

To the extent these bylaws conflict with applicable law, applicable law prevails.

MICHIGAN SWIMMING, INC. CORPORATE BYLAWS

ARTICLE 1

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 1.1 **NAME** - The name of the corporation shall be Michigan Swimming, Inc. (MISI).
- 1.2 **OBJECTIVES** - The objectives and primary purpose of MISI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. MISI shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of World Aquatics, USA Swimming, and MISI and its Articles of Incorporation.
- 1.3 **GEOGRAPHIC TERRITORY** - The geographic territory of MISI is as set forth in Article 603 of the USA Swimming Rules and Regulations.
- 1.4 **JURISDICTION** - MISI 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 MISI's 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). MISI 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.
- 1.5 **COMPLIANCE WITH USA SWIMMING AGREEMENTS** - MISI shall comply with all agreements between MISI and USA Swimming.

ARTICLE 2

MEMBERSHIP

- 2.1 **MEMBERS** - The membership of MISI shall consist of the clubs, organizations and individuals who have registered with MISI as set forth in the USA Swimming Corporate Bylaws, including the optional categories of seasonal athlete membership, flex athlete membership and single event open water athlete membership.
 - .1 **MEMBERS** - A Member's status is subject to the Member's continued satisfaction of the criteria for membership and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of MISI and USA Swimming.
 - .2 **MEMBERSHIP A PRIVILEGE NOT A RIGHT** - Membership in MISI and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the National Board of Review or the U.S. Center for SafeSport in accordance with the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual.
- 2.2 **MEMBERS' RESPONSIBILITIES**
 - .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 MISI, including its obligations and responsibilities set forth in these Bylaws.
 - .2 **RESPONSIBILITY FOR INFRACTIONS** - A Group Member or Individual Member, as defined in USA Swimming Corporate Bylaws, may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or MISI, including its responsibilities as set forth in these Bylaws.

ARTICLE 3 DUES AND FEES

3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as permitted, shall be as established by the MISI Board of Directors.

3.2 SANCTION, APPROVAL AND OTHER FEES

- .1 SANCTION AND APPROVAL FEES - The MISI 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.
- .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the MISI Board of Directors may establish a reasonable service charge consistent with the nature of the event.
- .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by MISI. 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 MISI when due in accordance with MISI's fee schedule.
- .4 FINES - The MISI Board of Directors may establish fines for noncompliance with policies adopted by the MISI House of Delegates and/or the Board of Directors.

3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws (Delinquent Dues and Fees).

ARTICLE 4 HOUSE OF DELEGATES

4.1 MEMBERS - The House of Delegates of MISI shall consist of the Group Member Representatives, the Board of Director Members, the standing committee chairs and coordinators, the Non-Athlete At-Large House Members, and Athlete At-Large House Members appointed. All members of the House of Delegates serve until their successors are selected unless otherwise provided in these Bylaws, except that membership may be terminated at any time by resignation filed with the secretary.

- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership a Non-Athlete Group Member Representative and an Athlete Group Member Representative. The appointment shall be in writing, addressed to the Secretary of MISI and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw one or more of its Group Member Representatives and substitute new Group Member Representative by written notice, addressed to the Secretary of MISI and signed by the chief executive officer or secretary of the appointing Group Member. Any Group Member representative appointment or substitution must be properly submitted at least seven (7) days before an upcoming meeting of the House of Delegates for it to be effective at that meeting unless otherwise specified by a resolution of the Board of Directors. If a Group Member does not designate a Non-Athlete Group Member Representative, the chief executive officer shall be the Group Member's Non-Athlete Group Member Representative unless and until replaced or withdrawn by the Group Member in accordance with the preceding provisions of this paragraph. The Non-Athlete Group Representative of any Group Member is required to be an Individual Non-Athlete Member of MISI and USA Swimming in good standing and attached to the Group Member. The Athlete Group Member Representative of any Group Member is required to be an Individual Athlete Member of MISI and USA Swimming in good standing and attached to the Group Member.
- .2 BOARD OF DIRECTORS - Board of Director Members as designated in Section 5.
- .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to fifteen (15) non-athlete members of the House of Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the

Board of Directors. 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 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Representatives constitute at least 20% of the voting membership of the House of Delegates shall be appointed by the General Chair with advice and consent of the Board of Directors and 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.
- .5 OTHER MEMBERS - Committee Chairs and Coordinators for those standing committees specified in Section 7.4 shall serve as members of MISI House of Delegates.

4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members of the House of Delegates.

4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have one vote regardless of the number of positions held by such member.

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

- .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND OTHER MEMBERS - Each of the Group Member Representatives (other than those of Affiliated Group Members), the Board Members, the At-Large House Members and other members shall have both voice and vote in meetings of the House of Delegates.
- .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard at the discretion of the presiding officer.

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

- .1 Elect the officers and committee chairs/ coordinators listed in Article 6;
- .2 Review, modify and adopt the annual budget of MISI recommended by the Board of Directors;
- .3 Call regular and special meetings of the House of Delegates;
- .4 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;
- .5 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by MISI;
- .6 Amend the Bylaws of MISI in accordance with Section 9.3; and
- .7 Remove from office any persons elected by the House of Delegates (Board Members) 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 set forth in the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual. However, no such individual may be removed without receiving 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 the member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.

4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of MISI shall be held in the

Fall. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the House of Delegates or the Board of Directors.

4.7 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) group members of the House of Delegates.

4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and place, including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such meeting. Hybrid meetings, with concurrent in-person and virtual participation of the House of Delegates are preferred and shall be the default location unless otherwise determined by the Board of Directors to be in the best interest of MISI on a case-by-case basis. All in-person 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. All meetings conducted via telecommunications shall include means by which all persons participating in the meeting can hear each other at the same time and which ensures all votes duly cast by voting members are officially recorded. For the purposes of MCL 450.2405 *et. seq.*, the foregoing does not restrict the House of Delegates from conducting a meeting by conference telephone or other means of remote communication for any other reason.

4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of MISI. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of MISI shall be deliberated and decided in a closed session which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the House of Delegates.

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.

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

4.13 NOTICES

.1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of Delegates for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted means of notice.

.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. 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.

4.14 PRESIDING OFFICER - The presiding officer at all meetings of the House of Delegates shall be the General Chair unless otherwise provided for by a resolution of the Board of Directors. The General Chair may delegate the duties of the presiding officer to another member during the course of any meeting as permitted by the applicable parliamentary authority. This shall be sufficient to satisfy the requirement to specify a presiding officer as required by MCL 450.2406(1).

ARTICLE 5 BOARD OF DIRECTORS

5.1 MEMBERS - The Board of Directors shall consist of the following officers, chairs, and representatives of MISI, together with those additional members designated in Sections 5.2 and 5.3:

.1 General Chair (aka Board Chair)
.2 Administrative Vice-Chair (aka Board Vice-Chair)

- .3 Finance Vice-Chair
- .4 Senior Coach Representative
- .5 Senior Athlete Board Representative
- .6 Junior Athlete Board Representative
- .7 Senior Vice-Chair
- .8 Age Group Vice-Chair
- .9 Safe Sport & Operational Risk Vice-Chair
- .10 Diversity Equity and Inclusion Vice-Chair
- .11 Secretary (filled by staff, not elected by the House of Delegates, non-voting)
- .12 Treasurer (filled by staff, not elected by the House of Delegates, non-voting)
- .13 Athletes-at-Large [as needed]

5.2 **AT-LARGE BOARD MEMBERS** - A sufficient number of Athlete Representatives shall be appointed as 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 Board Representatives set forth in Section 6.2.1 of these Bylaws. All At-Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or appointed.

5.3 **EX-OFFICIO MEMBERS** - The following persons shall be ex-officio members of the Board of Directors:

- .1 Immediate Past General Chair

5.4 **LIMITATIONS** -

- .1 No more than two (2) Members of any Group Member shall serve on the Board of Directors as a voting member at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.
- .2 No employee of MISI may serve as a voting member of the Board of Directors.

5.5 **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 (other than the ex-officio members) shall have both voice and vote in meetings of the Board of Directors and its committees.
- .2 **EX-OFFICIO BOARD MEMBERS** - Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.
- .3 **GENERAL** - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.

5.6 **DUTIES AND POWERS** - The Board of Directors shall act for MISI and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a 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 MISI;
- .2 Oversee the conduct by the officers and staff of MISI of the day-to-day management of the affairs of MISI;
- .3 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the MISI Policies and Procedures;
- .4 Cause the preparation and presentation to the House of Delegates of the annual budget of MISI and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

- .5 Approve the annual review/audit and the annual tax filing document(s);
- .6 Call regular or special meetings of the Board of Directors or the House of Delegates;
- .7 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of MISI;
- .8 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 MISI 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
- .9 Remove from office any Board Members, committee chairs, or committee members or coordinators of MISI 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 set forth in the National Board of Review procedures, pursuant to 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.

5.7 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.

5.8 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.

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

5.10 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.

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

5.12 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.

5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.

5.14 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.

5.15 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 5.16) 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.

5.16 NOTICES -

- .1 TIME - Not less than five (5) 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.

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 (aka Board Chair) (elected in odd years)
- .2 Administrative Vice-Chair (aka Board Vice-Chair) (elected in even years)
- .3 Finance Vice-Chair (elected in odd years)
- .4 Senior Vice-Chair (elected in even years)
- .5 Age Group Vice-Chair (elected in odd years)
- .6 Safe Sport & Operational Risk Vice-Chair (elected in even years)
- .7 Diversity Equity and Inclusion Vice-Chair (elected in odd years)
- .8 Secretary (filled by staff, not elected)
- .9 Treasurer (filled by staff, not elected)

6.2 OTHER DIRECTORS

.1 ATHLETE BOARD REPRESENTATIVES -

Two (2) Athlete Board Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. The first year of an Athlete Board Representative's term shall be as the Junior Athlete Board Representative, and the second year of an Athlete Board Representative's term shall be as the Senior Athlete Board Representative. 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 and 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 event conducted by MISI 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); and (e) be at least 16 years of age at the time the term of office commences. The balloting shall take place via electronic vote or at a meeting called for that purpose by the Senior Athlete Board Representative, or failing that, at a time and in a manner designated by the Board of Directors. At least fourteen (14) days' written notice of the election shall be given to all clubs. The Athlete Board Representatives elected shall be determined by a majority of the athlete members over the age of thirteen (13) voting in the election.

.2 COACH REPRESENTATIVE(S)

Two (2) Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. The first year of a Coach Representative's Term shall be as the Junior Coach Representative (who shall not serve on the Board of Directors), and the second year of a Coach Representative's Term shall be as the Senior Coach Representative (who shall serve on the Board of Directors). The election of the Coach Representatives shall be conducted via electronic vote and/or at a meeting called for that purpose 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. At least fourteen (14) days' written notice of the election shall be given to all clubs.

.3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS

A. The athlete-at-large Board members shall be appointed by the General Chair with advice and consent of the Board of Directors, as needed, to ensure that at least twenty percent (20%) of the voting members of the Board is comprised of athletes:

6.3 ELIGIBILITY - Only Individual Members of MISI and USA Swimming in good standing with MISI 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 on January 1 of the year immediately following election or appointment and shall serve until a successor is chosen and assumes office.
- .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary, Treasurer, and Safe Sport & Operational Risk Vice-Chair, 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 MISI 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 4.5.9 and 5.6.10 of these Bylaws.

6.11 OFFICERS' POWERS GENERALLY -

- .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, and Finance Vice-Chair each may sign and execute in the name of MISI deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the MISI 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 MISI 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 MISI 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 MISI. 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.

6.12 DEPOSITORYES AND BANKING AUTHORITY -

- .1 DEPOSITORYES, ETC. - All receipts, income, charges and fees of MISI shall be deposited to its credit in the banks, trust companies, other depositoryes 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 MISI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of MISI, and in the manner, as shall be determined by the Board of Directors.

ARTICLE 7 DIVISIONS, COMMITTEES AND COORDINATORS

7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The divisions of MISI shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities described in the MISI Policies and Procedures.

- .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
- .2 AGE GROUP DIVISION - Age Group Vice-Chair
- .3 SENIOR DIVISION - Senior Vice-Chair
- .4 FINANCE DIVISION - Finance Vice-Chair
- .5 SAFE SPORT & OPERATIONAL RISK DIVISION - Safe Sport & Operational Risk Vice-Chair
- .7 DIVERSITY EQUITY & INCLUSION DIVISION – Diversity Equity and Inclusion Vice-Chair
- .8 ATHLETES DIVISION - Senior Athlete Board Representative
- .9 COACHES DIVISION - Senior Coach Representative

7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

- .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board members, but are elected by the House of Delegates, a committee or division, are as follows: None.
- .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently held.
- .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees 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 chair. The appointed committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair and shall serve until a successor is appointed and assumes office.

7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in these Bylaws, a resolution of the Board of Directors, or the MISI Policies and Procedures (with preference in that order), members of each committee shall be appointed by the General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete Representatives of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Board Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every committee. The division chair shall be an ex-officio member, with voice but no vote, of each committee within the respective division.

7.4 STANDING COMMITTEES & COORDINATORS

- .1 ATHLETES' COMMITTEE (AKA ATHLETE CONSTITUENT COUNCIL) -
 - A. CHAIR - The Senior Athlete Board Representative or their designee shall be the chair of the committee.
 - B. MEMBERS - The Athletes Committee shall consist of the Athlete Board Representatives, the Athlete At-Large Board members, and up to twelve (12) Athlete Representatives appointed by the General Chair with the advice and consent of the Senior Athlete Board Representative.
 - C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes of MISI, and shall undertake such activities (a) delegated to it by the Board of Directors, the General Chair, the MISI Policies and Procedures or (b) undertaken by the Committee as being in the best interests of the Athlete Members, MISI, USA Swimming and the sport of swimming.
- .2 OFFICIALS' COMMITTEE (AKA OFFICIALS' CONSTITUENT COUNCIL) -
 - A. CHAIR - The Officials Coordinator shall be the chair of the committee.
 - B. MEMBERS - The Officials' Committee shall consist of the Officials' Coordinator and at least five (5) other officials with a sufficient number of Athlete Representatives so as to constitute at least 20% of the voting membership of the Committee.
 - C. DUTIES - The Officials' Committee shall have general charge of the business and affairs of the Officials of MISI, and shall undertake such activities outlined below:
 - (1) Recruit, train, test, certify, evaluate, retest, recertify, and supervise officials for MISI.
 - (2) Conduct decertification procedures in compliance with the USA Swimming Rulebook.
 - (3) Maintain a master roster of all certified officials affiliated with MISI, including name, e-mail address, phone number, and highest level of certification achieved.
 - (4) Carry out any additional duties assigned as outlined in the MISI Policies and Procedures or by the Board of Directors.
- .3 COACHES' COMMITTEE (AKA COACHES' CONSTITUENT COUNCIL) -
 - A. CHAIR - The Junior Coach Representative shall be the chair of the committee.

- B. MEMBERS - The Coaches' Committee shall consist of the Senior Coach Representative, the Junior Coach Representative, and at least four (4) other coach members with a sufficient number of Athlete Representatives so as to constitute at least 20% of the voting membership of the Committee.
- C. DUTIES - The Coaches Committee shall have general charge of the business and affairs of the Coaches of MISI, and shall undertake such activities (a) delegated to it by the Board of Directors, the General Chair, the MISI Policies and Procedures or (b) undertaken by the Committee as being in the best interests of the Coach Members, MISI, USA Swimming and the sport of swimming.

.4 GOVERNANCE COMMITTEE -

- A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.
- B. 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 comprised of four (4) Non-Athlete members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each Non-Athlete member shall serve a four-year (4) term, staggered so that one-fourth (1/4) of such members are appointed each year. Each Athlete Representative shall serve a two-year (2) term, staggered so that one-half of such members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall be members of the MISI 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 or paid staff serve on the Governance Committee.
- C. QUORUM - 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.
- D. DUTIES
 - (1) To lead in the annual evaluation of the mission and vision statement of MISI;
 - (2) To lead in the annual evaluation of the Bylaws of MISI;
 - (3) To lead in the biennial review of all MISI governance documents;
 - (4) To aid in the development of operating policies and procedures;
 - (5) To ensure that the Board's focus remains on the strategic plan;
 - (6) To lead in the development and review of the job descriptions of Board officers;
 - (7) To lead Board succession planning by assessing current and anticipated needs of the Board
 - (8) To lead in the identification and recruitment of potential Board members;
 - (9) To nominate Board members, consistent with the matrix of skills, demographics, and talents needed;
 - (10) To publish the slate of candidates to the MISI 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;
 - (11) To design and implement Board and Chair orientation and onboarding; and
 - (12) To design and implement an ongoing program of Board and Chair education and development

.5 FINANCE COMMITTEE -

- A. CHAIR - The chair shall be the Finance Vice-Chair.
- B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer, the General Chair, a club president, a non-Board Coach member, and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES -
 - (1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of MISI'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 MISI'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.

- (2) To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of MISI. 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.
- (3) To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
- (4) 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 Finance Committee may request. The proposed budget may contain alternatives.
- (5) To complete and submit any state and local reports and filings.

.6 CHAMPIONSHIP MEET STRATEGY COMMITTEE -

- A. CHAIR - The chair shall be the Championship Meet Strategy Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Championship Meet Strategy Coordinator and at least three (3) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Age Group Vice-Chair and the Senior Vice-Chair shall each serve on the Committee with voice but no vote.
- C. DUTIES -
 - (1) Develop and coordinate a long-term championship program for all levels of swimming in the Territory, including Age Group, Senior, and Open Water classifications.
 - (2) Determine and submit to the Board of Directors for approval time standards and championship meet formats for each competitive season.
 - (3) Resolve ambiguities as they relate to championship meet formats during the sanctioning process or during the conduct championship meet itself, subject to modification by the Board of Directors if it so chooses. The Championship Meet Strategy Coordinator shall be the spokesperson and authorized representative of MISI when carrying out this duty.
 - (4) Carry out any additional duties assigned as outlined in the MISI Policies and Procedures or by the Board of Directors.

.7 MEET SCHEDULING COMMITTEE -

- A. CHAIR - The chair shall be the Meet Scheduling Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Meet Scheduling Coordinator, a non-Board Coach, a non-Board Official, and at least three (3) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES -
 - (1) Develop a proposed annual schedule of short- and long-course meets (the skeleton schedule) to include age group, senior, and open water meets.
 - (2) Solicit and review bids from clubs for meets listed on the skeleton schedule.
 - (3) Recommend meet hosts to the Board of Directors for meets listed on the skeleton schedule.
 - (4) Carry out any additional duties assigned as outlined in the MISI Policies and Procedures or by the Board of Directors.

.8 NTV COMMITTEE -

- A. CHAIR - The chair shall be the NTV Coordinator.

B. MEMBERS - The Committee shall be comprised of the NTV Coordinator, a representative from the MISI Office, and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

C. DUTIES -

- (1) Issue to USA Swimming a timely annual listing of meets in the Territory which, upon proper application, will be observed by MISI/USA Swimming certified officials.
- (2) Ensure that MISI is in compliance with all NTV procedures provided by USA Swimming.
- (3) Ensure that official times from Sanctioned, Approved, and Observed meets swum in the Territory are entered into the SWIMS database.

.9 PERSONNEL COMMITTEE -

A. CHAIR - The chair shall be the Administrative Vice-Chair.

B. MEMBERS - The Committee shall be comprised of the Administrative Vice-Chair, the General Chair, the Finance Vice-Chair, a non-Board Coach, a club president, and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committees. The General Chair may appoint additional members to the Committee with voice but no vote at his/her discretion.

C. DUTIES -

- (1) Negotiate and set wages, compensation, and other terms of employment for MISI staff (whether employees or independent contractors) within established, budgetary guidelines and policies.
- (2) To review and approve the scope of duties assigned to the staff.
- (3) Conduct performance reviews as may be defined in the staff's terms of employment or independent contractor agreement.

.10 OPERATIONAL RISK COMMITTEE -

A. CHAIR - The chair shall be the Safe Sport & Operational Risk Vice-Chair.

B. MEMBERS - The Committee shall be comprised of the Safe Sport & Operational Risk Vice-Chair and at least three (3) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.11 SAFE SPORT COMMITTEE -

A. CHAIR - The chair shall be the Safe Sport & Operational Risk Vice-Chair.

B. MEMBERS - The Committee shall be comprised of the Safe Sport & Operational Risk Vice-Chair and at least three (3) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.12 DIVERSITY COMMITTEE -

A. CHAIR - The chair shall be the Diversity Equity and Inclusion Vice-Chair.

B. MEMBERS - The Committee shall be comprised of the Diversity Equity and Inclusion Vice-Chair and at least three (3) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.13 CAMPS & CLINICS COMMITTEE -

- A. CHAIR - The chair shall be the Camps & Clinics Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Camps & Clinics Coordinator, a non-Board Coach, and at least three (3) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Age Group Vice-Chair and Senior Vice-Chair shall each serve on the Committee with voice but no vote.
- C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.14 FUNDRAISING COMMITTEE -

- A. CHAIR - The chair shall be the Fundraising Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Fundraising Coordinator, the General Chair, the Finance Vice-Chair, and at least two (2) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.15 COMMUNITY ENGAGEMENT COMMITTEE -

- A. CHAIR - The chair shall be the Community Engagement Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Community Engagement Coordinator and at least two (2) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.16 PARA-SWIMMING COMMITTEE -

- A. CHAIR - The chair shall be the Para-Swimming Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Para-Swimming Coordinator and at least two (2) other members with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

.17 MENTAL HEALTH AWARENESS & EDUCATION COMMITTEE -

- A. CHAIR - The Chair shall be the Mental Health Coordinator.
- B. MEMBERS - The Committee shall be comprised of the Mental Health Coordinator and at least two (2) other members with a sufficient number of Athlete Representatives to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES - The duties shall be as outlined in the MISI Policies and Procedures and as assigned by the Board of Directors.

7.5 **DUTIES OF CHAIRS AND COORDINATORS GENERALLY** - The duties of the General Chair, the division chairs, committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- .1 Preside at all meetings of the respective division, committee or subcommittee;
- .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in their charge are properly and promptly carried out;
- .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;
- .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and the Secretary to keep them fully informed;
- .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the Secretary; and
- .6 Perform the other specific duties listed in MISI's Policies and Procedures or as may be delegated by the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.

7.6 **DUTIES OF COMMITTEES GENERALLY** - Except as otherwise provided in these Bylaws, the duties of the committees shall be prescribed by the MISI Policies and Procedures.

7.7 **REGULAR AND SPECIAL MEETINGS** - Regular and special meetings of committees or sub-committees of MISI shall be held as determined by the respective Vice-Chairs or committee or sub-committee chair.

7.8 **OPEN MEETING/CLOSED SESSIONS** - Meetings of committees and sub-committees, other than a Personnel Committee meeting, shall be open to all members of MISI. Matters relating to personnel, disciplinary action, legal, taxation and similar affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.

7.9 **VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS** - Each Committee member shall have both voice and vote in their respective meetings, unless otherwise stated in these Bylaws.

7.10 **ACTION BY WRITTEN CONSENT** - Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all the 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 committee may participate in a meeting of the committee or 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.

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

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

7.14 **PROXY VOTE** - Voting by proxy in any meeting of a committee shall not be permitted.

7.15 **NOTICES**

- .1 **TIME** - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not less than five (5) days' written notice shall be given for any meeting of a committee.

.2 INFORMATION - The notice of a meeting shall contain the time, date, and site.

7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the General Chair or 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.

7.17 VACANCIES - The determination of when the position of an appointed committee 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. 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 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.

7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a coordinator may delegate a portion of their powers or duties to another officer of MISI, or to another committee, subcommittee, or coordinator, or with the consent of the Board of Directors, to the paid staff of MISI. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

7.19 APPLICATION TO COMMITTEES - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the MISI Policies and Procedures.

ARTICLE 8 ANNUAL AUDIT, REPORTS AND REMITTANCES

MISI shall submit any reports and remittances required by the USA Swimming Corporate Bylaws, by the USA Swimming Board of Directors, the President/CEO of USA Swimming or by any agreement between MISI and USA Swimming. Reports required to be submitted to USA Swimming by MISI include annual financial and federal tax reports and the annual audit or review.

ARTICLE 9 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

9.1 NON-PROFIT AND CHARITABLE PURPOSES - MISI 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, MISI 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 MISI 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.

9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of MISI are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of MISI shall inure to the benefit of any private person or any member, officer or director of MISI.

9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the MISI House of Delegates by a two-thirds (2/3) vote of the members present and voting, provided the amendment was submitted at least twenty (20) days in advance of the meeting at which it is to be considered. If the amendment to a provision of these bylaws not mandated by USA Swimming was not submitted at least twenty (20) days in advance of the meeting at which it is to be considered, a vote of nine-tenths (9/10) vote of the members present and voting is required. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.

9.4 DISSOLUTION - MISI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of MISI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of MISI, but shall be distributed to USA Swimming,

to be used exclusively for educational or charitable purposes. If USA Swimming, 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 MISI 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 10 INDEMNIFICATION

10.1 **INDEMNITY** - MISI 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 MISI, 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 MISI specified in Section 10.3 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. MISI may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

10.2 **EXCLUSION** - The indemnification provided by this Article 10, 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 National Board of Review or the U.S. Center for SafeSport to have committed actions which would be the basis for such 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.

10.3 **INDEMNIFIED PERSONS** - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a Board Member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of MISI, or is or was serving at the direct request of MISI 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.

10.4 **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 MISI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to MISI's obligation to indemnify, MISI may require an undertaking from the Indemnified Person obliging them 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 MISI determines that there is reasonable doubt as to such person's ability to make any repayment, MISI 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 MISI 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.

10.5 **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 11 PARLIAMENTARY AUTHORITY

ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern MISI 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 MISI, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt.

ARTICLE 12 MISCELLANEOUS

- 12.1 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 Michigan become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 12.2 FISCAL YEAR - The fiscal year of MISI shall end on the last day of August.
- 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that MISI 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 MISI 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 13 [intentionally deleted]

ARTICLE 14 CONVENTIONS AND DEFINITIONS

- 14.1 CONVENTIONS -
 - .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.
 - .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to MISI positions and not to USA Swimming or another organization.
 - .3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -
 - A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last known address shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address shall be deemed given or delivered for all purposes under these Bylaws.
 - C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email address of a member of MISI shall be the mail or email address on file with MISI or in SWIMS.
 - .4 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.

.5 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.

14.2 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.

- .1 ARTICLE - a principal subdivision of these Bylaws.
- .2 ARTICLES OF INCORPORATION - the document filed with the Department of Licensing and Regulatory Affairs of the State of Michigan pursuant to which MISI was formed.
- .3 ATHLETE BOARD REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.
- .4 ATHLETE REPRESENTATIVE - shall be (a) an Athlete Member in good standing; (b) be currently competing, or have competed within the two (2) immediately preceding years in a USA Swimming sanctioned event conducted by MISI or another LSC; and (c) 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).
- .5 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.
- .6 BOARD OF DIRECTORS - the Board of Directors of MISI.
- .7 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, MISI.
- .8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.
- .9 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of Delegates.
- .10 HOUSE OF DELEGATES - the House of Delegates of MISI as established by Article 4 of these Bylaws.
- .11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of MISI.
- .12 IRS CODE - the current United States Internal Revenue Code.
- .13 LOCAL SWIMMING COMMITTEE / LSC - MISI as defined by the USA Swimming Corporate Bylaws.
- .14 MEMBER - a Group Member or an Individual Member.
- .15 MISI - the Michigan not-for-profit corporation to which these Bylaws pertain.
- .16 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established in accordance with the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual. 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.
- .17 POLICIES AND PROCEDURES - the principles, rules, and guidelines of MISI, as amended and adopted by the Board of Directors or the House of Delegates.
- .18 SECTION - a subdivision of the Articles of these Bylaws.
- .19 TERRITORY - the geographic territory over which MISI has jurisdiction as a Local Swimming Committee.
- .20 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.
- .21 WORLD AQUATICS - the international governing body for the sport of swimming.