

**BYLAWS**

**OF**

**MARYLAND SWIMMING, INC.**

**(A Local Swimming Committee of United States Swimming, Inc.)**

**Amended: June 18, 2005**

**Approved by National Rules & Regulations: July 11, 2005**

## TABLE OF CONTENTS

<u>Article</u>	<u>Page No.</u>
1. Name, Objective, Territory and Jurisdiction	1
2. Membership	1
3. Dues and Fees	3
4. House of Delegates	4
5. Board of Directors	8
6. Officers	12
7. Divisions, Committees and Coordinators	17
8. Annual Audit, Reports and Remittances	23
9. Members Bill of Rights	24
10. Board of Review, Hearings and Right of Appeal	24
11. Organization, Amendment of Bylaws and Dissolution	36
12. Indemnification	37
13. Parliamentary Authority	38
14. Permanent Office and Staff	38
15. Miscellaneous	38
16. Definitions, Conventions and Rules of Interpretations	39

## APPENDICES

### APPENDIX A

Questions and Answers about Resolving Disputes	1
---	---

### APPENDIX B

Form of Board of Review Notice	4
--------------------------------	---

## ARTICLE 1

### NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 1.1 NAME - The name of the corporation shall be UNITED STATES SWIMMING - MARYLAND SWIMMING, INC. (MSI)
- 1.2 OBJECTIVES - The objectives and primary purpose of the MSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. MSI shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA, USS, and MSI and its Articles of Incorporation.
- 1.3 GEOGRAPHIC TERRITORY - The geographic Territory of MSI is the state of Maryland (except the counties of Montgomery and Prince George's).
- 1.4 JURISDICTION - MSI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USS to conduct swimming programs consistent with MSI's objectives and those of USS and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USS Code). MSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USS in accordance with these Bylaws, the USS Code and all applicable policies and procedures.

## ARTICLE 2

### MEMBERSHIP

- 2.1 MEMBERS - The membership of MSI shall consist of the following:
  - .1 GROUP MEMBERS - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USS and MSI and paid the fees established by USS and MSI pursuant to Article 3. An organization may be denied membership by the Membership/Registration Coordinator or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the Board of Review. An organization's status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USS Code, the rules, regulations, policies, procedures and codes of conduct and ethics of MSI and USS and may be terminated by a decision of the Board of Review or the National Board of Review. Except for Affiliated Group Members, Group Members in good standing shall be entitled to participate in the program of swimming conducted by MSI, and competitions sanctioned or approved by USS, in accordance with Section 9.2.
    - A. Club Members - A Club Member is an organization which is in good standing as a Group Member of MSI and USS, has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of MSI and USS.
    - B. Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of MSI and USS, which is in good standing as a Group Member of MSI and USS, but which does not have athletes and coaches who all are Individual Members of MSI and USS.
    - C. Seasonal Club Members - A Seasonal Club Member is an organization which has joined MSI and USS for one or two periods not longer than 150 days each in a registration year and is in good standing as a Group Member of MSI and USS. All Seasonal Club Member coaches must be Coach Members in good standing of MSI and USS. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of MSI and USS.

.2 INDIVIDUAL MEMBERS - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USS and MSI and paid the dues established by USS and MSI pursuant to Article 3. An individual may be denied membership by the Membership/Registration Coordinator or by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which an Individual Membership could be terminated. Any denial of membership may be appealed to the Board of Review. An individual's status as an Individual Member is subject to the Individual Member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws, the USS Code, the rules, regulations, policies, procedures and codes of conduct and ethics of MSI and USS and may be terminated by a decision of the Board of Review or the National Board of Review. Individual Members in good standing shall be entitled to participate in the program of swimming conducted by MSI, and competitions sanctioned or approved by USS, in accordance with Section 9.1.

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

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

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

D. Seasonal Athlete Members - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of MSI and USS.

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

.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in MSI and USS is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the Board of Review or the National Board of Review for any violation of a member's responsibilities under Section 2.2, for any of the reasons set forth in Section 10.4.7C or for any other reason determined by the Board of Review or National Board of Review to be in the best interests of the sport of swimming, USS or MSI.

## 2.2 MEMBERS' RESPONSIBILITIES

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

- .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USS or MSI, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials, or coaches or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.
- .3 CLUB SAFETY COORDINATOR - Each Club Member shall appoint an Active Individual Member or Coach Member to be a Club Safety Coordinator. The Club Safety Coordinator shall be responsible for disseminating safety education information received from USS and MSI to the Club Member's athletes, coaches and other members and shall make recommendations to the Club Member concerning safety policy and its implementation. The Club Safety Coordinator shall make any reports requested by MSI's Safety Committee Chairman.

## ARTICLE 3 DUES AND FEES

- 3.1 CLUB MEMBERS - Every Club Member and Seasonal Club Member shall pay an annual or seasonal fee, respectively, consisting of a national club fee established by USS and a local club fee established by MSI, together with any other charges, fees, etc. as may be established by MSI.
- 3.2 AFFILIATED GROUP MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Group Members.
- 3.3 ATHLETES - Each Athlete Member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USS and a local fee established by MSI.
- 3.4 COACHES - Each Coach Member shall pay an annual fee consisting of a national fee established by USS and a local fee established by MSI, together with any other charges, fees, etc. as may be established by MSI.
- 3.5 ACTIVE INDIVIDUAL MEMBERS - Each Active Individual Member shall pay an annual fee consisting of a national fee established by USS and a local fee established by MSI, together with any other charges, fees, etc. as may be established by MSI.
- 3.6 SANCTION, APPROVAL AND OTHER FEES
  - .1 SANCTION AND APPROVAL FEES - The Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.
  - .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount, an amount related to the number of events swum, the number of individual swims or the number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or a combination of one or more of these other bases.
  - .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by MSI. If any of the sanction or approval fees or service charges are due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to MSI when due in accordance with MSI's fee schedule.

### 3.7 FAILURE TO PAY

- .1 GROUP, COACH AND ACTIVE INDIVIDUAL MEMBER OBLIGATIONS - The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by MSI or USS, within the time prescribed, as evidenced by a final decision of the Board of Review or the National Board of Review or by a court of law, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USS through MSI or any other LSC, (b) participating in any capacity in the affairs of USS, MSI or any other LSC or (c) serving as a Club Safety Coordinator, Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member or Seasonal Club Member or with any group member of any other LSC.
- .2 ATHLETE MEMBER OBLIGATIONS - The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USS, MSI or their former LSCs, within the time prescribed, as evidenced by a final decision of the Board of Review, the National Board of Review or by a court of law, shall preclude the delinquent member from (a) competing in any competition sanctioned by USS, (b) obtaining an NTV or other reportable time achieved in events swum at any USS sanctioned, approved, or observed meet, (c) participating in any capacity in the affairs of USS, MSI or any other LSC or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC.
- .3 CLUB/INDIVIDUAL OBLIGATIONS - If a Club Member or a Seasonal Club Member has secured a final court judgment or final Board of Review or National Board of Review decision against an Individual Member for non-payment of financial obligations owed to the Club Member, then until the decision or judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USS, (b) obtain an NTV or other reportable time in events swum at any USS approved or observed meet, (c) participate in any capacity in the affairs of USS, MSI or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.
- .4 INDIVIDUAL/CLUB OBLIGATIONS - If an Individual Member has secured a final court judgment or a final Board of Review or National Board of Review decision against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USS and (b) participating in any capacity in the affairs of USS, MSI or any other LSC, including being represented in the House of Delegates by its Group Member Representative.
- .5 CONTINUED FAILURE TO PAY; TERMINATION OF MEMBERSHIP - Continued failure to pay, within a reasonable period of time, as determined by the Board of Directors, the House of Delegates, the Board of Review or the National Board of Review shall be cause for termination of membership.

## ARTICLE 4 HOUSE OF DELEGATES

- 4.1 MEMBERS - The House of Delegates of MSI shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Board Members designated in Section 5.1, and the At-Large House Members.
  - .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership a Group Member Representatives and one or more alternates for each. The appointment shall be in writing, addressed to the Secretary of MSI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw one or more of its Group Member Representatives or one or more of its alternates and substitute a new Group Member Representatives or new alternates by written notice, addressed to the Secretary of MSI and signed by the chief executive officer or secretary of the appointing Group Member.

- .2 AT-LARGE HOUSE MEMBERS - Up to ten (10) at-large members of the House of Delegates may be appointed by the General Chairman with the advice and consent of the Board of Directors. The At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.
- .3 ATHLETE REPRESENTATIVES - Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected or appointed or take office. At the time of election, the Athlete Representative must (a) be an Athlete Member in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by MSI or another LSC; and (d) reside in the Territory and expect to reside therein throughout at least the first half of the term. The election of the Athlete Representatives shall be conducted annually during MSI's Short Course swimming championship, or other regularly scheduled meet designated by the Board of Directors. The balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined by a majority of the Athlete Members in good standing present and voting who are thirteen (13) years of age or older. Prior to the election, the current Athlete Representatives shall be asked to nominate one or more Athlete Members for consideration.
- .4 COACH REPRESENTATIVES - Two Coach Representatives shall be elected, in odd numbered years for a two-year term, or until a successor is elected. The positions should be designated as the Senior Coach Representative and the Junior Coach Representative with the requirements for both being determined by the Coach Members. The election of the Coach Representatives shall be conducted during MSI's Short Course swimming championship or at a meeting time called by the Senior Coach Representative or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors.
- 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at or to vote at the House of Delegates in any capacity. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.
- 4.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of Individual members shall be as follows:
  - .1 CLUB MEMBER REPRESENTATIVES - Each of the Club Member representatives shall have both voice and two votes each in meetings of the House of Delegates.
  - .2 BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, THE COACH REPRESENTATIVES AND AT-LARGE HOUSE MEMBERS - Each of Board Members, the Athlete Representatives, the Coach Representatives and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.
  - .3 AFFILIATED GROUP MEMBER REPRESENTATIVES — Group Member Representatives of Affiliated Group Members, unless entitled to vote under another provision of these bylaws shall have voice but no vote in meetings of the House of Delegates and its committees.
  - .4 SEASONAL CLUB MEMBERS - Seasonal Club Members, unless entitled to vote under another provision of these Bylaws, will have Voice but no vote in meetings of the House of Delegates and its committees.
  - .5 INDIVIDUAL MEMBERS - Individual Members who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard at the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the House of Delegates.

- 4.4 DUTIES AND POWERS - The House of Delegates shall oversee the management of the affairs of MSI and the establishment of policies, procedures and programs. In addition to the duties and powers prescribed in the USS Code or elsewhere in these Bylaws, the House of Delegates shall:
- .1 Elect the officers and regular and alternate members of the Board of Review and the committee chairmen and coordinators listed in Section 7.2.1.A in accordance with Sections 6.2 through 6.6;
  - .2 Elect alternates to the USS House of Delegates in accordance with section 507.1 of the USS Code (see also Section 6.7.11);
  - .3 Elect the members of the Nominating Committee;
  - .4 Review, modify and adopt the annual budget of MSI recommended by the Board of Directors;
  - .5 Call regular and special meetings of the House of Delegates;
  - .6 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
  - .7 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by MSI;
  - .8 Establish by resolution one or more committees of its members. The committees shall have the powers and duties specified in the resolution, which may include delegation of one or more of the powers and duties of the House of Delegates other than the powers to amend these Bylaws or remove Board Members and other elected officers;
  - .9 Amend the Bylaws of MSI in accordance with Section 11.3; and
  - .10 Remove from office any Board Members, members of the Board of Review, or committee chairmen or members or coordinators who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Board of Review for any of the reasons set forth in Section 10.4.7C. However, no Board Member, Board of Review member or elected committee chairman or coordinators may be removed except upon not less than thirty (30) days written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Section 10.6.1 to the extent applicable. Should the Board Member, Board of Review member or elected committee chairman or coordinators contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the defendant shall have the same rights as if the hearing were to be conducted by the Board of Review pursuant to Article 10.
- 4.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of MSI shall be held in the month of June of each year. Regular meetings of the House of Delegates shall be in accordance with a schedule adopted by the House of Delegates or the Board of Directors.
- 4.6 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chairman. Should the Board of Directors or the General Chairman fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least five (5) members of the House of Delegates.
- 4.7 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.

#### 4.8 NOMINATING COMMITTEE —

1. MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall comprise not fewer than four (4) Individual Members elected annually by the House of Delegates or the Board of Directors if the House of Delegates does not act in a timely fashion to serve until their successors are elected (a number greater than four may be designated from time to time by either the House of Delegates or the Nominating Committee). Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members. Section 6.3, 6.6, and 6.9 shall apply to members of the Nominating Committee. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chairman, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates.
- .2 CHAIRMAN ELECTED BY NOMINATING COMMITTEE - The Chairman of the Nominating Committee shall be elected annually by a majority vote of the members of the Nominating Committee present at a meeting called promptly after the members are elected or appointed.
- .3 DUTIES OF NOMINATING COMMITTEE - A slate of candidates for election as the officers, At-Large Board Members, or committee chairmen or coordinators specified in Section 6.1 and the regular and alternate members of the Board of Review to be elected at the next annual meeting shall be prepared by the Nominating Committee. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions. The Nominating Committee shall also nominate a slate of candidates for the Nominating Committee to be elected at the same annual meeting of the House of Delegates.
- .4 PUBLICATION OF NOMINATIONS - Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 4.15.1 where convenient. See Section 16.1.5 for the methods which may be used for the distribution.
- .5 ADDITIONAL NOMINATIONS - Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.
- .6 MEETINGS AND NOTICES - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chairman or any three members of the Committee with a minimum of six (6) days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 also shall apply to the Nominating Committee's meetings and notices.
- .7 QUORUM - A quorum for any meeting of the Nominating Committee shall consist of not fewer than three (3) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

#### 4.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

- .1 HOUSE OF DELEGATES - House of Delegates meetings shall be open to all members of MSI and USS. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of MSI shall be deliberated and decided in a closed executive session which only House of Delegates members may attend. By a majority vote on a motion of a question of privilege, the House of Delegates may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the House.
- .2 HOUSE OF DELEGATES COMMITTEES - All meetings and deliberations of the Nominating Committee shall be conducted in executive session. All meetings of any other committees established by the House of Delegates shall be open to all members of MSI and USS except to the extent closed executive meetings and deliberations are authorized by the House of Delegates resolution creating the committee or by the Parliamentary Authority.

- 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.
- 4.11 VOTING - Except as otherwise provided in these Bylaws or, to the extent not inconsistent with these Bylaws, the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. A motion or order calling for the removal of a member of the Board of Review pursuant to Section 4.4.10, shall be determined by a two-thirds vote after at least thirty (30) days notice. See also Section 11.3 regarding amendment of these Bylaws.
- 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.
- 4.13 MAIL VOTE - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, members of the Board of Review, elected committee chairmen or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 4.15.1) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.
- 4.14 ORDER OF BUSINESS - At all meetings of the House of Delegates the following shall be included in the order of business to the extent applicable. The order in which the various subjects are taken up may be varied.

- Roll Call
- Reading, correction and adoption of minutes of previous meeting
- Reports of officers
- Reports of committees and coordinators
- Presentation and approval of the annual budget
- Presentation and approval of the annual audit pursuant to Section 8.5, when applicable
- Unfinished (old) business
- Elections
- New business
- Resolutions and orders
- Adjournment

4.15 NOTICES

- .1 TIME - Not less than twenty (20) days written notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 16.1.5 for the various permitted forms of notice.
- .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

## ARTICLE 5 BOARD OF DIRECTORS

- 5.1 MEMBERS - The Board of Directors of MSI shall consist of the following officers, committee chairmen, and representatives of MSI, together with those additional members designated in Sections 5.2 and 5.3:
  - .1 General Chairman
  - .2 Administrative Vice-chairman

- .3 Senior Vice-chairman
- .4 Age Group Vice-chairman
- .5 Secretary
- .6 Treasurer
- .7 The Coach Representatives
- .8 The Athlete Representatives
- .9 Membership/Registration Coordinator
- .10 Technical Planning/Sanctions Chairman
- .11 Records Coordinator
- .12 Safety Chairman
- .13 Club Development Chairman
- .14 Swim-a-Thon Coordinator
- .15 Officials Chairman
- .16 Long Distance Swimming Chairman
- .17 National Times Coordinator
- .18 Equipment Coordinator
- .19 Review Section Chairman
- .20 Adapted Swimming Chairman
- .21 Outreach Coordinator
- .22 At-Large Members

5.2 **AT-LARGE BOARD MEMBERS** – The Board of Directors shall have seven (7) At-Large Board Members. Three (3) At-Large Members will be Board Members as described in Section 5.4.1 while the remaining four (4) will be Non-Voting Board Members as described in Section 5.4.2. The House of Delegates will make this distinction at the time of election. The House of Delegates or Board of Directors by resolution may reduce the number but not increase it to more than seven (7). Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant.

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

- .1 The Immediate Past General Chairman of MSI, if an Individual Member in good standing.

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

- .1 **BOARD MEMBERS** - Each Board Member other than the ex-officio members (see Section 5.3) shall have both voice and vote in meetings of the Board of Directors and its Committees.
- .2 **NON-VOTING BOARD MEMBERS** — Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees. At-Large Non-Voting Board Members, as described in 5.2, will have voice but no vote in meetings of the Board of Directors but shall have both voice and vote in meetings of its Committees.
- .3 **INDIVIDUAL MEMBERS** - Individual members who are not Board Members may attend open meetings of the Board of Directors and its committees and be heard in the discretion of the presiding officer. Unless entitled to Vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the Board of Directors or its committees.

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

- .1 Establish and direct policies, procedures and programs for MSI;

- .2 Oversee the conduct by the officers of MSI of the day-to-day management of the affairs of MSI;
- .3 Elect At-Large Board Members when the House of Delegates does not do so in a timely fashion.
- .4 Provide advice and consent to appointments proposed by the General Chairman that require advice and consent under these Bylaws.
- .5 Cause the preparation and presentation to the House of Delegates of the annual budget of MSI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .6 Receive presentation of the annual audit report pursuant to Section 8.5 and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
- .8 Admit eligible prospective Group Members;
- .9 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of MSI;
- .10 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These parties shall have the authority and perform the duties as provided in these Bylaws, or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and
- .11 Remove from office any officers, At-Large Board Members, committee chairmen, or committee members or coordinators of MSI who were not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Board of Review for any of the reasons set forth in Section 10.4.7C. No officer, At-Large Board Member or committee chairman or coordinator may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Section 10.6.1 to the extent applicable. Should the officer, At-Large Board Member, committee chairman, or committee member or coordinator contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Board of Review pursuant to Article 10.

#### 5.6 EXECUTIVE COMMITTEE -

- .1 **AUTHORITY AND POWER** - The Executive Committee shall have the authority and power to act for the Board of Directors and MSI between meetings of the Board and the House of Delegates.
- .2 **MEMBERS** - The members of the Executive Committee shall be the General Chairman, who shall act as chairman, Administrative Vice-chairman, Senior Vice-chairman, Age Group Vice-chairman Treasurer, Secretary, Senior Athlete Representative, and Senior Coach Representative.
- .3 **MEETINGS AND NOTICE** - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chairman or any three (3) members of the

Committee with a minimum of three (3) days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 shall apply to the Executive Committee meetings and notices.

- 4 QUORUM - A quorum of the Executive Committee shall consist of four (4) members of the Committee.
- 5 REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

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

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

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

5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chairman. Should the Board of Directors or the General Chairman fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.

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

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

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

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

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

5.16 NOTICES -

- .1 TIME - Not less than six (6) days notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. Separate notices need not be given for regular meetings that are designated in these Bylaws or otherwise scheduled and noticed well in advance. (See Section 16.1.5 for the various permitted forms of notice and the consequences thereof.)
- .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose, which may be general.

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

Roll Call  
Reading, correction and adoption of minutes  
Report of Executive Committee  
Reports of officers  
Reports of committees and coordinators  
Presentation of the annual budget and adoption of recommendation to the House of Delegates  
Presentation of the annual audit report pursuant to Section 8.5 and adoption of its recommendation to the House of Delegates  
Advice and Consent to Appointments  
Unfinished (old) business  
New business  
Approval of applications for Group Membership  
Resolutions and orders  
Adjournment

## ARTICLE 6 OFFICERS

6.1 ELECTED OFFICERS/COMMITTEE CHAIRMAN -- The officers, committee chairman and coordinators who shall be elected by the House of Delegates are:

- .1 General Chairman
- .2 Administrative Vice-chairman
- .3 Senior Vice-chairman
- .4 Age Group Vice-chairman
- .5 Secretary
- .6 Treasurer
- .7 Technical Planning/Sanctions Chairman
- .8 Membership/Registration Coordinator
- .9 Coach Representatives
- .10 Athlete Representatives

6.2 ELECTIONS - The House of Delegates at its annual meeting in odd numbered years will elect all officers/Committee Chairman listed in 6.1 (except the Coach Representatives will be elected by the Coaches and the Athlete Representatives will be elected by the Athletes). The House of Delegates shall also elect the Board of Review (See Section 10.3.3) and the Nominating Committee (See Section 4.8.1).

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

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

6.5 OFFICES COMBINED OR SPLIT –

- .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chairman and Treasurer, may be held jointly by two Individual Members to serve as co-officers or by the House of Delegates electing two at the time of Election. In the case of the Administrative Vice-Chairman, the House of Delegates at the time of election shall designate one to be the successor to the General Chairman. If no such designation is made, the person with the longer tenure in such office or as a Board Member shall serve as the successor.
- .2 OFFICES COMBINED - Any office other than General Chairman may be combined with any other office except that the office of Treasurer may not be combined. This may be accomplished by the Nominating Committee nominating single Individual Member to serve simultaneously as two officers by the House of Delegates so electing at the time of election.

6.6 TERMS OF OFFICE —

- .1 TERM OF OFFICE - The terms of office of all elected members of the Board of Directors shall be two years.
- .2 COMMENCEMENT OF TERM - Each person elected to a position shall assume office on the First Day of September or until a successor is chosen.
- .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary, Treasurer, Technical Planning/Sanctions Chairman, Membership/Registration Coordinator, no Individual Member who has been elected by the House of Delegates and served four successive years shall be eligible for re-election to the same position until a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms limitation.

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

- .1 GENERAL CHAIRMAN: The General Chairman shall oversee and have general charge of the management, business, operations, affairs and property of MSI and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairmen and members for standing and special committees or coordinators as may be necessary to permit MSI to effectively, efficiently and economically conduct its affairs. The General Chairman shall report to the Board of Directors all matters within the General Chairman's knowledge that the Board of Directors should consider in the best interests of MSI.
- .2 SECRETARY: The Secretary, or a delegate, shall be responsible for keeping a record of all meetings of the House of Delegates and Board of Directors, conducting official correspondence, issuing meeting and other notices and making such reports to USS as are required by Article 8 of these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary, or a delegatee, shall be custodian of the records MSI, and attest the execution of all duly authorized instruments. The Secretary shall cause to be kept copies of all minutes, official correspondence, meeting and other notices, and any other records of MSI.
- .3 TREASURER: The Treasurer shall be the principal receiving and disbursing officer of MSI. Except as otherwise directed by the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of MSI and pay all bills, salaries, expenses and other disbursements approved by an authorized officer, committee chairman, coordinator, the Board of Directors or the House of Delegates, or required to be paid pursuant to Section 8.3. When authorized by the Board of Directors, income and expenses may be received and paid by a division, officer, or committee or coordinator, provided that the division, officer or committee or coordinator promptly submits to the Treasurer an itemized report, duly attested by the division, officer, or committee chairman or coordinator and either within the approved budget of such division, officer, or committee or coordinator, or authorized by the Board of Directors or the House of Delegates. The Treasurer

shall be a member of the Finance Committee but may not be its chairman. The Treasurer shall issue a quarterly report listing the current budget variances by line item, all receipts, all expenditures and the current fund and account balances for the preceding quarter and for the fiscal year to date, together with such other items the General Chairman or the Board of Directors may direct. The Treasurer shall:

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

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

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

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

E. Cause to be kept correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, or the Treasurer shall determine. The Treasurer's custody of the books and record shall be as a fiduciary for MSI and custody and fiduciary state shall end when the Treasurer leaves office and passes them on to the successor Treasurer;

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

G. Cause MSI to be in compliance with the requirements of Section 8.4;

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

I. Cause the annual audit of accounts of MSI to be performed and cause the preparation and timely filing of all required federal, state and local tax returns, and other financial and tax reports with the applicable government official, and forward a copy of the annual financial statement and audit report and any federal tax return to the Secretary for submission to the Board of Directors and USS national headquarters in accordance with Sections 8.2 and 8.3;

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

K. In general, perform all the other duties incidental to the corporate treasury function.

.4 ADMINISTRATIVE VICE-CHAIRMAN: The Administrative Vice-chairman shall conduct meetings in the absence of the General Chairman and, at the request of the General Chairman or in the event of the disability of the General Chairman, shall perform all of the duties of the General Chairman, and when so acting shall have all of the powers of the General Chairman. (See Section 6.9.1) The Administrative Vice-chairman shall chair, and have general charge of the business, affairs and property of the division that administers MSI business and affairs. The Administrative Vice-chairman shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, committees and coordinators.

.5 SENIOR VICE-CHAIRMAN: The Senior Vice-chairman shall chair and have general charge of the affairs and property of the Committee that develops and conducts the senior swimming program of

MSI. The Senior Vice-chairman serves a liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives elections are held in accordance with these Bylaws.

- .6 AGE GROUP VICE-CHAIRMAN: The Age Group Vice-chairman shall chair and have general charge of the affairs and property of the Committee that develops and conducts the age group swimming program of MSI.
- .7 TECHNICAL PLANNING/SANCTIONS CHAIRMAN: The Technical Planning/Sanctions Chairman shall develop and coordinate the conduct of all swimming programs for all levels of swimming in MSI including the awarding of meet sponsorships to Club Members. The Technical Planning/Sanctions Chairman is also responsible for the development of long-range plans for swimming programs .
- .8 ATHLETE REPRESENTATIVES: The Athlete Representatives shall serve as the liaison between the athletes who are members of MSI and the Board of Directors and House of Delegates.
- .9 COACH REPRESENTATIVES: The Coach Representatives shall serve as a liaison between the coaches who are members of MSI and the Board of Directors and House of Delegates.
- .10 AT-LARGE BOARD MEMBERS: In addition to their inherent powers and duties as members of the Board of Directors, the At-Large Board Members shall have such powers and duties as may be delegated to them by the General Chairman, The Board of Directors or the House of Delegates.
- .11 DELEGATES TO USS HOUSE OF DELEGATES -
  - A. Officer and Representative Delegates - It shall be the duty and privilege of the General Chairman, the Administrative Vice-chairman, the Age Group Vice-chairman, the Senior Vice-chairman, the Senior Athlete Representative and the Senior Coach Representative to attend the USS annual meeting as representatives of MSI and voting delegates to the USS House of Delegates.
  - B. Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chairman, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USS annual meeting as delegates representing MSI.
  - C. Athlete Representative Alternates - If an athlete delegate is unable to attend, the Athlete Representative next most senior in term of office shall attend. If seniority cannot be established or there remain no additional Athlete Representatives or alternates able to attend, then the General Chairman, with the advice and consent of the Board of Directors, shall designate one or more Athlete Members to attend as a representative of MSI.
  - D. Coach Representative Alternates - If the Senior Coach Representative is unable to attend the USS annual meeting, then the other Coach Representative shall attend, and if neither Coach Representative is able to attend, then the General Chairman, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of MSI.

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

#### 6.9 VACANCIES AND INCAPACITIES -

- .1 OFFICE OF GENERAL CHAIRMAN - In the event of a vacancy in the office of General Chairman, or of the General Chairman's temporary or permanent incapacity, the Administrative Vice-chairman shall become the Acting General Chairman until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chairman, or until the General Chairman ceases to suffer from any temporary incapacity. While serving as Acting General Chairman, the Administrative Vice-chairman shall vacate the office of Administrative

Vice-chairman, except in the case of the General Chairman's temporary incapacity. If the General Chairman is to be absent from the Territory, the General Chairman may, but is not obligated to, designate the Administrative Vice-chairman as Acting General Chairman for the duration of the absence.

- .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, the General Chairman may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the Athletes Committee or the Coaches Committee, as the case may be, shall elect a successor.
- .3 OTHER OFFICES - In the event of a vacancy in, or permanent incapacity of the person holding, any office other than General Chairman, Athlete Representative, Coach Representative or member of the Board of Review, the General Chairman shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the General Chairman may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.
- .4 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates with, in the case of an Athlete Representative or a Coach Representative, the advice and consent of the Athletes Committee or the Coaches Committee, respectively. The determination as to when the General Chairman is temporarily incapacitated shall be made, where the circumstances permit, by the General Chairman and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

#### 6.10 OFFICERS' POWERS GENERALLY -

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chairman, Administrative Vice-chairman, and Treasurer each may sign and execute in the name of MSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.
- .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as may be prescribed by the Board of Directors, the General Chairman, the respective division Vice-chairman, the delegating officer or these Bylaws. The division Vice-chairmen shall have the additional duties and powers set forth in Section 7.1 and 7.5.
- .3 DELEGATION - Officers of MSI may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, except that the Treasurer may not delegate duties to another without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.
- .4 ASSISTANT AND DEPUTY OFFICERS - The House of Delegates or the Board of Directors may by resolution create the office of deputy to one or more of the elected officers. The resolution shall define the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

6.11 DEPOSITORIES AND BANKING AUTHORITY —

- .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of MSI shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors may select, or as may be selected by the Treasurer or any officer or officers or agent or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of MSI in any of its duly authorized depositories shall be made in the manner determined by the Treasurer or the Board of Directors. All funds of MSI not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by the Treasurer, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.
- .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of MSI shall be signed by the General Chairman, the Treasurer or other officer or officers or agent or agents of MSI, and in the manner, as shall be determined by the Treasurer or the Board of Directors.

## ARTICLE 7 DIVISIONS, COMMITTEES AND COORDINATORS

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

- .1 ADMINISTRATIVE DIVISION - Administrative Vice-chairman
  - Awards Banquet
  - Bylaws/Legislation/Rules
  - Club Development
  - Elections
  - Equipment
  - Insurance
  - Legal (General Counsel, if applicable)
  - Registration/Membership
  - Officials
  - National Times
  - Personnel
  - Public Relations
  - Publications/Newsletter
  - Policies and Procedures
  - Records/Top 16 Tabulation
  - Secretary
  - Special Events
- .2 AGE GROUP DIVISION - Age Group Vice-chairman
  - Adaptive Swimming
  - Age Group
  - Camps/Clinics
  - Open Water
  - Time Standards
  - Zone Team

- .3 SENIOR DIVISION - Senior Vice-chairman
  - Awards
  - Camps/Clinics
  - Safety
- .4 TECHNICAL PLANNING DIVISION — Technical Planning/Sanctions Chairman
  - Meet Sponsorship
  - Meet Sanctions
  - Meet Management
- .5 FINANCE DIVISION -Treasurer
  - Audit
  - Budget
  - Finance
  - Marketing/Sponsorship
  - Swim-a-Thon
  - Tax
- .6 ATHLETES DIVISION - Senior Athlete Representative
  - Athlete Representatives
  - Athletes Committee
- .7 COACHES DIVISION - Senior Coach Representative
  - Coaches Representatives
  - Coaches Committee

7.2 NON-OFFICER CHAIRMEN AND THEIR COMMITTEES

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

A. Elected Chairmen - As provided in Section 6.2, certain non-officer committee chairmen shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be as provided in Sections 6.3, 6.4 and 6.6. These elected non-officer committee chairmen and coordinators of MSI are:

- (1) Membership/Registration Coordinator.

B. Ex-officio Chairman - Pursuant to Section 7.3, certain other committee chairmen are designated ex-officio by virtue of an office currently held.

C. Appointed Chairmen - The chairmen of all other standing committees and all other coordinators shall be appointed by the General Chairman with the advice and consent of the Board of Directors and the respective division vice-chairman. The appointed standing committee chairman or coordinator shall assume office upon appointment or the date designated by the General Chairman, and shall serve until sixty (60) days after the next election of a General Chairman or until a successor is appointed and assumes office.

.2 DUTIES AND POWERS OF NON-OFFICER CHAIRMEN AND COORDINATORS -

A. Membership/Registration Coordinator- The Membership/Registration Coordinator shall be responsible for the registration of Group and Individual Members and shall make the reports required by Section 8.6, together with such additional reports as may be required by USS, the Board of Directors or the Administrative Vice-chairman.

7.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chairman with the advice and consent of the respective division vice-chairman and the chairman of the committee. The division vice-chairman shall be an ex-officio member (with voice and vote) of each standing

committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

- .1 ATHLETES COMMITTEE - The Athletes Committee shall consist of the Athlete Representatives and at least three other Athlete Members. The Senior Athlete Representative or the Athletes Committee shall determine the number of additional Athlete Members. The Senior Athlete Representative shall be the chairman of the committee.
- .2 AUDIT COMMITTEE - The members of the Audit Committee shall be the Senior Vice-chairman, who shall serve as chairman, the Administrative Vice-chairman and the Senior Coach Representative.
- .3 BUDGET COMMITTEE - The members of the Budget Committee shall be the General Chairman, the Treasurer, who shall serve as chairman, the Administrative Vice-chairman.
- .4 COACHES COMMITTEE - The members of the Coaches Committee shall consist of the Coach Representatives and such additional Coach Members as may be determined by the Coach Representatives. The Senior Coach Representative shall be the chairman of the committee.
- .5 FINANCE COMMITTEE - The members of the Finance Committee shall be the General Chairman, the Treasurer, and the Administrative Vice-chairman, who shall serve as chairman.
- .6 OFFICIALS COMMITTEE - The Official Committee shall consist of the Officials Chairman, who shall serve as the chairman, and a minimum of two other members who are certified MSI officials. The Officials Chairman shall hold a current certification of Referee within MSI and should have a minimum of 2 years of experience as a MSI Referee.
- .7 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chairman, who shall serve as chairman, the Administrative Vice-chairman and the Treasurer.
- .8 PROGRAM DEVELOPMENT COMMITTEE - The members of the Program Development Committee shall be the General Chairman, the Age Group Vice-chairman, who shall serve as the chairman, the Senior Vice-chairman, the Technical Planning Committee Chairman, the Senior Coach Representative and the Senior Athlete Representative.
- .9 SAFETY COMMITTEE - The members of the Safety Committee shall be the Safety Committee Chairman, who shall serve as the chairman, and five additional members; one shall be an MSI certified official, one shall be a Coach Member, one shall be an Athlete Member and two shall be Club Safety Coordinators.
- .10 TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Committee Chairman, who shall serve as chairman, an Athlete Member and at least six (6) additional members of whom at least fifty percent (50%) shall be Coach Members. The Athlete Member and the additional members shall be appointed by the General Chairman with the advice and consent of the Board of Directors.

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

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

- .1 AUDIT COMMITTEE - The Audit Committee is authorized to, and it shall be its duty to conduct the annual audit of the books of MSI pursuant to Section 8.5 and present the results thereof to the Board of Directors and the House of Delegates.
- .2 BUDGET COMMITTEE - The Budget Committee is authorized and obligated to consult with the officers, committee chairmen and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers,

committee chairmen and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Budget Committee may request. The proposed budget may contain alternatives.

- .3 FINANCE COMMITTEE - The Finance Committee is authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of MSI's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review MSI's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment, make a determination of the best financing method for MSI and make recommendations to the Budget Committee and the Board of Directors.
- .4 MEMBERSHIP/REGISTRATION - The Member/Registration Coordinator is authorized and obligated to conduct the registration of Group and Individual Members and supervise the transmission of registration information to USS and assist in the preparation of the reports required by Section 8.6, together with such additional reports as may be requested by USS, the Board of Directors, the Administrative Vice-chairman or the Finance Vice-Chairman.
- .5 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for MSI and such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained and experienced officials of the highest caliber.
- .6 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation and other terms of employment of MSI's staff (whether employees or independent contractors) within established, budgetary guidelines and policies and to review and approve the scope of duties delegated to the staff.
- .7 PROGRAM DEVELOPMENT COMMITTEE - The Program Development Committee is responsible for developing and coordinating an overall swimming program for all levels of swimming in the Territory, including Age Group and Senior programs, and the development of long-range plans for swimming programs.
- .8 SAFETY COMMITTEE - The Safety Committee shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USS safety education information to all Group Members, athletes, coaches and officials of MSI. The Safety Committee shall develop safety education programs and policy for MSI and make recommendations regarding those programs and policies and their implementation to the applicable division Vice-chairman and the Board of Directors. When approved by the Board of Directors, the Safety Committee shall be responsible for the coordination of their implementation by the Club Members. The Safety Committee Chairman with the assistance of the Committee members shall prepare and transmit the reports required pursuant to Section 8.7
- .9 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by MSI and for advise regarding the technical aspects of those programs and of the sport of swimming generally.

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

- .1 Preside at all meetings of the respective division, committee or subcommittee;
- .2 See that all duties and responsibilities of the coordinator, respective division, committee or sub-committee in his charge are properly and promptly carried out;
- .3 Appoint such committees or subcommittees as may be necessary to fulfill the duties and responsibilities of the coordinator or division or committee, respectively;

- .4 Communicate with the respective division, coordinator, committee or subcommittee members to keep them fully informed;
- .5 Keep the General Chairman, the respective division vice-chairman or committee chairman and the Secretary informed of the respective coordinator, division, committee or subcommittee actions and recommendations;
- .6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to MSI's Secretary;
- .7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for MSI, except as otherwise provided in these Bylaws or by the Board of Directors; and
- .8 Perform the other specific duties as may be delegated by the General Chairman, the respective division vice-chairman or committee chairman, the Board of Directors or the House of Delegates.

7.6 DUTIES AND POWERS OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by the House of Delegates, the Board of Directors, the General Chairman or the respective division vice-chairman. Except as otherwise provided in the Bylaws, the duties and powers of any other committees and subcommittees shall be prescribed by the House of Delegates, the Board of Directors or the officer, or chairman pursuant to whose powers such committee or subcommittee was created.

7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of divisions, committees or subcommittees of MSI shall be held as determined by the respective Vice-Chairmen or committee or subcommittee chairman. In addition, meetings may be called where applicable by the division vice-chairman, or committee chairman pursuant to whose authority a committee or subcommittee was established.

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

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

- .1 MEMBERS - Each Division committee and subcommittee member shall have both voice and vote in the respective meetings.
- .2 NON-VOTING COMMITTEE OR SUBCOMMITTEE MEMBERS - Unless entitled to vote under another provision of these Bylaws, the General Chairman shall have voice but no vote in meetings of divisions, committees and subcommittees.
- .3 INDIVIDUAL MEMBERS - Individual members who are not members of the division, committee or subcommittee may attend open meetings of the division, committee or subcommittee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these By-laws, Individual Members shall have no vote in those meetings.

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

7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any division, committee or subcommittee may participate in a meeting of the division, committee or subcommittee through

conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

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

7.13 VOTING - Except as otherwise provided in these Bylaws or, to the extent not inconsistent with these Bylaws, the Parliamentary Authority, all motions, orders and other propositions coming before a division, committee or subcommittee shall be determined by a majority vote.

7.14 PROXY VOTE - Voting by proxy in any meeting of a division, committee or subcommittee of MSI shall not be permitted.

7.15 NOTICES

.1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or subcommittee, not less than forty-eight (48) hours notice in the case of notice given by telephone, and six (6) days notice in all other cases, shall be given for any meeting of a division, committee or sub-committee of MSI. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 16.1.5 for the various forms of notice.)

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

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

- Roll Call
- Reading, correction and adoption of minutes
- Reports of committees and subcommittees
- Unfinished (old) business
- New business
- Resolutions and orders
- Adjournment

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

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

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

7.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW - Sections 7.5 through 7.15 shall apply to the Executive Committee, the Nominating Committee and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided in these Bylaws, in the resolution creating the committee. These provisions shall also apply to Board of Review meetings, but shall not apply to its hearings or deliberations.

## ARTICLE 8

### ANNUAL AUDIT, REPORTS AND REMITTANCES

8.1 MINUTES - The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the respective members and to USS national headquarters.

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

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

8.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - MSI shall cause to be made available at a reasonable location and time determined by MSI to anyone requesting to see a copy of MSI's federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USS to include MSI in USS's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.

8.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of MSI shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who shall be a certified public accountant or the Audit Committee or Finance Committee. The audit shall cover any federal, state or local income tax return that MSI is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of MSI have been reviewed and fairly present the financial condition of MSI as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

8.6 MEMBERSHIP AND REGISTRATION REPORTS - The Membership/Registration Coordinator shall forward in a timely manner all required reports to the Executive Director of USS. This report shall be accompanied by a remittance of the appropriate membership and registration fees due to USS. The Membership/Registration Coordinator shall make periodic summary reports to the Administrative Vice-chairman, the Board of Directors and the House of Delegates.

8.7 SAFETY REPORTS -

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

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

A. House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of MSI and USS, the location of the occurrence and a brief description of the incident, the resulting injury and the emergency-care steps taken, together with any recommendation for action by MSI and its members to reduce the likelihood of a re-occurrence and the status of that

recommendation. The written report shall include a review of the pertinent statistical information provided by USS national headquarters. The Safety Chairman is responsible for distribution of this report to each Club Safety Coordinator. A copy of each House of Delegates report shall also be sent to the USS national headquarters.

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

.3 SAFETY EDUCATION - The Safety Chairman shall be responsible for disseminating safety information flowing from USS Headquarters and, with the assistance of the Committee members, exploring safety education opportunities and developing a safety education program tailored to MSI and its members and Territory.

8.8 MAILING ADDRESS - MSI shall notify in writing USS national headquarters of any change in its regular mailing address within 14 days of the change.

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

## ARTICLE 9 MEMBERS' BILL OF RIGHTS

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

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

## ARTICLE 10 BOARD OF REVIEW, HEARINGS AND RIGHT OF APPEAL

10.1 INTRODUCTION - USS was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, a federal law. That law requires USS to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 2.2 and Article 9, and the USS Code of Ethics are intended to provide a clear statement of member responsibilities, liabilities for infractions thereof and a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, MSI has established the Board of Review to hear complaints, protests and appeals regarding the administration and conduct (including acts and failures to act) of the sport of swimming in the Territory, conduct that may violate the USS Code of Ethics or otherwise violate the policies, procedures, rules and regulations adopted by USS or MSI, or conduct that may bring USS, MSI or the sport of swimming into disrepute. This Article is intended to provide a uniform method

of appeal from any decision, act or failure to act to which a member of MSI or, where the conduct occurred in the Territory, another LSC takes exception, and to provide an opportunity for a fair hearing before a group of independent and impartial people. This Article shall be construed accordingly.

10.2 DEFINITIONS FOR ARTICLE 10 - When used in this Article 10, the following terms shall have the meanings indicated in this Section and the definitions of such terms are equally applicable to both the singular and plural forms. Where a cross reference to another Section of the Bylaws appears within the definition, the definition is qualified by the more complete definition found in that Section:

- .1. "Answer" shall mean the written response to a Protest and Notice filed in accordance with Section 10.6.1C and served in the manner prescribed in Section 10.10.
- .2. "Chairman" when standing by itself shall mean the Chairman of the Board of Review.
- .3. "Notice" shall mean the writing addressed to the Respondent advising that the Respondent has been named a respondent in a Protest and served in accordance with Section 10.10. The Notice sets the hearing date and procedures and establishes the schedule to be followed leading to the hearing, among other things.
- .4. "Presiding Officer" shall mean the Chairman or another member of the Board of Review designated by the Chairman to preside at a particular hearing or hearings. Where applicable the term shall include an attorney so designated pursuant to Section 10.3.12B.
- .5. "Protest" shall mean a written complaint filed in accordance with Section 10.6.1A by a Group Member or an applicant for such status, or an Individual Member or applicant for such status or, with regard to conduct occurring in the Territory, a member of another LSC, against a member of MSI or a constituent element, officer or agent of MSI. The Protest may relate to an applicant's having been denied membership in MSI or a member's alleged infraction against its responsibilities under Section 2.2 or about a decision or action by someone acting under the authority of MSI or USS or, with regard to conduct in the Territory, another LSC.
- .6. "Protestor" shall mean the Individual Member or Group Member that has filed a Protest with the Board of Review.
- .7. "Rebuttal" shall mean the written response to an Answer by a Protestor filed in accordance with Section 10.6.1D and served in the manner prescribed in Section 10.10.
- .8. "Respondent" shall mean the person against whom a Protest has been filed with the Board of Review or who may be affected by a decision of the Board of Review regarding the Protest.
- .9. "Vice-chairman" when used by itself shall mean the Vice-chairman of the Board of Review.

10.3 BOARD OF REVIEW ORGANIZATION -

- .1 ESTABLISHMENT - The Board of Review of MSI shall be independent and impartial.
- .2 MEMBERS - The Board of Review shall have at least five (5) members. The House of Delegates may increase the number of members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of members upon the expiration of the term of office of any incumbent members.
- .3 ELECTION; TERM OF OFFICE; ELIGIBILITY -
  - A. Election - The House of Delegates shall biennially elect members of the Board of Review: Five members shall be elected in odd-numbered years.
  - B. Term of Office - The term of office shall be two years. Each member shall assume office September 1 following election and shall serve until a successor is chosen.

- C. Eligibility - Each member of the Board of Review shall be an Individual Member of MSI and USS. In no case shall elected members of the Board of Directors constitute a majority of the Board of Review.
- .4 CHAIRMAN ELECTED BY BOARD; OTHER OFFICERS - The Chairman, who must be a member, shall be elected biennially by a majority vote of the members of the Board of Review. The Chairman shall biennially appoint a Vice-chairman and a Secretary of the Board of Review, each of whom must be members.
- .5 MEETINGS - The Board of Review shall meet for administrative purposes at least once biennially to elect the Chairman, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Board of Review and efficiently exercise its duties and powers. Other meetings may be called by the Chairman or any three members. When meeting for administrative purposes, those provisions of Article 7 that are specified in Section 7.19 shall apply to the Board of Review.
- .6 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Review may participate in a meeting or hearing of the Board of Review, and any hearing may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting or hearing.
- .7 QUORUM - A quorum for any administrative meeting of the Board of Review shall be fifty percent (50%) of its members. (The rule prescribed in Section 10.5.1C governs the quorum for hearings and rehearings conducted by the Board of Review.)
- .8 RESIGNATIONS - Any member of the Board of Review may resign by orally advising the Chairman or by submitting a written resignation to the Chairman, the General Chairman or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.
- .9 INCAPACITIES AND VACANCIES -
- A. Office of Chairman - In the event of a vacancy in the office of the Chairman, or of the Chairman's temporary or permanent incapacity, the Vice-chairman shall become the Acting Chairman until an election can be held at a meeting of the Board of Review to fill the remaining term, if any, of the former Chairman, or until the Chairman ceases to suffer from any temporary incapacity. If the Chairman is going to be absent from the Territory, the Chairman may, but is not obligated to, designate the Vice-chairman as Acting Chairman for the duration of the absence.
- B. Presiding Officer - In the event of the death, resignation or permanent incapacity of a Presiding Officer, the Chairman shall appoint another member, an alternate member or an attorney to serve until the completion of the hearings assigned to that Presiding Officer. Generally that event and appointment should have no impact on those pending hearings or rehearings other than delay for the benefit of the new Presiding Officer. The Chairman or the new Presiding Officer may make such other orders as are in the interests of fairness, justice and the sport of swimming. In the case of a temporary incapacity of a Presiding Officer, the Chairman shall have discretion regarding appointment of a new Presiding Officer, a delay of the hearing or rehearing of such other order as may serve the interests of fairness, justice and the sport of swimming.
- C. Other Members - In the event of a death, resignation or permanent incapacity of a member of the Board of Review, the General Chairman shall appoint an Individual Member, with the advice and consent of the Board of Directors, to serve as a Board of Review member until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the Chairman shall designate another member to act for the incapacitated member for the duration of the incapacity. If there are no members available to serve, the General Chairman, with the advice and consent of the Board of Directors, shall appoint one or more Individual Members to serve as alternate members to serve until the next regularly scheduled meeting of the House of Delegates.

D. Determination of Vacancy or Incapacity - The determination of when a membership on the Board of Review becomes vacant or a member becomes incapacitated shall be within the discretion of the Board of Review, subject to any subsequent action by the House of Delegates. The determination as to when the Chairman is temporarily incapacitated shall be made, where the circumstances permit, by the Chairman and otherwise shall be within the discretion of the Board of Review, subject to any subsequent action by the House of Delegates.

.10 SUBSTITUTIONS FOR MEMBERS - In the event that a member of the Board of Review or a Presiding Officer is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chairman (or, if the person so unable or unwilling to act or recused or disqualified is the Chairman, the Vice-chairman; or failing that, the General Chairman) shall appoint another member, if none of the regular members is available, a disinterested Individual Member to act in the member's place and stead in respect of that circumstance.

.11 EXTENSIONS OF TIME - The time by which any act is required to be taken pursuant to this Article 10 may be extended or foreshortened by the Chairman, or the Presiding Officer for a particular hearing, for good cause. (A single exception to this rule is provided in Section 10.6.4.) A party's request for an extension of time prior to the time established without regard to the requested extension will be accorded greater deference than a request made later. The time, date and location of any hearing may be changed by the Chairman or the Presiding Officer for a particular hearing on his or her own initiative, as required by the interests of the Board of Review or in the interests of justice.

.12 ADVICE; ATTORNEY AS PRESIDING OFFICER -

A. Legal and Other Advice - Where appropriate or helpful, the Chairman or Presiding Officer may consult the USS General Counsel, any member of the USS Counselors Committee, the Chairmen of the USS Legislation, Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of MSI, USS or the Board of Review) retained by the Board of Review or the Chairman regarding any issue raised by a proceeding.

B. Attorney as Presiding Officer - The Board of Review or the Chairman may retain an attorney (who need not be a member of MSI, USS or the Board of Review) to act as Presiding Officer at any hearing where it is appropriate or helpful. A Presiding Officer who is not a Board of Review member may participate in the deliberations of the Board of Review or the designated panel but shall not be counted in determining the existence of a quorum and shall not have a vote.

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

.13 CODE OF CONDUCT FOR MEMBERS OF BOARD OF REVIEW; RECUSAL -

A. Code of Conduct - Members of the Board of Review shall:

- (1) uphold the integrity and independence of the Board of Review;
- (2) avoid any impropriety or even the appearance of impropriety in connection with service as a Board of Review member and swimming-related activities generally; and
- (3) perform the duties of Board of Review membership impartially and diligently.

B. Grounds for Recusal - Members of the Board of Review shall recuse themselves from participating in any matter pending before the Board of Review:

- (1) in which their impartiality might reasonably be questioned;

(2) where they have a personal bias or prejudice concerning a party in the matter pending before the Board of Review or have personal knowledge of disputed evidentiary facts concerning the pending matter (other than knowledge obtained as a Board of Review member);

(3) where they or a member of their household are a party or are likely to be a material witness in the pending matter;

(4) where they or a member of their household have an interest that could be substantially affected by the outcome of the proceeding; or

(5) where they or a member of their household have served or are serving as counsel in the pending matter or are members of a law firm that served or is serving as counsel in the pending matter.

C. Recusal by Member - Board of Review members shall recuse themselves as soon as they become aware of facts that give rise to the duty to do so by giving notice to the Chairman, or in the case of the Chairman, the Vice-chairman.

D. Recusal/Disqualification Requested by Party - By written notice to the Presiding Officer or the Chairman, or, in the case in which the Chairman is the subject of the notice, the Vice-chairman, any party may request that the members recuse themselves or be disqualified from serving on the pending matter stating the reasons for recusal or disqualification. Such notice shall be given at least ten (10) business days prior to the scheduled date of the hearing on such matter or later if the party sustains the burden of proving good cause for the lateness of the notice. The named member shall reach a decision on the matter and notify the Chairman or the Vice-chairman of that decision within five (5) business days of receipt of the party's notice. If the member's decision is not in favor of recusal, then the Chairman or the Vice-chairman may, but is not required to, disqualify the member from participating in the pending matter. If there is no disqualification, the hearing shall be conducted and the party giving the notice may appeal the disqualification decision, together with the hearing decision, pursuant to Section 10.9.

E. Substitution for Recused or Disqualified Member - In the event of a recusal or a disqualification, a substitute shall be appointed as provided in Section 10.3.10.

#### 10.4 GENERAL JURISDICTION -

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

A. Administer and conduct the affairs and achieve the purposes of the Board of Review.

B. Establish policies, procedures and guidelines.

C. Elect the Chairman in accordance with Section 10.3.4.

D. Elect or provide for the appointment of other officers, agents, committees or coordinators to hold office for terms, and to have the powers and duties specified.

E. Call regular or special meetings of the Board of Review.

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

G. As may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

.2 RULE MAKING POWERS - The Board of Review shall have the power and the duty to promulgate rules and procedures with respect to any matter within its jurisdiction or appropriate or necessary

or helpful in the administration and conduct of its affairs. The rules and procedures adopted by the Board of Review shall have the same force and effect as if they had been adopted as part of these Bylaws.

- .3 INVESTIGATIVE AND JUDICIAL POWERS - The Board of Review may investigate and conduct hearings, and make and publish decisions and orders with regard to any matter affecting MSI, its status or conduct as a Local Swimming Committee or the administration of the sport of swimming in the Territory which involves:

A. MSI and (1) a member or members of MSI or (2) a member or members of another LSC solely with respect to conduct or events occurring within the Territory or a combination of persons described in clauses (1) and (2), or

B. Only a member or members of MSI, or

C. With respect to conduct or events occurring outside the Territory, (1) MSI and a member or members of MSI or (2) only a member or members of MSI.

The jurisdiction of the Board of Review is limited in the case of matters described in sections 403.1 and 403.2.1 of the USS Code (with regard to the original and exclusive jurisdiction of the National Board of Review) and may be further limited to the extent provided in an order issued pursuant to section 403.2.2 of the USS Code (pertaining to certain discretionary jurisdiction of the National Board of Review).

- .4 EXERCISE OF POWERS AND DECISIONS - Except for authority and power granted to the Chairman or the Presiding Officer, the exercise of the authority and powers of the Board of Review and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the panel, the rehearing panel or the regular membership of the Board of Review. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Board of Review's authority and power shall lie solely in its discretion and the interests of justice and the sport of swimming. However, the Board of Review shall exercise its power in response to a timely protest filed with it, subject, in appropriate circumstances, to the power and discretion of the Chairman or Presiding Officer to dismiss a protest with permission to refile for a stated period. In connection with any preliminary investigation, the Chairman or Presiding Officer may offer the services of a Board of Review member to act as a mediator or similar positions under other alternative dispute resolution mechanisms.

.5 TIMELINESS OF PROTEST - The Board of Review need not exercise its jurisdiction with respect to a Protest the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the Protest is received (as determined under Section 10.10), or in the case of subject matter that relates to a conviction, or actions which could be the basis of a conviction, for a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, more than five (5) years prior to that date. A determination not to exercise its jurisdiction as a result of the untimeliness of a Protest may be the subject of a request for rehearing and, thereafter, appeal to the National Board of Review pursuant to Section 10.9.

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

- .7 POWER OF BOARD TO DEVISE REMEDIES AND IMPOSE PENALTIES -

A. Remedies and Penalties - The Board of Review, after conducting such hearings as it may determine to be necessary or helpful, may, among other remedies:

(1) Dismiss the Protest with or without permission to refile;

(2) Censure or fine;

- (3) Establish a period of probation;
- (4) Prohibit or mandate future actions, inaction or conduct;
- (5) Determine the results of, or require a rerun of, any election held by MSI or any constituent element thereof;
- (6) Vacate, modify, sustain, reverse, remand or stay any decision or order of a smaller panel of the Board of Review, the House of Delegates, the Board of Directors, any officer, division or committee, coordinator or official of MSI;
- (7) Interpret any provision of the FINA rules and regulations to the extent not preempted by FINA, the USS Code (except for Part One), the USS Code of Ethics, these Bylaws, other policies, rules, regulations and procedures of USS or MSI, the Amateur Sports Act of 1978, a federal law, and other applicable laws, rules and regulations and adjudicate alleged inconsistencies and claims of supremacy and invalidity;
- (8) Deny, grant, suspend or restore the eligibility or right to compete of an Athlete Member of MSI and USS;
- (9) Deny, grant, suspend or restore membership in MSI and USS for a definite or indefinite period of time, with or without terms of probation, or expel any Group Member or Individual Member of MSI and USS, including any administrator, athlete, coach, trainer, manager, meet director, official, officer, Board Member, House of Delegates representative of a Group Member, coordinator or chairman or member of any committee or subcommittee;
- (10) Prohibit for a definite or indefinite period of time the participation by a non-member volunteer or other person in any capacity whatsoever in the affairs of USS, MSI, its Group Members or other LSC's and their Group Members;
- (11) assess costs, including any filing fee and attorneys fees and expenses, to the prevailing party or refund any filing fee paid by the prevailing party; and
- (12) any combination of any of the foregoing or any other remedies deemed appropriate in the circumstances.

B. Preliminary Hearing and Temporary Orders - In appropriate cases, the Board of Review, after an initial investigation and/or a preliminary hearing, may make in its discretion temporary orders for the good of the sport of swimming. The temporary order may encompass any remedy or order permissible in a final decision and may include, by way of example, suspending membership, granting the right to participate or coach in a competition, permitting an athlete to compete subject to protest or offering or ordering the parties to attempt to resolve their differences pursuant to mediation or other alternative dispute resolution mechanisms prior to any hearing before the Board of Review. These orders may be made effective pending full hearings by the Board of Review or the conclusion of administrative or judicial proceedings of other bodies addressing the same or similar issues or on other terms as determined by the Board of Review. Instances in which such temporary orders might be made include cases in which a member has been indicted or otherwise formally charged with or accused of committing a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, a violation of a law specifically designed to protect minors or similar offenses. Temporary orders may not be separately appealed prior to the decision being issued in the proceeding unless the Chairman or the Chairman of the National Board of Review in their discretion grant permission to an aggrieved party to appeal the temporary orders prior to the final Board of Review decision in the matter.

C. Grounds (Reasons) for Imposition - The Board of Review may fashion remedies and orders and impose penalties with respect to any Group or Individual Member or non-member volunteer of MSI or of a Group Member (1) who has violated any of the regulations, rules, policies or procedures of MSI, USS or FINA, including any of the responsibilities of membership

set forth in Section 2.2, (2) who aids, abets, instigates or encourages another to violate any of such regulations, rules or policies, (3) who is responsible for any such violation by another under Section 2.2, (4) who has been convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Board of Review to have committed actions which would be the basis for a conviction, or (5) who has acted in a manner which has brought, or may bring, into disrepute MSI, USS or the sport of swimming.

D. Power to Impose Conditional Remedies and Penalties, Etc. - The Board of Review may stay its decision, in whole or in part, subject to specified conditions, with the decision taking effect automatically if such conditions occur.

## 10.5 HEARINGS AND REHEARINGS GENERALLY –

### .1 HEARINGS -

A. Hearings Conducted by Chairman or Presiding Officer - Hearings of the Board of Review shall be conducted by the Chairman or a Presiding Officer designated by the Chairman.

B. Hearing by Panel - The Board of Review may, in the discretion of the Chairman, conduct hearings either before the full Board of Review or before panels of its members, provided that in any event each panel shall consist of at least three (3) members. A panel shall have all of the powers of the Board of Review solely with respect to matter(s) assigned to it by the Chairman.

C. Quorum of Panel - At least three (3) members of a designated panel (or of the full Board of Review) must be present at any initial hearing before the panel and the full regular membership members must be present at any rehearing.

D. Permissible Hearing Formats - A hearing before the Board of Review may be conducted through the receipt of the procedural documents and other written statements or a hearing at which the parties may appear in person or by means of communications equipment described in Section 10.3.6 and testimony may be taken and other forms of pertinent information presented in addition to oral argument by the parties or their counsel, as determined by the Chairman or Presiding Officer. In the discretion of the Chairman or the Presiding Officer, the hearing may be conducted in part through written means and in part by testimony and oral arguments.

E. Right to Counsel - The Protestor, the Respondent and any other person participating in a hearing conducted by the Board of Review shall be entitled to be represented by counsel of their choice at their own expense.

F. Rules of Evidence - Judicial rules regarding admissibility of evidence shall not apply to the Board of Review. Thus, hearsay, letters, affidavits, news media articles and reports, etc., as well as direct testimony taken from witnesses present at a hearing, are all admissible to the extent the Presiding Officer is satisfied as to the relevance and non-repetitive nature of the evidence. Similarly, claims of privilege (other than attorney-client and privileges that under applicable Federal and state laws the Board of Review is required to recognize) shall not be entertained by the Board of Review, except in extraordinary circumstances. Proper weight shall be given to each type of evidence considering the source and other common sense factors.

### .2 REHEARINGS -

A. Circumstances Permitting; Rehearing Body - At the request of the Protestor, the Respondent or any other interested party, any matter which was decided by a panel of less than five (5) members may be reheard by the full Board of Review (or, if the Board of Review is larger than seven (7) members, by a panel of at least seven (7) members designated by the Chairman in his discretion). Members of the initial hearing panel may be members of the rehearing panel.

B. Right to a Rehearing; Discretion of Chairman - A rehearing shall be granted as a matter of right in instances in which the original panel consisted of less than seven members and the decision was not unanimous and at the discretion of the Chairman in all other instances.

C. Time within which a Rehearing may be Requested - The Protestor, each Respondent or other party may request, within ten (10) Business Days of the date of receipt of the initial written decision, that the decision of a Board of Review panel be reheard.

D. Failure to Request a Rehearing - A person may not appeal pursuant to Section 10.9 a decision of a panel of less than five members without first making a timely request for a rehearing.

E. Decision of Chairman on Request; Notice of Rehearing –

(1) Discretionary Rehearings - With respect to requests for a rehearing that are discretionary, the Chairman, in the same manner in which decisions are rendered, shall either grant or deny the request within ten (10) Business Days of the receipt of the request.

(2) Non-Discretionary Rehearings - With respect to requests for a rehearing that are not discretionary, within ten (10) Business Days of the receipt of the request, the Chairman shall schedule a rehearing.

(3) Rehearing Notice; Affect of Inaction - In either case, the Chairman shall notify all parties to the initial hearing of the rehearing, its time and date and the method by which the rehearing will be conducted. If the Chairman does not take action within ten (10) Business Days, the decision of the panel shall be considered final and any of the parties may appeal the decision in accordance with Section 10.9.

F. Fresh Start Hearing or On the Record Rehearing - The rehearing panel at the discretion of the Chairman or the Presiding Officer may conduct an entirely new hearing or may make its decision based on the record created by the initial panel supplemented by whatever written memoranda or oral argument may be requested by the Chairman or the Presiding Officer. The record shall include the Protest, the Notice of Charges, the Answer, the Rebuttal, any temporary orders or partial decisions made and the Notice of Decision, together with any additional memoranda and written evidence filed by the parties. To the extent applicable, the procedures for a formal hearing shall apply to a rehearing. See Sections 10.5.1 and 10.6.1E.

.3 CLOSED HEARINGS - Any hearing, or a part thereof, shall be closed to everyone except members of the Board of Review, the Presiding Officer, an attorney advising the Presiding Officer, the Protestor, the Respondent, any other party, their counsel and any witnesses at the request of any of the parties and may be closed at the discretion of the Chairman or the Presiding Officer as being in the best interests of justice and the sport of swimming. If a hearing is closed, the Board of Review may in its discretion direct the participants to keep the proceedings and the decision confidential and all or parts of the record of the hearing to be kept confidential by MSI and USS.

.4 EXTENSIONS OF TIME - The general rule regarding extensions of time within which any act is required to be taken pursuant to this Article 10 appears in Section 10.3.11.

.5 ACCELERATED HEARING SCHEDULE - With the agreement of all parties to a hearing, the Chairman, or the Presiding Officer for the hearing, may order an accelerated hearing schedule in the interest of justice and the sport of swimming.

10.6 HEARING PROCEDURES - The procedures to be followed in connection with all hearings shall be as follows:

.1 FORMAL HEARING -

A. Protest - The Protestor shall submit to the Chairman of the Board of Review (if submitted to the General Chairman the statement is not defective, but the allowable period of time for the Notice shall not commence until the statement is received by the Chairman) a written statement setting forth a description of the action, inaction or conduct that is believed to have been improper or incorrect, and the name of the person or group believed to have acted improperly or the circumstances believed to require answers, explanation or clarification. This written statement

becomes the Protest under Section 10.2.5. The Protest shall be accompanied by any filing fee due under Section 10.4.6 or by an application for waiver of the fee.

B. Notice - Each Respondent shall be given a written notice of the Protest. This written notice becomes the Notice under Section 10.2.3. The Notice shall be sent to each Respondent's last known address (determined in accordance with the provisions of Section 10.10) by certified or express mail, return receipt requested, by Federal Express, signature required, or by personal service. If the Respondent is MSI or an officer, Board Member, committee or subcommittee chairman or coordinator or an official, the Notice shall be also given to the General Chairman, the Administrative Vice-chairman and the Secretary at MSI's office. The Notice shall be given as soon as practical following the conclusion of any preliminary investigation made by or on behalf of the Board of Review, but in no event later than fourteen (14) Business Days (twenty (20) Business Days if advice is sought under Section 10.3.12A) after the receipt of the Protest by the Chairman. The form of Notice (an example of which can be found in Appendix B to these Bylaws) shall include:

- (1) a statement in reasonable detail of the charges against each Respondent, or of the circumstances that are believed to require answers, explanation or clarification. A copy of the Protest received by the Board of Review, if any, shall be attached to the Notice;
- (2) a statement that the Respondent has the right to have counsel of his own choice to represent him, at his own expense, at any hearing;
- (3) a description of the type of hearing to be held. In the case of an in-person hearing, the Notice shall request each Respondent to appear before the Board of Review with counsel and witnesses, if any;
- (4) a date, time and location at which the hearing will be held. The date of the hearing shall be not less than thirty (30) days nor more than sixty (60) days after the date of transmission of the Notice;
- (5) a request that each Respondent answer in writing all of the charges set forth in the Notice. The Notice shall state that this answer is to be delivered at least ten (10) Business Days prior to the date of the hearing, to the Presiding Officer designated in the Notice, at the specified address, with a copy to the Protestor and the Protestor's counsel, if any, and anyone else specified in the Notice at the addresses designated in the Notice with delivery in accordance with Section 10.10.2; and
- (6) a statement of the right of appellate review (including the right, if any, to a rehearing) in the event the decision is rendered against the Respondent.

C. Answer by Respondent - Each Respondent's response to the Notice and Protest shall be in writing and delivered to the Presiding Officer designated in the Notice, at least ten (10) Business Days prior to the date of the hearing, with a copy to the Protestor and his counsel and anyone else specified in the Notice at the addresses designated in the Notice. This written statement becomes the Answer under Section 10.2.1. The Answer shall be delivered in accordance with Section 10.10.2.

D. Rebuttal by Protestor - The Protestor may, but is not required to, offer a rebuttal to the Respondent's Answer. Any rebuttal shall be in writing and delivered to the Presiding Officer designated in the Notice, at least five (5) Business Days prior to the date of the hearing, with copies to each Respondent and his counsel at the addresses specified in the Answer and to anyone else specified in the Notice at the addresses designated in the Notice. This written statement becomes the Rebuttal under Section 10.2.7. The Rebuttal shall be delivered in accordance with Section 10.10.2.

E. Conduct of Hearing -

(1) Generally - Hearings shall be conducted in an orderly fashion, but without regard for the formalities of traditional court room procedures. The hearing shall be conducted in a manner conducive to the establishment of the truth and the interests of fairness, justice and the sport of swimming. The Presiding Officer is responsible for keeping the parties and their counsel, if any, focused on the issues at hand and the necessary elements of proof and for enforcing the ordinal rule that no one may speak who has not been recognized by the Presiding Officer. For hearings conducted other than entirely through the receipt of written statements, the Board of Review shall cause a recording or transcription to be made of the hearing. No record of the deliberations of the Board of Review need be kept and, if kept, shall not be available to anyone other than the members of the Board of Review, the Presiding Officer and counsel to the Board of Review.

(2) Absence of a Party - The hearing may proceed in the absence of any party who fails to be available at the appointed time and judgment shall not be reached merely because of that person's absence. If the Presiding Officer determines that in the interests of justice and the sport of swimming, the hearing cannot proceed without the absent party, the Presiding Officer may adjourn the hearing and reschedule it for such time as the absent party can be present. Any subsequent absence may be taken into account by the Board of Review in reaching its decision.

(3) Sequence - The hearing shall be opened by the recording of the place, time and date of the hearing and the presence of the members of the Board of Review, the parties, counsel, if any, and any other witnesses or observers. Each party (Protestor first, Respondent second) may then present a brief opening statement setting forth the party's view of the issues in dispute, the relief sought and what they hope to prove by the presentation of evidence. The Protestor's claims, evidence and witnesses shall be presented. The Respondent's defenses, claims, evidence and witnesses shall then be presented. In the discretion of the Presiding Officer, the Protestor may then be allowed to rebut any testimony or evidence presented by the Respondent after the Respondent's initial presentation. In the discretion of the Presiding Officer, the Respondent may be permitted to rebut any testimony or evidence presented by the Protestor during the Protestor's rebuttal presentation. Finally, each party (in the same order) shall be entitled to make a brief summation of that party's case.

(4) Rules of Evidence; Witnesses' Testimony - The rules of evidence governing the hearing are set forth in Section 10.5.1F. Each witness may present testimony initially either in the form of questions and answers between the witness and counsel or in uninterrupted narrative. The Presiding Officer and the members of the Board of Review may question any person at any time during the hearing. Thus, for example, in an exercise of discretion, the Presiding Officer could call a witness who has not yet been called or whom no party intended to call and propound questions to, or elicit narrative testimony from, that witness. Witnesses shall be subject to cross examination by the other party and to questioning by the Presiding Officer and members of the Board of Review. All parties will be expected to be available for questioning by the Board of Review, whether or not they may have given other testimony at the hearing.

(5) Variance of Procedures - The Presiding Officer shall have wide discretion to vary these procedures in the interests of justice, the sport of swimming and efficiency, but in doing so shall afford all parties a full and substantially equal opportunity to present any material or relevant proofs. A hearing may be adjourned by the Presiding Officer at the request of a party or on the Presiding Officer's initiative where an adjournment will serve the interests of fairness, justice and the sport of swimming. If a hearing is adjourned, the continuance shall be scheduled for any early date of mutual convenience, but in the discretion of the Presiding Officer. Justice and the sport of swimming ordinarily will be best served by an expeditious resumption and conclusion to the hearing.

F. Decision of Board of Review - The decision of the Board of Review may be rendered at the time of the hearing and, if not so rendered, as soon as possible thereafter and in no event more than ten (10) business days after the conclusion of the hearing. The decision shall include findings of facts and a statement of remedies ordered or penalties imposed, if any, and a statement setting forth the rights of the parties to appeal the decision. The decision shall be in writing, or in case of a decision rendered at the hearing, reduced to writing promptly, and delivered to the Protestor, each Respondent, their respective counsel, any other party to the proceeding, the General Chairman and the Secretary of MSI, the Chairman of the National Board of Review and the General Counsel of USS in accordance with Section 10.10.2.

.2 EMERGENCY HEARING -

A. Reasons for Emergency Hearing - When compliance with the formal hearing procedures would be likely not to produce a sufficiently early decision to provide justice to the affected parties or to be in the best interest of the sport of swimming, the Board of Review is authorized to summarily hear and decide any matter relating to a scheduled competition or other matter of similar urgency.

B. Notice of Emergency Hearing - Each Respondent shall be given such notice of the hearing as time and circumstances may reasonably dictate. The notice may be oral or in writing, and shall substantially comply with the notice requirements set forth in Section 10.2.3 insofar as the emergent nature of the issue permits.

C. Conduct of Emergency Hearing - The hearing may be conducted at any location likely to contribute to expeditious resolution of the Protest, including the site of a swimming competition, but in any event under such circumstances so as to fairly protect the right of procedural due process of the Respondent. All or some of the participants in the hearing may participate by telephone conference equipment. If at least three members of the Board of Review are not available due to time constraints, the Chairman, the Vice-chairman or the General Chairman is authorized to appoint one or more Individual Members to serve as the Board of Review solely for the purpose of conducting this emergency hearing. The hearing shall substantially comply with the hearing procedures set forth in Section 10.6.1E insofar as the emergent nature of the hearing permits.

D. Decision of Board of Review - The decision of the Board of Review shall be rendered at the time of the hearing or as soon as possible thereafter in keeping with the emergent circumstances. The decision shall include findings of facts and a statement of remedies ordered, if any, and a statement of the right to request a subsequent formal hearing. The decision shall be in writing, or in case of a decision rendered orally at the hearing, reduced to writing within ten (10) Business Days thereafter and delivered to the Protestor, the Respondent, their counsel, any other parties to the proceeding, the Chairman, the General Chairman and the Secretary of MSI, the Chairman of the National Board of Review and the General Counsel of USS in accordance with Section 10.10.2.

E. Right to a Subsequent Formal Hearing - If either the Protestor or the Respondent shall deliver to the Chairman a written request for a further hearing within ten (10) Business Days of the date of receipt of the written decision resulting from the emergency hearing, a formal hearing shall be held as a new proceeding in accordance with Section 10.6.1, as though the emergency hearing had not taken place. Failure to make this request in a timely manner shall preclude the aggrieved party from making an appeal as provided in Section 10.9.

.3 STAY OF DECISION PENDING APPEAL - The Board of Review shall have the authority and discretion, but not the duty, to stay its decision, in whole or in part, subject to specified conditions, during the time allowed to demand a further hearing after an emergency hearing, a rehearing or to appeal as provided in Section 10.9, with the decision going into effect automatically if those conditions occur or if no demand or appeal is filed during the allowable period or at such time as a perfected appeal is terminated without the decision being modified by the appellate authority.

.4 EXTENSIONS OF TIME - The general rule regarding extensions of time within which any act is required to be taken pursuant to this Article 10 appears in Section 10.3.11. Nevertheless, the time

within which the Notice required by Section 10.2.3 must be transmitted may not be extended without the consent of the Protestor or the USS General Counsel.

10.7 FINALITY OF BOARD OF REVIEW DECISIONS - Except as otherwise provided in this Article 10 with regard to rehearings, appeals and emergency hearings or in Article Nine of the Constitution of the United States Olympic Committee and in Chapter Nine of its bylaws with respect to binding arbitration in disputes involving the rights of certain individuals to participate in competition, the decision of the Board of Review shall be final in all cases.

10.8 FULL FAITH AND CREDIT TO BOARD OF REVIEW DECISIONS - Final decisions of the Board of Review of another Local Swimming Committee or the National Board of Review shall, where relevant and necessary, be recognized and fully enforced by MSI. Those final decisions may not be attacked or reopened in any proceeding before the MSI Board of Review other than one seeking enforcement of that decision.

10.9 APPEAL FROM BOARD OF REVIEW DECISIONS - Except to the extent that any appeal is precluded by Sections 10.5.2D or 10.6.2E, any person, including the Protestor and the Respondent, having an actual, direct interest in any matter decided by the Board of Review under this Article may appeal the decision to the National Board of Review. An appeal must be taken within thirty (30) Business Days from the date of the written notice of the decision of the Board of Review. The appeal to the National Board of Review must be in writing, timely filed with the USS Executive Director and accompanied by the appellate filing fee established by USS. Upon timely request to the Chairman of the National Board of Review and upon a showing of good cause, the time for appeal from the decision of the Board of Review may be extended.

#### 10.10 NOTICE TO HEARING PARTICIPANTS, TRANSMISSION OF DOCUMENTS AND DETERMINATIONS OF TIMELINESS

##### .1 NOTICE TO HEARING PARTICIPANTS WHO ARE MEMBERS OF MSI -

A. MSI Members Generally - In each case, where notices or other hearing-related documents are to be delivered to a member of MSI, it shall be sufficient to deliver the notice or other document to the member's last known address in accordance with Section 16.1.5.

B. Minors - In the case of notices directed to MSI members less than eighteen (18) years of age on the date of the alleged infraction (determined by reference to the member's latest registration application), a second copy shall be sent by registered mail with delivery restricted to the child's parent or guardian at the same address or such other address as can reasonably be ascertained.

##### .2 METHODS OF TRANSMISSION OF HEARING RELATED DOCUMENTS - With the exception of the Notice (see Sections 10.2.3 and 10.6.2B), all documents transmitted pursuant to this Article 10 shall be transmitted to each of the parties, their respective counsel, if any, the Presiding Officer and anyone else specified in the Notice. Documents shall be delivered to the persons specified at the addresses specified in the Notice or later documents or as determined in accordance with Section 10.10. Documents may be delivered by any of the following methods of service: by personal service, by certified or express mail, return receipt requested, by Federal Express, signature required, by electronic mail or facsimile transmission with receipt of the transmission confirmed orally or by other methods of transmission permitted by this paragraph.

##### .3 DETERMINATION OF TIMELINESS - The rules provided in Section 16.1.5 shall apply in the determination of the timeliness of any notice or other action under this Article 10.

## ARTICLE 11 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

11.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 1.2, MSI is organized exclusively for charitable and educational purposes and for the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these

Bylaws, MSI shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of MSI or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.

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

11.3 AMENDMENTS - Any provision of these Bylaws not mandated by USS may be amended at any meeting of the House of Delegates by a two-thirds vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USS Legislation Sub-committee.

11.4 DISSOLUTION -MSI may be dissolved only upon a two-thirds majority vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of MSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of MSI, but shall be distributed to United States Swimming, Inc., to be used exclusively for educational or charitable purposes. If United States Swimming, Inc., is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of MSI shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

## ARTICLE 12 INDEMNIFICATION

12.1 INDEMNITY - MSI shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of MSI, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to MSI specified in Section 12.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. MSI may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

12.2 EXCLUSION - The indemnification provided by this Article 12, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and wilful disregard of applicable laws, rules and regulations, of the USS Code, of the USS Code of Ethics or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

12.3 INDEMNIFIED PERSONS - As used in this Article 12, "Indemnified Person" shall mean any person who is or was a Board Member, Board of Review Chairman, Vice-chairman, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chairman or member, coordinator, volunteer, employee or agent of MSI, or is or was serving at the direct request of MSI as a director, officer, Group Member Representative, meet director, official, coach, committee chairman or member, volunteer, employee or agent of another person or entity involved with the sport of swimming.

12.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by MSI in

advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MSI's obligation to indemnify, MSI may require an undertaking from the Indemnified Person obliging him to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if MSI determines that there is reasonable doubt as to such person's ability to make any repayment, MSI shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of MSI to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

12.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

## ARTICLE 13 PARLIAMENTARY AUTHORITY

13.1 ROBERT'S RULES - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern MSI and any of its constituent or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order MSI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt as set forth in the next paragraph.

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

13.3 SPECIAL RULES OF ORDER - (Reserved for future use)

## ARTICLE 14 PERMANENT OFFICE AND STAFF

14.1 OFFICE - MSI shall maintain an office in the Territory for the storage and maintenance of the books and records and equipment of MSI and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.

14.2 APPROPRIATIONS - The Budget Committee shall include in its proposed budget a line item for the costs of MSI's Office. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chairman, for the administration of those funds.

## ARTICLE 15 MISCELLANEOUS

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

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

15.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MSI shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that MSI

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

## ARTICLE 16 DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

### 16.1 CONVENTIONS AND RULES OF INTERPRETATION -

- .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words “include”, “includes” and “including” shall be deemed to be followed by the phrase “without limitation”. The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term “or” shall be interpreted as though it were “and/or”. Captions have been used for convenience only and shall not be used in interpreting the Bylaws.
- .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to MSI positions and not to USS or another organization.
- .3 PRINCIPAL RULE OF INTERPRETATION - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 15.3
- .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 10 - Article 10 shall be interpreted generously in order to achieve the intent expressed in Section 10.1.
- .5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS -
  - A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of MSI shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
  - B. Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for all purposes under these Bylaws.
  - C. Notice by Telephone - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)
  - D. Last Known Address - For all purposes under these Bylaws, the last known address of a member of MSI shall be the address given in the latest application for registration or membership in MSI and USS filed with the Membership/Registration Coordinator; or the address given in a written notice of change of residence filed with that Coordinator. In all other cases the records maintained by the Secretary of MSI shall be used to ascertain the last known address.
- .6 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.
- .7 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.

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

- .1 “Active Individual Member” shall mean an individual other than a Coach Member, or an Athlete Member or a Seasonal Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chairman or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of MSI or the sport of swimming and who is in good standing as an Individual Member of MSI and USS. (See Section 2.1.2C)
- .2 “Affiliated Group Member” shall mean any organization which supports the sport of swimming and the objectives and programs of MSI and USS, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of MSI and USS, and which is neither a Club Member or Seasonal Club Member of MSI. (See Section 2.1.1 B)
- .3 “Affiliated Group Member Representative” shall mean the individual appointed to represent a Affiliated Group Member in the House of Delegates. (See Section 4.1.1)
- .4 “Article” shall mean the principal subdivisions of these Bylaws.
- .5 “Articles of Incorporation” shall mean the document filed with the State Department of Assessments and Taxation of the State of Maryland pursuant to which MSI was formed.
- .6 “At-Large Board Member” shall mean those Board Members designated as such. (See Section 5.2.)
- .7 “At-Large House Member” shall mean the Individual Members appointed by the General Chairman to be members of the House of Delegates. (See Section 4.1.2)
- .8 “Athlete Member” shall mean any individual who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of MSI and USS. (See Section 2.1.2A)
- .9 “Athlete Representative” shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors pursuant to Section 4.1.3.
- .10 “Board Member” shall mean a member of the Board of Directors, including the At-Large Board Members. Where the contexts requires, the term does not include the Athlete Representatives or the Coach Representatives.
- .11 “Board of Directors” shall mean the Board of Directors of MSI.
- .12 “Board of Review” shall mean the investigative and judicial body of MSI established pursuant to Section 10.3.
- .13 “Business Day” shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.
- .14 “Bylaws” shall mean these bylaws as adopted by, and in effect for, MSI.
- .15 “Club” shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- .16 “Club Member” shall mean any club or other organization which is in good standing as a Group Member of MSI and USS and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with MSI and USS. (See Section 2.1.1A)

- .17 “Club Member Representative” shall mean the individual appointed to represent a Club Member in the House of Delegates pursuant to Section 4.1.1.
- .18 “Club Safety Coordinator” shall mean the Active Individual Member designated by each Club Member to serve as its liaison with MSI and USS concerning safety matters. (See Section 2.2.3)
- .19 “Coach Member” shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by MSI and/or USS and who is in good standing as a member of MSI and USS. (See Section 2.1.2B)
- .20 “Coach Representative” shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors. (Section 4.1.4)
- .21 “Executive Committee” shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings. (See Section 5.6.)
- .22 “FINA” shall mean the Federation Internationale de Natation Amateur, the international governing body for the sport of swimming.
- .23 “Group Members” shall mean Club Members, Seasonal Club Members and Affiliated Group Members.
- .24 “Group Member Representative” shall mean the individual appointed to represent a Group Member in the House of Delegates. (See Section 4.1.1)
- .25 “House of Delegates” shall mean the House of Delegates of MSI as established by Article 4 of these Bylaws.
- .26 “Immediate Past General Chairman” shall mean the individual who is the immediate past General Chairman of MSI, except when that person became immediate past General Chairman by virtue of the House of Delegates taking action pursuant to Section 4.4.10, the Board of Directors taking action pursuant to Section 5.5.10 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chairman shall serve for the duration of the successor General Chairman’s term. If the office of Immediate Past General Chairman becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chairman.
- .27 “Individual Members” shall mean Athlete Members, Coach Members, Active Individual Members, Life Members and Seasonal Athlete Members.
- .28 “IRS Code” shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.
- .29 “Life Member” shall mean any individual who is a life member of USS and MSI and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of MSI and USS. (See Section 2.1.2E)
- .30 “Local Swimming Committee” or “LSC” shall have the meaning ascribed thereto in the USS Code. MSI is a Local Swimming Committee.
- .31 “Member” shall mean a Group Member or an Individual Member.
- .32 “MSI” shall mean the Maryland not-for-profit corporation to which these Bylaws pertain.
- .33 “MSI Office” shall mean the permanent office of MSI maintained in accordance with Article 14.

- .34 “National Board of Review” shall mean the Board of Review of USS established pursuant to Part Four of the USS Code. Where the context requires, a reference to the National Board of Review shall include a reference to the USS Board of Directors when that body is acting upon an appeal from the National Board of Review.
- .35 “Nominating Committee” shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of MSI. (See Section 4.8.)
- .36 “NTV” shall mean the USS procedure for national time verification.
- .37 “Parliamentary Authority” shall mean the authority and any special rules of order designated in Article 13.
- .38 “Seasonal Athlete Member” shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of MSI and USS. (See Section 2.1.2D)
- .39 “Seasonal Club Member” shall mean any organization which has joined MSI and USS for certain periods of time not exceeding 150 days each in a calendar year and is in good standing as a seasonal club member of MSI and USS. (See Section 2.1.1C)
- .40 “Section” shall mean the subdivisions of the Articles of these Bylaws.
- .41 “Senior Athlete Representative” shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 4.1.3.
- .42 “Standing Committee” shall mean a committee of MSI listed in Sections 7.1, 7.2 or 7.3.
- .43 “Territory” shall mean the geographic territory over which MSI has jurisdiction as a Local Swimming Committee. (See Section 1.3.)
- .44 “USS” shall mean United States Swimming, Inc., an Ohio not-for-profit corporation which is the national governing body for the United States for the sport of swimming.
- .45 “USS Board of Directors” shall mean the Board of Directors of USS.
- .46 “USS Code” shall mean the code of rules and regulations, as adopted and amended by USS.
- .47 “USS House of Delegates” shall mean the House of Delegates of USS.
- .48 “USS Legislation Committee” shall mean the Legislation Committee of USS created pursuant to Article 512 of Part Five of the USS Code.
- .49 “USS Legislation Sub-committee” shall mean the subcommittee of the Legislation and Redistricting Committee of USS created pursuant to Section 6202 to Part Six-C of the USS Code.
- .50 “Voice” shall mean the right of opportunity to express a choice or opinion.