



Code of Regulations
(Bylaws)
of
Ohio Swimming, Inc.

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

To the extent these required Code of Regulations conflict with applicable law, applicable law prevails.

REQUIRED LSC CODE OF REGULATIONS

ARTICLE 1

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 1.1 NAME - The name of the corporation shall be Ohio Swimming, Inc. (OSI).
- 1.2 OBJECTIVES - The objectives and primary purpose of OSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. OSI shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of World Aquatics, USA Swimming, and OSI and its Articles of Incorporation.
- 1.3 GEOGRAPHIC TERRITORY - The geographic territory of OSI is as set forth in Article 603 of the USA Swimming Rules and Regulations. OSI shall be divided into six (6) geographical commissions as listed in the OSI Policies and Procedures.
- 1.4 JURISDICTION - OSI 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 OSI'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). OSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Code of Regulations, the USA Swimming Rules and Regulations and all applicable policies and procedures.
- 1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - OSI shall comply with all agreements between OSI and USA Swimming.

ARTICLE 2

MEMBERSHIP

- 2.1 MEMBERS - The membership of OSI shall consist of the clubs, organizations and individuals who have registered with OSI as set forth in the USA Swimming Corporate Bylaws, including seasonal athlete membership and flex 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 Code of Regulations, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures, and code of conduct of OSI and USA Swimming.
- .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in OSI 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 OSI, including its obligations and responsibilities set forth in these Code of Regulations.
- .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 OSI, including its responsibilities as set forth in these Code of Regulations.

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 OSI Board of Directors.
- 3.2 SANCTION, APPROVAL AND OTHER FEES
- .1 SANCTION AND APPROVAL FEES - The OSI 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 OSI Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge

- 46 may be a flat amount, an amount related to the number of events swum, the number of individual swims, the
47 number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or
48 a combination of one or more of these or other bases.
- 49 .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees
50 and any service charges specified by OSI. If any of the sanction or approval fees or service charges are due at a
51 time following the submission for sanction or approval, the applicant shall promptly pay those fees or service
52 charges to OSI when due in accordance with OSI's fee schedule.
- 53 .4 FINES - The OSI Board of Directors may establish fines for noncompliance with policies adopted by the OSI
54 House of Delegates and/or the Board of Directors.

- 55 3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws
56 (Delinquent Dues and Fees).

57 ARTICLE 4
58 HOUSE OF DELEGATES

- 59 4.1 MEMBERS - The House of Delegates of OSI shall consist of the Group Member Representatives, the Board of Director
60 Members, the Governance Committee members, the OSI committee chairs and coordinators, the Non-Athlete At-Large
61 House Members, and Athlete At-Large House Members appointed.

- 62 .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its
63 membership an aggregate of three (3) a Group Member Representatives consisting of (a) two (2) Non-athlete
64 Representatives and (b) one (1) Athlete Representative. ~~and Each group member may also appoint~~ one or more
65 alternates to the foregoing. The appointment shall be in writing, addressed to the Secretary of OSI and duly
66 certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group
67 Member may withdraw its Group Member Representatives or one or more of its alternates and substitute a new
68 Group Member Representative or new alternate by written notice, addressed to the Secretary of OSI and signed
69 by the chief executive officer or secretary of the appointing Group Member. The representatives of any Group
70 Member are required to be Individual Members of USA Swimming in good standing and affiliated with Ohio
71 Swimming.

- 72 .2 BOARD OF DIRECTORS - Board of Director Members as designated in Section 5.1, athlete members as
73 designated in Section 5.2 and ex-officio members as designated in Section 5.3.

- 74 .3 GOVERNANCE COMMITTEE – Governance Committee Members as designated in Section 7.4.3B.

- 75 .4 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of
76 Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of
77 the Board of Directors. At-Large House Members shall hold office from the date of appointment through the
78 conclusion of the annual meeting of the House of Delegates following such appointment or until their successors
79 are appointed to the House of Delegates.

- 80 .5 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete
81 Representatives constitute at least 20% of the voting membership of the House of Delegates shall be appointed
82 by the Athlete Executive Committee and shall hold office from the date of appointment through the conclusion
83 of the annual meeting of the House of Delegates following such appointment or until their successors are
84 appointed to the House of Delegates.

- 85 .6 OTHER MEMBERS – OSI Committee Chairs and Coordinators shall serve as members of OSI House of
86 Delegates.

- 87 4.2 ELIGIBILITY - Only Individual Members of USA Swimming in good standing and affiliated with Ohio Swimming shall
88 be eligible to be appointed as at-large members of the House of Delegates.

- 89 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only
90 have one vote regardless of the number of positions held by such member.

- 91 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates
92 and of individuals shall be as follows:

- 93 .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, GOVERNANCE COMMITTEE
94 MEMBERS, AT-LARGE HOUSE MEMBERS AND OTHER MEMBERS - Each of the Group Member
95 Representatives, the Board Members, the Governance Committee Members, the At-Large House Members and
96 Other members as designated in Section 4.1 above shall have both voice and vote in meetings of the House of
97 Delegates.

- 98 .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the
99 House of Delegates and its committees and be heard at the discretion of the presiding officer.
- 100 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures, and programs.
101 In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate
102 Bylaws, or elsewhere in these Code of Regulations, the House of Delegates shall:
- 103 .1 Elect the officers, Athlete Board Representatives, Coach Vice-Chair (who ascends to the Coach Chair position
104 on the Board), members of the Administrative Review Board, and the committee chairs and coordinators listed
105 in Articles 6 and 7;
- 106 .2 Review, modify and adopt the annual budget of OSI recommended by the Board of Directors;
- 107 .3 Call annual, regular, and special meetings of the House of Delegates;
- 108 .4 Ratify or prospectively modify or rescind policy and programs established by the Board of Directors, except any
109 action or authorization by the Board of Directors with respect to contracts or upon which any person may have
110 relied shall not be modified or rescinded;
- 111 .5 Establish joint administrative committees, or undertake joint activities with other sports organizations where
112 deemed helpful or necessary by OSI;
- 113 .6 Amend the Code of Regulations of OSI in accordance with Section 9.3; and
- 114 .7 Remove from office any persons elected by the House of Delegates (Board Members, members of the
115 Administrative Review Board, or committee chairs or coordinators) who have failed to attend to their official
116 duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National
117 Board of Review for any of the reasons set forth in Article 404 of USA Swimming Rules and Regulations.
118 However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary
119 or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the
120 member's responsibilities or specific official duties or other reason and an opportunity to respond in writing
121 within twenty (20) days to such allegations.
- 122 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of OSI shall be held in the
123 Spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the Board of
124 Directors.
- 125 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the
126 General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or
127 should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed
128 by at least five (5) group members of the House of Delegates.
- 129 4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and place,
130 including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such meeting.
131 All in-person meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates
132 or the Board of Directors shall determine the location and time of all meetings of the House of Delegates. All meetings
133 conducted via telecommunications shall include means by which all persons participating in the meeting shall hear and
134 see each other at the same time and which ensures all votes duly cast by voting members are officially recorded.
- 135 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of OSI. Issues
136 pertaining to personnel, disciplinary action, legal, tax or similar affairs of OSI shall be deliberated and decided in a closed
137 session which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to
138 go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the
139 House of Delegates.
- 140 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.
- 141 4.11 VOTING - Except as otherwise provided in these Code of Regulations or the Parliamentary Authority, all motions, orders
142 and other propositions coming before the House of Delegates shall be determined by a majority vote.
- 143 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.

144 4.13 NOTICES

- 145 .1 TIME - Not less than twenty (20) days' written, or electronic notice shall be given to each member of the House
146 of Delegates for any annual, regular, or special meetings of the House of Delegates. See Section 14.1.3 for the
147 various permitted means of notice.
- 148 .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House
149 of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose
150 is the amendment of the Code of Regulations, a copy of the proposed amendment shall be included in the notice.
151 Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates
152 at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

153 ARTICLE 5
154 BOARD OF DIRECTORS

155 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators, and
156 representatives of OSI, together with those additional members designated in Sections 5.2 and 5.3:

- 157 .1 General Chair
158 .2 Administrative Vice-Chair
159 .3 Finance Vice-Chair
160 .4 Program Operations Vice Chair
161 .5 Program Development Vice Chair
162 .6 Coach Chair
163 .7 Athlete Board Representatives (2)
164 .8 Secretary
165 .9 Treasurer
166 .10 Senior Vice-Chair
167 .11 Age Group Vice-Chair
168 .12 Safe Sport Chair
169 .13 Officials Chair
170 .14 Diversity, Equity and Inclusion (DEI) Chair
171 .15 Athlete At-Large Board Members [as needed]

172 5.2 ATHLETE AT-LARGE BOARD MEMBERS – Athlete Representatives from the Athlete Executive Committee (AEC)
173 and the OSI Athlete Committee (OAC) shall be appointed by the General Chair with advice and consent of the Athlete
174 Board Representatives and serve as Athlete At-Large Board Members such that athletes constitute at least twenty percent
175 (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Board
176 Representatives). The Athlete At-Large Board Members shall meet the same requirements as the Athlete Board
177 Representatives set forth in Section 6.2.1. All Athlete At-Large Board Members shall hold office from the date of their
178 appointment through the conclusion of the second annual meeting of the House of Delegates following such appointment,
179 or until their successors are appointed.

180 5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors:

- 181 .1 The Immediate Past General Chair of OSI, if the Individual Member is in good standing;
182 .2 Ohio Swimming Permanent Office Staff
183 .3 USA Swimming Committee Members, who are Individual Members in good standing and affiliated with Ohio
184 Swimming.
185 .4 Any Athlete Representative(s) appointed by the Athlete Executive Committee. At the time of appointment, the
186 Athlete Representative must (a) be an athlete member in good standing; (b) be at least 14 years of age.
187 .5 Coach Vice Chair as elected in Section 6.2.2.
188 .6 Athlete Coordinator / Liaison

189 5.4 LIMITATIONS

- 190 .1 No more than three (3) Members of any Group Member shall serve as voting members on the Board of Directors
191 at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.
192 .2 No employee of OSI may serve as a voting member of the Board of Directors.

- 193 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and
194 individuals shall be as follows:
- 195 .1 BOARD MEMBERS - Each Board Member (other than the ex-officio members) shall have both voice and vote in
196 meetings of the Board of Directors and its committees.
- 197 .2 EX-OFFICIO BOARD MEMBERS - Unless entitled to vote under another provision of these Code of Regulations,
198 the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.
- 199 .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the
200 discretion of the presiding officer.
- 201 5.6 DUTIES AND POWERS - The Board of Directors shall act for OSI and the House of Delegates during the intervals
202 between meetings of the House of Delegates, except that it shall not amend these Code of Regulations or remove a Board
203 Member, an Administrative Review Board member, or other person not appointed by the Board of Directors. Any actions
204 taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or
205 rescission. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in
206 these Code of Regulations, the Board of Directors shall have the power, and it shall be its duty to:
- 207 .1 Establish and direct policies, procedures, and programs for OSI;
- 208 .2 Oversee the conduct by the officers of OSI of the day-to-day management of the affairs of OSI;
- 209 .3 Provide advice and consent to appointments proposed by the General Chair as required under these Code of
210 Regulations or the OSI Policies and Procedures;
- 211 .4 Cause the preparation and presentation to the House of Delegates of the annual budget of OSI and make a
212 recommendation to the House of Delegates concerning the approval or disapproval thereof;
- 213 .5 Approve the annual review/audit;
- 214 .6 Call regular or special meetings of the Board of Directors or the House of Delegates;
- 215 .7 Retain such independent contractors and employ such persons as the Board shall determine are necessary or
216 appropriate to conduct the affairs of OSI;
- 217 .8 Appoint other officers, agents, or committees or coordinators to hold office for the terms specified. These
218 appointees shall have the authority and perform the duties as provided in these Code of Regulations, the OSI
219 Policies and Procedures or as may be provided in the resolutions appointing them, including any powers of the
220 Board of Directors as may be specified, except as may be inconsistent with any other provision of these Code of
221 Regulations. To the extent not provided elsewhere in these Code of Regulations, the Board of Directors may
222 delegate to any officer, agent, or committee or coordinator the power to appoint any such subordinate officers,
223 agents, or committees or coordinators and to prescribe their respective terms of office, authorities, and duties;
224 and
- 225 .9 Remove from office any Board Members, committee chairs, or committee members or coordinators of OSI who
226 were appointed by the Board and who have failed to attend to their official duties or member responsibilities or
227 have done so improperly, or who would be subject to penalty by the National Board of Review for any of the
228 reasons set forth in the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming
229 Operating Manual. However, no At-Large Board Member, or committee chair or coordinator may be removed
230 without receiving the thirty (30) days' written notice specifying the alleged deficiency in the performance of the
231 member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing
232 within twenty (20) days to such allegations.
- 233 5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation
234 or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend.
235 By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on
236 any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.
- 237 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may
238 participate in meetings of the Board of Directors through conference equipment by means of which all persons
239 participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at
240 a meeting.
- 241 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted
242 by the Board of Directors.
- 243 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the

244 Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful,
245 a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.

246 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members listed in 5.1.

247 5.12 VOTING - Except as otherwise provided in these Code of Regulations or the Parliamentary Authority, all motions, orders
248 and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or
249 other proposal the effect of which is to override policy or program established by the House of Delegates shall be
250 determined by a two-thirds vote after at least fourteen (14) days' written notice.

251 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.

252 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of
253 Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing and
254 the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes
255 as votes taken at a meeting.

256 5.15 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meetings of the Board of Directors,
257 except elections, or removals of appointed Board members, committee chairs and members, may be taken without a
258 meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall
259 distribute a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action,
260 provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the
261 period specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only
262 when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of
263 the votes entitled to be cast.

264 5.16 NOTICES

265 .1 TIME - Not less than three (3) days' written notice shall be given to each Board Member for any annual, regular
266 or special meetings of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)

267 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special
268 meetings, the expected purpose.

269 ARTICLE 6
270 OFFICERS AND DIRECTORS

271 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting.

272 .1 General Chair [Odd years]
273 .2 Administrative Vice-Chair [Even years]
274 .3 Finance Vice-Chair [Even years]
275 .4 Program Operations Vice Chair [Even years]
276 .5 Program Development Vice Chair [Odd years]
277 .6 Secretary [Even years]
278 .7 Treasurer [Odd years]

279 6.2 OTHER DIRECTORS

280 .1 ATHLETE BOARD REPRESENTATIVES - Two (2) Athlete Board Representatives shall be elected by the
281 House of Delegates, one each year at the annual meeting, for a two-year term or until their respective successors
282 are elected. They shall be designated as the Junior Athlete Board Representative in their first year and Senior
283 Athlete Board Representative in their second year. At the time of election, the Athlete Board Representative
284 must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years
285 of age, (c) have actively served on the OSI athlete committee in the current year of election, (d) have served as
286 an Athlete At-Large Board Member in the current year of election, (e) be currently competing, or have competed
287 within the two (2) immediately preceding years, in a USA Swimming sanctioned event conducted by OSI or
288 another LSC; and (f) have their place of permanent residence in the Territory and expect to reside therein
289 throughout at least the first half of the term (other than periods of enrollment in an institution of higher education).

290 .2 COACH CHAIR - Elections will be held in even years, with one (1) coach elected by the House of Delegates,
291 at the annual meeting, every two years. The coach elected shall serve as Coach Vice-Chair in the first two years

of a four-year term and as Coach Chair in the last two years of the term. Only the Coach Chair shall serve on the Board of Directors. The Coach Vice-Chair will serve as an ex-officio member on the Board of Directors.

.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 at the annual meeting:

1. Officials Chair [Odd years]

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

1. Safe Sport Chair

2. Age Group Vice-Chair

3. Senior Vice-Chair

4. Diversity, Equity & Inclusion Chair

C. The following committee chairs/coordinators/at-large Board members shall be appointed by the General Chair with the advice and consent of the Athlete Board Representatives:

1. Athlete At-Large Board Members

6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing and affiliated with OSI 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 members of the Board of Directors shall be two (2) years, except the Coach Representative which shall be four (4) years.

.2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen.

.3 CONSECUTIVE TERMS LIMITATION - Except for Officials Chair and Safe Sport Chair, no 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 Code of Regulations, the OSI 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.

- 340 .2 OFFICES OF ATHLETE BOARD REPRESENTATIVES OR COACH REPRESENTATIVES OR ANY
341 POSITION ELECTED - In the event of a vacancy or of the permanent incapacity of a person holding the office
342 of Athlete Board Representative or Coach Representative, or person who has been elected, the General Chair
343 may appoint, with the advice and consent of the Board of Directors, an eligible member to serve the remainder
344 of the term of office or until the respective body shall elect a successor.
- 345 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes
346 vacant, or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House
347 of Delegates with the advice and consent of the electing body. The determination as to when the General Chair
348 is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise
349 shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of
350 Delegates.
- 351 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.7 and 5.6.9 of these Code of
352 Regulations.
- 353 6.11 OFFICERS' POWERS GENERALLY
- 354 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair and Administrative Vice-Chair each
355 may sign and execute in the name of OSI deeds, mortgages, bonds, contracts, agreements or other instruments
356 duly authorized by the OSI Policies and Procedures, the Board of Directors or the House of Delegates, except in
357 cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another
358 officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed.
359 Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of
360 Delegates.
- 361 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as
362 prescribed in the OSI Policies and Procedures or by the House of Delegates, the Board of Directors, the General
363 Chair, the respective division chair, the delegating officer, or these Code of Regulations.
- 364 .3 DELEGATION - Officers of OSI may delegate any portion of their powers or duties to an individual or a
365 committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without
366 the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or
367 wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these
368 Code of Regulations and with the consent of the Personnel Committee, any officer may delegate any portion of
369 that officer's powers or duties to the paid staff of OSI. A delegation of powers or duties shall not relieve the
370 delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or
371 fulfilled.
- 372 6.12 DEPOSITORIES AND BANKING AUTHORITY
- 373 .1 DEPOSITORIES, ETC. - All receipts, income, charges, and fees of OSI shall be deposited to its credit in the
374 banks, trust companies, other depositories or custodians, investment companies or investment management
375 companies as the Board of Directors determines.
- 376 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all
377 notes or other evidences of indebtedness issued in the name of OSI shall be signed by the General Chair, the
378 Treasurer or other officer or officers or agent or agents of OSI, and in the manner, as shall be determined by the
379 Finance Vice-Chair, the Finance Committee or the Board of Directors.

380 ARTICLE 7
381 DIVISIONS, COMMITTEES AND COORDINATORS

- 382 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS -
383 The divisions of OSI shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities
384 described in the OSI Board Policy Manual.
- 385 .1 GENERAL CHAIR DIVISION – General Chair
386 .2 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
387 .3 PROGRAM DEVELOPMENT DIVISION - Program Development Vice-Chair
388 .4 PROGRAM OPERATIONS DIVISION - Program Operations Vice-Chair
389 .5 FINANCE DIVISION - Finance Vice Chair
390 .6 ATHLETES DIVISION - Senior Athlete Board Representative
391 .7 COACHES DIVISION - Coach Chair

392 .8 PROGRAM MANAGEMENT DIVISION – Permanent Office Managing Director

393 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

394 .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board
395 members, but are elected by the House of Delegates, a committee or division, are as follows: [reserved for future
396 use]

397 .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently
398 held.

399 .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators
400 shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective
401 division chair. The appointed committee chair or coordinator shall assume office upon appointment, or the date
402 designated by the General Chair and shall serve until a successor is appointed and assumes office.

403 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates
404 are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in
405 these Code of Regulations or the OSI Policies and Procedures, members of each committee shall be appointed by the
406 General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete
407 Representatives of each committee shall be appointed by the General Chair with the advice of the Athlete Executive
408 Committee. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every
409 committee. The division chair shall be an ex-officio member, with voice and vote, of each committee within the
410 respective division.

411 7.4 STANDING COMMITTEES & COORDINATORS

412 .1 ATHLETE EXECUTIVE COMMITTEE (AEC)

413 A. CHAIR - The Senior Athlete Board Representative (Senior Athlete Director) shall be the chair of the
414 committee.

415 B. MEMBERS - The Athletes Committee shall consist of the Senior and Junior Athlete Board
416 Representatives, and ten (10) additional Athlete Representatives appointed by the Senior and Junior
417 Athlete Board Representatives in accordance with the Athlete Committee Manual.

418 C. DUTIES – The duties of the Athlete Executive Committee are prescribed in the OSI Athlete Committee
419 Manual. The Athlete Executive Committee shall act for the OSI Athlete Committee during the intervals
420 between meetings of the OSI Athlete Committee.

421 .2 OHIO ATHLETE COMMITTEE (OAC)

422 A. CHAIR - The Senior Athlete Board Representative shall be the chair of the committee.

423 B. MEMBERS - The Athletes Committee shall consist of the elected Athlete Board Representatives, the
424 Athlete Executive Committee (AEC), the Athlete At-Large and Ex-Officio Board Representatives and
425 additional Athlete Group Member Representatives appointed in accordance with the Athlete Committee
426 Manual.

427 C. DUTIES - The Athlete Committee shall have general charge of the business and affairs of the Athletes
428 of OSI, and shall undertake such activities (a) delegated to it by the Board of Directors or the General
429 Chair or (b) undertaken by the Committee as being in the best interests of the Athlete Members, OSI,
430 USA Swimming and the sport of swimming

431 .3 FINANCE COMMITTEE

432 A. CHAIR - The chair shall be the Finance Vice-Chair.

433 B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer,
434 the General Chair, the Administrative Vice Chair, and a sufficient number of Athlete Representatives
435 so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

436 C. DUTIES -

437 1. To develop, establish where so authorized, or recommend to the Board of Directors, and supervise
438 the execution of policy regarding the investment of OSI's working capital, funded reserves, and
439 endowment funds, within the guidelines, if any, established by the Board of Directors or the House
440 of Delegates. The Finance Committee shall also regularly review OSI'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 OSI. If conducted internally, a minimum of three (3) committee members with a sufficient number of Athlete Representatives 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.

.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 five (5) Individual Members of Ohio Swimming Inc. in good standing and have some board operations or executive level experience. The committee shall be comprised of four (4) Non-athlete members, to include the immediate past General Chair (if willing and able to serve) and an Athlete Representative. Geographical representation will be considered in the selection of candidates. Each member shall serve a four-year term, staggered so that one-fourth (1/4) of the non-athlete members are appointed each year. The Athlete Representative shall be appointed annually. No Governance Committee members shall be current members of the OSI Board of Directors while serving on the Governance Committee. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until after a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation. In no case shall the General Chair serve on the Governance Committee.
- C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist of a majority of its voting members. For all other meetings, a quorum shall consist of those members present and voting.
- D. DUTIES
 1. To assist in periodic evaluation of the mission and vision statements and the Code of Regulations of OSI;
 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 and Administrative Review Board members 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 OSI 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;

- 494 10. To design and implement Board orientation and an ongoing program of Board education and
495 development; and
- 496 11. To lead periodic assessment of the Board's performance (as a whole and of individual members)
497 and make recommendations to enhance Board effectiveness.

498 .5 EXECUTIVE COMMITTEE

- 499 A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for
500 the Board of Directors and OSI between meetings of the Board and the House of Delegates. Limitations
501 to the authority and power of the Executive Committee shall be determined by the Board of Directors
502 and included in the OSI Policies and Procedures.
- 503 B. MEMBERS - The members of the Executive Committee shall be the
- 504 1. General Chair, who shall act as chair,
505 2. Administrative Vice-Chair
506 3. Program Operations Vice-Chair
507 4. Program Development Vice-Chair
508 5. Secretary
509 6. Finance Vice-Chair
510 7. Senior Coach Representative
511 8. Senior Athlete Board Representative
512 9. Junior Athlete Board Representative
- 513 C. EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Executive
514 Committee and shall have voice but no vote in meetings of the Executive Committee:
- 515 1. Permanent Office Managing Director or Designee
516 2. Treasurer
- 517 D. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place
518 within the Territory when called by the General Chair or any three (3) members of the Committee
519 with a minimum of three (3) days' notice required.
- 520 E. QUORUM - A quorum of the Executive Committee shall consist of a majority of the members of the
521 Committee.
- 522 F. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the
523 Board of Directors, the Executive Committee shall make a report of its activities since the last Board
524 of Director's meeting for ratification or prospective modification or rescission, provided, however,
525 that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by
526 signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of
527 Directors or the House of Delegates.

528 .6 OTHER STANDING COMMITTEES AND COORDINATORS

- 529 A. Athlete Coordinator / Liaison
530 B. Camps/Clinics
531 C. Disability Swimming
532 D. Diversity, Equity & Inclusion
533 E. Officials
534 F. Open Water
535 G. Operational Risk
536 H. Personnel
537 I. Safe Sport
538 J. Zone Team
- 539 1. MEMBERS – The members of the standing committees shall be outlined in the OSI Board Policy
540 Manual.
- 541 2. DUTIES – The duties of the standing committees shall be outlined in the OSI Board Policy Manual.

542 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs,

543 committee chairs, and coordinators (in addition to those provided elsewhere in these Code of Regulations) shall be as
544 follows:

- 545 .1 Preside at all meetings of the respective division, committee, or subcommittee;
- 546 .2 See that all duties and responsibilities of the coordinator or the respective division, committee, or sub-committee
547 in their charge are properly and promptly carried out;
- 548 .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the
549 coordinator or division or committee, respectively;
- 550 .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members
551 and the staff to keep them fully informed;
- 552 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting
553 and forward reports or minutes of all meetings to the staff; and
- 554 .6 Perform the other specific duties listed in OSI Board Policy Manual or as may be delegated by the General Chair,
555 the respective division chair or committee chair, the Board of Directors, or the House of Delegates.

556 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Code of Regulations, the duties of
557 the committees shall be prescribed by the OSI Board Policy Manual.

558 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of OSI shall
559 be held as determined by the respective Vice-chairs or committee or sub-committee chair.

560 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel
561 Committee meeting, shall be open to all members of OSI. Matters relating to personnel, disciplinary action, legal, taxation
562 and similar affairs shall be deliberated and decided in a closed session which only the respective members are entitled to
563 attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving
564 of confidential treatment or of personal concern to any member of the committee or sub-committee.

565 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and
566 vote in their respective meetings.

567 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may
568 be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written
569 consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a
570 meeting.

571 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a
572 meeting of the committee or through conference equipment by means of which all persons participating in the meeting
573 can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

574 7.12 QUORUM - Except as otherwise provided in these Code of Regulations or in the resolution or other action establishing a
575 committee, a quorum of any committee shall consist of those members present.

576 7.13 VOTING - Except as otherwise provided in these Code of Regulations or the Parliamentary Authority, all motions, orders
577 and other propositions coming before a committee shall be determined by a majority vote.

578 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.

579 7.15 NOTICES

- 580 .1 TIME - Except as otherwise provided in these Code of Regulations or the resolution or other action establishing
581 a committee, not less than three (3) days' written notice shall be given for any meeting of a committee.
- 582 .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.

583 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the
584 General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the
585 resignation shall take effect upon the appointment of a successor.

586 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a
587 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 - 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 OSI, or to another committee, subcommittee, or coordinator, or with the consent of the Board of Directors, to the paid staff of OSI. 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 Code of Regulations, in the resolution creating the committee or in the OSI 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

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

ARTICLE 9 ORGANIZATION, AMENDMENT OF CODE OF REGULATIONS AND DISSOLUTION

9.1 NON-PROFIT AND CHARITABLE PURPOSES - OSI 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 Code of Regulations, OSI 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 OSI 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 OSI are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Code of Regulations. No part of the net earnings, properties, or assets of OSI shall inure to the benefit of any private person or any member, officer or director of OSI.

9.3 AMENDMENTS - Any provision of these Code of Regulations not mandated by USA Swimming may be amended at any meeting of the OSI 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 Code of Regulations shall be effective on the date established in the amending USA Swimming legislation.

9.4 DISSOLUTION - OSI 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 OSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of OSI, 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 OSI 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 - OSI 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 OSI, 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 OSI 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

- 639 provided by law, that indemnification of the Indemnified Person is proper in the circumstances. OSI may, to the full extent
640 permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of
641 any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- 642 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise
643 indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful
644 disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming
645 Code of Conduct or these Code of Regulations or who is convicted of a crime (including felony, misdemeanor and lesser
646 crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar
647 offenses, or who is found by the National Board of Review or the U.S. Center for SafeSport to have committed actions
648 which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act)
649 was, or was directly related to, the predicate acts of the conviction or finding.
- 650 10.3 INDEMNIFIED PERSONS - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a
651 Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee
652 chair or member, coordinator, volunteer, employee or agent of OSI, or is or was serving at the direct request of OSI as a
653 director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator,
654 volunteer, employee or agent of another person or entity involved with the sport of swimming.
- 655 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include
656 expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in
657 settlement, and, except as limited by applicable laws, these expenses shall be paid by OSI in advance of the final disposition
658 of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to OSI's obligation to indemnify,
659 OSI may require an undertaking from the Indemnified Person obliging them to repay such sums if it is subsequently
660 determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation
661 or other gain, if OSI determines that there is reasonable doubt as to such person's ability to make any repayment, OSI shall
662 not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed
663 to limit the right of OSI to indemnify any other person for any such expenses to the full extent permitted by law, nor shall
664 it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of
665 members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity
666 while holding such office.
- 667 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has
668 died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators,
669 heirs, executors, administrators and trustees of the Indemnified Person.

670 ARTICLE 11
671 PARLIAMENTARY AUTHORITY

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

676 ARTICLE 12
677 MISCELLANEOUS

- 678 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Code of Regulations shall be
679 determined by a final judicial decision to be, or as a result of a change in the law of the State of Ohio become, illegal,
680 invalid or unenforceable, the remainder of these Code of Regulations shall continue in full force and effect.
- 681 12.2 FISCAL YEAR - The fiscal year of OSI shall end on the last day of August.
- 682 12.3 TAX STATUS; INTERPRETATION OF CODE OF REGULATIONS - It is intended that OSI shall have and continue
683 to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS
684 Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under
685 sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that OSI shall have
686 that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent
687 possible to the extent not contrary to applicable federal requirements. These Code of Regulations shall be interpreted
688 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 2.2 and the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual, 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, OSI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within OSI 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, OSI or the sport of swimming into disrepute. This Article, together with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual, is intended to provide a fair hearing before a group of independent and impartial people. This Article and the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual shall be construed accordingly.

13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION

- .1 Establishment - The Administrative Review Board of OSI shall be independent and impartial.
- .2 Members - The Administrative Review Board shall have ten (10) regular members, at least four (4) of whom shall be Athlete Representatives. At least three (3) members (including an Athlete Representative) of the Administrative Review Board shall hear each case. 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 Code of Regulations 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 annually elect five (5) regular and alternate members of the Administrative Review Board, at least two (2) of which must be Athlete Representatives.
 - B. Term of Office - The term of office shall be two (2) years. Each member shall assume office upon election and shall serve until a successor takes office. The exception being that any case in progress at the time of selection shall continue with the same panel until conclusion of the proceeding.
 - C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual Member of OSI and USA Swimming. In no case shall members of the voting 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 annually by a majority vote of the regular members of the Administrative Review Board. The Chair shall annually 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.
- .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 themselves 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 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 OSI 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 Code of Regulations.

.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 National Board of Review pursuant to the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual.

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 Code of Regulations.

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

- 788 .3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -
- 789 A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and
- 790 addressed to the last known address shall be deemed given or delivered upon the postmark date for all
- 791 purposes under these Code of Regulations.
- 792 B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address
- 793 shall be deemed given or delivered for all purposes under these Code of Regulations.
- 794 C. Last Known Mail or Email Address - For all purposes under these Code of Regulations, the last known
- 795 mail or email address of a member of OSI shall be the mail or email address on file with OSI or in
- 796 SWIMS.
- 797 .4 TIME PERIOD CONVENTION - In computing time periods established by these Code of Regulations, the
- 798 initial time period (days or hours) shall not be included but the last period shall be included.
- 799 .5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the
- 800 authority of these Code of Regulations shall be considered to have been waived if a member attends or
- 801 participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest
- 802 opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the
- 803 member is a Group Member Representative, then the relevant Group Member shall be treated as having waived
- 804 the untimely or insufficient notice to the same extent.
- 805 14.2 DEFINITIONS - When used in these Code of Regulations, the following terms shall have the meanings indicated in this
- 806 Section, and the definitions of such terms are equally applicable both to the singular and plural forms.
- 807 .1 ARTICLE - a principal subdivision of these Code of Regulations.
- 808 .2 ATHLETE BOARD REPRESENTATIVE - an Athlete Representative elected to represent athletes in the
- 809 House of Delegates and on the Board of Directors
- 810 .3 ATHLETE REPRESENTATIVE – shall be (a) an athlete member in good standing; (b) currently
- 811 competing or have competed within the two (2) immediately preceding years, in a USA
- 812 Swimming sanctioned event conducted by OSI or another LSC, and (c) have their place of
- 813 permanent residence in the Territory and expect to reside therein throughout at least the first half
- 814 of the term (other than periods of enrollment in an institution of higher education).
- 815 .4 BOARD MEMBER - a member of the Board of Directors, including the At-Large and Ex-Officio Board
- 816 Members.
- 817 .5 BOARD OF DIRECTORS - the Board of Directors of OSI.
- 818 .6 CERTIFICATE OF INCORPORATION - the document filed with Secretary of State of Ohio pursuant to
- 819 which OSI was formed.
- 820 .7 CODE OF REGULATIONS - these Code of Regulations as adopted and amended from time to time by, and
- 821 in effect for, OSI.
- 822 .8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates
- 823 and on the Board of Directors.
- 824 .9 COACH CHAIR – the Coach Representative most senior in terms of office.
- 825 .10 COMMISSION – one of the six (6) geographic commissions within Ohio Swimming Inc.
- 826 .11 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the
- 827 House of Delegates.
- 828 .12 HOUSE OF DELEGATES - the House of Delegates of OSI as established by Article 4 of these Code of
- 829 Regulations.
- 830 .13 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of OSI.
- 831 .14 INDIVIDUAL MEMBER – Athlete Members, Coach Members, Officials, other Non-athlete members and
- 832 Life Members of USA Swimming.
- 833 .15 IRS CODE - the current United States Internal Revenue Code.
- 834 .16 LOCAL SWIMMING COMMITTEE / LSC - OSI as defined by the USA Swimming Corporate Code of
- 835 Regulations.

- 836 .17 MEMBER - a Group Member or an Individual Member.
- 837 .18 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established
- 838 pursuant to the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming
- 839 Operating Policy Manual. Where the context requires, a reference to the National Board of Review shall
- 840 include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from
- 841 the National Board of Review.
- 842 .19 OSI – the Ohio not-for-profit corporation to which these Code of Regulations pertain.
- 843 .20 POLICIES AND PROCEDURES - the principles, rules, and guidelines of OSI, as amended and adopted by
- 844 the Board of Directors or the House of Delegates.
- 845 .21 SECTION - a subdivision of the Articles of these Code of Regulations.
- 846 .22 TERRITORY - the geographic territory over which OSI has jurisdiction as a Local Swimming Committee.
- 847 .23 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national
- 848 governing body for the United States for the sport of swimming.
- 849 .24 WORLD AQUATICS - the international governing body for the sport of swimming.
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