

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

**(a Local Swimming Committee of USA Swimming, Inc.)**



**MINNESOTA  
SWIMMING**

These Bylaws to be effective 9/1/2023  
Approved by USA Swimming effective 4/14/2024

# Bylaws of Minnesota Swimming, Inc.

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

## ARTICLE 1 NAME, OBJECTIVES, TERRITORY AND JURISDICTION

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

## ARTICLE 2 MEMBERSHIP

- 2.1 MEMBERS - The membership of MNSI shall consist of the clubs, organizations and individuals who have registered with MNSI 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.
  - .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 MNSI and USA Swimming.
  - .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in MNSI and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the National Board of Review or the U.S. Center for SafeSport in accordance with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual.
- 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 MNSI, 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 Corporate Bylaws, may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or MNSI, 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, as permitted, shall be as established by the MNSI Board of Directors.

### 3.2 SANCTION, APPROVAL AND OTHER FEES

- .1 SANCTION AND APPROVAL FEES - The MNSI Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.
- .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the MNSI Board of Directors 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 MNSI. 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 MNSI when due in accordance with MNSI's fee schedule.
- .4 FINES - The MNSI Board of Directors may establish fines for noncompliance with policies adopted by the MNSI 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 if any of the aforementioned fees are unpaid (Delinquent Dues and Fees).

## ARTICLE 4 HOUSE OF DELEGATES

### 4.1 MEMBERS - The House of Delegates of MNSI shall consist of the Group Member Representatives, the Board of Director Members, the Nominating Committee, all committee chairs and coordinators identified in these Bylaws, the Non-Athlete At-Large House Members, and Athlete At-Large House Members appointed.

- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership a Group Member Representative and one alternate for each. The appointment shall be in writing, addressed to the Secretary of MNSI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw its Group Member Representative or its one alternate and substitute a new Group Member Representative or new alternate by written notice, addressed to the Secretary of MNSI 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 MNSI or USA Swimming.
- .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 annual meeting of the House of Delegates following such appointment 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 Representatives constitute at least twenty percent (20%) of the voting membership of the House of Delegates shall be appointed by the General Chair with advice and consent of the Board of Directors and shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.
- .5 OTHER MEMBERS - The members of the Nominating Committee shall serve as members of the House of Delegates.

### 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large 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 AND OTHER MEMBERS - Each of the Group Member Representatives other than those of Affiliated Group Members, the Board Members, the At-Large House Members and other members shall have both voice and vote in meetings of the House of Delegates.

- .2 INDIVIDUALS - Individuals 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, Athlete Board Representatives, Coach Representatives, At-Large Board Members, and the committee chairs and coordinators listed in Articles 6 and 7;
  - .2 Elect the members of the Nominating Committee;
  - .3 Review, modify and adopt the annual budget of MNSI recommended by the Board of Directors;
  - .4 Call regular and special meetings of the House of Delegates;
  - .5 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
  - .6 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by MNSI;
  - .7 Amend the Bylaws of MNSI in accordance with Section 9.3; and
  - .8 Remove from office any persons elected by the House of Delegates (Board Members, 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 National Board of Review for any of the reasons set forth in Article 404.1 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 MNSI 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 five (5) group members of the House of Delegates.
- 4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and place, including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such meeting. All in-person 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. All meetings conducted via telecommunications shall include means by which all persons participating in the meeting can hear each other at the same time and which ensures all votes duly cast by voting members are officially recorded.
- 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of MNSI. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of MNSI 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 (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. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 5  
BOARD OF DIRECTORS

- 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators, and representatives of MNSI, 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 Representatives (2)
  - .5 Athlete Board Representatives (2)
  - .6 Secretary
  - .7 Treasurer (a staff member may serve as Treasurer with voice only but no vote)
  - .8 Senior Vice-Chair
  - .9 Age Group Vice-Chair
  - .10 Safe Sport Chair
  - .11 Two (2) Athlete At-Large Board Members (or as needed)
  - .12 Diversity, Equity, and Inclusion Chair
  - .13 Technical Planning Chair
  - .14 Officials Committee Chair
  - .15 Operational Risk Coordinator
  - .16 Non-athlete At-Large Board Members
- 5.2 AT-LARGE BOARD MEMBERS - The House of Delegates may specify six (6) Non-athlete At-Large positions. Any reduction in the number of Non-Athlete At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant. The General Chair, with advice and consent of the Board of Directors shall appoint the Non-athlete At-Large Board members. The appointed Non-athlete At-Large Board members shall have voice only. Additionally, a sufficient number of Athlete Representatives shall be elected as Athlete At-Large Board Members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Board Representatives). The Athlete At-Large Board Members shall meet the same requirements as the Athlete Board Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office on September 1 of the year of their election or appointment through the 31<sup>st</sup> of August following the annual meeting of the House of Delegates, or until their successor is appointed.
- 5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors:
  - .1 The Immediate Past General Chair of MNSI, if an Individual Member in good standing;
  - .2 Members of the USA Swimming Board of Directors who are Individual Members in good standing; and
  - .3 USA Swimming Committee Chairs who are Individual Members in good standing.
- 5.4 LIMITATIONS -
  - .1 This Section is reserved for future use.
  - .2 No employee of MNSI 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 Non-athlete At-Large Board members and Ex-Officio members shall have both voice and vote in meetings of the Board of Directors and its committees.
  - .2 NON-ATHLETE AT-LARGE MEMBERS AND EX-OFFICIO BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the ex-officio members and Non-athlete At-Large Board 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 MNSI 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 MNSI;
  - .2 Oversee the conduct by the officers and staff of MNSI of the day-to-day management of the affairs of MNSI;
  - .3 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the MNSI Policies and Procedures;
  - .4 Cause the preparation and presentation to the House of Delegates of the annual budget of MNSI 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 MNSI;
  - .8 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 MNSI 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
  - .9 Remove from office any Board Members, committee chairs, or committee members or coordinators of MNSI 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 of the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual. 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.
  - .10 The Board of Directors may not override policy or program established by the House of Delegates unless the vote reflects a two-thirds or greater majority of the Board of Directors members.
- 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 two-thirds vote after at least fourteen (14) days' 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. 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, regular, or 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
  - .2 Administrative Vice-Chair
  - .3 Finance Vice-Chair
  - .4 Senior Vice-Chair
  - .5 Age Group Vice-Chair
  - .6 Secretary
  - .7 Treasurer (filled by staff and not elected by the House of Delegates)
- 6.2 OTHER DIRECTORS
- .1 ATHLETE BOARD REPRESENTATIVES  
Two (2) Athlete Board Representatives shall be elected by the House of Delegates, one each year for a two-year term. At the time of election, the Athlete Board 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 two (2) immediately preceding years in a USA Swimming sanctioned event conducted by MNSI 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).
  - .2 COACH REPRESENTATIVES  
Two (2) Coach Representatives shall be elected, one each year for a two-year term, or until a successor is elected. The election of the Coach Representatives shall be conducted at the annual meeting of the House of Delegates and determined by a majority vote of the members of the House of Delegates present and voting, or, failing that, at a time and place and in a manner designated by the Board of Directors. That Coach Representative serving the second year of his/her two-year term shall be considered the Senior Coach Representative for that year. That Coach Representative serving the first year of his/her two-year term shall be considered the Junior Coach Representative for that year.
  - .3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS  
A. The following committee chairs/coordinators/at-large Board members shall be elected by the House of Delegates:

The Technical Planning Committee Chair, Operational Risk Coordinator, Officials Committee Chair, the Safe Sport Chair, and the Athlete At-Large Board Members (at least one of the four Athlete Board Members will also serve on the DE&I Committee).

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

- 6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with MNSI and USA Swimming shall be eligible to hold office and must maintain their eligibility throughout their term of office. The Athlete At-Large Board Members shall meet the same requirements as those listed for the Athlete Representatives in 6.2.1.
- 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 - With the exception of the Athlete At-Large Board Members, the terms of office of all members of the Board of Directors shall be two years. The terms of the Athlete At-Large Board Members shall be one year.
  - .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office on September 1 of the year of election or appointment and shall serve until a successor takes office.
  - .3 CONSECUTIVE TERMS LIMITATION - Except for the Treasurer, no Individual Member who has served two successive terms shall be eligible for re-election 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 term 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 MNSI 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 BOARD REPRESENTATIVES 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 Board Representative or Coach Representative, or person who has been elected, 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 MNSI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the MNSI 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 MNSI 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 - Officers of MNSI may delegate any portion of their powers or duties to an individual or a committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and with the consent Personnel Committee, any officer may delegate any portion of that officer's powers or duties to the paid staff of MNSI. 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 MNSI 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 MNSI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of MNSI, 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 MNSI shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities described in the MNSI Policies and Procedures.

.1 GENERAL ADMINISTRATIVE DIVISION – General Chair

.2 ADMINISTRATIVE DIVISION - Administrative Vice-Chair

.3 AGE GROUP DIVISION - Age Group Vice-Chair

.4 SENIOR DIVISION - Senior Vice-Chair

.5 FINANCE DIVISION - Finance Vice-Chair

.6 ATHLETES DIVISION - Senior Athlete Representative

.7 COACHES DIVISION - Senior 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, but are elected by the House of Delegates, a committee or division, are as follows:

(1) (reserved for future use);

.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.

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 MNSI 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 Representatives of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Board Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every committee. 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 Board Representative or his/her designee shall be the chair of the committee.
- B. MEMBERS - The Athletes Committee shall consist of the Athlete Board Representatives, the Athlete At-Large Board members, and at least three other Athlete Representatives. The Senior Athlete Board Representative or the Athletes Committee shall determine the number of additional Athlete Representatives.
- C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes of MNSI 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, MNSI, USA Swimming and the sport of swimming.

##### .2 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 with voice only, the General Chair, and the Administrative Vice-Chair and a sufficient number of Athlete Representatives 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 MNSI'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 MNSI'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 MNSI. 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.
- D. QUORUM - A quorum for any meeting of the Finance Committee shall consist of a majority of its voting members.

##### .3 NOMINATING COMMITTEE -

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

- B. MEMBERS - The House of Delegates shall annually elect at least four (4) individuals to the Nominating Committee to serve a one-year term, with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Terms shall commence at the conclusion of the meeting at which members were elected and end when their successors assume office. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. No individual shall be eligible to serve more than six (6) consecutive years on the Nominating 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 Nominating Committee.
- C. QUORUM - A quorum for any meeting of the Nominating Committee shall consist of a majority of its voting members.
- D. DUTIES -
  - (1) To nominate 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.
  - (2) Develop criteria for the qualities and required characteristics of Board officers.
  - (3) To publish the slate of candidates to the MNSI membership at least twenty (20) days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates.

.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 at least five (5) members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES -
  - (1) Assist in periodic evaluation of the mission and vision statements and the Bylaws of MNSI.
  - (2) Aid in the development of operating policies for the Board and staff including but not limited to conflict of interest, document retention, ethics, whistle-blower, procurement, contract review, grievance, and other organizational-related practices, etc.
  - (3) Assist in shaping the Board's agenda based on the strategic plan.
  - (4) Aid in the development of expectations and processes for accountability of Board members.
  - (5) Design and implement Board orientation and an ongoing program of Board education and development.
  - (6) Lead periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.
  - (7) Perform such other duties as may be assigned by resolution of the Board from time to time.

.5 EXECUTIVE COMMITTEE -

- A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the Board of Directors and MNSI 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 MNSI 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) Senior Coach Representative,
  - (8) Senior Athlete Board Representative, and
  - (9) Junior Athlete Board Representative.

- C. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within the Territory (unless held via telecommunication means) when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) 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.
- .6 OFFICIALS COMMITTEE -
- A. CHAIR - The Officials Committee Chair is elected by the MNSI House of Delegates.
  - B. MEMBERS - The members of the Officials Committee shall be the Officials Committee Chair, and at least two other members each of whom shall be a certified official of MNSI, and a sufficient number of Athlete Representatives appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
  - C. DUTIES - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for MNSI and such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained, and experienced officials of the highest caliber. Additional duties shall be as outlined in the MNSI Policies and Procedures or as may be assigned by resolution of the Board from time to time.
- .7 PERSONNEL COMMITTEE –
- A. CHAIR – The General Chair shall chair this Committee.
  - B. MEMBERS - The members of the Personnel Committee shall be the General Chair, the Administrative Vice-Chair, the Finance Vice-Chair, and the Senior Athlete Board Representative.
  - C. QUORUM - A quorum for any meeting of the Personnel Committee shall consist of a majority of its voting members.
  - D. DUTIES - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation, and other terms of employment of MNSI's staff (whether employees or independent contractors) within established, budgetary guidelines and policies, and to review and approve the scope of duties delegated to the staff. Additional duties shall be as outlined in the MNSI Policies and Procedures or as may be assigned by resolution of the Board from time to time.
- .8 SAFE SPORT COMMITTEE –
- A. CHAIR – The Safe Sport Committee Chair is elected by the MNSI House of Delegates.
  - B. MEMBERS – The members of the Safe Sport Committee shall be the Safe Sport Committee Chair, and at least four additional members; at least one shall be a Coach Member, at least two shall be at-large non-athlete members, and a sufficient number of Athlete Representatives appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
  - C. DUTIES - The Safe Sport Committee will:
    - (1) Ensure implementation of the USA Swimming's Safe Sport policies, guidelines, educational programs, reporting and adjudication procedures which are intended to help provide as safe, healthy and positive environment as possible for all USA Swimming members;
    - (2) Coordinate and oversee the implementation of effective ongoing educational programs for all athlete members, their parents, coaches, volunteers and local clubs as provided by USA Swimming;
    - (3) Be the primary contact for the club members in MNSI to share information about what USA Swimming and other LSCs are doing regarding Safe Sport policies and programs; and to collect, develop and disseminate information on LSC best practices;
    - (4) Serve as an information resource for clubs by, among other things, helping to identify and connect them with local educational partners and resources;

- (5) Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members;
- (6) Be available to work on special projects, educational programs and assignments as needed.
- (7) Additional duties shall be as outlined in the MNSI Policies and Procedures or as may be assigned by resolution of the Board from time to time.

.9 TECHNICAL PLANNING COMMITTEE –

- A. CHAIR - The Technical Planning Committee Chair is elected by the MNSI House of Delegates.
- B. MEMBERS - The members of the Technical Planning Committee shall be the Technical Planning Committee Chair, a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee and at least four (4) additional members of whom at least fifty percent (50%) shall be Coach Members. The Athlete Representatives and additional members shall be appointed by the General Chair with advice and consent of the Board of Directors.
- C. DUTIES – Technical Planning Committee is responsible for long-range planning regarding the swimming programs conducted by MNSI, the continuing review and development of the MNSI philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of MNSI's swimming programs. Additional duties shall be as outlined in the MNSI Policies and Procedures or as may be assigned by resolution of the Board from time to time.

.10 DIVERSITY, EQUITY, AND INCLUSION COMMITTEE –

- A. CHAIR - Diversity, Equity, and Inclusion Committee Chair is elected by the MNSI House of Delegates.
- B. MEMBERS - The members of the Diversity, Equity, and Inclusion Committee shall be the Diversity, Equity, and Inclusion Committee Chair, one of the elected Athlete Board Representatives, and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee and at least four (4) additional members. The athletes and additional members shall be appointed by the General Chair with advice and consent of the Board of Directors.
- C. DUTIES – The Diversity, Equity, and Inclusion Committee is responsible for the engagement, education, and planning necessary to support initiatives that recognize and appreciate the values, perspectives, and experiences of marginalized populations. Additional duties shall be as outlined in the MNSI Policies and Procedures or as may be assigned by resolution of the Board from time to time.

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 coordinator or 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 coordinator or division or committee, respectively;
- .4 Communicate with the General Chair, respective division, coordinator, 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 MNSI'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 MNSI Policies and Procedures or as may be assigned by resolution of the Board from time to time.

7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of MNSI 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 MNSI. 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 those members present.
- 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 five (5) 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 or until the next meeting of the House of Delegates, whichever occurs first. 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 - With the consent of the Board of Directors or the respective division chair, a committee chair or a coordinator may delegate a portion of their powers or duties to another officer of MNSI, or to another committee, subcommittee, or coordinator, or with the consent of the Board of Directors or the Personnel Committee, to the paid staff of MNSI. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.
- 7.19 APPLICATION TO COMMITTEES - 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 MNSI Policies and Procedures.

## ARTICLE 8 ANNUAL AUDIT, REPORTS AND REMITTANCES

MNSI 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 MNSI and USA Swimming. Reports required to be submitted to USA Swimming by MNSI 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 - MNSI 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, MNSI 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 MNSI 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 MNSI 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 MNSI shall inure to the benefit of any private person or any member, officer or director of MNSI.
- 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the MNSI 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 - MNSI 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 MNSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of MNSI, 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 MNSI 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 - MNSI 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 MNSI, 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 MNSI 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. MNSI may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, 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 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, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of MNSI, or is or was serving at the direct request of MNSI 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 MNSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MNSI's obligation to indemnify, MNSI 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 MNSI determines that there is reasonable doubt as to such person's ability to make any repayment, MNSI 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 MNSI 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

- 11.1 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern MNSI 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 MNSI, 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 Minnesota 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 MNSI shall end on the last day of August.
- 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MNSI 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 MNSI 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 INTENTIONALLY DELETED

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



address of a member of MNSI shall be the mail or email address on file with MNSI 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 Minnesota pursuant to which MNSI was formed.
  - .3 ATHLETE BOARD REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.
  - .4 ATHLETE REPRESENTATIVE – shall be (a) an athlete member in good standing; (b) currently competing, or have competed within the two (2) immediately preceding years in a USA Swimming sanctioned event conducted by MNSI or another LSC, and (c) 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).
  - .5 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.
  - .6 BOARD OF DIRECTORS - the Board of Directors of MNSI.
  - .7 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, MNSI.
  - .8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.
  - .9 FINA - the Federation Internationale de Natation, the international governing body for the sport of 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 MNSI as established by Article 4 of these Bylaws.
  - .12 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of MNSI.
  - .13 IRS CODE - the current United States Internal Revenue Code.
  - .14 LOCAL SWIMMING COMMITTEE / LSC - MNSI as defined by the USA Swimming Corporate Bylaws.
  - .15 MEMBER - a Group Member or an Individual Member.
  - .16 MNSI - the Minnesota not-for-profit corporation to which these Bylaws pertain.
  - .17 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established in accordance with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Manual. 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.
  - .18 POLICIES AND PROCEDURES - the principles, rules, and guidelines of MNSI, as amended and adopted by the Board of Directors or the House of Delegates.
  - .19 SECTION - a subdivision of the Articles of these Bylaws.
  - .20 TERRITORY - the geographic territory over which MNSI has jurisdiction as a Local Swimming Committee.
  - .21 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.