

**LEGISLATION ADOPTED BY
THE HOUSE OF DELEGATES OF
METROPOLITAN SWIMMING, INC.**

ON SEPTEMBER 21, 1996

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**Amended and Restated Bylaws of
Metropolitan Swimming, Inc.**

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AMENDED AND RESTATED BY-LAWS OF METROPOLITAN SWIMMING, INC.

ARTICLE 601 NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 601.1 NAME - The name of the corporation shall be Metropolitan Swimming, Inc. ("Metro").
- 601.2 OBJECTIVES - The objectives and primary purpose of Metro shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. Metro 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 Metro and its Articles of Incorporation and these Bylaws.
- 601.3 GEOGRAPHIC TERRITORY - The geographic Territory of Metro is as set forth in Article 603 of the current edition, as amended from time to time, of the USA Swimming Rules and Regulations. The territory within the boundaries of Metro 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 - Metro 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 Metro's objectives and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and Zone. Metro 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 Metro 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 Metro and paid the fees established by USA Swimming and Metro pursuant to Article 3. An organization may be denied membership by the Membership/Registration Coordinator 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 Metro 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 Metro 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 Metro 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 Metro 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 Metro and USA Swimming, which is in good standing as a Group Member of Metro and USA Swimming, but which does not have athletes or coaches who all are Individual Members of Metro or USA Swimming.
- .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 Metro and paid the dues established by USA Swimming and Metro pursuant to Article 603. 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 Metro 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 Metro, 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 Metro and USA Swimming.
- C 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 Metro and/or USA Swimming and who is in good standing as an Individual Member of Metro 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 Metro and USA Swimming.
- D 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 Metro 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 Metro.
- E Affiliated Individual Members - An Affiliated Individual Member is an individual interested in the objectives and programs of Metro who resides, formerly resided, or formerly participated in the sport of swimming in the Territory and who is in good standing as an Individual Member of Metro 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 Metro and USA Swimming.
- .3 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in Metro 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 Metro.

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 Metro, 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, Metro or USA Swimming into disrepute. By applying for and accepting membership in Metro and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to Metro 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 Metro, 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 Metro, 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 Metro, together with any other charges, fees, etc. as may be established by Metro.
- 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 shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by Metro.
- 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 Metro, together with any other charges, fees, etc. as may be established by Metro.
- 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 Metro, together with any other charges, fees, etc. as may be established by Metro.
- 603.6 AFFILIATED INDIVIDUAL MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Individual Members.
- 603.7 LIFE MEMBERS - The Board of Directors shall establish the annual or other membership fees, if any, and any other charges, 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 Metro. 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 Metro when due in accordance with Metro's 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 Metro 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, Metro 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 to satisfy any financial obligations to USA Swimming, Metro 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, the National Board of Review or by a court of law, 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, Metro 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, Metro 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 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, Metro 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.

ARTICLE 604 HOUSE OF DELEGATES

- 604.1 MEMBERS - The House of Delegates of Metro shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representative, the Board Members designated in Section 5.1, and the At-Large House Members.
- .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership three (3) Group Member Representatives and one or more alternates for each. The appointment shall be in writing, addressed to the Secretary of Metro 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 or one or more of its alternates and substitute new Group Member Representatives or new alternates by written notice, addressed to the Secretary of Metro and signed by the chief executive officer or secretary of the appointing Group Member.
 - .2 NON-ATHLETE AT-LARGE HOUSE MEMBERS - *Up to ten (10) at-large members of the House of Delegates may be appointed as non-athlete 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.
 - .3 ATHLETE REPRESENTATIVES - Two (2) Athlete Representatives 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 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 Metro or another LSC; and (d) have his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The election of Athlete Representatives shall be conducted annually during Metro's short course senior swimming championship, 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 Athletics 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.
 - .4 COACH REPRESENTATIVE - A Coach Representative shall be elected, in even numbered years for a two-year term, or until a successor is elected. The election of the Coach Representative shall be conducted during Metro's short course Senior Championships, at a meeting timely called 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.
 - .5 ATHLETE AT-LARGE 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, at least 20% of the voting membership of the House of Delegates. 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 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, BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, COACH REPRESENTATIVE AND AT-LARGE HOUSE MEMBERS - Each of the Group Member Representatives, the Board Members, the Athlete Representatives, the Coach Representative 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 who are not members of the House of Delegates 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 Metro 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, members of the Administrative Review Board 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 507.1.3.2 of the USA Swimming Rules and Regulations;
 - .3 Elect members to the Nominating Committee;
 - .4 Review, modify and adopt the annual budget of Metro recommended by the Board of Directors;
 - .5 Call regular and special meetings of the House of Delegates;
 - .6 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;
 - .7 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by Metro;
 - .8 Establish by resolution or the Metro Policies and Procedures Manual, one or more committees of its members. The committees shall have the powers and duties specified in the resolution or the Metro 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;
 - .9 Amend the Bylaws of Metro in accordance with Section 611.3;
 - .10 Remove from office any Board Members, members of the Administrative Review Board, or committee chair, 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, Administrative Review Board member or elected committee chair or coordinator may be removed except upon not less than 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 member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the Board Member, Administrative Review Board member or elected committee chair or coordinator contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the defendant shall have the same rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

604.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of Metro shall be held in the month of May of each year. 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 at least five (5) 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 NOMINATING COMMITTEE —

.1 MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall *comprise* the Immediate Past General Chair and not fewer than four (4) Individual Members *with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee*. The Nominating Committee shall be elected annually by the House of Delegates. If the House of Delegates does not act in a timely fashion the Board of Directors shall elect a Nominating Committee to serve until their successors are elected. A number greater than five (5) may be designated from time to time by either the House of Delegates or *the Nominating Committee*. Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members or Executive Committee members. Section 6.3 shall apply to members of the Nominating Committee, but service as the immediate Past General Chair shall not be counted for that purpose. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair serve on the Nominating Committee.

.2 CHAIR OF NOMINATING COMMITTEE - The Immediate Past General Chair shall serve as chair of the Nominating Committee.

.3 DUTIES OF NOMINATING COMMITTEE - A slate of candidates for election as the officers, committee chair or coordinators specified in Section 606.1 and the regular and alternate members of the Administrative Review Board to be elected at the next annual meeting shall be prepared by the Nominating Committee. The Nominating 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.

- .4 PUBLICATION OF NOMINATIONS - Nominations by the Nominating 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 604.14.1 where convenient. See Section 616.1.5 for the methods which may be used for the distribution.
- .5 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.
- .6 MEETINGS AND NOTICES - Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chair or any three members of the Committee with a minimum of six (6) days' notice required. Pertinent provisions of Sections 607.5 through 607.10 and Section 616.1.5 also shall apply to the Nominating Committee's meetings and notices.
- .7 QUORUM - A quorum for any meeting of the Nominating Committee shall consist of not fewer than four (4) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

604.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

- .1 HOUSE OF DELEGATES - House of Delegates meetings shall be open to all members of Metro and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of Metro 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 - All meetings and deliberations of the Nominating Committee shall be conducted in executive (closed) session. Meetings of all other committees established by the House of Delegates shall be open to all members of Metro 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 twenty (20) percent of members eligible to vote.

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. A motion or order calling for the removal of a member of the Administrative Review Board pursuant to Section 4.4.10, shall be determined by a two-thirds vote after at least thirty (30) days' notice. See also Section 611.3 regarding amendment of these Bylaws.

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, members of the Administrative Review Board, 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 Chairperson or Secretary, by mail/email, 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 604.15.1) within which to return the ballot to the Chairperson or Secretary. Action by mail/email 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 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
- Reports of officers
- Reports of committees and coordinators
- Presentation and approval of the annual budget
- Presentation and approval of the annual audit pursuant to Section 8.5, when applicable
- Unfinished (old) business
- Elections
- New business
- Resolutions and orders
- Adjournment

604.15 NOTICES

- .1 TIME - Not less than twenty (20) days' written / posted 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 16.1.5 for the various permitted forms of notice. Amendment of the Bylaws shall require no less than thirty (30) days written / posted 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 Metro, 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 Representative
- .9 Athlete Representatives (2)
- .10 Safety *Coordinator*
- .11 Technical Planning Chair
- .12 Safe Sport *Coordinator*
- .13 At-Large Board Members

605.2 AT-LARGE BOARD MEMBERS -

- .1 Athlete At-Large Members – With the advice of the Athlete Representatives and consent of the Board of Directors, the General Chair shall appoint sufficient Athlete Members to the Board as At-Large Board Members such that athlete representation on the Board comprises no less than twenty percent (20%) of the voting membership.

- .2 Non-Athlete At-Large Board Members – The General Chair with the advice and consent of the Board of Directors may appoint as At-Large Board Members up to five (5) non-athlete members. Diversity, Disability and Safe Sport Committee Chairs/Coordinators shall be among those appointed as At-Large Board Members.
- 605.3 EX-OFFICIO MEMBERS - The following person(s) shall be ex-officio member(s) of the Board of Directors during the time period in which they meet the defined status, with voice and no vote:
- .1 The Immediate Past General Chair of Metro, if an Individual Member in good standing.
 - .2 Members of the USA Swimming Board of Directors who are Individual Members of Metro in good standing; and
 - .3 USA Swimming Committee Chairs who are Individual Members of Metro in good standing.
- 605.4 LIMITATIONS -
- .1 No more than three (3) members or coaches of any Club Member or Affiliated Group Member shall serve on the Board of Directors at any time. This limitation shall be applied separately as to Athlete Members and other Individual Members.
 - .2 Notwithstanding anything in these Bylaws to the contrary, no employee of the LSC may serve as 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, other than ex-officio members (See Sections 605.2 and 605.3) shall have both voice and vote in meetings of the Board of Directors and its committees.
 - .2 NON-VOTING 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 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 who are not Board 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 Metro 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, an Administrative Review Board member or other person elected by the House of Delegates 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 Metro;
 - .2 Oversee the conduct by the officers and staff of Metro of the day-to-day management of the affairs of Metro;
 - .3 Confirm the appointment of additional Athlete Members and 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 Metro Policies and Procedures Manual;
 - .5 Cause the preparation and presentation to the House of Delegates of the annual budget of Metro 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 8.5 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 and Affiliated Individual Members;
- .9 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of Metro;
- .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 Metro 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 Chair, committee members or coordinators of Metro who were not elected by the House of Delegates 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. 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 under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the officer, committee chair, committee member, or coordinator contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

605.7 EXECUTIVE COMMITTEE -

- .1 AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the Board of Directors and Metro between meetings of the Board and the House of Delegates.
- .2 MEMBERS - The members of the Executive Committee shall be the General Chair, who shall act as chair, Administrative Vice-Chair, Senior Vice-Chair, Age Group Vice-Chair, Treasurer, both Athlete Representatives, Coach Representative, and Secretary.
- .3 MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days notice required. Pertinent provisions of Sections 607.5 through 607.10 and Section 616.15 shall apply to the Executive Committee meetings and notices.
- .4 QUORUM - A quorum of the Executive Committee shall consist of five (5) members of the Committee.
- .5 REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

605.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS - Board of Directors and Executive Committee

meetings shall be open to all members of Metro 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 or Executive Committee members, respectively, are entitled to attend. By a majority vote on a motion of a question of privilege the Board of Directors or the Executive Committee 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 or the Executive Committee.

- 605.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors or the Executive Committee may participate in meetings of the Board of Directors or the Executive 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.
- 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 or the Executive Committee may be taken without a meeting if all the Board Members or Executive Committee 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/EMAIL 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 six (6) 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 616.1.5 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
Report of Executive Committee
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 Safety Coordinator**
- .10 Athlete Representatives (2)
- .11 Safe Sport Coordinator**

606.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General Chair, the Administrative Vice-Chair, the Safe Sport Chair, the Secretary, the Finance Vice-Chair, and the Senior Vice-Chair in even-numbered years; and the Age Group Vice-Chair, the Treasurer, the Technical Planning Committee Chair, the Safety Coordinator and the regular and alternate members of the Administrative Review Board in odd-numbered years. The House shall also elect annually the individual members of the Nominating Committee.

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 Metro 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 Nominating Committee nominating two Individual Members to serve as co-officers or by the House of Delegates electing two at the time of election. In the case of the 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 or as a Board Member 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 Nominating Committee nominating a single Individual Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of 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 upon election and shall serve until a successor takes office.
- .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary, Treasurer, Technical Planning Committee Chair, and Safety 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 Metro, 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 Metro 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 Metro.
- .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 Metro's permanent office shall be custodian of the records and seal of Metro, and attest the execution of all duly authorized instruments. The Secretary shall cause to be kept at Metro's permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of Metro. The Secretary's custody of the minute books and other records shall be as a fiduciary for Metro 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 Metro. Except as otherwise directed by the Finance Vice-Chair and Finance Committee or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of Metro 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 to Section.603.9. 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 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 Finance Committee, the General Chair or the Board of Directors may direct. The treasurer shall also provide current monthly bank 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 Metro;
 - B cause the moneys, securities and other financial instruments of Metro to be deposited in the name and to the credit of Metro in such institutions as shall be designated in accordance with Section 606.10 or to be otherwise invested as the 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 Metro to be disbursed by checks or drafts, automated debits or wire transfers upon the authorized depositories of Metro, and obtain and preserve proper vouchers for all moneys disbursed;
 - E cause to be kept in the at Metro's 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 Finance Committee or the Treasurer shall determine. The Treasurer's custody of the books and records shall be as a fiduciary for Metro 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 Metro or USA Swimming;
 - G cause Metro to be in compliance with the requirements of Section 608.4;
 - H have the power to require from the officers, committee chairs, coordinators, or agents of Metro 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 Metro;
 - I Make the books and records available and otherwise fully cooperate with those conducting the annual audit of accounts of Metro 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 Metro 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 Metro's Policies and Procedures Manual. The Administrative Vice-Chair shall be responsible to see that the Coach Representatives 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 Metro including meet management of all senior swimming meets sponsored by Metro. The Senior Vice-Chair serves *as the liaison to the* Athlete Representatives and shall be responsible to see that the Athlete Representatives elections are held in accordance of 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 of Metro, including meet management for all age group swimming meets sponsored by Metro.
- .7 FINANCE VICE-CHAIR: The Finance Vice-Chair is the chief financial officer of Metro. 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 Metro's working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for Metro. The Finance Vice-Chair, with the assistance of the Finance Committee, shall prepare an annual budget for Metro's 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 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 Metro's system of internal financial and accounting controls. The Finance Vice-Chair is the Chair of the Finance Committees and a member of the Personnel Committee. Together with the Treasurer, the Finance Vice-Chair is ultimately responsible for Metro's compliance with Section 608.4.
- .8 ATHLETE REPRESENTATIVES: The Athlete Representatives shall serve as the liaison between the athletes who are members of Metro 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 Metro and the Board of Directors and House of Delegates. The Coach Representative shall chair the Coaches Committee.
- .10 SAFE SPORT CHAIR – The Safe Sport Chair shall be responsible for the implementation and coordination of, and serve as the Metro liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Chair 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 Metro. The Safe Sport Chair will:
 1. Serve as the primary contact for Metro 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 Metro 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 Metro 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.
- .11 SAFETY CHAIR - The Safety Chair 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 Metro. The Safety Chair shall develop safety education programs and policies for Metro and make recommendations regarding same, and the implementation thereof, to the Senior Vice-Chair and the Board of Directors. The Safety Chair shall make the reports required pursuant to Section 608.7
- .12 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 Metro, overseeing the setting of short and long course schedules, the continuing review and development of the Metro philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of Metro's swimming programs.
- .13 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 Metro Policies and Procedures Manual, the General Chair, the Board of Directors, or the House of Delegates.
- .14 METRO 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 Metro 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 Metro.
 - 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 is 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 Representative and the Board of Directors, shall designate one or more Athlete Members to attend as representative(s) of Metro.
 - D Coach Representative Alternates - If the Coach Representative is unable to attend the USA Swimming annual meeting, 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 Metro.

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 Athletes 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, Coach Representative or member of the Administrative Review Board, 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 a 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 Metro deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the Metro 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 Metro's 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-Chair shall have the additional duties and powers set forth in Section 607.1 and 607.5.

- .3 DELEGATION - Officers of Metro may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, 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 Metro. 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 Metro's Policies and Procedures Manual create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedures Manual shall give 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 the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

606.11 DEPOSITORIES AND BANKING AUTHORITY —

- .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of Metro 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 Metro 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 Metro not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by 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 Metro shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of Metro, and in the manner, as shall be determined by the 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 Metro shall each be chaired by a Vice-Chair, the Senior Athletes Representative, or the Coaches Representative, whose respective powers, duties, jurisdiction and responsibilities are described in Section 606.6. Under each division Vice-Chair there are officers, committees, coordinators and direct responsibilities as follows:

- .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
 - Bylaws/Legislation
 - Computer Technology
 - Elections
 - Finance Committee (Standing Committee)
 - Insurance
 - Meet Reconciliations

Membership and Registration
Officials Committee (Standing Committee)
Personnel Committee (Standing Committee)
Public Relations, Publications/Newsletter
Policies and Procedures Manual (Coordinator)
Safe Sport Chair
Safety Committee (Standing Committee)
Secretary
Special Events
Swim-a-thon Coordinator
Times and Recognition Coordinator
Webmaster

.2 AGE GROUP OR PROGRAM DEVELOPMENT DIVISION - Age Group Vice-Chair

Age Group Committee (Standing Committee)
Age Group Program
Age Group Time Standards
All Star Meet Committee (Standing Committee)
Camps/Clinics
Diversity Swimming (Coordinator)
Meet management for Metro Sponsored Age Group Meets
Zone Team Committee (Team Manager and Standing Committee)

.3 SENIOR OR PROGRAM OPERATIONS DIVISION - Senior Vice-Chair

Awards
Camps/Clinics
Meet Management for Metro sponsored Senior Meets
Open Water (Coordinator)
Senior Committee (Standing Committee)
Senior Program

.4 FINANCE DIVISION - Finance Vice-Chair

Audit Committee
Budget Committee
Finance Committee
Marketing/Sponsorship
Tax
Treasurer

.5 ATHLETES DIVISION - Senior Athlete Representative

Athlete Representatives
Athletes Committee (Standing Committee)

.6 COACHES DIVISION - Coach Representative

All Star Team Members
Camps/Clinics
Coach Committee (Standing Committee)
Coaches Representative and alternate

607.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES; COORDINATORS

.1 ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIR AND COORDINATORS -

- A Elected Chair 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 as provided in Sections 606.3 through 606.9. The elected non-officer Chairs and Coordinators are:
 - (1) the Membership/Registration Coordinator
 - (2) the Officials Chair
 - (3) the Safety Coordinator
 - (4) the 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 Chair and Coordinators - The Chair 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.
- D. When there is Metro permanent office staff, the staff shall fulfill the duties of the following Coordinator and have voice but no vote:
 - (1) Membership/Registration Administrator
- E. Permanent Office Secretary - The Permanent Office Secretary shall maintain the Metro records, be a resource for information and carry on communication as necessary and/or directed. The Secretary shall also act as Registration/Membership Administrator, and issuer of Meet Sanctions/Approvals. The Secretary shall have such other duties and responsibilities as the Board of Directors shall determine.

.2 DUTIES AND POWERS OF NON-OFFICER CHAIRS AND COORDINATORS -

- A 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.
- B Officials Chair – The Officials Chair shall chair the officials Committee which is responsible for recruiting, training, certifying, and supervising officials for Metro. The Officials Chair shall be a referee certified by Metro and each member of the Officials Committee shall be a certified official of Metro.
- C Safety Committee Chair - The Safety Committee Chair 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 Metro. The Safety Committee shall develop safety education programs and policies for Metro and make recommendations regarding same, and the implementation thereof, to the Senior or Program Operations Vice Chair, the Administrative Vice Chair and the Board of Directors. The Safety Committee Chair shall make the reports required pursuant to Section 608.7.
- D. 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 Metro, the continuing review and development of the Metro philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of Metro's swimming programs.

- E 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.
- F Coaches Committee Chair - The Coaches 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.
- G SAFE SPORT COORDINATOR - The Safe Sport Coordinator shall be responsible for the implementation and coordination of, and serve as the Metro 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, the USA Swimming Safe Sport Committee and the Metro Safe Sport Committee to implement pertinent aspects of the national Safe Sport Program within Metro. The Safe Sport Coordinator will:
 - 1. Serve as the primary contact for Metro 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 Metro 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 Metro 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 COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing or other 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 athlete committee members shall meet the same requirements as those of Athlete Representative set forth in Section 604.1.2. The division Vice-Chair shall be an ex-officio member (with voice and vote) of each 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 Athlete Representatives, the Athlete At-Large Board Members and the Athlete At-Large House Members. The Senior Athlete Representative shall be the chair of the committee.
- .2 AUDIT COMMITTEE - The members of the Audit Committee shall be the Finance Chair, who shall serve as chair, the Administrative Vice Chair, and the Senior Coach Representative and a sufficient number

of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

- .3 BUDGET COMMITTEE - The members of the Budget Committee shall be the General Chair, the Finance Vice-Chair, who shall serve as chair, the Treasurer, the Administrative Vice-Chair, the Senior Coach Representative, the Age Group Vice-Chair, the Senior Vice-Chair and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .4 COACHES COMMITTEE – The members of the Coaches Committee shall consist of the 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 Coach Representative shall be the chair of the committee.
- .5 FINANCE COMMITTEE - The members of the Finance Committee shall be the General Chair, the Finance Vice-Chair, who shall serve as chair, the Administrative Vice-Chair, the Treasurer and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .6 OFFICIALS COMMITTEE - The members of the Officials Committee shall be the Officials Chair, who shall serve as chair, at least two (2) other members each of whom shall be a certified official of Metro and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the committee. The Administrative Vice-Chair shall be a member (with voice and vote) of this Committee.
- .7 PERSONNEL COMMITTEE - The members of the Personnel Committee shall be the General Chair, who shall serve as chair, the Administrative Vice-Chair, the Finance Vice-Chair and the Senior Athlete Representative.
- .8 SAFE SPORT COMMITTEE - The members of the Safe Sport Committee shall be the Safe Sport Committee Chair, who shall serve as chair, and at least four additional members; at least one shall be a Coach Member, at least two shall be at-large non-athlete members and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .9 SAFETY COMMITTEE - The members of the Safety Committee shall be the Safety Committee Chair, who shall serve as chair, and five additional members; one shall be a Metro Certified official, one shall be a Coach Member, and a sufficient number of athletes appointed so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- .10 TECHNICAL PLANNING COMMITTEE - The members of the Technical Planning Committee shall be the Technical Planning Committee Chair, who shall serve as Chair, a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee and at least six (6) additional members of whom at least fifty percent (50%) shall be Coach Members. The Athlete Members and the additional members shall be appointed by the General Chair with the advice and consent of the Board of Directors.

Except as otherwise provided in this Section 607.3, 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 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 AUDIT COMMITTEE – The Audit Committee is authorized to, and it shall be its duty to, conduct the annual audit of the books of Metro required hereunder and present the results thereof to the Board of

Directors and the House of Delegates or (a) annually recommend an independent auditor to the Board of Directors, (b) review and negotiate the services to be performed by the independent auditor, (c) receive and review the audit and other reports submitted by the independent auditor and (d) submit the audit and other reports and make recommendations to the Board of Directors with regard thereto.

- .2 BUDGET COMMITTEE - The Budget 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 Budget Committee may request. The proposed budget may contain alternatives.
- .3 FINANCE COMMITTEE - The Finance Committee is 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 Metro's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review Metro's 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 Metro and make recommendations to the Budget Committee and the Board of Directors.
- .4 OFFICIALS COMMITTEE - The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for Metro 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.
- .5 PERSONNEL COMMITTEE - The Personnel Committee is authorized and obligated to negotiate and set wages, compensation and other terms of employment of Metro's 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 SAFE SPORT COMMITTEE – The purpose of the Safe Sport Committee is to ensure implementation of the USA Swimming's Safe Sport policies, guidelines, educational programs, reporting and adjudication procedures which are intended to help provide as safe, healthy and positive environment as possible for all USA Swimming members. The Safe Sport Committee will:
 1. Coordinate and oversee the implementation of effective ongoing educational programs for all athlete members, their parents, coaches, volunteers and local clubs as provided by USA Swimming;
 2. Be the primary contact for the club members in Metro to share information about what USA Swimming and other LSCs are doing regarding Safe Sport policies and programs; and to collect, develop and disseminate information on LSC best practices;
 3. Serve as an information resource for clubs by, among other things, helping to identify and connect them with local educational partners and resources;
 4. 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; and
 5. Be available to work on special projects, educational programs and assignments as needed.
- .7 SAFETY COMMITTEE – The Safety Committee shall be responsible for coordinating safety education information to all Group Members, athletes, coaches and officials of Metro. The Safety Committee shall develop safety education programs and policy for Metro 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 Safety Committee shall be responsible for the coordination of their implementation by the Club Members. The Safety Chair with the assistance of the Committee members shall prepare and transmit reports required pursuant to Section 607.7.

- .8 TECHNICAL PLANNING COMMITTEE - The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by Metro and for advice regarding the technical aspects of those programs and of the sport of swimming generally. The Technical Planning Committee shall oversee the awarding of meet sponsorships to member clubs. The Technical Planning Committee shall be responsible for seeing that all levels of swimming will be served within the yearly meet schedule.
- .9 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 Metro as the committee may determine necessary or appropriate.
- .10 OPEN WATER COMMITTEE - The Open Water Coordinator shall be responsible for encouraging open water competition and training, overseeing any Metro sanctioned open water event, and being a resource on open water swimming.

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-committees 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-Chairs or committee chairs, the Secretary and the staff of Metro's office 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 Metro' office;
- .7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for Metro, except as otherwise provided in these Bylaws or by the Board of Directors; and
- .8 Perform the other specific duties listed in Metro's 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 Metro's 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 Metro's Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, coordinator or chairs 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 Metro shall be held as determined by the respective Vice-Chair 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 other than the Personnel Committee shall be open to all members of Metro 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 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 Metro 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 Metro. Separate notices need not be given for regular meetings that are

scheduled well in advance.

.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 6.8 for provisions applicable to elected committee chairs 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 Metro, or to another committee, subcommittee or coordinator, or, with the consent of the Metro Board of Directors or the Personnel Committee, to the paid staff of Metro. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

607.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 607.5 through 607.16 shall apply to the Executive Committee, the Nominating 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 Metro Policies and Procedures Manual. These provisions shall also apply to Administrative Review Board meetings, but shall not apply to its hearings or deliberations.

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 Metro and the report thereon prepared in accordance with Section 8.5, 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 Metro 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 - Metro shall cause to be made available at a reasonable location and time determined by Metro to anyone requesting to see a copy of Metro's 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 Metro 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 Metro 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 Finance Committee. The audit shall cover any federal, state or local income tax return that Metro 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 Finance Committee, the treasurer shall not be a member of the Audit Committee. The committee shall issue a report signed by all of its members and stating that the financial records and reports of Metro have been reviewed and fairly present the financial condition of Metro 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, or a delegate, 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 Coordinator 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 Safety Committee Chair and the Administrative Vice-Chair, and the Metro office.

.2 REPORTS OF INJURIES - The Safety 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 Metro 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 Metro 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 Metro and its members.

- .3 SAFETY EDUCATION - The Safety 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 Metro and its members and Territory.
- 608.8 MAILING ADDRESS - Metro 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 - Metro 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, 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 - Metro, 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 Metro, 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 Metro, 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 - Metro shall respect and protect the right of every Club Member which is eligible under Metro, 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 Metro, 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 ADMINISTRATIVE REVIEW BOARD

- 610.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act (1998), both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming Rules and Regulations are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, Metro has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within the LSC which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate

the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, Metro or the sport of swimming into disrepute. This Article, together with Part Four of USA Swimming Rules and Regulations, is intended to provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

610.2 AMINISTRATIVE REVIEW BOARD ORGANIZATION -

- .1 ESTABLISHMENT - The Administrative Review Board of Metro shall be independent and impartial.
- .2 MEMBERS - The Administrative Review Board shall have at least three (3) regular members, at least one of whom shall be an athlete member, and at least one alternate member. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular or alternate members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of office of any incumbent members.
- .3 ELECTION; TERM OF OFFICE; ELIGIBILITY -
 - A Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative Review Board.
 - B Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume office upon election and shall serve until a successor takes office.
 - C Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual Member of Metro and USA Swimming. In no case shall elected members of the Board of Directors serve on the Administrative Review Board.
- .4 CHAIR ELECTED BY BOARD; OTHER OFFICERS - The Chair of the Administrative Review Board (the "Chair"), who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shall biennially appoint a Vice Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.
- .5 MEETINGS - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, those provisions of Article 607 that are specified in Section 607.20 shall apply to the Administrative Review Board.
- .6 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, 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 these means shall constitute presence in person at such a meeting or hearing.
- .7 QUORUM - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its members
- .8 RESIGNATIONS - Any regular or alternate member of the Administrative Review Board may resign by orally advising the Chair or by submitting a written resignation to the Chair, 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.

- .9 INCAPACITIES AND VACANCIES - Determination of Vacancy or Incapacity - In the event of a vacancy in the office of the Chair, or other members of the Administrative Review Board, the LSC shall have in place reasonable written and published rules consistent with the laws of the state of incorporation of the LSC to determine when such membership of the Administrative Review Board becomes vacant or a Chair or member becomes incapacitated. The determination as to when the Chair is temporarily incapacitated shall be made, where the circumstances permit, by the Chair and otherwise shall be within the discretion of the Administrative Review Board, subject to any subsequent action of the Board of Directors.
- .10 SUBSTITUTIONS FOR MEMBERS - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recuse or disqualified is the Chair, the Vice-Chair; or failing that, the General Chair) shall appoint the alternate member or if the alternate is not available, a disinterested Individual Member to act in the regular member's place and stead in respect of that circumstance.
- .11 LEGAL ADVICE - Where appropriate or helpful, the Chair may consult the USA Swimming General Counsel, the Chair of the USA Swimming Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of Metro, USA Swimming or the Administrative Review Board) retained by the Administrative Review Board or the Chair regarding any issue raised by a proceeding.

610.3 GENERAL –

- .1 ADMINISTRATIVE POWERS - The Administrative Review Board shall have the powers and the duty to:
 - A administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
 - B establish policies, procedures and guidelines,
 - C elect the Chair,
 - D call regular or special meetings of the Administrative Review Board,
 - E retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs and
 - F take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
- .2 RULE MAKING POWERS - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the New York Corporation laws with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures adopted by the Administrative Review Board shall have the same force and effect as if they had been adopted as part of these Bylaws.
- .3 EXERCISE OF POWERS AND DECISIONS - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's authority and power shall lie solely in its discretion and the interests of justice and the sport of swimming.

.4 TIMELINESS OF PETITION - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received (as determined under Article 406.1 of the USA Swimming Rules and Regulations). A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.

.5 REMEDIES AND PENALTIES – The Metro Board of Directors shall adopt such remedies and penalties regarding administrative matters as it deems appropriate.

ARTICLE 611 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

611.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 1.2, Metro 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, Metro 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 Metro 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.

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611.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of Metro 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 Metro shall inure to the benefit of any private person or any member, officer or director of Metro.

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-third (2/3rds) vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. 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 Metro 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 - Metro 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 Metro shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of Metro, 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 Metro 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** - Metro 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 Metro, 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 Metro 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. Metro 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 Code, of the USA Swimming Rules and Regulations 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, Administrative Review Board Chair, Vice-Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee Chair or member, coordinator, volunteer, employee or agent of Metro, or is or was serving at the direct request of Metro 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 Metro in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to Metro's obligation to indemnify, Metro 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 Metro determines that there is reasonable doubt as to such person's ability to make any repayment, Metro 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 Metro 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 PARLIAMENTARY AUTHORITY

- 613.1 ROBERT'S RULES - The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern Metro 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 Metro, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.
- 613.2 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.
- 613.3 SPECIAL RULES OF ORDER - [This Section reserved for future use.]**

ARTICLE 614 PERMANENT OFFICE AND STAFF

- 614.1 OFFICE - Metro shall maintain an office in the Territory for the storage and maintenance of the books and records and equipment of Metro and for other purposes as may be determined by the House of Delegates or the Board of Directors in accordance with these Bylaws.
- 614.2 STAFF - Metro shall retain paid staff at the Metro 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 Metro's Policies and Procedures Manual, or by resolution of the Board of Directors or by delegation approved by the Personnel Committee.
- 614.3 APPROPRIATIONS - The Budget Committee shall include in its proposed budget a line item for the cost of Metro's 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 615 MISCELLANEOUS

- 615.1 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 New York become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 615.2 FISCAL YEAR - The fiscal year of Metro shall end on August 31st of each year.
- 615.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that Metro 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 Metro 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.

- 615.4 METRO SEAL - The Metro corporate seal shall be circular in form and shall bear the name of Metro and words and figures denoting its organization under the laws of the State of New York and the year thereof and otherwise shall be in such form as may be required the laws of the State, the Articles of Incorporation or as shall be approved from time to time by the Board of Directors.

ARTICLE 616 DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

616.1 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 Metro 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 615.3.
- .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 610 - Article 610 shall be interpreted generously in order to achieve the intent expressed in Section 610.1.
- .5 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 Metro 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.
 - 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 Metro shall be the address given in the latest application for registration or membership in Metro and USA Swimming filed with the Membership/Registration Coordinator; or the address given in a written notice of change of residence filed with that Coordinator. In all other cases the records maintained by the Secretary of Metro shall be used to ascertain the last known address.
 - E Posting on Metropolitan Swimming's Web Site – Notice will be considered given when it is posted on Home page of the web site.
- .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.

616.2 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. Additional definition applicable solely to Article 610 are set forth in Section 612. For an additional definition applicable solely to Article 612, see Section 612.3:

- .1 "Active Individual Member" - 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 or committee Chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of Metro or the sport of swimming and who is in good standing as an Individual Member of Metro and USA Swimming.
- .2 "Administrative Review Board" shall mean the investigative and judicial body of Metro established pursuant to Article 10.
- .3 "Affiliated Group Member" - any organization which supports the sport of swimming and the objectives and programs of Metro and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of Metro and USA Swimming, and which is neither a club member.
- .4 "Affiliated Group Member Representative" - individual appointed to represent an Affiliated Group Member in the House of Delegates.
- .5 "Affiliated Individual Member" - any individual interested in the objectives and programs of Metro who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of Metro and USA Swimming and who is not an Active Individual, coach, or athlete member.
- .6 "Article" shall mean the principal subdivisions of these Bylaws.
- .7 "Articles of Incorporation" shall mean the document related to this corporation which is filed with the Secretary of State of New York.
- .8 "At-Large Board Member" shall mean those athlete and non-athlete Board members designated as such.
- .9 "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
- .10 "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 Metro and USA Swimming.
- .11 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.
- .12 "Board Member" shall mean a member of the Board of Directors including the At-Large Board Members.

- .13 "Board of Directors" shall mean the Board of Directors of Metro.
- .14 "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.
- .15 "Bylaws" shall mean these bylaws as adopted by, and in effect for, Metro, as amended from time to time.
- .16 "Club" or "club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- .17 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of Metro 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 Metro and USA Swimming.
- .18 "Club Member Representative" shall mean the individual appointed to represent a Club Member in the House of Delegates.
- .19 "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 Metro and/or USA Swimming and who is in good standing as a member of Metro and USA Swimming.
- .20 "Coach Representative" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors.
- .21 "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.
- .22 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .23 "Group Members" shall mean Club Members and Affiliated Group Members.
- .24 "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates.
- .25 "House of Delegates" shall mean the House of Delegates of Metro as established by Article 4 of these Bylaws.
- .26 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of Metro, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 605.5.10, the Board of Directors taking action pursuant to Section 604.6.6 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.
- .27 "Individual Members" shall mean Athlete Members, Coach Members and Active Individual Members, and shall also include Life Members and Affiliated Individual Members.
- .28 "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 there under.

- .29 "Life Member" shall mean any individual who is a life member of USA Swimming and Metro 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 Metro and USA Swimming. (See Section 602.1.2F.)
- .30 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. Metro is a Local Swimming Committee.
- .31 "Member" shall mean a Group Member or an Individual Member.
- .32 "Metro" shall mean the New York not-for-profit corporation to which these Bylaws pertain.
- .33 "Metro Office" shall mean the permanent office of Metro maintained in accordance with Article 614.
- .34 "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.
- .35 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of Metro.
- .36 "Policies and Procedures Manual" shall mean the policies and procedures in the manual of Metro, as amended, adopted by the Board of Directors or the House of Delegates.
- .37 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 613.
- .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 604.1.3.
- .40 "Standing Committee" shall mean a committee of Metro listed in Sections 607.1, 607.2, or 607.3.
- .41 "Territory" shall mean the geographic territory over which Metro has jurisdiction as a Local Swimming Committee.
- .42 "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.
- .43 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.
- .44 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.
- .45 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended by USA Swimming.
- .46 "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.
- .47 "Zone Board of Review" shall mean the Board of Review of the Eastern Zone, 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.