

**AMENDED AND RESTATED BYLAWS
OF
VIRGINIA SWIMMING, INC.**

ARTICLE 601

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 601.1 NAME - The name of the corporation shall be **Virginia Swimming, Inc.** ("VSI").
- 601.2 OBJECTIVES - The objectives and primary purpose of the VSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. VSI 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 VSI and its Articles of Incorporation and these Bylaws.
- 601.3 GEOGRAPHIC TERRITORY - The geographic Territory of VSI is the Commonwealth of Virginia, except the Counties of Arlington and Fairfax and Cities of Alexandria and Fall Church; and in the State of North Carolina, the Counties of Camden, Currituck, and Pasquotank as well as the team OBX in Dare County, subject to any future change which may be set forth in Article 603 of the Rules and Regulations of USA Swimming. The Territory may be subdivided for administrative or competitive purposes. Such subdivisions may be defined by individual assignment of Club Members or by drawing geographic boundaries.
- 601.4 JURISDICTION - VSI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USA Swimming to conduct swimming programs consistent with VSI'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 the Rules and Regulations of USA Swimming). VSI 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 602

MEMBERSHIP

- 602.1 MEMBERS - The membership of VSI 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 VSI and paid the fees established by USA Swimming and VSI pursuant to Article 603. An organization may be denied membership by the Membership/Registration Administrator 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 organization's status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of VSI 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 VSI, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.2.

- A. Club Members - A Club Member is an organization which is in good standing as a Group Member of VSI 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 VSI 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 VSI and USA Swimming, which is in good standing as a Group Member of VSI and VSI and USA Swimming, but which does not have athletes or coaches who are all individual members of VSI or USA Swimming.
 - C. Seasonal Club Members - A Seasonal Club Member is an organization which has joined VSI 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 VSI and USA Swimming. All Seasonal Club Member coaches must be Coach Members in good standing of VSI and USA Swimming. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of VSI and USA Swimming.
- .2 INDIVIDUAL MEMBERS - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USA Swimming and VSI and paid the dues established by USA Swimming and VSI pursuant to Article 603. Except for Life members, an individual who wishes to register as an unattached member of VSI and is not affiliated with any Club member of VSI must reside within the Territory of VSI. 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 VSI 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 VSI, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.1.

- 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 VSI 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 VSI and/or USA Swimming and who is in good standing as an Individual Member of VSI 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 VSI 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 committee member of VSI or a Group Member Representative or alternate and any other individual desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA Swimming and VSI.
 - D. Seasonal Athlete Members - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of VSI and USA Swimming.
 - E. Affiliated Individual Members- An Affiliated Individual Member is an individual interested in the objectives and programs of VSI who resides, formerly resided, or formerly participated in the sport of swimming in the Territory and who is in good standing as an Individual Member of VSI 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 VSI and USA Swimming.
- .3 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in VSI and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including 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 602.2, for any of the reasons set forth in 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, USA Swimming or VSI.

602.2 MEMBERS' RESPONSIBILITIES

- .1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and VSI, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action which could bring the sport of swimming, VSI or USA Swimming into disrepute. By applying for and accepting membership in VSI and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to VSI and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute VSI, USA Swimming or the sport of swimming.
- .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or VSI, 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 603

DUES AND FEES

603.1 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 VSI, together with any other charges, fees, etc. as may be established by VSI.

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

603.3 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 VSI.

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

603.5 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 VSI, together with any other charges, fees, etc. as may be established by VSI.

603.6 AFFILIATED INDIVIDUAL MEMBERS - the Board of Directors shall establish the annual membership fees and any other charges / fees etc. for Affiliated Individual Members.

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

603.8 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 VSI. 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 VSI when due in accordance with VSI's fee schedule.

603.9 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 VSI 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, VSI 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 or 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, VSI 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 (a) competing in any competition sanctioned by USA Swimming, (b) obtaining a reportable time achieved in events swum at any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, VSI or any other LSC or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC 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) obtain 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, VSI 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 (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, VSI 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 604

HOUSE OF DELEGATES

604.1 MEMBERS - The House of Delegates of VSI shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Board Members designated in Section 605.1, and the At-Large House Members.

- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership four (4) Group Member Representatives and four (4) alternates. At least one of the Group Member Representatives shall be an Athlete Member at least fourteen (14) years of age. Only another Athlete Member meeting the same qualifications may serve as an alternate for the Group Member Athlete Representative. The appointment shall be in writing, addressed to the Secretary of VSI 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 Secretary of VSI and signed by the chief executive officer or secretary of the appointing Group Member.
- .2 AT-LARGE HOUSE MEMBERS - Up to ten (10) at-large members of the House of Delegates may be appointed by the General Chair with the advice and consent of the Board of Directors. Additionally, a sufficient number of athlete members-at-large shall be appointed by the General Chair (with the advice and consent of the elected Athlete Representatives) to constitute at least 20% of the voting membership of the House of Delegates. The At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.
- .3 ATHLETE REPRESENTATIVES - Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. At the time of election, an Athlete Representative must (a) be an Athlete Member or a Seasonal Athlete Member in good

standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by VSI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The election of Athlete Representatives shall be conducted annually during VSI's short course senior swimming championship, or other regularly scheduled meet designated by the Board of Directors. The balloting shall take place at a meeting called for that purpose by the 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 the Athlete Members in good standing present and voting who are thirteen (13) years of age or older.

- .4 COACH REPRESENTATIVES - Two (2) 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 annually within 2 weeks of the annual spring meeting of the House of Delegates. Nominations are accepted by the current Senior Coach Representative until the House of Delegates spring meeting. After the meeting, nominations are published and forwarded via email to all coaches by the VSI office, with votes returned via email to the VSI Office. The election shall be determined by a majority of the ballots cast by Coach Members in good standing.

In the event of a resignation, a request for nominations will be solicited from all coach members. Nominations will be due within 10 days. The nominations will then be published and forwarded via email to all coaches by the VSI office, with votes returned within 5 days to the VSI office.

604.2 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.

604.3 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, the Board Members, the Athlete Representatives, the Coach Representatives and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.

- .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 in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members who are not members of the House of Delegates shall have no vote in meetings of the House of Delegates.

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

- .1 Elect the officers and the committee chairs listed in Section 606.1 in accordance with Sections 606.2 through 606.5;
- .2 Elect alternates to the USA Swimming House of Delegates in accordance with Section 606.7.10;
- .3 Elect members to the Nominating Committee;
- .4 Elect members of the Administrative Review Board in accordance with Section 610.2;
- .5 Review, modify and adopt the annual budget of VSI recommended by the Board of Directors;
- .6 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
- .7 Establish joint administrative committees, or undertake joint activities with sports organizations, where deemed helpful or necessary by VSI.
- .8 Establish by the VSI Policies and Procedures Manual, one or more committees of its members. The committees shall have the powers and duties specified in the VSI Policies and Procedures Manual, which may include delegation of one or more powers and duties of the House of Delegates, other than the powers to amend these Bylaws or remove Board Members and other elected officers.
- .9 Amend the Bylaws of VSI in accordance with Section 611.3;
- .10 Remove from office any Board Members, Administrative Review Board members, or committee chairs, members, or coordinators who have failed

to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the 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 Board Member, Administrative Review Board member or elected committee chair or coordinator may be removed except upon not less than thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the Board Member, Administrative Review Board member or elected committee chair or coordinator contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the defendant shall have the same rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

604.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of VSI shall be held in the months of April or May of each year. At least once during each year regular meetings of the House of Delegates shall be held, normally in October or in accordance with a schedule adopted by the House of Delegates or the Board of Directors.

604.6 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 members of the House of Delegates . Such meetings shall be called within three (3) weeks of receipt of the petition with proper notice of the meeting being given.

604.7 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.

604.8 NOMINATING COMMITTEE

- .1 MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall comprise not fewer than five (5) Individual Members. The Nominating Committee members shall be elected biennially by the House of Delegates and will serve until their successors are elected. 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 Board of Directors. 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 or Executive Committee members. Section 606.3 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 ELECTED BY NOMINATING COMMITTEE - The Chair of the Nominating Committee shall be elected biennially by a majority vote of the members of the Nominating Committee present at a meeting called promptly after the members are elected or appointed.

.3 DUTIES OF NOMINATING COMMITTEE - The Nominating Committee shall prepare a slate of candidates to be elected at the next annual meeting. The slate shall include candidates for the following positions:

1. Officers or committee chairs as specified in Section 606.1

2. Members of the Administrative Review Board as specified in Section 610.

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 have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 604.14.1 where convenient. See Section 616.1.5 for the methods which may be used for the distribution.

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

.6 MEETINGS AND NOTICES - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a minimum of six (6) days' notice required. Pertinent provisions of Sections 607.5 through 607.10 and Section 616.1.5 also shall apply to the Nominating Committee's meetings and notices.

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

604.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

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

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

604.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. See also Section 611.3 regarding amendment of these Bylaws.

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

604.13 MAIL VOTE - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, 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 provided a reasonable time (but in no event less than the period specified in Section 604.15.1) 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.

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

Roll Call

Reading, correction and adoption of minutes of previous meeting

Presentation and approval of the annual budget

Presentation and approval of the annual audit pursuant to Section 608.5, when applicable

Unfinished (old) business

Elections

New business

Reports of officers

Reports of committees and coordinators

Resolutions and orders

Adjournment

604.15 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, and not less than thirty (30) days' written notice shall be given to each member of the House of Delegates of any proposed amendment of the Bylaws or Policies. Not less than forty (40) days' written notice shall be given to the General Chair and Secretary of proposed Bylaws and Policy amendments that do not originate from the Board of Directors. The General Chair shall submit any proposals received to the Board of Directors for review, and the Secretary shall give thirty (30) days' written notice to each member of the House of Delegates. See Section 616.1.5 for the various permitted forms of notice.
- .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 605

BOARD OF DIRECTORS

605.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and representatives of VSI, together with those additional members designated in Sections 605.2 and 605.3:

- .1 General Chair
- .2 Administrative Vice Chair
- .3 Senior Vice Chair
- .4 Age Group Vice Chair
- .5 Secretary
- .6 Treasurer
- .7 Coach Representatives (2)
- .8 Athlete Representatives (2)
- .9 Technical Planning Chair
- .10 At-Large Board Members
- .11 Ex-Officio Board Members
- .12 Finance Vice Chair (Finance Chair)
- .13 Officials Chair
- .14 Rules/Legislation Chair
- .15 Appointed Athlete Members
- .16 Safety Vice Chair (Safety Chair)
- .17 Safe Sport Chair

605.2 APPOINTED BOARD MEMBERS –

- .1 Athlete At-Large Members - With the advice of the Athlete Representatives and consent of the Board of Directors, the General Chair shall appoint as Athlete At-Large Members a sufficient Athlete Members to the Board such that athlete representation on the Board comprises no less than twenty percent (20%) of the voting membership.
- .2 Non-Athlete At-Large Members: The General Chair with the advice and consent of the Board of Directors may appoint up to five (5) additional non-athlete members. Diversity, Disability, and Times/Recognition

Coordinators shall be among those appointed as Non-Athlete At-Large Board members.

605.3 EX-OFFICIO MEMBERS – The following person(s) should be an ex-officio member(s) of the Board of Directors during the time period in which they meet the defined status:

- .1 The Immediate Past General Chair of VSI, if the Individual Member is in good standing.
- .2 Members of the USA Swimming Board of Directors who are Individual Members in good standing of VSI.
- .3 USA Swimming Committee Chairs who are Individual Members in good standing of VSI.
- .4 The VSI Executive Director.

605.4 LIMITATIONS -

- .1 No more than three (3) members or coaches of any Club Member or Affiliated Group member should serve on the Board of Directors at any time. This limitation should be applied separately as to athlete members and to other individual members.
- .2 Notwithstanding anything in these Bylaws to the contrary, no employee of the LSC may serve as a voting member of the Board of Directors.

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

- .1 BOARD MEMBERS - Each Board Member, other than ex-officio members (See Section 605.3) shall have both voice and vote in meetings of the Board of Directors and its committees.
- .2 NON-VOTING BOARD MEMBERS: - Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.
- .3 INDIVIDUAL MEMBERS - Individual Members who are not Board Members may attend open meetings of the Board of Directors and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members who are not Board Members shall have no vote in meetings of the Board of Directors or its committees.

605.6 DUTIES AND POWERS - The Board of Directors shall act for VSI 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 amend these Bylaws. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

- .1 Establish and direct policies, procedures and programs for VSI;
- .2 Oversee the conduct by the officers and staff of VSI of the day-to-day management of the affairs of VSI;
- .3 Confirm the appointment of additional Athlete Members and At-Large Board Members.
- .4 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the VSI Policies and Procedures Manual;
- .5 Cause the preparation and presentation to the House of Delegates of the annual budget of VSI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .6 Receive presentation of the annual audit report pursuant to Section 608.5 and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
- .8 Admit eligible prospective Group Members and Affiliated Individual Members;
- .9 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of VSI;
- .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, the VSI Policies and Procedures Manual or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, 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; and
- .11 Remove from office any officers, Administrative Review Board members, committee chairs, committee members or coordinators of VSI who were

not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. No officer, At-Large Board member, Administrative Review 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 under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations, to the extent applicable. Should the officer, At-Large Board member, Administrative Review Board member, committee chair, committee member or coordinator contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

605.7 EXECUTIVE COMMITTEE -

- .1 AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the Board of Directors and the House of Delegates and VSI between meetings of the Board and the House of Delegates.
- .2 MEMBERS - The members of the Executive Committee shall be the General Chair, who shall act as chair, Administrative Vice Chair, Senior Vice Chair, Age Group Vice Chair, Safety Vice Chair, Finance Vice Chair, Secretary, both Athlete Representatives, and the Senior Coach Representative.
- .3 MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days' notice required. Pertinent provisions of Sections 607.5 through 607.10 and Section 616.15 shall apply to the Executive Committee meetings and notices.
- .4 QUORUM - A quorum of the Executive Committee shall consist of five (5) members of the Committee.
- .5 REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

- 605.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee meetings shall be open to all members of VSI and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members or Executive Committee members, respectively, are entitled to attend. By a majority vote on a motion of a question of privilege the Board of Directors or the Executive Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any Board of Directors member or the Executive Committee.
- 605.9 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 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.
- 605.10 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.
- 605.11 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 605.12 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 605.13 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 the effect of which is to override policy or program established by the House of Delegates, shall be determined by a two-thirds vote after at least fourteen (14) days' notice.
- 605.14 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.
- 605.15 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 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.
- 605.16 MAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General 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 event less than the period specified in Section 605.13), 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.

605.17 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 616.1.5 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.

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

Roll Call

Reading, correction and adoption of minutes

Report of Executive Committee

Reports of officers

Reports of committees and coordinators

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

Presentation of the annual audit report pursuant to Section 608.5 and adoption of its recommendation to the House of Delegates

Advice and Consent to Appointments

Unfinished (old) business

New business

Approval of applications for Group Membership

Elections

Resolutions and orders

Adjournment

ARTICLE 606

OFFICERS

606.1 ELECTED OFFICERS AND COMMITTEE CHAIRS: The officers, committee chairs and coordinators who shall be elected by the House of Delegates are:

- .1 General Chair
- .2 Administrative Vice Chair
- .3 Senior Vice Chair
- .4 Age Group Vice Chair
- .5 Secretary
- .6 Treasurer
- .7 Technical Planning Chair
- .8 Safety Vice Chair (Safety Committee Chair)
- .9 Finance Vice Chair (Finance Committee Chair)

606.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General Chair, the Administrative Vice Chair, the Secretary, the Senior Vice Chair, the Age Group Vice Chair, the Safety Vice Chair, the Finance Vice Chair, the Treasurer, the Technical Planning Chair, and the Members of the Administrative Review Board in odd-numbered years. Election requires a majority of the votes cast. If no candidate receives a majority of the votes on the first ballot, the leading candidates whose votes total a majority will advance to a second ballot. If no candidate receives a majority of the votes on the second ballot, additional ballots following the same procedure will be held until a candidate receives a majority vote.

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

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

606.5 OFFICES COMBINED OR SPLIT –

- .1 OFFICE HELD BY TWO PERSONS: Any office other than General Chair, Finance Vice Chair, and Treasurer, may be held jointly by two individual members. This may be accomplished by the Nominating Committee nominating two individual members to serve as co-officers or by the

House of Delegates electing two at the time of the election. In the case of Administrative Vice Chair, the House of Delegates at the time of the 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 shall serve as the successor.

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

606.6 TERMS OF OFFICE -

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

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

- .1 GENERAL CHAIR: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of VSI, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairs and members for standing and special committees or coordinators as may be necessary to permit VSI to effectively, efficiently and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of VSI.
- .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 are required by Article 608 of these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary or staff of VSI's permanent office shall be custodian of the records and seal of VSI, and attest the execution of all

duly authorized instruments. The Secretary shall cause to be kept at VSI's permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of VSI. The Secretary's custody of the minute books and other records shall be as a fiduciary for VSI and shall end when the Secretary leaves office and shall pass them on to the successor Secretary.

- .3 TREASURER: The Treasurer shall be the principal receiving and disbursing officer of VSI. Except as otherwise directed by the Finance Chair and Finance Committee, or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of VSI and pay all bills, salaries, expenses and other disbursements approved by an authorized officer, committee chair, coordinator, the Budget and Finance Committee, the Board of Directors or the House of Delegates, or required to be paid pursuant to Section 610.3.12. 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 chair or coordinator and 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 Budget and Finance Committee but may not be its chair. The Treasurer shall issue a monthly report listing the current budget variances by line item, all receipts, all expenditures and the current fund and account balances for the month and the preceding month and for the fiscal year to date, together with such other items as the Budget and Finance Committee, the General Chair or the Board of Directors may direct. The Treasurer shall also provide current monthly bank account statements to the General Chair. The Treasurer shall:
- A. have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of VSI;
 - B. cause the moneys, securities and other financial instruments of VSI to be deposited in the name and to the credit of VSI in such institutions as shall be designated in accordance with Section 606.10 or to be otherwise invested as the Budget and Finance Committee or the Board of Directors may direct;
 - C. cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds and any similar special purpose funds or accounts;
 - D. cause the funds of VSI to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of VSI, and obtain and preserve proper vouchers for all moneys disbursed;

- E. cause to be kept at VSI'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 Budget and Finance Committee or the Treasurer shall determine. The Treasurer's custody of the books and records shall be as a fiduciary for VSI and custody and fiduciary state shall end when the Treasurer leaves office and passes them on to the successor Treasurer;
 - F. upon request and at reasonable hours cause such books or duplicates thereof to be exhibited to any member of the Board of Directors and upon application and at reasonable hours cause the monthly financial reports and the annual audited financial statement to be exhibited to any member of VSI or USA Swimming;
 - G. cause VSI to be in compliance with the requirements of Section 608.4;
 - H. have the power to require from the officers, committee chair, coordinators, or agents of VSI 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 VSI;
 - I. make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of VSI 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 Sections 608.2 and 608.3;
 - J. have the power to appoint one or more assistant treasurers and delegate to them one or more of the Treasury functions, or parts thereof, and in general, perform all the other duties incident to the corporate treasury function.
- .4 ADMINISTRATIVE VICE CHAIR: The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair, and when so acting shall have all of the powers of the General Chair. The Administrative Vice Chair shall chair, and have general charge of the business, affairs and property of the division that administers VSI business and affairs. The Administrative Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, committees and coordinators. The Administrative Division shall be responsible for the creation and maintenance of VSI's Policies and Procedures Manual. The Administrative

Vice Chair shall be responsible to see that the Coach Representative elections are held in accordance with these Bylaws.

- .5 SENIOR VICE CHAIR: The Senior Vice Chair shall chair and have general charge of the affairs and property of the Division or Committee that develops and conducts the senior swimming program of VSI including meet management for all senior swimming meets sponsored by VSI. The Senior Vice Chair will serve as the liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives' elections are held in accordance with these Bylaws.
- .6 AGE GROUP VICE CHAIR: The Age Group Vice Chair shall chair and have general charge of the affairs and property of the Division or Committee that develops and conducts the age group swimming program of VSI including meet management for all age group swimming meets sponsored by VSI.
- .7 SAFETY DIVISION VICE CHAIR: The Safety Vice Chair shall have general charge of the committees and coordinators involved with safety (Safe Sport Committee, Safety Committee, and Open Water Coordinator). The Safety Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, committees, and coordinators. The Safety Vice Chair shall serve as the Safety Committee Chair.
- .8 FINANCE VICE CHAIR: The Finance Vice Chair shall have general charge of the committees and coordinators involved with finance (Finance Committee, Treasurer, Insurance). The Finance Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, committees, and coordinators. The Finance Vice Chair shall serve as the Finance Committee Chair.
- .9 ATHLETE REPRESENTATIVES: The Athlete Representatives shall serve as the liaison between the athletes who are members of VSI and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athletes Committee.
- .10 COACH REPRESENTATIVE: The Coach Representative shall serve as a liaison between the coaches who are members of VSI and the Board of Directors and House of Delegates. The Senior Coach Representative shall chair the Coaches Committee.
- .11 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 VSI Policies and Procedures Manual, the General Chair, the Board of Directors, or the House of Delegates.

.12 VSI DELEGATES TO USA SWIMMING HOUSE OF DELEGATES -

- A. Officer and Representative Delegates - It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, the Age Group Vice Chair, the Senior Vice Chair, the Senior Athlete Representative and the Coach Representative to attend the USA Swimming annual meeting as representatives of VSI and voting delegates to the USA Swimming House of Delegates.
- B. Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual convention as delegates representing VSI.
- C. Athlete Representative Alternates - If the Senior Athlete Representative is unable to attend the USA Swimming annual convention, the Junior Athlete Representative shall attend in his or her place. If the Junior Athlete Representative is unable to attend, the Athlete At-Large Board Member next most senior in term of office shall attend in his or her place. If seniority cannot be established or there remains no additional athlete representatives or alternates able to attend, then the General Chair, with the advice and consent of Athlete Representatives and the Board of Directors, shall designate one or more Athlete Members to attend as representative(s) of VSI.
- D. Coach Representative Alternates - If the Coach Representative is unable to attend the USA Swimming annual meeting, then the other Coach Representative shall attend, and if neither the Coach Representative or the alternate 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 VSI.

606.8 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.

606.9 VACANCIES AND INCAPACITIES -

- .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice Chair shall become the Acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as Acting General Chair, the Administrative Vice Chair shall vacate the office of Administrative Vice Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice Chair as Acting General Chair for the duration of the absence.
- .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES - 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 and the Athletes Committee or Coaches Committee, respectively, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the Athlete Members or the Coach Members, 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, or Coach Representative, the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve the remainder of the term of office. In the event of a temporary incapacity, the General Chair may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.
- .4 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates or in the case of an Athlete Representative or Coach Representative, the advice and consent of the Athletes Committee or the Coaches Committee, respectively. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

606.10 OFFICERS' POWERS GENERALLY -

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice Chair, and Treasurer each may sign and execute in the name of VSI

deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the VSI Policies and Procedures Manual, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.

- .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as may be prescribed in VSI'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 607.1 and 607.5.
- .3 DELEGATION - Officers of VSI may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.
- .4 ASSISTANT AND DEPUTY OFFICERS - The House of Delegates or the Board of Directors may by resolution or VSI's Policies and Procedures Manual create the office of Deputy to one or more of the elected officials. The resolution or Policy/Procedure of VSI will define the method of election or appointment and will delineate the duties and powers of the respective deputies, which may include the power to act for the officer when she/he is out of the Territory or temporarily incapacitated.

606.11 DEPOSITORIES AND BANKING AUTHORITY

- .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of VSI 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 VSI in any of its duly authorized depositories shall be made in the manner determined by the Finance Committee or the Board of Directors. All funds of VSI 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 Committee, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.

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

ARTICLE 607

DIVISIONS, COMMITTEES AND COORDINATORS

607.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The divisions of VSI shall each be chaired by a Vice Chair, the Senior Athletes Representative, or the Coaches Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 606.6. Under each division Vice Chair there are officers, committees, coordinators and direct responsibilities as follows:

- .1 ADMINISTRATIVE DIVISION - Administrative Vice Chair
Awards Banquet (Coordinator)
Rules/Legislation (Coordinator)
Administrative Review Board
Equipment Coordinator
Nominating Committee and Elections
Meet Sanctions
Membership/Registration
Officials Committee (Standing Committee)
Personnel Committee (Standing Committee)
Public Relations/Publications/Newsletter
Policies and Procedures Manual
Secretary
Special Events
Swim-a-thon
National Times Coordinator
Webmaster
- .2 AGE GROUP DIVISION - Age Group Vice Chair
Disability Swimming (Coordinator)
Age Group Committee (Standing Committee)
Age Group Program
Age Group Time Standards
Camps/Clinics
Meet Management for VSI Sponsored Age Group Meets

Zone Team Manager

- .3 SENIOR DIVISION - Senior Vice Chair
 - Awards
 - Camps/Clinics
 - Meet Management for VSI Sponsored Senior Meets
 - Diversity (Coordinator)
 - Senior Committee (Standing Committee)
 - Senior Program

- .4 ATHLETES DIVISION - Senior Athlete Representative
 - Athlete Representatives
 - Athletes Committee (Standing Committee)

- .5 COACHES DIVISION – Senior Coach Representative
 - All Star Team Members
 - Camps/Clinics
 - Coaches Committee (Standing Committee)
 - Coach Representative and alternate
 - Zone Team Coaching Staff

- .6 SAFETY DIVISION – Safety Division Vice Chair
 - Safe Sport Committee (Standing Committee)
 - Safety Committee (Standing Committee)
 - Open Water (Coordinator)

- .7 FINANCE Division (Finance Chair)
 - Finance Chair and Committee (Standing Committee)
 - Insurance
 - Treasurer

607.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS

- .1 ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIRS AND COORDINATORS -
 - A. Elected Chairs and Coordinators - As provided in Section 606.1, certain non-officer committee chairs and coordinators shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be provided in Sections 606.3 through 606.9. The elected Chairs and Coordinators are:
 - (1) Technical Planning Chair

- B. Ex-officio Chair - Pursuant to Section 607.3, certain other committee chairs are designated ex-officio by virtue of an office currently held.
 - C. Appointed Chairs and Coordinators - The chairs of all other standing committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division Vice Chair. The appointed standing committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair, and shall serve until 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 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 required by Section 608.6, together with such additional reports as may be requested by USA Swimming, the VSI Board of Directors, the Administrative Vice Chair, or the Finance Committee Chair.
 - B. Technical Planning Chair - The Technical Planning 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 VSI, the continuing review and development of the VSI philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of VSI's swimming programs.
 - C. Officials Chair - The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying, and supervising officials for VSI. The Officials Chair shall be a referee certified by VSI and each member of the Officials Committee shall be a certified official of VSI.
 - D. Safety Chair- The Safety Chair 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 VSI. The Safety Chair shall develop safety education programs and policies for VSI and make recommendations regarding same, and the implementation thereof, to the Senior Chair, Administrative Vice Chair, and the Board of Directors. The Safety Chair shall make the reports required pursuant to Section 608.7.

- 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 delegated to it by the Board of Directors or the General Chair.
- 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 delegated to it by the Board of Directors or the General Chair.
- G. Safe Sport Chair – The Safe Sport Chair shall be responsible for the implementation and coordination of, and serve as the VSI liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Chair 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 VSI. The Safe Sport Chair will:
 - 1. Serve as the primary contact for VSI 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 VSI 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 VSI 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.

607.3 MEMBERS AND EX-OFFICIO MEMBERS OF COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing or other committee shall be appointed by the General Chair with the

advice and consent of the respective division Vice Chair and the chair of the committee. Athlete members of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. 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 604.1.3 and in Section 605.2. The division Vice Chair shall be an ex-officio member (with voice and vote) of each committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

- .1 ATHLETES COMMITTEE - the Athletes Committee shall consist of the Senior Athlete Representative who shall serve as chair, the Junior Athlete Representative, and the Group Member Athlete Representatives appointed by each Group Member pursuant to Section 604.1.1.
- .2 FINANCE COMMITTEE - The members of the Finance Committee shall be the Treasurer, the Administrative Vice Chair, a Coach Member, and other members appointed by the General Chair with the advice and consent of the Board of Directors, together with a sufficient number of Athlete Members to constitute at least twenty percent (20%) of the voting membership of the committee (appointed by the Treasurer, with the advice of the Athlete Representatives).
- .3 COACHES COMMITTEE - The members of the Coaches Committee shall consist of the Coach Representatives and such additional Coach Members as may be determined by the Coach Representatives, and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Senior Coach Representative shall chair the committee.
- .4 OFFICIALS - The members of the Officials and Rules Committee shall be the Officials Chair and at least five (5) other members, one of whom shall be the Junior Athlete Representative. There shall be a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Other than the Athlete Members, each member of this committee shall be a certified official of VSI.
- .5 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, the Administrative Vice Chair, the Chair of the Finance Committee, and the Senior Athlete Representative.

- .6 SAFETY COMMITTEE - The members of the Safety Committee shall be the Safety Chair and at least at least five (5) additional members, of which at least one shall be an VSI certified official, at least one shall be a Coach Member, and at least one shall be an Athlete Member. A sufficient number of Athlete Members to constitute at least twenty percent (20%) of the voting membership of the committee will be appointed by the Safety Chair, with the advice of the Athlete Representatives.
- .7 TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Chair, at least six (6) additional members of whom at least 50% (fifty percent) shall be Coach Members, and a sufficient number of Athlete Members to constitute at least twenty percent (20%) of the voting membership of the committee. The General Chair with the advice and consent of the Board of Directors will appoint any additional members representing administrative subdivisions.
- .8 SAFE SPORT COMMITTEE – The members of the Safe Sport Committee shall be the Safe Sport Committee Chair, who shall serve as chair, at least one Coach member, at least two at-large non-athlete members, and a sufficient number of athletes so as to constitute at least twenty (20%) of the voting membership of the Committee.

Except as otherwise provided in this Section 607.3, 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 the Personnel Committees. Committee members appointed pursuant to the preceding sentence shall hold their appointments at the pleasure of the appointing officer or successor.

607.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -

- .1 ATHLETES COMMITTEE – The Athletes Committee shall serve as the primary forum for identifying and bringing issues of Athlete Member interest and concern to the Board of Directors and House of Delegates for discussion and action. The Athletes Committee is obligated to provide athlete education and to assist in ensuring effective participation in elections of the Athlete Representatives. The Athletes Committee is authorized to conduct such events and activities with and on behalf of the athletes in VSI as the committee may determine necessary or appropriate

- .2 FINANCE COMMITTEE - The Finance Committee is authorized and obligated to consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request. The proposed budget may contain alternatives. The Finance Committee, exclusive of the Treasurer, is authorized to, and it shall be its duty to, conduct the annual audit of the books of VSI pursuant to Section 608.5 and present the results thereof to the Board of Directors and the House of Delegates.

The Finance Committee is also authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of VSI's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review VSI'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 VSI and make recommendations to the Board of Directors.

- .3 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for VSI and such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained and experienced officials of the highest caliber. The Officials Committee is also authorized and obligated to issue interpretations of the competitive rules for use by officials, coaches and athletes at meets conducted within the territory of VSI. Such interpretations will be issued after consultation with the USA Swimming Rules and Regulations Chair and USA Swimming Officials Chair, as appropriate.
- .4 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation, and other terms of employment of VSI's staff (whether employees or independent contractors) within established budgetary guidelines and policies and to review and approve the scope of duties delegated to staff.
- .5 SAFETY COMMITTEE - The Safety Committee 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 VSI. The Safety Committee shall develop safety education programs and policy for VSI 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 Committee shall be responsible for the coordination of their implementation by the Club Members. The Safety Chair with the assistance of the Committee members shall prepare and transmit the reports required pursuant to Section 608.7.

- .6 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by VSI and for advice regarding the technical aspects of those programs and of the sport of swimming generally. For each upcoming season, the Technical Planning Committee shall devise a proposed meet schedule in consultation with the Age Group Committee and the Senior Committee. After approval by the Board of Directors, the Committee shall publish the proposed schedule and seek bids from Club Members to host meets. After reviewing the bids received, the Committee shall make recommendations to the Board of Directors and House of Delegates for the adoption of a firm schedule and award of hosting rights to Club Members. The Technical Planning Chair shall coordinate the evaluation, revision and approval of meet announcements in consultation with the Age Group Vice Chair and Senior Vice Chair and other appropriate VSI officers, chairs and coordinators and shall make recommendations regarding the issuance of sanctions for these meets by the Administrative Vice Chair.

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

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

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

607.6 DUTIES AND POWERS OF COMMITTEES AND COORDINATORS

GENERALLY - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by VSI'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 VSI'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.

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

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

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

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

607.10 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 sub-committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at the meeting.

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

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

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

607.14 PROXY VOTE - Voting by proxy in any meeting of a division, committee or sub-committee of VSI shall not be permitted.

607.15 NOTICES -

- .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or sub-committee, not less than forty-eight (48) hours' notice in the case of notice given by telephone, and six (6) days' notice in all other cases, shall be given for any meeting

of a division, committee or sub-committee of VSI. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 616.1.5 for the various forms of notice.)

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

607.16 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

607.17 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.

607.18 VACANCIES - The determination of when the position of an appointed committee or subcommittee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 606.8 for provisions applicable to elected committee chair 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.

607.19 DELEGATION - With the consent of the Board of Directors or the respective division Vice Chair, a committee or subcommittee Chair / coordinator may delegate a portion of their powers or duties to another officer of VSI, or to another committee, subcommittee, or coordinator, or with the consent of the VSI Board of Directors or the Personnel Committee, to the paid staff at VSI.

607.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND THE ADMINISTRATIVE REVIEW BOARD - Sections 607.5 through 607.16 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 in these Bylaws, in the resolution creating the committee or in the VSI Policies and Procedures Manual. These provisions shall also apply to Administrative Review Board meetings, but shall not apply to its hearings or deliberations.

ARTICLE 608

ANNUAL AUDIT, REPORTS AND REMITTANCES

- 608.1 MINUTES - The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the respective members and to USA Swimming national headquarters.
- 608.2 FINANCIAL AND FEDERAL TAX REPORTS - The Treasurer shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of VSI and the report thereon prepared in accordance with Section 608.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by VSI under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.
- 608.3 STATE AND LOCAL REPORTS AND FILINGS - The Treasurer 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.
- 608.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - VSI shall cause to be made available at a reasonable location and time determined by VSI to anyone requesting to see a copy of VSI'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 VSI 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.
- 608.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of VSI shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who shall be a certified public accountant or by the Audit Committee. The audit shall cover any federal, state or local income tax return that VSI is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and

expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of VSI have been reviewed and fairly present the financial condition of VSI as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

608.6 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 Administrator shall make periodic summary reports to the General Chair, the Administrative Vice Chair, the Board of Directors and the House of Delegates.

608.7 SAFETY REPORTS -

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

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

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

608.9 REPORTS GENERALLY - VSI shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules and Regulations or by the USA Swimming Board of Directors or USA Swimming 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 Chair, the Secretary, and the Treasurer shall be collectively responsible for seeing that all required reports and remittances are made.

ARTICLE 609

MEMBERS' BILL OF RIGHTS

609.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS - VSI, 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 VSI, 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 VSI, 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.

609.2 CLUB MEMBERS' BILL OF RIGHTS - VSI shall respect and protect the right of every Club Member which is eligible under VSI, 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 VSI, 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 610

ADMINISTRATIVE REVIEW BOARD

610.1 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, VSI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within the LSC which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, VSI or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

610.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

- .1 Establishment - The Administrative Review Board of VSI shall be independent and impartial.
- .2 Members - The Administrative Review Board shall have at least six (6) regular members, at least two (2) of whom shall be athlete members. 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. The regular members of the Administrative Review Board shall also serve as the nominees from VSI to the Zone Board of Review, except to the extent a lesser or greater number is required by the Zone. If not all of the Administrative Review Board members may be nominated by VSI to the Zone Board of Review, the Chair (as defined in Section

610.2.4 below) shall designate which members shall be so nominated. If nominees in addition to the regular members of the Administrative Review Board are required by the Zone, such additional individuals shall come from the alternate members of the Administrative Review Board, as designated by the Chair, and if still additional nominees are required by the Zone, as appointed by the General Chair.

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

610.3 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.

ARTICLE 611

ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 611.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 601.2, VSI 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, VSI shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of VSI 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.
- 611.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of VSI are irrevocably dedicated to the purposes set forth in Sections 601.2 and 611.1 of these Bylaws. No part of the net earnings, properties or assets of VSI

shall inure to the benefit of any private person or any member, officer or director of VSI.

- 611.3 AMENDMENTS - 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 VSI shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.
- 611.4 DISSOLUTION - VSI may be dissolved only upon a two-thirds majority vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of VSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of VSI, but shall be distributed to USA Swimming to be used exclusively for educational or charitable purposes. If USA Swimming is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of VSI 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 612

INDEMNIFICATION

- 612.1 INDEMNITY - VSI shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of VSI, 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 VSI specified in Section 612.3 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. VSI 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.

612.2 EXCLUSION - The indemnification provided by this Article 612, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

612.3 INDEMNIFIED PERSONS - As used in this Article 612, "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 VSI, or is or was serving at the direct request of VSI 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.

612.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by VSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to VSI's obligation to indemnify, VSI 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 VSI determines that there is reasonable doubt as to such person's ability to make any repayment, VSI shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of VSI 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.

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

guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

ARTICLE 613

PARLIAMENTARY AUTHORITY

- 613.1 ROBERT'S RULES - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern VSI 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 VSI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.
- 613.2 VOICE AND VOTE - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.

ARTICLE 614

PERMANENT OFFICE AND STAFF

- 614.1 OFFICE – VSI should maintain an office in the Territory for the storage and maintenance of the books and records and equipment of VSI and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.
- 614.2 STAFF – VSI shall retain paid staff at the VSI 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 the 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 VSI's Policies and Procedures Manual or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.
- 614.3 APPROPRIATIONS – The Finance Committee shall include in its proposed budget a line item for the cost of VSI's office, inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chair, for the administration of these funds. The compensation of the staff shall, to the extent possible, be treated as confidential.

ARTICLE 615

MISCELLANEOUS

- 615.1 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 Commonwealth of Virginia become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 615.2 FISCAL YEAR - The fiscal year of VSI shall end on August 31st of each year.
- 615.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that VSI shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that VSI 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 616

DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

616.1 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 VSI 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 615.3.
- .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 610 - Article 610 shall be interpreted generously in order to achieve the intent expressed in Section 610.1.
- .5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS -

- A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of VSI 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 VSI shall be the address given in the latest application for registration or membership in VSI and USA Swimming filed with the Membership/Registration Administrator; or the address given in a written notice of change of residence filed with that Administrator. In all other cases the records maintained by the Secretary of VSI 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.

616.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the definitions of such terms are equally applicable both to the singular and plural forms thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. Additional definition applicable solely to Article 610 is set forth in Section 610.2. For an additional definition applicable solely to Article 612, see Section 612.3:

- .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 the affairs of VSI or the sport of swimming and who is in good standing as an Individual Member of VSI and USA Swimming.

- .2 "Administrative Review Board" shall mean the board established under Article 610 hereof to handle administrative matters of the LSC.
- .3 "Affiliated Group Member" shall mean any organization which supports the sport of swimming and the objectives and programs of VSI and USA Swimming, but which does not have athlete members and coach members, which is in good standing as a group member of VSI and USA Swimming, and which is neither a club member or a seasonal member.
- .4 "Affiliated Group Member Representative" shall mean the individual appointed to represent an Affiliated Group Member in House of Delegates.
- .5 "Affiliated Individual Member" shall mean any individual interested in the objectives and programs of VSI, who resides, formerly resided, or participated in the sport of swimming in the territory, who is in good standing as a member of VSI and USA Swimming and who is not an active individual, coach, or athlete member.
- .6 "Article" shall mean the principal subdivisions of these Bylaws.
- .7 "Articles of Incorporation" shall mean the document relating to this corporation which is filed with the Secretary of State of the Commonwealth of Virginia.
- .8 "At-Large Board Member" shall mean those athlete and non-athlete Board Members designated as such.
- .9 "At-Large House Member" shall mean the Individual Members appointed by the General Chair, or elected, to be At-Large Members of the House of Delegates.
- .10 "Athlete Member" shall mean any individual Athlete Member who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of VSI and USA Swimming.
- .11 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.
- .12 "Board Member" shall mean a member of the Board of Directors including the At-Large Board Members.
- .13 "Board of Directors" shall mean the Board of Directors of VSI.

- .14 "Business Day" shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.
- .15 "Bylaws" shall mean these bylaws as adopted by, and in effect for, VSI, as amended from time to time.
- .16 "Club" or "club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- .17 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of VSI and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with VSI and USA Swimming.
- .18 "Club Member Representative" shall mean the individual appointed to represent a Club Member in the House of Delegates.
- .19 "Coach Member" shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by VSI and/or USA Swimming and who is in good standing as a member of VSI and USA Swimming.
- .20 "Coach Representatives" shall mean the Coach Members elected to represent the coaches in the House of Delegates and the Board of Directors.
- .21 "Consent" shall mean a majority of those present and eligible to vote.
- .22 "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.
- .23 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .24 "Group Members" shall mean Club Members and Affiliated Group Members
- .25 "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates.
- .26 "House of Delegates" shall mean the House of Delegates of VSI as established by Article 604 of these Bylaws.
- .27 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of VSI, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 605.5.11, the Board of Directors taking action pursuant to Section 604.4.6 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's

term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

- .28 "Individual Members" shall mean Athlete Members, Coach Members and Active Individual Members, and shall also include Life Members and Affiliated Individual Members.
- .29 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.
- .30 "Life Member" shall mean any individual who is a life member of USA Swimming and VSI, 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 VSI and USA Swimming.
- .31 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. VSI is a Local Swimming Committee.
- .32 "Member" shall mean a Group Member or an Individual Member.
- .33 "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.
- .34 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of VSI.
- .35 "Policies and Procedures Manual" shall mean the policies and procedures manual of VSI, as amended, adopted by the Board of Directors or the House of Delegates. If VSI does not have a Policies and Procedure Manual, then the reference shall mean the relevant meeting minutes, orders, and resolutions of VSI.
- .36 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 613.
- .37 "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of VSI and USA Swimming.

- .38 "Seasonal Club Member" shall mean any organization that has joined VSI 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 VSI and USA Swimming.
- .39 "Section" shall mean the subdivisions of the Articles of these Bylaws.
- .40 "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 604.1.3.
- .41 "Senior Coach Representative" shall mean the coach representative senior in term of office.
- .42 "Standing Committee" shall mean a committee of VSI listed in Sections 607.1, 607.2, or 607.3.
- .43 "Territory" shall mean the geographic territory over which VSI has jurisdiction as a Local Swimming Committee.
- .44 "USA Swimming" shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.
- .45 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.
- .46 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.
- .47 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended by USA Swimming.
- .48 "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.
- .49 "VSI" shall mean the Virginia not-for-profit corporation to which these Bylaws pertain.
- .50 "VSI Office" shall mean the permanent office of VSI maintained in accordance with Article 614.
- .51 "Zone Board of Review" shall mean the Zone Board of Review of the Zone in which VSI 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.