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# **BYLAWS**

## **OF**

### **CONNECTICUT SWIMMING, INC.** (a Local Swimming Committee of USA Swimming, Inc.)

**Approved by the Connecticut Swimming House of Delegates  
June 18, 2018**

**Revised based on the USA Swimming Required LSC Bylaws  
as of September 2017**

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# **BYLAWS OF CONNECTICUT SWIMMING, INC.**

## **ARTICLE 1**

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

- 1.1 **NAME** - The name of the corporation shall be **CONNECTICUT SWIMMING, INC.** (“CSI”), incorporated under the laws of the State of Connecticut as a non-stock corporation.
- 1.2 **OBJECTIVES** - The objectives and primary purpose of the CSI shall be the education, instruction, and training of individuals to develop and improve their capabilities in the sport of swimming. CSI shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies, and procedures of FINA, USA Swimming, and CSI and its Articles/Certificate of Incorporation.
- 1.3 **GEOGRAPHIC TERRITORY** - The geographic Territory of CSI is the State of Connecticut as set forth in Article 603 of the USA Swimming Rules and Regulations.
- 1.4 **JURISDICTION** - CSI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee (LSC) by USA Swimming to conduct swimming programs consistent with CSI's objectives and those of USA Swimming and to sanction, approve, observe, and oversee competitive swimming events within the Territory, and to conduct competitive swimming events within the Territory, its Region, and its Zone (as those terms are defined in Sections 603.2 and 605.1 of Part Six of the USA Swimming Rules and Regulations). CSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations, and all applicable policies and procedures.

## **ARTICLE 2**

### **MEMBERSHIP**

- 2.1 **MEMBERS** - The membership of CSI shall consist of the following:
  - .1 **GROUP MEMBERS** - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and CSI and paid the fees established by USA Swimming and CSI pursuant to Article 1 hereof. An organization may be denied membership by the Membership/Registration Coordinator or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the Zone Board of Review. An organizations’ status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws; the USA Swimming Rules and Regulations; the rules, regulations, policies, procedures, and

code of conduct of CSI and USA Swimming, and may be terminated by a decision of the Zone 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 CSI and in competitions sanctioned or approved by USA Swimming, in accordance with Section 9.2.

- A Club Members - A Club Member is an organization in good standing as a Group Member of CSI and USA Swimming, has athletes and coaches, and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of CSI and USA Swimming.
- B Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of CSI and USA Swimming, which is in good standing as a Group Member of CSI and USA Swimming, but which does not have athletes and coaches who all are Individual Members of CSI and USA Swimming.
- C Seasonal Club Members - A Seasonal Club Member is an organization that has joined CSI and USA Swimming 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 CSI and USA Swimming. All Seasonal Club Member coaches must be Coach Members in good standing of CSI and USA Swimming. All Athlete Members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of CSI and USA Swimming.

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

- B Coach Members - A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by CSI and/or USA Swimming and who is in good standing as an Individual Member of CSI and USA Swimming. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA Swimming must be a Coach Member in good standing of CSI and USA Swimming.
  - C Active Individual Members - An Active Individual Member is an individual other than a Coach Member or an Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chair or, CSI committee member, 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 CSI and USA Swimming.
  - D Affiliated Individual Members - An Affiliated Individual Member is an individual interested in CSI objectives and programs who resides, formerly resided, or formerly participated in the sport of swimming in the Territory, and is in good standing as an Individual Member of CSI and USA Swimming.
  - E Seasonal Athlete Members - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of CSI and USA Swimming.
  - F Life Members - A Life Member is an individual who is a life member of USA Swimming and who resides, formerly resided, or participated in the sport of swimming in the Territory and who is in good standing as a member of CSI and USA Swimming.
- .3 MEMBERSHIP A PRIVILEGE, NOT A RIGHT - Membership in CSI and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the Zone Board of Review or the National Board of Review for any violation of a member's responsibilities under Section 2.2, for any of the reasons set forth in under Article 404.1.3 of the USA Swimming Rules and Regulations, or for any other reason determined by the Zone Board of Review or National Board of Review to be in the best interests of the sport of swimming, CSI, or USA Swimming.

## 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 CSI and USA Swimming, 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 that could bring the sport of swimming, CSI, or USA Swimming into disrepute. By applying for and accepting membership in CSI and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to CSI and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by the Zone Board of Review or the National Board of Review to have committed actions that would be the basis for a conviction, and that she or he has never acted in a manner that might bring into disrepute CSI, USA Swimming, or the sport of swimming.
- .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations, or codes of conduct or ethics adopted by CSI or USA Swimming, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials, or coaches, or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.

## ARTICLE 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 USA Swimming and a local club fee established by CSI, together with any other charges, fees, etc., as may be established by CSI.
- 3.2 AFFILIATED GROUP MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Group Members.
- 3.3 ATHLETES - Each Athlete Member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USA Swimming and a local fee established by CSI.

- 3.4 COACHES - Each Coach Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee as may be established by CSI, together with any other charges, fees, etc., established by CSI.
- 3.5 ACTIVE INDIVIDUAL MEMBERS - Each Active Individual Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by CSI, together with any other charges, fees, etc., established by CSI.
- 3.6 AFFILIATED INDIVIDUAL MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Individual Members.
- 3.7 LIFE MEMBERS - The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, fees, etc., for Life Members.
- 3.8 SANCTION, APPROVAL, AND OTHER FEES
- .1 SANCTION AND APPROVAL FEES - The Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.
- .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount; an amount related to the number of events swum, the number of individual swims, the number of athletes entered, the cost of equipment and pool time provided; a percentage of receipts or profits; or a combination of one or more of these or other bases.
- .3 PAYMENT - Each applicant for a sanction, approval, or observation shall submit with its application the fees and any service charges specified by CSI. 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 CSI when due in accordance with CSI's fee schedule.

### 3.9 FAILURE TO PAY

- .1 **GROUP, COACH, AND ACTIVE INDIVIDUAL MEMBER OBLIGATIONS** - The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by CSI or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, CSI or any other LSC or (c) serving as a Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member Seasonal Club Member or with any group member of any other LSC until the debt is satisfied.
- .2 **ATHLETE MEMBER OBLIGATIONS** - The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USA Swimming, CSI, or their former LSCs within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review, shall preclude the delinquent member from (1) competing in any competition sanctioned by USA Swimming; (2) obtaining a reportable time achieved in events swum at any USA Swimming sanctioned, approved, or observed meet, (3) participating in any capacity in the affairs of USA Swimming, CSI, or any other LSC; or (4) practicing, exercising, or otherwise participating in the activities of any Group Member or any group member of any other LSC until the debt is satisfied.
- .3 **CLUB/INDIVIDUAL OBLIGATIONS** - If a Club Member or a Seasonal Club Member has secured (i) a final court judgment against an Individual Member for non-payment of financial obligations owed to the Club Member, and (ii) a final decision of the Zone Board of Review or the National Board of Review suspending such individual Member's membership rights as set forth below, then until the court judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA Swimming, (b) obtaining a reportable time in events swum at any USA Swimming approved or observed meet, (c) participate in any capacity in the affairs of USA Swimming, CSI, or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.
- .4 **INDIVIDUAL/CLUB OBLIGATIONS** - If an Individual Member has secured a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then, until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (1) participating in events sanctioned or approved by USA Swimming and (2) participating in any capacity in the affairs of USA Swimming, CSI, or any other LSC, including being represented in the House of Delegates by its Group Member Representative.

- .5 CONTINUED FAILURE TO PAY; TERMINATION OF MEMBERSHIP - Continued failure to pay, within a reasonable period of time after a final decision of a court of law, the Zone Board of Review or the National Board of Review, as determined by the Zone Board of Review or the National Board of Review, shall be cause for termination of membership.

## ARTICLE 4 HOUSE OF DELEGATES

- 4.1 MEMBERS - The CSI House of Delegates shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, 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 Representative and one or more alternates for each. The appointment shall be in writing, addressed to the CSI Secretary, 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 new Group Member Representatives or new alternates by written notice, addressed to the CSI Secretary, and signed by the chief executive officer or secretary of the appointing Group Member.
- .2 ATHLETE REPRESENTATIVES - Five (5) Athlete Representatives shall be elected, two or three each year for a two-year term, or until their respective successors are elected. At the time of election, the Athlete Representative must (1) be an Athlete Member in good standing; (2) be at least sixteen (16) years of age by the end of the calendar year of election or at least a sophomore in high school; (3) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by CSI or another LSC; and (4) reside in the Territory or in the contiguous territory of another LSC and expect to reside therein throughout at least the first half of the term. Election of the Athlete Representatives shall be conducted annually. Balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative or the Athletes Committee, or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined by a majority of Athlete Members in good standing present and voting who are thirteen (13) years of age or older.
- .3 COACH REPRESENTATIVES - Two Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. The election of the Coach Representative shall be conducted during CSI's short course senior and age group swimming championships, by secret ballot following a solicitation of nominations by the Senior Coach Representative, the Coaches Committee or the

Board of Directors, and determined by a majority of the Coach Members in good standing voting or, failing that, at a time and place and in a manner designated by the Board of Directors.

- .4 AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of Directors. Additionally, a sufficient number of athletes shall be appointed by the General Chair as at-large members of the House of Delegates such that athletes comprise at least twenty percent (20%) of the voting membership of the House of Delegates. The At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.
- 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at, or to vote at the House of Delegates in any capacity. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.
- 4.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of Individual Members shall be as follows:
  - .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, ATHLETE REPRESENTATIVES, COACH REPRESENTATIVES, AND AT-LARGE HOUSE MEMBERS - Each of the Group Member Representatives, Board Members, Athlete Representatives, Coach Representatives, and At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.
  - .2 AFFILIATED GROUP MEMBER REPRESENTATIVES - Group Member Representatives of Affiliated Group Members, unless entitled to vote under another provision of these Bylaws, shall have voice but no vote in meetings of the House of Delegates and its committees.
  - .3 INDIVIDUAL MEMBERS - Individual Members who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard 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 CSI affairs and the establishment of policies, procedures, and programs. In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the House of Delegates shall:
  - .1 Elect Officers, At-Large Board Members, and regular and alternate members of the Administrative Review Board, together with the committee chairs and coordinators



listed in Section 7.2.1.A, in accordance with Sections 6.2 through 6.6.

- .2 Elect alternates to the USA Swimming House of Delegates in accordance with Section 502.2 of the USA Swimming Rules and Regulations (see also Section 6.7.13D).
  - .3 Elect the members of the Nominating Committee.
  - .4 Review, modify, and adopt the CSI annual budget 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 that 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, that CSI deems helpful or necessary.
  - .8 Establish by resolution or by the CSI Policies and Procedures Manual one or more committees of its members. The committees shall have the powers and duties specified in the resolution or the CSI Policies and Procedures Manual, which may include delegation of one or more of the powers and duties of the House of Delegates other than the powers to amend these Bylaws or remove Board Members and other elected officers.
  - .9 Amend the CSI Bylaws in accordance with Section 11.3.
  - .10 Remove from office any Board Members, regular or alternate member of the Administrative Review Board, committee chair, committee member, or coordinator who has failed to attend to his or her official duties or member responsibilities or has done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations. However, no Board Member, Administrative Review Board member, elected committee chair, committee member, or coordinator may be removed without receiving thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the member responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.
- 4.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the CSI House of Delegates shall be held in the month of May. Regular meetings of the House of Delegates shall be held 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 Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least five (5) members of the House of Delegates or by at least three (3) Board Members.
- 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 the Immediate Past General Chair and not fewer than five (5) Individual Members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Nominating Committee shall be elected annually by the House of Delegates at its last regularly scheduled meeting prior to the annual meeting or by the Board of Directors if the House of Delegates does not act in a timely fashion the Board of Directors shall elect a Nominating Committee to serve until their successors are elected. A number greater than five (5) may be designated from time to time by either the House of Delegates or the Nominating Committee. Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members. Section 6.6.3 shall apply to members of the Nominating Committee, shall apply to members of the Nominating Committee, but service as the immediate Past General Chair shall not be counted for that purpose. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair serve on the Nominating Committee.
- .2 CHAIR - The Nominating Committee Chair shall be elected annually by a majority vote of the Nominating Committee members present at a meeting called promptly after the members are elected or appointed.
- .3 DUTIES - The Nominating Committee shall prepare a slate of candidates for election as officers, At-Large Board Members, committee chairs, or coordinators specified in Section 6.1 and the regular and alternate members of the Administrative Review Board to be elected at the next annual meeting. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions.

- .4 PUBLICATION OF NOMINATIONS - Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they are nominated to each member of the House of Delegates and to each Group Member no fewer than twenty (20) calendar days before the election. This notice may be combined with the notice of the meeting pursuant to Section 4.15.1 where convenient. For the methods that may be used for the distribution, see Section 16.1.5.
- .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 - Nominating Committee meetings shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a minimum of 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 Nominating Committee meeting shall consist of no fewer than four (4) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

#### 4.9 MEETINGS OPEN; EXECUTIVE SESSIONS

- .1 HOUSE OF DELEGATES - House of Delegates meetings shall be open to all members of CSI and USA Swimming. Issues pertaining to personnel, disciplinary action, or CSI's legal, tax, or similar affairs shall be deliberated and decided upon in a closed executive session that 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 House of Delegates member.
  - .2 HOUSE OF DELEGATES COMMITTEES - All meetings and deliberations of the Nominating Committee shall be conducted in executive session (closed). Meetings of all other committees established by the House of Delegates shall be open to all members of CSI and USA Swimming unless otherwise provided by a House of Delegates resolution creating the committee or by a vote of the committee as provided by the rules of the Parliamentary Authority.
- 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.
- 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders, and other propositions coming before the House of Delegates shall be determined by a majority vote. A motion or order calling for removal of a member of the Administrative Review Board 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 House of Delegates meeting shall not be permitted.
- 4.13 MAIL VOTE - Any action that may be taken at any regular or special meeting of the House of Delegates—except elections and removals of Board Members, members of the Administrative Review Board, elected committee chairs, or coordinators, and amendments of these Bylaws—may be taken without a meeting. If an action is taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no case 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 House of Delegates meetings, the following subjects shall be included in the order of business to the extent applicable. The subjects need not be addressed in the order listed below.
- 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 meeting's expected purpose (which may be general) shall be stated. If an expected purpose is amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure

to include in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

## ARTICLE 5 BOARD OF DIRECTORS

- 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators, and CSI representatives, together with At-Large Members and those additional members designated in Sections 5.2 and 5.3:
- .1 General Chair
  - .2 Administrative Vice-Chair
  - .3 Program Development Vice-Chair
  - .4 Program Operations Vice-Chair
  - .5 Finance Vice-Chair
  - .6 Secretary
  - .7 Treasurer
  - .8 The Coach Representatives
  - .9 The Athlete Representatives
  - .10 Senior Committee Chair
  - .11 Age Group Committee Chair
  - .12 Technical Planning Committee Chair
  - .13 Officials Committee Chair
  - .14 Registration/Membership Coordinator
  - .15 Safety Coordinator
  - .16 Safe Sport Coordinator
  - .17 At-Large Board Members
- 5.2 AT-LARGE BOARD MEMBERS - The Board of Directors shall have one (1) or more At-Large Board Members, at least one of whom must be a Coach Member. The House of Delegates or the Board of Directors by resolution may reduce the number, but may not increase it to more than five (5). Any reduction in the number of At-Large Board Members shall not take effect until the incumbents' terms of office expire or become vacant. The House of Delegates or the Board of Directors by resolution may create other classes of At-Large Board Members, such as an At-Large Board Membership to be held by an attorney-at-law who shall serve as CSI's General Counsel. A sufficient number of athlete members shall be selected as At-Large Board Members to constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Representatives). The athlete At-Large Board Members shall meet the same requirements and be selected at the same time and place as the Athlete Representatives set forth in Section 4.1.2. All At-Large Board Members shall hold office from the date of their election (or appointment) through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are elected or appointed.

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

- .1 The Immediate Past General Chair of CSI, if he or she is an Individual Member in good standing
- .2 Members of the USA Swimming Board of Directors who are Individual Members in good standing
- .3 USA Swimming Committee Chairs who are Individual Members in good standing

5.4 LIMITATIONS

- .1 No more than three (3) athletes, coaches, or members of any Club Member or Affiliated Group Member shall serve on the Board of Directors at any time. No more than one (1) athlete member of any Club Member shall serve as an Athlete Representative at any time. No more than one (1) coach of any Club Member shall serve as a Coach Representative at any time.
- .2 Notwithstanding anything in these Bylaws to the contrary, no employee of the CSI may serve as a voting member of the Board of Directors.

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

- .1 BOARD MEMBERS - Each Board Member shall have both voice and vote in meetings of the Board of Directors and its committees.
- .2 INDIVIDUAL MEMBERS - Individual Members who are not Board Members may attend open meetings of the Board of Directors 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 Board of Directors or its committees.

5.6 DUTIES AND POWERS - The Board of Directors shall act for CSI 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, an Administrative Review Board member, or other person elected by the House of Delegates or elected or appointed by another committee of division of CSI or amend these Bylaws. In addition to the powers and duties prescribed in USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

- .1 Establish and direct CSI policies, procedures, and programs.
- .2 Oversee the conduct by CSI officers and staff of the day-to-day management

of CSI affairs.

- .3 Elect At-Large Board Members when the House of Delegates does not do so in a timely fashion.
- .4 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the CSI Policies and Procedures Manual.
- .5 Prepare and present the CSI annual budget to the House of Delegates and make a recommendation to the House of Delegates concerning 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 approval or disapproval thereof.
7. Call regular or special meetings of the Board of Directors or the House of Delegates.
8. Admit eligible prospective Group Members and Affiliated Individual Members.
- .9 Retain such independent contractors and employ such persons as it shall determine are necessary or appropriate to conduct CSI affairs.
- .10 Appoint other officers, agents, committees, or coordinators to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws and the CSI Policies and Procedures Manual, or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided for elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, committee, or coordinator the power to appoint any such subordinate officers, agents, committees, or coordinators and to prescribe their respective terms of office, authorities, and duties.
- .11 Remove from office any officers, At-Large Board Members, committee chairs, or committee members or coordinators of CSI who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. However, no officer, At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.

## 5.7 EXECUTIVE COMMITTEE

- .1 **AUTHORITY AND POWER** - The Executive Committee shall have the authority and power to act for the Board of Directors and CSI between meetings of the Board and the House of Delegates.
- .2 **MEMBERS** - The members of the Executive Committee shall be the General Chair, who shall act Chair, Administrative Vice-Chair, Program Development Vice-Chair, Program Operations Vice-Chair, Finance Vice-Chair, Senior Athlete Representatives, and the Senior Coach Representative. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.
- .3 **MEETINGS AND NOTICE** - Executive Committee meetings shall be held at any time or place within the Territory when called by the General Chair or by any three (3) Committee members, 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 Executive Committee meetings and notices.
- .4 **QUORUM** - A quorum of the Executive Committee shall consist of four (4) Committee members.
- .5 **REPORT OF ACTION TO BOARD OF DIRECTORS** - At the next regular or special meeting of the Board of Directors, the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

5.8 **MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS** - Board of Directors and Executive Committee meetings shall be open to all members of CSI and USA Swimming. Matters relating to personnel, disciplinary action, or legal, taxation, or similar affairs shall be deliberated and decided in a closed executive session that 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 Executive Committee.

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



- 5.10 **REGULAR MEETINGS** - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors. The General Chair shall have the power to cancel, postpone, or accelerate any regularly scheduled meeting upon ten (10) days' notice.
- 5.11 **SPECIAL MEETINGS** - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a special meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 5.12 **QUORUM** - A quorum of the Board of Directors shall consist of majority of the voting members, including those present by means of conference call or electronic media. Provisions in Section 7.11 shall apply.
- 5.13 **VOTING** - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders, and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order, or other proposal whose affect is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days' notice.
- 5.14 **PROXY VOTE** - Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.
- 5.15 **ACTION BY WRITTEN CONSENT** - Any action required or permitted to be taken at any meeting of the Board of Directors or the Executive Committee may be taken without a meeting if all the Board Members or Executive Committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.
- 5.16 **MAIL VOTE** - Any action that may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General Chair's appointments, or removals of officers, committee chairs, and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no case less than the period specified in Section 5.17) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

## 5.17 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.

## 5.18 ORDER OF BUSINESS - At all meetings of the Board of Directors the following subjects shall be included in the order of business to the extent applicable. The subjects need not be addressed in the order listed below.

- 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 Article 8 and adoption of its recommendation to the House of Delegates
- Advice and consent to appointments
- Unfinished (old) business
- New business
- Approval of applications for Group Membership and Affiliated Individual Membership
- Elections
- Resolutions and orders
- Adjournment

## ARTICLE 6

### OFFICERS, REPRESENTATIVES, AND AT-LARGE BOARD MEMBERS

#### 6.1 ELECTED OFFICERS AND COMMITTEE CHAIRS - The following officers, At-Large Board Members, committee chairs, and coordinators shall be elected by the House of Delegates:

- .1 General Chair
- .2 Administrative Vice-Chair
- .3 Finance Vice-Chair
- .4 Senior Committee Chair
- .5 Age Group Committee Chair

- .6 Program Development Vice-Chair
- .7 Program Operations Vice-Chair
- .8 Secretary
- .9 Treasurer
- .10 Technical Planning Committee Chair
- .11 Safety Coordinator
- .12 Officials Committee Chair
- .13 Membership/Registration Coordinator
- .14 Safe Sport Coordinator
- .15 At-Large Board Members

6.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General - Chair, the Administrative Vice-Chair, the Secretary, the Finance Vice-Chair, the Senior Committee Chair, and the Program Development Vice-Chair, in even-numbered years; and the Age Group Committee Chair, the Program Operations Vice-Chair, the Treasurer, the Technical Planning Committee Chair, the Safety Coordinator, Safe Sport Coordinator the Officials Committee Chair, and the Membership/Registration Coordinator in odd-numbered years. At-Large Board Members shall be elected in odd- and even-numbered years in a manner that, as possible, results in an equal number of positions being elected by the House of Delegates in each year, taking into account the number of Administrative Review Board members being elected in relevant years.

6.3 ELIGIBILITY - Only Individual Members in good standing shall be eligible to hold office and must maintain their eligibility throughout their terms of office. The office of any person who ceases to be an Individual Member shall be deemed to have become vacant at the end of the day the person ceased to be an Individual Member.

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

#### 6.5 OFFICES COMBINED OR SPLIT

- .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair, and Treasurer may be held jointly by two Individual Members. To accomplish this, the Nominating Committee may nominate two Individual Members to serve as co-officers or the House of Delegates may elect two at the time of election. In the case of the Administrative Vice-Chair, the House of Delegates at the time of election shall designate one to be the successor to the General Chair; if no such designation is made, then the person with the longer tenure in such office or as a Board Member shall serve as the successor.
- .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except that the offices of Finance Vice-Chair and Treasurer may

not be combined. This may be accomplished by the Nominating Committee nominating single Individual Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of election.

## 6.6 TERMS OF OFFICE

- .1 TERM OF OFFICE - The term of office of all elected members of the Board of Directors shall be two (2) years.
- .2 COMMENCEMENT OF TERM - Each person elected to a position shall assume office at the end of the Fiscal Year and shall serve until a successor takes office, except in the cases of Athlete Representatives and Coach Representatives, who shall assume office at the end of the CSI Annual Meeting.
- .3 CONSECUTIVE TERMS LIMITATION - Except for the Treasurer and Membership/Registration Coordinator, no Individual Member who has been elected by the House of Delegates and served four (4) successive years shall be eligible for re-election to the same position until two (2) years have elapsed. 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 Officers and other Board Members shall attend and participate in all meetings of the House of Delegates and the Board of Directors and shall have the following additional duties and powers:

- .1 GENERAL CHAIR - The General Chair shall oversee and have general charge of CSI management, business, operations, affairs, and property, and general supervision over CSI officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairs and members for standing and special committees or coordinators as may be necessary to permit CSI to effectively, efficiently, and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters that to his or her knowledge the Board of Directors should consider in the best interests of CSI.
- .2 SECRETARY - The Secretary, or a delegate, shall be responsible for keeping a record of all meetings of the House of Delegates and Board of Directors, conducting official correspondence, issuing meeting and other notices, and making such reports to USA Swimming as required by Article 8 of these Bylaws, and shall perform the other duties incidental to the office of Secretary. The Secretary or the staff of CSI's permanent office shall be custodian of CSI records, and attest the execution all duly authorized instruments. The Secretary shall cause to be kept at CSI's permanent office copies of all minutes, official correspondence, meeting and other notices, and any other CSI records.

.3 TREASURER - The Treasurer shall be the principal receiving and disbursing officer of CSI. Except as otherwise directed by the Finance Vice-Chair, Finance Committee Chair, or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees, and other receipts of CSI and pay all bills, salaries, expenses, and other disbursements approved by an authorized officer, committee, coordinator, the Finance Vice-Chair, the Finance Committee Chair, the Board of Directors, or the House of Delegates or required to be paid pursuant to Section 10.3.5. When authorized by the Board of Directors, income and expenses may be received and paid by a division, officer, committee, or coordinator, provided that the division, officer, committee, or coordinator promptly submits to the Treasurer an itemized report, duly attested by the division, officer, committee, or coordinator, that is either within the approved budget of such division, officer, committee or coordinator, or authorized by the Board of Directors or the House of Delegates. The Treasurer shall be a member of the Finance Committee but may not be its chair. The Treasurer shall issue a quarterly report listing the current budget variances by line item, all receipts, all expenditures, and the current fund and account balances for the preceding quarter and for the fiscal year to date, together with such other items as the Finance Vice-Chair, the Finance Committee, the General Chair, or the Board of Directors may direct. The Treasurer shall:

- A Have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of CSI.
- B Cause the moneys, securities, and other financial instruments of CSI to be deposited in the name and to the credit of CSI in such institutions as shall be designated in accordance with Section 6.11 or to be otherwise invested as the Finance Vice-Chair, the Finance Committee, or the Board of Directors may direct.
- C Cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds, and any similar special purpose funds or accounts.
- D Cause CSI funds to be disbursed by checks or drafts, automated debits, or wire transfers upon the authorized depositories of CSI, and obtain and preserve proper vouchers for all moneys disbursed.
- E Cause to be kept at CSI's permanent office correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, the Finance Vice-Chair, the Finance Committee, or the Treasurer shall determine.
- F Upon request and at reasonable hours cause such books or duplicates thereof to be exhibited to any member of the Board of Directors and upon application and at reasonable hours cause the quarterly financial reports and the annual audited financial statement to be exhibited to any member of CSI

or USA Swimming.

- G Cause CSI to be in compliance with the requirements of Section 8.4.
  - H Have the power to require from the officers, committee chairs, coordinators, staff, or agents of CSI 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 CSI.
  - I Cause the annual audit of CSI accounts 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 USA Swimming national headquarters in accordance with these Bylaws and as otherwise directed by USA Swimming.
  - J Have the power to appoint one or more assistant treasurers and delegate to them one or more of the Treasury functions, or parts thereof.
  - K In general, perform all the other duties incident to the corporate treasury function.
- .4 ADMINISTRATIVE VICE-CHAIR - The Administrative Vice-Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair, and when so acting shall have all of the powers of the General Chair. (See also Sections 6.5.1 and 6.9.1.) The Administrative Vice-Chair shall chair, and have general charge of the business, affairs, and property of the division that administers CSI business and affairs. The Administrative Vice-Chair shall assist in development of policy and coordination of the activities of the officers and committees within the division internally and with other divisions, committees, and coordinators. The Administrative division shall be responsible for the creation and maintenance of CSI's Policies and Procedures Manual. The Administrative Vice-Chair serves a liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that elections of Athlete Representatives are held in accordance with these Bylaws.
- .5 SENIOR COMMITTEE CHAIR - The Senior Committee Chair shall chair and have general charge of the affairs and property of the Committee that develops and conducts the CSI senior swimming program.
- .6 AGE GROUP COMMITTEE CHAIR - The Age Group Committee Chair shall chair and have general charge of the affairs and property of the Committee that develops and conducts the CSI age group swimming program.

- .7 PROGRAM DEVELOPMENT COMMITTEE CHAIR - The Program Development Vice-Chair shall chair and have general charge of the affairs and property of the division that develops, coordinates, and conducts a swimming program for all levels of swimming in the Territory, including the development of long-range plans for swimming programs.
- .8 PROGRAM OPERATIONS VICE-CHAIR - The Program Operations Vice-Chair shall chair and have general charge of the affairs and property of the division that coordinates and facilitates the conduct of all swimming programs for CSI including the awarding of meet sponsorships to Club Members, facilities and equipment rentals, and meet management for all swimming meets sponsored by CSI.
- .9 FINANCE VICE-CHAIR - The Finance Vice-Chair is CSI's chief financial officer. The Finance Vice-Chair shall chair and have general charge of the affairs and property of the division that includes the Treasury function; the development and implementation of an investment program for CSI's working capital, funded reserves, and endowment funds; and the development and implementation of a marketing and fund-raising plan for CSI. The Finance Vice-Chair, with the assistance of the Budget Committee, shall prepare an annual budget for CSI's operations and present the budget for approval to the Board of Directors and the House of Delegates. In addition, the Finance Vice-Chair shall cause to be conducted the audit required pursuant to Section 8.5 and shall review, or shall cause the Audit Committee to review, the annual audit report and recommend acceptance and appropriate action, if any, with regard thereto by the Board of Directors and the House of Delegates. The Finance Vice-Chair is responsible for the adequacy of CSI's system of internal financial and accounting controls. The Finance Vice-Chair is the Chair of the Finance and Budget Committees and a member of the Personnel Committee. Together with the Treasurer, the Finance Vice-Chair is ultimately responsible for CSI's compliance with Section 8.4.
- .10 ATHLETE REPRESENTATIVE - The Athlete Representatives shall serve as the liaison between CSI's Athlete Members and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athletes' Committee.
- .11 COACH REPRESENTATIVE: The Coach Representatives shall serve as the liaison between CSI Coach Members and the Board of Directors and House of Delegates. The Senior Coach Representative shall chair the Coaches' Committee.
- .12 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 CSI Policies and Procedures Manual, the General Chair, the Board of Directors, or the House of Delegates.
- .13 CSI DELEGATES TO USA SWIMMING HOUSE OF DELEGATES

- A Officer and Representative Delegates - The General Chair, the Administrative Vice-Chair, the Program Development Vice-Chair, the Age Group Committee Chair, the Program Operations Vice-Chair, the Senior Committee Chair, the Athlete Representatives, and the Coach Representatives shall have the privilege and duty to attend the USA Swimming annual meeting as CSI representatives. If the Board of Directors determines to send fewer than all of the Athlete Representatives to the annual meeting, the Senior Athlete Representative and the Athlete Representative next most senior in term of office shall attend, and so on. If the Board of Directors determines to send two or more but fewer than all of the Coach Representatives to the annual meeting, the Senior Coach Representative and the Coach Representative next most senior in term of office shall attend, and so on.
- B Delegate-at-Large - The General Chair, with the advice and consent of the Board of Directors, may appoint an additional representative to the annual meeting who shall be an Athlete Member, an Active Individual Member, or a Coach Member of CSI for whom the annual meeting will offer significant educational benefits and opportunities, and whose attendance the General and the Board of Directors judge to be in the best interests of CSI and the individual appointed. Such individual appointed may usually be a CSI Board Member, officer, coordinator, committee chair, or official, but need not hold such a position with CSI in appropriate circumstances.
- C Voting Delegates - The General Chair, the Administrative Vice-Chair, the Senior Athlete Representative, and the Senior Coach Representative shall have the privilege and duty to serve as voting delegates to the USA Swimming House of Delegates. In the case of the Age Group and Senior Committee Chairs and the Program Development and Program Operations Vice-Chairs, respectively, the voting privilege and duty shall be rotated as follows: the Program Development Vice-Chair and the Age Group Committee Chair shall have the voting privilege and duty in even-numbered years and the Program Operations Vice-Chair and the Senior Committee Chair shall have the voting privilege and duty in odd-numbered years. The Board of Directors may make such other provision for rotating the voting privilege and duty among the four officers, on either an ad hoc or a standing basis, as it determines to be in the best interests of CSI and the individuals involved.
- D Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. If there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates to attend the USA Swimming annual meeting as CSI delegates.
- E 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 no additional Athlete Representatives or alternates are able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate one or more Athlete Members to attend as a CSI representative.

F Coach Representative Alternates - If the Senior Coach Representative is unable to attend, then the other Coach Representative shall attend, and if neither Coach Representative is able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of CSI.

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

## 6.9 VACANCIES AND INCAPACITIES

- .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the Acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. (See also Sections 6.5.1 and 6.7.4.) While serving as Acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may—but is not obligated to—designate the Administrative Vice-Chair as Acting General Chair for the duration of the absence.
- .2 OFFICE OF ATHLETE REPRESENTATIVE OR COACH REPRESENTATIVE - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the 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 Chair, Athlete Representative, Coach Representative, or member of the Administrative Review Board, the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve until an election can be held at the next regularly scheduled meeting of the House of Delegates to fill the remaining term, if any, of that person. In the event of a temporary incapacity, the General Chair may designate, with the advice and

consent of the Board of Directors, an Individual Member to act on behalf of the incapacitated officer for the duration of the incapacity.

- .4 DETERMINATION OF VACANCY OR INCAPACITY - A determination as to when an office becomes vacant or an officer becomes incapacitated shall be made at 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. A determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General-Chair and otherwise shall be made at the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

#### 6.10 OFFICERS' POWERS GENERALLY

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, Program Development Vice-Chair, Program Operations Vice-Chair, and Finance Vice-Chair each may sign and execute in CSI's name deeds, mortgages, bonds, contracts, agreements, or other instruments duly authorized by the CSI Policies and Procedures Manual, the Board of Directors, or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures, or is required by law to be otherwise executed. Additional signing authority may be provided by a standing resolutions of the Board of Directors or the House of Delegates.
- .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as may be prescribed in CSI's Policies and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice-Chair, the delegating officer, or these Bylaws. The division Vice-Chairs shall have the additional duties and powers set forth in Section 7.1 and 7.5.
- .3 DELEGATION - CSI Officers may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal, or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and with the consent of the Board of Directors or the Personnel Committee, any officer may delegate any portion of that officer's powers or duties to CSI paid staff. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to properly execute or fulfill these duties and obligations.
- .4 DEPUTY AND ASSISTANT 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. Alternatively, CSI's Policies and Procedures Manual may create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedures Manual shall be 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 CSI's receipts, income, charges, and fees shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors may select, or as may be selected by the Finance Committee or any officer or officers or agent or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of CSI in any of its duly authorized depositories shall be made in the manner determined by the Finance Vice-Chair, the Finance Committee, or the Board of Directors. All CSI funds not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by the Finance Vice-Chair, the Finance Committee, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.
- .2 SIGNATURE AUTHORITY - All checks, drafts, or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in CSI's name, shall be signed by the General Chair, the Treasurer, or other officer or officers or agent or agents of CSI, and in a manner determined by the Finance Vice-Chair, the Finance Committee, or the Board of Directors.

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## ARTICLE 7 DIVISIONS, COMMITTEES, AND COORDINATORS

7.1 DIVISION ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - CSI comprises six divisions—Administrative, Program Development, Program Operations, Finance, Athletes, and Coaches—each chaired by a Vice-Chair, the Senior Athlete Representative, or the Senior Coach Representative, as the case may be, whose respective powers, duties, jurisdiction, and responsibilities are described in Section 6.7. Under Each division Vice Chair there are officers, committees, coordinators and direct responsibilities as follows:

.1 ADMINISTRATIVE DIVISION, ADMINISTRATIVE VICE-CHAIR

- Awards Banquet
- Bylaws/Legislation/Rules
- Club Development
- Computer/Technology
- Elections
- Equipment
- Insurance
- Legal (General Counsel, if applicable)
- Marketing/Sponsorship
- Membership/Registration
- Personnel
- Public Relations
- Publications/Newsletter/Website
- Policies and Procedures Manual
- Reportable Times/Records/Top 16 Tabulation
- Safe Sport Coordinator
- Secretary
- Swim guide/Parents Manual

.2 PROGRAM DEVELOPMENT DIVISION, PROGRAM DEVELOPMENT VICE-CHAIR

- Adapted Swimming
- Age Group Committee
- Camps
- Diversity
- Open Water Swimming
- Program Development Committee
- Senior Committee
- Technical Planning Committee
- Time Standards
- Special events
- Zone Team

.3 PROGRAM OPERATIONS DIVISION, PROGRAM OPERATIONS VICE-CHAIR

- Awards
- Clinics
- Meet Evaluation Coordinator
- Meet Management Committee
- Meet Sanctions Coordinator
- Meet Sponsorship Committee
- National Times Verification
- Officials Committee
- Safety Coordinator

.4 FINANCE DIVISION, FINANCE VICE-CHAIR

- Audit Committee
- Budget Committee
- Finance Committee
- Marketing/Sponsorship
- Swim-a-thon
- Tax Committee
- Treasurer

.5 ATHLETES DIVISION, SENIOR ATHLETE REPRESENTATIVE

- Athlete Representatives
- Athletes Committee

.6 COACHES DIVISION, SENIOR COACH REPRESENTATIVE

- Coach Representatives
- Coaches Committee

7.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS

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

A Elected Chairs and Coordinators - In accordance with Section 6.2, the CSI House of Delegates elects certain non-officer committee chairs and coordinators. Their eligibility, terms of office, and so on, shall be as provided in Sections 6.2, 6.3, 6.4, 6.5, and 6.6. These elected non-officer committee chairs and coordinators are:

- Membership/Registration Coordinator
- Officials Committee Chair
- Safety Coordinator

- Technical Planning Committee Chair
  - Safe Sport Coordinator
- B Ex officio Chair - Pursuant to Section 7.3 certain other committee chairs are designated ex officio by virtue of another CSI office currently held.
- C Appointed Chairs and Coordinators - All other standing committee chairs and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division Vice-Chair. The appointed standing committee chair or coordinator shall assume office upon appointment or on the date designated by the General Chair, and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.

## .2 DUTIES AND POWERS OF NON-OFFICER CHAIRS AND COORDINATORS

- A Membership/Registration Coordinator - The Membership/Registration Coordinator shall be responsible for the registration of Group and Individual Members and shall issue such reports as may be required by the Board of Directors or the Administrative Vice-Chair. The Membership/Registration Coordinator shall supervise the transmission of registration information to and assist in the preparation of the reports required by Section 8.6. The Membership/Registration Coordinator shall assist the Safety Coordinator in the performance of its respective duties.
- B Officials Committee Chair - The Officials Chair shall chair the Officials Committee, which is responsible for recruiting, training, certifying, and supervising officials for CSI. The Officials Committee Chair shall be a referee certified by CSI, and each member of the Officials Committee shall be a certified official of CSI.
- C Safety Coordinator - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all CSI Group Members, athletes, coaches, and officials. The Safety Coordinator shall develop CSI's safety education programs and policies and make recommendations regarding same, and the implementation thereof, to the Program Operations Vice-Chair, the Administrative Vice-Chair, and the Board of Directors. The Safety Coordinator shall make the reports required pursuant to Section 8.7.
- D Technical Planning Committee Chair - The Technical Planning Committee Chair shall chair, and have general charge of the business, affairs, and property of the Technical Planning Committee, which is responsible for long-range planning regarding the swimming programs conducted by CSI, continuing review and development of the CSI philosophy, and advising other committees

and divisions regarding the implementation of that philosophy in the context of CSI's swimming programs.

- E Athletes Committee Chair - The Senior Athlete Representative shall chair and have general charge of the business, affairs, and property of the Athletes Committee, which shall be responsible for the publication of an athletes' newsletter and shall undertake such other activities (1) delegated to it by the Board of Directors or the General Chair or (2) judged by the Committee as being in the best interests of the Athlete Members, CSI, USA Swimming, and the sport of swimming.
- F Coaches Committee Chair - The Senior Coach Representative shall chair and have general charge of the business, affairs, and property of the Coaches Committee, which shall undertake such activities (1) delegated to it by the Board of Directors or the General Chair or (2) judged by the committee as being in the best interests of the Coach Members, CSI, and the sport of swimming.
- G Meet Evaluation Coordinator - The Meet Evaluation Coordinator shall administer CSI's system of meet evaluation questionnaires and the evaluation of information contained in the questionnaires concerning the conduct of CSI's swimming meets and make recommendation to the Program Development Committee and the Board of Directors regarding improvements in the CSI swimming meet program.
- H Safe Sport Coordinator - The Safe Sport Coordinator shall be responsible for the implementation and coordination of, and serve as the CSI liaison for, the Safe Sport Program established by USA Swimming. The Safe Coordinator shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff, and the USA Swimming Safe Sport Committee to implement pertinent aspects of the national Safe Sport Program within CSI. The Safe Sport Coordinator will:
  - 1. Serve as the primary contact for CSI to coordinate and oversee the implementation of effective safe sport educational programs for all athlete members, their parents, coaches, volunteers and clubs, as provided by USA Swimming;
  - 2. Be trained regarding the complaint reporting structure and refer all reports of a violation of the Athlete Protection policies directly to the local club, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority;
  - 3. Participate in workshops as provided by USA Swimming, collect and share information about what USA Swimming and other LSCs are doing to promote safe sport policies, and disseminate information on LSC best practices;

4. Serve as an information resource for CSI clubs and membership, and will help to identify and connect them with local educational partners and resources;
5. Receive feedback and suggestions on the Safe Sport policies and programs from the CSI clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff; and
6. Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members.

7.3 MEMBERS AND EX OFFICIO MEMBERS OF STANDING COMMITTEES Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice and consent of the respective division Vice-Chair and the Chair of the committee. A sufficient number of athlete members of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Representatives. Athlete membership is required on all committees. Athlete membership shall amount to at least twenty percent (20%) of the voting membership of the committee. The athlete committee members shall meet the same requirements as those of Athlete Representative set forth in Section 4.1.2. The division Vice-Chair shall be an ex officio member (with voice and vote) of each standing committee within the respective division. The ex officio members and other designated members of certain standing committees shall be as follows:

- .1 ATHLETES COMMITTEE - The members of the Athletes Committee shall be the Athlete Representatives, the athlete At-Large Board Members and the athlete At-Large House Members. The Senior Athlete Representative shall serve as committee chair.
- .2 AUDIT COMMITTEE - The members of the Audit Committee shall be the Finance Vice-Chair, who shall serve as chair; the Administrative Vice-Chair; and the Senior Coach Representative, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .3 BUDGET COMMITTEE - The members of the Budget Committee shall be the General Chair, the Finance Vice-Chair, who shall serve as chair, the Treasurer, the Administrative Vice-Chair, the Program Development Vice-Chair, the Program Operations Vice-Chair, the Senior Athlete Representatives, the Senior Coach Representative, the Age Group Committee Chair, the Senior Committee Chair and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .4 COACHES COMMITTEE - The members of the Coaches Committee shall be the Coach Representatives; the At-Large Board Member, who is the required Coach Member, and at least four (4) additional Coach Members as may be determined by the Coach Representatives, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee with consideration to the



benefits of equal geographic representation and diversity in size and identity of Club Member affiliation, among other factors. The Senior Coach Representative shall serve as chair.

- .5 FINANCE COMMITTEE - The members of the Finance Committee shall be the General Chair; the Finance Vice-Chair, who shall serve as chair, the Administrative Vice-Chair, the Treasurer, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .6 OFFICIALS COMMITTEE – The members of Officials Committee shall be the Officials Chair, who shall serve as chair, and at least two other members, each of whom shall be a certified CSI official, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .7 PERSONNEL COMMITTEE – The members of the Personnel Committee shall be the General Chair, who shall serve as chair; the Administrative Vice-Chair; and the Finance Vice-Chair, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .8 PROGRAM DEVELOPMENT COMMITTEE - The members of the Program Development Committee shall be the General Chair; the Program Development Vice-Chair, who shall serve as chair; the Age Group Committee Chair; the Program Operations Vice-Chair; the Senior Committee Chair; the Technical Planning Committee Chair; the Coach Representatives; the Athlete Representatives; the Diversity/Outreach Coordinator; the Adapted Swimming Coordinator, the Open Water Coordinator, the At-Large Board member who is required to be a Coach *Member* and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. A quorum for the Program Development Committee shall be seven (7).
- .9 TECHNICAL PLANNING COMMITTEE - The members Technical Planning Committee shall consist of the Technical Planning Committee Chair, who shall serve as chair; at least two (2) Athlete Members, and at least five (5) additional members. Of the non-chair members, at least fifty percent (50%) of the voting membership of the Committee shall be Coach Members and at least twenty (20%) of the voting membership of the Committee shall be Athlete Members. The Athlete Members and the additional members shall be appointed by the General Chair with the advice and consent of the Board of Directors.

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

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

- .1 ATHLETES COMMITTEE – The Athletes Committee shall be responsible for the publication of an athletes’ column for the CSI Newsletter and shall undertake such other activities delegated to it by the Board of Directors or the General Chair or undertaken by the Committee as being in the best interests of the Athlete Members, CSI, USA Swimming, and the sport of swimming.
- .2 AUDIT COMMITTEE - The Audit Committee is authorized to, and it shall be its duty to at its discretion, either (1) conduct the annual audit of CSI books pursuant to Section 8.5 and present the results thereof to the Board of Directors and the House of Delegates or (2) (a) annually recommend an independent auditor to the Board of Directors, (b) review and negotiate the services to be performed by the independent auditor, (c) receive and review the audit and other reports submitted by the independent auditor, and (d) submit the audit and other reports and make recommendations to the Board of Directors with regard thereto.
- .3 BUDGET COMMITTEE - The Budget Committee is authorized and obligated to consult with the officers, committee chairs, and coordinators so as to prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs, and coordinators shall promptly provide such financial information (current and projected) and budget proposals as the Budget Committee may request. The proposed budget may contain alternatives.
- .4 COACHES COMMITTEE - The Coaches Committee shall undertake such activities delegated to it by the Board of Directors or the General Chair or deemed by the committee to be in the best interest of the Coach Members, CSI, and the sport of swimming.
- .5 FINANCE COMMITTEE - The Finance Committee is authorized and obligated to (1) develop, (2) establish where so authorized or recommend to the Board of Directors, and (3) supervise the execution of policy regarding investment of CSI’s working capital, funded reserves, and endowment funds, within guidelines, if any, established by the Board of Directors or the House of Delegates. In addition, the Finance Committee shall regularly review CSI’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 CSI, and make recommendations to the Budget Committee and the Board of Directors.
- .6 MEMBERSHIP/REGISTRATION COORDINATOR is authorized and obligated to conduct the registration of Group and Individual Members and supervise the transmission of registration information to USA Swimming and assist in the preparation of the reports as may be requested by USA Swimming, the Board of Directors, the Administrative Vice Chair or the Finance Vice Chair.
- .7 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify, and supervise CSI officials for

CSI and to conduct such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained, and experienced officials of the highest caliber.

- .8 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation, and other terms of employment of CSI'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.
- .9 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.
- .10 SAFETY COORDINATOR shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of CSI. The Safety Coordinator shall develop safety education programs and policy for CSI and make recommendations regarding those programs and policies and their implementation to the applicable division Vice-chairs and the Board of Directors. When approved by the Board of Directors, the Safety Coordinator shall be responsible for the coordination of their implementation by the Club Members. The Safety Coordinator shall prepare and transmit the reports required pursuant to Section 7.2.2.H.
- .11 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for CSI's swimming programs and for advice regarding the technical aspects of those programs and of the sport of swimming generally.

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

- .1 Preside at all meetings of the respective division, committee, or subcommittee.
- .2 See that all duties and responsibilities of the coordinator or the respective division, committee, or sub-committee in their charge are properly and promptly carried out.
- .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the division, committee, or coordinator, respectively.
- .4 Communicate with the respective division, coordinator, committee, or subcommittee members to keep them fully informed.

- .5 Keep the General Chair, the respective division Vice-Chair or committee, and the staff of CSI's office informed of the respective coordinator, division, committee, or subcommittee actions and recommendations.
- .6 Appoint a member as secretary of the division, committee, or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to CSI's office.
- .7 Refer to the Board of Directors any recommendation for action that would establish or change policies or programs for CSI, except as otherwise provided in these Bylaws or by the Board of Directors.
- .8 Perform the other specific duties listed in CSI's Policies and Procedures Manual or as may be delegated by the General Chair, the respective division Vice-Chair or committee, the Board of Directors, or the House of Delegates.

#### 7.6 DUTIES AND POWERS OF COMMITTEES AND COORDINATORS

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

7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of CSI divisions, committees, or subcommittees shall be held as determined by the respective Vice-Chairs or committee or subcommittee chair. In addition, meetings may be called where applicable by the division Vice-Chair or by the committee chair or coordinator 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 CSI and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation, and similar affairs shall be deliberated and decided in a closed executive session that only the respective members are entitled to attend. By a majority vote on a motion of a question of privilege, a division, committee chair, 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 Chair 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 at the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote at these 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 meeting records. These consents shall be treated for all purposes as a vote taken at a meeting.
- 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any division, committee or sub-committee may participate in a meeting of the division, committee or subcommittee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 7.12 QUORUM - Except as otherwise provided for in these Bylaws or by a resolution or other action establishing a committee or subcommittee, a quorum of any committee or subcommittee shall consist of a majority of the members of the committee or subcommittee.
- 7.13 VOTING - Except as otherwise provided for in these Bylaws or by 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 at any meeting of CSI division, committee, or subcommittee shall not be permitted.
- 7.15 NOTICES - Except as otherwise provided for in these Bylaws or by resolution or other action establishing a committee or subcommittee, no fewer 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 CSI division, committee, or subcommittee. 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.) Meeting notices shall include the time, date, and site.

- 7.16 **ORDER OF BUSINESS** - At all meetings conducted under the authority of this Article, the following shall be included in the order of business to the extent applicable. The order in which subjects are taken up may be varied.
- Roll Call
  - Reading, correction, and adoption of minutes
  - Reports of coordinators, committees, and subcommittees
  - Unfinished (old) business
  - New business
  - Resolutions and orders
  - Adjournment
- 7.17 **RESIGNATIONS** - Any committee or subcommittee chair or member or coordinator may resign by orally advising the General Chair or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.
- 7.18 **VACANCIES** - The determination of when the position of an appointed committee or subcommittee chair, committee member, or coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 6.9 for provisions applicable to elected committee chairs and coordinators.) In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of the Board of Directors and the respective division Vice-Chair, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair, or an appointment may be made for the duration of the temporary incapacity.
- 7.19 **DELEGATION** - With the consent of the Board of Directors or the respective division Vice-Chair, a committee or subcommittee chair or a coordinator may delegate a portion of his or her powers or duties to another CSI officer, or to another committee, subcommittee, or coordinator, or, with the consent of the Board of Directors or the Personnel Committee, to paid CSI staff. 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 ADMINISTRATIVE REVIEW BOARD** - Sections 7.5 through 7.16 shall apply to the Executive Committee, the Nominating Committee, and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided for in these Bylaws, in the resolution creating the committee, or in the CSI Policies and Procedures Manual. These provisions shall also apply to Administrative Review Board meetings, but shall not apply to its hearings or deliberations.

## ARTICLE 8 ANNUAL AUDIT, REPORTS, AND REMITTANCES

- 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 meeting minutes to the respective members and to USA Swimming national headquarters.
- 8.2 **FINANCIAL AND FEDERAL TAX REPORTS** - The Secretary shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of CSI accounts and internal financial controls and procedures and the report thereof prepared in accordance with Section 8.5, within fifteen (15) days of receipt of the audit report and (2) advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.
- 8.3 **STATE AND LOCAL REPORTS AND FILINGS** - The Secretary shall cause to be made all reports and non-tax filings and shall requisition from the Treasurer checks with which to pay any applicable fees required by its state of incorporation and by any other state or municipality in which it operates.
- 8.4 **PUBLIC AVAILABILITY OF CERTAIN INFORMATION** - CSI shall cause to be made available at a reasonable location and time determined by CSI to anyone requesting to see a copy of CSI's federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include CSI in USA Swimming's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.
- 8.5 **ANNUAL AUDIT** - An annual audit, or review, of CSI's accounts, books, and records shall be completed no later than the end of the fourth month following the end of its fiscal year. The audit or review shall be conducted by an independent auditor who shall be a certified public accountant, or by the Audit Committee, at the discretion of the Audit Committee. The audit shall cover any federal, state, or local income tax return that CSI 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 registers; and bank statements and other records as deemed appropriate. If the audit is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members stating that the CSI financial records and reports have been reviewed and fairly present CSI's financial condition as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and that 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 USA Swimming. This report shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The Membership/Registration Coordinator shall make periodic summary reports to the Administrative Vice-Chair, the Board of Directors, and the House of Delegates.
- 8.7 SAFETY REPORTS
- .1 INCIDENT/OCCURRENCE REPORTS - An occurrence report providing all of the information requested by applicable USA Swimming forms should be completed at the time of the occurrence by the meet director, officer, coach, or club officer with copies to USA Swimming national headquarters, the Safety Coordinator, the Administrative Vice-Chair, and the CSI office.
  - .2 REPORTS OF INJURIES - The Safety Coordinator shall present a report concerning swimming-related injuries within the Territory at each House of Delegates and Board of Directors meeting.
    - A House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of CSI and USA Swimming, the location of the occurrence, and a brief description of the incident, the resulting injury, and the emergency-care steps taken, together with any recommendation for action by CSI and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Safety Coordinator is responsible for distribution of this report to each Club Safety Coordinator. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.
    - B Board of Directors Reports - The regular report to the Board of Directors may be a summary addressing primarily any recommendation for action by CSI and its members.
  - .3 SAFETY EDUCATION - The Safety Coordinator shall be responsible for disseminating safety information issued by USA Swimming national headquarters and, with the assistance of the Committee members, exploring safety education opportunities and developing a safety education program tailored to CSI and its members and Territory.
- 8.8 MAILING ADDRESS - CSI shall notify USA Swimming national headquarters in writing of any change in its regular mailing address within 14 days of the change.



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

## ARTICLE 9 MEMBERS' BILL OF RIGHTS

- 9.1 **INDIVIDUAL MEMBERS' BILL OF RIGHTS** - CSI, in furtherance of Article 301 of the USA Swimming Rules and Regulations, shall respect and protect the right of every Individual Member who is eligible under CSI, USA Swimming, and FINA rules and regulations to participate in any competition as an athlete, coach, trainer, manager, meet director, or other official, so long as the competition is conducted in compliance with CSI, USA Swimming, and FINA requirements. Before any Individual Member is denied the right to participate in a competition, the individual shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National 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** - CSI shall respect and protect the right of every Club Member who is eligible under CSI, USA Swimming, and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors, and other officials, so long as the competition is conducted in compliance with CSI, USA Swimming, and FINA requirements. Before any Club Member is denied the right to participate in a competition, the Club Member shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National 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 ADMINISTRATIVE REVIEW BOARD

- 10.1 **INTRODUCTION** - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, CSI has established the Administrative Review Board to hear complaints and appeals regarding administrative

matters within the LSC. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

## 10.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION

- .1 ESTABLISHMENT - The Administrative Review Board of CSI shall be independent and impartial.
- .2 MEMBERS - The Administrative Review Board shall have at least three (3) regular members, at least one of whom shall be an athlete member, and at least one alternate member. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular or alternate members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of office of any incumbent members.
- .3 ELECTION; TERM OF OFFICE; ELIGIBILITY
  - A. Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative Review Board
  - B. Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume office upon election and shall serve until a successor takes office.
  - C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual Member of CSI and USA Swimming. In no case shall elected members of the Board of Directors serve on the Administrative Review Board.
- .4 CHAIR ELECTED BY BOARD; OTHER OFFICERS - The Chair of the Administrative Review Board (the “Chair”) who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shall biennially appoint a Vice Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.
- .5 MEETINGS - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and

powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, those provisions of Article 607 that are specified in Section 607.20 shall apply to the Administrative Review Board.

- .6 **PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT** Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting or hearing.
- .7 **QUORUM** - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.
- .8 **RESIGNATIONS** - Any regular or alternate member of the Administrative Review Board may resign by orally advising the Chair or by submitting a written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.
- .9 **INCAPACITIES AND VACANCIES** - Determination of Vacancy or Incapacity - In the event of a vacancy in the office of the Chair, or other members of the Administrative Review Board, the LSC shall have in place reasonable written and published rules consistent with the laws of the state of incorporation of the LSC to determine when such membership on the Administrative Review Board becomes vacant or a Chair or member becomes incapacitated. The determination as to when the Chair is temporarily incapacitated shall be made, where the circumstances permit, by the Chair and otherwise shall be within the discretion of the Administrative Review Board, subject to any subsequent action of the Board of Directors.
- .10 **SUBSTITUTIONS FOR MEMBER** - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice Chair; or failing that, the General Chair) shall appoint the alternate member or, if the alternate member is not available, a disinterested Individual Member to act in the regular member's place and stead in respect of that circumstance.
- .11 **LEGAL ADVICE** - Where appropriate or helpful, the Chair may consult the USA Swimming General Counsel, the Chair of the USA Swimming Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member

of CSI, USA Swimming or the Administrative Review Board) retained by the Administrative Review Board or the Chair regarding any issue raised by a proceeding.

### 10.3 GENERAL

- .1 ADMINISTRATIVE POWERS - The Administrative Review Board shall have the powers and the duty to:
  - A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
  - B. establish policies, procedures and guidelines,
  - C. elect the Chair,
  - D. call regular or special meetings of the Administrative Review Board,
  - E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and
  - F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
- .2 RULE MAKING POWERS - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of the LSC with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.
- .3 EXERCISE OF POWERS AND DECISIONS - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's authority and power shall lie solely in its discretion and the interests of justice and the sport of swimming.
- .4 TIMELINESS OF PETITION - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the

Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

.5 Remedies and Penalties – The CSI Board of Directors shall adopt such remedies and penalties regarding administrative matters as it deems appropriate.

## ARTICLE 11

### ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 11.1 **NON-PROFIT AND CHARITABLE PURPOSES** - As stated in Section 1.2, CSI 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, CSI shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that do not further the purposes and objectives of CSI 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.** - CSI's revenues, properties, and assets are irrevocably dedicated to the purposes set forth in Sections 1.2 and 11.1 of these Bylaws. No part of CSI's net earnings, properties, or assets shall inure to the benefit of any private person or any CSI member, officer, or director.
- 11.3 **BYLAW AMENDMENT** - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds (2/3rds) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless CSI shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.
- 11.4 **DISSOLUTION** - CSI may be dissolved only upon a two-thirds (2/3rds) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of CSI shall not inure to the benefit of any private individual, unincorporated organization, or corporation, including any CSI member, officer, or director, but shall be distributed to USA Swimming, Inc., to be used exclusively for educational or charitable purposes. If USA Swimming, Inc., is not then in existence, or is not then a corporation that is exempt under section 501(c)(3) of the IRS Code and for 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 CSI 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** - CSI shall indemnify, protect, and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect to any threatened, pending, or completed action, suit, or proceeding, whether or not by or in the right of CSI, 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 CSI 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. CSI may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- 12.2 **EXCLUSION** - The indemnification provided by this Article 12 shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith; self-dealing; gross negligence; wanton and willful disregard of applicable laws, rules, and regulations of the USA Swimming Rules and Regulations, or the USA Swimming Code of Conduct; or these Bylaws; or who is convicted of a crime (including felony, misdemeanor, and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or who is found by the Zone Board of Review or the National Board of Review to have committed actions that 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, Administrative Review Board Chair, Vice-Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee, or agent of CSI, or is or was serving at the direct request of CSI as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator, volunteer, employee, or agent of another person or entity involved with the sport of swimming.
- 12.4 **EXTENT OF INDEMNITY** - To the full extent permitted by law, the indemnification provided in this Article 12 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 CSI in advance of the final disposition of such action, suit, or proceeding. If doubt exists as to the applicability of an exclusion to CSI's obligation to indemnify, CSI 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 CSI determines that there is reasonable doubt as to such person's ability to make any repayment, CSI shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit CSI's right 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 12 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 CSI 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 that CSI, the House of Delegates, the Board of Directors, or its divisions, committees, etc., may adopt or as set forth in the next paragraph.
- 13.2 VOICE AND VOTE - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions at the discretion of the presiding officer, but may not make or second motions, orders, or other proposals.
- 13.3 SPECIAL RULES OF ORDER - [This Section reserved for future use.]

## ARTICLE 14 PERMANENT OFFICE AND STAFF

- 14.1 OFFICE - CSI shall maintain an office in the Territory for the storage and maintenance of CSI's books and records; and equipment 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 STAFF - CSI shall retain such paid staff at the CSI Office as the Board of Directors may determine to be appropriate or necessary. The staff shall be under the general supervision of

the General Chair and the Administrative Vice-Chair. With respect to delegated functions of the officers, committee chairs, and coordinators, the staff shall be responsible to the respective officer, committee chair, or coordinator. The powers and duties of the paid staff shall be established in CSI's Policies and Procedures Manual or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.

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

## ARTICLE 15 MISCELLANEOUS

- 15.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State of Connecticut become, illegal, invalid, or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 15.2 FISCAL YEAR - CSI's fiscal year shall end on August 31 of each year.
- 15.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that CSI shall have and continue to have the status of an organization that is exempt from federal income taxation under section 501(c)(3) of the IRS Code and for 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 CSI 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 CSI positions and not to USA Swimming or another organization.
- .3 PRINCIPAL RULE OF INTERPRETATION - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 15.3.
- .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 10 - Article 10 shall be interpreted generously in order to achieve the intent expressed in Section 10.1.
- .5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS
  - A Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on CSI records 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 CSI shall be the address given in the latest application for registration or membership in CSI and USA Swimming filed with the Membership/Registration Coordinator; or the address given in a written notice of change of residence filed with that Coordinator. In all other cases the records maintained by the CSI Secretary 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 to both the singular and the plural forms thereof. Where a cross-reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. For an additional definition applicable solely to Article 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 chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in CSI affairs or the sport of swimming and who is in good standing as an Individual Member of CSI and USA Swimming (see Section 2.1.2.A).
- .2 "Affiliated Group Member" shall mean any organization that supports the sport of swimming and the objectives and programs of CSI and USA Swimming, but that does not have Athlete Members and Coach Members, that is in good standing as a Group Member of CSI and USA Swimming, and that is neither a Club Member nor a Seasonal Club Member of CSI (see Section 2.1.2.B).
- .3 "Affiliated Group Member Representative" shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates (see Section 4.1.1).
- .4 "Affiliated Individual Member" shall mean any individual interested in CSI objectives and programs who resides, formerly resided, or participated in the sport of swimming in the Territory, who is in good standing as a member of CSI and USA Swimming, and who is not an Active Individual, Athlete, or Coach Member (see Section 2.1.2.D).
- .5 "Article" shall mean the principal subdivisions of these Bylaws.
- .6 "Articles of Incorporation" shall mean the document filed with the Secretary of the State of Connecticut.
- .7 "At-Large Board Member" shall mean a Board Member designated as such (see Section 5.2).
- .8 "At-Large House Member" shall mean an Individual Member appointed by the General Chair (or elected by the athletes) to be at-large members of the House of Delegates.

- .9 "Athlete Member" shall mean any individual who competes or has competed in a substantive manner during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of CSI and USA Swimming. For the purposes of meeting the requirement that twenty percent (20%) of voting membership be held by athlete members, there shall be a rebuttable presumption that a non-athlete member holding dual membership as an athlete member shall only be considered as a non-athlete member.
- .10 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors pursuant to Section 4.1.3.
- .11 "Board Member" shall mean a member of the Board of Directors, including the At-Large Board Members.
- .12 "Board of Directors" shall mean the CSI Board of Directors.
- .13 "Business Day" shall mean a calendar day that 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 and amended from time to time by, and in effect for, CSI.
- .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 that is in good standing as a Group Member of CSI and USA Swimming, 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 CSI and USA Swimming (see Section 2.1.1.A).
- .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 "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 CSI and/or USA Swimming and who is in good standing as a member of CSI and USA Swimming (see Section 4.1.4).
- .19 "Coach Representative" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors (see Section 4.1.4).
- .20 "CSI" shall mean Connecticut Swimming, Inc., the Connecticut not-for-profit corporation to which these bylaws pertain.

- .21 "Executive Committee" shall mean the committee of the Board of Directors that may act for the Board of Directors between meetings (see Section 5.7).
- .22 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .23 "Group Member" shall mean a Club Member, a Seasonal Club Member, and an Affiliated Group Member.
- .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 CSI House of Delegates as established by Article 4 of these Bylaws.
- .26 "Immediate Past General Chair" shall mean the individual who is CSI's immediate past General Chair, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 4.4.10, the Board of Directors taking action pursuant to Section 5.6.11, or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.
- .27 "Individual Member" shall mean an Athlete Member, a Coach Member, an Active Individual Member, a Life Member, and an Affiliated Individual Member.
- .28 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.
- .29 "Life Member" shall mean any individual who is a life member of USA Swimming and CSI 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 CSI and USA Swimming (see Section 2.1.2.E).
- .30 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. CSI is a Local Swimming Committee.
- .31 "Member" shall mean a Group Member or an Individual Member.
- .32 "National Board of Review" shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and

Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

- .33 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for CSI elective offices (see Section 4.8).
- .34 "Policies and Procedures Manual" shall mean the CSI policies and procedures manual as amended, adopted by the Board of Directors or the House of Delegates.
- .35 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 13.
- .36 "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of CSI and USA Swimming (see Section 2.1.2.D).
- .37 "Seasonal Club Member" shall mean any organization that has joined CSI and USA Swimming 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 CSI and USA Swimming (see Section 2.1.1.C).
- .38 "Section" shall mean the subdivisions of the Articles of these Bylaws.
- .39 "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 4.1.3.
- .40 "Senior Coach Representative" shall mean the Coach Representative senior in term of office (see Section 4.1.4).
- .41 "Standing Committee" shall mean a CSI committee listed in Sections 7.1, 7.2, or 7.3.
- .42 "Territory" shall mean the geographic Territory over which CSI has jurisdiction as a Local Swimming Committee (see Section 1.3).
- .43 "USA Swimming" shall mean USA Swimming, Inc., the Colorado not-for-profit corporation that is the national governing body for the United States for the sport of swimming.
- .44 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.
- .45 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended by USA Swimming.

- .46 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.
- .47 "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to 506.5 of Part Five of the USA Swimming Rules and Regulations.
- .48 "Zone Board of Review" shall mean the Board of Review of the Zone in which CSI is located, which Zone Board of Review is established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the Zone Board of Review shall include a reference to the National Board of Review when that body is acting upon an appeal from the Zone Board of Review.

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