

ARTICLE 6 - OFFICERS AND DIRECTORS

- 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting.
- .1 General Chair
 - .2 Administrative Vice-Chair
 - .3 Finance Vice-Chair
 - .4 Secretary
 - .5 Senior Vice-Chair
 - .6 Age Group Vice-Chair
 - .7 Treasurer (staff, not elected by the House of Delegates)
- 6.2 OTHER DIRECTORS
- .1 ATHLETE BOARD REPRESENTATIVES - Two (2) Athlete Board Representatives shall be elected by the House of Delegates, one each year, for a two-year term or until their respective successors are elected. At the time of election, the Athlete Board Representative must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing, or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned conducted by IES or another LSC; and (d) have their 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).
 - .2 COACH REPRESENTATIVE - One (1) Coach Representative shall be elected for a two-year term, or until a successor is elected. The election of the Coach Representatives shall be conducted via electronic vote and/or at a meeting called for that purpose by the Coach Representative, the Coaches Committee 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. At least twenty days' written notice of the election shall be given to all clubs.
 - .3 COMMITTEE CHAIRS AND COORDINATORS AND AT-LARGE BOARD MEMBERS
 - A. The following committee chairs shall be elected by the House of Delegates:
 - (1) Safe Sport Chair
 - (2) Diversity Equity and Inclusion (DEI) Chair
 - B. The following at-large members shall be appointed by the General Chair with advice and consent of the Board of Directors:
 - (1) Athlete-at-Large Board members shall be recommended by the athletes at the same time as the Athlete Board Representatives.
- 6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with IES and USA Swimming 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 Board of Directors meetings may only have one vote, regardless of the number of positions held by such Member.
- 6.5 OFFICES SPLIT OR COMBINED—
- .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. Two individuals who are sharing an office shall share one vote.
 - .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.
- 6.6 TERMS OF OFFICE—
- .1 TERM OF OFFICE - The terms of office of all members of the Board of Directors shall be two (2) years.
 - .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office September 1 annually or at appointment and shall serve until a successor is chosen.
 - .3 CONSECUTIVE TERMS LIMITATION - No Individual Member who has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive term limitation.
- 6.7 DUTIES - The duties 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 defined in these Bylaws, the IES Policies and Procedures, and applicable state laws.
- 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to 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.
- 6.9 VACANCIES AND INCAPACITIES—
- .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.
 - .2 OFFICES OF ATHLETE BOARD REPRESENTATIVES OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the event of a vacancy or of the permanent incapacity of a person holding the office of Athlete Board Representative or Coach Representative, or person who has been elected, the General Chair may appoint, with the advice and consent of the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective body shall elect a successor.

- .3 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 the advice and consent of the electing body. 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 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.7 and 5.5.10 of these Bylaws.
- 6.11 OFFICERS' POWERS GENERALLY—
 - .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, Senior Vice-Chair, Age Group Vice-Chair and Finance Vice-Chair each may sign and execute in the name of IES deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Policies and 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.
 - .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as prescribed in the IES Policies and Procedures or by the House of Delegates, the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.
 - .3 DELEGATION - Officers of IES may delegate any portion of their powers or duties to an individual or a committee, 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, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and 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 IES as long as said delegation is in accordance with the IES Policies and Procedures. A delegation of powers or the duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.
- 6.12 DEPOSITORIES AND BANKING AUTHORITY –
 - .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of IES 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 determines.
 - .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 IES shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of IES, and in the manner, as shall be determined by the Finance Committee or the Board of Directors.