

To the extent these required bylaws conflict with applicable law, applicable law prevails .

REQUIRED LSC BYLAWS

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It is highly recommended that an attorney (or anyone really) who is familiar with Pennsylvania state laws regarding bylaws for non-profits review this document for compliance.

ARTICLE 1
NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 1.1 NAME - The name of the corporation shall be Middle Atlantic Swimming, Inc. (MASI).
- 1.2 OBJECTIVES - The objectives and primary purpose of MASI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. MASI 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 MASI and its Articles of Incorporation.
- 1.3 GEOGRAPHIC TERRITORY - The geographic territory of MASI is as set forth in Article 603 of the USA Swimming Rules and Regulations.
- 1.4 JURISDICTION - MASI 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 MASI'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 Part Six of the USA Swimming Rules and Regulations). MASI 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.
- 1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - MASI shall comply with all agreements between MASI and USA Swimming.

ARTICLE 2
MEMBERSHIP

- 2.1 MEMBERS - The membership of MASI shall consist of the clubs, organizations and individuals who have registered with MASI as set forth in the USA Swimming Corporate Bylaws, including the optional categories of flex membership and single event open water athlete membership.
 - .1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and code of conduct of MASI and USA Swimming.
 - .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in MASI and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport in accordance with Part Four of the USA Swimming Rules and Regulations.
- 2.2 MEMBERS' RESPONSIBILITIES
 - .1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and MASI, including its obligations and responsibilities set forth in these Bylaws.
 - .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming Rules and Regulations, may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or MASI, including its responsibilities as set forth in these Bylaws.

50 ARTICLE 3
51 DUES AND FEES

- 52
- 53 3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as
54 permitted, shall be as established by the MASI Board of Directors
- 55
- 56 3.2 SANCTION, APPROVAL AND OTHER FEES
- 57
- 58 .1 SANCTION AND APPROVAL FEES - The MASI Board of Directors shall establish reasonable fees, procedures,
59 and documentation required of an applicant for a sanction or approval for, or observation of, a swimming
60 competition to be conducted within the Territory.
- 61
- 62 .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the MASI Board of Directors may
63 establish a reasonable service charge consistent with the nature of the event.
- 64
- 65 .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and
66 any service charges specified by MASI. If any of the sanction or approval fees or service charges are due at a time
67 following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to
68 MASI when due in accordance with MASI's fee schedule.
- 69
- 70 .4 FINES - The MASI Board of Directors may establish fines for noncompliance with policies adopted by the MASI
71 House of Delegates and/or the Board of Directors.
- 72
- 73 3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws
74 (Delinquent Dues and Fees).

75

76 ARTICLE 4
77 HOUSE OF DELEGATES

- 78
- 79 4.1 MEMBERS - The House of Delegates of MASI shall consist of the Group Member Representatives, the Board of Director
80 Members, the committee chairs and coordinators,, the Non-Athlete At-Large House Members, and Athlete At-Large House
81 Members as appointed or elected.
- 82
- 83 .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its
84 membership a Group Member Representative. The appointment shall be in writing, addressed to the Secretary of
85 MASI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing
86 Group Member may withdraw its Group Member Representative and substitute a new Group Member
87 Representative by written notice, addressed to the Secretary of MASI and signed by the chief executive officer or
88 secretary of the appointing Group Member. The representative of any Group Member is not required to be an
89 Individual Member of MASI or USA Swimming.
- 90
- 91 .2 BOARD OF DIRECTORS - Board of Director Members as designated in Section 5.
- 92
- 93 .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates
94 may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of
95 Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the
96 annual meeting of the House of Delegates following such appointment or until their successors are appointed to the
97 House of Delegates.
- 98
- 99 .4 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Members
100 constitute at least 20% of the voting membership of the House of Delegates shall be elected by the Athletes
101 Committee and shall hold office from the date of election through the conclusion of the annual meeting of the House
102 of Delegates following such election or until their successors are elected to the House of Delegates.
- 103
- 104 .5 OTHER MEMBERS - The chairs of the standing committees as defined in these Bylaws and the chairs of the
105 committees as defined in the Middle Atlantic Policy and Procedures Manual shall serve as members of MASI House
106 of Delegates.

107
108 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members
109 of the House of Delegates.
110
111 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have
112 one vote regardless of the number of positions held by such member.
113
114 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates
115 and of individuals shall be as follows:
116
117 .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND
118 OTHER MEMBERS - Each of the Group Member Representatives, the Board Members, the At-Large House
119 Members and other members shall have both voice and vote in meetings of the House of Delegates.
120
121 .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the
122 House of Delegates and its committees and be heard at the discretion of the presiding officer.
123
124 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures and programs.
125 In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate
126 Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:
127
128 .1 Elect the officers, At-Large Board Members, and members of the Administrative Review Board, and the
129 committee chairs and coordinators listed in Articles 6 and 7;
130
131 .2 *This section reserved for future use if HOD elects Governance Committee;*
132
133 .3 Review, modify and adopt the annual budget of MASI recommended by the Board of Directors;
134
135 .4 Call regular and special meetings of the House of Delegates;
136
137 .5 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any
138 action or authorization by the Board of Directors with respect to contracts or upon which any person may have
139 relied shall not be modified or rescinded;
140
141 .6 Establish joint administrative committees, or undertake joint activities with other sports organizations where
142 deemed helpful or necessary by MASI;
143
144 .7 Amend the Bylaws of MASI in accordance with Section 9.3; and
145
146 .8 Remove from office any persons elected by the House of Delegates (Board Members, members of the
147 Administrative Review Board, or committee chairs or coordinators) who have failed to attend to their official
148 duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone
149 Board of Review for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations.
150 However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary
151 or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the
152 member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within
153 twenty (20) days to such allegations.
154
155 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of MASI shall be held in the
156 spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the Board of
157 Directors.
158
159 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the
160 General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or
161 should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed
162 by at least five (5) group members of the House of Delegates.
163

- 164 4.8 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory.
 165 The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of
 166 Delegates.
 167
- 168 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of MASI. Issues
 169 pertaining to personnel, disciplinary action, legal, tax or similar affairs of MASI shall be deliberated and decided in a closed
 170 session which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to
 171 go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the House
 172 of Delegates.
 173
- 174 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.
 175
- 176 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
 177 propositions coming before the House of Delegates shall be determined by a majority vote.
 178
- 179 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.
 180
- 181 4.13 NOTICES
 182
- 183 .1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of Delegates
 184 for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted
 185 means of notice.
 186
- 187 .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House
 188 of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose
 189 is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to
 190 have included in the notice any germane amendments subsequently adopted by the House of Delegates at the
 191 noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.
 192

193 ARTICLE 5
 194 BOARD OF DIRECTORS
 195

- 196 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, and representatives of MASI,
 197 together with those additional members designated in Sections 5.2 and 5.3:
 198
- 199 .1 General Chair
 200 .2 Administrative Vice-Chair
 201 .3 Finance Vice-Chair
 202 .4 Coach Representative
 203 .5 Athlete Representatives (Junior and Senior)
 204 .6 Secretary (staff position, voice but no vote)
 205 .7 Treasurer (staff position, voice but no vote)
 206 .8 Performance Vice-Chair
 207 .9 Operations Vice-Chair
 208 .10 Safe Sport Chair
 209 .11 At-Large Athlete Board Members [as needed]
 210
- 211 5.2 AT-LARGE BOARD MEMBERS - A sufficient number of athlete members shall be elected as At-Large Board Members
 212 such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given
 213 time (taking into account the Athlete Representatives). The Athlete At-Large Board Members shall meet the same
 214 requirements and be elected at the same time and place as the Athlete Representatives set forth in Section 6.2.1. All At-
 215 Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second
 216 annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or
 217 appointed.
 218
- 219 5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors:
 220

- 221 .1 The Immediate Past General Chair of MAS, if an Individual Member in good standing;
222
223 .2 Members of the USA Swimming Board of Directors who are Individual Members in good standing.
224
- 225 5.4 LIMITATIONS -
226
227 .1 No more than 2 Members of any Group Member shall serve on the Board of Directors at any time. This limitation
228 shall be applied separately as to Athlete Members and Non-Athlete Members.
229
230 .2 No employee of MASI may serve as a voting member of the Board of Directors.
231
- 232 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and
233 individuals shall be as follows:
234
235 .1 BOARD MEMBERS - Each Board Member (other than the ex-officio members) shall have both voice and vote in
236 meetings of the Board of Directors and its committees.
237
238 .2 EX-OFFICIO BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the ex-officio
239 members shall have voice but no vote in meetings of the Board of Directors and its committees.
240
241 .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the
242 discretion of the presiding officer.
243
- 244 5.6 DUTIES AND POWERS - The Board of Directors shall act for MASI and the House of Delegates during the intervals
245 between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative Review
246 Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken are
247 subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. In
248 addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws,
249 the Board of Directors shall have the power and it shall be its duty to:
250
251 .1 Establish and direct policies, procedures and programs for MASI;
252
253 .2 Oversee the conduct by the officers of MASI of the day-to-day management of the affairs of MASI;
254
255 .3 Elect Athlete At-Large Board Members if they are not elected in a timely fashion;
256
257 .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the
258 MASI Policies and Procedures;
259
260 .5 Cause the preparation and presentation to the House of Delegates of the annual budget of MASI and make a
261 recommendation to the House of Delegates concerning the approval or disapproval thereof;
262
263 .6 Approve the annual review/audit;
264
265 .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
266
267 .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or
268 appropriate to conduct the affairs of MASI;
269
270 .9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These
271 appointees shall have the authority and perform the duties as provided in these Bylaws, the MASI Policies and
272 Procedures or as may be provided in the resolutions appointing them, including any powers of the Board of Directors
273 as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not
274 provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or
275 coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to
276 prescribe their respective terms of office, authorities and duties; and
277

278 .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of MASI who
279 were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities
280 or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons
281 set forth in Part Four of the USA Swimming Rules and Regulations. However, no At-Large Board Member, or
282 committee chair or coordinator may be removed without receiving the thirty (30) days' written notice specifying
283 the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reasons
284 and an opportunity to respond in writing within twenty (20) days to such allegations.
285

286 5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation
287 or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By
288 a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any
289 matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.
290

291 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may
292 participate in meetings of the Board of Directors through conference equipment by means of which all persons participating
293 in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
294

295 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted
296 by the Board of Directors.
297

298 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board
299 of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a
300 meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
301

302 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
303

304 5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
305 propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal
306 the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-
307 thirds vote after at least fourteen (14) days' written notice.
308

309 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
310

311 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of
312 Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing and the
313 written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as
314 votes taken at a meeting.
315

316 5.15 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except
317 elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If
318 an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a
319 ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an
320 opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified
321 in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of
322 votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be
323 cast.
324

325 5.16 NOTICES -
326

327 .1 TIME - Not less than six (6) days' written notice shall be given to each Board Member for any annual, regular or
328 special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)
329

330 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings,
331 the expected purpose.
332
333
334

335 ARTICLE 6
336 OFFICERS AND DIRECTORS

338 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting.

- 339 .1 General Chair [elected Year 1]
340 .2 Administrative Vice-Chair [elected Year 1]
341 .3 Finance Vice-Chair [elected Year 2]
342 .4 Performance Vice-Chair [elected Year 2]
343 .5 Operations Vice-Chair [elected Year 3]
344 .6 Safe Sport Chair [elected Year 3]
345 .7 Secretary [filled by staff, not elected by HOD]
346 .8 Treasurer [filled by staff, not elected by HOD]

348 6.2 OTHER DIRECTORS

350 .1 ATHLETE REPRESENTATIVES -

351 Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective
352 successors are elected. At the time of election, the Athlete Representative must (a) be an athlete member in good
353 standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing, or have
354 competed within the three (3) immediately preceding years, in the program of swimming conducted by MASI or
355 another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein
356 throughout at least the first half of the term (other than periods of enrollment in an institution of higher education).
357 The balloting shall take place via electronic vote and/or at a meeting called for that purpose by the Senior Athlete
358 Representative or the Athletes Committee, or failing that, at a time and in a manner designated by the Board of
359 Directors. At least twenty (20) days' written notice of the election shall be given to all clubs. Each club shall
360 designate two athletes to vote in the Athlete Representative election. The Athlete Representatives elected shall be
361 determined by a majority of the designated club athletes present and voting.

362 .2 COACH REPRESENTATIVE -

363 The Coach Representative shall be elected in Year 3 for a three-year term, or until a successor is elected. The
364 election of the Coach Representative shall be conducted via electronic vote and/or at a meeting called for that
365 purpose by the Coach Representative, the Coaches Committee or the Board of Directors, and determined by a
366 majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a
367 manner designated by the Board of Directors. At least twenty (20) days' written notice of the election shall be given
368 to all clubs.

372 .3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS

373 A. The following committee chairs/coordinators/at-large Board members shall be elected by the House of
374 Delegates: None.

375 B. The following committee chairs/coordinators/ at-large Board members shall be appointed by the General Chair
376 with advice and consent of the Board of Directors:

- 377 (1) the Travel Fund Chair;
378 (2) the Membership/Registration Coordinator, when the position is not filled by staff
379 (3) the Technical Planning Chair;
380 (4) the Diversity, Disability & Inclusion Chair;
381 (5) the Officials Chair;
382 (6) the Age Group Chair;
383 (7) the Senior Chair;
384 (8) the Open Water Chair;
385 (9) the Operational Risk Chair

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Commented [CG3]: Is this consistent with PA law?

- 392
393 6.3 ELIGIBILITY - Only Individual Members of MASI in good standing shall be eligible to hold office and must maintain
394 their eligibility throughout their term of office.
395
396 6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have
397 one vote, regardless of the number of positions held by such Member.
398
399 6.5 OFFICES SPLIT OR COMBINED -
400
401 .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair and Treasurer,
402 may be held jointly by two Individual Members. Two individuals who are sharing an office shall share one vote.
403
404 .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except
405 that the offices of Finance Vice-Chair and Treasurer may not be combined.
406
407 6.6 TERMS OF OFFICE -
408
409 .1 TERM OF OFFICE - The terms of office of all members of the Board of Directors shall be three (3) years.
410
411 .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon
412 election or appointment and shall serve until a successor is chosen.
413
414 .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no Individual Member of the
415 Board who has served two (2) successive terms shall be eligible for re-election or appointment to the same position
416 until a lapse of two (2) years. A portion of any term served to fill a vacancy in the position shall not be considered
417 in the computation of this successive terms limitation.
418
419 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the
420 House of Delegates and the Board of Directors and as defined in these Bylaws, the MASI Policies and Procedures, and
421 applicable state laws.
422
423 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of
424 Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation
425 shall take effect upon the appointment or election of a successor.
426
427 6.9 VACANCIES AND INCAPACITIES -
428
429 .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General
430 Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General Chair
431 until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of
432 the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving
433 as acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair,
434 except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the
435 Territory, the General Chair may, but is not obligated to, designate the Administrative Vice-Chair as acting
436 General Chair for the duration of the absence.
437
438 .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the event
439 of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative or Coach
440 Representative, or person who has been elected, the General Chair may appoint, with the advice and consent of
441 the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective
442 body shall elect a successor.
443
444 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant
445 or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of
446 Delegates with the advice and consent of the electing body. The determination as to when the General Chair is
447 temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise
448 shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of

449 Delegates.

450
451 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.

452
453 6.11 OFFICERS' POWERS GENERALLY -

454
455 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, and
456 Finance Vice-Chair each may sign and execute in the name of MASI deeds, mortgages, bonds, contracts,
457 agreements or other instruments duly authorized by the MASI Policies and Procedures, the Board of Directors or
458 the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by
459 the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law
460 to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of
461 Directors or the House of Delegates.

462
463 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as
464 prescribed in the MASI Policies and Procedures or by the House of Delegates, the Board of Directors, the General
465 Chair, the respective division chair, the delegating officer, or these Bylaws.

466
467 .3 DELEGATION - Officers of MASI may delegate any portion of their powers or duties to an individual or a
468 committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without
469 the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or
470 wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these
471 Bylaws and with the consent of the Personnel Committee, any officer may delegate any portion of that officer's
472 powers or duties to the paid staff of MASI. A delegation of powers or duties shall not relieve the delegating officer
473 of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.

474
475 6.12 DEPOSITORIES AND BANKING AUTHORITY -

476
477 .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of MASI shall be deposited to its credit in the
478 banks, trust companies, other depositories or custodians, investment companies or investment management
479 companies as the Board of Directors determines.

480
481 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all
482 notes or other evidences of indebtedness issued in the name of MASI shall be signed by the General Chair or
483 other officer or officers or agent or agents of MASI, and in the manner, as shall be determined by the Finance
484 Vice-Chair.

485 ARTICLE 7

486 DIVISIONS, COMMITTEES AND COORDINATORS

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488
489 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The
490 divisions of MASI shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities
491 described in the MASI Policies and Procedures.

- 492
493 .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
494 .2 OPERATIONS DIVISION - Operations Vice-Chair
495 .3 PERFORMANCE DIVISION - Performance Vice-Chair
496 .4 FINANCE DIVISION - Finance Vice-Chair
497 .5 ATHLETES DIVISION - Senior Athlete Representative
498 .6 COACHES DIVISION - Coach Representative

499 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

- 500
501 .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board
502 members, but are elected by the House of Delegates, a committee or division, are as follows: none
503 .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently
504 held.

- 505 .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators
506 shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective
507 division chair. The appointed committee chair or coordinator shall assume office upon appointment or the date
508 designated by the General Chair and shall serve until a successor is appointed and assumes office.
509
- 510 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates
511 are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in
512 these Bylaws or the MASI Policies and Procedures, members of each committee shall be appointed by the General Chair
513 with the advice and consent of the respective division chair and the chair of the committee. Athlete members of each
514 committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. Athlete
515 membership shall constitute at least twenty percent (20%) of the voting membership of every committee. The division
516 chair shall be an ex-officio member, with voice and vote, of each committee within the respective division.
- 517 7.4 STANDING COMMITTEES & COORDINATORS
- 518 .1 ATHLETES COMMITTEE -
- 519 A. CHAIR - The Senior Athlete Representative or his/her designee shall be the chair of the committee.
520
521 B. MEMBERS - The Athletes Committee shall consist of the Junior and Senior Athlete Representatives, the
522 Athlete At-Large Board members and the Athlete Representatives to the House of Delegates.
523
524 C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes of
525 MASI, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or
526 (b) undertaken by the Committee as being in the best interests of the Athlete Members, MASI, USA Swimming
527 and the sport of swimming
528
- 529 .2 AUDIT COMMITTEE -
- 530 A. CHAIR - The chair shall be the Finance Vice-Chair.
531
532 B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Coach
533 Representative, two non-athlete members who are not members of the Finance Committee and a sufficient
534 number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
535
536 C. DUTIES
537
538 a. To conduct a review or audit or recommend an independent auditor to conduct the required annual review
539 or audit of the books of MASI. If conducted internally, a minimum of three (3) committee members
540 with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct
541 the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be
542 present to provide clarification, information and answer questions.
543
544 b. To submit the review or audit to the Finance Committee
- 545 .3 FINANCE COMMITTEE -
- 546
547 A. CHAIR - The chair shall be the Finance Vice-Chair.
548
549 B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the General Chair, the
550 Admin Vice-Chair, the Treasurer (voice but no vote if staff member, and a sufficient number of athletes so as
551 to constitute at least twenty percent (20%) of the voting membership of the Committee.
552
553 C. DUTIES -
554 a. To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the
555 execution of policy regarding the investment of MASI's working capital, funded reserves and
556 endowment funds, within the guidelines, if any, established by the Board of Directors or the House of
557 Delegates. The Finance Committee shall also regularly review MASI's equipment needs (both

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operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.

- b. To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
- c. 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.
- d. To complete and submit any state and local reports and filings.

.4 GOVERNANCE COMMITTEE

A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.

B. MEMBERS -

The Governance Committee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of 4 members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member shall serve a four year term, staggered so that one-fourth (1/4) of such members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall be members of the MASI Board of Directors at any given time. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until after 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 the successive term limitation. In no case shall the General Chair serve on the Governance Committee.

C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist of a majority of its voting members. For all other meetings, a quorum shall consist of those members present and voting.

D. DUTIES

- (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of MASI;
- (2) To aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
- (3) To aid in the development of personnel practices procedure including job descriptions and annual review of staff;
- (4) To ensure that the Board's focus remains on the strategic plan;
- (5) To aid in the development of expectations and processes for accountability of Board members;
- (6) To develop criteria for the qualities and required characteristics of Board officers;
- (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members;
- (8) To nominate Board members, Administrative Review Board members, and other coordinator or chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed;
- (9) To publish the slate of candidates to the MASI membership at least *twenty (20)* days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;
- (10) To design and implement Board orientation and an ongoing program of Board education and development; and
- (11) To lead periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

.5 OPERATIONAL RISK COMMITTEE

- 615 A. CHAIR - The chair shall be the Operational Risk Committee Chair.
616
617 B. MEMBERS - The Committee shall be comprised of the Operational Risk Committee Chair, at least 4 members
618 with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership
619 of the Committee.
620
621 C. DUTIES - The duties shall be as outlined in the MASI Policies and Procedures.
622
623
- 624 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs,
625 committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:
626
627 .1 Preside at all meetings of the respective division, committee or subcommittee;
628
629 .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in
630 his or her charge are properly and promptly carried out;
631
632 .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the
633 coordinator or division or committee, respectively;
634
635 .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and
636 the staff to keep them fully informed;
637
638 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and
639 forward reports or minutes of all meetings to the staff; and
640
641 .6 Perform the other specific duties listed in MASI's Policies and Procedures or as may be delegated by the General
642 Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.
643
- 644 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees
645 shall be prescribed by the MASI Policies and Procedures.
646
- 647 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of MASI shall
648 be held as determined by the respective Vice-chairs or committee or sub-committee chair.
649
- 650 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee
651 meeting, shall be open to all members of MASI. Matters relating to personnel, disciplinary action, legal, taxation and similar
652 affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By a
653 majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential
654 treatment or of personal concern to any member of the committee or sub-committee.
655
- 656 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and
657 vote in their respective meetings.
658
- 659 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may
660 be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written
661 consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a
662 meeting.
663
- 664 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a
665 meeting of the committee or through conference equipment by means of which all persons participating in the meeting can
666 hear each other at the same time. Participation by such means shall constitute presence at a meeting.
667
- 668 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a
669 quorum of any committee shall consist of those members present.
670
- 671 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other

- 672 propositions coming before a committee shall be determined by a majority vote.
- 673
- 674 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.
- 675
- 676 7.15 NOTICES
- 677
- 678 .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not
- 679 less than five (5) days' written notice shall be given for any meeting of a committee.
- 680
- 681 .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.
- 682
- 683 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the
- 684 General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the
- 685 resignation shall take effect upon the appointment of a successor.
- 686
- 687 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordinato
- 688 r becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the
- 689 Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of
- 690 the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of the
- 691 incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment
- 692 may be made for the duration of the temporary incapacity.
- 693
- 694 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a
- 695 coordinator may delegate a portion of their powers or duties to another officer of MASI, or to another committee,
- 696 subcommittee, or coordinator, or with the consent of the Personnel Committee, to the paid staff of MASI. Notwithstanding
- 697 any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.
- 698
- 699 7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 7.5 through 7.18 shall
- 700 apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the MASI
- 701 Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings but shall not apply to
- 702 its hearings or deliberations.
- 703

ARTICLE 8
ANNUAL AUDIT, REPORTS AND REMITTANCES

MA SI shall submit any reports and remittances required by the USA Swimming Corporate Bylaws, by the USA Swimming Board of Directors, the President/CEO of USA Swimming or by any agreement between MASI and USA Swimming. Reports required to be submitted to USA Swimming by MASI include annual financial and federal tax reports and the annual audit or review.

ARTICLE 9
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 714 9.1 NON-PROFIT AND CHARITABLE PURPOSES - MASI is organized exclusively for charitable and educational purposes
- 715 and for the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3)
- 716 of the IRS Code. Notwithstanding any other provision of these Bylaws, MASI shall not, except to an insubstantial degree,
- 717 (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of MASI or
- 718 (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such
- 719 section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under
- 720 sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
- 721
- 722 9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of MASI are irrevocably dedicated to the purposes
- 723 set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of MASI shall inure to
- 724 the benefit of any private person or any member, officer or director of MASI.
- 725
- 726 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of
- 727 the MASI House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so approved
- 728 shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to

729 Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.
730

731 9.4 DISSOLUTION - MASI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of
732 Delegates. Upon dissolution, the net assets of MASI shall not inure to the benefit of any private individual, unincorporated
733 organization or corporation, including any member, officer or director of MASI, but shall be distributed to USA Swimming,
734 to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a
735 corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are
736 deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of MASI shall be distributed
737 to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of
738 dissolution, to be used exclusively for educational or charitable purposes.

739 ARTICLE 10
740 INDEMNIFICATION
741

742 10.1 INDEMNITY - MASI shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any
743 Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in
744 the right of MASI, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the
745 Indemnified Person bears or bore one or more of the relationships to MASI specified in Section 10.3 and was acting or
746 failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by
747 law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided
748 by law, that indemnification of the Indemnified Person is proper in the circumstances. MASI may, to the full extent
749 permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of
750 any Indemnified Person against any liability that could be asserted against the Indemnified Person.
751

752 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise
753 indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful
754 disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming
755 Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes)
756 involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or
757 who is found by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport to have
758 committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct
759 (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
760

761 10.3 INDEMNIFIED PERSONS - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a
762 Board Member, [Administrative Review Board member], Group Member Representative, officer, official, coach,
763 committee chair or member, coordinator, volunteer, employee or agent of MASI, or is or was serving at the direct request
764 of MASI as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member,
765 coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.
766

767 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include
768 expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in
769 settlement, and, except as limited by applicable laws, these expenses shall be paid by MASI in advance of the final
770 disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MASI's obligation to
771 indemnify, MASI may require an undertaking from the Indemnified Person obliging him to repay such sums if it is
772 subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for
773 compensation or other gain, if MASI determines that there is reasonable doubt as to such person's ability to make any
774 repayment, MASI shall not be obligated to make any payments in advance of the final determination. This indemnification
775 shall not be deemed to limit the right of MASI to indemnify any other person for any such expenses to the full extent
776 permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled
777 under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and
778 as to action in another capacity while holding such office.
779

780 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has
781 died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators,
782 heirs, executors, administrators and trustees of the Indemnified Person.
783
784

785 ARTICLE 11
786 PARLIAMENTARY AUTHORITY

788 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern MASI and any of its constituent or component
789 parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent
790 with these Bylaws and any special rules of order MASI, the House of Delegates, the Board of Directors or its divisions,
791 committees, etc., may adopt.
792

794 ARTICLE 12
795 MISCELLANEOUS

- 796
- 797 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final
798 judicial decision to be, or as a result of a change in the law of the Commonwealth of Pennsylvania become, illegal, invalid
799 or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
800
- 801 12.2 FISCAL YEAR - The fiscal year of MASI shall end on the last day of August.
802
- 803 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MASI shall have and continue to have the status
804 of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which
805 contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2),
806 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that MASI shall have that or similar status
807 under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not
808 contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.
809

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811 ARTICLE 13
812 ADMINISTRATIVE REVIEW BOARD

- 813
- 814 13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the
815 Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws.
816 These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all
817 disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming
818 Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds
819 of disputes that may arise among its members in connection with the sport of swimming. Accordingly, MASI has
820 established the Administrative Review Board to hear complaints and appeals regarding administrative matters within MASI
821 which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative
822 Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code
823 of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that
824 may bring USA Swimming, MASI or the sport of swimming into disrepute. This Article, together with Part Four of the
825 USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial
826 people. This Article and Part Four of the Rules shall be construed accordingly.
827
- 828 13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -
829
- 830 .1 Establishment - The Administrative Review Board of MASI shall be independent and impartial.
831
- 832 .2 Members - The Administrative Review Board shall have at least 4 regular members with a sufficient number of
833 athlete members to constitute at least 20% of the voting membership. At least three members of the Administrative
834 Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent
835 (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of
836 Delegates may increase the number of regular or alternate members by resolution but subsequent to the adoption of
837 these Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of
838 office of any incumbent members.
839
- 840 .3 Election; Term of Office; Eligibility -
841

- 842 A. Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative
843 Review Board:
- 844 B. Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume
845 office upon election and shall serve until a successor takes office.
- 846 C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual
847 Member of MASI and USA Swimming. In no case shall members of the Board of Directors serve on the
848 Administrative Review Board.
- 849
- 850
- 851 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be
852 a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative
853 Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the Administrative Review Board,
854 each of whom must be regular members.
- 855
- 856 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair,
857 to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes
858 of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called
859 by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to
860 the Administrative Review Board.
- 861
- 862 .6 Participation Through Communications Equipment - Members of the Administrative Review Board may participate
863 in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part,
864 through conference telephone or similar equipment by means of which all persons participating in the meeting can
865 hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting
866 or hearing.
- 867
- 868 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%)
869 of its regular members.
- 870
- 871 .8 Resignations - Any regular or alternate member of the Administrative Review Board may resign by submitting a
872 written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the
873 resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment
874 or election of a successor.
- 875
- 876 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer
877 becomes incapacitated shall be in accordance with 6.9.
- 878
- 879 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or
880 unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance,
881 the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or
882 failing that, the General Chair) shall appoint an alternate *member* to act in the regular member's place in respect of
883 that circumstance.
- 884
- 885

886 13.3 GENERAL -

- 887
- 888 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:
- 889
- 890 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
- 891 B. establish policies, procedures and guidelines,
- 892 C. elect the Chair,
- 893 D. call regular or special meetings of the Administrative Review Board,
- 894 E. retain attorneys, agents and independent contractors and employ those persons which the Administrative
895 Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its
896 affairs, and
- 897 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of
898 its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

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- .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 MASI 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 be 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 14
CONVENTIONS AND DEFINITIONS

920 14.1 CONVENTIONS -

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- .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 MASI positions and not to USA Swimming or another organization.
 - .3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -
 - A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last known address shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address shall be deemed given or delivered for all purposes under these Bylaws.
 - C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email address of a member of MASI shall be the mail or email address on file with MASI or in SWIMS.
 - .4 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.
 - .5 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.

954 14.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and
955 the definitions of such terms are equally applicable both to the singular and plural forms.

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- .1 ARTICLE - a principal subdivision of these Bylaws.
 - .2 ARTICLES OF INCORPORATION - the document filed with the Secretary of State of the Commonwealth of Pennsylvania pursuant to which MASI was formed.
 - .3 ATHLETE REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.
 - .4 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.
 - .5 BOARD OF DIRECTORS - the Board of Directors of MASI.
 - .6 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, MASI.
 - .7 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.
 - .8 FINA - the Federation Internationale de Natation, the international governing body for the sport of swimming.
 - .9 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of Delegates.
 - .10 HOUSE OF DELEGATES - the House of Delegates of MASI as established by Article 4 of these Bylaws.
 - .11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of MASI.
 - .12 IRS CODE - the current United States Internal Revenue Code.
 - .13 LOCAL SWIMMING COMMITTEE / LSC - MASI as defined by the USA Swimming Corporate Bylaws.
 - .14 MASI - the Pennsylvania not-for-profit corporation to which these Bylaws pertain.
 - .15 MEMBER - a Group Member or an Individual Member.
 - .16 NATIONAL BOARD OF REVIEW - 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.
 - .17 POLICIES AND PROCEDURES - the principles, rules, and guidelines of MASI, as amended and adopted by the Board of Directors or the House of Delegates.
 - .18 SECTION - a subdivision of the Articles of these Bylaws.
 - .19 TERRITORY - the geographic territory over which MASI has jurisdiction as a Local Swimming Committee.
 - .20 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.
 - .21 ZONE BOARD OF REVIEW - the Board of Review of the Zone in which MASI 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.