

Proposed Required LSC Bylaws Template - FAQs

- **Why is there a proposal to revise the Required LSC Bylaws template?**

One of the recommendations from the LSC and Zone Governance Task Force was to review the Required LSC Bylaws template. The USA Swimming Board of Directors approved the recommendation and formed a Task Force to review the required Bylaws with the goal of making the Bylaws more flexible recognizing that each LSC is unique in its needs.

- **What are the major changes?**

The proposed revised LSC Bylaws template includes many changes to simplify the document and allow increased flexibility for each LSC. Some items are being moved to the LSC's Rules, Regulations or Policies. By moving these items out of the Bylaws, changes will not have to be approved by USA Swimming Rules and Regulations Committee; only by the appropriate LSC body (House of Delegates or Board of Directors). Other items are already included in USA Swimming Rules and Regulations and therefore do not need to be duplicated in the LSC Bylaws. The changes are not intended to mirror the changes to the USA Swimming Board of Directors passed last year.

- **What happened to the boxes with the options?**

The Task Force felt the document would be easier to read and modify by changing the boxes to endnotes. The endnotes can be printed out and reviewed along with the document. A user can also hover over the endnote number and the text will appear. Finally, users can double-click on the endnote number and jump back and forth between the endnotes and the document. When an LSC has developed its Bylaws for approval, the endnotes can simply be deleted.

- **Is implementation mandatory? Is there a deadline?**

Each LSC may update their bylaws and implement the changes immediately if the proposed revised bylaws are passed by the USAS House of Delegates. It is hoped that each LSC will take the time to examine their governance structure and take advantage of the changes allowed by the proposed revised bylaw template. Each LSC is required to rewrite their Bylaws and submit them to the LSC House of Delegates for approval. Finally, each LSC must submit their revised bylaws to USA Swimming Rules and Regulations by January 2020. See the recommended implementation document for more information.

- **What is now required that was not required before?**

The major new requirements are the addition of the Finance Vice-Chair to the Board of Directors and the creation of a Governance Committee.

- **Why do Group Member representatives to the HOD no longer have to be USA Swimming members?**

This is not a change; it is a clarification. The USA Swimming General Counsel previously ruled that Group Member representatives do not need to be USA Swimming Individual Members, only the Group Member is required to be a member in good standing. How each Group Member selects its delegates is outside of the authority of the LSC. LSC Bylaws may specify categories of club voting delegates such as athlete, coach, and/or club president, etc., but other than athletes or coaches who, by definition, must be individual members, club voting delegates do not have to be individual members of USA Swimming or the LSC. All members of the House of Delegates who are not club delegates must be individual members of the LSC. Additionally, LSCs are free to require that certain committee members and/or coordinators be individual members of the LSC.

- **Why were the affiliate members (individual/group) removed from the Bylaws?**

Membership categories are defined in the USA Swimming Rules; therefore, the duplicative information was

removed from the LSC Bylaws. The current LSC Bylaws are in direct conflict with the Corporate Bylaws: LSCs are not permitted to impose additional requirements for membership to those contained in the Corporate Bylaws. LSCs can still include membership definitions and requirements in their Bylaws or P&P, but they must reflect what is listed in the Corporate Bylaws. The disadvantage to doing this is that the LSC would need to revise their documents whenever the USA Swimming Board of Directors add/remove categories or requirements. LSCs should list the optional membership categories they offer in the Bylaws. Affiliate member voting right options are included in the endnotes of the updated Bylaws template.

- **What happened to all of the Board members?**

Required Board positions are the only ones listed, but each LSC is permitted to add those positions to the Board that align with its needs, such as Officials Chair, Technical Planning Chair, Diversity & Inclusion Chair, Safety Chair, Disability Chair, etc.

- **Why is the position of Finance Vice-Chair a mandated Board position?**

This position is required to provide the necessary financial checks and balances.

- **Are the Secretary and Treasurer still required board members?**

These remain required board positions but may be filled by staff at the LSC's discretion, provided the laws of the State of Incorporation permit it. If filled by staff, the person would serve with no vote and would not be elected by the House of Delegates.

- **Why was the Safety Chair/Coordinator changed from a required board member to an optional member?**

Safety is an important day to day issue for each LSC. Each LSC should have a coordinator/committee overseeing the safety of its members and ensuring the LSC leadership is informed of any issues. A position on the Board of Directors is not required to accomplish these goals. Each LSC is free to include the Safety Chair/Coordinator on the board if they feel it is important to the operation of the LSC.

- **How are Board members selected? Are there more options?**

More flexibility is provided for the method of selection of Board members. The General Chair and Vice-Chairs still must be elected by the House of Delegates. The Secretary and Treasurer must also be elected by the House of Delegates unless the LSC chooses to have those functions filled by staff, in which case they are appointed by the CEO or by the Board of Directors. Athlete Representatives may be elected by either the athletes or by the House of Delegates; coach representatives may be elected by either the coaches or by the House of Delegates. Athletes-at-large to the Board may be appointed, elected by the athletes, or elected by the House of Delegates. All other positions on the Board may be appointed by the General Chair with advice and consent of the Board or they may be selected in accordance with the policies of the committee/region they are representing. As an example, the Officials Chair may now be elected by the officials. LSCs must choose the procedures that work for them.

- **Why the option for the Coach Representative(s) to be elected by the House of Delegates?**

LSCs who prefer to avoid a popularity contest among coaches or who want to maximize the likelihood the Coach Representative(s) will vote with an "LSC hat" as opposed to a "coach's hat" may now select the option for the House of Delegates to elect the Coach Representative(s).

- **What is the difference between an athlete representative and an athlete member?**

There are two Athlete Representatives on the Board – the Senior (in second year of term) and the Junior (in first year of term) who are either elected by the athletes or by the House of Delegates. All other members of the Board who are athletes are referred to as athlete members. Each LSC Board must be comprised of a

sufficient number of athletes so as to comprise at least 20% of the voting membership of the Board; this number is inclusive of the Athlete Reps, athletes filling other Board positions (Chairs, Coordinators, Vice-Chairs, etc.), and athletes-at-large. The number of athlete-at-large members will vary with the composition of every Board. Athletes-at-large may be either appointed or elected, at the discretion of the LSC.

- **Why are the Board member term limits being changed?**

Board Member terms were changed from 2 years to 1-4 years and term limits changed from four years to two consecutive terms to provide LSCs with more flexibility. LSCs can now also place limits on consecutive service on the board if they wish to encourage turnover.

- **Why is a Governance Committee required?**

The Governance Committee is key to leading the ongoing development of the BOD; to oversee the life cycle of the Board and to develop policies for effective governance. The Committee's work is done in partnership with the board (and in collaboration with any staff). The Committee's work focuses on establishing and driving an improvement process to help the board and individual directors become valuable as strategic assets contributing to the long-term success of the organization. Specifically, it focuses on these areas of development:

1. Board Focus and structure- helps keep the strategic plan at forefront of the BOD- helps to shape the agenda based on the strategic plan.
2. Board Composition- assesses current needs of the BOD as related to strategic focus of the BOD
3. Orientation and engagement- for new members, ongoing program of BOD education and development
4. Board Effectiveness- leads evaluations of BOD overall, individual members, meetings etc.
5. Board Leadership- identifies needs on the BOD, succession planning, BOD diversity etc.

- **Are the Governance/Nominating committees one or two committees?**

The functions of both committees are required and the LSC can do this with nominating duties incorporated into those of a Governance Committee or they can continue to have a separate Nominating Committee. If the LSC is satisfied with their nominating committee, they can leave it as a separate committee. If the LSC would like to do more succession planning and coordinate it with the overall review of the effectiveness of their LSC, they can choose to combine the nominating and governance committees.

- **Why the options for method of selection of the Governance Committee?**

Because the Governance Committee members must be carefully selected to satisfy a matrix of abilities, diversity, geographic representation, backgrounds, etc., many LSCs will select the option to appoint. If the committee responsible for making nominations is appointed, terms must be staggered to minimize any General Chair's ability to "stack the deck." LSCs may opt to have the Governance Committee members elected by the House of Delegates. Options are presented that seek to ensure an LSC's flexibility while minimizing a General Chair's influence on elections in a given year.

- **Why not specify the number of committee members and define who they are?**

Each LSC is unique and has different needs to conduct their business. The committee structure was intentionally left open to allow each LSC to determine what committees were required to service their business needs. Most committees are better suited to be defined in the Policy Manual, rather than the Bylaws, in order to maintain more flexibility. Needs of LSCs evolve along with volunteers and staff, so flexibility is imperative.