES**

Except as otherwise provided in these Bylaws, the Board of Directors shall prescribe policies regarding the number of players on rosters, the amateur and professional status of players, the registration, release, transfer, and loaning of players, professional player contract provisions, and amateur reinstatement.

## **PART VII--HEARINGS GRIEVANCES, DISPUTES AND APPEALS**

### **Bylaw 701. HEARING PROCEDURES**

#### Section 1.

(a) In all hearings conducted under these Bylaws, the parties shall be accorded:

- 1) notice of the specific charges or alleged violations in writing and possible consequences if the charges are found to be true;
- 2) reasonable time between receipt of the notice of charges and the hearing within which to prepare a defense;
- 3) the right to have the hearing conducted at a time and place so as to make it practicable for the person charged to attend;
- 4) a hearing before a disinterested and impartial body of fact-finders;
- 5) the right to be assisted in the presentation of one's case at the hearing;
- 6) the right to call witnesses and present oral and written evidence and argument;
- 7) the right to confront witnesses, including the right to be provided the identity of witnesses in advance of the hearing;
- 8) the right to have a record made of the hearing if desired;
- 9) a written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion, with all Association grievance decisions posted on the Association website, and sent to the Board of Directors and all Association Members;
- 10) notice of any substantive and material action of the hearing panel in the course of the proceedings; and
- 11) quality concerning communications, and no ex parte communication is permitted between a party and any person involved in making its decision or procedural determination except to provide explanations involving procedures to be followed.

Section 2. For the purposes of hearing grievances filed pursuant to Bylaw 704, the President shall appoint a Hearing Panel, consisting of individuals who are certified to conduct arbitration hearings. The Panel shall be appointed on the same schedule as committee appointments, but may be supplemented at any time. Appointments are subject to the approval of the Board of Directors.

Section 3. Association staff shall assist in the hearing process by communicating with the parties, assembling documents, coordinating hearing dates, and performing other administrative tasks to minimize the time and expense of the hearing.



Section 4. Hearing rules and procedures shall be set forth in the Policies.

**Bylaw 702. OPPORTUNITY TO PARTICIPATE**

Section 1. Fair notice and an opportunity for a hearing shall be accorded to any amateur athlete, coach, trainer, manager, administrator, or official before the Association may declare that individual ineligible to participate in any amateur athletic competition. Section 1 of Bylaw 703 and the procedures of that Bylaw apply to any administrative proceeding brought by the Association against such an individual.

Section 2.

- a) Neither the Association nor any Association Member may --
  - 1) deny or threaten to deny any amateur athlete, coach, trainer, manager, administrator or other official the opportunity to compete in the Olympic Games, World Championship competitions or such other "protected competition" as defined in the IOC Constitution; and
  - 2) subsequent to that competition, censure or otherwise penalize any such individual who participates in any such competition.
- b) Any individual identified in subsection (a) of this section who alleges that he or she has been denied by the Association or an Association Member a right established by subsection (a) of this Bylaw 702 shall immediately inform the President of the Association, who shall appoint an International Council representative who shall cause an investigation to be made and steps to be taken to settle the controversy. Notwithstanding any efforts taken by the Association to settle the controversy informally or through the Association's grievance procedures set forth in these Bylaws, the individual may refer the matter to the Executive Director of the IOC, for action, as appropriate, under the IOC Constitution.

**Bylaw 703. GRIEVANCES RELATED TO OPPORTUNITIES TO PARTICIPATE**

Section 1. In this Bylaw:

- a) "amateur athletic competition" means any Association-sponsored or organized competition in which amateur Skwim players compete at a highly competitive level; and
- b) jurisdiction for any grievance related to a Skwim competition sponsored by any other entity shall be with the sponsoring entity whose decision is final unless otherwise appealable to the Association under these Bylaws.

Section 2. A grievance may be filed by any eligible athlete, coach, trainer, manager, administrator, or official regarding that individual's opportunity to participate in, or to attempt to qualify for selection to participate in:

- a) any amateur athletic competition,
- b) any Skwim event of the Olympic Games, World Championship competitions, or
- c) any other "protected competitions" as that term is defined in the IOC Constitution.

Any grievance must be made in writing and signed under oath by the person(s) presenting the grievance, and must state the full name(s) and addressees of the athlete, coach, trainer, manager, administrator, official, the Association, another organization which is a member of the Association, a committee of the Association or a committee of an Association Member against

whom the grievance is made, and must include with specificity a complete statement of the acts which constitute the grievance, including the requested relief sought. The maker(s) must be prepared to substantiate the grievance at a hearing by personal testimony of a witness or witnesses with personal knowledge subject to cross examination and by sworn statements, other witnesses and by other competent evidence. The accused shall have the right to be assisted in the presentation of his or her case at the hearing, including the assistance of legal counsel (if desired), the right to call witnesses and present oral and written evidence and argument, the right to confront and cross-examine adverse witnesses, and the right to have a record made of the hearing if desired.

Section 3. The grievance should be addressed to the President and should be transmitted to the attention of the Secretary at the Association office by hand delivery or by certified mail or by facsimile as soon as practicable following the events which are the subject of the grievance.

Section 4.

- a) as soon as is practicable after the receipt of the grievance, the Secretary shall promptly communicate informally with the parties and the President of the Association and the Association's IOC Athletes' Advisory Council representative, and they shall make every effort to resolve the grievance to their and the parties' mutual satisfaction. If unsuccessful, the Secretary shall, without prejudice to the right of the complainant to pursue remedies available under the Amateur Sports Act and the IOC Constitution, arrange for a prompt hearing of the grievance by a Hearing Committee.
- b) the Hearing Committee shall consist of 5 voting members of the Board of Directors, appointed by the President with the approval of the Board. The panel shall consist of one Association officer (who shall chair the panel), one representative from each the Youth, Youth Select, Adult, Disabled Service Organization, Professional, and Officials' Councils; but shall not include any member of the Board having a direct interest, either personally or by virtue of organizational affiliation, in the outcome of the proceeding.

Section 5. Any person, committee, or association against whom a grievance has been filed is entitled to a hearing. The hearing shall be held after advance written notice of:

- a) the specific charges or alleged violations, and
- b) the time, place, and opportunity to participate in person and by counsel or other representative given to the person or persons presenting the grievance, the accused and all other possibly affected parties.

Notices of hearing must be accompanied by a copy of the written grievance and shall set forth the possible consequences if the charges are found to be true.

Section 6. The Hearing Committee shall review the record of any grievance hearing and promptly issue its written findings and determination based on the evidence of record in accordance with Bylaw 701, which shall be final and binding upon the parties, except as otherwise provided in the Constitution and Bylaws of the IOC.

Section 7. The hearing shall take place no earlier than 20 days after receipt of notice by the person charged and not later than 60 days from such receipt so as to ensure that the person

charged has sufficient time to prepare a defense. In emergency situations, these time periods may be shortened by the Hearing Committee in order to expedite a hearing as practical to resolve a matter relating to a scheduled competition.

## **Bylaw 704. DISPUTES AND GRIEVANCES BY OR AMONG ASSOCIATION MEMBERS**

### **Section 1.**

- a) Any complaint by one Association Member against another Association Member or any complaint by an individual or an Association Member which alleges that
  - 1) an Association Member has failed to comply with its membership requirements in the Association, or
  - 2) the Association has failed to comply with its membership requirements in the IOC, shall be in writing and signed under oath by the individual or the chief executive officer of the Association Member making the complaint.
  - 3) the complaint shall be filed with the Secretary by certified mail with a copy served on the other parties by certified mail at the same time.
  - 4) the complaint shall set forth the factual allegations in numbered paragraphs with each paragraph containing a single factual allegation.
  - 5) the complaint shall contain also, at a minimum --
    - a) the names and addresses of the parties;
    - b) the alleged grounds of noncompliance;
    - c) supporting evidence or documentation forming the basis of the complaint; and
    - d) the relief sought.
- b) The complaint shall be accompanied by the grievance fee in the form of money order or cashier's check in an amount equal to the appeals fee set up under Bylaw 705. The grievance fee shall be retained by the Association.

Section 2. An answer to the complaint, shall be filed by the respondent with the Secretary by certified mail, with a copy served by certified mail on the parties, within 30 days after the filing of the complaint. If the respondent is without sufficient knowledge or information to admit or deny a given factual allegation, the respondent may so respond. Failure to file an answer within the requisite time period shall serve as a default, except upon a showing of good cause.

### **Section 3.**

- a) The complaint and answer shall be referred to a Hearing Examiner, appointed by the President from members of the Hearing Panel, established pursuant to Bylaw 701. However, any member of the Hearing Panel having a direct interest, either personally or by virtue of an organizational membership affiliation, in the outcome of the proceedings, shall be disqualified from adjudicating the complaint.
- b) Any Association Member may file an amicus brief to the hearing, pursuant to the guidelines set forth in the Policies.
- c) The Hearing Examiner shall review the grievance complaint and answer. If the Hearing Examiner determines that, even assuming all facts alleged by the grieving party are true, the grievance would not be granted, the Hearing Examiner shall dismiss the grievance. Otherwise, the panel shall hold a hearing no later than 90 days

after the complaint was filed. The Hearing Examiner shall render his decision within 30 days after the hearing on the complaint.

Section 4. There shall be a right of appeal of a Hearing Examiner's decision to the Board of Directors under this Bylaw, which decision may only be overturned or amended by a two-thirds vote of the Directors in office at a meeting at which a quorum is present.

Section 5. Each party shall pay their own expenses for participating in the hearing. The fees and expenses for the Hearing Examiner shall be shared equally between the parties and the Association.

### **Bylaw 705. APPEALS PROCEDURES**

Section 1. The Appeals Committee shall consider and determine appeals from final decisions rendered by Association Members (except Members who are National Professional Leagues) relating to activities sponsored by the Association or the Association Member (except a Member who is a National Professional League) or its members. The decision of the Appeals Committee is final. The Appeals Committee has the power to call for the production of any documents and evidence the Appeals Committee may require.

- 1) in this subsection, "competition" may include games, tournaments, league play, or a regular season.
- 2) no decision of an Association Member that arises out of the application of the rules of competition which is made in the course of the competition, and has no consequence beyond the competition, is appealable. Nothing in this subsection shall be construed to limit the rights of appeal available under the Amateur Sports Act or the Constitution or Bylaws of the USOC relating to the opportunity of Athletes to participate in "protected competition", as defined in the USOC Constitution.

Section 2. An appeal shall be made in accordance with procedures established by the Board of Directors and is begun by submitting a notice of appeal within 10 days from the date of the official receipt of the decision by the party making the appeal. Copies of the notice of appeal shall be sent to all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 3. The notice of appeal shall be accompanied by the appeal fee in the form of money order or cashier's check in an amount determined by the Board of Directors. The appeal fee shall be retained by the Association.

Section 4. The appeals committee or other body whose decision is being appealed shall, within 10 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, forward to the Secretary and to all parties the official record utilized by it in making its decision. Parties should not resubmit documents contained in the official record.

Section 5. Within 20 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, the appealing party shall submit to the Secretary any argument it wishes to make in support of the appeal and shall furnish copies of the argument to

all opposing parties and to the appeals committee or other body whose decision is being appealed.

Section 6. Within 30 business days of the date of acceptance of jurisdiction by the Appeals Committee of the notice of appeal, all opposing parties shall submit to the Secretary any argument they wish to make in opposition to the appeal.

Section 7. A decision rendered by an Association Member (except an Association Member which is a National Professional League) from which an appeal is taken is not suspended pending the final decision of the Appeals Committee unless the Committee otherwise orders. That decision may be upheld, reversed, or reversed and remanded.

#### **Bylaw 706. ARBITRATION**

The Association shall submit the following to binding arbitration conducted under the auspices of the American Arbitration Association in accordance with its commercial rules in effect:

- a) any controversy involving its recognition as a national governing body for the sport of Skwim, as provided in the Amateur Sports Act and the IOC Constitution and Bylaws; and
- b) any controversy involving the opportunity of any athlete, coach, trainer, manager, administrator, or official to participate in any amateur athletic competition or the Olympic Games, World Championship competitions, or any other “protected competition” as defined under the Amateur Sports Act and the IOC Constitution and Bylaws.

#### **Bylaw 707. LITIGATION**

Section 1. No Association Member, official, league, club, team, player, coach, administrator or official may invoke the aid of the courts without first exhausting all available remedies within the appropriate Skwim organization, and as provided within the Association. This Bylaw does not apply to the commencement of an arbitration proceeding under these Bylaws or the IOC Constitution and Bylaws or the enforcement of a decision rendered in such a proceeding.

Section 2. For a violation of this Bylaw, the offending party shall be subject to suspension and fines, and shall be liable to the Association for all expenses incurred by the Association and its officers in defending each court action, including but not limited to the following:

- a) court costs.
- b) attorney’s fees.
- c) reasonable compensation for time spent by Association officials and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances.
- d) travel expenses.
- e) expenses for holding special International Council meetings necessitated by the court action.

## **PART VIII—AMENDMENTS**

### **Bylaw 801. PROPOSING AMENDMENTS**

Section 1. Any proposal to amend the articles of incorporation, policies or these Bylaws of the Association may be made by an Association Member, a member of the Board of Directors, the Youth, Youth Select, Adult, Disabled Service Organization, Professional, or Officials Council, or a committee of the Association.

Section 2. One copy of any proposed rule amendment shall be submitted in the form prescribed by the Rules Committee.

### **Bylaw 802. ADVANCE NOTICE, REVIEW, AND REPORT**

Section 1. Any proposal to amend the articles of incorporation or these Bylaws of the Association must be submitted in writing to the Secretary not later than 120 days in advance of the International Council meeting at which the proposal is to be considered.

Section 2. The Secretary shall immediately provide the Rules Committee with the proposed amendments received. The Committee shall review each of the proposed amendments.

Section 3. The proposed amendments and recommendations of the Rules Committee shall be submitted in writing to each member of the International Council at least 30 days before the International Council meeting at which the proposed amendments are to be considered.

Section 4. A report from the Rules Committee shall include a majority and a minority report (if applicable) of the Committee's action.

### **Bylaw 803. VOTING REQUIREMENTS**

Any amendment to these Bylaws of the Association shall require a two-thirds vote of a quorum at a meeting of the International Council, except only a majority vote of such quorum shall be required to increase the membership of the Board of Directors as provided by section 5 of Bylaw 411. Any amendment to the articles of incorporation for the Association shall be adopted in conformity with the requirements of the Washington State Nonprofit Corporation Act.

### **Bylaw 804. EFFECTIVE DATE**

Unless otherwise provided, an amendment to these Bylaws is effective on that September 1 that occurs immediately after the amendment is adopted.

The foregoing Bylaws were adopted by the Board of Directors on December 18, 2007.

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Secretary