**Amended and Restated Bylaws**

**of**

**North Carolina Swimming, Inc.**

(Effective September 24, 2017)

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# ARTICLE 601 - NAME, OBJECTIVES, TERRITORY AND JURISDICTION

601.1 NAME - The name of the corporation shall be North Carolina Swimming, Inc. (“NCS”).

601.2 OBJECTIVES ‑ The objectives and primary purpose of the NCS shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. NCS shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA, USA Swimming, and NCS and its Articles of Incorporation and these Bylaws.

601.3 GEOGRAPHIC TERRITORY - The geographic Territory of NCS is the State of North Carolina except the Counties of Pasquotank, Camden and Currituck. The territory within the boundaries of NCS may be subdivided for administrative or competitive purposes. Such subdivisions may be defined by individual assignment of Club Members or by drawing geographic boundaries.

601.4 JURISDICTION ‑ NCS 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 NCS’ 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 Section and its Zone (as those terms are defined in the Rules and Regulations of USA Swimming). NCS 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.

# ARTICLE 602 - MEMBERSHIP

602.1 MEMBERS ‑ The membership of NCS shall consist of the following:

.1 Group Members - Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and NCS and paid the fees established by USA Swimming and NCS pursuant to Article 603. An organization may be denied membership by the Membership/Registration Administrator or the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the Zone Board of Review. An organization’s status as a Group Member is subject to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of NCS and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Board of Review. Except for Affiliated Group Members, Group Members in good standing shall be entitled to participate in the program of swimming conducted by NCS, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.2.

A. Club Members - A Club Member is an organization which is in good standing as a Group Member of NCS and USA Swimming, has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of NCS and USA Swimming.

B. Affiliated Group Members - An Affiliated Group member is an organization which supports the sport of swimming and the objectives and programs of NCS and USA- Swimming, which is in good standing as a Group Member of NCS and NCS and USA-Swimming, but which does not have athletes or coaches who are all individual members of NCS or USA Swimming.

Leagues shall submit the names of their member clubs to the registrar when renewing registration. The registrar shall be notified of any changes in league membership during the year in writing. The list maintained by the registrar shall be the official membership list for the league.

.2 Individual Members - Individual Members are individuals involved in the sport of swimming in the Territory who have, upon registration, been granted membership in USA Swimming and NCS and paid the dues established by USA Swimming and NCS pursuant to Article 603. Except for Life members, an individual who wishes to register as an unattached member of NCS and is not affiliated with any Club Member of NCS must reside within the geographical territory of NCS. An individual may be denied membership by the Membership/Registration Coordinator or by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which an Individual Membership could be terminated. Any denial of membership may be appealed to the Zone Board of Review. An individual’s status as an Individual Member is subject to the Individual Member’s continued satisfaction of the criteria for membership and compliance with the individual’s responsibilities under these Bylaws, the USA Swimming Rules and Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of NCS and USA Swimming and may be terminated by a decision of the Zone Board of Review or the National Board of Review. Except for Affiliated Individual Members and Life Members, Individual Members in good standing shall be entitled to participate in the program of swimming conducted by NCS, and competitions sanctioned or approved by USA Swimming, in accordance with Section 609.1.

A. Athlete Members - An Athlete Member is an individual who participates or competes in the sport of swimming and is in good standing as an Individual Member of NCS and USA Swimming.

B. Coach Members - A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by NCS and/or USA Swimming and who is in good standing as an Individual Member of NCS and USA Swimming. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA Swimming must be a Coach Member in good standing of NCS and USA Swimming.

C. Active Individual Members - An Active Individual Member is an individual other than a Coach Member or an Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chair or committee member of NCS or a Group Member Representative or alternate and any other individual desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA Swimming and NCS.

D. Seasonal Athlete Members - A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of NCS and USA Swimming.

E. Single-Meet Open Water Athlete Members – A Single-Meet Open Water athlete is an individual who participates in swimming and has joined for a specific open water event not to exceed three (3) days and is in good standing as an Individual Member of NCS and USA Swimming.

F. Life Members - A Life Member is an individual who is a life member of USA Swimming and who resides, formerly resided, or participated in the sport of swimming in the Territory and who is in good standing as a member of NCS and USA Swimming.

.3 Membership A Privilege Not A Right - Membership in NCS and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including Life Membership) may be terminated by the Zone Board of Review or the National Board of Review for any violation of a member’s responsibilities under Section 602.2, for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations or for any other reason determined by the Zone Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA Swimming or NCS.

602.2 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 NCS, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action which could bring the sport of swimming, NCS or USA Swimming into disrepute. By applying for and accepting membership in NCS and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to NCS and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a Zone Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute NCS, USA Swimming or the sport of swimming.

.2 Responsibility for Infractions ‑ A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or NCS, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials or coaches or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.

# ARTICLE 603 - DUES AND FEES

603.1 CLUB MEMBERS - Every Club Member shall pay an annual fee, consisting of a national club fee established by USA Swimming and a local club fee established by NCS, together with any other charges, fees, etc. as may be established by NCS.

603.2 AFFILIATED GROUP MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc. for Affiliated Group Members.

603.3 ATHLETES ‑ Each Athlete Member, Seasonal Athlete Member and Single-Meet Open Water Athlete Member shall pay an annual seasonal or single meet fee, respectively, consisting of a national fee established by USA Swimming and a local fee established by NCS.

603.4 COACHES ‑ Each Coach Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by NCS, together with any other charges, fees, etc. as may be established by NCS.

603.5 ACTIVE INDIVIDUAL MEMBERS ‑ Each Active Individual Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by NCS, together with any other charges, fees, etc. as may be established by NCS.

603.6 Reserved for future Use

603.7 LIFE MEMBERS - The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, fees, etc. for Life Members.

603.8 SANCTION, APPROVAL AND OTHER FEES

.1 Sanction and Approval Fees - The 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 Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount, an amount related to the number of events swum, the number of individual swims, the number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or a combination of one or more of these or other bases.

.3 Payment - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by NCS. 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 NCS when due in accordance with NCS’ fee schedule.

603.9 FAILURE TO PAY

.1 Group, Coach and Active Individual Member Obligations - The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by NCS or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, NCS or any other LSC or (c) serving as a Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member or with any group member of any other LSC until the debt is satisfied.

.2 Athlete Member Obligations - The failure of an Athlete Member, Seasonal Athlete Member or Single-Meet Open Water to satisfy any financial obligations to USA Swimming, NCS or their former LSCs, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review, shall preclude the delinquent member from (a) competing in any competition sanctioned by USA Swimming, (b) obtaining a reportable time achieved in events swum at any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, NCS or any other LSC or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC until the debt is satisfied.

.3 Club/Individual Obligations - If a Club Member has secured: (i) a final court judgment against an Individual Member for non-payment of financial obligations owed to the Club Member, and (ii) a final decision of the Zone Board of Review or the National Board of Review suspending such Individual Member’s membership rights as set forth below, then until the court judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA Swimming, (b) obtain a reportable time in events swum at any USA Swimming approved or observed meet, (c) participate in any capacity in the affairs of USA Swimming, NCS or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.

.4 Individual/Club Obligations - If an Individual Member has secured a final decision of (i) a court of law, and/or (ii) the Zone Board of Review or the National Board of Review against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, NCS or any other LSC, including being represented in the House of Delegates by its Group Member Representative.

.5 Continued Failure to Pay - Termination of Membership - Continued failure to pay, within a reasonable period of time after a final decision of a court of law, the Zone Board of Review or the National Board of Review, as determined by the Zone Board of Review or the National Board of Review, shall be cause for termination of membership.

.6 Late Fees - Coach Members and Group Members who engage in any NCS/ USA Swimming activity including practice and competition after their membership has lapsed shall be subject to a late fee of $100.00 that must be paid before membership can be renewed.

# ARTICLE 604 - HOUSE OF DELEGATES

604.1 MEMBERS ‑ The House of Delegates of NCS shall consist of the Group Member Representatives, the Athlete Representatives, , the Board Members designated in Section 605.1, and the At-Large House Members.

.1 Group Member Representatives - Each Group Member in good standing shall appoint from its membership the following number of Group Member Representatives and one or more alternates for each.

Each Group Member having thirty (30) or more registered athletes shall be entitled to three (3) non-athlete votes and one athlete vote. Each Group Member having one (1) to twenty-nine (29) registered athletes shall have two (2) non-athlete votes and one athlete vote. Group Members with no registered athletes shall have one (1) vote.

The names of the Group Member Representatives and alternates shall be submitted to the NCS Secretary no later than the start of each House of Delegates meeting for which representatives are present.

.2 Athlete Representatives - Two (2) Athlete Representative shall be elected, one each year for a two-year term, or until their respective successors are elected. At the time of election, an Athlete Representative must (a) be an Athlete Member or a Seasonal Athlete Member in good standing; (b) be at least sixteen (16) years of age or at least a sophomore in high school; (c) be currently competing, or have competed during the three (3) immediately preceding years, in the program of swimming conducted by NCS or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout the term. The election of Athlete Representative shall be conducted annually during Spring HOD, or other regularly scheduled meet designated by the Board of Directors. The balloting shall take place at a meeting called for that purpose by the Athletes Committee, or failing that, at a time and in a manner designated by the Board of Directors. The Athlete Representatives elected shall be determined by a majority of the Athlete Members in good standing present and voting who are thirteen (13) years of age or older.

.3 Coach Representatives - Two (2) Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. The election of the Coach Representative shall be conducted during NCS’s long course age group swimming championship, at a meeting timely called by the Senior 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.

.4 Athlete At-Large House Members - A sufficient number of Athlete Members shall be appointed by the General Chair (with the advice and consent of the elected Athlete Representatives) as Athlete At-Large House Members to constitute, together with the Athlete Representatives and any Group Member Representatives who are Athlete Members, at least 20% of the voting membership of the House of Delegates.

.5 Non-Athlete At-Large House Members - Up to ten (10) 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. The 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.

.6 All At-Large House Members (athlete and non-athlete) 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 respective successors are appointed to the House of Delegates.

604.2 ELIGIBILITY ‑ Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at or to vote at the House of Delegates in any capacity. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.

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

.1 Group Member Representatives - Each of the Group Member Representatives shall have voice in meetings of the House of Delegates. Each Group Member Representative present may cast one vote up to the maximum number of votes allowed to a designated group member. A person may represent no more than one group member. Each of the Group Member Representatives, Board Members, and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.

.2 Affiliated Group Member Representatives: Group Member representatives of Affiliated Group Members, unless entitled to vote under another provision of these Bylaws, shall have voice but no vote in meetings of the House of Delegates and its committees.

.3 Individual Members - Individual Members who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the House of Delegates.

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

.1 Elect the officers, NCS regular members of the Zone Board of Review and the committee chairs listed in Section 606.1 in accordance with Sections 606.2 through 606.5;

.2 Elect alternates to the USA Swimming House of Delegates in accordance with section 502.2 of the USA Swimming Rules and Regulations;

.3 Review, modify and adopt the annual budget of NCS recommended by the Board of Directors;

.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 sports organizations, where deemed helpful or necessary by NCS.

.6 Establish by the NCS Policies and Procedures Manual, one or more committees of its members. The committees shall have the powers and duties specified in the NCS Policies and Procedures Manual, which may include delegation of one or more powers and duties of the House of Delegates, other than the powers to amend these Bylaws or remove Board Members and other elected officers.

.7 Amend the Bylaws of NCS in accordance with Section 611.3;

.8 Remove from office any Board Members or committee chairs, members, or coordinators 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 Zone Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. However, no Board Member or elected committee chair or coordinator may be 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.

604.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of NCS shall be held the first weekend immediately following the meeting of the USA Swimming Convention or the last weekend in September in the event USA Swimming does not hold a convention. Regular meetings of the House of Delegates shall be held in accordance with a schedule adopted by the House of Delegates or the Board of Directors.

604.6 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 members of the House of Delegates. Such meetings shall be called within three (3) weeks of receipt of the petition with proper notice of the meeting being given.

604.7 MEETING LOCATION AND TIME - All 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.

604.8 Nominations for Elections

.1 Slate of Candidates - A slate of candidates for election as the officers or committee chairs specified in Section 606.1 and the NCS members of the Zone Board of Review to be elected at the next annual meeting shall be prepared by the Governance Committee. The Governance Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions.

.2 Publication of Nominations - Nominations by the Governance Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 604.15.1 where convenient. See Section 617.1.4 for the methods which may be used for the distribution.

.3 Additional Nominations - Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.

604.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

.1 House of Delegates - House of Delegates meetings shall be open to all members of NCS and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of NCS shall be deliberated and decided in a closed executive session which only House of Delegates members may attend. By a majority vote on a motion of a question of privilege, the House of Delegates may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the House.

.2 House of Delegates Committees - Meetings and deliberations of the Governance Committee when discussing personnel shall be conducted in executive (closed) session. All other meetings of committees established by the House of Delegates shall be open to all members of NCS and USA Swimming unless otherwise provided by the House of Delegates resolution creating the committee or by a vote of the committee as provided by the rules of the Parliamentary Authority.

604.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.

604.11 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. See also Section 611.3 regarding amendment of these Bylaws. In the event of a Roll Call vote, each vote will be tallied on a document next to the corresponding eligible voter’s name, so that a legible record of who voted and how can be presented and viewed by all in attendance.

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

604.13 MAIL VOTE – Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, elected committee chairs or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary, by First Class Mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The Ballot shall set forth the proposed action, provide an opportunity to specify approval, or disapproval, and provided a reasonable time (but in no event less than the period specified in Section 604.8.6) within which to return the ballot to the Secretary. Action by written 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.

604.14 ORDER OF BUSINESS ‑ At all meetings of the House of Delegates the following shall be included in the order of business to the extent applicable. The order in which the various subjects are taken up may be varied.

* + Roll Call
  + Reading, correction and adoption of minutes of previous meeting
  + Presentation and approval of the annual budget
  + Presentation and approval of the annual audit pursuant to Section 608.5, when applicable
  + Unfinished (old) business
  + Elections
  + New business
  + Reports of officers
  + Reports of committees and coordinators
  + Resolutions and orders
  + Adjournment

604.15 NOTICES

.1 Time ‑ Not less than twenty (20) days’ notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 617.1.4 for the various permitted forms 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.

# ARTICLE 605 - BOARD OF DIRECTORS

605.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and representatives of NCS, together with those additional members designated in Sections 605.2 and 605.3:

.1 General Chair

.2 Administrative Vice Chair

.3 Senior Vice Chair

.4 Age Group Vice Chair

.5 Finance Vice Chair

.6 Secretary

.7 Treasurer

.8 Coach Representatives (2)

.9 Athlete Representatives (2)

.10 Safe Sport / Operational Risk Coordinator

.11 Technical Planning Chair

.12 Membership/Registration Coordinator

.13 Officials Chair

.14 Diversity Chair

.15 Rules/Legislation Chair

.16 Athlete At-Large Board Members

.17 Ex-Officio Board Members

605.2 Athlete At-Large Board Members -

.1 Any Athlete Member elected as the Junior or Senior Southern Zone Athlete Representative shall be appointed to the NCS Board of Directors as an Athlete At-Large Board Member.

.2 Additional Athlete At-Large Board Members, as authorized in the Bylaws or required to maintain no less than 20% athlete representation of the voting members of the Board of Directors, shall be elected for a one year term by the athletes present at the Fall House of Delegates meeting. Any athlete present who is eligible (under 604.1.2) to stand for election or vote, as the case may be, for Athlete Representative may run and/or vote during this election.

.3 Notwithstanding anything in the Bylaws to the contrary, no club shall have more than two Athlete Members serving on the Board of Directors at one time.

605.3 EX-OFFICIO MEMBERS – The following person(s) should be an ex-officio member(s) of the Board of Directors during the time period in which they meet the defined status:

.1 The Immediate Past General Chair of NCS, if the Individual Member is in good standing.

.2 Individual members in good standing of North Carolina Swimming who are voting members of the USA Swimming House of Delegates; and

.3 Individual members in good standing of North Carolina Swimming who are USA Swimming Committee Chairs.

.4 The Chair of the Governance Committee. This position shall have voice, but no vote.

605.4 LIMITATIONS ‑

.1 No more than three (3) members of any Club Member or Affiliated Group member should serve on the Board of Directors at any time. This limitation should be applied separately as to athlete members and to other Individual Members. It shall not apply to Ex-officio Members.

.2 Notwithstanding anything in these Bylaws to the contrary, no employee of the LSC may serve as a voting member of the Board of Directors*.*

605.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS ‑ The voice and voting rights of Board Members and Individual Members 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.

.2 Individual Members - Individual Members who are not Board Members may attend open meetings of the Board of Directors and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in meetings of the Board of Directors or its committees.

605.6 DUTIES AND POWERS ‑ The Board of Directors shall act for NCS and the House of Delegates during the intervals between meetings of the House of Delegates, subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission, except that it shall not remove a Board Member or other person elected by the House of Delegates or elected or appointed by another committee or division of NCS or amend these Bylaws. 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 NCS;

.2 Oversee the conduct by the officers and staff of NCS of the day-to-day management of the affairs of NCS;

.3 Confirm the appointment of At-Large Board Members.

.4 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the NCS Policies and Procedures Manual;

.5 Cause the preparation and presentation to the House of Delegates of the annual budget of NCS and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

.6 Receive presentation of the annual audit report pursuant to Section 608.5 and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

.7 Call regular or special meetings of the Board of Directors or the House of Delegates;

.8 Admit eligible prospective Group Members;

.9 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of NCS;

.10 Appoint other officers, agents, 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 NCS Policies and Procedures Manual 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, committee or coordinator the power to appoint any such subordinate officers, agents, committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

.11 Remove from office any officers, committee chairs, committee members or coordinators of NCS 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 Zone Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. However, no officer, 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.

.12 Any member of the Board of Director shall be suspended from the Board for unexcused absences from two properly noticed Board of Director meetings in succession or four during a one year period. The member shall have 30 days from notice of suspension by the secretary to contest the suspension in writing to the General Chair. The member shall then present his/her case to the Board of Directors at the next regularly scheduled meeting. Failure to contest the suspension or denial by the Board of Directors shall result in removal of the member from the Board of Directors. The member shall be replaced in accordance with the Bylaws. In the case of an ex-officio member, the member shall not be replaced and may apply for reinstatement 1 year after removal from the Board of Directors.

605.7 EXECUTIVE COMMITTEE - This section reserved for future use.

605.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS ‑ Board of Directors meetings shall be open to all members of NCS and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members, respectively, 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 executive session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.

605.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT ‑ Members of the Board of Directors may participate in meetings of the Board of Directors through conference telephone or similar 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 in person at a meeting.

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

605.11 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.

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

605.13 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’ notice.

605.14 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.

605.15 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.

605.16 MAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General Chair’s appointments, or removals of officers, 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 written 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 605.17), within which to return the ballot to the Secretary. Action by written 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.

605.17 NOTICES -

.1 Time ‑ Not less than fourteen (14) days’ notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. Separate notices need not be given for regular meetings that are designated in these Bylaws or otherwise scheduled and noticed well in advance. (See Section 617.1.4 for the various permitted forms of notice and the consequences thereof.)

.2 Information ‑ The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose, which may be general.

605.18 ORDER OF BUSINESS ‑ At all meetings of the Board of Directors the following shall be included in the order of business to the extent applicable. The order in which subjects are taken up may be varied.

* Roll Call
* Reading, correction and adoption of minutes
* Reports of officers
* Reports of committees and coordinators
* Presentation of the annual budget and adoption of recommendation to the House of Delegates
* Presentation of the annual audit report pursuant to Section 608.5 and adoption of its recommendation to the House of Delegates
* Advice and Consent to Appointments
* Unfinished (old) business
* New business
* Approval of applications for Group Membership
* Elections
* Resolutions and orders
* Adjournment

# ARTICLE 606 - OFFICERS

606.1 ELECTED OFFICERS AND COMMITTEE CHAIRS: The officers, committee chairs and coordinators who shall be elected by the House of Delegates are:

.1 General Chair

.2 Administrative Vice Chair

.3 Finance Vice Chair

.4 Senior Vice Chair

.5 Age Group Vice Chair

.6 Secretary

.7 Treasurer

.8 Technical Planning Chair

.9 Safe Sport / Operational Risk Coordinator

.10 Membership/Registration Coordinator

606.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General Chair, Finance Chair, Senior Vice Chair, Secretary and Technical Planning Chair in even numbered years and the Administrative Vice Chair, Age Group Vice Chair, Treasurer, Safe Sport / Operational Risk Coordinator and Membership/Registration coordinator and NCS Members of the Zone Board of Review in odd numbered years.

606.3 ELIGIBILITY - Only Individual Members in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office.

606.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in the House of Delegates by virtue of holding a position in NCS may not also vote as a Group Member Representative in the House of Delegates.

606.5 OFFICES COMBINED OR SPLIT –

.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. This may be accomplished by the Governance Committee nominating two Individual members to serve as co-officers or by the House of Delegates electing two at the time of the election. In the case of Administrative Vice- Chair, the House of Delegates at the time of the election shall designate one to be the successor to the General Chair, if no such designation is made, then the person with the longer tenure in such office shall serve as the successor.

.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. This may be accomplished by the Governance Committee nominating a single Individual Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of the election.

606.6 TERMS OF OFFICE -

.1 Term of Office - The terms of office of all elected members of the Board of Directors shall be two years.

.2 Commencement of Term - Each person elected to a position shall assume office at the conclusion of the annual meeting (Fall House of Delegates) following election

.3 Consecutive Terms Limitation - Except for the Secretary, Technical Planning Chair, Treasurer and the Membership/Registration Coordinator, no Individual Member who has been elected by the House of Delegates and served four successive years shall be eligible for re-election to the same position until 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 this successive terms limitation.

606.7 DUTIES AND POWERS - The duties and powers 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 follows:

.1 General Chair: The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of NCS, 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 these 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 NCS 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 interests of NCS.

.2 Secretary: 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 608 of these Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary or staff of NCS’ permanent office shall be custodian of the records and seal of NCS, and attest the execution of all duly authorized instruments. The Secretary shall cause to be kept at NCS’ permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of NCS. The Secretary’s custody of the minute books and other records shall be as a fiduciary for NCS and shall end when the Secretary leaves office and shall pass them on to the successor Secretary.

.3 Treasurer: The Treasurer shall be the principal receiving and disbursing officer of NCS. Except as otherwise directed by the Finance Chair and Finance Committee or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of NCS 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 pursuant these Bylaws. 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 Budget and Finance Committee but may not be its chair. The Treasurer shall issue a monthly report 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 Budget and Finance Committee, the General Chair or the Board of Directors may direct. The Treasurer shall also provide current monthly bank account statements to the General Chair. The Treasurer shall:

A. have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of NCS;

B. cause the moneys, securities and other financial instruments of NCS to be deposited in the name and to the credit of NCS in such institutions as shall be designated in accordance with Section 606.11 or to be otherwise invested as the Budget and Finance Committee or the Board of Directors may direct;

C. cause to be appropriately segregated and accounted for any endowment funds, scholarship or award funds and any similar special purpose funds or accounts;

D. cause the funds of NCS to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of NCS, and obtain and preserve proper vouchers for all moneys disbursed;

E. cause to be kept at NCS’ permanent office 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 Budget and Finance Committee or the Treasurer shall determine. The Treasurer’s custody of the books and records shall be as a fiduciary for NCS and custody and fiduciary state shall end when the Treasurer leaves office and passes them on to the successor Treasurer;

F. 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 NCS or USA Swimming;

G. cause NCS to be in compliance with the requirements of Section 608.4;

H. have the power to require from the officers, committee chair, coordinators, or agents of NCS reports or statements giving such information as the Treasurer may determine to be appropriate or helpful with respect to any and all financial transactions of NCS;

I. make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of NCS 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 of the annual financial statement and audit report and any federal tax return to the Secretary for submission to the Board of Directors and USA Swimming national headquarters in accordance with Sections 608.2 and 608.3;

J. 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.

.4

Administrative Vice Chair: 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 of the duties of the General Chair, and when so acting shall have all of the 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 NCS 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 Division shall be responsible for the creation and maintenance of NCS’ Policies and Procedures Manual. The Administrative Vice Chair shall be responsible to see that the Coach Representative elections are held in accordance with these Bylaws.

.5 Senior Vice Chair: The Senior Vice Chair shall chair and have general charge of the affairs and pro­perty of the Division or Committee that develops and conducts the senior swimming program of NCS including meet management for all senior swimming meets sponsored by NCS. The Senior Vice Chair serves as liaison to the Athlete Representatives and the Athletes Committee and shall be responsible to see that the Athlete Representatives elections are held in accordance with these Bylaws.

.6 Age Group Vice Chair: The Age Group Vice Chair shall chair and have general charge of the affairs and property of the Division or Committee that develops and conducts the age group swimming program

.7 Finance Vice Chair: The Finance Vice Chair is the chief financial officer of NCS. The Finance Vice Chair shall chair and have general charge of the affairs and property of the division that includes the Treasury function, the development and implementation of an investment program for NCS working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for NCS. The Finance Vice Chair, with the assistance of the Budget Committee, shall prepare an annual budget for NCS operations and present the budget for approval by the Board of Directors and the House of Delegates. In addition, the Finance Vice Chair shall cause to be conducted the audit required pursuant to Section 608.5 and shall review, or shall cause the Audit Committee to review, the annual audit report and recommend acceptance and appropriate action, if any, with regard thereto by the Board of Directors and the House of Delegates. The Finance Vice Chair is responsible for the adequacy of NCS system of internal financial and accounting controls. The Finance Vice Chair is the Chair of the Finance and Budget Committees and a member of the Personnel Committee. Together with the Treasurer, the Finance Vice Chair is ultimately responsible for NCS compliance with Section 608.4

.8 Athlete Representatives: The Athlete Representatives shall serve as the liaison between the athletes who are members of NCS and the Board of Directors and House of Delegates. The Senior Athlete Representative shall chair the Athletes Committee.

.9 Coach Representative: The Coach Representative shall serve as a liaison between the coaches who are members of NCS and the Board of Directors and House of Delegates. The Senior Coach Representative shall chair the Coaches Committee.

.10 At-Large Board Members: In addition to their inherent powers and duties as members of the Board of Directors, the At-Large Board Members shall have such powers and duties as may be delegated to them by the NCS Policies and Procedures Manual, the General Chair, the Board of Directors, or the House of Delegates.

.11 NCS Delegates to USA Swimming House of Delegates -

A. Officer and Representative Delegates - It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, the Age Group Vice Chair, the Senior Vice Chair, the Senior Athlete Representative and the Coach Representative to attend the USA Swimming annual meeting as representatives of NCS and voting delegates to the USA Swimming House of Delegates.

B. Officer Delegate Alternates - If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual convention as delegates representing NCS.

C. Athlete Representative Alternates - If the Senior Athlete Representative is unable to attend the USA Swimming annual convention, the Junior Athlete Representative shall attend in his or her place. If the Junior Athlete Representative in unable to attend, the Athlete At-Large Board Member next most senior in term of office shall attend in his or her place. If seniority cannot be established or there remains no additional athlete representatives or alternates able to attend, then the General Chair, with the advice and consent of Athlete Representatives and the Board of Directors, shall designate one or more Athlete Members to attend as representative(s) of NCS.

D. Coach Representative Alternates - If the Coach Representative is unable to attend the USA Swimming annual meeting, then the other Coach Representative shall attend, and if neither the Coach Representative or the alternate is able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of NCS.

606.8 RESIGNATIONS - Any officer may resign by orally advising the General Chair or by submitting a written resig­na­tion to 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.

606.9 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 or Coach Representatives - In the event of a vacancy in the office of Athlete Representative or Coach Representative, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, the General Chair may appoint, with the advice and consent of the Board of Directors and the Athletes Committee or Coaches Committee, respectively, an Athlete Member or a Coach Member, as the case may be, to serve the remainder of the term of office or until the Athlete Members or the Coach Members, as the case may be, shall elect a successor.

.3 Other Offices - In the event of a vacancy in, or permanent incapacity of the person holding, any office other than General Chair, Athlete Representative or Coach Representative, the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the General Chair may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.

.4 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 or in the case of an Athlete Representative or Coach Representative, the advice and consent of the Athletes Committee or the Coaches Committee, respectively. 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.

606.10 OFFICERS’ POWERS GENERALLY -

.1 Authority to Execute Contracts, Etc. - The General Chair, Administrative Vice Chair, and Treasurer each may sign and execute in the name of NCS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the NCS Policies and Procedures Manual, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.

.2 Additional Powers and Duties - Each officer shall have other powers and perform other duties as may be prescribed in NCS’ Policies and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice Chair, the delegating officer or these Bylaws. The division Vice Chairs shall have the additional duties and powers set forth in Section 607.1 and 607.5.

.3 Delegation - Officers of NCS may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members. 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. 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.

.4 Assistant and Deputy Officers - The House of Delegates or the Board of Directors may by resolution or NCS’ Policies and Procedures Manual create the office of Deputy to one or more of the elected officials. The resolution or Policy/Procedure of NCS will define the method of election or appointment and will delineate the duties and powers of the respective deputies, which may include the power to act for the officer when she/he is out of the Territory or temporarily incapacitated.

606.11 DEPOSITORIES AND BANKING AUTHORITY

.1 Depositories, Etc. - All receipts, income, charges and fees of NCS 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 may select, or as may be selected by the Finance Committee or any officer or officers or agent or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of NCS in any of its duly authorized depositories shall be made in the manner determined by the Finance Committee or the Board of Directors. All funds of NCS not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by the Finance Committee, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.

.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 NCS shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of NCS, and in the manner, as shall be determined by the Budget and Finance Committee or the Board of Directors.

# ARTICLE 607 - DIVISIONS, COMMITTEES AND COORDINATORS

607.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS ‑ The divisions of NCS shall each be chaired by a Vice Chair, the Senior Athletes Representative, or the Senior Coaches Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 606.7. Under each division Vice Chair there are officers, committees, coordinators and direct responsibilities as follows:

.1 Administrative Division - Administrative Vice Chair

* + Communications
  + Legislation/Elections
  + Meet Management
  + Membership/Registration
  + Officials Committee (Standing Committee)
  + Public Relations
  + Records
  + Sanctions
  + Secretary

.2 Finance Division – Finance Vice Chair

* + Finance Committee (Standing Committee)
  + Insurance
  + Treasurer
  + Personnel Committee (Standing Committee)

.3 Age Group Division - Age Group Vice Chair

* + Awards Banquet
  + Awards/Recognition
  + Age Group Committee (Standing Committee)
  + Camps/Clinics
  + Disability Swimming
  + Diversity
  + Zone Team Committee (Team Manager and Standing Committee)

.4 Senior Division - Senior Vice Chair

* + Open Water
  + Operational Risk Committee (Standing Committee)
  + Safe Sport Coordinator
  + Senior Committee (Standing Committee)
  + Technical Planning
  + Travel Fund

.5 Athletes Division - Senior Athlete Representative

* + Athlete Representatives
  + Athletes Committee (Standing Committee)

.6 Coaches Division – Senior Coach Representative

* + Coaches Committee (Standing Committee)
  + Coach Representative

607.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS

.1 Elected, Ex-officio and Appointed Non-Officer Chairs and Coordinators -

A. Elected Chairs and Coordinators - As provided in Section 606.1, certain non-officer committee chairs and coordinators shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be provided in Sections 606.3 through 606.9. The elected Chairs and Coordinators are:

1. Membership/Registration Coordinator

2. Technical Planning Chair

B. Ex-officio Chair - Pursuant to Section 607.3, certain other committee chairs are designated ex-officio by virtue of an office currently held.

C. Appointed Chairs and Coordinators - The chairs of all other standing 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 Vice Chair. The appointed standing committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair, and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.

.2 Duties and Powers of Non-Officer Chairs and Coordinators -

A. Legislation Chair - The Legislation Chair shall chair the Legislation Committee, shall serve as NCS Parliamentarian and elections chair. The Legislative chair shall be responsible for the interpretation of the NCS Bylaws, Rules and Regulations and Policies and Procedures.

B. Membership/Registration Administrator - The Membership/Registration Administrator shall be responsible for the registration of Group and Individual Members and the transmission of registration information to USA Swimming and shall make the reports required by Section 608.6, together with such additional reports as may be required by USA Swimming, the Board of Directors or the General Chair.

C. Technical Planning Chair - The Technical Planning Chair shall chair, and have general charge of the business, affairs and property of the Technical Planning Committee, which is responsible for long-range planning regarding the swimming programs conducted by NCS, the continuing review and development of the NCS philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of NCS’ swimming programs

D. Officials Chair - The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying, and supervising officials for NCS. The Officials Chair shall be a referee certified by NCS and each member of the Officials Committee shall be a certified official of NCS.

E. Operational Risk Coordinator- The Operational Risk Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed, and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches, and officials of NCS. The Operational Risk Coordinator shall develop safety education programs and policies for NCS and make recommendations regarding same, and the implementation thereof, to the Senior Chair, Administrative Vice Chair, and the Board of Directors. The Operational Risk Coordinator shall make the reports required pursuant to Section 608.7.

F. Athletes Committee Chair – The Senior Athlete Representative shall chair and have general charge of the business, affairs, and property of the Athletes Committee, which shall be responsible for the publication of an athletes’ newsletter and shall undertake such other activities delegated to it by the Board of Directors or the General Chair.

G. Coaches Committee Chair - The Senior Coach Representative shall chair and have general charge of the business, affairs, and property of the Coaches’ committee, which shall undertake such activities delegated to it by the Board of Directors or the General Chair.

H. Safe Sport Coordinator - The Safe Sport Coordinator shall be responsible for the implementation and coordination of, and serve as the NCS liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Coordinator shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff and the USA Swimming Safe Sport Committee to implement pertinent aspects of the national Safe Sport Program within NCS. The Safe Sport Coordinator will:

1. Serve as the primary contact for NCS to coordinate and oversee the implementation of effective safe sport educational programs for all athlete members, their parents, coaches, volunteers and clubs, as provided by USA Swimming;

2. Be trained regarding the complaint reporting structure and refer all reports of a violation of the Athlete Protection policies directly to the local club, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority;

3. Participate in workshops as provided by USA Swimming, collect and share information about what USA Swimming and other LSCs are doing to promote safe sport policies, and disseminate information on LSC best practices;

4. Serve as an information resource for NCS clubs and membership, and will help to identify and connect them with local educational partners and resources;

5. Receive feedback and suggestions on the Safe Sport policies and programs from the NCS clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff; and

6. 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.

607.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES ‑ Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice and consent of the respective division Vice Chair and the chair of the committee. Athlete members of each committee shall be appointed by the General Chair with the advice of the senior athlete representative. Athlete membership is required on all committees. Athlete membership shall amount to at least twenty percent (20%) of the voting membership of the committee. The division Vice Chair shall be an ex‑officio member, with voice and vote, of each standing committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

.1 ATHLETES COMMITTEE – the Athletes Committee shall consist of the Senior Athlete Representative who shall serve as chair, the Junior Athlete Representative, and the Group Member Athlete Representatives appointed by each Group Member pursuant to Section 604.1.1.

.2 FINANCE COMMITTEE - The members of the Finance Committee shall be the Finance Vice Chair, the Treasurer, the Administrative Vice Chair, a Coach Member, and other members appointed by the General Chair with the advice and consent of the Board of Directors and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.3 COACHES COMMITTEE - The members of the Coaches Committee shall consist of Coach Representatives and such additional coach members as may be determined by the Coach Representatives and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee. The Senior Vice Chair shall chair the committee.

.4 OFFICIALS - The members of the Officials Committee shall be the Officials Chair and at least two other members each of whom shall be certified officials of NCS. and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.5 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, the Administrative Vice Chair, Finance Vice Chair, and the Senior Athlete Representative

.6 OPERATIONAL RISK COMMITTEE - The members of the Operational Risk Committee shall be the Operational Risk Chair and at least four (4) additional members, of which at least one shall be an NCS certified official, at least one shall be a Coach Member, and 20% shall be Athlete Members.

.7 TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Chair, two (2) Athlete Members and six (6) additional members of whom at least 50% (fifty percent) shall be Coach Members and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

.8 GOVERNANCE COMMITTEE - The Governance Committee shall report to the General Chair and be made up of four non-athlete members and one athlete member appointed by the General Chair with the advice and consent of the board. The General Chair shall not be a member of this committee. Each non-athlete committee member shall be appointed to a four year term with a one term limit and staggered terms so one new member is appointed each year. The athlete member shall be appointed to one year terms with no term limits. A quorum for any meeting of this committee shall consist of not fewer than four members. Appointments to replace someone for an incomplete term or when the committee is first created, may be appointed for a term less than four years.

.9 The General Chair or the respective division Vice Chair may appoint the specified additional members and any other members deemed appropriate or necessary for any of the foregoing standing committees except the Athletes, Coaches, and the Personnel Committees. Committee members appointed pursuant to the preceding sentence shall hold their appointments at the pleasure of the appointing officer or successor.

607.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -

.1 ATHLETES COMMITTEE – The Athletes Committee shall serve as the primary forum for identifying and bringing issues of Athlete Member interest and concern to the Board of Directors and House of Delegates for discussion and action. The Athletes Committee is obligated to provide athlete education and to assist in ensuring effective participation in elections of the Athlete Representatives. The Athletes Committee is authorized to conduct such events and activities with and on behalf of the athletes in NCS as the committee may determine necessary or appropriate

.2 FINANCE COMMITTEE - The Finance Committee is authorized and obligated 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. The Finance Committee, exclusive of the Treasurer, is authorized to, and it shall be its duty to, conduct the annual audit of the books of NCS pursuant to Section 608.5 and present the results thereof to the Board of Directors and the House of Delegates.

The Finance Committee is also authorized and obligated to develop, establish where so authorized or recommend to the Board of Directors and supervise the execution of policy regarding the investment of NCS’ 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 NCS’ equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment, make a determination of the best financing method for NCS and make recommendations to the Board of Directors.

.3 MEMBERSHIP/REGISTRATION COORDINATOR - The Membership / Registration Coordinator is authorized and obligated to conduct the registration of Group and Individual members and supervise the transmission of registration information to USA Swimming and assist in the preparation of the reports as required by Section 608.6, together with such additional reports as may be requested by USA-Swimming, the NCS Board of Directors, the Administrative Vice Chair, or the Finance Committee Chair.

.4 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for NCS and such other activities as may be necessary or helpful in maintaining a roster of qualified, well-trained and experienced officials of the highest caliber. The Officials Committee is also authorized and obligated to issue interpretations of the competitive rules for use by officials, coaches and athletes at meets conducted within the territory of NCS. Such interpretations will be issued after consultation with the USA Swimming Rules and Regulations Chair and USA Swimming Officials Chair, as appropriate.

.5 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation, and other terms of employment of NCS’ staff (whether employees or independent contractors) within established budgetary guidelines and policies and to review and approve the scope of duties delegated to staff.

.6 OPERATIONAL RISK COMMITTEE - The Operational Risk Committee shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of NCS. The Operational Risk Committee shall develop safety education programs and policy for NCS and make recommendations regarding those programs and policies and their implementation to the applicable division Vice Chairs and the Board of Directors. When approved by the Board of Directors, the Operational Risk Committee shall be responsible for the coordination of their implementation by the Club Members. The Operational Risk Chair with the assistance of the Committee members shall prepare and transmit the reports required pursuant to Section 608.7.

.7 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by NCS and for advice regarding the technical aspects of those programs and of the sport of swimming generally. For each upcoming season, the Technical Planning Committee shall devise a proposed meet schedule in consultation with the Age Group Committee and the Senior Committee. After approval by the Board of Directors, the Committee shall publish the proposed schedule and seek bids from Club Members to host meets. After reviewing the bids received, the Committee shall make recommendations to the Board of Directors and House of Delegates for the adoption of a firm schedule and award of hosting rights to Club Members. The Technical Planning Chair shall coordinate the evaluation, revision and approval of meet announcements in consultation with the Age Group Vice Chair and Senior Vice Chair and other appropriate NCS officers, chairs and coordinators and shall make recommendations regarding the issuance of sanctions for these meets by the Administrative Vice Chair. . The Technical Planning Committee shall in coordination with the Age Group and Senior Committees establish proposed time standards for championship meets.

.8 GOVERNANCE COMMITTEE – The Governance Committee shall assist the Board of Directors in developing effective governance principles that assures the practices and operation of the organization is conducting business efficiently, establishing accountability, and mentoring all members serving in the organization. The duties of the committee shall include, but not be limited to, recruitment and succession planning for the leadership of NCS, overseeing the strategic planning process, education and training of the Board of Directors and committees, assessment of the structure and effectiveness of the Board of Directors and Committees. In addition, the committee shall act as guardians of all board documents.

607.5 DUTIES AND POWERS OF CHAIRS AND COORDINATORS GENERALLY - The duties and powers of the General Chair, the division Vice Chairs, committees or subcommittees (in addition to those provided elsewhere in these Bylaws) and, when applicable, coordinators 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 his 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 respective division, coordinator, committee or subcommittee members to keep them fully informed;

.5 Keep the General Chair, the respective division Vice Chair or committee chair and the Secretary informed of the respective coordinator, division, committee or subcommittee actions and recommendations;

.6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the Secretary;

.7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for NCS, except as otherwise provided in these Bylaws or by the Board of Directors; and

.8 Perform the other specific duties listed in NCS’ Policies and Procedures Manual or as may be delegated by the General Chair, the respective division Vice Chair or committee chair, the Board of Directors or the House of Delegates.

607.6 DUTIES AND POWERS OF COMMITTEES AND COORDINATORS GENERALLY ‑ Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by NCS’ Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chair or the respective division Vice Chair. Except as otherwise provided in the Bylaws, the duties and powers of any other committees and subcommittees shall be prescribed by NCS’ Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, coordinator or chair pursuant to whose powers such committee or subcommittee was created.

607.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of divisions, committees or sub-committees of NCS shall be held as determined by the respective Vice Chairs or committee or sub-committee chair. In addition, meetings may be called where applicable by the division Vice Chair, committee chair or coordinator pursuant to whose authority a committee or sub-committee was established.

607.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS ‑ Meetings of divisions, committees and sub-committees shall be open to all members of NCS and USA Swimming. Matters re­la­ting to personnel, discipli­nary action, legal, taxation and similar affairs shall be deliberated and decided in a closed exe­cutive session which only the respective members are entitled to attend. By a ma­jority vote on a motion of a question of privilege a division, committee or sub-committee may decide to go in­to executive ses­sion on any matter deserving of confidential treatment or of personal concern to any mem­ber of the division, committee or sub-committee.

607.9 VOICE AND VOTING RIGHTS OF DIVISION, COMMITTEE AND SUB-COMMITTEE MEMBERS ‑ The voice and voting rights of Board Members and Individual Members shall be as follows:

.1 Members - Each division, committee and sub-committee member shall have both voice and vote in the respective meetings.

.2 Non-Voting Committee or Sub-committee Members - Unless entitled to vote under another provision of these Bylaws, the General Chair shall have voice but no vote in meetings of divisions, committees and sub-committees.

.3 Individual Members - Individual Members who are not members of the division, committee or sub-committee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members shall have no vote in those meetings.

607.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a division, committee, or subcommittee may be taken without a meeting if all the division, committee, or sub-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 the meeting.

607.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT ‑ Members of any division, committee or sub-committee may participate in a meeting of the division, committee or sub-committee through conference telephone or similar 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 in person at a meeting.

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

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

607.14 PROXY VOTE - Voting by proxy in any meeting of a division, committee or sub-committee of NCS shall not be permitted.

607.15 NOTICES -

.1 Time ‑ Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or sub-committee, not less than forty-eight (48) hours’ notice in the case of notice given by telephone, and six (6) days’ notice in all other cases, shall be given for any meeting of a division, committee or sub-committee of NCS. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 617.1.4 for the various forms of notice.)

.2 Information ‑ The notice of a meeting shall contain the time, date and site.

607.16 ORDER OF BUSINESS ‑ At all meetings conducted under the authority of this Article, the following shall be included in the order of business to the extent applicable; the order in which subjects are taken up may be varied:

* Roll Call
* Reading, correction and adoption of minutes
* Reports of coordinators, committees and subcommittees
* Unfinished (old) business
* New business
* Resolutions and orders
* Adjournment

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

607.18 VACANCIES - The determination of when the position of an appointed committee or subcommittee 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. (See Section 606.8 for provisions applicable to elected committee chair and coordinators.) 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 Vice 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.

607.19 DELEGATION - With the consent of the Board of Directors or the respective division Vice Chair, a committee or subcommittee Chair / coordinator may delegate a portion of their powers or duties to another officer of NCS, or to another committee, subcommittee, or coordinator, or with the consent of the NCS Board of Directors or the Personnel Committee, to the paid staff at NCS.

607.20 APPLICATION TO EXECUTIVE AND GOVERNANCE COMMITTEES - Sections 607.5 through 607.16 shall apply to the Executive Committee, the Governance Committee and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the NCS Policies and Procedures Manual.

# ARTICLE 608 - ANNUAL AUDIT, REPORTS AND REMITTANCES

608.1 MINUTES ‑ The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the respective members and to USA Swimming national headquarters.

608.2 FINANCIAL AND FEDERAL TAX REPORTS ‑ The Secretary shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of NCS and the report thereon prepared in accordance with Section 608.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by NCS under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.

608.3 STATE AND LOCAL REPORTS AND FILINGS ‑ The Secretary shall cause to be made all reports and non-tax filings and shall requisition from the Treasurer checks with which to pay any applicable fees required by its state of incorporation and by any other state or municipality in which it operates.

608.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - NCS shall cause to be made available at a reasonable location and time determined by NCS to anyone requesting to see a copy of NCS’ federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include NCS in USA Swimming’s group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.

608.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of NCS shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who shall be a certified public accountant or by the Audit Committee. The audit shall cover any federal, state or local income tax return that NCS is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of NCS have been reviewed and fairly present the financial condition of NCS as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee’s knowledge, information and belief. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

608.6 MEMBERSHIP AND REGISTRATION REPORTS ‑ The Membership/Registration Coordinator shall forward in a timely manner all required reports to the Executive Director of USA Swimming. This report shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The Membership/Registration Administrator shall make periodic summary reports to the General Chair, the Administrative Vice Chair, the Board of Directors and the House of Delegates.

608.7 SAFETY REPORTS -

.1 Incident/Occurrence Reports - An occurrence report providing all of the information requested by applicable USA Swimming form should be completed at the time of the occurrence by the meet director, officer, coach or club officer with copies to USA Swimming national headquarters, the Operational Risk Committee Chair and the Senior Vice Chair and the NCS office.

.2 Reports of Injuries - The Operational Risk Chair shall present a report concerning swimming-related injuries within the Territory at each House of Delegates and Board of Directors meeting.

A. House of Delegates Reports - The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of NCS and USA Swimming, the location of the occurrence and a brief description of the incident, the resulting injury and the emergency-care steps taken, together with any recommendation for action by NCS and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.

B. Board of Directors Reports - The regular report to the Board of Directors may be a summary addressing primarily any recommendation for action by NCS and its members.

.3 Safety Education - The Operational Risk Chair shall be responsible for disseminating safety information flowing from USA Swimming Headquarters and, with the assistance of the Committee members, exploring safety education opportunities and developing a safety education program tailored to NCS and its members and Territory.

608.8 MAILING ADDRESS ‑ NCS shall notify in writing USA Swimming national headquarters of any change in its regular mailing address within fourteen (14) days of the change.

608.9 REPORTS GENERALLY ‑ NCS shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules and Regulations or by the USA Swimming Board of Directors or USA Swimming House of Delegates, in such a manner and on such written forms as may be requested by USA Swimming national headquarters. The General Chair, the Membership/ Registration Coordinator Chair, the Secretary, and the Treasurer shall be collectively responsible for seeing that all required reports and remittances are made.

# ARTICLE 609 - MEMBERS’ BILL OF RIGHTS

609.1 INDIVIDUAL MEMBERS’ BILL OF RIGHTS ‑ NCS, in furtherance of Article 301 of the USA Swimming Rules and Regulations, shall respect and protect the right of every Individual Member who is eligible under NCS, USA Swimming and FINA rules and regulations to participate in any competition as an athlete, coach, trainer, manager, meet director or other official, so long as the competition is conducted in compliance with NCS, USA Swimming and FINA requirements. Before any Individual Member is denied the right to participate in a competition, the individual shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National Board of Review. If the Individual Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

609.2 CLUB MEMBERS’ BILL OF RIGHTS - NCS shall respect and protect the right of every Club Member which is eligible under NCS, USA Swimming and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors and other officials, so long as the competition is conducted in compliance with NCS, USA Swimming and FINA requirements. Before any Club Member is denied the right to participate in a competition, the Club Member shall have the right to request and have a hearing before, and a determination of, the Zone Board of Review or the National Board of Review. If the Club Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

# ARTICLE 610 [Intentionally Deleted]

# ARTICLE 611 - ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

611.1 NON‑PROFIT AND CHARITABLE PURPOSES‑ ‑ As stated in Section 601.2, NCS 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, NCS 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 NCS 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.

611.2 DEDICATION OF ASSETS, ETC. ‑ The revenues, properties and assets of NCS are irrevocably dedicated to the purposes set forth in Sections 601.2 and 611.1 of these Bylaws. No part of the net earnings, properties or assets of NCS shall inure to the benefit of any private person or any member, officer or director of NCS.

611.3 AMENDMENTS Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds vote of the members present and voting after not less than twenty (20) days written or electronic (both posted to the NCS website and sent via email) notice by North Carolina Swimming.

.1 Any amendments proposed without proper notice may be adopted only upon a nine-tenths majority of the members present and voting.

.2 Any amendment proposed by any committee or member of North Carolina Swimming, other than the Legislation Committee, shall be submitted to the Legislation Committee at least 50 days prior to the House of Delegates meeting during which it will be considered in order for the amendment to be approved by a two-thirds vote of the members present and voting.

.3 The format for amendments shall be in such form as to show all existing and proposed language with unchanged wording presented as is, new wording underlined, and deleted wording struck through. A concise, but informative rationale for adoption is recommended.

.4 Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee.

.5 These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless NCS shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.

611.4 DISSOLUTION ‑ NCS may be dissolved only upon a two-thirds majority vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of NCS shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of NCS, 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 NCS 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 612 - INDEMNIFICATION

612.1 INDEMNITY - NCS 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 NCS, 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 NCS specified in Section 612.3 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. NCS may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

612.2 EXCLUSION - The indemnification provided by this Article 612, 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 Zone Board of Review or the National Board of Review to have committed actions which would be the basis for 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.

612.3 INDEMNIFIED PERSONS - As used in this Article 612, “Indemnified Person” shall mean any person who is or was a Board Member, former NCS Board of Review Chair, Vice Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of NCS, or is or was serving at the direct request of NCS 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.

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

612.5 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 613 - ENDOWMENT FUNDS

613.1 ENDOWMENT FUNDS USE - NCS may, by action of the Board of Directors or the House of Delegates, designate, receive and accept, or otherwise acquire property or funds or any interest therein in the form of set asides, gifts, grants, contributions, and testamentary transfers. NCS use of such property and funds shall be limited to expenditures of its income only for NCS exempt purposes in furtherance of its support of, or to benefit, NCS athletes and NCS programs while retaining the principal thereof as an endowment to further such purposes.

613.2 GENERAL ENDOWMENT FUND - NCS shall maintain a permanent General Endowment Fund. The principal of which shall be kept intact. Each year fifty percent (50%) of any increase whatsoever derived from the fund shall accrue to the principal of the Fund. The remaining fifty percent (50%) may be transferred to the General Fund and may be disbursed.

613.3 ATHLETE TRAVEL ENDOWMENT FUND - NCS shall maintain a permanent Athlete Travel Endowment Fund. The principal of which shall be kept intact. Each year fifty percent (50%) of any increase whatsoever derived from the fund shall accrue to the principal of the Fund. The remaining fifty percent (50%) may be transferred to the Athlete Travel Fund and may be disbursed.

# ARTICLE 614 - PARLIAMENTARY AUTHORITY

614.1 ROBERT’S RULES ‑ The rules in the then current edition of Robert’s Rules of Order Newly Revised shall govern NCS 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 NCS, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.

614.2 VOICE AND VOTE ‑ Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.

# ARTICLE 615 - PERMANENT OFFICE AND STAFF

615.1 OFFICE – NCS should maintain an office in the Territory for the storage and maintenance of the books and records and equipment of NCS and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.

615.2 STAFF – NCS shall retain paid staff at the NCS Office as the Board of Directors may determine to be appropriate or necessary. The staff shall be under the general supervision of the General Chair and the Administrative Vice Chair. With respect to the delegated functions of the officers, committee chairs, and coordinators, the staff shall be responsible to the respective officer, committee chair, or coordinator. The powers and duties of the paid staff shall be established in NCS’ Policies and Procedures Manual or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.

615.3 APPROPRIATIONS – The Finance Committee shall include in its proposed budget a line item for the cost of NCS’ office, inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chair, for the administration of these funds. The compensation of the staff shall, to the extent possible, be treated as confidential.

# ARTICLE 616 - MISCELLANEOUS

616.1 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 North Carolina become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

616.2 FISCAL YEAR ‑ The fiscal year of NCS shall end on September 30th of each year.

616.3 TAX STATUS; INTERPRETATION OF BYLAWS ‑ It is intended that NCS 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 NCS 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 617 -DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

617.1 CONVENTIONS AND RULES OF INTERPRETATION -

.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 NCS positions and not to USA Swimming or another organization.

.3 Principal Rule of Interpretation - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 616.3.

.4 Notice Deemed Given; Writings Deemed Delivered; Last Known Address -

A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of NCS shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.

B. Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for all purposes under these Bylaws. In addition, email notice shall be deemed given upon sending of an email with sending proof provided either by a report from an email system or a copy of the email sent including all recipients, date and time sent, by whom sent and a listing of the entire contents of the email, including any attachments.

C. Notice by Telephone - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)

D. Last Known Address - For all purposes under these Bylaws, the last known address of a member of NCS shall be the address given in the latest application for registration or membership in NCS and USA Swimming filed with the Membership/Registration Administrator; or the address given in a written notice of change of residence filed with that Administrator. In all other cases the records maintained by the Secretary of NCS shall be used to ascertain the last known address.

.6 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.

.7 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.

617.2 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 thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. For an additional definition applicable solely to Article 612, see Section 612.3:

.1 “Active Individual Member” shall mean an individual other than (a) a Coach Member, or (b) an Athlete Member, Seasonal Athlete Member, or Single-Meet Open Water Athlete Member, who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of NCS or the sport of swimming and who is in good standing as an Individual Member of NCS and USA Swimming.

.2 “Affiliated Group Member” shall mean any organization which supports the sport of swimming and the objectives and programs of NCS and USA Swimming, but which does not have athlete members and coach members, which is in good standing as a group member of NCS and USA Swimming, and which is neither a club member or a seasonal member.

.3 “Affiliated Group Member Representative” – individual appointed to represent an Affiliated Group Member in House of Delegates.

.4 “Article” shall mean the principal subdivisions of these Bylaws.

.5 “Articles of Incorporation” shall mean the document relating to this corporation which is filed with the Secretary of State of the State of North Carolina pursuant to which NCS was formed.

.6 “At-Large Board Member” shall mean those athlete and non-athlete Board Members designated as such.

.7 “At-Large House Member” shall mean the Individual Members appointed by the General Chair, or elected, to be At-Large Members of the House of Delegates.

.8 “Athlete Member” shall mean any individual Athlete Member who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of NCS and USA Swimming.

.9 “Athlete Representative” shall mean the Athlete Member elected to represent athletes in the House of Delegates or on the Board of Directors.

.10 “Board Member” shall mean a member of the Board of Directors including the At-Large Board Members. Where the contexts requires, the term shall not include the Athlete Representatives or the Coach Representatives.

.11 “Board of Directors” shall mean the Board of Directors of NCS.

.12 “Business Day” shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.

.13 “Bylaws” shall mean these bylaws as adopted by, and in effect for, NCS, as amended from time to time.

.14 “Club” or “club” shall mean an organization that has athletes and coaches engaged in the sport of swimming.

.15 “Club Member” shall mean any club or other organization which is in good standing as a Group Member of NCS and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with NCS and USA Swimming.

.16 “Club Member Representative” shall mean the individual appointed to represent a Club Member in the House of Delegates.

.17 “Coach Member” shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by NCS and/or USA Swimming and who is in good standing as a non-athlete member of NCS and USA Swimming.

.18 “Coach Representatives” shall mean the Coach Members elected to represent the coaches in the House of Delegates and the Board of Directors.

.19 “Consent” shall mean a majority of those present and eligible to vote.

.20 “Executive Committee” shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.

.21 “FINA” shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.

.22 “Group Members” shall mean Club Members and Affiliated Group Members

.23 “Group Member Representative” shall mean the individual appointed to represent a Group Member in the House of Delegates.

.24 “House of Delegates” shall mean the House of Delegates of NCS as established by Article 604 of these Bylaws.

.25 “Immediate Past General Chair” shall mean the individual who is the immediate past General Chair of NCS, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 604.4.9, the Board of Directors taking action pursuant to Section 605.6.11 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair’s term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

.26 “Individual Members” shall mean Athlete Members, Coach Members and Active Individual Members, and shall also include Life Members and Affiliated Individual Members.

.27 “IRS Code” shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.

.28 “Life Member” shall mean any individual who is a life member of USA Swimming and NCS, and who resides, formerly resided, or participated in the sport of swimming in the Territory and who is in good standing as a member of NCS and USA Swimming.

.29 “Local Swimming Committee” or “LSC” shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. NCS is a Local Swimming Committee.

.30 “Member” shall mean a Group Member or an Individual Member.

.31 “National Board of Review” shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. 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.

.32 “NCS” shall mean the North Carolina not-for-profit corporation to which these Bylaws pertain.

.33 “NCS Office” shall mean the permanent office of NCS maintained in accordance with Article 615.

.34 “Governance Committee” shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of NCS.

.35 “Policies and Procedures Manual” shall mean the policies and procedures manual of NCS, as amended, adopted by the Board of Directors or the House of Delegates. If NCS does not have a Policies and Procedure Manual, then the reference shall mean the relevant meeting minutes, orders, and resolutions of NCS.

.36 “Parliamentary Authority” shall mean the authority and any special rules of order designated in Article 614.

.37 “Seasonal Athlete Member” shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of NCS and USA Swimming.

.38 “Section” shall mean the subdivisions of the Articles of these Bylaws.

.39 “Senior Athlete Representative” shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 604.1.2.

.40 “Senior Coach Representative” shall mean the coach representative senior in term of office.

.41 “Standing Committee” shall mean a committee of NCS listed in Article 607.

.42 “Territory” shall mean the geographic territory over which NCS has jurisdiction as a Local Swimming Committee.

.43 “USA Swimming” shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.

.44 “USA Swimming Board of Directors” shall mean the Board of Directors of USA Swimming.

.45 “USA Swimming House of Delegates” shall mean the House of Delegates of USA Swimming.

.46 “USA Swimming Rules and Regulations” shall mean the published rules and regulations, as adopted and amended by USA Swimming.

.47 “USA Swimming Rules and Regulations Committee” shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.

.48 “Zone Board of Review” shall mean the Board of Review of the Zone in which the Territory is located, which Zone Board of Review is established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the Zone Board of Review shall include a reference to the National Board of Review when that body is acting upon an appeal from the Zone Board of Review.