

Fall 2018 HOD
Legislation Changes

Block A			
Number	Subject	Effective Date	Result
R-01	Reimbursement for OW Junior Nationals	Immediate	Adopted
R-02	12&U Technical Suit Restriction	9/1/2019	Amended/Adopted

Block B			
Number	Subject	Effective Date	Req'd
B-01	Governance Committee Quorum	Immediate	Adopted
B-02	By-Laws Revision	~10/1/2019	Amended/Adopted

House of Delegates
Fall 2018

R-01

ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled

Summary: Adding OW Junior Nationals to reimbursement list

Rationale: OW Junior Nationals is a new event.

Submitted by: Bill Martin

Recommendation: *(Office Use Only)*

Effective Date: Immediate

1 211.6 REIMBURSEMENT LEVELS

2 .1 Winter Championship Season

3 A. Winter Junior Nationals \$400

4 B. Winter Senior Nationals \$550

5

6 .2 Summer Championship Season

7 A. Southern Age Group Zone Meet Funds are determined by the North Carolina
8 Swimming Board of Directors

9 B. Southern Zone Open Water Championship Funds are determined by the North
10 Carolina Swimming Board of Directors

11 C. Summer Junior Nationals \$550

12 D. Summer Senior Nationals \$650

13 E. Summer Senior Nationals/World Championship Trials \$650

14 F. US Open \$650

15 G. Open Water Nationals and Open Water Junior Nationals \$250

16 H. Olympic Team Trials

17 1. \$650 plus a per diem of eighty (\$80) per day.

18 2. Swimmers qualified and participating in one (1) event shall receive three (3)
19 days per diem.

20 3. Swimmers qualified and participating in two (2) events shall receive five (5)
21 days per diem.

22 4. Swimmers qualified and participating in three (3) or more events shall
23 receive eight (8) days per diem.

24

House of Delegates
Fall 2018

R-02

ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled

Summary: Restrict use of technical suits for 12&U swimmers

Rationale: To keep cost of swimming down while maintaining a level playing field and allow swimmers to develop technique.

Submitted by: Board of Directors

Recommendation: *(Office Use Only)*

Effective Date: September 1, ~~2020~~2019

Note: Will be withdrawn if R-3 passes or R-13 does not pass at USA Swimming House of Delegates.

1 ARTICLE 201 AGE GROUP PROGRAM

2 201.2 SUITS - No Technical Suits may be worn by any 12 & Under USA Swimming athlete member in
3 competition at any Sanctioned, Approved or Observed NCS meet.

4 (1) Exceptions to the foregoing restriction are only for a meet in USA Swimming's Championship
5 Series (i.e. ~~Sectionals, Futures, Junior Nationals, Pro Swim Series, US Open, National~~
6 Championships, and Olympic Trials) ~~or YMCA National Championships.~~

7 (2) A Technical Suit is one that has the following components:

8 a. Any male or female suit with any bonded or taped seams is defined as a technical suit
9 regardless of its fabric or silhouette; or

10 b. Any male or female suit with woven fabric extending to the knee or mid-thigh is defined
11 as a technical suit regardless of the type seams: bonded, taped or sewn. (Note: A
12 woven suit with sewn seams and in a male brief or female regular cut not to the knees
13 is not defined as a technical suit and is not restricted.)

14

15 RENUMBER REMANING SECTIONS

House of Delegates
Fall 2018

B-01

ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled

Summary: Removed Quorum Requirement

Rationale: Quorum requirement has prevented committee from doing any work.

Submitted by: Governance Committee

Recommendation: *(Office Use Only)*

Effective Date: Immediate

1 607.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES

2 .8 GOVERNANCE COMMITTEE - The Governance Committee shall report to the
3 General Chair and be made up of four non-athlete members and one athlete
4 member appointed by the General Chair with the advice and consent of the
5 board. The General Chair shall not be a member of this committee. Each
6 non-athlete committee member shall be appointed to a four-year term with
7 a one term limit and staggered terms so one new member is appointed each
8 year. The athlete member shall be appointed to one-year terms with no
9 term limits. ~~A quorum for any meeting of this committee shall consist of not~~
10 ~~fewer than four members.~~ Appointments to replace someone for an
11 incomplete term or when the committee is first created, may be appointed
12 for a term less than four years.

13

House of Delegates
Fall 2018

B-02

ACTION: Adopted Defeated Adopted/Amended Tabled Postponed Pulled

Summary: Revised NCS By-Laws

Rationale: See recommendations from Committee VFO

Submitted by: Committee VFO

Recommendation: *(Office Use Only)*

Effective Date: ~~Following~~ Fall 2019 HOD per transition plan.

NCS BYLAWS

ARTICLE 1

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 1 1.1 NAME - The name of the corporation shall be North Carolina Swimming, Inc. (NCS).
2
3 1.2 OBJECTIVES - The objectives and primary purpose of NCS shall be the education, instruction and training of individuals to
4 develop and improve their capabilities in the sport of swimming. NCS shall promote swimming for the benefit of
5 swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA,
6 USA Swimming, and NCS and its Articles of Incorporation.
7
8 1.3 GEOGRAPHIC TERRITORY - The geographic territory of NCS is as set forth in Article 603 of the USA Swimming Rules and
9 Regulations.
10
11 1.4 JURISDICTION - NCS shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee
12 by USA Swimming to conduct swimming programs consistent with NCS's objectives and those of USA Swimming and to
13 sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive
14 swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USA Swimming
15 Rules and Regulations). NCS shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA
16 Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and
17 procedures.
18
19 1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - NCS shall comply with all agreements between NCS and USA
20 Swimming.
21

ARTICLE 2

MEMBERSHIP

- 22
23
24 2.1 MEMBERS - The membership of NCS shall consist of the clubs, organizations and individuals who have registered with
25 NCS as set forth in the USA Swimming Corporate Bylaws, including seasonal athlete membership, flex membership, and
26 single event open water athlete membership.
27
28
29 .1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership
30 and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Rules and Regulations,
31 the rules, regulations, policies, procedures and code of conduct of NCS and USA Swimming.
32
33 .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in NCS and USA Swimming is a privilege and shall not be
34 interpreted as a right. Membership may be terminated by the Zone Board of Review, the National Board of Review,
35 or the U.S. Center for SafeSport in accordance with Part Four of the USA Swimming Rules and Regulations.
36

37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89

2.2 MEMBERS' RESPONSIBILITIES

- .1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and NCS, including its obligations and responsibilities set forth in these Bylaws.
- .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming Rules and Regulations, 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.
- .3 LEAGUES - 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.

ARTICLE 3
DUES AND FEES

3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as permitted, shall be as established by the NCS House of Delegates.

3.2 SANCTION, APPROVAL AND OTHER FEES

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

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

ARTICLE 4
HOUSE OF DELEGATES

4.1 MEMBERS - The House of Delegates of NCS shall consist of the Group Member Representatives, the Board of Director Members, the Non-Athlete At-Large House Members, and appointed Athlete At-Large House Members.

- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership 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 appointment shall be in writing, addressed to the Secretary of NCS and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw one or more of its Group Member Representatives and substitute a new Group Member Representatives by written notice, addressed to the Secretary of NCS and signed by the chief executive officer or secretary of the appointing Group Member. The

representatives of any Group Member are not required to be Individual Members of NCS or USA Swimming.

.2 BOARD OF DIRECTORS - Board of Director Members as designated in Section 5.

.3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to five (5) non-athlete members of the House of Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.

.4 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Members constitute at least 20% of the voting membership of the House of Delegates shall be appointed by the General Chair with advice and consent of the Board of Directors and shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.

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

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

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

.1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND OTHER MEMBERS - Each of the Group Member Representatives, the Board Members, the At-Large House Members, ~~Official's Chair~~, Legislative Chair, Scheduling Coordinator, Membership/Registration Coordinator, Senior Coordinator, ~~Age Group Coordinator~~ and Immediate Past General Chair shall have both voice and vote in meetings of the House of Delegates.

.2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard at the discretion of the presiding officer.

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

.1 Elect the officers, Athlete Representatives, Coach Representative(s), At-Large Board Members, and NCS members of the Southern Zone Board of Review and the committee chairs and coordinators listed in Articles 6 and 7;

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

.3 Call regular and special meetings of the House of Delegates;

.4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;

.5 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by NCS;

- 143 .6 Amend the Bylaws of NCS in accordance with Section 9.3; and
144
145 .7 Remove from office any persons elected by the House of Delegates (Board Members, or committee chairs or
146 coordinators) who have failed to attend to their official duties or member responsibilities or have done so
147 improperly, or who would be subject to penalty by the Zone Board of Review for any of the reasons set forth in
148 Article 404.1.3 of USA Swimming Rules and Regulations. However, no such individual may be removed without
149 receiving thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates
150 specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties
151 or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.
152
- 153 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of NCS shall be held in the fall.
154 Regular meetings of the House of Delegates will also be held each spring.
155
- 156 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General
157 Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should
158 a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at
159 least five (5) group members of the House of Delegates.
160
- 161 4.8 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The
162 House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of
163 Delegates.
164
- 165 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of NCS. Issues pertaining
166 to personnel, disciplinary action, legal, tax or similar affairs of NCS shall be deliberated and decided in a closed session
167 which only House of Delegates members may attend. By a majority vote, the House of Delegates may decide to go into
168 closed session on any matter deserving of confidential treatment or of personal concern to any member of the House of
169 Delegates.
170
- 171 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.
172
- 173 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
174 propositions coming before the House of Delegates shall be determined by a majority vote.
175
- 176 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.
177
- 178 4.13 NOTICES
179
- 180 .1 TIME - Not less than twenty (20) days written notice shall be given to each member of the House of Delegates
181 for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various
182 permitted means of notice.
183
- 184 .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House of
185 Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose
186 is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to
187 have included in the notice any germane amendments subsequently adopted by the House of Delegates at the
188 noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.
189

190 ARTICLE 5
191 BOARD OF DIRECTORS
192

- 193 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and
194 representatives of NCS, together with those additional members designated in Sections 5.2 and 5.3:
195

- 196 .1 General Chair
- 197 .2 Administrative Vice-Chair
- 198 .3 Finance Vice-Chair
- 199 .4 Coach Representative
- 200 .5 Athlete Representatives (2)
- 201 .6 Secretary
- 202 .7 Treasurer
- 203 .8 Programs Vice-Chair
- 204 .9 Operations Vice-Chair
- 205 .10 Safe Sport/Operational Risk Coordinator
- 206 .11 At-Large Athlete Board Members [as needed]
- 207 .12 Officials Chair ~~{if none of the above are certified officials}~~
- 208 .13 Age Group Coordinator
- 209 .14 National Coordinator

210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241
242
243
244
245
246
247
248

- 5.2 AT-LARGE ATHLETE BOARD MEMBERS - A sufficient number of athlete members shall be elected as At-Large Board Members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Representatives). The Athlete At-Large Board Members shall meet the same requirements as the Athlete Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office from the date of their election through the conclusion of the second annual meeting of the House of Delegates following such election, or until their successors are elected.
- 5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors:
 - .1 Legislative Chair
 - .2 Governance Chair
 - .3 Immediate Past General Chair
- 5.4 LIMITATIONS -
 - .1 No more than 2 Members of any Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and Non-Athlete Members.
 - .2 No employee of NCS may serve as a voting member of the Board of Directors.
- 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and individuals shall be as follows:
 - .1 BOARD MEMBERS - Each Board Member (other than the ex-officio members) shall have both voice and vote in meetings of the Board of Directors and its committees.
 - .2 EX-OFFICIO BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.
 - .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.
- 5.6 DUTIES AND POWERS - The Board of Directors shall act for NCS and the House of Delegates during the intervals between meetings of the House of Delegates, except that it shall not remove a Board Member or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and

249 it shall be its duty to:

- 250
- 251 .1 Establish and direct policies, procedures and programs for NCS;
- 252
- 253 .2 Oversee the conduct by the officers and staff of NCS of the day-to-day management of the affairs of NCS;
- 254
- 255 .3 Elect Athlete At-Large Board Members if they are not elected in a timely fashion;
- 256
- 257 .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or
- 258 the In the NCS Rules and NCS Policy Manual;
- 259
- 260 .5 Cause the preparation and presentation to the House of Delegates of the annual budget of NCS and make a
- 261 recommendation to the House of Delegates concerning the approval or disapproval thereof;
- 262
- 263 .6 Approve the annual review/audit;
- 264
- 265 .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
- 266
- 267 .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or
- 268 appropriate to conduct the affairs of NCS;
- 269
- 270 .9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These
- 271 appointees shall have the authority and perform the duties as provided in these Bylaws, the NCS Rules, NCS Policy
- 272 Manual or as may be provided in the resolutions appointing them, including any powers of the Board of Directors
- 273 as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not
- 274 provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or
- 275 coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to
- 276 prescribe their respective terms of office, authorities and duties; and
- 277
- 278 .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of NCS who
- 279 were appointed/elected by the Board and who have failed to attend to their official duties or member
- 280 responsibilities or have done so improperly, or who would be subject to penalty by the Zone Board of Review for
- 281 any of the reasons set forth in Part Four of the USA Swimming Rules and Regulations. However, no At-Large Board
- 282 Member, or committee chair or coordinator may be removed without receiving the thirty (30) days' written notice
- 283 specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or
- 284 other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.
- 285
- 286 5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation
- 287 or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend.
- 288 By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on
- 289 any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.
- 290
- 291 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may participate in
- 292 meetings of the Board of Directors through conference equipment by means of which all persons participating in the
- 293 meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 294
- 295 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by
- 296 the Board of Directors.
- 297
- 298 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of
- 299 Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting
- 300 of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 301

- 302 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 303
- 304 5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
- 305 propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other
- 306 proposal the effect of which is to override policy or program established by the House of Delegates shall be determined
- 307 by a two-thirds vote after at least fourteen (14) days' written notice.
- 308
- 309 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
- 310
- 311 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors
- 312 may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing and the written
- 313 consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes
- 314 taken at a meeting.
- 315
- 316 5.15 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except
- 317 elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting.
- 318 If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute
- 319 a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an
- 320 opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period
- 321 specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the
- 322 number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes
- 323 entitled to be cast.
- 324
- 325 5.16 NOTICES -
- 326
- 327 .1 TIME - Not less than six (6) days' written notice shall be given to each Board Member for any annual, regular or
- 328 special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)
- 329
- 330 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings,
- 331 the expected purpose.
- 332

ARTICLE 6
OFFICERS AND DIRECTORS

- 336 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting in
- 337 the odd years.
- 338 .1 General Chair
- 339 .2 Administrative Vice-Chair
- 340 .3 Finance Vice-Chair
- 341 .4 Operations Vice-Chair
- 342 .5 Program Vice-Chair
- 343 .6 Secretary
- 344 .7 Treasurer
- 345
- 346 6.2 OTHER DIRECTORS
- 347
- 348 .1 ATHLETE REPRESENTATIVES -
- 349 Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective
- 350 successors are elected. At the time of election, the Athlete Representative must (a) be an athlete member in
- 351 good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing,
- 352 or have competed within the three (3) immediately preceding years, in the program of swimming conducted by
- 353 NCS or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside
- 354 therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher

education). 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.

.2 COACH REPRESENTATIVE

One (1) Coach Representatives shall be elected, for a two-year term, or until their respective successors are elected. The election of the Coach Representative shall be conducted via electronic vote and/or at a meeting called for that purpose by the Coach Representative, the Coaches Committee or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors. At least twenty (20) days' written notice of the election shall be given to all clubs.

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

A. The following committee chairs/coordinators shall be elected by the House of Delegates:

(1) Safe Sport / Operational Risk Coordinator.

B. The following committee chairs /coordinators/ at-large Board members shall be elected as follows:

(1) The Athlete At-Large Board members shall be elected by the athletes at the same time as the Athlete Representatives.

(2) The Officials Chair shall be elected in accordance with NCS Policies and Procedures.

(3) The Age Group Coordinator shall be elected by a majority of the coach members at HOD.

~~(1)~~(4) The National Coordinator shall be elected in accordance with NCS Policies and Procedures.

C. The following committee chairs/coordinators/ at-large Board members shall be appointed by the General Chair with advice and consent of the Board of Directors:

(1) ~~If no certified officials hold a position on the Board of Directors, the Officials Chair shall be a member.~~None

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

6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have one vote, regardless of the number of positions held by such Member.

6.5 OFFICES SPLIT OR COMBINED -

.1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair and Treasurer, may be held jointly by two Individual Members. Two individuals who are sharing an office shall share one vote.

.2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except that the offices of Finance Vice-Chair and Treasurer may not be combined.

6.6 TERMS OF OFFICE -

.1 TERM OF OFFICE - The terms of office of all members of the Board of Directors shall be 2 years.

.2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon election

or appointment and shall serve until a successor is chosen.

.3 CONSECUTIVE TERMS LIMITATION - Except for Treasurer, No-no Individual Member who has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms limitation.

6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the House of Delegates and the Board of Directors and as defined in these Bylaws, the In the NCS Rules and NCS Policy Manual, and applicable state laws.

6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.

6.9 VACANCIES AND INCAPACITIES -

.1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice-Chair as acting General Chair for the duration of the absence.

.2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the event of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Representative, or person who has been elected, the General Chair may appoint, with the advice and consent of the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective body shall elect a successor.

.3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates with the advice and consent of the electing body. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.

6.11 OFFICERS' POWERS GENERALLY -

.1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair and Treasurer each may sign and execute in the name of NCS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the In the NCS Rules and NCS Policy 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 prescribed in the NCS Rules, NCS Policy Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.

461
462
463
464
465
466
467
468
469
470
471
472
473
474
475
476
477
478
479
480
481
482
483
484
485
486
487
488
489
490
491
492
493
494
495
496
497
498
499
500
501
502
503
504
505
506
507
508
509
510
511
512

.3 DELEGATION - Officers of NCS may delegate any portion of their powers or duties to an individual or a committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these Bylaws and with the consent of the Board of Directors any officer may delegate any portion of that officer's powers or duties to the paid staff of NCS. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.

6.12 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 determines.
- .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of 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 Finance Vice-Chair, the Finance Committee or the Board of Directors.

ARTICLE 7
DIVISIONS, COMMITTEES AND COORDINATORS

7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The divisions of NCS shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities described in the In the NCS Rules and NCS Policy Manual.

- .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
- .2 PROGRAM DIVISION - Program Vice-Chair
- .3 OPERATIONS DIVISION - Operations Vice-Chair
- .4 FINANCE DIVISION - Finance Vice-Chair
- .5 ATHLETES DIVISION - Senior Athlete Representative
- .6 COACHES DIVISION - Coach Representative

7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

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

7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in these Bylaws or the In the NCS Rules and NCS Policy Manual, members of each committee shall be appointed by the General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete members of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of

513 every committee. The division chair shall be an ex-officio member, with voice and vote, of each committee within the
514 respective division.

515 7.4 STANDING COMMITTEES & COORDINATORS

516 .1 ATHLETES COMMITTEE -

517 A. CHAIR - The Senior Athlete Representative or his/her designee shall be the chair of the committee.
518

519 B. MEMBERS - The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board
520 members and the Group Member Athlete Representatives appointed by each Group Member pursuant to
521 Section 4.1.1.
522

523 C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes of NCS,
524 and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b)
525 undertaken by the Committee as being in the best interests of the Athlete Members, NCS, USA Swimming and
526 the sport of swimming
527

528 .2 FINANCE COMMITTEE -

529 A. CHAIR - The chair shall be the Finance Vice-Chair.
530
531

532 B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer, the
533 Administrative Vice Chair, a Coach Member, and other members appointed by the General Chair and a
534 sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of
535 the Committee.
536

537 C. DUTIES -

538 (1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the
539 execution of policy regarding the investment of NCS's working capital, funded reserves and
540 endowment funds, within the guidelines, if any, established by the Board of Directors or the House of
541 Delegates. The Finance Committee shall also regularly review NCS's equipment needs (both
542 operational and office) and the various methods available to finance the acquisition of any needed
543 equipment and make a determination and recommendation of the best financing method.

544 (2) To conduct a review or audit or recommend an independent auditor to conduct the required annual
545 review or audit of the books of NCS. If conducted internally, a minimum of three (3) committee
546 members with a sufficient number of athletes to constitute at least 20% of the voting membership,
547 must conduct the review or audit. The Treasurer cannot be a member of the group performing the
548 audit, but can be present to provide clarification, information and answer questions.

549 (3) To submit the review or audit and other reports and make recommendations to the Board of Directors
550 with regard thereto.

551 (4) To consult with the officers, committee chairs and coordinators and prepare and present a proposed
552 budget for consideration and approval by the Board of Directors and the House of Delegates. The
553 officers, committee chairs and coordinators shall provide promptly such financial information (current
554 and projected) and budget proposals as the Finance Committee may request. The proposed budget
555 may contain alternatives.

556 (5) To complete and submit any state and local reports and filings.
557

558 .3 GOVERNANCE COMMITTEE -

559 A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.
560
561

562 B. MEMBERS -

563 The Governance Committee members shall be appointed by the General Chair with advice and consent of the
564 Board of Directors. The Committee shall be comprised of 4 non-athletes with a sufficient number of athletes
565 so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member
566 shall serve a four-year term, staggered so that or one-fourth (1/4) of such members are appointed each year.
567 No more than one-half (1/2) of the Governance Committee members shall be members of the NCS Board of
568 Directors at any given time. After completion of two consecutive terms, members are not eligible for re-
569 appointment to the Governance Committee until after a lapse of two years. A portion of any term served to
570 fill a vacancy in the position shall not be considered in the computation of the successive term limitation. In
571 no case shall the General Chair serve on the Governance Committee.

572
573 C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist
574 of a majority of its voting members. For all other meetings, a quorum shall consist of those members present
575 and voting.

576
577 D. DUTIES

- 578 (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of NCS;
- 579 (2) To aid in the development of operating policies regarding conflict of interest (Board and staff), document
580 retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-
581 related practices, etc.;
- 582 (3) To aid in the development of personnel practices procedure including job descriptions and annual review
583 of staff;
- 584 (4) To ensure that the Board's focus remains on the strategic plan;
- 585 (5) To aid in the development of expectations and processes for accountability of Board members;
- 586 (6) To develop criteria for the qualities and required characteristics of Board officers;
- 587 (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and
588 identifying and recruiting potential Board members;
- 589 (8) To nominate Board members, Zone Board of Review Members and coordinator to be elected by the
590 House of Delegates consistent with the matrix of skills, demographics, and talents needed;
- 591 (9) To publish the slate of candidates to the NCS membership at least twenty (20) days prior to the election.
592 Additional nominations may be made from the floor of the House of Delegates by voting members of the
593 House of Delegates;
- 594 (10) To design and implement Board orientation and an ongoing program of Board education and
595 development; and
- 596 (11) To lead periodic assessment of the Board's performance (as a whole and of individual members) and
597 make recommendations to enhance Board effectiveness.

598
599 .4 OPERATIONAL RISK COORDINATOR

600
601 A. DUTIES - The duties shall be as outlined in the NCS Policies Manual.

602
603 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs, committee
604 chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- 605
606 .1 Preside at all meetings of the respective division, committee or subcommittee;
- 607
608 .2 See that all duties and responsibilities of the coordinator, the respective division, committee or sub-committee in
609 his or her charge are properly and promptly carried out;
- 610
611 .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the
612 coordinator or division or committee, respectively;
- 613
614 .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and
615 the Secretary to keep them fully informed;

- 616
617 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting
618 and forward reports or minutes of all meetings to the Secretary; and
619
620 .6 Perform the other specific duties listed in NCS's Policies and Procedures or as may be delegated by the General
621 Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.
622
- 623 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees shall
624 be prescribed by the In the NCS Rules and NCS Policy Manual.
625
- 626 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of NCS shall be held
627 as determined by the respective Vice-chairs or committee or sub-committee chair.
628
- 629 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee
630 meeting, shall be open to all members of NCS. Matters relating to personnel, disciplinary action, legal, taxation and similar
631 affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By
632 a majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of
633 confidential treatment or of personal concern to any member of the committee or sub-committee.
634
- 635 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and vote in their
636 respective meetings.
637
- 638 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may be
639 taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written
640 consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a
641 meeting.
642
- 643 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a meeting
644 of the committee or through conference equipment by means of which all persons participating in the meeting can hear
645 each other at the same time. Participation by such means shall constitute presence at a meeting.
646
- 647 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a
648 quorum of any committee shall consist of those members present.
649
- 650 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
651 propositions coming before a committee shall be determined by a majority vote.
652
- 653 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.
654
- 655 7.15 NOTICES
656
- 657 .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee,
658 not less than five (5) days' written notice shall be given for any meeting of a committee.
659
- 660 .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.
661
- 662 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the
663 General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the
664 resignation shall take effect upon the appointment of a successor.
665
- 666 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a
667 coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the
668 discretion of the Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice

669 and consent of the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclu-
670 sion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an
671 appointment may be made for the duration of the temporary incapacity.
672

673 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a
674 coordinator may delegate a portion of their powers or duties to another officer of NCS, or to another committee,
675 subcommittee, or coordinator, or with the consent of the Board of Directors to the paid staff of NCS. Notwithstanding
676 any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.
677

678 7.19 APPLICATION TO COMMITTEES - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in
679 these Bylaws, in the resolution creating the committee or in the In the NCS Rules and NCS Policy Manual.
680

681 ARTICLE 8
682 ANNUAL AUDIT, REPORTS AND REMITTANCES
683

684 NCS shall submit any reports and remittances required by the USA Swimming Corporate Bylaws, by the USA Swimming
685 Board of Directors, the President/CEO of USA Swimming or by any agreement between NCS and USA Swimming. Reports
686 required to be submitted to USA Swimming by NCS include annual financial and federal tax reports and the annual audit
687 or review.
688

689 ARTICLE 9
690 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION
691

692 9.1 NON-PROFIT AND CHARITABLE PURPOSES - NCS is organized exclusively for charitable and educational purposes and for
693 the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3) of
694 the IRS Code. Notwithstanding any other provision of these Bylaws, NCS shall not, except to an insubstantial degree, (1)
695 engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of NCS or (2)
696 engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such
697 section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under
698 sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
699

700 9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of NCS are irrevocably dedicated to the purposes set
701 forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of NCS shall inure to the
702 benefit of any private person or any member, officer or director of NCS.
703

704 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the
705 NCS House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so approved shall
706 not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to
707 Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.
708

709 9.4 DISSOLUTION - NCS may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of
710 Delegates. Upon dissolution, the net assets of NCS shall not inure to the benefit of any private individual, unincorporated
711 organization or corporation, including any member, officer or director of NCS, but shall be distributed to USA Swimming,
712 to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a
713 corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are
714 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
715 to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of
716 dissolution, to be used exclusively for educational or charitable purposes.

717 ARTICLE 10
718 INDEMNIFICATION
719

720 10.1 INDEMNITY - NCS shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any

721 Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or
722 in the right of NCS, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the
723 Indemnified Person bears or bore one or more of the relationships to NCS specified in Section 10.3 and was acting or
724 failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by
725 law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner
726 provided by law, that indemnification of the Indemnified Person is proper in the circumstances. NCS may, to the full
727 extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on
728 behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
729

730 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise
731 indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful
732 disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming
733 Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes)
734 involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or
735 who is found by the Zone Board of Review, the National Board of Review, or the U.S. Center for SafeSport to have
736 committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct
737 (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.
738

739 10.3 INDEMNIFIED PERSONS - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a Board
740 Member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer,
741 employee or agent of NCS, or is or was serving at the direct request of NCS as a director, officer, Group Member
742 Representative, meet director, official, coach, committee chair or member, coordinator, volunteer, employee or agent of
743 another person or entity involved with the sport of swimming.
744

745 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include
746 expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in
747 settlement, and, except as limited by applicable laws, these expenses shall be paid by NCS in advance of the final
748 disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to NCS's obligation to
749 indemnify, NCS may require an undertaking from the Indemnified Person obliging him to repay such sums if it is
750 subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for
751 compensation or other gain, if NCS determines that there is reasonable doubt as to such person's ability to make any
752 repayment, NCS shall not be obligated to make any payments in advance of the final determination. This indemnification
753 shall not be deemed to limit the right of NCS to indemnify any other person for any such expenses to the full extent
754 permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled
755 under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity
756 and as to action in another capacity while holding such office.
757

758 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died
759 or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators,
760 heirs, executors, administrators and trustees of the Indemnified Person.
761

762 ARTICLE 11
763 PARLIAMENTARY AUTHORITY
764

765 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern NCS and any of its constituent or component parts,
766 committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with
767 these Bylaws and any special rules of order NCS, the House of Delegates, the Board of Directors or its divisions,
768 committees, etc., may adopt.

769
770
771
772
773
774
775
776
777
778
779
780
781
782
783
784
785
786
787
788
789
790
791
792
793
794
795
796
797
798
799
800
801
802
803
804
805
806
807
808
809
810
811
812
813
814
815
816
817
818
819
820
821

ARTICLE 12
MISCELLANEOUS

- 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State of North Carolina become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 12.2 FISCAL YEAR - The fiscal year of NCS shall end on the last day of September.
- 12.3 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 13
INTENTIONALLY DELETED

ARTICLE 14
CONVENTIONS AND DEFINITIONS

- 14.1 CONVENTIONS -
 - .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term "or" shall be interpreted as though it were "and/or". Captions have been used for convenience only and shall not be used in interpreting the Bylaws.
 - .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to NCS positions and not to USA Swimming or another organization.
 - .3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -
 - A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last known address shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address shall be deemed given or delivered for all purposes under these Bylaws.
 - C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email address of a member of NCS shall be the mail or email address on file with NCS or in SWIMS.
 - .4 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.
 - .5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of

822 untimely or insufficient notice having been given for such meeting. If the member is a Group Member
823 Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient
824 notice to the same extent.
825

826 14.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the
827 definitions of such terms are equally applicable both to the singular and plural forms.
828

- 829 .1 ARTICLE - a principal subdivision of these Bylaws.
830
831 .2 ARTICLES OF INCORPORATION - the document filed with the Secretary of State of North Carolina pursuant to which
832 NCS was formed.
833
834 .3 ATHLETE REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on
835 the Board of Directors.
836
837 .4 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.
838
839 .5 BOARD OF DIRECTORS - the Board of Directors of NCS.
840
841 .6 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, NCS.
842
843 .7 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and on
844 the Board of Directors.
845
846 .8 FINA - the Federation Internationale de Natation, the international governing body for the sport of swimming.
847
848 .9 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of
849 Delegates.
850
851 .10 HOUSE OF DELEGATES - the House of Delegates of NCS as established by Article 4 of these Bylaws.
852
853 .11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of NCS.
854
855 .12 IRS CODE - the current United States Internal Revenue Code.
856
857 .13 LOCAL SWIMMING COMMITTEE / LSC - NCS as defined by the USA Swimming Corporate Bylaws.
858
859 .14 MEMBER - a Group Member or an Individual Member.
860
861 .15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established pursuant to Part Four
862 of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of
863 Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal
864 from the National Board of Review.
865
866 .16 POLICIES AND PROCEDURES - the principles, rules, and guidelines of NCS, as amended and adopted by the Board
867 of Directors or the House of Delegates. [National Coordinator-Board Member representing Individual members in
868 good standing of North Carolina Swimming who are voting members of the USA Swimming House of Delegates; or
869 who are USA Swimming Committee Chairs.](#)
870
871 .17 SECTION - a subdivision of the Articles of these Bylaws.
872
873 .18 TERRITORY - the geographic territory over which NCS has jurisdiction as a Local Swimming Committee.
874

- 875 .19 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for
876 the United States for the sport of swimming.
877
- 878 .20 NCS - the North Carolina not-for-profit corporation to which these Bylaws pertain.
879
- 880 .21 ZONE BOARD OF REVIEW - the Board of Review of the Zone in which NCS is located, which Zone Board of Review
881 is established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a
882 reference to the Zone Board of Review shall include a reference to the National Board of Review when that body
883 is acting upon an appeal from the Zone Board of Review.