

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

**REQUIRED LSC BYLAWS**

**ARTICLE 1**

**NAME, OBJECTIVES, TERRITORY AND JURISDICTION**

- 1 1.1 NAME - The name of the corporation shall be Middle Atlantic Swimming, Inc. (MASI).  
2  
3 1.2 OBJECTIVES - The objectives and primary purpose of MASI shall be the education, instruction and training of individuals  
4 to develop and improve their capabilities in the sport of swimming. MASI shall promote swimming for the benefit of  
5 swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA,  
6 USA Swimming, and MASI and its Articles of Incorporation.  
7  
8 1.3 GEOGRAPHIC TERRITORY - The geographic territory of MASI is as set forth in Article 603 of the USA Swimming  
9 Rules and Regulations.  
10  
11 1.4 JURISDICTION - MASI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming  
12 Committee by USA Swimming to conduct swimming programs consistent with MASI's objectives and those of USA  
13 Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct  
14 competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the  
15 USA Swimming Rules and Regulations). MASI shall discharge faithfully its duties and obligations as a Local Swimming  
16 Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all  
17 applicable policies and procedures.  
18  
19 1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - MASI shall comply with all agreements between MASI and  
20 USA Swimming.  
21

**ARTICLE 2**

**MEMBERSHIP**

- 22  
23  
24  
25 2.1 MEMBERS - The membership of MASI shall consist of the clubs, organizations and individuals who have registered with  
26 MASI as set forth in the USA Swimming Corporate Bylaws, including the optional categories of flex membership and  
27 single event open water athlete membership.  
28  
29 .1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership  
30 and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the  
31 rules, regulations, policies, procedures and code of conduct of MASI and USA Swimming.  
32  
33 .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in MASI and USA Swimming is a privilege and  
34 shall not be interpreted as a right. Membership may be terminated by the National Board of Review or the U.S.  
35 Center for SafeSport in accordance with Part Four of the USA Swimming Rules and Regulations.  
36  
37 2.2 MEMBERS' RESPONSIBILITIES  
38  
39 .1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies,  
40 procedures, rules and regulations adopted by USA Swimming and MASI, including its obligations and  
41 responsibilities set forth in these Bylaws.  
42  
43 .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming  
44 Corporate Bylaws, may be held responsible for infractions of the policies, procedures, rules, regulations or codes of  
45 conduct or ethics adopted by USA Swimming or MASI, including its responsibilities as set forth in these Bylaws.  
46  
47

**ARTICLE 3**

**DUES AND FEES**

- 48  
49  
50  
51 3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as  
52 permitted, shall be as established by the MASI Board of Directors  
53

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

ARTICLE 4  
HOUSE OF DELEGATES

- 74
- 75
- 76
- 77 4.1 MEMBERS - The House of Delegates of MASI shall consist of the Group Member Representatives, the Board of Director
- 78 Members, the committee chairs and coordinators, the Non-Athlete At-Large House Members, and Athlete At-Large House
- 79 Members as appointed or elected.
- 80
- 81 .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its
- 82 membership a Group Member Representative. The appointment shall be in writing, addressed to the Secretary of
- 83 MASI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing
- 84 Group Member may withdraw its Group Member Representative and substitute a new Group Member
- 85 Representative by written notice, addressed to the Secretary of MASI and signed by the chief executive officer or
- 86 secretary of the appointing Group Member. The representative of any Group Member is not required to be an
- 87 Individual Member of MASI or USA Swimming.
- 88
- 89 .2 BOARD OF DIRECTORS - Board of Director Members as designated in Section 5.
- 90
- 91 .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates
- 92 may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of
- 93 Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the
- 94 annual meeting of the House of Delegates following such appointment or until their successors are appointed to the
- 95 House of Delegates.
- 96
- 97 .4 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Members
- 98 constitute at least 20% of the voting membership of the House of Delegates shall be elected by the Athletes
- 99 Committee and shall hold office from the date of election through the conclusion of the annual meeting of the House
- 100 of Delegates following such election or until their successors are elected to the House of Delegates.
- 101
- 102 .5 OTHER MEMBERS - The chairs of the standing committees as defined in these Bylaws and the chairs of the
- 103 committees and coordinators as defined in the Middle Atlantic Policy and Procedures Manual shall serve as
- 104 members of MASI House of Delegates.
- 105
- 106 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members
- 107 of the House of Delegates.
- 108
- 109 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have
- 110 one vote regardless of the number of positions held by such member.
- 111

- 112 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates  
113 and of individuals shall be as follows:  
114
- 115 .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND  
116 OTHER MEMBERS - Each of the Group Member Representatives, the Board Members, the At-Large House  
117 Members and other members shall have both voice and vote in meetings of the House of Delegates.  
118
- 119 .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the  
120 House of Delegates and its committees and be heard at the discretion of the presiding officer.  
121
- 122 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures and programs.  
123 In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate  
124 Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:  
125
- 126 .1 Elect the officers, members of the Administrative Review Board, and the committee chairs and coordinators listed  
127 in Articles 6 and 7;  
128
- 129 .2 *This section reserved for future use;*  
130
- 131 .3 Review, modify and adopt the annual budget of MASI recommended by the Board of Directors;  
132
- 133 .4 Call regular and special meetings of the House of Delegates;  
134
- 135 .5 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any  
136 action or authorization by the Board of Directors with respect to contracts or upon which any person may have  
137 relied shall not be modified or rescinded;  
138
- 139 .6 Establish joint administrative committees, or undertake joint activities with other sports organizations where  
140 deemed helpful or necessary by MASI;  
141
- 142 .7 Amend the Bylaws of MASI in accordance with Section 9.3; and  
143
- 144 .8 Remove from office any persons elected by the House of Delegates (Board Members, members of the  
145 Administrative Review Board, or committee chairs or coordinators) who have failed to attend to their official  
146 duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National  
147 Board of Review for any of the reasons set forth in Article 404 of USA Swimming Rules and Regulations.  
148 However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary  
149 or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the  
150 member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within  
151 twenty (20) days to such allegations.  
152
- 153 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of MASI shall be held in the  
154 spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the Board of  
155 Directors.  
156
- 157 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the  
158 General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or  
159 should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed  
160 by at least five (5) group members of the House of Delegates.  
161
- 162 4.8 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory.  
163 The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of  
164 Delegates.  
165
- 166 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of MASI. Issues  
167 pertaining to personnel, disciplinary action, legal, tax or similar affairs of MASI shall be deliberated and decided in a closed  
168 session which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to  
169 go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the House

170 of Delegates.

171  
172 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.

173  
174 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other  
175 propositions coming before the House of Delegates shall be determined by a majority vote.

176  
177 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.

178  
179 4.13 NOTICES

180  
181 .1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of Delegates  
182 for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted  
183 means of notice.

184  
185 .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House  
186 of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose  
187 is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to  
188 have included in the notice any germane amendments subsequently adopted by the House of Delegates at the  
189 noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

190  
191 ARTICLE 5  
192 BOARD OF DIRECTORS

193  
194 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, and representatives of MASI,  
195 together with those additional members designated in Sections 5.2 and 5.3:

- 196  
197 .1 General Chair  
198 .2 Administrative Vice-Chair  
199 .3 Finance Vice-Chair  
200 .4 Coach Representative  
201 .5 Athlete Representatives (Junior and Senior)  
202 .6 Secretary (staff position, voice but no vote)  
203 .7 Treasurer (staff position, voice but no vote)  
204 .8 Performance Vice-Chair  
205 .9 Operations Vice-Chair  
206 .10 Safe Sport Chair  
207 .11 At-Large Athlete Board Members [as needed]

208  
209 5.2 AT-LARGE BOARD MEMBERS - A sufficient number of athlete members shall be elected as At-Large Board Members  
210 such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given  
211 time (taking into account the Athlete Representatives). The Athlete At-Large Board Members shall meet the same  
212 requirements and be elected at the same time and place as the Athlete Representatives set forth in Section 6.2.1. All At-  
213 Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second  
214 annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or  
215 appointed.

216  
217 5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors:

- 218  
219 .1 The Immediate Past General Chair of MASI, if an Individual Member in good standing;  
220  
221 .2 Members of the USA Swimming Board of Directors who are Individual Members in good standing.

222  
223 5.4 LIMITATIONS -

224  
225 .1 No more than two (2) members of any Group Member shall serve as voting members of the Board of Directors at  
226 any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.

.2 No employee of MASI may serve as a voting member of the Board of Directors.

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

.1 BOARD MEMBERS - Each Board Member (other than the ex-officio members) shall have both voice and vote in meetings of the Board of Directors and its committees.

.2 EX-OFFICIO 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 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.

5.6 DUTIES AND POWERS - The Board of Directors shall act for MASI and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative Review Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. 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 MASI;

.2 Oversee the conduct by the officers of MASI of the day-to-day management of the affairs of MASI;

.3 Elect Athlete At-Large Board Members if they are not elected in a timely fashion;

.4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the MASI Policies and Procedures;

.5 Cause the preparation and presentation to the House of Delegates of the annual budget of MASI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

.6 Approve the annual review/audit;

.7 Call regular or special meetings of the Board of Directors or the House of Delegates;

.8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of MASI;

.9 Appoint other officers, agents, or 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 MASI Policies and Procedures or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

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

5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By

286 a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any  
287 matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.  
288

289 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may  
290 participate in meetings of the Board of Directors through conference equipment by means of which all persons participating  
291 in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.  
292

293 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted  
294 by the Board of Directors.  
295

296 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board  
297 of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a  
298 meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.  
299

300 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.  
301

302 5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other  
303 propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal  
304 the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-  
305 thirds vote after at least fourteen (14) days' written notice.  
306

307 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.  
308

309 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of  
310 Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing and the  
311 written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as  
312 votes taken at a meeting.  
313

314 5.15 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except  
315 elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If  
316 an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a  
317 ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an  
318 opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified  
319 in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of  
320 votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be  
321 cast.  
322

323 5.16 NOTICES -  
324

325 .1 TIME - Not less than six (6) days' written notice shall be given to each Board Member for any annual, regular or  
326 special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)  
327

328 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings,  
329 the expected purpose.  
330

## 331 ARTICLE 6 332 OFFICERS AND DIRECTORS 333

334 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting.  
335

- |     |    |                           |                                       |
|-----|----|---------------------------|---------------------------------------|
| 336 | .1 | General Chair             | [elected Year 1]                      |
| 337 | .2 | Administrative Vice-Chair | [elected Year 1]                      |
| 338 | .3 | Finance Vice-Chair        | [elected Year 2]                      |
| 339 | .4 | Performance Vice-Chair    | [elected Year 2]                      |
| 340 | .5 | Operations Vice-Chair     | [elected Year 3]                      |
| 341 | .6 | Secretary                 | [filled by staff, not elected by HOD] |
| 342 | .7 | Treasurer                 | [filled by staff, not elected by HOD] |
| 343 |    |                           |                                       |

344  
345  
346  
347  
348  
349  
350  
351  
352  
353  
354  
355  
356  
357  
358  
359  
360  
361  
362  
363  
364  
365  
366  
367  
368  
369  
370  
371  
372  
373  
374  
375  
376  
377  
378  
379  
380  
381  
382  
383  
384  
385  
386  
387  
388  
389  
390  
391  
392  
393  
394  
395  
396  
397  
398  
399  
400  
401

6.2 OTHER DIRECTORS

.1 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, the Athlete Representative must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing, or have competed within the three (3) immediately preceding years, in the program of swimming conducted by MASI 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).

Each club shall designate two athletes to vote in the Athlete Representative election. The election of the two Athlete Representatives shall be conducted via electronic vote and/or at a meeting called for that purpose by the Senior Athlete Representative or the Athletes Committee and determined by a majority of the designated club athlete members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors. At least twenty (20) days' written notice of the election shall be given to all clubs.

.2 COACH REPRESENTATIVE -

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

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

- A. The Safe Sport Chair shall be elected by the House of Delegates in Year 3.
- B. The athlete-at-large Board members shall be elected at the same time and in the same manner as the Athlete Representatives.

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

6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have one vote, regardless of the number of positions held by such Member.

6.5 OFFICES SPLIT OR COMBINED -

- .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. Two individuals who are sharing an office shall share one vote.
- .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except that the offices of Finance Vice-Chair and Treasurer may not be combined.

6.6 TERMS OF OFFICE -

- .1 TERM OF OFFICE - Except as otherwise provided in these Bylaws, the terms of office of all members of the Board of Directors shall be three (3) years.
- .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen.
- .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no Individual Member of the Board who has served two (2) successive terms shall be eligible for re-election or appointment to the same position until a lapse of two (2) years. A portion of any term served to fill a vacancy in the position shall not be considered

402 in the computation of this successive term limitation.  
403

404 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the  
405 House of Delegates and the Board of Directors and as defined in these Bylaws, the MASI Policies and Procedures, and  
406 applicable state laws.  
407

408 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of  
409 Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation  
410 shall take effect upon the appointment or election of a successor.  
411

412 6.9 VACANCIES AND INCAPACITIES -  
413

414 .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General  
415 Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General Chair  
416 until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of  
417 the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving  
418 as acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair,  
419 except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the  
420 Territory, the General Chair may, but is not obligated to, designate the Administrative Vice-Chair as acting  
421 General Chair for the duration of the absence.  
422

423 .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the event  
424 of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative or Coach  
425 Representative, or person who has been elected, the General Chair may appoint, with the advice and consent of  
426 the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective  
427 body shall elect a successor.  
428

429 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant  
430 or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of  
431 Delegates with the advice and consent of the electing body. The determination as to when the General Chair is  
432 temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise  
433 shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of  
434 Delegates.  
435

436 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.  
437

438 6.11 OFFICERS' POWERS GENERALLY -  
439

440 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, and  
441 Finance Vice-Chair each may sign and execute in the name of MASI deeds, mortgages, bonds, contracts,  
442 agreements or other instruments duly authorized by the MASI Policies and Procedures, the Board of Directors or  
443 the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by  
444 the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law  
445 to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of  
446 Directors or the House of Delegates.  
447

448 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as  
449 prescribed in the MASI Policies and Procedures or by the House of Delegates, the Board of Directors, the General  
450 Chair, the respective division chair, the delegating officer, or these Bylaws.  
451

452 .3 DELEGATION - Officers of MASI may delegate any portion of their powers or duties to an individual or a  
453 committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without  
454 the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or  
455 wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these  
456 Bylaws and with the consent of the Personnel Committee, any officer may delegate any portion of that officer's  
457 powers or duties to the paid staff of MASI. A delegation of powers or duties shall not relieve the delegating officer  
458 of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.  
459



- 460 6.12 DEPOSITORIES AND BANKING AUTHORITY -  
461  
462 .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of MASI shall be deposited to its credit in the  
463 banks, trust companies, other depositories or custodians, investment companies or investment management  
464 companies as the Board of Directors determines.  
465  
466 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all  
467 notes or other evidences of indebtedness issued in the name of MASI shall be signed by the General Chair or  
468 other officer or officers or agent or agents of MASI, and in the manner, as shall be determined by the Finance  
469 Vice-Chair.  
470

471 ARTICLE 7  
472 DIVISIONS, COMMITTEES AND COORDINATORS  
473

474 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The  
475 divisions of MASI shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities  
476 described in the MASI Policies and Procedures.

- 477 .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair  
478 .2 OPERATIONS DIVISION - Operations Vice-Chair  
479 .3 PERFORMANCE DIVISION - Performance Vice-Chair  
480 .4 FINANCE DIVISION - Finance Vice-Chair  
481 .5 ATHLETES DIVISION - Senior Athlete Representative  
482 .6 COACHES DIVISION - Coach Representative  
483

484 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS  
485

- 486 .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board  
487 members, but are elected by the House of Delegates, a committee or division, are as follows: none  
488 .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently  
489 held.  
490 .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators  
491 shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective  
492 division chair. The appointed committee chair or coordinator shall assume office upon appointment or the date  
493 designated by the General Chair and shall serve until a successor is appointed and assumes office.  
494

495 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates  
496 are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in  
497 these Bylaws or the MASI Policies and Procedures, members of each committee shall be appointed by the General Chair  
498 with the advice and consent of the respective division chair and the chair of the committee. Athlete members of each  
499 committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. Athlete  
500 membership shall constitute at least twenty percent (20%) of the voting membership of every committee. The division  
501 chair shall be an ex-officio member, with voice and vote, of each committee within the respective division.

502 7.4 STANDING COMMITTEES & COORDINATORS

- 503 .1 ATHLETES COMMITTEE -  
504 A. CHAIR - The Senior Athlete Representative or his/her designee shall be the chair of the committee.  
505  
506 B. MEMBERS - The Athletes Committee shall consist of the Junior and Senior Athlete Representatives, the  
507 Athlete At-Large Board members and a sufficient number of athletes elected by and from the Athlete  
508 Representatives to the House of Delegates to comprise a committee of 10 members.  
509  
510 C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes of  
511 MASI, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or  
512 (b) undertaken by the Committee as being in the best interests of the Athlete Members, MASI, USA Swimming  
513 and the sport of swimming

514  
515  
516  
517  
518  
519  
520  
521  
522  
523  
524  
525  
526  
527  
528  
529  
530  
531  
532  
533  
534  
535  
536  
537  
538  
539  
540  
541  
542  
543  
544  
545  
546  
547  
548  
549  
550  
551  
552  
553  
554  
555  
556  
557  
558  
559  
560  
561  
562  
563  
564  
565  
566  
567  
568  
569  
570

.2 AUDIT COMMITTEE –

- A. CHAIR - The chair shall be the Finance Vice-Chair.
- B. MEMBERS - The members of the Audit Committee shall be the Finance Vice-Chair, the Coach Representative, two non-athlete members who are not members of the Finance Committee and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES
  - a. To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of MASI. If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.
  - b. To submit the review or audit to the Finance Committee

.3 FINANCE COMMITTEE -

- A. CHAIR - The chair shall be the Finance Vice-Chair.
- B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the General Chair, the Admin Vice-Chair, the Treasurer (voice but no vote if staff member), and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES -
  - a. To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of MASI'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 MASI's equipment needs (both 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 four (4) nonathlete members and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each athlete shall serve a two-year term, staggered such that approximately one-half of such members are appointed annually. Each nonathlete 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.

571  
572 C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist  
573 of a majority of its voting members. For all other meetings, a quorum shall consist of those members present  
574 and voting.

575  
576 D. DUTIES

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

598  
599  
600 .5 OPERATIONAL RISK COMMITTEE

601 A. CHAIR - The chair shall be the Operational Risk Committee Chair.

602 B. MEMBERS - The Committee shall be comprised of the Operational Risk Committee Chair, at least 4 members  
603 with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership  
604 of the Committee.

605 C. DUTIES - The duties shall be as outlined in the MASI Policies and Procedures.

606  
607  
608  
609  
610  
611 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs,  
612 committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- 613 .1 Preside at all meetings of the respective division, committee or subcommittee;
- 614 .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in  
615 his or her charge are properly and promptly carried out;
- 616 .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the  
617 coordinator or division or committee, respectively;
- 618 .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and  
619 the staff to keep them fully informed;
- 620 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and  
621 forward reports or minutes of all meetings to the staff; and
- 622 .6 Perform the other specific duties listed in MASI's Policies and Procedures or as may be delegated by the General  
623  
624  
625  
626  
627  
628

Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.

- 629  
630  
631 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees  
632 shall be prescribed by the MASI Policies and Procedures.  
633
- 634 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of MASI shall  
635 be held as determined by the respective Vice-chairs or committee or sub-committee chair.  
636
- 637 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee  
638 meeting, shall be open to all members of MASI. Matters relating to personnel, disciplinary action, legal, taxation and similar  
639 affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By a  
640 majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential  
641 treatment or of personal concern to any member of the committee or sub-committee.  
642
- 643 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and  
644 vote in their respective meetings.  
645
- 646 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may  
647 be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written  
648 consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a  
649 meeting.  
650
- 651 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a  
652 meeting of the committee or through conference equipment by means of which all persons participating in the meeting can  
653 hear each other at the same time. Participation by such means shall constitute presence at a meeting.  
654
- 655 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a  
656 quorum of any committee shall consist of those members present.  
657
- 658 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other  
659 propositions coming before a committee shall be determined by a majority vote.  
660
- 661 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.  
662
- 663 7.15 NOTICES  
664
- 665 .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not  
666 less than five (5) days' written notice shall be given for any meeting of a committee.  
667
- 668 .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.  
669
- 670 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the  
671 General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the  
672 resignation shall take effect upon the appointment of a successor.  
673
- 674 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordina-  
675 tor becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the  
676 Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of  
677 the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of the  
678 incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment  
679 may be made for the duration of the temporary incapacity.  
680
- 681 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a  
682 coordinator may delegate a portion of their powers or duties to another officer of MASI, or to another committee,  
683 subcommittee, or coordinator, or with the consent of the Personnel Committee, to the paid staff of MASI. Notwithstanding  
684 any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.  
685
- 686 7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 7.5 through 7.18 shall

687 apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the MASI  
688 Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings but shall not apply to  
689 its hearings or deliberations.

690  
691 ARTICLE 8  
692 ANNUAL AUDIT, REPORTS AND REMITTANCES  
693

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

698  
699 ARTICLE 9  
700 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

701 9.1 NON-PROFIT AND CHARITABLE PURPOSES - MASI is organized exclusively for charitable and educational purposes  
702 and for the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3)  
703 of the IRS Code. Notwithstanding any other provision of these Bylaws, MASI shall not, except to an insubstantial degree,  
704 (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of MASI or  
705 (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such  
706 section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under  
707 sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.

708  
709 9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of MASI are irrevocably dedicated to the purposes  
710 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  
711 the benefit of any private person or any member, officer or director of MASI.

712  
713 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of  
714 the MASI House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so approved  
715 shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to  
716 Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.

717  
718 9.4 DISSOLUTION - MASI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of  
719 Delegates. Upon dissolution, the net assets of MASI shall not inure to the benefit of any private individual, unincorporated  
720 organization or corporation, including any member, officer or director of MASI, but shall be distributed to USA Swimming,  
721 to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a  
722 corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are  
723 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  
724 to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of  
725 dissolution, to be used exclusively for educational or charitable purposes.

726  
727 ARTICLE 10  
728 INDEMNIFICATION

729 10.1 INDEMNITY - MASI shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any  
730 Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in  
731 the right of MASI, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the  
732 Indemnified Person bears or bore one or more of the relationships to MASI specified in Section 10.3 and was acting or  
733 failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by  
734 law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided  
735 by law, that indemnification of the Indemnified Person is proper in the circumstances. MASI may, to the full extent  
736 permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of  
737 any Indemnified Person against any liability that could be asserted against the Indemnified Person.

738  
739 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise  
740 indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful  
741 disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming  
742 Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes)  
743 involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or

744 who is found by the National Board of Review or the U.S. Center for SafeSport to have committed actions which would  
745 be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was  
746 directly related to, the predicate acts of the conviction or finding.  
747

748 10.3 INDEMNIFIED PERSONS - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a  
749 Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee  
750 chair or member, coordinator, volunteer, employee or agent of MASI, or is or was serving at the direct request of MASI as  
751 a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator,  
752 volunteer, employee or agent of another person or entity involved with the sport of swimming.  
753

754 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include  
755 expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in  
756 settlement, and, except as limited by applicable laws, these expenses shall be paid by MASI in advance of the final  
757 disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MASI's obligation to  
758 indemnify, MASI may require an undertaking from the Indemnified Person obliging him to repay such sums if it is  
759 subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for  
760 compensation or other gain, if MASI determines that there is reasonable doubt as to such person's ability to make any  
761 repayment, MASI shall not be obligated to make any payments in advance of the final determination. This indemnification  
762 shall not be deemed to limit the right of MASI to indemnify any other person for any such expenses to the full extent  
763 permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled  
764 under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and  
765 as to action in another capacity while holding such office.  
766

767 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has  
768 died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators,  
769 heirs, executors, administrators and trustees of the Indemnified Person.  
770

771 ARTICLE 11  
772 PARLIAMENTARY AUTHORITY  
773

774 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern MASI and any of its constituent or component  
775 parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent  
776 with these Bylaws and any special rules of order MASI, the House of Delegates, the Board of Directors or its divisions,  
777 committees, etc., may adopt.  
778

779 ARTICLE 12  
780 MISCELLANEOUS  
781

782 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final  
783 judicial decision to be, or as a result of a change in the law of the Commonwealth of Pennsylvania become, illegal, invalid  
784 or unenforceable, the remainder of these Bylaws shall continue in full force and effect.  
785

786 12.2 FISCAL YEAR - The fiscal year of MASI shall end on the last day of August.  
787

788 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MASI shall have and continue to have the status  
789 of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which  
790 contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2),  
791 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that MASI shall have that or similar status  
792 under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not  
793 contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.  
794  
795  
796

797 ARTICLE 13  
798 ADMINISTRATIVE REVIEW BOARD  
799

800 13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the  
801 Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws.

802 These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all  
803 disputes involving any of its members. This Article, together with Section 2.2 and Part Four of the USA Swimming Rules  
804 and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of  
805 disputes that may arise among its members in connection with the sport of swimming. Accordingly, MASI has established  
806 the Administrative Review Board to hear complaints and appeals regarding administrative matters within MASI which do  
807 not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review  
808 Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of  
809 Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that  
810 may bring USA Swimming, MASI or the sport of swimming into disrepute. This Article, together with Part Four of the  
811 USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial  
812 people. This Article and Part Four of the Rules shall be construed accordingly.  
813

### 814 13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

- 815
- 816 .1 Establishment - The Administrative Review Board of MASI shall be independent and impartial.  
817
  - 818 .2 Members - The Administrative Review Board shall have at least four (4) regular members with a sufficient number  
819 of athlete members to constitute at least 20% of the voting membership. At least three members of the  
820 Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least  
821 twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The  
822 House of Delegates may increase the number of regular or alternate members by resolution but subsequent to the  
823 adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration of the  
824 term of office of any incumbent members.  
825
  - 826 .3 Election; Term of Office; Eligibility -  
827
    - 828 A. Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative  
829 Review Board:
    - 830
    - 831 B. Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume  
832 office upon election and shall serve until a successor takes office.  
833
    - 834 C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual  
835 Member of MASI and USA Swimming. In no case shall members of the Board of Directors serve on the  
836 Administrative Review Board.  
837
  - 838 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be  
839 a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative  
840 Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the Administrative Review Board,  
841 each of whom must be regular members.  
842
  - 843 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair,  
844 to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes  
845 of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called  
846 by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to  
847 the Administrative Review Board.  
848
  - 849 .6 Participation Through Communications Equipment - Members of the Administrative Review Board may participate  
850 in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part,  
851 through conference telephone or similar equipment by means of which all persons participating in the meeting can  
852 hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting  
853 or hearing.  
854
  - 855 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%)  
856 of its regular members.  
857
  - 858 .8 Resignations - Any regular or alternate member of the Administrative Review Board may resign by submitting a  
859 written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the

860 resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment  
861 or election of a successor.

862  
863 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer  
864 becomes incapacitated shall be in accordance with 6.9.

865  
866 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or  
867 unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance,  
868 the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or  
869 failing that, the General Chair) shall appoint an alternate *member* to act in the regular member's place in respect of  
870 that circumstance.

871  
872 13.3 GENERAL -

873  
874 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:  
875  
876 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,  
877 B. establish policies, procedures and guidelines,  
878 C. elect the Chair,  
879 D. call regular or special meetings of the Administrative Review Board,  
880 E. retain attorneys, agents and independent contractors and employ those persons which the Administrative  
881 Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its  
882 affairs, and  
883 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of  
884 its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

885  
886 .2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable  
887 rules and procedures consistent with the corporation laws of MASI with respect to any matter within its jurisdiction  
888 or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall  
889 have the same force and effect as if they had been adopted as part of these Bylaws.

890  
891 .3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority  
892 and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall  
893 be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in  
894 the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's  
895 authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.

896  
897 .4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a  
898 complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety  
899 (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the  
900 untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and,  
901 thereafter, appeal to the National Board of Review pursuant to Part Four of the USA Swimming Rules and  
902 Regulations.

903  
904 ARTICLE 14  
905 CONVENTIONS AND DEFINITIONS

906  
907 14.1 CONVENTIONS -

908  
909 .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the  
910 corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be  
911 deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall  
912 include the singular as the context may require. Where the context permits, the term "or" shall be interpreted as  
913 though it were "and/or". Captions have been used for convenience only and shall not be used in interpreting the  
914 Bylaws.

915  
916 .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to  
917 MASI positions and not to USA Swimming or another organization.



918  
919  
920  
921  
922  
923  
924  
925  
926  
927  
928  
929  
930  
931  
932  
933  
934  
935  
936  
937  
938  
939  
940  
941  
942  
943  
944  
945  
946  
947  
948  
949  
950  
951  
952  
953  
954  
955  
956  
957  
958  
959  
960  
961  
962  
963  
964  
965  
966  
967  
968  
969  
970  
971  
972  
973  
974  
975  
976  
977  
978  
979  
980  
981  
982  
983

- .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.
- 14.2 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.
  - .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

984  
985  
986  
987  
988  
989  
990  
991  
992  
993

- 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.