

# **ARIZONA SWIMMING, INC**

## **BYLAWS DEVELOPMENT PROCESS**

### **BACKGROUND**

USA Swimming (USAS) has required all Local Swim Committees (LSCs) to revise their Bylaws and submit the revised, LSC House of Delegates accepted Bylaws for review by USAS by January 1, 2020. As such Arizona Swimming, Inc. (AZSI) has established a Bylaws Development Committee (BDC) to spearhead and make revisions. The new AZSI Bylaws were developed in accordance with the following:

- 1) USAS mandated templates and options;
- 2) Previous AZSI Bylaw Sections pertinent to current operations of AZSI;
- 3) Advise and counsel from other LSCs revisions to Bylaws;
- 4) Understanding of future anticipated components and provisions from U.S. Center for Safe Sport; and
- 5) Current direction of AZSI.

USAS has also mandated that provisions for a Governance Committee be provided in the bylaws with the following key options that must be presented to the House of Delegates:

**Option A:** Appointed Governance Committee

**Option B:** Elected Governance Committee

Additionally, there is an option to migrate the responsibilities of the current Nomination Committee into the new Governance Committee.

Given the current size and nature and complexity of current and anticipated near future operations of AZSI, it is the recommendation of the BDC that an Appointed Governance Committee with Nominations responsibility is prudent for AZSI. The Draft Bylaws reflect this recommendation.

Finally, the USAS House of Delegates recently voted to remove the Zone Board of Review. These Bylaws do not reflect that revision to the USAS Bylaws but they will be revised upon direction from USAS.

### **SCHEDULE**

<u>Activity</u>	<u>Involved Group(s)</u>	<u>Dates</u>
Review and Revise Bylaws	Bylaws Development Committee (BDC)	4-15 through 12-31, 2019
<b>Draft Bylaw Framework</b>	BDC To BOD	8-21, 2019 BOD Meeting
Develop <b>Initial Preliminary Draft Bylaws</b> For Convention Discussions	BDC	8-21 through 9-10, 2019
Issue <b>Preliminary Draft (PD) Bylaws</b>	BDC To BOD (Notification of Progress)	9-18, 2019 BOD Meeting
Club/Web Notification of <b>PD Bylaws</b>	Administration	9-19, 2019 – Club Notice
Review Period (20 days)	BOD & Interested Members	9-19 through 10-9, 2019
Sent via email to Club Delegates, Athlete Representatives, BOD Members, Committee Chairs.		
<b><u>Deadline for Written Comments</u></b>	<b><u>BDC</u></b>	<b><u>10-9, 2019</u></b>
<b>Draft Bylaws</b> to BOD	BDC To BOD	10-16, 2019 BOD Meeting
Notice to HOD	Administration	10-31, 2019 Notice
Present <b>Final Draft Bylaws</b> to HOD	BOD/BDC To HOD	11-20, 2019 HOD Meeting
Finalize Bylaws per HOD	BDC	11-14 through 12-15, 2019
<b>Final Bylaws</b> for Acceptance	BDC to BOD	12-18-19 BOD Meeting
Submittal of New Bylaws	General Chair	12-31, 2019 or prior

# ARIZONA SWIMMING DRAFT BYLAWS COMMENTS & FAQs

**October 12, 2019**

Arizona Swimming, Inc. (AZSI) submitted preliminary draft bylaws to its membership for a 20 day review period with a request for written comments due by the end of the day October 9, 2019. The new AZSI Bylaws were developed using the following:

- 1) USAS mandated templates and options;
- 2) Previous AZSI Bylaw Sections pertinent to current operations of AZSI;
- 3) Advice and counsel from other LSCs revisions to their Bylaws;
- 4) Understanding of future anticipated components and provisions from U.S. Center for Safe Sport; and
- 5) Current direction of AZSI and projected future requirements.

The text below presents a listing of written comments that were received by the deadline along with an explanation and/or response to each question. As of the issuance of the Draft Bylaws as presented to the Fall House of Delegates, no further comments will be entertained for revisions prior to the Fall House of Delegates Meeting.

<b>BYLAWS SECTION</b>	<b>COMMENT</b>	<b>DISCUSSION</b>
General	United States of America Swimming (USAS) Required Revisions are not outlined or explained in available documentation. What are the basic goals and key elements of the revisions?	USAS has required certain mandatory revisions to the existing bylaws and provided a baseline template for Local Swimming Committees (LSCs) could follow. In general, the template follows the previous bylaws structure but streamlined some aspects of legislation and pushed many items down to an LSC policy and procedure level. Some of the key revisions include: 1) establishing a Governance Committee that may incorporate the current nominations committee; allowing for Staff to hold Secretary and Treasurer positions on the board with no vote; establishment of a Finance Vice-Chair position; and, moving the job descriptions for board members into LSC policies and procedures.
General	There are several locations in the proposed bylaws that reference the Zone Board of Review. During the 2019 USAS Convention and House of Delegates (HOD) meeting the House voted to remove the Zone Board of Review and refer all matters except those specified as LSC matters to the National Board of Review. Should we not revise that now so that we do not have to re-visit the bylaws in the Spring?	The USAS HOD did vote to remove the Zone Board of Review in September of 2019, effective immediately. All issues previously addressed by the Zone Board of Review will now be entertained by the National Board of Review. However, there are several locations in the bylaws template where certain sections of the USAS Rule Book are referenced and there has been no guidance on the revisions required for this legislation. As such, we have elected to wait until we receive specific instructions from USAS. Since it will be a USAS required revision, a vote of the HOD will not be required to make the change.
4.1.1 Group Member Representatives (House of Delegates)	Why have the Athlete Representative requirements been moved into the Group Member Representative section?	Arizona Swimming Inc. (AZSI) has historically opted to have each Group Member (Clubs, Organizations, etc.) establish one (1) Athlete Member to be an Athlete Representative House of Delegates (HOD) delegates for that Group instead of an election or "show up" process. This will ensure that at least 20% of the potential HOD delegates are Athlete Members with an even representation between Group Members. As such, description of this process belongs under the Section 4.1.1. Each Athlete Delegate shall also be part of the Athletes Committee per Section 7.4.1.

# ARIZONA SWIMMING DRAFT BYLAWS COMMENTS & FAQs

October 12, 2019

BYLAWS SECTION	COMMENT	DISCUSSION
5.1 Members (Board of Directors)	What was the reasoning for reducing the number of voting board members from 13 to 10?	Discussions with other similar sized LSCs confirmed that all Mid-Sized LSCs have been trying to reducing the size of their Board of Directors (BODs) to attempt to streamline the decision making processes. Given implementation of a Governance Committee in the new Bylaws, the BOD will be more focused on the day to day operations and requires fewer volunteers. The proposed Bylaws have the following representation:  20% Athlete Members (Mandatory) 30% Coach Members (Mandatory) 50% Other Members  There is no restriction on the "Other Member" group except for the BOD limitation of 2 members from any Group Member – excepting Athlete Representation.
5.6.8 Duties and Powers (Board of Directors)	Why are we going to allow the BOD to over-rule a HOD policy or program with a 2/3 vote of all BOD members?	Pursuant to Section 5.6, the BOD acts in the behalf of the HOD between HOD meetings and could effectively override the HOD with a majority vote. This would restrict the BOD power and would require 7 of the 10 BOD members to override an HOD established policy or directive until the next HOD meeting (see 4.13.2). This would also require reporting to the HOD of any override activities whereas prior Bylaws did not require reporting.
6.2.3 Safe Sport Chair & 6.6 Terms of Office	Paragraphs 6.2.3 and 6.6—6.2.3 provides that the term of the Safe Sport Chair is one year but paragraph 6.6.1 provides that the terms of office for "all members of the Board of Directors" shall be two years. I would change 6.2.3 to say two years so the paragraphs are consistent.	The only BOD position that is not elected is the Safe Sport Chair that is appointed by the General Chair. The text in section 6.6 has been revised to reflect that appointed positions serve for one (1) year.
6.6.3 Consecutive Terms Limitations	The Treasurer and the Secretary have historically been only allowed to serve two (2) consecutive terms. Why change this section to change that requirement?	USAS has allowed some flexibility to both these positions because the Treasurer position is becoming more of a book keeping position that may be completed by Staff. The Secretary position is also a position where the USAS has recommended this change. Given AZSI current makeup and book keeping procedures and recent funding allotments, we have already migrated to a paid book keeper that does not vote on the Board. The Secretary cannot be Staff but can have a lengthened term if they wish.
6.9.2 Vacancies and Incapacities (Officers and Directors)	Why is allowing a Director or Official elect to transition to the elected position upon a resignation advantageous?	This will allow for the immediate transition to a newly elected official if the current official wishes to resign upon election of new. Historically, the General Chair would appoint a member and we would wait until the new term started or another election to determine who may hold the open position.

# ARIZONA SWIMMING DRAFT BYLAWS COMMENTS & FAQs

October 12, 2019

BYLAWS SECTION	COMMENT	DISCUSSION
7.4 Standing Committees & Coordinators (Divisions, Committees and Coordinators)	Why is there an Age Group Standing Committee but no Senior Programs Standing Committee?	This appears to be an oversight. The Bylaws have been revised to include a Senior Committee with its chair as the Senior Vice-Chair
7.4.8D(9)	<p>Why have nominations from the floor been revised to require 2/3 of voting members present to allow for a nomination from the floor? In the past we allowed a majority vote or no vote at all (it was unspecified). Previous bylaws did not require a vote of HOD Delegates for nominations from the floor. Sometimes this was done and sometimes a vote was bypassed.</p> <p>Also, given that nominations are now part of the Governance Committee responsibilities, we should allow for a process for self or other non-Governance Committee nominations.</p>	<p>USAS has implemented the requirements for Governance Committees for each LSC as stipulated in these Bylaws. The AZSI Governance Committee is in charge of the long term and planning direction as well as succession for the LSC, including the nominations committee. This requirement would reduce the potential for errant nominations and secretive efforts to subvert the longer term plans as outlined by the Governance Committee while still allowing the nominations from the floor if the HOD is in a 2/3 agreement. The other provision of importance is that a Member that is not presented by the Governance Committee may either self-nominate or be nominated by another Member without Governance Committee review as long as they register their intention to run within 30 days of the HOD meeting. Their name would then be published as part of the list of nominees at the time of the HOD meeting notification which comes out 20 days prior to the HOD meeting.</p>

END OF COMMENTS

**AMENDED AND RESTATED  
DRAFT BYLAWS OF ARIZONA  
SWIMMING, INC.**



Approved by the House of Delegates on  
November 20, 2019

**ARTICLE 1**  
**NAME, OBJECTIVES, TERRITORY AND JURISDICTION**

- 1.1 **NAME** - The name of the corporation shall be Arizona Swimming, Inc. (AZ), hereinafter referenced as AZSI
- 1.2 **OBJECTIVES** - The objectives and primary purpose of AZSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. AZSI 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 AZSI and its Articles of Incorporation.
- 1.3 **GEOGRAPHIC TERRITORY** - The geographic territory of AZSI is as set forth in Article 603 of the USA Swimming Rules and Regulations.
- 1.4 **JURISDICTION** - AZSI 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 AZSI'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). AZSI 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** - AZSI SI shall comply with all agreements between AZSI and USA Swimming.

**ARTICLE 2**  
**MEMBERSHIP**

- 2.1 **MEMBERS** - The membership of AZSI shall consist of the clubs, organizations and individuals who have registered with AZSI in good standing as set forth in the USA Swimming Corporate Bylaws, including the optional categories of seasonal athlete membership, seasonal club membership, flex membership, and single event open water athlete membership and have paid the fees established by USA Swimming and AZSI pursuant to Article 3.
  - .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 Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of AZSI and USA Swimming.
  - .2 **MEMBERSHIP A PRIVILEGE NOT A RIGHT** - Membership in AZSI 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 AZSI, 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 AZSI, including its responsibilities as set forth in these Bylaws.

**ARTICLE 3**  
**DUES AND FEES**

- 3.1 **MEMBERSHIP FEES** - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees and/or surcharges, as permitted, shall be as established by the AZSI House of Delegates
- 3.2 **SANCTION, APPROVAL AND OTHER FEES**
  - .1 **SANCTION AND APPROVAL FEES** - The AZSI House of Delegates shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.

- .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the AZSI House of Delegates may establish a reasonable service charge consistent with the nature of the event.
  - .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by AZSI. If any of the sanction or approval fees or service charges are due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to AZSI when due in accordance with AZSI's fee schedule.
  - .4 FINES - The AZSI House of Delegates may establish fines for noncompliance with policies adopted by the AZSI House of Delegates and/or the Board of Directors.
- 3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws (Delinquent Dues and Fees).

#### ARTICLE 4 HOUSE OF DELEGATES

- 4.1 MEMBERS - The House of Delegates of AZSI shall consist of the Group Member Representatives, the Board of Director Members, the Non-Athlete At-Large House Members, and Athlete At-Large House Members as elected or appointed in accordance with these Bylaws.
- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership two (2) Group Member Representatives and one (1) or more alternates for each. Each Group Member in good standing shall also appoint from its membership one (1) Athlete Group Member Representative and one (1) or more alternates to serve. Each Athlete Group Member Representative must be an AZSI registered Athlete Member actively participating in swimming competition and meet the eligibility requirements for Athlete Group Member Representative. Each Athlete Group Member Representative shall be affiliated with the Club they will be representing. The minimum age to serve as an Athlete Group Member Representative shall be 14 years of age or 9<sup>th</sup> grade by September 1 of the year of appointment. The appointed Athlete Group Member Representatives and the elected Athlete Representatives will comprise the AZSI Athletes Committee. The appointment shall be in writing, addressed to the Secretary of AZSI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw one (1) or more of Group Member Representatives or one (1) or more of its alternates and substitute new Group Member Representatives or new alternates by written notice, addressed to the Secretary of AZSI and signed by the chief executive officer or secretary of the appointing Group Member. The representatives of any Group Member are required to be Individual Members of AZSI and USA Swimming. Organizational and Seasonal Membership Group Members may only appoint one (1) Group Member Representative and one (1) Athlete Group Member Representative from their membership.
  - .2 BOARD OF DIRECTORS - Board of Director Members as designated in Section 5.
  - .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the next meeting of the House of Delegates following such appointment, other date established by the General Chair, or until their successors are appointed to the House of Delegates.
  - .4 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Members constitute at least 20% of the voting membership of the House of Delegates. The minimum age to serve as an Athlete At-Large House Member or as an athlete committee member shall be 14 years of age or 9<sup>th</sup> grade by September 1 of the year of appointment. The General Chair with advice and consent of the Board of Directors may appoint additional Athlete At-Large House Members to meet the 20% Athlete requirements as listed in these bylaws.
  - .5 OTHER MEMBERS - No other persons or groups than those established in these bylaw shall serve as members of the AZSI House of Delegates.
- 4.2 ELIGIBILITY - Only AZSI Individual Members in good standing shall be eligible to be elected or appointed as members of the House of Delegates.
- 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have one vote regardless of the number of positions held by such member.

- 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of individuals shall be as follows:
- .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS - Each of the Group Member Representatives, the Board Members, the At-Large House Members (non-athlete and athlete) shall have both voice and vote in meetings of the House of Delegates.
  - .2 INDIVIDUALS – Individual members of USA Swimming who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard at the discretion of the presiding officer.
- 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures and programs. In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:
- .1 Elect the officers, members of the Administrative Review Board, , listed in Articles 6 and 7;
  - .2 Review, modify and adopt the annual budget of AZSI recommended by the Board of Directors;
  - .3 Call regular and special meetings of the House of Delegates;
  - .4 Ratify or prospectively modify or rescind policy and programs established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
  - .5 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by AZSI;
  - .6 Amend the Bylaws of AZSI in accordance with Section 9.3; and
  - .7 Remove from office any persons elected by the House of Delegates (Board Members, members of the Administrative Review Board , or committee chairs or coordinators) who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations. However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.
- 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of AZSI shall be held in the spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the House of Delegates or the Board of Directors.
- 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least ten (10) Group Members of the House of Delegates.
- 4.8 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.
- 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of AZSI. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of AZSI shall be deliberated and decided in a closed session which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the House of Delegates.
- 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.
- 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote.
- 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.



#### 4.13 NOTICES

- .1 TIME - Not less than twenty calendar (20) days' written notice shall be given to each member of the House of Delegates for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted means of notice.
- .2 INFORMATION - The notice of a meeting shall contain the time, date and site, a summary of any Board of Directors overrides, and other information required by these Bylaws. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane Bylaws amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid. Any proposal that has not been evaluated and voted upon by the Board of Directors must also be listed with details of the proposal at the time of notice for the meeting.

### ARTICLE 5 BOARD OF DIRECTORS

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

- .1 General Chair
- .2 Administrative Vice-Chair
- .3 Finance Vice-Chair
- .4 Coach Representative
- .5 Athlete Representatives (2)
- .6 Secretary
- .7 Treasurer (Voice but no Vote)
- .8 Senior Vice-Chair
- .9 Age Group Vice-Chair
- .10 Safe Sport Chair

- 5.2 AT-LARGE BOARD MEMBERS – AZSI shall not elect or appoint At-Large Board Members to the AZSI Board of Directors.

- 5.3 EX-OFFICIO MEMBERS - AZSI shall not elect or appoint Ex-Officio Members to the AZSI Board of Directors.

- 5.4 LIMITATIONS -

- .1 No more than two (2) Members of any Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.
- .2 No employee or subcontractor of AZSI 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 Treasurer) shall have both voice and vote in meetings of the Board of Directors and its committees.
- .2 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 AZSI and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a 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 AZSI;
- .2 Oversee the conduct by the officers and staff of AZSI of the day-to-day management of the affairs of AZSI;

- .3 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the AZSI Policies and Procedures;
  - .4 Cause the preparation and presentation to the House of Delegates of the annual budget of AZSI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
  - .5 Approve the annual review/audit;
  - .6 Call regular or special meetings of the Board of Directors or the House of Delegates;
  - .7 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of AZSI;
  - .8 Override policy or program established by the House of Delegates with a vote that reflects a two-thirds or greater majority of the entire Board of Director voting membership.
  - .9 Appoint other officers, agents, or committees or coordinator, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the AZSI 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 AZSI who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in 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 a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.
- 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may participate in meetings of the Board of Directors through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.
- 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal the effect of which is to override policy or program established by the House of Delegates shall be determined by a minimum two-thirds vote of all Board of Director voting members after at least six (6) calendar days' written notice of said override to each Board of Directors voting member with verified receipt of the written notice.
- 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
- 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing

and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.

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

5.16 NOTICES -

- .1 TIME - Not less than six (6) days' written notice shall be given to each Board Member for any annual or regular meeting, of the Board of Directors. Not less than six (6) days' written notice shall be verified to have been received by each Board Member for any Special Meeting, of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)
- .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose.

ARTICLE 6  
OFFICERS AND DIRECTORS

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

- .1 General Chair (even)
- .2 Administrative Vice-Chair (even)
- .3 Finance Vice-Chair (odd)
- .4 Senior Vice-Chair (odd)
- .5 Age Group Vice-Chair (odd)
- .6 Secretary (even)

6.2 OTHER DIRECTORS

- .1 ATHLETE REPRESENTATIVES - Two (2) Athlete Representatives shall be elected by the Athlete Committee to the Board of Directors, each for a one-year term or until their respective successors are elected. At the time of election, an Athlete Representative must (a) be an Athlete Member, a Seasonal Athlete Member, or an Unattached Athlete Member in good standing; (b) be at least fourteen (14) years of age or at least a freshman in high school by September 1 after election; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by AZSI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The voting and balloting shall take place at a meeting called for that purpose by the Athlete Committee prior to the Spring House of Delegates meeting (Annual Meeting), or failing that, at a time and in a manner designated by the Board of Directors or General Chair. The two (2) Athlete Representatives elected shall be determined by the two (2) highest vote tallies from the AZSI Athlete Committee Members in good standing present and voting at the meeting. The Athlete with the highest vote tally will be designated the Chair of the Athlete Committee with the other being the Vice Chair.
- .2 COACH REPRESENTATIVE - One (1) Coach Representative shall be elected every odd year for a two-year term, or until their respective successors are elected. The election of the Coach Representative shall be conducted each even year during AZSI's short course swimming championships, under the supervision of the Administrative Vice Chair or, failing that, at a time and place and in a manner designated by the Board of Directors. Voting may be in person or by absentee ballot, and the election shall be determined by a majority of the ballots cast by AZSI Coach Members in good standing.
- .3 SAFE SPORT CHAIR - One (1) Safe Sport Chair shall be appointed by the General Chair each year for a one-year term, or until their respective successors are elected.

- 6.3 ELIGIBILITY - Only Individual Members of AZSI 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 - The terms of office of all elected members of the Board of Directors shall be two (2) years. Appointed members of the Board of Directors will serve for a period of one (1) year.
  - .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon the start of the next Fiscal Year and shall serve until a successor is chosen.
  - .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no elected Individual Member who has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms limitation.
- 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the House of Delegates and the Board of Directors and as defined in these Bylaws, the AZSI Policies and Procedures, and applicable state laws.
- 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.
- 6.9 VACANCIES AND INCAPACITIES -
- .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice-Chair as acting General Chair for the duration of the absence.
  - .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the event of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, or person who has been elected, the non-General Chair Officer/Director Elect may immediately transition to the Board position for which they were elected, upon election, Otherwise the General Chair may appoint, with the advice and consent of the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective body shall elect a successor.
  - .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors, or the House of Delegates with the advice and consent of the electing body. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.
- 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.
- 6.11 OFFICERS' POWERS GENERALLY -

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair and Finance Vice-Chair each may sign and execute in the name of AZSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the AZSI Policies and Procedures, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.
  - .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as prescribed in the AZSI Policies and Procedures or by the House of Delegates, the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.
  - .3 DELEGATION - Except for voting rights, officers of AZSI may delegate any portion of their powers or duties to another Member committee or , with approval from the General Chair, Staff, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to any other officer without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.
- 6.12 DEPOSITORIES AND BANKING AUTHORITY -
- .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of AZSI shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors determines.
  - .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of AZSI shall be signed by the General Chair, Admin Vice-Chair, or the Finance Vice-Chair, and in the manner, as shall be determined by the Finance Vice-Chair, the Finance Committee or the Board of Directors.

## ARTICLE 7 DIVISIONS, COMMITTEES AND COORDINATORS

- 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS  
- The divisions of AZSI shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities described in the AZSI Policies and Procedures.
- .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
  - .2 AGE GROUP DIVISION - Age Group Vice-Chair
  - .3 SENIOR DIVISION - Senior Vice-Chair
  - .4 FINANCE DIVISION - Finance Vice-Chair
  - .5 ATHLETES DIVISION - Senior Athlete Representative
  - .6 COACHES DIVISION - Coach Representative
- 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS
- .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board members are not elected by the House of Delegates but are appointed by the General Chair unless otherwise stipulated in these bylaws.
  - .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently held.
  - .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division chair. The appointed committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair and shall serve until a successor is appointed and assumes office. In addition to standing committees, committees shall include, at a minimum, Officials,
- 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in these Bylaws or the AZSI Policies and Procedures, members of each committee shall be appointed by

the General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete members of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every committee. Unless the division chair is already established as the committee chair, the division chair shall be an ex-officio member, with voice and vote, of each committee within the respective division.

#### 7.4 STANDING COMMITTEES & COORDINATORS

##### .1 ATHLETES COMMITTEE

- A. CHAIR - The Senior Athlete Representative or his/her designee shall be the chair of the committee.
- B. MEMBERS - The Athletes Committee shall consist of the Athlete Group Member Representatives and the Athlete At-Large members
- C. DUTIES - The Athletes Committee shall have general charge of the business and affairs of the Athletes of AZSI, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of the Athlete Members, AZSI, USA Swimming and the sport of swimming.

##### .2 AGE GROUP COMMITTEE

- A. CHAIR - The Age Group Vice-Chair shall be the chair of the committee.
- B. MEMBERS - The Age Group Committee shall consist of the Age Group Vice-Chair and such additional members as may be determined by the Age Group Vice-Chair and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The Age Group Committee shall have general charge of the business and affairs of the Age Group program of AZSI, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of the Age Group Members, AZSI, USA Swimming and the sport of swimming.

##### .3 AUDIT COMMITTEE

- A. CHAIR - The General Chair shall be chair of the committee.
- B. MEMBERS - The Audit Committee shall consist of the General Chair who will be the Chair, the Administrative Vice-Chair, Secretary, Coach Representative, and the Senior Athlete Representative.
- C. DUTIES - The duties shall be as outlined in the AZSI Policies and Procedures.

##### .4 BUDGET COMMITTEE

- A. CHAIR - The Finance Vice-Chair shall be the chair of the committee.
- B. MEMBERS - The Budget Committee shall consist of the Finance Vice-Chair who will serve as the Chair, the General Chair, the Admin Vice-Chair, the Coach Representative, the Age Group Vice Chair, the Senior Vice Chair and such additional members as may be determined by the Finance Vice-Chair and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The Budget Committee shall have general charge of the business and affairs of preparing the presenting the annual budget for AZSI, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of AZSI, USA Swimming and the sport of swimming.

##### .5 COACHES COMMITTEE

- A. CHAIR - The Coach Representative shall be the chair of the committee.
- B. MEMBERS - The Coaches Committee shall consist of the Coach Representatives and such additional Coach members as may be determined by the Coach Representative and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The Coaches Committee shall have general charge of the business and affairs of the Coaches program for AZSI, and shall undertake such activities (a) delegated to it by the Board of Directors or the

General Chair or (b) undertaken by the Committee as being in the best interests of the Coach Members, AZSI, USA Swimming and the sport of swimming.

.6 EXECUTIVE COMMITTEE

- A. **AUTHORITY AND POWER** - The Executive Committee shall have the authority and power to act for the Board of Directors and AZSI between meetings of the Board and the House of Delegates. Limitations to the authority and power of the Executive Committee shall be determined by the Board of Directors and included in the AZSI Policies and Procedures.
- B. **MEMBERS** - The members of the Executive Committee shall be the
  - (1) General Chair, who shall act as chair,
  - (2) Administrative Vice-Chair,
  - (3) Senior Vice-Chair
  - (4) Age Group Vice-Chair
  - (5) Secretary,
  - (6) Finance Vice-Chair,
  - (7) Coach Representative,
  - (8) Senior Athlete Representative, and
  - (9) Junior Athlete Representative.
- C. **MEETINGS AND NOTICE** - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of five (5) calendar days' notice required.
- D. **QUORUM** - A quorum of the Executive Committee shall consist of a majority of the members of the Committee.
- E. **REPORT OF ACTION TO BOARD OF DIRECTORS** - At the next regular or special meeting of the Board of Directors, the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

.7 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 Treasurer, the General Chair, and Admin Vice Chair and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. **DUTIES** -
  - (1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of AZSI'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 AZSI'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.
  - (2) To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of AZSI. 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.
  - (3) To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
  - (4) 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.

- (5) To complete and submit any state and local reports and filings.

.8 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 three (3) appointed 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 three year term, staggered so that one (1) of such members are appointed each year. No more than one (1) of the Governance Committee members shall be members of the AZSI Board of Directors at any given time. After completion of two (2) 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 - A quorum for any meeting of the Governance Committee shall consist of a majority of its voting members.

D. DUTIES

- (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of AZSI;
- (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 AZSI membership at least twenty (20) calendar days prior to the election. Additional nominations may be made by nomination of a member directly to the General Chair as long as the nomination is received by AZSI prior to thirty (30) calendar days before the HOD meeting, or from the floor of the House of Delegates by voting members of the House of Delegates with a minimum 2/3 confirmation vote of delegates present;
- (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.

.9 OFFICIALS COMMITTEE

A. CHAIR - The chair shall be the Officials Committee Coordinator appointed by the General Chair with the advice and consent of the Board of Directors.

B. MEMBERS - The Officials Committee shall be appointed by the General Chair with the appointed Officials Committee Coordinator and at least three (3) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Officials Chair shall be a referee certified by AZSI and each non-athlete member of the Officials Committee shall be a certified official of AZSI

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

.10 PERSONNEL COMMITTEE



- A. CHAIR - The chair shall be the General Chair.
  - B. MEMBERS - The Personnel Committee shall consist of the General Chair who will be the Chair, the Administrative Vice-Chair, the Finance Vice-Chair and the Senior Athlete Representative.
  - C. DUTIES - The duties shall be as outlined in the AZSI Policies and Procedures.
- .11 SAFE SPORT COMMITTEE
- A. CHAIR - The chair shall be the Safe Sport Chair.
  - B. MEMBERS - The Committee shall be comprised of the Safe Sport Chair and at least three (3) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
  - C. DUTIES - The duties shall be as outlined in the AZSI Policies and Procedures.
- .12 SENIOR COMMITTEE
- A. CHAIR - The chair shall be the Senior Vice-Chair.
  - B. MEMBERS - The Committee shall be comprised of the Senior Vice-Chair and at least three (3) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
  - C. DUTIES - The duties shall be as outlined in the AZSI Policies and Procedures.
- .13 TECHNICAL PLANNING COMMITTEE
- A. CHAIR - The chair shall be the Technical Planning Committee Coordinator appointed by the General Chair with the advice and consent of the Board of Directors.
  - B. MEMBERS - The Technical Planning Committee shall be appointed by the General Chair with the chair being the appointed Technical Planning Committee Coordinator, the Age Group Vice-Chair, The Coach Representative, the Senior Chair, the Senior Athlete Representative and other Members of AZSI as appointed with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
  - C. DUTIES - The duties shall be as outlined in the AZSI Policies and Procedures.
- 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs, committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:
- .1 Preside at all meetings of the respective division, committee or subcommittee;
  - .2 See that all duties and responsibilities of the respective division, committee or sub-committee in his or her charge are properly and promptly carried out;
  - .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the division or committee, respectively;
  - .4 Communicate with the General Chair, respective division committee or subcommittee members and the staff to keep them fully informed;
  - .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the staff]; and
  - .6 Perform the other specific duties listed in AZSI's Policies and Procedures or as may be delegated by the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.
- 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees shall be prescribed by the AZSI Policies and Procedures.
- 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of AZSI shall be held as determined by the respective Vice-chairs or committee or sub-committee chair.
- 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee meeting, shall be open to all members of AZSI. Matters relating to personnel, disciplinary action, legal,

taxation and similar affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.

- 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and vote in their respective meetings.
- 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.
- 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a meeting of the committee or through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a quorum of any committee shall consist of at least 50% of the members of said committee.
- 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a committee shall be determined by a majority vote.
- 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.
- 7.15 NOTICES
- .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not less than six (6) calendar days written notice shall be given for any meeting of a committee.
- .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.
- 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.
- 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.
- 7.18 DELEGATION - Except for Finance, Audit, Governance and Personnel committees, and with the consent of the General Chair and the respective division chair, a committee chair or a coordinator may delegate a portion of their powers or duties to another officer of AZSI, or to another committee, subcommittee, or coordinator. Only with the consent of the General Chair, Chair or Coordinator duties may only be delegated to the paid staff of AZSI. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.
- 7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the AZSI Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or deliberations.

## ARTICLE 8 ANNUAL AUDIT, REPORTS AND REMITTANCES

AZSI 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 AZSI and USA Swimming. Reports required to be submitted to USA Swimming by AZSI include annual financial and federal tax reports and the annual audit or review.

ARTICLE 9  
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 9.1 NON-PROFIT AND CHARITABLE PURPOSES - AZSI is organized exclusively for charitable and educational purposes and for the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these Bylaws, AZSI shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of AZSI or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
- 9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of AZSI are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of AZSI shall inure to the benefit of any private person or any member, officer or director of AZSI.
- 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the AZSI House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.
- 9.4 DISSOLUTION - AZSI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of AZSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of AZSI, but shall be distributed to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of AZSI shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE 10  
INDEMNIFICATION

- 10.1 INDEMNITY - AZSI shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of AZSI and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to AZSI specified in Section 10.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. AZSI may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming or other vendor authorized by the Board of Directors, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport to have committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
- 10.3 INDEMNIFIED PERSONS - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of AZSI, or is or was serving at the direct request of AZSI as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.

- 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by AZSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to AZSI's obligation to indemnify, AZSI may require an undertaking from the Indemnified Person obliging him to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if AZSI determines that there is reasonable doubt as to such person's ability to make any repayment, AZSI shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of AZSI to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.
- 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

#### ARTICLE 11 PARLIAMENTARY AUTHORITY

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

#### ARTICLE 12 MISCELLANEOUS

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

#### ARTICLE 13 ADMINISTRATIVE REVIEW BOARD

- 13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, AZSI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within AZSI which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, AZSI or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.
- 13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

- .1 Establishment - The Administrative Review Board of AZSI shall be independent and impartial.
- .2 Members - The Administrative Review Board shall have at least three (3) regular members, with a sufficient number of athlete members to constitute at least 20% of the voting membership. At least three (3) members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular or alternate members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of office of any incumbent members.
- .3 Election; Term of Office; Eligibility -
  - A. Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative Review Board:
  - B. Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume office starting the beginning of the next fiscal year and shall serve until a successor takes office.
  - C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual Member of AZSI and USA Swimming. In no case shall members of the Board of Directors serve on the Administrative Review Board.
- .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.
- .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to the Administrative Review Board.
- .6 Participation Through Communications Equipment - Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting or hearing. Participation through communications equipment for any hearing may only be conducted if the party under review accepts such participation method for the hearing.
- .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.
- .8 Resignations - Any regular or alternate member of the Administrative Review Board may resign by submitting a written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.
- .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer becomes incapacitated shall be in accordance with 6.9.
- .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or failing that, the General Chair) shall appoint an alternate member to act in the regular member's place in respect of that circumstance.

### 13.3 GENERAL -

- .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:
  - A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
  - B. establish policies, procedures and guidelines,
  - C. elect the Chair,
  - D. call regular or special meetings of the Administrative Review Board,

- E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and
  - F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
- .2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of AZSI I 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

##### 14.1 CONVENTIONS -

- .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 AZSI 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. When a verified notification is required as part of these bylaws, verification shall be satisfied with a delivery receipt or read receipt from an email system.
  - C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email address of a member of AZSI shall be the mail or email address on file with AZSI 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. Other definitions are provided in AZSI policies and procedures and USAS rules. Where differing definitions exist between this section and AZSI policy, the below definitions take precedence for this document.
- .1 ARTICLE - a principal subdivision of these Bylaws.
  - .2 ARTICLES OF INCORPORATION - the document filed with [insert the title of the office and the state in which the document was filed; usually the Secretary of State] pursuant to which AZSI 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 AZSI.
  - .6 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, AZSI.
  - .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 – a group of individuals that is affiliated with a Club, Organization or other group of members that are registered and in good standing with AZSI and USA Swimming.
  - .10 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of Delegates.
  - .11 HOUSE OF DELEGATES - the House of Delegates of AZSI as established by Article 4 of these Bylaws.
  - .12 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of AZSI.
  - .13 IRS CODE - the current United States Internal Revenue Code.
  - .14 LOCAL SWIMMING COMMITTEE / LSC - AZSI as defined by the USA Swimming Corporate Bylaws.
  - .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 AZSI, 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 AZSI 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 AZSI – the Arizona not-for-profit corporation to which these Bylaws pertain.
  - .22 ZONE BOARD OF REVIEW - the Board of Review of the Zone in which AZSI 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.