WV Swimming Board Orientation Manual

Organization Information

<u>Mission Statement</u>: The mission of West Virginia Swimming is to provide an inclusive environment committed to competitive and personal excellence through education and innovative programming.

<u>Vision</u>: West Virginia Swimming inspires the pursuit of excellence in swimming and in life.

All pertinent information regarding the LSC policies and procedures can be found on the West Virginia Swimming website in the Policy Manual and Bylaws.

Board Roles

- 1. Board of Directors
 - General Chair
 - Admin Vice-Chair
 - Finance Chair
 - Coaches Representative
 - Athlete Representatives (3)
 - Secretary
 - Senior Vice-Chair
 - Age Group Vice-Chair
 - Safe Sport Chair
 - Treasurer
 - Diversity and Inclusion Chair
- 2. Standing Committees
 - Southern Zones Committee
 - Coaches Committee
 - Governance Committee
 - Finance Committee
 - Athlete Council
 - Operational Risk Committee
 - Officials Committee
 - Diversity Equity and Inclusion Committee
 - Executive Committee

Meeting Schedules and Elections

- 1. House of Delegates: The HOD will be biannually in the spring (April) and fall (October).
- 2. Board of Directors: The BOD will be biannually in the spring (April) and fall (October). There will also be quarterly meetings held in July and in January via conference call.
- 3. Standing Committees: Standing committees will meet throughout the year at their own discretion. They will present reports at the biannual meetings of the HOD/BOD.
- 4. The following positions are elected in odd numbered years: General Chair, Finance Vice Chair, Secretary, Senior Vice Chair
- 5. The following positions are elected in even numbered years: Administrative Vice Chair, Coach Representative, Age Group Chair, Treasurer, DEI Chair
- The following positions are elected as needed (not dictated by year): Safe Sport Chair, Governance Chair (annually), Operational Risk Committee Chair, Officials Chair

Meeting Standards

All issues that require a board vote must be done so with at least a quorum of the members or directors. Anything less will not be considered accurate and permitted passage.

All committees must keep record of their meetings and submit their meeting minutes to the General Chair prior to the biannual spring and fall meetings.

Board Responsibilities

General Chair:

The General Chair is a member of the Board of Directors and the Executive Committee, elected by the House of Delegates in an <u>odd year for a two year term</u> beginning immediately following the spring House of Delegate meeting. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of the LSC, 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 the 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 the LSC 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 interest of the LSC. Further duties of the General Chair may include:

- Preside at the Board of Directors and House of Delegate Meetings.
- See that all duties and responsibilities of the coordinator of the respective committees in their charge are properly and promptly carried out.
- The General Chair along with the Registrar, the Secretary, the Finance
 Vice-Chair and the Treasurer, shall be collectively responsible for seeing that all
 required reports and remittances are made to USA Swimming national
 headquarters.
- Execute deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized.
- Sign checks, drafts or other orders for the payment or transfer of money.
- Call special meetings
- Appoint chairs of standing committees and other coordinators with the advice and consent of the Board of Directors and the respective vice-chair.
- Appoint up to 10 members as At-Large delegates to the House of Delegates.
- With the advice and consent of the Board of Directors, appoint additional delegates to the USA Swimming HOD, if votes are available.
- Appoint additional delegates to attend the Southern Zone House of Delegates.
- Receive a resignation from a committee chair or member of either the Board of Directors or the Board of Review.
- Fill a vacancy on the Board of Directors, the Board of Review, the Nominating Committee, a committee chair or a committee member with the advice and consent of the Board of Directors and, where applicable, the respective vice-chair.
- Receive a copy of decisions of the Board of Review.

Administrative Vice-Chair

The Administrative Vice-Chair is a member of the Board of Directors and the Executive Committee, elected by the House of Delegates in an <u>even year for a two year term</u> beginning immediately following the spring House of Delegate meeting. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms. 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 duties of the General Chair, and when so acting shall have all 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 LSC 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, committees, and coordinators. The Administrative Vice-chair assists in the creation and maintenance of the Policies and Procedures Manual and By-Laws. Further Duties of the Administrative Vice-Chair may include:

- Be responsible that the Coach Representative elections are held in accordance with by-laws.
- Be a member of the Officials Committee.
- Be sure By-laws, legislation and rules are updated as needed.
- Member of the personnel committee, budget committee, audit committee, finance committee
- Receive post-meet reports and administer.
- Sign checks
- Step in as General Chair in the event of an absence or vacancy
- LSC Sanctions and Approvals
- Serve on the Executive Committee

Finance Vice-Chair

The Finance Vice-Chair shall have general charge of the committees and coordinators involved with finance (Finance Committee, Treasurer). The Finance 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, committees, and coordinators. The Finance Vice-Chair shall serve as the Finance Committee Chair. The Finance Vice-Chair position is a two year term elected in odd years. This position holds many of the same areas of oversight with the Treasurer through the Finance Committee (see below). As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms.

- Serve on the Executive Committee

Coaches Representative:

The Coaches Representative is a member of the Board of Directors and the Executive Committee, elected by the coach members in good standing at a meeting during the LSC Coaches Committee Spring meeting in an even-numbered 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 Coaches Representative are as follows:

- Oversee and manage the Coaches Committee.
- Gather information and feedback from the coaches to bring to the BOD and HOD.
- Communicate with the coaches within the LSC on a regular basis to disseminate information from the Board of Directors and House of Delegates as needed.
- Undertake discussions and activities in the best interest of the WV Swimming coaches and the sport of swimming.
- Bring other coaches and professionals to the LSC for educational sessions geared toward athletes and coaches.
- Mentor and oversee the Athlete Representatives.
- Serve on awards committees.
- Serve on the Executive Committee

Athlete Representatives:

The Athlete Representatives (Senior, Junior, and Sophomore) shall serve as the liaisons between the athletes who are members of WV Swimming and the Board of Directors and House of Delegates. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms. All three are members of the Executive Committee. Specific duties of the Athlete Representatives are as follows:

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

Secretary

The Secretary is a member of the Board of Directors and elected by the House of Delegates in an <u>odd year for a two year term</u> beginning immediately following the spring House of Delegate meeting. As long as the member is in good standing, he or she may serve in this capacity with no term limit.

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 the Bylaws and shall perform the other duties incidental to the office of Secretary. Further Duties of the Secretary may include:

- Provide written notice when a member of the Board of Directors, Review
 Committee or Committee Chair has resigned or is to be removed from office for deficiency of office.
- Distribute and receive ballots for mail or email vote.
- Receive reports and filings from the Treasurer for submission to the BOD and USA Swimming
- Transmit a copy of minutes of all meetings of the HOD and BOD meetings in a timely fashion.
- Serve as coordinator with financial institutions for signing privileges
- Serve as a member of the executive committee.

Senior Vice-Chair:

The Senior Vice-Chair is a member of the Board of Directors and the Executive Committee, elected by the House of Delegates in an <u>odd-numbered year for a two-year term</u> beginning at the conclusion of the Spring LSC meeting of the year in which the election takes place. 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:

- Review timelines with the Age Group Chair for the WV LSC Championship meets to ensure a 4 hour time limit is not exceeded.
- Review reimbursement requests for Junior & National or higher USAS Athletes with the General Chair, Age Group Chair, Treasurer, and Senior Athlete Representative
- Organize and develop swim camps within the LSC

Age Group Vice-Chair:

Office of the Age Group Vice-Chair The Age Group Vice-Chair is a member of the Board of Directors and the Executive Committee, elected by the House of Delegates in an <u>even-numbered year for a two-year term</u> beginning at the conclusion of the Spring LSC meeting of the year in which the election takes place. 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:

- Oversee and manage the Southern Zone Committee.
- Receive safety recommendations from the Safety Chair.
- Work with potential meet hosts regarding the meet information and meet referees for WV Swimming Age Group Championship Meets. Work off of established information format and make changes as deemed necessary.
- Act as the Meet Director for the WV Swimming Age Group Championship meets, or designate another individual to do so.
- Oversee the Athlete Representatives
- Serve on the Executive Committee
- Responsible for the organization and coordination of the Age Group Zone Team, along with the Zone Committee. Responsibilities include, but are not limited to:

- a. Work with the Zone Committee, Coach Representative, and the Treasurer to budget the Age Group Zone Team Trip for Athletes and Coaches.
- b. Assist in the selection of the Zone Team Head Coach, the assistant coaching staff, and the selection of athletes and their events. In the event of the lack of a Zone Team Manager, the Age Group Chair is responsible for making all of the arrangements (e.g. reservations, travel, food, lodging, swimwear, etc.) for the Zone Team.
- Review timelines with the Senior Vice-Chair for the WV LSC Championship meets to ensure a 4 hour time limit is not exceeded.
- Review reimbursement requests for Junior & National or higher USAS Athletes with the General Chair, Senior Vice-Chair, Treasurer, and Senior Athlete Representative
- The Age Group Vice-Chair will have overall WV LSC Championship Meet responsibility and/or delegation of the following:
 - Prepare and distribute the meet information packet to all member teams and the website;
 - Prepare the MeetManager® meet and event file or designate a person for that purpose;
 - Apply for the meet sanction;
 - Order awards;
 - Ensure meet preparedness with the meet host;
 - Ensure that the awards table, marshals and coach verification are staffed; and
 - Distribute the results as provided in these policies.

Safe Sport Chair

The Safe Sport Chair is a member of the Board of Directors and shall be elected by the House of Delegates. The Safe Sport Chair shall serve for a two year term beginning at the conclusion of the spring LSC meeting of the year in which the election takes place. As long as the member remains in good standing there is no term limit. Specific duties of the Safe Sport Chair are as follows:

- Work with the USA Swimming Safe Sport staff and committee and serve as the WV Swimming liaison for USA Swimming's Safe Sport Program.
- Implement and coordinate effective Safe Sport educational programs for all Athlete and Non-Athlete Members, and clubs.
- 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 WV Swimming, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority.
- Participate in workshops as provided by USA Swimming to collect and disseminate Safe Sport best practices.
- Serve as an information resource for WV Swimming clubs and membership and connect them with local educational partners and resources.

- Receive feedback and suggestions on Safe Sport policy and programs from WV Swimming clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff.
- 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.

Treasurer

The Treasurer is a member of the Board of Directors elected by the House of Delegates in an even year for a two year term beginning immediately following the spring House of Delegates meeting. As long as the member is in good standing, he or she may serve in this capacity with no term limit. The Treasurer shall be the principal receiving and disbursing officer. Except as otherwise directed by the Finance Vice-Chair and Finance Committee or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts and pay all bills, salaries, expenses and other disbursements approved by an authorized officer, committee Chair, coordinator, the Budget and Finance Committee, the Board of Directors or the House of Delegates, or required to be paid.

When authorized by the Board of Directors, income and expenses may be received and paid by a division, officer, committee or coordinator, provided that the division, officer, committee or coordinator promptly submits to the Treasurer an itemized report, duly attested by the division, officer, committee Chair or coordinator and either within the approved budget of such division, officer, 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 reports listing the current budget variances by line item, all receipts, all expenditures and the current fund and account balances for the month and the preceding month and for the fiscal year to date, together with such other items as the Finance Committee, the General Chair or the Board of Directors may direct. The treasurer shall also provide current monthly bank statements to the General Chair.

Further Duties of the Treasurer shall include:

- Have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of Metro
- Cause the monies, securities and other financial instruments to be deposited in or to be otherwise invested as the Finance Committee or the Board of Directors may direct;
- Cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds and any similar special purpose funds or accounts;

- Cause the funds to be disbursed by checks or drafts, automated debits or wire transfers upon authorization and obtain and preserve proper vouchers for all monies disbursed
- Cause to be kept 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 Committee or the Treasurer shall determine.
- 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 monthly financial reports and the annual audited financial statement to be exhibited to any member of West Virginia Swimming or USA Swimming
- Have the power to require from the officers, committee chairs, coordinators, or agents reports or statements giving such information as the Treasurer may determine to be appropriate or helpful with respect to any and all financial transactions.
- Make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts 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 to the Board of Directors and USA Swimming national headquarters.
- 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 in general, perform all the other duties incident to the corporate treasury function.
- Serve as a member of Budget and Finance Committees, but may not chair the committee.

Diversity Equity and Inclusion Vice-Chair

The Diversity Equity & Inclusion Vice-Chair shall have general charge of the affairs and property of the division that develops and conducts diversity and inclusion, disability, and adapted swimming programs. They will help develop and implement strategies, policies and programs that will create a diverse and inclusive environment for swimmers in the LSC, and build on the population of underrepresented coaches, athletes, administrators and sports officials within the LSC/USA Swimming membership. They will do this within WV Swimming in accordance with USA Swimming Rules and guidelines. As long as the member is in good standing, he or she may serve in this capacity for two consecutive terms elected in even years. The Diversity and Inclusion Swimming Vice Chair will 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 though the following responsibilities:

- Form a committee, with athlete representation of at least 20% of the committee members, to assist the DEI chair with planning and implementing programs for DEI/Disability swimming.

- Communicate regularly with the Southern Zone DEI Coordinator.
- Communicate information about DEI and Disability swimming with WV Swimming members (coaches, athletes, non-athlete members, parents) using means available to DEI Chair.
- Conduct such programs for WV Swimming that benefit DEI and Disability swimming (programs such as Select Camp, training for officials, guest speakers for HOD).
- Attend DEI and Disability swimming programs offered through USA Swimming, when possible, in person, or via conferencing methods such as zoom.

Southern Zones Committee

The members of the Southern Zones Committee shall be the Age Group Vice-Chair, the Zone Team Chair, and volunteer members appointed by the Age Group Vice-Chair. The Zone committee shall coordinate all aspects of WV involvement in the Southern Zone Championships under the direction of the Age Group Vice Chair; member of the committee are appointed by the General Chair per the WV By-laws

Coaches Committee

The committee shall be chaired by the Coach Representative. The members of the Coaches Committee shall consist of the Coach Representative and such additional Coach Members as may be determined by the Coach Representatives. The committee shall undertake such activities as are delegated to it by the Board of Directors or General Chair. It shall also be responsible for any activities it views as being in the best interest of the coach members of WV Swimming, USA Swimming, and the sport of swimming.

Governance Committee

The chair shall be elected annually by the Governance Committee from among its own members. The Governance Committee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be composed of three (3) Non-Athlete Members and a sufficient number of Athlete Members so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each Non-Athlete Member shall serve a three-year term, staggered so that one-third (1/3) of such members are appointed each year. Athlete Members shall serve two-year terms, staggered so that approximately one-half (1/2) are appointed annually. No more than one-half (1/2) of the Governance Committee members shall be members of the WV Board of Directors at any given time. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until after a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation. In no case shall the General Chair serve on the Governance Committee.

- When making nominations, a quorum for any meeting of the Governance Committee shall consist of a majority of its voting members. For all other meetings, a quorum shall consist of those members present and voting.
- Assist in periodic evaluation of the mission and vision statements and the Bylaws of WV
- Aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.
- Aid in the development of personnel practices procedure including job descriptions and annual review of staff
- Ensure that the Board's focus remains on the strategic plan
- Aid in the development of expectations and processes for accountability of Board members
- Develop criteria for the qualities and required characteristics of Board officers
- Lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members
- Nominate Board members, Administrative Review Board members, and other coordinator or chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed
- Publish the slate of candidates to the WV membership at least twenty (20) days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates
- Design and implement Board orientation and an ongoing program of Board education and development
- Lead periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

Finance Committee

The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer, two (2) non-athlete members and a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

- To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of WV's 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 WV'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.
- To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of WV. If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to

constitute at least 20% of the voting membership, must conduct the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.

- To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
- 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 promptly provide such financial information (current and projected) and budget proposals as the Finance Committee may request. The proposed budget may contain alternatives.
- To complete and submit any state and local reports and filings

Athlete Council

The Athletes Committee shall be composed of the Senior Athlete Representative who shall serve as Chair, the Junior Athlete Representative, the Sophomore Representative, the at-large athletes to the Board of Directors, and each Club Member's athlete representative.

- Provide input to the Board of Directors and House of Delegates regarding all matters.
- Oversee conduct of election of Athlete Representatives.
- Recommend policy and or programs to the Board of Directors.
- Disseminate relevant information to athletes within WV Swimming

Operational Risk Committee

The chair shall be the Operational Risk Committee Chair who is elected by the House of Delegates. The Committee shall be comprised of the Operation Risk Committee Chair, at least two non-athlete members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

- Coordinate safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, managers and officials of WV.
- The Safety Chair shall develop safety education programs and policy for WVS and make recommendations regarding those programs and policies and their implementation to the applicable division Vice Chairpersons and the Board of Directors.
- When approved by the Board of Directors, the Operational Risk Chair shall be responsible for the coordination of their implementation by the Club Members.
- The Operational Risk Chair shall prepare and transmit the reports required pursuant to Article 8.7; the Coordinator is appointed by the General Chair per the WV By-laws

Officials Committee

The chair shall be the Officials Chair. The Committee shall be comprised of at least two other members each of whom shall be a certified official of WV and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

- The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying and supervising officials for WVS.
- The Officials Chair shall be a referee certified by WV and each member of the Officials Committee shall be a certified official of WV. The Officials Chair is elected by a majority of officials attending the WV SC Championships or other meeting designated by the BOD.
- All sanction meets must have two marshals (minimum) present, on the deck, during warm-ups. The marshals should be provided by the meet host or from a pool of volunteers listed by the Officials Committee.

Diversity Equity and Inclusion Committee

The chair shall be the DEI Chair. The Committee shall be comprised of the DEI Chair, at least two non-athlete members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

- The duties of the WV DEI Chair and Committee are to lead the WV to increase diversity, implement equity, and promote inclusion at the team and WV level by providing consultation to teams, creating opportunities through diversity-themed camps, and actively advocating for DEI at the WV Board of Directors meetings.

Executive Committee

The Executive Committee shall have the authority and power to act for the Board of Directors and WV between meetings of the Board and the House of Delegates. Limitations to the authority and power of the Executive Committee shall be determined by the Board of Directors and included in the WV Policies and Procedures.

- The members of the Executive Committee shall be the
 - (1) General Chair, who shall act as chair,
 - (2) Administrative Vice-Chair,
 - (3) Senior Vice-Chair
 - (4) Age Group Vice-Chair
 - (5) Secretary,
 - (6) Finance Vice-Chair,
 - (7) Coach Representative,
 - (8) Athlete Representatives (3)
- 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 five (5) days' notice required.
- A guorum of the Executive Committee shall consist of a majority of the members

- of the Committee.
- 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.