

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

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

(Approved by the House of Delegates 11/10/96 and USA Swimming, Inc. 2/12/97)

(Revised October 2004, October 2006, April 2008, May 2009, October 2009, April 2010, May 2011, May 2013, May 2014, January 2015, October 2015, May 2016, September 2016, May 2017, October 2017, May 2019, May 2020, September 2020, April 2021, December 2022, and October 2023)

**ARTICLE 1**

**NAME, OBJECTIVES, TERRITORY AND JURISDICTION**

- 1.1 **NAME** - The name of the corporation shall be as set forth in the Certificate of Incorporation filed with New York State. The name of the corporation is currently Niagara Swimming, Inc. (hereinafter referred to as "NISI").
- 1.2 **OBJECTIVES** - The objectives and primary purpose of NISI shall be as set forth in the Certificate of Incorporation filed with New York State. The current purposes are the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. NISI 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, Inc., and NISI and its Certificate of Incorporation.
- 1.3 **GEOGRAPHIC TERRITORY** - The geographic territory of NISI is as set forth in Article 603 of the USA Swimming Rules and Regulations.
- 1.4 **JURISDICTION** - NISI 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 NISI's objectives and those of USA Swimming and to sanction, approve, oversee and conduct competitive swimming events within its Territory, and its Region and Zone (as those terms are defined in Part Six of the USA Swimming Rules and Regulations). NISI 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** - NISI shall comply with all agreements between NISI and USA Swimming.

**ARTICLE 2**

**MEMBERSHIP**

- 2.1 **MEMBERS** The membership of NISI shall consist of the clubs, organizations and individuals who have registered with NISI as set forth in the USA Swimming Corporate Bylaws, including the optional categories of seasonal athlete membership, flex membership, and single event open water athlete membership.
  - .1 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 NISI and USA Swimming.

- .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in NISI 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.
  - .3 Persons other than Life Members who register as unattached members must reside within the geographic boundaries of NISI.
- 2.2 MEMBERSHIP VOTING RIGHTS – All voting rights given to members under the Corporation’s Certificate of Incorporation, these Bylaws and the Not-for-Profit Corporation Law shall be vested with the members of the NISI House of Delegates. Members may establish their own procedures for the selection of Delegates.

2.3 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 NISI, 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 NISI, 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 NISI Executive Committee.

3.2 SANCTION, APPROVAL AND OTHER FEES

- .1 SANCTION AND APPROVAL FEES - The Executive Committee 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 Executive Committee 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 NISI. If any of the sanction or approval fees or service charges is due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to NISI when due in accordance with NISI’s fee schedule.
- .4 FINES - The NISI Executive Committee may establish fines for noncompliance with policies adopted by the NISI House of Delegates and/or the Executive Committee.

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

ARTICLE 4

## HOUSE OF DELEGATES<sup>1</sup>

- 4.1 DELEGATES - The House of Delegates of NISI shall consist of not less than three (3) individuals and shall be comprised of the Group Member Representatives, the Executive Committee Members, Athlete Committee Members, the Non-Athlete-At-Large House Members, and the Athlete-At-Large House Members appointed, as defined below. The House of Delegates shall be considered the governing body responsible for the general oversight of NISI. References in the New York Not-for-Profit Corporation Law (N-PCL) to a Board of Directors shall be deemed to mean the House of Delegates.
- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall select from its membership one Athlete and one Non-Athlete Group Member Representative and one or more alternates to the House of Delegates. The Group Member's Athlete Representative must (a) be an Athlete Member in good standing; (b) be at least sixteen (16) years of age; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by NISI or another LSC; and (d) reside in the Territory. Such appointment shall be evidenced by presentation of appropriate documentation at the House of Delegates. The selections shall be in writing, addressed to the Secretary of NISI and duly certified by the chief executive officer or secretary of the appointing Group Member. The Group Member may withdraw its Group Member Representative or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of NISI and signed by the chief executive officer or secretary of the Group Member. The representatives of any Group Member are required to be Individual Members of USA Swimming.
- .2 EXECUTIVE COMMITTEE – Executive Committee Members as designated in Article 5 of these Bylaws.
- .3 ATHLETE COMMITTEE MEMBERS – Athlete Committee Members as designated in Article 7.4.1 of these Bylaws.
- .4 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete Individual Members in good standing may be appointed as At-Large House Members by the General Chair with the advice and consent of the Executive Committee. 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.
- .5 ATHLETE AT-LARGE HOUSE MEMBERS – To ensure that Athlete Representatives constitute at least 20% of the voting membership of the House of Delegates, a sufficient number of Individual Members in good standing that are athletes, who are at least sixteen (16) years of age, shall be appointed as At-Large House Members by the General Chair with advice and consent of the Executive Committee 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.

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<sup>1</sup> For purposes of these Bylaws, the House of Delegates shall serve as the “Board of Directors” as defined, and with such powers given, under Section 701 of the New York Not-for-Profit Corporation Law (“N-PCL”).

- 4.2 ELIGIBILITY - Only Individual Members of NISI in good standing shall be eligible to be elected or appointed by the House of Delegates as At-Large House Members.
- 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 - The voice and voting rights of members of the House of Delegates shall be as follows:
  - .1 GROUP MEMBER REPRESENTATIVES, EXECUTIVE COMMITTEE MEMBERS, AND THE AT-LARGE HOUSE MEMBERS - Each of the Group Member Representatives, the Executive Committee Members, and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates. Any Athlete Group Member representative who is not sixteen (16) years of age shall serve in a non-voting capacity.
  - .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend and participate in open meetings of the House of Delegates and its committees at the discretion of the presiding officer, but in no event shall such individuals have any voting rights nor shall the presence of individuals count toward a meeting quorum.
- 4.5 DUTIES AND POWERS - The House of Delegates shall manage NISI and oversee the establishment of NISI 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 authority of the House of Delegates shall include, but not be limited to:
  - .1 Electing the officers, committee chairs and coordinators listed in Articles 6 and 7;
  - .2 Electing the members of the Governance Committee;
  - .3 Reviewing, modifying and adopting the annual budget of NISI recommended by the Executive Committee;
  - .4 Calling regular and special meetings of the House of Delegates;
  - .5 Ratifying or prospectively modifying or rescinding policies and programs established by the Executive Committee, except any action or authorization by the Executive Committee with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
  - .6 Establishing joint administrative committees, or undertaking joint activities, with other sports organizations where deemed helpful or necessary by NISI;
  - .7 Amending the Bylaws of NISI in accordance with Section 9.3; and
  - .8 Removing from office any persons elected by the House of Delegates (Executive Committee 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 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 MEETING – The annual meeting of the House of Delegates shall be held no later than June 15 of each year at such time and place within the Territory as designated by the Executive Committee in accordance with Section 4.9.

.1 ANNUAL REPORT - The House of Delegates shall present at the Annual Meeting of Members a report verified by the General Chair and Treasurer or by a majority of the Delegates, or certified by a firm of independent accountants, showing in appropriate detail the following:

- (i) the assets and liabilities, including the trust funds, of NISI;
- (ii) the principal changes in assets and liabilities, including trust funds;
- (iii) the revenue or receipts of NISI, both unrestricted and restricted to particular purposes;
- (iv) the expenses or disbursements of NISI for both general and restricted purposes; and
- (v) the number of members of NISI as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and places of residence of the current members may be found.

4.7 REGULAR MEETINGS – At least one regular meeting [“fall meeting”] shall be held by the House of Delegates no later than November 15 of each year. Other regular meetings of the House of Delegates shall be held in accordance with a schedule adopted by the House of Delegates.

4.8 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the House of Delegates, the Executive Committee or the General Chair. Should the House of Delegates or the Executive Committee or the General Chair fail to call the “fall” or other 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) members of the House of Delegates, or by any three (3) members of the Executive Committee. Such meetings shall be called within three (3) weeks of receipt of the petition with proper notice of the meeting being given.

4.9 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 Executive Committee 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.

4.10 OPEN MEETINGS / CLOSED SESSIONS - House of Delegates meetings shall be open to all Members of NISI. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of NISI 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.

4.11 QUORUM – One-third (1/3) of the Entire House of Delegates shall be a quorum for the transaction of business. A majority of the Delegates present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Delegate.

4.12 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. Each Delegate shall have one vote.

.1 INCREASED HOUSE OF DELEGATE VOTING - The following actions require approval by two-thirds vote of the **Entire House of Delegates**:

- (i) the purchase of real property that will constitute all or substantially all of the assets of NISI once purchased; and
- (ii) the sale, lease, mortgage, exchange or other disposition of real property that constitutes all or substantially all of the assets of NISI.

Any purchase, sale, mortgage, lease, exchange or other transfer of real property that does not constitute all or substantially all of the Corporation's assets may be approved by a committee of the House of Delegates. Such committee shall promptly report any actions it takes to the House of Delegates no later than the next regular meeting of the House of Delegates.

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

.3 VOTING WITHOUT MEETING - Any action required or permitted to be taken by the House of Delegates or any committee may be taken without a meeting if **all** members of the House of Delegates or committee consent to the adoption of a resolution authorizing the action. The resolution and the written consents of the Delegates or committee members shall be filed with the minutes of the House of Delegates. Consents may be provided: (i) in a writing signed by the Delegate or committee member either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Delegate or committee member.

#### 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.

.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.

.3 PERMITTED MEANS OF NOTICE - Notice of all meetings shall be given personally, by fax,

by e-mail or by mail. If notice is sent by fax or e-mail, notice is given when directed to the individual's fax number or e-mail address provided by the individual to NISI; provided, that notice shall not be deemed delivered if: (a) NISI is unable to deliver two (2) consecutive notices to the individual by e-mail or fax; or (b) NISI otherwise becomes aware that notice cannot be delivered to the individual by e-mail or fax.

- .4 PARTICIPATION IN MEETINGS BY CONFERENCE - Any or all Delegates may participate in a meeting by means of a telephone conference, electronic video screen communication or similar communications equipment. Participation may be for the entire meeting or only a specific vote; provided the participating Delegate must be present for discussion of the voting matter before casting a vote. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the House of Delegates, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.
- .5 WAIVER OF NOTICE - Notice of a meeting need not be given to any Delegate: (a) who submits a signed waiver of notice either before or after the meeting; or (b) who attends the meeting without protesting the lack of notice to him prior to or at the start of the meeting. Waivers may be provided: (i) in a writing signed by the Delegate either in hard copy or by affixing a signature by any reasonable means (e.g., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Delegate submitting the waiver.

## ARTICLE 5 EXECUTIVE COMMITTEE<sup>2</sup>

5.1 MEMBERS –The Executive Committee of NISI shall consist of:

.1 The individuals elected to the following positions, serving *ex officio*:

- (a) General Chair (elected in odd-numbered years)
- (b) Administrative Vice-Chair (elected in even-numbered years)
- (c) Finance Vice-Chair (elected in odd-numbered years)
- (d) Treasurer (elected in even-numbered years)
- (e) Senior Vice-Chair (elected in odd-numbered years)
- (f) Age Group Vice-Chair (elected in even-numbered years)
- (g) Secretary (elected in odd-numbered years)
- (h) Coach Representatives (2) (one elected each year)
- (i) Athlete Executive Committee Representatives (2) (one elected each year)
- (j) Officials Chair (elected in even-numbered years)
- (k) Safe Sport Committee Chair (elected in odd-numbered years)
- (l) Diversity, Equity, and Inclusion Committee Chair (elected in even-numbered years)
- (m) Disability Committee Chair (elected in odd-numbered years)
- (n) Technical Planning Committee Chair (elected in even-numbered years)
- (o) Athlete Wellness Committee Chair (elected in odd-numbered years)

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<sup>2</sup> The term “Board of Directors” has a specific meaning under the N-PCL. The purpose and duties of the Board of Directors set forth in these Bylaws aligns with those of an Executive Committee defined in N-PCL Section 7.12; therefore, the term “Board of Directors” is changed to Executive Committee throughout these Bylaws. As noted earlier in the Bylaws, the House of Delegates is the equivalent of a Board of Directors.

.2 AT-LARGE ATHLETE MEMBERS - With the advice of the Athlete Representatives and consent of the Executive Committee, the General Chair shall appoint sufficient Athlete Members to the Executive Committee such that athletes on the Executive Committee comprise no less than twenty percent (20%) of the voting membership. The appointed athlete members must (a) be Athlete Members in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing or have competed during the three (3) immediately preceding years in the program of swimming conducted by NISI or another LSC; and (d) reside in the Territory. All At-Large Athlete Members shall hold office from the date of their appointment until their successors are appointed.

.3 ATHLETE EXECUTIVE COMMITTEE REPRESENTATIVES - Two (2) Athlete Committee Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. At the time of election, the Athlete Executive Committee Representative must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least sixteen (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 NISI or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The balloting shall take place via electronic vote and/or at a meeting called for that purpose by the Senior Athlete Executive Committee Representative or the Athletes Committee, or failing that, at a time and in a manner designated by the Executive Committee. At least twenty (20) days' written notice of the election shall be given to all clubs. The Athlete Executive Committee Representatives elected shall be determined by a majority of the Athlete Members in good standing present and voting who are sixteen (16) years of age or older.

.4 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 a meeting held in conjunction with NISI's annual meeting, timely called by the Senior Coach Representative or the Executive Committee, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Executive Committee. At least twenty (20) days' written notice of the election shall be given to all clubs.

.5 COMMITTEE CHAIRS/COORDINATORS

A. The following committee chairs/coordinators shall be elected as follows:

1. The Officials' Chair shall be elected for a two-year term, or until a successor is elected. The election of the Officials' Chair shall be conducted in even-numbered years at a meeting held in conjunction with the NISI annual meeting, timely called by the Officials Chair or the Executive Committee, and determined by majority vote of officials in good standing present and voting or, failing that, at a time and place and in a manner designated by the Executive Committee. At least twenty (20) days' written notice of the election shall be given to all current NISI officials.

B. The following committee chairs/coordinators shall be elected by the House of



Delegates at the same time as the officers:

1. Technical Planning Committee Chair (elected in even-numbered years)
2. Diversity, Equity, and Inclusion Committee Chair (elected in even-numbered years)
3. Disability Committee Chair (elected in odd-numbered years)
4. Safe Sport Committee Chair (elected in odd-numbered years)
5. Athlete Wellness Committee Chair (elected in odd-numbered years)

C. TERMS – All Chairs/Coordinators shall serve a term of two years.

D. COMMENCEMENT OF TERM - Each chair/coordinator elected shall assume office on the next September 1 following such election and shall serve until a successor takes office.

E. CONSECUTIVE TERMS LIMITATION - Except for the Secretary, Treasurer, Technical Planning Committee Chair, Diversity, Equity and Inclusion Committee Chair, Disability Committee Chair, and Safe Sport Committee Chair, Athlete Wellness Chair no Individual Member who has served two successive terms on the Executive Committee shall be eligible for re-election to the same position until a lapse of one (1) two-year 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.

5.2 Non-Voting MEMBERS - The following persons shall be non-voting members of the Executive Committee during the time period in which they meet the defined status:

- (a) The Immediate Past General Chair of NISI, who is an Individual Member of NISI in good standing. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.
- (b) Members of the USA Swimming Board of Directors who are Individual Members of NISI in good standing.
- (c) USA Swimming Committee Chairs who are Individual Members of NISI in good standing.

5.3 LIMITATIONS

.1 No more than three members of any Club Member shall serve on the Executive Committee at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.

.2 No employee of NISI may serve as a voting member of the Executive Committee.

5.4 VOICE AND VOTING RIGHTS OF EXECUTIVE COMMITTEE MEMBERS - The voice and voting rights of Executive Committee Members and individuals shall be as follows:

- .1 EXECUTIVE COMMITTEE MEMBERS - Each Executive Committee Member, except as noted elsewhere in these Bylaws, shall have both voice and vote in meetings of the Executive Committee and its subcommittees. Any committee member under the age of sixteen (16) shall serve in a non-voting capacity.

- .2 NON-VOTING EXECUTIVE COMMITTEE MEMBERS - Unless entitled to vote under another provision of these Bylaws, the non-voting Members shall have voice but no vote in meetings of the Executive Committee and its subcommittees.
- .3 GENERAL - Any individual may attend and participate in open meetings of the Executive Committee and its subcommittees at the discretion of the presiding officer, but in no event shall such individuals have any voting rights nor shall the presence of individuals count toward a meeting quorum

## 5.5 DUTIES AND POWERS

- .1 AUTHORITY - The Executive Committee shall act for NISI and the House of Delegates during the intervals between meetings of the House of Delegates and shall have all the authority of the House of Delegates, except as to the following matters:
  - (i) The submission to Members of any action requiring Members' approval under the law.
  - (ii) The filling of vacancies in the positions within the Executive Committee that were elected by the House of Delegates.
  - (iii) The fixing of compensation of the Delegates for serving on the House of Delegates or on any committee.
  - (iv) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
  - (v) The amendment or repeal of any resolution of the House of Delegates which by its terms, shall not be so amendable or repealable.
  - (vi) The election or removal of officers and Delegates.
  - (vii) The approval of a merger or plan of dissolution.
  - (viii) The adoption of a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all of NISI's assets.
  - (ix) The purchase of real property that will constitute all or substantially all of the assets of NISI once purchased
  - (x) The approval of amendments to NISI's Certificate of Incorporation.

Any reference in these Bylaws to the House of Delegates shall include the Executive Committee unless the context or express provision otherwise indicates. Any actions taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission.

- .2 POWERS - In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Executive Committee shall have the power and it shall be its duty to:
  - (i) Establish and direct policies, procedures and programs for NISI;

- (ii) Oversee the conduct by the officers and staff of NISI of the day-to-day management of the affairs of NISI;
- (iii) Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or NISI's Policies and Procedures Manual;
- (iv) Cause the preparation and presentation to the House of Delegates of the annual budget of NISI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- (v) Call regular or special meetings of the Executive Committee or the House of Delegates;
- (vi) Retain such independent contractors and employ such persons as the Executive Committee shall determine are necessary or appropriate to conduct the affairs of NISI;

#### 5.6 REMOVAL; RESIGNATION; VACANCIES –

.1 REMOVAL - Any Executive Committee Members, committee chairs, or other committee members or coordinators of NISI are subject to removal by the House of Delegates if such member has failed to attend to their official duties or member responsibilities or have done so improperly, or if such member would be subject to penalty by the National Board of Review for any of the reasons set forth in the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual. However, no At-Large Executive Committee 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.

.2 RESIGNATION - Any Executive Committee Members, committee chairs, or other committee members or coordinators of NISI may resign at any time by giving written notice to the General Chair, the House of Delegates or the Executive Committee.

.3 VACANCIES – Any vacancy among the Executive Committee members shall be filled in accordance with Section 6.7 of these Bylaws.

5.7 MEETINGS - Executive Committee 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 Executive Committee Members are entitled to attend. By a majority vote on a motion of a question of privilege, the Executive Committee may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Executive Committee.

5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Executive Committee may participate in meetings of the Executive Committee through telephone conference, electronic video screen communication or similar communications 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 in person at a meeting. Participation may be for the entire meeting or only a specific vote; provided the participating Executive Committee Member must be present for discussion of the voting matter before casting a vote.

- 5.9 REGULAR MEETINGS - Regular meetings of the Executive Committee shall be held in accordance with a schedule adopted by the Executive Committee.
- 5.10 SPECIAL MEETINGS - Special meetings of the Executive Committee may be called by the General Chair. Should the Executive Committee or the General Chair fail to call regular meetings, or should a special meeting be appropriate or helpful, a meeting of the Executive Committee shall be called at the written request of any three (3) Executive Committee Members.
- 5.11 QUORUM - A quorum of the Executive Committee shall consist of a majority of the voting Executive Committee Members.
- 5.12 VOTING – Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Executive Committee 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 ( $\frac{2}{3}$ ) vote after at least fourteen (14) days’ notice.
- 5.13 PROXY VOTE - Voting by proxy in any meeting of the Executive Committee shall not be permitted.
- 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Executive Committee, may be taken without a meeting if all the Executive Committee 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 NOTICES
- .1 TIME - Not less than six days’ (6) notice shall be given to each Executive Committee Member for any regular or special meeting of the Executive Committee. Separate notices need not be given for regular meetings that are designated in these Bylaws or otherwise scheduled and noticed well in advance.
  - .2 INFORMATION - The notice of a meeting shall contain the time, date and site, and in the case of special meetings, the expected purpose, which may be general.
  - .3 PERMITTED MEANS OF NOTICE – Notice of Executive Committee meetings shall be given in the same manner as the House of Delegates as set forth in Section 4.13.3 of these Bylaws.

## ARTICLE 6 OFFICERS

- 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting for a term of two-years as set forth below.
- (i) General Chair (elected in odd-numbered years)
  - (ii) Administrative Vice-Chair (elected in even-numbered years)
  - (iii) Finance Vice-Chair (elected in odd-numbered years)
  - (iv) Senior Vice-Chair (elected in odd-numbered years)
  - (v) Age Group Vice-Chair (elected in even-numbered years)
  - (vi) Secretary (elected in odd-numbered years)

(vii) Treasurer (elected in even-numbered years)

6.2 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with NISI and USA Swimming shall be eligible to hold office and must maintain their eligibility throughout their term of office.

6.3 DOUBLE VOTE PROHIBITED - An officer entitled to vote in House of Delegate and Executive Committee meetings may only have one vote, regardless of the number of positions held by such Member.

6.4 OFFICES COMBINED OR SPLIT

.1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Secretary, Finance Vice-Chair, and Treasurer, may be held jointly by two individual members. Two or more individuals who are sharing an office shall share one vote. No employee of NISI shall serve as General Chair or officer with similar duties unless approved by two-thirds vote of the Entire House of Delegates and such approval is contemporaneously documented.

.2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except that the offices of Secretary, Finance Vice-Chair and Treasurer may not be combined.

.3 TERM OF OFFICE – Officers shall serve a term of two years.

.4 COMMENCEMENT OF TERM - Each person elected to an officer position shall assume office on the next September 1 following such election and shall serve until a successor takes office.

.5 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and 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 (1) two-year 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.

6.5 DUTIES - The duties of the officers and other Executive Committee Members shall be to attend and participate in all meetings of the House of Delegates and the Executive Committee and as defined in these Bylaws, the NISI Policies and Procedures, and applicable state laws.

6.6 RESIGNATIONS; REMOVALS

.1 REMOVAL - The House of Delegates may remove any officer with or without cause at any time.

.2 RESIGNATION - Any officer may resign by submitting a written resignation to the General Chair or the House of Delegates or the Executive Committee 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. The House of Delegates or Executive Committee are not required to accept the resignation for the resignation to take effect.

6.7 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 EXECUTIVE COMMITTEE 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 Executive Committee Representative or Coach Representative, or any other person holding an elected position, the General Chair may appoint, with the advice and consent of the House of Delegates, 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 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 Executive Committee, subject to subsequent action by the House of Delegates.

## 6.8 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 NISI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the NISI Policies and Procedures, the Executive Committee or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee 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 Executive Committee or the House of Delegates.
- .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as prescribed in the NISI Policies and Procedures or by the House of Delegates, the Executive Committee, and the General Chair, the respective division chair, the delegating officer, or these Bylaws.
- .3 DELEGATION - Officers of NISI 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 Executive Committee. In addition, the authority to sign checks, drafts, and orders of withdrawal or wire transfers shall not be delegated other than by the Executive Committee. Except as otherwise provided in these Bylaws and with the consent of the Executive Committee, any officer may delegate any portion of that officer's powers or duties to the paid staff of NISI. 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.

## 6.9 DEPOSITORIES AND BANKING AUTHORITY

- .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of NISI shall be deposited to

its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Executive Committee may select, or as may be selected by the Finance Committee or any officer or officers or agent or agents authorized to do so by the Executive Committee. Endorsements for deposit to the credit of NISI in any of its duly authorized depositories shall be made in the manner determined by the Finance Vice-Chair, the Finance Committee or the Executive Committee. All funds of NISI not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by the Finance Vice-Chair, the Finance Committee, the Executive Committee or any officer or officers or agent or agents authorized to do so by the Executive Committee.

- .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 NISI, shall be signed by the General Chair or the Treasurer, or by such other officer or officers or agent or agents of NISI as shall be determined by the Finance Vice-Chair, the Finance Committee or the Executive Committee.

#### ARTICLE 7

#### DIVISIONS, COMMITTEES AND COORDINATORS

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

- .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
- .2 AGE GROUP DIVISION - Age Group Vice-Chair
- .3 SENIOR DIVISION - Senior Vice-Chair
- .4 FINANCE DIVISION - Finance Vice-Chair
- .5 ATHLETES DIVISION - Senior Athlete Executive Committee Representative
- .6 COACHES DIVISION - Senior Coach Representative
- .7 OFFICIALS' DIVISION - Officials' Chair

- 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

- .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Executive Committee Members, but are elected by the House of Delegates, a committee or division, are as follows:

NONE

- .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 Executive Committee 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 committees listed herein, the Executive Committee is

authorized to establish Committees of the Corporation defined in Article 14 below, to meet programming needs. Except as otherwise provided in these Bylaws or the NISI Policies and Procedures, members of each committee shall be appointed by the General Chair subject to the consent of the Executive Committee. Committee members appointed shall hold their appointments at the pleasure of the House of Delegates. Athlete Representatives of each committee shall be appointed by the Senior Athlete Executive Committee Representative subject to the consent of the Executive Committee. The Athlete Representatives shall meet the same requirements as those of Group Member Athlete Representative set forth in Section 4.1.1. 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 COMMITTEES & COORDINATORS

### .1 ATHLETES COMMITTEE

- A CHAIR - The Senior Athlete Executive Committee Representative or his/her designee shall be the chair of the Committee.
- B MEMBERS - The Athletes Committee shall be comprised of the Athlete Executive Committee Representatives, the Athlete At-Large Executive Committee Members and at least three other Athlete Representatives. The Senior Athlete Executive Committee Representative or the Athletes Committee shall determine the number of additional Athlete Representatives.
- C DUTIES - The Athletes' Committee shall be a Committee of the Corporation having general charge of the business and affairs of the Athletes of NISI and shall undertake such activities (a) delegated to it by the House of Delegates or (b) undertaken by the Committee as being in the best interests of the Athlete Members, NISI, USA Swimming and the sport of swimming.

### .2 FINANCE COMMITTEE<sup>3</sup>

- A CHAIR - The chair shall be the Finance Vice-Chair.
- B MEMBERS - The Committee shall be comprised of the General Chair, the Administrative Vice-Chair, the Finance Vice-Chair, the Treasurer, a non-Executive Committee member, 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 House of Delegates, and supervise the execution of policy regarding the investment of NISI's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Executive Committee or the House of Delegates. The Committee shall also regularly review NISI's equipment needs (both operational and office) and the various methods available to finance the acquisition of any

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<sup>3</sup> Current NISI does not meet the threshold of revenues to require it to establish an audit committee. If NISI exceeds \$750,000 in annual revenues (which threshold increases to \$1M in July 2021), this will trigger the audit requirements and an audit committee will need to be established. Consult with legal counsel before establishing an audit committee.



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 NISI. 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 House of Delegates 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 Executive Committee 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.

### .3 GOVERNANCE COMMITTEE

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

B MEMBERS - The Committee shall be elected by the House of Delegates and 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. No more than one half of the Committee shall be members of the NISI Executive Committee. If any member of the Governance Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Executive Committee, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair serve on the Governance Committee. Members shall serve two-year terms, staggered so that approximately one-half of the members are elected each year. After completion of three consecutive terms, members are not eligible to be elected or appointed 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.

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

The Governance Committee shall be a Committee of the Corporation with the following duties:

- (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of NISI;

- (2) To aid in the development of operating policies regarding conflict of interest (HOD, Executive Committee 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 HOD and Executive Committee's focus remains on the strategic plan;
- (5) To aid in the development of expectations and processes for accountability of Executive Committee Members;
- (6) To develop criteria for the qualities and required characteristics of Executive Committee officers;
- (7) To lead Executive Committee succession planning by assessing current and anticipated needs for Executive Committee composition and identifying and recruiting potential Executive Committee Members;
- (8) To nominate Executive Committee Members and other coordinator or chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed;
- (9) To publish the slate of candidates to the NISI membership at least twenty (20) days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;
- (10) To design and implement Executive Committee orientation and an ongoing program of education and development; and
- (11) To lead periodic assessment of the Executive Committee's performance (as a whole and of individual members) and make recommendations to enhance effectiveness.

.4 OPERATIONAL RISK COMMITTEE –

A CHAIR -The Chair shall be the Operational Risk Committee Chair

B MEMBERS - The Committee shall be comprised of the Operational Risk Committee Chair and five additional members; one shall be an NISI certified official, one shall be a Coach Member, 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 – The Operational Risk Committee shall be a Committee of the Corporation with the duties outlined in the NISI Policies and Procedures.

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

- .1 Preside at all meetings of the respective division, committee or subcommittee;
- .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in his or her charge are properly and promptly carried out;
- .3 Subject to the consent of the House of Delegates or Executive Committee, appoint such committees or sub-committees as may be necessary to fulfill the duties and

responsibilities of the division or committee, respectively;

- .4 Communicate with the General Chair, respective division, 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 Secretary; and
  - .6 Perform the other specific duties listed in NISI's Policies and Procedures or as may be delegated by the General Chair, the respective division chair or committee chair, the Executive Committee 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 NISI Policies and Procedures.
- 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of divisions, committees or sub-committees of NISI 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 NISI. 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 forty-eight (48) hours' notice in the case of notice given by telephone, or six days' notice in all other cases, 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 Executive Committee 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 Executive Committee. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of the Executive Committee 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 Executive Committee or the respective division chair, a committee chair or a coordinator may delegate a portion of their powers or duties to another officer of NISI, or to another committee, subcommittee, or coordinator, or with the consent of the Executive Committee to the paid staff of NISI. 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 NISI Policies and Procedures.

#### ARTICLE 8 ANNUAL AUDIT, REPORTS AND REMITTANCES

NISI 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 NISI and USA Swimming. Reports required to be submitted to USA Swimming by NISI 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 - NISI 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, NISI 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 NISI 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 NISI are irrevocably dedicated to the purposes set forth in NISI's Certificate of incorporation, as may be amended from time to time 1. No part of the net earnings, properties or assets of NISI shall inure to the benefit of any private person or any member, officer or director of NISI.

- 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds ( $\frac{2}{3}$ ) 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 - NISI may be dissolved only upon a two-thirds ( $\frac{2}{3}$ ) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of NISI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of NISI, 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 NISI 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 - NISI 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 NISI, 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 NISI 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. NISI may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport to have committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
- 10.3 INDEMNIFIED PERSONS - As used in this Article, "Indemnified Person" shall mean any person who is or was an Executive Committee Member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of NISI, or is or was serving at the direct request of NISI 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 NISI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to NISI's obligation to indemnify, NISI 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 NISI determines that there is reasonable doubt as to such person's ability to make any repayment, NISI 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 NISI 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 his official capacity and as to action in another capacity while holding such office.
- 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

ARTICLE 11  
PARLIAMENTARY AUTHORITY

ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern NISI 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 NISI, the House of Delegates, the Executive Committee 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 New York 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 NISI shall end on August 31<sup>st</sup> of each year.
- 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that NISI 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 NISI 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  
RESERVED

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 NISI 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 NOTICE BY TELEPHONE - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)
  - D LAST KNOWN MAIL OR EMAIL ADDRESS - For all purposes under these Bylaws, the last known mail or email address of a member of NISI shall be the mail or email address on file with NISI 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 AT-LARGE EXECUTIVE COMMITTEE MEMBER - those Executive Committee Members, if

any, designated as such.

- .3 AT-LARGE HOUSE MEMBER - the Individual Members in good standing, if any, appointed by the General Chair, or elected, to be At-Large members of the House of Delegates.
- .4 ATHLETE MEMBER - any individual who competes or has competed during any part of the three immediately preceding years in the sport of swimming and is in good standing as an Individual Member of NISI and USA Swimming. For the purposes of meeting the requirement that twenty percent (20%) of voting membership be held by athlete members, there shall be a rebuttable presumption that a non-athlete member holding dual membership as an athlete member shall only be considered as a non-athlete member.
- .5 ATHLETE EXECUTIVE COMMITTEE REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on the Executive Committee.
- .6 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 NISI 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).
- .7 BUSINESS DAY - a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.
- .8 BYLAWS -these bylaws as adopted and amended from time to time by, and in effect for, NISI.
- .9 CERTIFICATE OF INCORPORATION - the document filed with the Secretary of State of the State of New York pursuant to which NISI was formed.
- .10 CLUB MEMBER - any organization which is in good standing as a Group Member of NISI and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing with NISI and USA Swimming.
- .11 CLUB MEMBER REPRESENTATIVE - the individual selected to represent a Club Member in the House of Delegates.
- .12 COACH MEMBER - any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by NISI and/or USA Swimming and who is in good standing as a member of NISI and USA Swimming.
- .13 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and the Executive Committee.
- .14 DELEGATES – members of the House of Delegates.
- .15 ENTIRE HOUSE OF DELEGATES - As used in these Bylaws, “Entire House of Delegates” means: the number of Delegates on file with the NISI Secretary in accordance with Article 4 of these Bylaws.
- .16 EXECUTIVE COMMITTEE - the Executive Committee of NISI.
- .17 WORLD AQUATICS - the Federation Internationale de Natation, the international governing body for the sport of swimming.



- .18 GROUP MEMBERS - shall mean Club Members
- .19 GROUP MEMBER REPRESENTATIVE - an individual selected to represent a Group Member in the House of Delegates.
- .20 HOUSE OF DELEGATES - the House of Delegates of NISI as established by Article 4 of these Bylaws.
- .21 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of NISI, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 4.5.8.
- .22 INDIVIDUAL MEMBERS - shall mean Athlete Members, Coach Members, Active Individual Members, and Life Members.
- .23 IRS CODE - the current United States Internal Revenue Code.
- .24 LOCAL SWIMMING COMMITTEE / LSC - NISI as defined by the USA Swimming Corporate Bylaws.
- .25 MEMBER - a Group Member or an Individual Member.
- .26 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 Policy 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.
- .27 NISI - the New York State not-for-profit corporation to which these Bylaws pertain.
- .28 NISI OFFICE - shall mean the permanent office of NISI.
- .29 N-PCL – the New York Not-for-Profit Corporation Law
- .30 POLICIES AND PROCEDURES - the principles, rules, and guidelines of NISI, as amended and adopted by the Executive Committee or the House of Delegates.
- .31 PARLIAMENTARY AUTHORITY - the authority and any special rules of order designated in Article 11.
- .32 SEASONAL ATHLETE MEMBER - any individual who participates or competes in the sport of swimming and has joined for certain periods of time less than a calendar year and is in good standing as a Seasonal Athlete Member of NISI and USA Swimming.
- .33 SECTION - a subdivision of the Articles of these Bylaws.
- .34 SENIOR ATHLETE REPRESENTATIVE - the Athlete Representative most senior in term of office.
- .35 SENIOR COACH REPRESENTATIVE - the Coach Representative most senior in term of office.
- .36 TERRITORY - the geographic territory over which NISI has jurisdiction as a Local Swimming Committee.
- .37 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.
- .38 USA SWIMMING BOARD OF DIRECTORS - the Board of Directors of USA Swimming.

- .39 USA SWIMMING RULES AND REGULATIONS - the published rules and regulations as adopted and amended by USA Swimming.
- .40 USA SWIMMING HOUSE OF DELEGATES - the House of Delegates of USA Swimming.
- .41 USA SWIMMING RULES AND REGULATIONS COMMITTEE - the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.