

Effective April 19, 2015, Missouri Valley Swimming adopts revised By-Laws designed to comply with requirements adopted by USA Swimming, the National Governing Body of amateur swimming under the United States Amateur Sports Act, 36 U.S.C. §371 et seq. Listed below, are the major sections of the By-Laws:

- Article 1 -- Name, Objectives, Boundaries, Jurisdiction
- Article 2 -- Membership
- Article 3 -- Dues and Fees
- Article 4 -- House of Delegates
- Article 5 -- Board of Directors
- Article 6 -- Officers
- Article 7 -- Divisions, Committees, Coordinators
- Article 8 -- Annual Audit, Reports, Remittances
- Article 9 -- Member's Bill of Rights
- Article 10 -- Administrative Review Board
- Article 11 -- Organization, Amendment, Dissolution
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- Article 15 -- Miscellaneous
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By-Laws of Missouri Valley Swimming, Inc.

ARTICLE 1 -- NAME, OBJECTIVES, TERRITORY AND JURISDICTION

1.1 NAME - The name of the corporation shall be Missouri Valley Swimming, Inc. ("MVS").

1.2 OBJECTIVES - The objectives and primary purpose of MVS shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. MVS shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA, USA Swimming, and MVS and its Articles of Incorporation.

1.3 GEOGRAPHIC TERRITORY - The geographic Territory of MVS consists of the State of Kansas and that portion of the western part of the State of Missouri including, and bounded by, the counties of Schuyler, Adair, Macon, Randolph, Audrain, Callaway, Cole, Moniteau, Morgan, Benton, Hickory, Polk, Greene, Christian, and Taney, and the Burlington and Wray Swim Teams

in Kit Carson County in Colorado, and the County of Texas in the State of Oklahoma and the County of Hansford in the State of Texas.

1.4 JURISDICTION - MVS 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 MVS' 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). MVS 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.

ARTICLE 2 -- MEMBERSHIP

2.1 MEMBERS - The membership of MVS shall consist of the following:

2.1.1 Group Members - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and MVS and paid the fees established by USA Swimming and MVS pursuant to Article 3. An organization may be denied membership by the Membership/Registration Coordinator or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the Board of Review. An organization's status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of MVS and USA Swimming and may be terminated by a decision of the Board of Review or the National Board of Review. Except for Affiliated Group Members, Group Members in good standing shall be entitled to participate in the program of swimming conducted by MVS, and competitions sanctioned or approved by USA Swimming, in accordance with Section 9.2.

A. Club Members - A Club Member is an organization which is in good standing as a Group Member of MVS and USA Swimming, 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 of MVS and USA Swimming.

B. Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of MVS and USA Swimming, which is in good standing as a Group Member of MVS and USA Swimming, but which does not have athletes and coaches who all are Individual Members of MVS and USA Swimming.

C. Seasonal Club Members - A Seasonal Club Member is an organization which has joined MVS and USA Swimming for one or two periods not longer than 150 days each in a registration year and is in good standing as a Group Member of MVS and USA Swimming. All Seasonal Club Member coaches must be Coach Members in good

standing of MVS and USA Swimming. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of MVS and USA Swimming.

2.1.2 Individual Members - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USA Swimming and MVS and paid the dues established by USA Swimming and MVS pursuant to Article 3. An individual may be denied membership by the Membership/Registration Coordinator or by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which an Individual Membership could be terminated. Any denial of membership may be appealed to the Board of Review. An individual's status as an Individual Member is subject to the Individual Member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of MVS and USA Swimming and may be terminated by a decision of the Board of Review or the National Board of Review. Except for Affiliated Individual Members and Life Members, Individual Members in good standing shall be entitled to participate in the program of swimming conducted by MVS, and competitions sanctioned or approved by USA Swimming, in accordance with Section 9.1.

A. Athlete Members - An Athlete Member is an individual who participates or competes in the sport of swimming and is in good standing as an Individual Member of MVS and USA Swimming.

B. Coach Members - A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by MVS and/or USA Swimming and who is in good standing as an Individual Member of MVS and USA Swimming. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA Swimming must be a Coach Member in good standing of MVS and USA Swimming.

C. Active Individual Members - An Active Individual Member is an individual other than a Coach Member or an Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chair or committee member of MVS or a Group Member Representative or alternate and any other individual desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA Swimming and MVS.

D. Affiliated Individual Members - An Affiliated Individual Member is an individual interested in the objectives and programs of MVS who resides, formerly resided, or formerly participated in the sport of swimming in the Territory and who is in good standing as an Individual Member of MVS and USA Swimming.

E. Seasonal Athlete Members - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of MVS and USA Swimming.

F. Life Members - A Life Member is an individual who is a life member of USA Swimming and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of MVS and USA Swimming.

2.1.3 Membership A Privilege Not A Right - Membership in MVS and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the Board of Review or the National Board of Review for any violation of a member's responsibilities under 2.2, for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations or for any other reason determined by the Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA Swimming or MVS.

2.2 MEMBERS' RESPONSIBILITIES

2.2.1 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 MVS, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action which could bring the sport of swimming, MVS or USA Swimming into disrepute. By applying for and accepting membership in MVS and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to MVS and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute MVS, USA Swimming or the sport of swimming.

2.2.2 Responsibility for Infractions - A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or MVS, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials or coaches or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.

ARTICLE 3 -- DUES AND FEES

3.1 CLUB MEMBERS - Every Club Member and Seasonal Club Member shall pay an annual or seasonal fee, respectively, consisting of a national club fee established by USA Swimming

and a local club fee established by MVS, together with any other charges, fees, etc. as may be established by MVS.

3.2 AFFILIATED GROUP MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Group Members.

3.3 ATHLETES - Each Athlete Member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USA Swimming and a local fee established by MVS.

3.4 COACHES - Each Coach Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by MVS, together with any other charges, fees, etc. as may be established by MVS.

3.5 ACTIVE INDIVIDUAL MEMBERS - Each Active Individual Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by MVS, together with any other charges, fees, etc. as may be established by MVS.

3.6 AFFILIATED INDIVIDUAL MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Individual Members.

3.7 LIFE MEMBERS - The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, fees, etc., for Life Members.

3.8 SANCTION, APPROVAL AND OTHER FEES

3.8.1 Sanction and Approval Fees - The 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.

3.8.2 Service Charges - In addition to, or in place of, a sanction or approval fee, the Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount, an amount related to the number of events swum, the number of individual swims, the number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or a combination of one or more of these or other bases.

3.8.3 Payment - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by MVS. If any of the sanction or approval fees or service charges are due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to MVS when due in accordance with MVS' fee schedule.

3.9 FAILURE TO PAY

3.9.1 Group, Coach and Active Individual Member Obligations - The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by MVS or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, MVS or any other LSC or (c) serving as a Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member or Seasonal Club Member or with any group member of any other LSC until the debt is satisfied.

3.9.2 Athlete Member Obligations - The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USA Swimming, MVS or their former LSCs, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review, or the National Board of Review shall preclude the delinquent member from (a) competing in any competition sanctioned by USA Swimming, (b) obtaining a reportable time achieved in events swum in any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, MVS or any other LSC or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC until the debt is satisfied.

3.9.3 Club/Individual Obligations - If a Club Member or a Seasonal Club Member has secured (i) a final court judgment against an Individual Member for non-payment of financial obligations owed to the Club Member and (ii) a final decision of the Zone Board of Review or the National Board of Review suspending such individual Member's membership rights as set forth below, then until the court judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA Swimming, (b) obtaining reportable time in events swum at any USA Swimming approved or observed meet, (c) participate in any capacity in the affairs of USA Swimming, MVS or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.

3.9.4 Individual/Club Obligations - If an Individual Member has secured a final decision of (i) a court of law and/or (ii) the Zone Board of Review or the National Board of Review against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, MVS or any other LSC, including being represented in the House of Delegates by its Group Member Representative.

3.9.5 Continued Failure to Pay; Termination of Membership - Continued failure to pay, within a reasonable period of time after a final decision of a court of law, the Zone Board of Review or the National Board of Review, as determined by the Zone Board of Review or the National Board of Review, shall be cause for termination of membership.

ARTICLE 4 -- HOUSE OF DELEGATES

4.1 MEMBERS - The House of Delegates of MVS shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Board Members designated in Section 5.1.1 and 5.1.2, and the At-Large House Members.

4.1.1 Group Member Representatives - Each Group Member in good standing shall appoint from its membership a Group Member Representative and one or more alternates for the Representative. The appointment shall be in writing, addressed to the Secretary of MVS and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw its Group Member Representative or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of MVS and signed by the chief executive officer or secretary of the appointing Group Member.

4.1.2 At-Large House Members - Up to ten (10) non-athlete members of the House of Delegates may be appointed as At-Large Members by the General Chair with the advice and consent of the Board of Directors. Additionally, a sufficient number of athlete members shall be appointed by the General Chair as At-Large House Members, with advice and consent of the Board of Directors to constitute at least 20% of the voting membership of the House of Delegates. The At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.

4.1.3 Members of the Board of Directors- Each Member of the Board of Directors listed in Section 5.1.1 and 5.1.2 shall be a member of the House of Delegates for any meeting or action of the House of Delegates that occurs during their term as a Member of the Board of Directors. The General Chair shall serve as the Chair of the House of Delegates meetings. In the absence of the General Chair, the Administrative Vice Chair shall serve as the Chair of the House of Delegates meetings.

4.1.4 Athlete Representatives -Two (2) Athlete 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 Representative must (a) be an Athlete Member 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 MVS or another LSC; and (d) having his or her 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 election of the Athlete Representatives shall be conducted annually during MVS' short course swimming championship, or other regularly scheduled meet designated by the Board of Directors or in another manner and time recommended by the Athletes Committee subject to the approval of the Board of Directors. The balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative, or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined

by a majority of the Athlete Members in good standing present and voting who are thirteen (13) years of age or older.

4.1.5 Coach Representatives - One Coach Representative shall be elected, in even numbered years for a two-year term, or until a successor is elected. The election of the Coach Representative shall be conducted during MVS' Spring Meeting, at a meeting timely called by the Senior Coach Representative, or the Board of Directors, 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 Board of Directors.

4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at or to vote at the House of Delegates in any capacity. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.

4.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of Individual Members shall be as follows:

4.3.1 Group Member Representatives, Board Members, the Athlete Representatives, the Coach Representatives and At-Large House Members - Each of the Group Member Representatives, the Board Members, the Athlete Representatives, the Coach Representatives and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.

4.3.2 Affiliated Group Member Representatives - Group Member Representatives of Affiliated Group Members, unless entitled to vote under another provision of these Bylaws, shall have voice but no vote in meetings of the House of Delegates and its committees.

4.3.3 Individual Members - Individual Members who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the House of Delegates.

4.4 DUTIES AND POWERS - The House of Delegates shall oversee the management of the affairs of MVS and the establishment of policies, procedures and programs. In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the House of Delegates shall:

4.4.1 Elect the officers, At-Large Board Members, as listed in Section 6.1 in accordance with Sections 6.2 through 6.5 and elect the regular and alternate member of the USA Swimming Board of Review as listed in Section 10.2.3;

4.4.2 Elect alternates to the USA Swimming House of Delegates in accordance with Section 507.1.3 of the USA Swimming Rules and Regulations;

4.4.3 Elect the members of the Nominating Committee;

4.4.4 Review, modify and adopt the annual budget of MVS recommended by the Board of Directors;

4.4.5 Call regular and special meetings of the House of Delegates;

4.4.6 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;

4.4.7 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by MVS;

4.4.8 Establish by resolution or the MVS Policies, Rules, or Procedures one or more committees of its members. The committees shall have the powers and duties specified in the resolution or the MVS Policies, Rules, or Procedures, which may include delegation of one or more of the powers and duties of the House of Delegates other than the powers to amend these Bylaws or remove Board Members and other elected officers;

4.4.9 Amend the Bylaws of MVS in accordance with Section 11.3; and

4.4.10 Remove from office any Board Members, MVS members of the Board of Review, or committee chairs or members 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 any of the Board of Reviews for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations. However, no Board Member, Board of Review member or elected committee chair or coordinator may be removed except upon not less than 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 member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the Board Member, Board of Review member or elected committee chair or coordinator contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the defendant shall have the same rights as if the hearing were to be conducted by the USA Swimming Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

4.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of MVS shall be held in the month of April of each year. Regular meetings of the House of Delegates shall be held in the month of October of each year.

4.6 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or

helpful, a meeting of the House of Delegates may be called by a petition signed by at least five (5) members of the House of Delegates.

4.7 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.

4.8 NOMINATING COMMITTEE

4.8.1 Members of Nominating Committee; Election - The Nominating Committee shall be comprised of no fewer than four (4) Individual Members. The Nominating Committee shall be elected annually by the House of Delegates. If the House of Delegates does not act in a timely fashion the Board of Directors shall elect a Nominating Committee to serve until their successors are elected. A number greater than four may be designated from time to time by either the House of Delegates for the Nominating Committee. Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members. Section 6.6.3 shall apply to members of the Nominating Committee, but service as the immediate Past General Chair shall not be counted for that purpose. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates.

4.8.2 Chair Elected by Nominating Committee - The Chair of the Nominating Committee shall be elected annually by a majority vote of the members of the Nominating Committee present at a meeting called promptly after the members are elected or appointed.

4.8.3 Duties of Nominating Committee - A slate of candidates for election as the officers, At-Large Board Members, and the regular and alternate members of the Board of Review to be elected at the next annual meeting shall be prepared by the Nominating Committee. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions. The Nominating Committee shall also nominate a slate of candidates for the Nominating Committee to be elected at the last regularly scheduled meeting before the next annual meeting of the House of Delegates.

4.8.4 Publication of Nominations - Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 4.15.1 where convenient. See Section 16.1.5 for the methods which may be used for the distribution.

4.8.5 Additional Nominations - Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.

4.8.6 Meetings and Notices - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a required minimum of three (3) days' notice to all members of the Nominating Committee. . Pertinent provisions of Sections 7.5 through 7.10 and Section 16.1.5 also shall apply to the Nominating Committee's meetings and notices. The meetings of the Nominating Committee may be conducted by electronic means, including email.

4.8.7 Quorum - A quorum for any meeting of the Nominating Committee shall consist of not fewer than one half of the committee members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

4.9 MEETINGS OPEN; EXECUTIVE SESSIONS

4.9.1 House of Delegates - House of Delegates meetings shall be open to all members of MVS and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of MVS shall be deliberated and decided in a closed executive session which only House of Delegates members may attend. By a majority vote on a motion of a question of privilege, the House of Delegates may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the House.

4.9.2 House of Delegates Committees - All meetings and deliberations of the Nominating Committee shall be conducted in executive (closed) session. Meetings of all other committees established by the House of Delegates shall be open to all members of MVS and USA Swimming unless otherwise provided by the MVS By-Laws or House of Delegates resolution creating the committee or by a vote of the committee as provided by the rules of the Parliamentary Authority.

4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.

4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. A motion or order calling for the removal of a MVS member of any of the Board of Reviews pursuant to Section 4.4.10, shall be determined by a two-thirds vote after at least thirty (30) days' notice. See also Section 11.3 regarding amendment of these Bylaws.

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

4.13 NON-STANDARD VOTING

4.13.1 MAIL VOTE - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, members of the Board of Review, elected committee chairs or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting and the Board of

Directors determines a written ballot is necessary, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than 10 business days) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

4.13.2 VOTING BY EMAIL, INTERNET, OR OTHER ELECTRONIC MEANS-Any action which may be taken at any regular or special meeting of the House of Delegates, except elections; removals of Board Members, MVS members of the Board of Review, elected committee chairs or coordinators; and, amendments of these Bylaws, may be taken by Email or Internet vote without a meeting. If an action is taken by Email or Internet Vote without a meeting, the Secretary (or committee chair when this provision is used by a committee), by email, fax, text message or other electronic means notify every member of the House of Delegates entitled to vote on the matter, provided that such notice to any member may be sent only by those electronic means and to those electronic addresses that the member has currently provided and authorized for providing notice to that member. For any member who has not provided any current electronic means and electronic address and authorized its use for notice to that member, the Secretary must notify the member by mail as specified in Section 4.13.1. The notice shall also set forth a reasonable time (but in no event less than 10 business days) within which members may vote. The notice shall set forth the proposed action and specify a reasonable method or methods by which each member may vote to approve or disapprove the proposed action. Reasonable method or methods specified shall provide reasonable means to (i) authenticate votes received or identify the member casting a vote should verification be necessary, and (ii) prevent duplicate votes, unauthorized voting and other voting improprieties. Reasonable methods may include: (i) returning a vote by fax to a telephone number provided in the notice; (ii) returning a vote by email to an email address provided in the notice; (iii) returning a vote by other electronic means; and, (iv) accessing an internet site identified in the notice to register a vote. Action by Email or Internet Vote shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

4.14 ORDER OF BUSINESS - At all meetings of the House of Delegates the following shall be included in the order of business to the extent applicable. The order in which the various subjects are taken up may be varied.

Roll Call

Reading, correction and adoption of minutes of previous meeting

Reports of officers

Reports of committees and coordinators

Presentation and approval of the annual budget

Presentation and approval of the annual audit pursuant to Section 8.5, when applicable

Unfinished (old) business

Elections

New business

Resolutions and orders
Adjournment

4.15 NOTICES

4.15.1 Time - Not less than twenty (20) days written notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 16.1.5 for the various permitted forms of notice.

4.15.2 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 or a link provided to electronic access the amendments. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 5 -- BOARD OF DIRECTORS

5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and representatives of MVS:

5.1.1 VOTING MEMBERS

- A. General Chair
- B. Administrative Vice Chair
- C. Program Development Vice Chair
- D. Program Operations Vice Chair
- E. Finance Vice Chair
- F. Secretary
- G. Treasurer
- H. Coach Representatives
- I. Athlete Representatives
- J. Technical Planning Chair

5.1.2 NON-VOTING EX-OFFICIO MEMBERS

- A. MVS Administrative Board of Review Chair
- B. Diversity and Inclusion Chair
- D. Officials Chair
- F. Safe Sports Chair
- I. Safety Coordinator
- L. Immediate Past General Chair
- M. At-Large Board Members
- N. USA Swimming Committee Chairs who are Individual Members in good standing

- O. Members of the USA Swimming Board of Directors who are Individual Members in good standing.

5.2 AT-LARGE BOARD MEMBERS

5.2.1 Athlete At-Large Board Members - The House of Delegates shall elect sufficient Athlete Members to the Board as Athlete At-Large Board Members such that athlete representation on the Board comprises no less than twenty percent (20%) of the voting membership.

5.2.2 Non-Athlete At-Large Board Members: The House of Delegates shall elect up to three (3) non-athlete members as Non-Athlete At-Large Board Members.

5.3 OTHER MEMBERS

5.3.1 ATHLETE REPRESENTATIVES—Two (2) Athlete Representatives designated and elected as follows:

A. Junior Athlete Representative—One Junior Athlete Representative is nominated and elected each year by the Athlete Member delegates present and voting during the House of Delegates meeting.

B. Senior Athlete Representative—The Junior Athlete Representative upon completion of the one year term of the Junior Athlete Representative automatically becomes the Senior Athlete Representative.

C. Term—the term of office of each Athlete Representative is one (1) years.

E. Qualifications—Each Athlete Representative must (a) be an Athlete Member 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 MVS 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).

F. Vacancy—If the office of any Athlete Representative shall become vacant for any reason, the General Chair shall, with the advice and consent of the Board of Directors, appoint a replacement to serve the remainder of the term.

5.3.2 COACH REPRESENTATIVES—Two Coach Representatives shall be elected, in odd number years for a two-year term, or until a successor is elected. The election of the Coach Representatives shall be conducted during MVS Coaches Committee meeting and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and in a manner designated by the Board of Directors.

5.4 LIMITATIONS - No more than three (3) members or coaches of any Club Member or Affiliated Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and other Individual Members.

5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and Individual Members shall be as follows:

5.5.1 Board Members - Each Board Member other than the non-voting ex-officio members and At-Large Board Members shall have both voice and vote in meetings of the Board of Directors and its committees.

5.5.2 Non-Voting Ex-Officio Board Members - Unless entitled to vote under another provision of these Bylaws, the ex-officio members and At-Large Board Members shall have voice but no vote in meetings of the Board of Directors and its committees.

5.5.3 Individual Members - Individual Members who are not Board Members may attend open meetings of the Board of Directors and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the Board of Directors or its committees.

5.6 DUTIES AND POWERS - The Board of Directors shall act for MVS and the House of Delegates during the intervals between meetings of the House of Delegates, subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission, except that it shall not remove a Board Member, a Board of Review member or other person elected by the House of Delegates or amend these Bylaws. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

5.6.1 Establish and direct policies, procedures and programs for MVS;

5.6.2 Oversee the conduct by the officers and staff of MVS of the day-to-day management of the affairs of MVS;

5.6.3 Elect At-Large Board Members when the House of Delegates does not do so in a timely fashion;

5.6.4 Elect Athlete Board Representatives and/or At-large Athlete Board Representatives when the House of Delegates does not do so in a timely fashion or when a vacancy occurs;

5.6.5 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the MVS Policies, Rules, or Procedures;

5.6.6 Cause the preparation and presentation to the House of Delegates of the annual budget of MVS and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

5.6.7 Receive presentation of the annual audit report and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

5.6.8 Call regular or special meetings of the Board of Directors or the House of Delegates;

5.6.9 Admit eligible prospective Group Members and Affiliated Individual Members;

5.6.10 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of MVS;

5.6.11 Appoint other officers, agents, coordinators or committees, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the MVS Policies, Rules, or Procedures or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, coordinator or committee the power to appoint any such subordinate officers, agents, coordinators or committees and to prescribe their respective terms of office, authorities and duties; and

5.6.12 Remove from office any officers, At-Large Board Members, ex-officio members, athlete members, committee chairs, or committee members or coordinators of MVS who were not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. No officer, ex-officio member, athlete member, At-Large Board Member, coordinator or committee chair may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the officer, At-Large Board Member, committee chair, or committee member or coordinator contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Board of Review pursuant to Part Four of USA Swimming Rules and Regulations.

5.6.13 Hire staff to manage the business of MVS and delegate authority to staff for the management of MVS business, including the duties of membership registration.

5.7 EXECUTIVE COMMITTEE

5.7.1 Authority and Power - The Executive Committee shall have the authority and power to act for the Board of Directors and MVS between meetings of the Board and the House of Delegates.

5.7.2 Members - The members of the Executive Committee shall be the General Chair, who shall act as chair, Administrative Vice Chair, Program Development Vice Chair, Program Operations Vice Chair, Treasurer, Senior Athlete Representative, and Senior Coach Representative. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

5.7.3 Meetings and Notice - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days' notice required to all Committee members. Pertinent provisions of Sections 7.5 through 7.10 and Section 16.5 shall apply to the Executive Committee meetings and notices.

5.7.4 Quorum - A quorum of the Executive Committee shall consist of four (4) members of the Committee.

5.7.5 Report of Action to Board of Directors - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

5.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee meetings shall be open to all members of MVS and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members or Executive Committee members, respectively, are entitled to attend. By a majority vote on a motion of a question of privilege the Board of Directors or the Executive Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors or the Executive Committee.

5.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT OR EMAIL- Members of the Board of Directors or the Executive Committee may participate in meetings of the Board of Directors or the Executive Committee 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 such means shall constitute presence in person at a meeting. Votes of the Executive Committee or Board of Directors may be taken by email in the same manner as set forth in 5.16.2, provided however, that the General Chair or Secretary will provide email ballots to the Executive Committee and/or the Board of Directors.

5.10 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.

5.11 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or

should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.

5.12 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.

5.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote.

5.14 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.

5.15 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors or the Executive Committee may be taken without a meeting if all the Board Members or 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.

5.16 NONSTANDARD VOTING

5.16.1 MAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General Chair's appointments, or removals of officers, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than 10 business days) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast. Written ballots may be submitted electronically.

5.16.2 VOTING BY EMAIL, INTERNET, OR OTHER ELECTRONIC MEANS-Any action which may be taken at any regular or special meeting of the House of Delegates, except elections; removals of Board Members, MVS members of the Board of Review, elected committee chairs or coordinators; and, amendments of these Bylaws, may be taken by Email or Internet vote without a meeting. If an action is taken by Email or Internet Vote without a meeting, the Secretary (or committee chair when this provision is used by a committee), by email, fax, text message or other electronic means notify every member of the House of Delegates entitled to vote on the matter, provided that such notice to any member may be sent only by those electronic means and to those electronic addresses that the member has currently provided and authorized for providing notice to that member. For any member who has not provided any current electronic means and electronic address and authorized its use for notice to that member, the Secretary must notify the member by mail as specified in Section 5.16.1. The notice shall also set forth a reasonable time (but in no event

less than 10 business days) within which members may vote. The notice shall set forth the proposed action and specify a reasonable method or methods by which each member may vote to approve or disapprove the proposed action. Reasonable method or methods specified shall provide reasonable means to (i) authenticate votes received or identify the member casting a vote should verification be necessary, and (ii) prevent duplicate votes, unauthorized voting and other voting improprieties. Reasonable methods may include: (i) returning a vote by fax to a telephone number provided in the notice; (ii) returning a vote by email to an email address provided in the notice; (iii) returning a vote by other electronic means; and, (iv) accessing an internet site identified in the notice to register a vote. Action by Email or Internet Vote shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

5.17 NOTICES

5.17.1 Time - Not less than six (6) days' notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. Separate notices need not be given for regular meetings that are designated in these Bylaws or otherwise scheduled and noticed well in advance. (See Section 16.1.5 for the various permitted forms of notice and the consequences thereof.)

5.17.2 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.

5.18 ORDER OF BUSINESS - At all meetings of the Board of Directors the following shall be included in the order of business to the extent applicable. The order in which subjects are taken up may be varied.

Roll Call

Reading, correction and adoption of minutes

Report of Executive Committee

Reports of officers

Reports of committees and coordinators

Presentation of the annual budget and adoption of recommendation to the House of Delegates

Presentation of the annual audit report and adoption of its recommendation to the House of Delegates

Advice and Consent to Appointments

Unfinished (old) business

New business

Approval of applications for Group Membership and Affiliated Individual Membership

Elections

Resolutions and orders

Adjournment

ARTICLE 6 -- OFFICERS

6.1 ELECTED OFFICERS AND COMMITTEE CHAIRS---- The officers, At-Large Board Members, and committee chairs and coordinators who shall be elected by the House of Delegates are:

- 6.1.1 General Chair
- 6.1.2 Administrative Vice Chair
- 6.1.3 Finance Vice Chair
- 6.1.4 Program Development Vice Chair
- 6.1.5 Program Operations Vice Chair
- 6.1.6 Secretary
- 6.1.7 Treasurer
- 6.1.8 Technical Planning Chair
- 6.1.9 Safety Coordinator
- 6.1.10 Officials Committee Chair
- 6.1.11 At-Large Non-Athlete and Athlete Board Members
- 6.1.12 Athlete Representatives
- 6.1.13 Coaches Representatives

6.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General Chair, the Administrative Vice Chair, the Secretary, the Treasurer, and the Program Development Vice Chair in even numbered years, and the Program Operations Vice Chair, Finance Vice Chair, and Coaches Representatives in odd-numbered years. At-Large Board Members shall be elected in odd and even-numbered years in a manner that to the extent possible results in an equal number of positions being elected by the House of Delegates in each year, taking into account the number of Board of Review members being elected in relevant years.

6.3 ELIGIBILITY - Only Individual Members in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office.

6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in the House of Delegates by virtue of holding a position in MVS may not also vote as a Group Member Representative in the House of Delegates.

6.5 OFFICES COMBINED OR SPLIT

6.5.1 Office Held by Two Persons - Any office other than General Chair, Finance Vice Chair and Treasurer, may be held jointly by two Individual Members. This may be accomplished by the Nominating Committee nominating two Individual Members to serve as co-officers or by the House of Delegates electing two at the time of election. In the case of the Administrative Vice Chair, the House of Delegates at the time of election shall designate one to be the successor to the General Chair; if no such designation is made, then the person with the longer tenure in such office or as a Board Member shall serve as the successor.

6.5.2 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. This may be accomplished by the Nominating Committee nominating single Individual

Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of election.

6.6 TERMS OF OFFICE

6.6.1 Term of Office - The terms of office of all elected members of the Board of Directors shall be two years.

6.6.2 Commencement of Term - Each person elected to a position shall assume office on September 1st following election and shall serve until August 31st of the year in which a successor is chosen.

6.6.3 Consecutive Terms Limitation - Except for the Secretary and Treasurer, no Individual Member who has been elected by the House of Delegates and served four successive years shall be eligible for re-election to the same position until 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 this successive terms limitation.

6.7 DUTIES AND POWERS — The duties and powers 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 follows:

6.7.1 General Chair: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of MVS, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairs and members for standing and special committees or coordinators as may be necessary to permit MVS to effectively, efficiently and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of MVS.

6.7.2 Secretary: The Secretary, or a delegate, shall be responsible for keeping a record of all meetings of the House of Delegates and Board of Directors, conducting official correspondence, issuing meeting and other notices and making such reports to USA Swimming as are required by Article 8 of these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary, or the staff of MVS' permanent office, shall be custodian of the records. The Secretary shall cause to be kept at MVS' permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of MVS.

6.7.3 Treasurer: The Treasurer shall be the principal receiving and disbursing officer of MVS. Except as otherwise directed by the Finance Vice Chair or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of MVS and pay all bills, salaries, expenses and other disbursements approved by an authorized officer, committee chair, coordinator, the Finance Vice Chair, the Board of Directors or the House of Delegates.

When authorized by the Board of Directors, income and expenses may be received and paid by a division, officer, or committee or coordinator, provided that the division, officer or committee or coordinator promptly submits to the Treasurer an itemized report, duly attested by the division, officer, or committee chair or coordinator and either within the approved budget of such division, officer, or committee or coordinator, or authorized by the Board of Directors or the House of Delegates. The Treasurer shall be a member of the Finance Committee but may not be its chair. The Treasurer shall issue a quarterly report listing the current budget variances by line item, all receipts, all expenditures and the current fund and account balances for the preceding quarter and for the fiscal year to date, together with such other items as the Finance Vice Chair, the Finance Committee, the General Chair or the Board of Directors may direct. The Treasurer shall:

- A. have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of MVS;
- B. cause the moneys, securities and other financial instruments of MVS to be deposited in the name and to the credit of MVS in such institutions as shall be designated in accordance with Section 6.10 or to be otherwise invested as the Board of Directors or the Finance Chair or the Finance Committee may direct;
- C. cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds and any similar special purpose funds or accounts;
- D. cause the funds of MVS to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of MVS, and obtain and preserve proper vouchers for all moneys disbursed;
- E. cause to be kept at MVS' permanent office correct books of account and other financial records of all its affairs and transactions and such duplicate books of account as the Board of Directors, the Finance Vice Chair or the Treasurer shall determine;
- F. upon request and at reasonable hours cause such books or duplicates thereof to be exhibited to any member of the Board of Directors and upon application and at reasonable hours cause the quarterly financial reports and the annual audited financial statement to be exhibited to any member of MVS or USA Swimming;
- G. cause MVS to be in compliance with the requirements of Section 8.4;
- H. have the power to require from the officers, committee chairs, coordinators, staff or agents of MVS reports or statements giving such information as the Treasurer may determine to be appropriate or helpful with respect to any and all financial transactions of MVS;
- I. make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of MVS and cause the preparation and timely filing of all required federal, state and local tax returns, and other financial and tax

reports with the applicable government official, and forward a copy of the annual financial statement and audit report and any federal tax return to the Secretary for submission to the Board of Directors and submit a copy to USA Swimming national headquarters in accordance with these Bylaws and otherwise directed by USA Swimming;;

J. have the power to appoint one or more assistant treasurers and delegate to them one or more of the Treasury functions, or parts thereof; and

K. in general, perform all the other duties incident to the corporate treasury function.

6.7.4 Administrative Vice Chair: The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair, and when so acting shall have all of the powers of the General Chair. The Administrative Vice Chair shall chair, and have general charge of the business, affairs and property of the division that administers MVS business and affairs. The Administrative Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, and committees and coordinators. The Administrative Division shall be responsible for the creation and maintenance of MVS' Policies, Rules, or Procedures.

6.7.5 Program Development Vice Chair: The Program Development Vice Chair shall chair and have general charge of the affairs and property of the Division that develops, coordinates and conducts the swimming program for all levels of swimming in the MVS and develops long range plans for swimming programs. The Program Development Vice Chair serves a liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives elections are held in accordance with these Bylaws. The Program Development Vice Chair is responsible for oversight, management and outfitting of MVS Central Zone and MVS All-Star teams and will coordinate team selection and act as liaison between team coaching staff and parents of team members. In addition, the Program Development Vice Chair will coordinate the selection of team coaching staff for Central Zones and All-Star teams. The Program Development Chair is responsible for the development of MVS Championship meet qualifying standards and entry limitations.

6.7.6 Program Operations Vice Chair: The Program Operations Vice Chair shall chair and have general charge of the affairs and property of the Division that coordinates and facilitates the conduct of all swimming programs for MVS including the awarding of meet sponsorships to Club Members, facilities and equipment rentals and meet management for all swimming meets sponsored by MVS. The Program Operations Vice Chair shall serve as the schedule coordinator and work with the Club Members to resolve conflicts in the non-championship meet schedule. The Program Operations Vice Chair will present any unresolved conflicts to the Coaches Committee for resolution by vote of the Coach Members. The Program Operations Vice Chair shall accept written proposals (bids) from Club Members interested in hosting championship meets and present a recommended championship meet schedule to the

Coaches Committee for approval. The completed non-championship and championship meet schedules will be presented to the House of Delegates for approval.

6.7.7 Finance Vice Chair: The Finance Vice Chair is the chief financial officer of MVS. The Finance Vice Chair shall chair and have general charge of the affairs and property of the division that includes the Treasury function, the development and implementation of an investment program for MVS's working capital, funded reserves and endowment funds and the development and assistance of the Finance and Budget Committee, shall work with the Treasurer and Executive Director to develop an annual budget for MVS's operations and present the budget for approval by the Board of Directors and the House of Delegates. In addition, the Finance Vice Chair shall cause to be conducted the audit required hereunder and shall review, or shall cause the Audit Committee to review, the annual audit required hereunder and shall review, or shall cause the Audit Committee to review, the annual audit report and recommend acceptance and appropriate action, if any, with regard thereto by the Board of Directors and the House of Delegates. The Finance Vice Chair is responsible for the adequacy of MVS's system of internal financial and accounting controls. The Finance Vice chair is the chair of the Finance and Budget Committees and a member of the Personnel Committee, Together with the Treasurer, the Finance Vice Chair is ultimately responsible for MVS' compliance with Section 8.4.

6.7.8 Technical Planning Chair: The Technical Chair shall chair and have general charge of the property and operations of the Technical Committee that, in addition to such other duties as may be assigned by the Board of Directors, is responsible for Technical rules, Bylaws Administration, Long Range Planning, Championship Time Standards, and Championship Meet Evaluation.

6.7.9 Athlete Representatives: The Athlete Representatives shall serve as the liaison between the athletes who are members of MVS and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athletes' Committee.

6.7.10 Coach Representatives: The Coach Representatives shall serve as a liaison between the coaches who are members of MVS and the Board of Directors and House of Delegates. The Senior Coach Representative shall chair the Coaches' Committee. The Senior Coach Representative is responsible for preparing the travel funds budget for presentation to the Board and disbursing the travel funds.

6.7.11 At-Large Board Members: In addition to their inherent powers and duties as members of the Board of Directors, the At-Large Board Members shall have such powers and duties as may be delegated to them by the MVS Policies, Rules, or Procedures, the General Chair, the Board of Directors or the House of Delegates.

6.7.12 MVS Delegates to USA Swimming House of Delegates:

A. Officer and Representative Delegates - It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, Program Operations Vice Chair, the Program Development Vice Chair, the Senior Athlete Representative and the Senior Coach

Representative to attend the USA Swimming annual meeting as representatives of MVS and voting delegates to the USA Swimming House of Delegates. .

B. Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual meeting as delegates representing MVS.

C. Athlete Representative Alternates - If an athlete delegate is unable to attend, the Athlete Representative next most senior in term of office shall attend. If seniority cannot be established or there remain no additional Athlete Representatives or alternates able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate one or more Athlete Members to attend as a representative of MVS.

D. Coach Representative Alternates - If the Senior Coach Representative is unable to attend the USA Swimming annual meeting, then the other Coach Representative shall attend, and if neither Coach Representative is able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of MVS.

6.8 RESIGNATIONS - Any officer may resign by orally advising the General Chair or by submitting a written resignation to 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

6.9.1 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.

6.9.2 Offices of Athlete or Coach Representatives - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the Athletes or Coaches, as the case may be, shall elect a successor.

6.9.3 Other Offices - In the event of a vacancy in, or permanent incapacity of the person holding, any office other than General Chair, Athlete Representative, Coach Representative or member of the Board of Review, the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the General Chair may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.

6.9.4 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates with, in the case of an Athlete Representative or a Coach Representative, the advice and consent of the Athletes Committee or the Coaches Committee, respectively. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

6.10 OFFICERS' POWERS GENERALLY

6.10.1 Authority to Execute Contracts, Etc. - The General Chair, Administrative Vice Chair, Program Development Vice Chair, Program Operations Vice Chair and Finance Vice Chair each may sign and execute in the name of MVS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the MVS Policies, Rules or Procedures, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.

6.10.2 Additional Powers and Duties - Each officer shall have other powers and perform other duties as may be prescribed in MVS' Policies, Rules, or Procedures or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice Chair, the delegating officer or these Bylaws. The division Vice-Chairs shall have the additional duties and powers set forth in Section 7.1, 7.2.2 and 7.5.

6.10.3 Delegation - Officers of MVS may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, except that neither the Finance Vice Chair nor the Treasurer may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, order of withdrawals or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws, with the consent of the Board of Directors, any officer may delegate any portion of that officer's powers or duties to the paid staff of MVS. 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.

6.10.4 Assistant and Deputy Officers - The House of Delegates or the Board of Directors may by resolution or MVS' Policies, Rules, or Procedure may create the office of deputy to one or more of the elected officers. The resolution or the Policies, Rules, or Procedures shall the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

6.11 DEPOSITORIES AND BANKING AUTHORITY

6.11.1 Depositories, Etc. - All receipts, income, charges and fees of MVS shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors 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 Board of Directors. Endorsements for deposit to the credit of MVS in any of its duly authorized depositories shall be made in the manner determined by the Finance Vice Chair, the Finance Committee or the Board of Directors. All funds of MVS 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 Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.

6.11.2 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 MVS shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of MVS, and in the manner, as shall be determined by the Finance Vice Chair, the Finance Committee or the Board of Directors.

ARTICLE 7 -- DIVISIONS, COMMITTEES AND COORDINATORS

7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING

COMMITTEES AND COORDINATORS - The divisions of MVS shall each be chaired by a Vice Chair, the Senior Athletes Representative, or the Senior Coaches Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 6.6. Under each division Vice Chair there are officers, committees, coordinators and direct responsibilities as follows:

7.1.1 General Chair Division—General Chair shall be responsible for:

- Governance Task Force
- Administrative Board of Review Chair
- Membership/Registration Coordinator
- Members of the MVS staff

7.1.2 Administrative Division - Administrative Vice Chair shall be responsible for:

Awards Coordination
Bylaws/Legislation/Rules
Personnel Committee
Safe Sports Committee
Club Development
Reportable Times
Public Relations
Records/Top 16 Tabulation
Safe Sport Coordinator
Special Events

7.1.3 Program Operations Division - Program Operations Vice Chair shall be responsible for:

Disability Coordinator or Committee
Diversity Coordinator or Committee
MVS Travel Meet Coordination
Open Water Coordinator or Committee
Program Development
Technical Planning
Time Standards
MVS Zone Team
Scheduling of meets

7.1.4 Program Development Division - Program Development Vice Chair

Awards
Camps/Clinics
Meet Evaluation
Meet Management
Meet Sanctions
Meet Sponsorship
Officials
Open Water
Reportable Times
Safety
Senior

7.1.5 Finance Division - Finance Vice Chair

Audit
Budget Committee
Finance Committee
Investment Committee
Tax
Treasurer

7.1.6 Athletes Division - Senior Athlete Representative

Athlete Representatives
Athletes Committee
Athlete At-Large House Members
Athlete At-Large Board Members

7.1.7 Coaches Division - Senior Coach Representative

Coach Representatives
Coaches Committee
Coaches Education
Safety Coordinator or Committee

7.1.8 Officials/Rules Division—Officials Chair is responsible for:

Officials
Officials Committee
Sanctions Coordinator
Championship Meet Evaluation

7.1.9 Technical Planning Division- Technical Planning Chair if responsible for:

Bylaws Administration
Long Range Planning

7.2 CHAIRS AND THEIR COMMITTEES

7.2.1 Appointed Chairs and Coordinators--Except when specifically designated by these Bylaws, the chairs of committees, standing or otherwise, and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division Vice Chair. The appointed chair or coordinator shall assume office upon appointment or the date designated by the General Chair, and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.

7.2.2 Duties and Powers of Chairs and Coordinators

A. Membership/Registration Coordinator – The Membership/Registration Coordinator shall be responsible for the registration of Group and Individual Members and shall make the reports required by Section 8.6, together with such additional reports as may be required by USA Swimming, the Board of Directors or the Administrative Vice Chair. The Board of Directors may assign the duties of Membership/Registration Coordinator to MVS staff.

B. Officials Chair - The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying and supervising officials for MVS. The Officials Chair shall be a referee certified by MVS and each member of the Officials Committee shall be a certified official of MVS. The Officials Chair will also provide the

Club Members assigned championship meets with information about qualified and eligible meet officials. The Officials Chair is responsible for reviewing the meet information and issuing meet sanctions on behalf of MVS. The Officials Chair may designate a Sanctions Coordinator to fulfill this duty.

C. Safety Coordinator - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of MVS. The Safety Coordinator shall develop safety education programs and policies for MVS and make recommendations regarding same, and the implementation thereof, to the Program Development Vice Chair, the Administrative Vice Chair and the Board of Directors. The Safety Coordinator shall make the reports required pursuant to Section 8.7. Chairs the Safety Committee if one exists.

D. Technical Planning Chair—The Technical Planning Chair shall chair, and have general charge of the business, affairs and property of the Technical Planning Committee, which is responsible for long-range planning regarding the swimming programs conducted by MVS, the continuing review and development of the MVS philosophy and for advising the other committees and divisions regarding the implementation of that philosophy in the context of MVS swimming programs.

E. Athletes Committee Chair—the Senior Athlete Representative shall chair and have general charge of the business, affairs and property of the Athletes Committee, which shall be any activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of the Athlete Members, MVS, USA Swimming and the sport of swimming. The Athlete Committee shall make a recommendation to the Board of Directors regarding the format, time and location of elections for the Board Athlete Representatives, House of Delegate Athlete Representatives and members of the Athlete Committee.

F.. Senior Coaches Representative - The Senior Coach Representative shall chair and have general charge of the business, affairs and property of, the Coaches Committee, which shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the committee as being in the best interests of the Coach Members, MVS and the sport of swimming.

G. Safe Sport Chair—The Safe Sport Chair shall be responsible for the implementation and coordination of, and serve as the MVS liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Chair shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff to implement pertinent aspects of the national Safe Sport Program within MVS. The Safe Sport Chair will:

1. Serve as the primary contact for MVS to coordinate and oversee the implementation of effective safe sport educational programs for all athlete members, their parents, coaches, volunteers and clubs, as provided by USA Swimming;

2. Be trained regarding the compliant reporting structure and refer all reports of a violation of the Athlete Protection policies directly to the local club, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority;
3. Participate in workshops as provided by USA Swimming, collect and share information about what USA Swimming and other LSCs are doing to promote safe sport policies, and disseminate information on LSC best practices;
4. Serve as an information resource for MVS clubs and memberships, and will help to identify and connect them with local educational partners and resources;
5. Receive feedback and suggestions on the Safe Sport policies and programs from the MVS clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff;
6. Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members; and
7. Chair the Safe Sports Committee.

H. Diversity and Inclusion Chair—The Diversity and Inclusion Chair is responsible for encouraging the involvement and participation of diverse swimmers in MVS and Group Member programs, including minority and disabled swimmers. In addition, the Diversity and Inclusion Chair serves as the chair the Diversity Committee, if one exists. The Chair is also responsible for encouraging MVS swimmer participation in diversity camps and events hosted by USA Swimming.

7.3 MEMBERS AND EX-OFFICIO MEMBERS OF COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing or other committee shall be appointed by the General Chair with the advice and consent of the respective division Vice Chair and the chair of the committee. The division Vice Chair shall be an ex-officio member (with voice and vote) of each committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

7.3.1 Athletes Committee - The Athletes Committee shall consist of the Athlete Representatives and at least three other Athlete Members or Seasonal Athlete Members. The Senior Athlete Representative or the Athletes Committee shall determine the number of additional Athlete Members. The Senior Athlete Representative shall be the chair of the committee.

7.3.2 Audit Committee - The members of the Audit Committee shall be the Finance Vice Chair, who shall serve as chair, the Administrative Vice Chair and the Senior Coach Representative.

7.3.3 Budget Committee - The members of the Budget Committee shall be the General Chair, the Finance Vice Chair, the Treasurer, the Secretary, the Administrative Vice Chair, the Senior Athlete Representative, the Senior Coach Representative, the Program Operations Vice Chair and the Program Development Vice Chair.

7.3.4 Coaches Committee –The members of the Coaches Committee shall consist of the Coaches for the MVS Club Member representatives and such additional Coach Members as may be determined by the Coach Representatives. The Senior Coach Representative shall be the chair of the committee.

7.3.5 Finance Committee - The members of the Finance Committee shall be the General Chair, the Finance Vice Chair, who shall serve as chair, the Administrative Vice Chair and the Treasurer.

7.3.6 Officials Committee - The members of the Officials Committee shall be the Officials Chair, who shall serve as chair, and at least two other members each of whom shall be a certified official of MVS. The Sanctions Coordinator shall also serve as a member of the Officials Committee.

7.3.7 Personnel Committee - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, the Administrative Vice Chair and the Treasurer.

The General Chair or the respective division Vice Chair may appoint the specified additional members and any other members deemed appropriate or necessary for any of the foregoing standing committees, except the Athletes, Coaches and Personnel Committees. Committee members appointed pursuant to the preceding sentence, shall hold their appointments at the pleasure of the appointing officer or successor.

7.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS

7.4.1 Audit Committee - The Audit Committee is authorized to, and it shall be its duty to, conduct the annual audit of the books of MVS and present the results thereof to the Board of Directors and the House of Delegates.

7.4.2 Budget Committee - The Budget Committee is authorized and obligated 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 Budget Committee may request. The proposed budget may contain alternatives.

7.4.3 Finance Committee - The Finance Committee is authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of MVS' working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review MVS' equipment

needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment, make a determination of the best financing method for MVS and make recommendations to the Budget Committee and the Board of Directors.

7.4.4 Membership/Registration Coordinator - The Membership/Registration Coordinator is authorized and obligated to conduct the registration of Group and Individual Members and supervise the transmission of registration information to USA Swimming and assist in the preparation of the reports required by Section 8.6, together with such additional reports as may be requested by USA Swimming, the Board of Directors, the Administrative Vice Chair or the Finance Vice Chair.

7.4.5 Officials Committee - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for MVS and such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained and experienced officials of the highest caliber. The Officials Committee will be responsible for issuing sanctions for MVS meets and observed USA swimming meets within MVS.

7.4.6 Personnel Committee - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation and other terms of employment of MVS' staff (whether employees or independent contractors) within established, budgetary guidelines and policies and to review and approve the scope of duties delegated to the staff.

7.4.7 Program Development Committee - The Program Development Committee is responsible for developing and coordinating an overall swimming program for all levels of swimming in the Territory, including Age Group and Senior programs, and assisting the Technical Planning Chair with the development of long-range plans for swimming programs.

7.4.8 Safety Coordinator - The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of MVS. The Safety Coordinator shall develop safety education programs and policy for MVS and make recommendations regarding those programs and policies and their implementation to the applicable division Vice-Chairs and the Board of Directors. When approved by the Board of Directors, the Safety Coordinator shall be responsible for the coordination of their implementation by the Club Members. The Safety Coordinator shall prepare and transmit the reports required pursuant to Section 8.7.

7.4.9 Technical Planning Committee - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by MVS and for advice regarding the technical aspects of those programs and of the sport of swimming generally.

7.4.10 Coaches Committee--The Coaches Committee will elect two Representatives to serve on the Board of Directors in accordance with voting criteria established by the Coaches Committee. One elected Representative shall be designated as the Senior Coach

Representative who shall be the chair of the Coaches Committee and fulfill such other duties as otherwise designed in these By-Laws or by the Board of Directors.

7.4.11 Diversity and Inclusion Committee—The Diversity and Inclusion Committee will be responsible for encouraging the involvement of participation of minority and disabled swimmers in MVS and Group Member programs, including encouraging MVS swimmer participation in diversity camps and events hosted by USA swimming. The Committee will perform such other duties as otherwise designed by these By-Laws and by the Board of Directors.

7.5 DUTIES AND POWERS OF CHAIRS GENERALLY - The duties and powers of the General Chair, the division vice-Chairs, committees or subcommittees (in addition to those provided elsewhere in these Bylaws) shall be as follows:

7.5.1 Preside at all meetings of the respective division, committee or subcommittee;

7.5.2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in his charge are properly and promptly carried out;

7.5.3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the coordinator or division or committee, respectively;

7.5.4 Communicate with the respective division, coordinator, committee or subcommittee members to keep them fully informed;

7.5.5 Keep the General Chair, the respective division Vice Chair or committee chair and the staff of MVS' office informed of the respective coordinator, division, committee or subcommittee actions and recommendations;

7.5.6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to MVS' office;

7.5.7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for MVS, except as otherwise provided in these Bylaws or by the Board of Directors; and

7.5.8 Perform the other specific duties listed in MVS' Policies, Rules or Procedures or as may be delegated by the General Chair, the respective division Vice Chair or committee chair, the Board of Directors or the House of Delegates.

7.6 DUTIES AND POWERS OF COMMITTEES AND COORDINATORS GENERALLY - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by MVS' Policies, Rules, or Procedures, the House of Delegates, the Board of Directors, the General Chair or the respective division Vice Chair. Except as otherwise provided in the Bylaws, the duties and powers of any other

committees and subcommittees shall be prescribed by MVS' Policies, Rules or Procedures, the House of Delegates, the Board of Directors or the officer, coordinator or chair pursuant to whose powers such committee or subcommittee was created.

7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of divisions, committees or sub-committees of MVS shall be held as determined by the respective Vice-Chair or committee or sub-committee chair. In addition, meetings may be called where applicable by the division Vice Chair, or committee chair or coordinator pursuant to whose authority a committee or sub-committee was established.

7.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Meetings of divisions, committees and sub-committees other than the Personnel Committee shall be open to all members of MVS and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation and similar affairs shall be deliberated and decided in a closed executive session which only the respective members are entitled to attend. By a majority vote on a motion of a question of privilege a division, committee or sub-committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the division, committee or sub-committee.

7.9 VOICE AND VOTING RIGHTS OF DIVISION, COMMITTEE AND SUB-COMMITTEE MEMBERS - The voice and voting rights of Board Members and Individual Members shall be as follows:

7.9.1 Members - Each division, committee and sub-committee member shall have both voice and vote in the respective meetings.

7.9.2 Non-Voting Committee or Sub-committee Members - Unless entitled to vote under another provision of these Bylaws, the General Chair shall have voice but no vote in meetings of divisions, committees and sub-committees.

7.9.3 Individual Members - Individual Members who are not members of the division, committee or sub-committee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.

7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a division, committee or sub-committee may be taken without a meeting if all the division, committee or sub-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 division, committee or sub-committee may participate in a meeting of the division, committee or sub-committee 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 such means shall constitute presence in person at a meeting.

7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee or subcommittee, a quorum of any committee or subcommittee shall consist of a majority of those members present of the committee or subcommittee.

7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a division, committee or subcommittee shall be determined by a majority vote.

7.14 OTHER VOTING

7.14.1 PROXY VOTE - Voting by proxy in any meeting of a division, committee or subcommittee of MVS shall not be permitted.

7.14.2 VOTING BY MAIL - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, members of the Board of Review, elected committee chairs or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting and the Board of Directors determines a written ballot is necessary, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than 10 business days) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

7.14.3 VOTING BY EMAIL, INTERNET, OR OTHER ELECTRONIC MEANS-Any action which may be taken at any regular or special meeting of the House of Delegates, except elections; removals of Board Members, MVS members of the Board of Review, elected committee chairs or coordinators; and, amendments of these Bylaws, may be taken by Email or Internet vote without a meeting. If an action is taken by Email or Internet Vote without a meeting, the Secretary (or committee chair when this provision is used by a committee), by email, fax, text message or other electronic means notify every member of the House of Delegates entitled to vote on the matter, provided that such notice to any member may be sent only by those electronic means and to those electronic addresses that the member has currently provided and authorized for providing notice to that member. For any member who has not provided any current electronic means and electronic address and authorized its use for notice to that member, the Secretary must notify the member by mail as specified in Section 7.14.2. The notice shall also set forth a reasonable time (but in no event less than 10 business days) within which members may vote. The notice shall set forth the proposed action and specify a reasonable method or methods by which each member may vote to approve or disapprove the proposed action. Reasonable method or methods specified shall provide reasonable means to (i) authenticate votes received or identify the member casing a vote should verification be necessary, and (ii) prevent duplicate votes, unauthorized voting and other voting improprieties. Reasonable methods may include: (i) returning a vote by fax to a telephone number provided in the notice; (ii) returning a vote by email to an email address provided in the notice; (iii) returning a vote by other electronic means; and, (iv)

accessing an internet site identified in the notice to register a vote. Action by Email or Internet Vote shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

7.15 NOTICES

7.15.1 Time - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or sub-committee, not less than forty-eight (48) hours' notice in the case of notice given by telephone, and six (6) days' notice in all other cases, shall be given for any meeting of a division, committee or sub-committee of MVS. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 16.1.5 for the various forms of notice.)

7.15.2 Information - The notice of a meeting shall contain the time, date and site.

7.16 ORDER OF BUSINESS - At all meetings conducted under the authority of this Article, the following shall be included in the order of business to the extent applicable; the order in which subjects are taken up may be varied:

- Roll Call
- Reading, correction and adoption of minutes
- Reports of coordinators, committees and subcommittees
- Unfinished (old) business
- New business
- Resolutions and orders
- Adjournment

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

7.18 VACANCIES - The determination of when the position of an appointed committee or subcommittee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 6.9 for provisions applicable to elected committee Chairs and coordinators.) 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 Vice 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.

7.19 DELEGATION - With the consent of the Board of Directors or the respective division Vice Chair, a committee or subcommittee chair or a coordinator may delegate a portion of their powers or duties to another officer of MVS, or to another committee, subcommittee or coordinator, or, with the consent of the Board of Directors or the Personnel Committee, to the

paid staff of MVS. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

7.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW – Sections 7.5 through 7.16 shall apply to the Executive Committee, the Nominating Committee and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the MVS Policies, Rules, or Procedures. These provisions shall also apply to Board of Review meetings, but shall not apply to its hearings or deliberations.

ARTICLE 8 -- ANNUAL AUDIT, REPORTS AND REMITTANCES

8.1 MINUTES - The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the respective members and to USA Swimming national headquarters.

8.2 FINANCIAL AND FEDERAL TAX REPORTS - The Treasurer shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of MVS and the report thereon prepared in accordance with Section 8.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by MVS under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.

8.3 STATE AND LOCAL REPORTS AND FILINGS - The Treasurer shall cause to be made all reports and non-tax filings and shall requisition from the Treasurer checks with which to pay any applicable fees required by its state of incorporation and by any other state or municipality in which it operates.

8.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - MVS shall cause to be made available at a reasonable location and time determined by MVS to anyone requesting to see a copy of MVS' federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include MVS in USA Swimming's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.

8.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of MVS shall be completed no later than the end of the fifth month following the end of its fiscal year. The audit, or review, shall be conducted by the Audit Committee. The audit's completion date and reporting requirement to USA Swimming may be extended by a period equal to any filing extension the MVS may have obtained from the Internal Revenue Service for its federal income tax return. The audit shall cover any federal, state or local income tax return that MVS is required to file

under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of MVS have been reviewed and fairly present the financial condition of MVS as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

8.6 MEMBERSHIP AND REGISTRATION REPORTS - The Membership/Registration Coordinator shall forward in a timely manner all required reports to the Executive Director of USA Swimming. This report shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The Membership/Registration Coordinator shall make periodic summary reports to the Administrative Vice Chair, the Board of Directors and the House of Delegates.

8.7 SAFETY REPORTS

8.7.1 Incident/Occurrence Reports - An occurrence report providing all of the information requested by applicable USA Swimming form should be completed at the time of the occurrence by the meet director, officer, coach or club officer with copies to USA Swimming national headquarters, the Safety Coordinator, the Administrative Vice Chair and the MVS office.

8.7.2 Reports of Injuries - The Safety Coordinator shall present a report concerning swimming-related injuries within the Territory at each House of Delegates and Board of Directors meeting.

A. House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of MVS and USA Swimming, the location of the occurrence and a brief description of the incident, the resulting injury and the emergency-care steps taken, together with any recommendation for action by MVS and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Safety Coordinator is responsible for distribution of this report to each Club Safety Coordinator. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.

B. Board of Directors Reports - The regular report to the Board of Directors may be a summary addressing primarily any recommendation for action by MVS and its members.

8.7.3 Safety Education - The Safety Coordinator shall be responsible for disseminating safety information flowing from USA Swimming Headquarters and, with the assistance of the Committee members, exploring safety education opportunities and developing a safety education program tailored to MVS and its members and Territory.

8.8 MAILING ADDRESS - MVS shall notify in writing USA Swimming national headquarters of any change in its regular mailing address within 14 days of the change.

8.9 REPORTS GENERALLY - MVS shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules and Regulations or by the National Board of Directors or National House of Delegates, in such a manner and on such written forms as may be requested by USA Swimming national headquarters. The General Chair, the Membership/Registration Coordinator, the Secretary, the Finance Vice Chair and the Treasurer shall be collectively responsible for seeing that all required reports and remittances are made.

ARTICLE 9 -- MEMBERS' BILL OF RIGHTS

9.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS - MVS, in furtherance of Article 301 of the USA Swimming Rules and Regulations, shall respect and protect the right of every Individual Member who is eligible under MVS, USA Swimming and FINA rules and regulations to participate in any competition as an athlete, coach, trainer, manager, meet director or other official, so long as the competition is conducted in compliance with MVS, USA Swimming and FINA requirements. Before any Individual Member is denied the right to participate in a competition, the individual shall have the right to request and have a hearing before, and a determination of, the MVS Administrative Review Board, the Central Zone Board of Review, or the National Board of Review, in accordance with the jurisdictional guidelines of these bodies. If the Individual Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

9.2 CLUB MEMBERS' BILL OF RIGHTS - MVS shall respect and protect the right of every Club Member which is eligible under MVS, USA Swimming and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors and other officials, so long as the competition is conducted in compliance with MVS, USA Swimming and FINA requirements. Before any Club Member is denied the right to participate in a competition, the Club Member shall have the right to request and have a hearing before, and a determination of, the MVS Administrative Review Board, the Central Zone Board of Review or the National Board of Review, in accordance with the jurisdictional guidelines of these bodies. If the Club Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

ARTICLE 10 -- ADMINISTRATIVE REVIEW BOARD

10.1 INTRODUCTION – USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all

disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, Missouri Valley has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within the LSC 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, Missouri Valley or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

10.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION

10.2.1 Establishment – The Administrative Review Board of Missouri Valley shall be independent and impartial.

10.2.2 Members – The Administrative Review Board shall have at least three (3) regular members, at least one of whom shall be an athlete member, and at least one alternate member. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular or alternate members by resolution but subsequent to the adoption of the Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of office of any incumbent members.

10.2.3 Election; Term of Office; Eligibility –

A. Election – The House of Delegates shall biennially elect regular and alternate members of the Administrative Review Board.

B. Term of Office – The term of office shall be two (2) years. Each member and alternate member shall assume office upon election and shall serve until a successor takes office.

C. Eligibility – Each regular and alternate member of the Administrative Review Board shall be an Individual Member of Missouri Valley and USA Swimming. In no case shall elected members of the Board of Directors serve on the Administrative Review Board.

10.2.4 Chair Elected by Board; Other Officers – The Chair of the Administrative Review Board (the “Chair”) who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shall biennially appoint a Vice Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.

10.2.5 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, those provisions of Article 607 that are specified in Section 607.20 shall apply to the Administrative Review Board.

10.2.6 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.

10.2.7 Quorum – A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.

10.2.8 Resignations – Any regular or alternate member of the Administrative Review Board may resign by orally advising the Chair or 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.

10.2.9 Incapacities and Vacancies – Determination of Vacancy or Incapacity – In the event of a vacancy in the office of the Chair, or other members of the Administrative Review Board, the LSC shall have in place reasonable written and published rules consistent with the laws of the state of incorporation of the LSC to determine when such membership on the Administrative Review Board becomes vacant or a Chair or member becomes incapacitated. The determination as to when the Chair is temporarily incapacitated shall be made, where the circumstances permit, by the Chair and otherwise shall be within the discretion of the Administrative Review Board, subject to any subsequent action of the Board of Directors.

10.2.10 Substitutions for Member – In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice Chair; or failing that, the General Chair) shall appoint the alternate member or, if the alternate member is not available, a disinterested

Individual Member to act in the regular member's place and stead in respect of that circumstance.

10.2.11 Legal Advice – Where appropriate or helpful, the Chair may consult the USA Swimming General Counsel, the Chair of the USA Swimming Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of Missouri Valley, USA Swimming or the Administrative Review Board) retained by the Administrative Review Board or the Chair regarding any issue raised by a procedure.

10.3 GENERAL –

10.3.1 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.

10.3.2 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 the LSC with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.

10.3.3 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 lie solely in its discretion and the interests of justice and the sport of swimming.

10.3.4 Timeliness of Petition – The Administrative Review Board need not exercise its jurisdiction with respect to a complaint, the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the

complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

ARTICLE 11 -- ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

11.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 1.2, MVS 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, MVS 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 MVS 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.

11.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of MVS are irrevocably dedicated to the purposes set forth in Section 1.2 -- of these Bylaws. No part of the net earnings, properties or assets of MVS shall inure to the benefit of any private person or any member, officer or director of MVS.

11.3 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 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. These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless MVS shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.

11.4 DISSOLUTION - MVS may be dissolved only upon a two-thirds majority vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of MVS shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of MVS, but shall be distributed to USA Swimming, Inc., to be used exclusively for educational or charitable purposes. If USA Swimming, Inc., 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 MVS 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 12 -- INDEMNIFICATION

12.1 INDEMNITY - MVS 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 MVS, 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 MVS specified in Section 12.3 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. MVS 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.

12.2 EXCLUSION - The indemnification provided by this Article 12, 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 Board of Review or the National Board of Review to have committed actions which would be the basis for 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.

12.3 INDEMNIFIED PERSONS - As used in this Article 612, "Indemnified Person" shall mean any person who is or was a Board Member, Board of Review Chair, Vice Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of MVS, or is or was serving at the direct request of MVS 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.

12.4 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 MVS in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MVS' obligation to indemnify, MVS 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 MVS determines that there is reasonable doubt as to such person's ability to make any repayment, MVS 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 MVS to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

12.5 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 13 -- PARLIAMENTARY AUTHORITY

13.1 ROBERT'S RULES - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern MVS 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 MVS, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.

13.2 VOICE AND VOTE - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.

ARTICLE 14 -- PERMANENT OFFICE AND STAFF

14.1 OFFICE - MVS shall maintain an office in the Territory for the storage and maintenance of the books and records and equipment of MVS and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.

14.2 STAFF - MVS shall retain paid staff at the MVS Office as the Board of Directors may determine to be appropriate or necessary. The staff shall be under the general supervision of the General Chair and the Administrative Vice Chair. With respect to delegated functions of the officers, committee Chairs and coordinators, the staff shall be responsible to the respective officer, committee chair or coordinator. The powers and duties of the paid staff shall be established in MVS' Policies, Rules, or Procedures or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.

14.3 APPROPRIATIONS - The Budget Committee shall include in its proposed budget a line item for the costs of MVS' Office inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chair, for the administration of those funds. The compensation of the staff shall to the extent possible be treated as confidential.

ARTICLE 15 -- MISCELLANEOUS

15.1 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 Missouri become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

15.2 FISCAL YEAR - The fiscal year of MVS shall begin September 1st and end August 31st of each year.

15.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MVS 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 MVS 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 16 -- DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

16.1 CONVENTIONS AND RULES OF INTERPRETATION

16.1.1 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.

16.1.2 Capitalized Titles - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to MVS positions and not to USA Swimming or another organization.

16.1.3 Principal Rule of Interpretation - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 15.3.

16.1.4 Rule of Interpretation Applicable to Article 10 - Article 10 shall be interpreted generously in order to achieve the intent expressed in Section 10.1.

16.1.5 Notice Deemed Given; Writings Deemed Delivered; Last Known Address

A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of MVS shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.

B. Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient 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 Address - For all purposes under these Bylaws, the last known address of a member of MVS shall be the address given in the latest application for registration or membership in MVS and USA Swimming filed with Registration Chair or the address given in a written notice of change of residence filed with that Chair. In all other cases the records maintained by the Secretary of MVS shall be used to ascertain the last known address.

16.1.6 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.

16.1.7 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.

16.2 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 thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. For an additional definition applicable solely to Article 12, see Section 12.3:

16.2.1 "Active Individual Member" shall mean an individual other than a Coach Member, or an Athlete Member or a Seasonal Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of MVS or the sport of swimming and who is in good standing as an Individual Member of MVS and USA Swimming.

16.2.2 "Affiliated Group Member" shall mean any organization which supports the sport of swimming and the objectives and programs of MVS and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of MVS and USA Swimming, and which is neither a Club Member or Seasonal Club Member of MVS.

16.2.3 "Affiliated Group Member Representative" shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates.

16.2.4 "Affiliated Individual Member" shall mean any individual interested in the objectives and programs of MVS who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of MVS and USA Swimming and who is not an Active Individual, Athlete or Coach Member.

16.2.5 "Article" shall mean the principal subdivisions of these Bylaws.

16.2.6 "Articles of Incorporation" shall mean the document filed with the Missouri Secretary of State pursuant to which MVS was formed.

16.2.7 "At-Large Board Member" shall mean those Board Members designated as such.

16.2.8 "At-Large House Member" shall mean the Individual Members appointed by the General Chair to be members of the House of Delegates.

16.2.9 "Athlete Member" shall mean any individual who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of MVS and USA Swimming.

16.2.10 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

16.2.11 "Board Member" shall mean a member of the Board of Directors, including the At-Large Board Members. Where the contexts requires, the term not include the Athlete Representatives or the Coach Representatives.

16.2.12 "Board of Directors" shall mean the Board of Directors of MVS.

16.2.13 "Board of Review" shall mean the independent judicial body of MVS established pursuant to Article 10.

16.2.14 "Business Day" shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.

16.2.15 "Bylaws" shall mean these bylaws as adopted by, and in effect for, MVS.

16.2.16 "Club" or "club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.

16.2.17 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of MVS and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with MVS and USA Swimming.

16.2.18 "Club Member Representative" shall mean the individual appointed to represent a Club Member in the House of Delegates.

16.2.19 "Coach Member" shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by MVS and/or USA Swimming and who is in good standing as a member of MVS and USA Swimming.

16.2.20 "Coach Representative" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors.

16.2.21 "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.

16.2.22 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.

16.2.23 "Group Members" shall mean Club Members, Seasonal Club Members and Affiliated Group Members.

16.2.24 "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates.

16.2.25 "House of Delegates" shall mean the House of Delegates of MVS as established by Article 4 of these Bylaws.

16.2.26 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of MVS, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 4.4.10, the Board of Directors taking action pursuant to Section 5.5.12 or the House of Delegates failing to reelect that person to another term sought by that person. 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, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

16.2.27 "Individual Members" shall mean Athlete Members, Coach Members, and Active Individual Members, and Life Members and Affiliated Individual Members.

16.2.28 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.

16.2.29 "Life Member" shall mean any individual who is a life member of USA Swimming and MVS and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of MVS and USA Swimming.

16.2.30 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. MVS is a Local Swimming Committee.

16.2.31 "Member" shall mean a Group Member or an Individual Member.

16.2.32 "MVS" shall mean the Kansas not-for-profit corporation to which these Bylaws pertain.

16.2.33 "MVS Office" shall mean the permanent office of MVS maintained in accordance with Article 14.

16.2.34 "National Board of Review" shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

16.2.35 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of MVS.

16.2.36 "Policies, Rules, or Procedures" shall mean the policies, rules and procedures adopted by the Board of Directors or the House of Delegates. If MVS does not have Policies, Rules or Procedures, then the reference shall mean the relevant meeting minutes, orders and resolutions of MVS.

16.2.37 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 13.

16.2.38 "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days

each in a calendar year and is in good standing as a Seasonal Athlete Member of MVS and USA Swimming.

16.2.39 "Seasonal Club Member" shall mean any organization which has joined MVS and USA Swimming for certain periods of time not exceeding 150 days each in a calendar year and is in good standing as a seasonal club member of MVS and USA Swimming.

16.2.40 "Section" shall mean the subdivisions of the Articles of these Bylaws.

16.2.41 "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 4.1.4.

16.2.42 "Senior Coach Representative" shall mean the Coach Representative senior in term of office.

16.2.43 "Standing Committee" or "Standing Coordinator" shall mean a committee or coordinator of MVS listed in Section 7.4.

16.2.44 "Territory" shall mean the geographic territory over which MVS has jurisdiction as a Local Swimming Committee.

16.2.45 "USA Swimming" shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.

16.2.46 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.

16.2.47 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended by USA Swimming.

16.2.48 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.

16.2.49 "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.