

ARTICLE 5 - BOARD OF DIRECTORS

- 5.1 MEMBERS - The Board of Directors shall consist of the following officers, representatives, and committee chairs of IES, together with those additional members designated in Section 5.2:
- .1 General Chair
 - .2 Administrative Vice-Chair
 - .3 Finance Vice-Chair
 - .4 Secretary
 - .5 Senior Vice-Chair
 - .6 Age Group Vice-Chair
 - .7 Safe Sport Chair
 - .8 Diversity Equity and Inclusion (DEI Chair)
 - .9 Coaches Representative
 - .10 Senior Athlete Board Representative
 - .11 Junior Athlete Board Representative
 - .12 Treasurer (staff with voice but no vote)
- 5.2 AT-LARGE BOARD MEMBERS – A sufficient number of Athlete Representatives shall be appointed At-Large Board members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Board Representatives). The Athlete-at-Large Board Members shall meet the same requirements as the Athlete Representatives set forth in Section 6.2.1 and shall hold office from the date of their appointment through the conclusion of the second annual meeting of the House of Delegates following such *appointment*, or until their successors are appointed.
- 5.3 LIMITATIONS
- .1 No more than three (3) Members from any Club Member shall serve as voting members on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Representatives and Non-Athlete Members.
 - .2 No employee of IES may serve as a voting member of the Board of Directors.
- 5.4 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and individuals shall be as follows:
- .1 BOARD MEMBERS - Each Board Member shall have both voice and vote in meetings of the Board of Directors and its committees, except as noted in 5.1

- .2 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.
- 5.5 DUTIES AND POWERS - The Board of Directors shall act for IES and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative Review Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. 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:
- .1 Establish and direct policies, procedures and programs for IES;
 - .2 Oversee the conduct by the officers and staff of IES of the day-to-day management of the affairs of IES;
 - .3 Reserved for future use;
 - .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the Policies and Procedures;
 - .5 Cause the preparation and presentation to the House of Delegates of the annual budget of IES and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
 - .6 Approve the annual review/audit;
 - .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
 - .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of IES;
 - .9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the Policies and 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, or committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and
 - .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of IES who were appointed/elected by the Board 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 National Board of Review for any of the reasons the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual. However, no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.
- 5.6 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board

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

- 5.7 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may participate in meetings of the Board of Directors through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 5.8 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.
- 5.9 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.
- 5.10 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 5.11 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. A motion, order or other proposal the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days written notice.
- 5.12 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
- 5.13 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board 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.
- 5.14 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, or removals of appointed Board members, 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, or email, shall distribute a 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 the period specified in Section 5.14) within which to return the ballot to the Secretary. Action by 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.
- 5.15 NOTICES
 - .1 TIME - Not less than six (6) days written notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)
 - .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose.