



Board of Directors Manual

PURPOSE - MISSION

The objectives and primary purpose of Kentucky Swimming shall be the education, instruction, and training of individuals to develop and improve their capabilities in the sport of swimming.

VISION

To provide a safe and healthy environment, encompassing all backgrounds and abilities that create a tradition of excellence in the sport of swimming.

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The Board of Directors of Kentucky Swimming

As the regional governing body for swimming under USA Swimming, the Kentucky Swimming Board of Directors (BOD) is responsible for the conduct and administration of swimming in the Kentucky LSC. In this capacity, the BOD formulates and implements the organization's policies and procedures, proposes rules and regulations, conducts annual LSC Meetings, formulates and implements budgets, and collects and disseminates information to the LSC membership and staff.

Kentucky Swimming (KY Swimming) business is conducted by its BOD, committees, and staff. Through its committees, proposals and recommendations for policy and procedures are presented to the BOD for approval.

KY Swimming members have the right and responsibility to make recommendations to the BOD through each respective committee. Committee meetings are held throughout the year as needed, and during the annual meeting in the fall.

BOD meetings are typically held every six weeks and during before the annual meeting in the fall. Board members must be willing to give time and resources (skills, experience, finances) in providing leadership to Kentucky Swimming.

KYLSC Bylaws

Document mandated by USA Swimming and approved by KY Swimming HOD. USA Swimming provides template to be used.

To receive a 50% majority vote on a proposed rules change, at the annual House of Delegates meeting, the proposed changes must be presented in written form to the Kentucky Swimming Executive Secretary 60 days in advance of the scheduled House of Delegates Meeting and posted on the Kentucky Swimming web site at least 30 days prior to the meeting of the House of Delegates.

All proposed rule changes for the annual House of Delegates meeting not submitted 60 days in advance or not posted on the Kentucky Swimming web site at least 30 days prior to the House of Delegates meeting, must receive a two-thirds majority to pass.

Board Members' Individual Responsibilities

Board member engagement and participation is integral to the Board's leadership success. Therefore, each Board member is expected to fulfill the following responsibilities:

1. Attendance: Board members are expected to attend Board meetings on a regular and punctual basis.
2. Preparation and Participation: Board members are expected to review agenda materials in advance of Board and committee meetings and to participate productively in discussions.
3. Stewardship: Board members are expected to be alert to the concerns of the membership.
4. Responsiveness: Board members will be attentive to Board communications and respond promptly to staff and Board member requests for feedback.
5. Members in Good Standing: As Board members are recognized representatives of Kentucky Swimming, they are expected to remain in good standing within the sport and their respective communities.
6. Board members are encouraged to attend the annual Convention.

Board of Directors

- General Chair*
- Administrative Vice-Chair*
- Finance Vice-Chair*
- Program Development and Operations Vice-Chair*

- Senior Vice-Chair*
- Age Group Vice-Chair
- Coach Representative*
- Officials Chair
- Technical Planning Chair
- Safety Chair and Safe Sport Coordinator
- Diversity, Equity & Inclusion Chair
- Records Chair
- Senior Athlete Representative*
- Junior Athlete Representative*
- Athlete-At-Large Representative
- At-Large Board Members

General Requirements for Board Members

- Mission development and long-range planning
- Supporting Sanctioning of events
- Championship Meet Rules and Regulations
- Educating KYLSC members
- Financial management
- Resource development and fund raising
- Board education and development

Meeting Expectations

- Provide insight, suggestions, and concerns regarding LSC matters.
- Vote on decisions in the best interest of the Kentucky Swimming LSC and its mission.
- Avoid conflict of interest or perceived conflict of interest by acknowledging potential conflicts upfront which may mean potentially forfeiting a vote.
- Abide by Robert's Rules of Order during meetings of the Board.
- Attend the annual LSC Meeting in the fall, and any meetings, conference call or otherwise, throughout the year.

Committee Commitment

- Serve on at least one LSC committee.
- Schedule and hold regular meetings or conference calls with your committee to conduct necessary business.
- Provide an agenda in advance of your meeting to the LSC and brief minutes upon conclusion to be posted on the LSC website.

Fiscal Responsibility

- Provide financial oversight of the LSC budget, and respective committee budget.

Committee Composition Recommendations

Below are suggested guidelines for committee chairs to consider when determining the composition of their respective committee:

- Committee be composed by at least one coach from a small club at least one coach from a medium club (81-200 registered swimmers), and at least one coach from a large club as and from different regions of the state.
- Committees be composed by at least one coach from each region of the state.

- Committees be composed by an odd number of members.

Appointment of New Members

- The Committee Chair is responsible for appointing new individual members to the committee.
- The Athlete Representatives are responsible for appointing athlete members to the committee, if applicable.
- The Officials Chair is responsible for appointing an official to be a member of the committee, if applicable.

Removal of Inactive Members

The committee chair is in charge of making sure all members of the committee are active participants, lending their voice to the populations of which they are to represent. Thus, it is recommended that any member who fails to attend (two) 2 consecutive meetings, or (three) 3 or more meetings over the course of a season, be removed from the committee and a replacement be appointed to ensure the committee composition suggestions are still met.

Office of the General Chair*

The General Chair is a member of the Board of Directors, elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the General Chair are as follows:

- A. Develop the direction of KY Swimming's programs and initiatives to promote the vision and mission of KY Swimming.
- B. Work with the KYLSC staff to arrange and announce board of directors meetings
- C. 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 KY Swimming.
- D. Preside at the Executive Committee, Board of Directors and House of Delegates meetings.
- E. See that all duties and responsibilities of the coordinators, committees, or sub-committees in his or her charge are properly and promptly carried out.
- F. Along with the KYLSC executive Secretary and the Finance Vice-Chair, the General Chair shall be collectively responsible for seeing that all required reports and remittances are made to USA Swimming National Headquarters.
- G. Execute deeds, mortgages, bonds, contracts, agreements, or other instruments are duly authorized.
- H. Supervise and work with the staff of KY Swimming to lead the organization in the direction established by the Board of Directors.
- I. Call special meetings as deemed necessary.
- J. Appoint chairpersons of standing committees and other coordinators with the advice and consent of the Board of Directors and the respective division Vice-Chair.
- K. Appoint up to 10 members as At-Large Delegates to the LSC House of Delegates.
- L. Receive a resignation from a committee chair or a member of the Board of Directors.
- M. Fill a vacancy on the Board of Directors, the Governance Committee, a committee chair or a committee member with the advice and consent of the Board of Directors and, where applicable, the respective division Vice-Chair.
- N. Receive complaints from members of KY Swimming and forward the appropriate matters to the USA Swimming Board of Review for consideration.
- O. The General Chair, Administrative Vice-Chair, and Finance Vice-Chair each may sign and execute in the name of KY Swimming deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the KY Swimming Policies and Procedures Manual, 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.

In the event of a vacancy in the Office of the 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.

Office of the Administrative Vice-Chair*

The Administrative Vice-Chair is a member of the Board of Directors, elected by the House of Delegates in an even year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms. Specific duties of the Administrative Vice-Chair are as follows:

- A. Attend and participate in all meetings of the House of Delegates and the Board of Directors
- B. 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.
- C. 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, committees and coordinators.
- D. The Administrative Division shall be responsible for the creation and maintenance of the LSC Policies and Procedures Manual.
- E. The General Chair, Administrative Vice-Chair, and Finance Vice-Chair each may sign and execute in the name of KY Swimming deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the KY Swimming Policies and Procedures Manual, 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.

The Administrative Vice Chair shall aid in the development of policy and the coordination of activities, or with the aid of the respective committees, as shown below:

- Awards Banquet/Special Events
- Bylaws/Legislation/Rules
- Club Development
- Elections
- Equipment (Office)
- Insurance
- Legal (General Counsel, if applicable)
- Membership/Registration
- Personnel
- Public Relations/Publications/Newsletter
- Policies and Procedures Manual

- Secretary

Office of the Program Development and Operations Vice-Chair*

The Program Development and Operations Vice-Chair is a member of the Board of Directors, elected by the House of Delegates in an even year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Program Development and Operations Vice-Chair:

- A. Develop and coordinate an overall swimming program for all levels of swimming in KY Swimming, including Age Group and Senior programs.
- B. Develop long-range plans for swimming programs.
- C. The Program Development and Operations Committee will meet, research, and advise the Board of Directors in regard to championship meet formatting, management and scheduling.

Office of the Finance Vice-Chair*

The Finance Vice-Chair is a member of the Board of Directors, elected by the House of Delegates in an even year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Treasurer are as follows:

- A. Oversee and manage of financial affairs and the development and implementation of an investment program for Kentucky Swimming's working capital, funded reserves and endowment funds.
- B. Prepare an annual budget, and quad budget for Kentucky Swimming's operations and present the budget for approval by the Board of Directors and the House of Delegates.
- C. Review KY Swimming's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.
- D. Complete and submit any state and local reports and filings.
- E. Prepare and provide necessary information for federal, state, and local tax returns of Kentucky Swimming, and ensure compliance with all government entities.
- F. Submit necessary financial statements, tax information, and requested reports to USA Swimming.
- G. Conduct the year-end review of the financial documents.
- H. Keep correct books of account and other financial records of all its affairs and transactions with the ability to present this information upon request.
- I. Chair the Budget Committees and a member of the Personnel Committee.
- J. KYLSC staff, the Finance Vice-Chair and the General Chair, shall be collectively responsible for seeing that all required reports and remittances are made to USA Swimming national headquarters.
- K. Provide Balance Summary and Profit and Loss versus budget reports at board meetings.
- L. For the LSC annual Meeting, the Treasurer will provide fiscal year-end balance summary and profit loss versus budget information for general distribution at the House of Delegates.

Significant Dates for Office of the Treasurer:

- October 15th : Sign and submit documents to the IRS.
- 990 form and letter of the year-end review will be submitted to USA Swimming by November 15th
- By February 1st : Mail all 1099 Forms to contractors and submit a 1096 Form to the IRS.

Office of the Senior Vice-Chair*

The Senior Chair is a member of the Board of Directors, elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms. Specific duties of the Senior Vice-Chair are as follows:

- A. Oversee and manage the Senior Committee that develops and conducts the senior swimming program of Kentucky Swimming.
- B. Liaison to the Athletes Committee and shall be responsible to see that the Athlete Representatives elections are held in accordance with these established guidelines.
- C. Serve on committees that involve:
 - Awards, Awards Presentations,
 - Camps/Clinics – Olympic Training Center
 - Special Teams
 - Officials
 - Open Water
 - Safety
 - Senior program
 - Travel Fund
- D. Serve as a delegate (or recommend replacement) for KY Swimming at the USAS Convention and attend and provide reports on any and all meetings involving Senior swimming.

Office of the Age Group Vice-Chair*

The Age Group Chair is a member of the Board of Directors, elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Age Group Vice-Chair are as follows:

- A. Oversee and manage the Age Group Committee that develops and conducts the age group swimming program of Kentucky Swimming, including but not limited to State Championship meets and time standards.
- B. Liaison to the Athletes Committee and shall be responsible to see that the Athlete Representatives elections are held in accordance with these established guidelines.
- C. Work with potential meet hosts regarding the meet information for KY Swimming Age Group Championship Meets.
- D. Serve on the Technical Planning Committee, and specifically seek and provide input regarding meets for 14 and under swimmers - Age Group championship meets, as well as other necessary meets for age group swimmers.
- E. Work with team managers and office staff for the organization and coordination of the Age Group Zone Team.
- F. Work with team managers and office staff for the organization and coordination of the MidStates AllStar Team.
- G. Assist in selecting Age Group special teams coaches.
- H. Assist in organizing camps and clinics for 14 and under swimmers.
- I. Serve as a delegate (or recommend replacement) for KY Swimming at the USAS Convention and attend and provide reports on any and all meetings involving Age Group swimming.

Office of the Coaches Representative*

Coach Representative shall be elected, in even numbered years for a two-year term, or until a successor is elected. The Coach Representative shall be nominated and elected, by the coaches present, at the coaches'

committee meeting. As long as the member is in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors. The Coach Representative shall serve as a liaison between the coaches who are members of Kentucky Swimming and the Board of Directors and House of Delegates.

Specific duties of the Coaches Representative are as follows:

- A. Develop the meeting agenda and chair the Coaches Committee meetings at the annual Fall House of Delegates
- B. Gather information and feedback from the coaches to bring to the BOD and HOD.
- C. Represent the LSC Coaches at Kentucky Swimming Board Meetings.
- D. Attend the USAS Convention.
- E. Undertake discussions and activities in the best interest of the Kentucky Swimming coaches and the sport of swimming.
- F. Bring other coaches and professionals to the LSC for educational sessions geared toward athletes and coaches.
- G. Conduct election of the Age Group Coach-of-the-Year at the annual Fall House of Delegates meeting.
- H. Conduct the election of the Kentucky Swimming Senior Coach-of-the Year at the annual Fall House of Delegates meeting.
- I. Assist in the selection of Kentucky Swimming special teams coaches.
- J. Serve on any committees requiring coach representation.
- K. Chair the Coaches Committee - The members of the Coaches Committee shall consist of the Coach 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.

Office of the Officials Chair

The Officials Chair is a member of the Board of Directors, elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms. Specific duties of the Officials Chair are as follows:

- A. Select a committee (including 20% athlete participation).
- B. Recruit, train, certify, and supervise a roster of qualified and well-trained officials for Kentucky Swimming, or delegate a member of the committee to perform these duties.
- C. Establish and maintain programs which provide assistance to coaches and swim clubs in matters related to recruiting and retention of officials.
- D. Ensure that rules changes, rules interpretations and official's procedural guidance are disseminated in a timely manner to provide consistency of officiating throughout KY Swimming.
- E. Attend meetings, conferences, workshops and conventions, representing the interest of KY Swimming and its officials.
- F. Be the point person for all Officials-related issues and will deal with matters in a timely matter.

Office of the Technical Planning Chair

The Technical Planning Chair is a member of the Board of Directors, elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Technical Planning Chair are as follows:

- A. Provide long-range planning regarding the swimming programs conducted by Kentucky Swimming.
- B. Continually review and advise other committees and divisions regarding the implementation of KY Swimming's philosophy in the context of the programs of Kentucky Swimming.
- C. Establish the Kentucky Swimming Short Course and Long Course Championship Time Standards.

- D. Assist in creating the Championship Meet Information.
- E. Establish and maintain the Short Course and Long Course Top Times Reports.

Office of the Safety Chair and Safe Sport Coordinator

The Safety Chair and Safe Sport Coordinator is a member of the Board of Directors elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Safety Chair and Safe Sport Coordinator are as follows:

- A. Coordinate 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 the LSC.
- B. Develop safety education programs and policies for the LSC and make recommendations regarding same, and the implementation thereof, to the Senior Vice-Chair, the Administrative Vice-Chair and the Board of Directors.
- C. Work with the USA Swimming Safe Sport staff and committee and serve as the Kentucky Swimming liaison for USA Swimming's Safe Sport Program.
- D. Serve as the chair of the Safety committee.
- E. Request reports from Club Safety Coordinators.
- F. Receive a copy of USAS Reports of Occurrence.
- G. Prepare reports for the House of Delegates and Board of Directors.
- H. Explore safety education opportunities
- I. Be trained regarding the complaint reporting structure and refer all reports of a violation of the Athlete Protection policy directly to the local club within Kentucky Swimming, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority.
- J. Participate in workshops as provided by USA Swimming to collect and disseminate Safe Sport best practices.
- K. Serve as an information resource for Kentucky Swimming clubs and membership and connect them with local educational partners and resources.
- L. Receive feedback and suggestions on Safe Sport policy and programs from Kentucky Swimming clubs and membership and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff.

Office of the Diversity, Equity & Inclusion Chair

The Diversity, Equity & Inclusion Chair is a member of the Board of Directors elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Diversity, Equity & Inclusion Chair:

- A. Develop and conduct diversity and inclusion, disability and para-swimming programs.
- B. Develop and implement strategies, policies and programs that will create a diverse and inclusive environment for swimmers in the LSC.
- C. Build on the population of underrepresented coaches, athletes, administrators and sports officials within the LSC/USA Swimming membership and within Kentucky Swimming in accordance with USA Swimming Rules and guidelines.
- D. Educate and serve as a voice for the LSC's under-represented populations and promote inclusion and increase diversity and inclusion in the sport of swimming specifically to the LSC.

Office of the Records Chair

The Records Chair is a member of the Board of Directors elected by the House of Delegates in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Records Chair are as follows:

- A. Update records achieved by Kentucky Swimming member swimmers in USA SWIMMING or FINA sanctioned, observed or approved competition.
 - Records are recorded from official meet results in the USA Swimming database, SWIMS.
 - Records are recognized for Short Course Yards, Short Course Meters, and Long Course Meters. Age groups are: 8 & Under, 9-10, 11-12, 13-14, 15-18 and Senior.
 - The minimal events (distance and stroke) recorded are those swum in the championship.
 - Individual names for relays must be noted.

Office of the Rules Chair

The Rules Chair is a member of the Board of Directors elected by the House of Delegates in an even year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

Specific duties of the Rules Chair are as follows:

- A. Keep the Policy-Rule Book updated and annually submitting changes or updates to the Kentucky Swimming Executive Secretary for typing and distribution.
- B. Receive proposals for changes to the Kentucky Swimming Policy-Rule Book from the Kentucky Swimming House of Delegates, Kentucky Swimming Board of Directors, Standing Committees of Kentucky Swimming, or any member Club of Kentucky Swimming and after reviewing the proposal for technical errors, present it to the Kentucky Swimming House of Delegates. All proposals shall be in such form as to show the entire section as it will read if adopted with any changes in language underlined, if new, and lined out, if deleted.
- C. Incorporate changes into the rule book and adjust other sections of the rule book to prevent discrepancies and conflicts within the rules.

Offices of the Athlete Executive Committee*

The Athlete Representatives are members of the Board of Directors, elected by the House of Delegates athlete members in an odd year for a two-year term. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

The Athlete Representatives shall serve as the liaisons between the athletes who are members of KY Swimming and the Board of Directors and House of Delegates.

- Two (2) Athlete Representatives shall be elected by the Athlete's Committee for a two-year term, or until their respective successors are elected.
- Each club in Kentucky Swimming shall have 2 voting members on the Athletes Committee.
- Each club will elect or appoint their representative.
- At the time of election, the Junior Athlete Representative who will be the respective successor of the Senior Representative, must (a) be an Athlete Member in good standing; (b) must have completed at least 3 years of competitive swimming (c) can be no younger than 8th grade nor older than 10th grade.
- The balloting shall take place at a meeting called for that purpose by the Senior Athlete Representative or the Athletes Committee, or 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 who are present.

Specific duties of the Athlete Representatives are as follows:

- The representatives are to attend meetings of the Board of Directors and the USAS Convention.
- The Senior Athlete Representative is the Chair the Athletes Committee.
- The Junior Athlete Representative shall chair the Athlete Committee in the absence of the Senior Athlete Representative.
- Oversee the engagement of the Athlete Representatives serving on the Athlete Committee.
- Communicate with the athletes within the Kentucky Swimming LSC on a regular basis to disseminate information from the Board of Directors and House of Delegates.
- Undertake discussions and activities in the best interest of the Kentucky Swimming athletes and the sport of swimming.
- Promote LSC initiatives and create social programs for Athlete Members.
- Support and mentor other athletes who may be interested in becoming the new Junior Athlete Representative.

Member's At-Large

The Member At-Large to the Board of Directors is any Kentucky Swimming member in good standing elected by the House of Delegates to represent the body in an even year for a two-year term. At-Large Members are obligated to all board of director's responsibilities.

BOARD OF DIRECTORS COMMITTEES

EXECUTIVE COMMITTEE

General Chair *
 Administrative Vice-Chair *
 Finance Vice-Chair
 Senior Vice-Chair *
 Age Group Vice-Chair *
 Operations/Development Vice-Chair
 Coach Representative *
 Senior Athlete Representative *

PROGRAM DEVELOPMENT COMMITTEE

Operations/Development Vice-Chair
 General Chair
 Senior Vice-Chair
 Age Group Vice-Chair
 Technical Planning
 Coaches Rep
 Senior Athlete

OFFICIALS COMMITTEE - OFFICIALS CHAIR

At least two other members of whom shall be a certified official of Kentucky Swimming

COACHES COMMITTEE

Coach Representative
 Additional Coach Members as may be determined by the Coach Representative

SAFETY COMMITTEE

Safety Coordinator
 5 additional members:
 1 Coach Member
 1 Athlete Member
 2 Club Safety Coordinators

TECHNICAL PLANNING COMMITTEE

Age Group Vice-Chair
 Senior Vice-Chair
 Coaches Representative
 Senior Athlete Representative
 =/+ three additional members including one official

CONVENTION DELEGATES *

BOARD MEMBER'S CODE OF CONDUCT

The Board expects of itself and its members ethical, professional, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members.

Accordingly:

1. Duty of Care: Board members are to discharge their duties honestly and in good faith. Board members shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.
2. Duty of Obedience: Board members must abide by USA-S' governing documents (i.e. Articles of Incorporation, Bylaws and these Governing Policies). While vigorous debate is expected and encouraged, Board members are obliged to support the legitimacy and authority of the final determination of the Board on any matter, irrespective of the member's personal position on the issue.
3. Duty of Loyalty: Board members must demonstrate loyalty to the interests of USA Swimming, superseding any conflicting loyalties such as that to segments of the membership, family members, advocacy or interest groups, affiliated entities, staff, other organizations or any personal interests as a consumer of the organization's services.
4. Board members must avoid any conflict of interest with respect to their fiduciary responsibility and abide by the USA Swimming Statement of Principles on Ethical Behavior and Conflict of Interest.
5. Board members must not attempt to exercise individual authority over the organization. A. Board members' interactions with the CEO or with staff must recognize the lack of authority vested in individuals except when explicitly stipulated by the Board. B. Board members' interaction with the media, public or other entities must recognize that Board members are not to speak for the CEO, the Board, or USA Swimming, except to repeat explicitly stated Board decisions. C. Board members will not publicly express individual judgments of the performance of the CEO or of other employees, other than when participating in the Board's monitoring functions.
6. Board members will treat one another and staff members with respect, courtesy, and honesty.
7. Board members must respect the confidentiality appropriate to issues of a sensitive nature.
8. A Board member aware of credible information that suggests that a Board policy has been violated, by the Board, a Board member, or the CEO, has an affirmative obligation to bring the concern to the Board Chair. If the Chair is the subject of the concern, it should be brought to the Vice-Chair. If the CEO or a staff member is the subject of the concern, the Board will refer to its process for Monitoring CEO Performance (policy 4.4)
9. If a Board member is alleged to have violated the Board's Governing Policies.
 - A. The Chair (or Vice-Chair, if the Chair is the subject of the concern) will have an informal discussion with the individual whose action(s) are questioned. If this is not successful in resolving the concern, then:
 - B. The Chair will put the issue on the agenda for executive session. The respondent Board member will be allowed to present his or her views prior to the Board determining whether or not the action violated this Code of Conduct.
 - C. A Board Member found by the Board (by majority vote) to have violated these Governing Policies may be subject to subsequent censure or other Board action, as long as consistent with the Bylaws.