

**BYLAWS  
OF  
HAWAIIAN SWIMMING**

VERSION 2006

ADOPTED:  
HOUSE OF DELEGATES  
OCTOBER 21, 2006

**TABLE OF CONTENTS**

**ARTICLE 1 ..... 8**

**1.1 NAME** ..... 8

**1.2 OBJECTIVES** ..... 8

**1.3 GEORGRAPHIC TERRITORY** ..... 8

**1.4 JURISDICTION** ..... 8

**ARTICLE 2 ..... 8**

**2.1 MEMBERS** ..... 8

2.1.1 GROUP MEMBERS ..... 8

2.1.2 INDIVIDUAL MEMBERS ..... 9

2.1.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT ..... 11

**2.2 MEMBERS' RESPONSIBILITIES** ..... 11

2.2.1 COMPLIANCE ..... 11

2.2.2 RESPONSIBILITY FOR INFRACTIONS ..... 11

2.2.3 CLUB SAFETY COORDINATOR ..... 12

**ARTICLE 3 ..... 12**

**3.1 CLUB MEMBERS** ..... 12

**3.2 AFFILIATED GROUP MEMBERS** ..... 12

**3.3 ATHLETES** ..... 12

**3.4 COACHES** ..... 12

**3.5 ACTIVE INDIVIDUAL MEMBERS** ..... 13

**3.6 AFFILIATED INDIVIDUAL MEMBERS** ..... 13

**3.7 LIFE MEMBERS** ..... 13

**3.8 SANCTION, APPROVAL AND OTHER FEES** ..... 13

3.8.1 SANCTION AND APPROVAL FEES ..... 13

3.8.2 SERVICE CHARGE ..... 13

3.8.3 PAYMENT ..... 13

**3.9 FAILURE TO PAY** ..... 14

3.9.1 GROUP, COACH AND ACTIVE INDIVIDUAL MEMBER OBLIGATIONS ..... 14

3.9.2 ATHLETE MEMBER OBLIGATIONS ..... 14

3.9.3 CLUB/INDIVIDUAL OBLIGATIONS ..... 14

3.9.4 INDIVIDUAL/CLUB OBLIGATIONS ..... 14

3.9.5 CONTINUED FAILURE TO PAY, TERMINATION OF MEMBERSHIP ..... 15

**ARTICLE 4 ..... 15**

**4.1 MEMBERS** ..... 15

4.1.1 GROUP MEMBER REPRESENTATIVES ..... 15

4.1.2 AT-LARGE HOUSE MEMBERS ..... 15

4.1.3 ATHLETE REPRESENTATIVES ..... 15

4.1.4 COACH REPRESENTATIVES ..... 16

4.1.4 OFFICIALS REPRESENTATIVE ..... 16

**4.2 ELIGIBILITY** ..... 16

**4.3 VOICE AND VOTING RIGHTS OF MEMBERS** ..... 16

4.3.1 GROUP MEMBER REPRESENTATIVES (other than those of Affiliated Group Members), BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, THE COACH REPRESENTATIVES, THE OFFICIALS REPRESENTATIVE, AND AT-LARGE HOUSE MEMBERS ..... 17

4.3.2 AFFILIATED GROUP MEMBER REPRESENTATIVES ..... 17

4.3.3 <i>INDIVIDUAL MEMBERS</i> .....	17
<b>4.4 DUTIES AND POWERS</b> .....	17
<b>4.5 ANNUAL AND REGULAR MEETINGS</b> .....	18
4.5.1 <i>Term Extensions during transition because of changes to operating and fiscal years</i> .....	19
<b>4.6 SPECIAL MEETINGS</b> .....	19
<b>4.7 MEETING LOCATION AND TIME</b> .....	19
<b>4.8 NOMINATING COMMITTEE –</b> .....	19
4.8.1 <i>MEMBERS OF NOMINATING COMMITTEE: ELECTION</i> .....	19
<b>4.9 MEETINGS OPEN; EXECUTIVE SESSIONS</b> .....	20
4.9.1 <i>HOUSE OF DELEGATES</i> .....	20
4.9.2 <i>HOUSE OF DELEGATES COMMITTEES</i> .....	21
<b>4.10 QUORUM</b> .....	21
<b>4.11 VOTING</b> .....	21
<b>4.12 PROXY VOTE</b> .....	21
<b>4.13 MAIL VOTE</b> .....	21
<b>4.14 ORDER OF BUSINESS</b> .....	21
<b>4.15 NOTICES</b> .....	22
4.15.1 <i>TIME</i> .....	22
4.15.2 <i>INFORMATION</i> .....	22
<b>ARTICLE 5</b> .....	<b>22</b>
<b>5.1 MEMBERS</b> .....	<b>22</b>
5.1.1 <i>General Chairman</i> .....	22
5.1.2 <i>Administrative Vice-chairman</i> .....	22
5.1.3 <i>Senior Vice-chairman</i> .....	22
5.1.4 <i>Age Group Vice-chairman</i> .....	22
5.1.5 <i>Finance Vice-chairman</i> .....	22
5.1.6 <i>Secretary</i> .....	22
5.1.7 <i>Treasurer</i> .....	23
5.1.8 <i>Coach Representatives (2)</i> .....	23
5.1.9 <i>Athlete Representatives (2)</i> .....	23
5.1.10 <i>Officials Representative (1)</i> .....	23
5.1.11 <i>Registration/Membership Coordinator</i> .....	23
5.1.12 <i>Technical Planning Chairman</i> .....	23
5.1.13 <i>At-Large Board Members (2)</i> .....	23
5.1.14 <i>Club, Athlete, and Special Programs Development Coordinator</i> .....	23
<b>5.2 AT-LARGE BOARD MEMBERS</b> .....	23
<b>5.3 EX-OFFICIO MEMBERS</b> .....	23
5.3.1 <i>The Immediate Past General Chairman of Hawaiian Swimming</i> .....	23
<b>5.4 LIMITATIONS</b> .....	23
<b>5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS</b> .....	23
5.5.1 <i>BOARD MEMBERS</i> .....	23
5.5.2 <i>NON-VOTING BOARD MEMBERS</i> .....	23
5.5.3 <i>INDIVIDUAL MEMBERS</i> .....	23
<b>5.6 DUTIES AND POWERS</b> .....	24
<b>5.7 EXECUTIVE COMMITTEE –</b> .....	25
<b>5.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS</b> .....	25
<b>5.9 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT</b> .....	26
<b>5.10 REGULAR MEETINGS</b> .....	26
<b>5.11 SPECIAL MEETINGS</b> .....	26
<b>5.12 QUORUM</b> .....	26
<b>5.13 VOTING</b> .....	26
<b>5.14 PROXY VOTE</b> .....	26
<b>5.15 ACTION BY WRITTEN CONSENT</b> .....	26
<b>5.16 MAIL VOTE</b> .....	26

<b>5.17 NOTICES –</b> .....	27
<u>5.17.1 TIME</u> .....	27
<u>5.17.2 INFORMATION</u> .....	27
<b>5.18 ORDER OF BUSINESS</b> .....	27
<b>ARTICLE 6</b> .....	<b>28</b>
<b>6.1 ELECTED OFFICERS AND COMMITTEE CHAIRMEN</b> .....	28
<u>6.1.1 General Chairman</u> .....	28
<u>6.1.2 Administrative Vice-chairman</u> .....	28
<u>6.1.3 Finance Vice-chairman</u> .....	28
<u>6.1.4 Senior Vice-chairman</u> .....	28
<u>6.1.5 Age Group Vice-chairman</u> .....	28
<u>6.1.6 Secretary</u> .....	28
<u>6.1.7 Treasurer</u> .....	28
<u>6.1.8 Technical Planning Chairman</u> .....	28
<u>6.1.9 Membership/Registration Coordinator</u> .....	28
<u>6.1.10 Club, Athlete, and Special Programs Development Coordinator</u> .....	28
<b>6.2 ELECTIONS</b> .....	28
<b>6.3 ELIGIBILITY</b> .....	29
<b>6.4 DOUBLE VOTE PROHIBITED</b> .....	29
<b>6.5 OFFICES COMBINED OR SPLIT –</b> .....	29
<u>6.5.1 OFFICE HELD BY TWO PERSONS</u> .....	29
<u>6.5.2 OFFICES COMBINED</u> .....	29
<b>6.6 TERMS OF OFFICE –</b> .....	30
<u>6.6.1 TERMS OF OFFICE</u> .....	30
<u>6.6.2 COMMENCEMENT OF TERM</u> .....	30
<u>6.6.3 CONSECUTIVE TERMS LIMITATION</u> .....	30
<b>6.7 DUTIES AND POWERS</b> .....	30
<u>6.7.1 GENERAL CHAIRMAN</u> .....	30
<u>6.7.2 SECRETARY</u> .....	30
<u>6.7.3 TREASURER</u> .....	31
<u>6.7.4 ADMISTRATIVE VICE-CHAIRMAN</u> .....	32
<u>6.7.5 SENIOR VICE-CHAIRMAN</u> .....	33
<u>6.7.6 AGE GROUP VICE-CHAIRMAN</u> .....	33
<u>6.7.7 FINANCE VICE-CHAIRMAN</u> .....	33
<u>6.7.9 ATHLETE REPRESENTATIVES</u> .....	34
<u>6.7.10 COACH REPRESENTATIVES</u> .....	34
<u>6.7.11 OFFICIALS REPRESENTATIVE</u> .....	34
<u>6.7.12 AT-LARGE BOARD MEMBERS</u> .....	34
<u>6.7.13 HAWAIIAN SWIMMING DELEGATES TO THE USA SWIMMING HOUSE OF DELEGATES –</u> .....	34
<b>6.8 RESIGNATIONS</b> .....	35
<b>6.9 VACANCIES AND INCAPACITIES -</b> .....	35
<u>6.9.1 OFFICE OF GENERAL CHAIRMAN</u> .....	35
<u>6.9.2 OFFICES OF ATHLETE, COACH, or OFFICIALS REPRESENTATIVE</u> .....	36
<u>6.9.3 OTHER OFFICES</u> .....	36
<u>6.9.4 DETERMINATION OF VACANCY OR INCAPACITY</u> .....	36
<b>6.10 OFFICERS' POWERS GENERALLY -</b> .....	36
<u>6.10.1 AUTHORITY TO EXECUTE CONTRACTS, ETC.</u> .....	36
<u>6.10.2 ADDITIONAL POWERS AND DUTIES</u> .....	37
<u>6.10.3 DELEGATION</u> .....	37
<u>6.10.4 ASSISTANT AND DEPUTY OFFICERS</u> .....	37
<b>6.11 DEPOSITORIES AND BANKING AUTHORITY -</b> .....	37
<u>6.11.1 DEPOSITORIES, ETC.</u> .....	37
<u>6.11.2 SIGNATURE AUTHORITY</u> .....	38

<b>ARTICLE 7</b> .....	<b>38</b>
<b><u>7.1 DIVISIONAL ORGANIZATION AND JURISDICTION, STANDING COMMITTEES AND COORDINATORS</u></b> .....	<b>38</b>
7.1.1 <i>ADMINISTRATIVE DIVISION – Administrative Vice-chairman</i> .....	38
7.1.2 <i>AGE GROUP DIVISION – Age Group Vice-chairman</i> .....	38
7.1.3 <i>SENIOR DIVISION – Senior Vice-chairman</i> .....	39
7.1.4 <i>FINANCE DIVISION – Finance Vice-chairman</i> .....	39
7.1.5 <i>ATHLETES DIVISION – Senior Athlete Representative</i> .....	39
7.1.6 <i>COACHES DIVISION – Senior Coach Representative</i> .....	39
7.1.7 <i>OFFICIALS DIVISION – Officials Representative</i> .....	39
7.1.8 <i>CLUB AND ATHLETE DEVELOPMENT DIVISION – Club, Athlete and Special Programs Coordinator</i> .....	39
<b><u>7.2 NON-OFFICER CHAIRMEN AND THEIR COMMITTEES; COORDINATORS AND APPOINTED ADMINISTRATORS</u></b> .....	<b>40</b>
7.2.1 <i>ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIRMEN, COORDINATORS, AND APPOINTED ADMINISTRATORS –</i> .....	40
7.2.2 <i>DUTIES AND POWERS OF NON-OFFICER CHAIRMEN, COORDINATORS AND APPOINTED ADMINISTRATORS –</i> .....	41
<b><u>7.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES</u></b> .....	<b>42</b>
7.3.1 <i>BUDGET COMMITTEE</i> .....	42
7.3.2 <i>FINANCE COMMITTEE</i> .....	42
7.3.3 <i>OFFICIALS COMMITTEE</i> .....	43
7.3.4 <i>SAFETY COMMITTEE</i> .....	43
7.3.5 <i>TECHNICAL PLANNING COMMITTEE</i> .....	43
<b><u>7.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -</u></b> .....	<b>43</b>
7.4.1 <i>BUDGET COMMITTEE</i> .....	43
7.4.2 <i>FINANCE COMMITTEE</i> .....	43
7.4.3 <i>OFFICIALS COMMITTEE</i> .....	44
7.4.4 <i>SAFETY COORDINATOR</i> .....	44
7.4.5 <i>TECHNICAL PLANNING COMMITTEE</i> .....	44
<b><u>7.5 DUTIES AND POWERS OF CHAIRMEN AND COORDINATORS GENERALLY</u></b> .....	<b>44</b>
<b><u>7.6 DUTIES AND POWERS OF COMMITTEES</u></b> .....	<b>45</b>
<b><u>7.7 REGULAR AND SPECIAL MEETINGS</u></b> .....	<b>45</b>
<b><u>7.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS</u></b> .....	<b>46</b>
<b><u>7.9 VOICE AND VOTING RIGHTS OF DIVISION, COMMITTEE AND SUB-COMMITTEE MEMBERS</u></b> .....	<b>46</b>
7.9.1 <i>MEMBERS</i> .....	46
7.9.2 <i>NON-VOTING COMMITTEE OR SUB-COMMITTEE MEMBERS</i> .....	46
7.9.3 <i>INDIVIDUAL MEMBERS</i> .....	46
<b><u>7.10 ACTION BY WRITTEN CONSENT</u></b> .....	<b>46</b>
<b><u>7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT</u></b> .....	<b>47</b>
<b><u>7.12 QUORUM</u></b> .....	<b>47</b>
<b><u>7.13 VOTING</u></b> .....	<b>47</b>
<b><u>7.14 PROXY VOTE</u></b> .....	<b>47</b>
<b><u>7.15 NOTICES</u></b> .....	<b>47</b>
7.15.1 <i>TIME</i> .....	47
7.15.2 <i>INFORMATION</i> .....	47
<b><u>7.16 ORDER OF BUSINESS</u></b> .....	<b>47</b>
<b><u>7.17 RESIGNATIONS</u></b> .....	<b>48</b>
<b><u>7.18 VACANCIES</u></b> .....	<b>48</b>
<b><u>7.19 DELEGATION</u></b> .....	<b>48</b>
<b><u>7.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW</u></b> .....	<b>48</b>
<b>ARTICLE 8</b> .....	<b>49</b>

<b><u>8.1 MINUTES</u></b> .....	49
<b><u>8.2 FINANCIAL AND FEDERAL TAX REPORTS</u></b> .....	49
<b><u>8.3 STATE AND LOCAL REPORTS AND FILINGS</u></b> .....	49
<b><u>8.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION</u></b> .....	49
<b><u>8.5 ANNUAL AUDIT</u></b> .....	49
<b><u>8.6 MEMBERSHIP AND REGISTRATION REPORTS</u></b> .....	50
<b><u>8.7 SAFETY REPORTS</u></b> .....	50
<u>8.7.1 INCIDENT/OCCURRENCE REPORTS</u> .....	50
<u>8.7.2 REPORTS OF INJURIES</u> .....	50
<u>8.7.3 SAFETY EDUCATION</u> .....	51
<b><u>8.8 MAILING ADDRESS</u></b> .....	51
<b><u>8.9 REPORTS GENERALLY</u></b> .....	51
<b><u>ARTICLE 9</u></b> .....	<b>51</b>
<b><u>9.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS</u></b> .....	51
<b><u>9.2 CLUB MEMBERS' BILL OF RIGHTS</u></b> .....	52
<b><u>ARTICLE 10</u></b> .....	<b>52</b>
<b><u>10.1 INTRODUCTION</u></b> .....	52
<b><u>10.2 DEFINITIONS FOR ARTICLE 10</u></b> .....	53
<b><u>10.3 BOARD OF REVIEW ORGANIZATION –</u></b> .....	54
<u>10.3.1 ESTABLISHMENT</u> .....	54
<u>10.3.2 MEMBERS</u> .....	54
<u>10.3.3 ELECTION; TERM OF OFFICE; ELIGIBILITY –</u> .....	54
<u>10.3.4 CHAIRMAN ELECTED BY BOARD, OTHER OFFICERS</u> .....	55
<u>10.3.5 MEETINGS</u> .....	55
<u>10.3.6 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT</u> .....	55
<u>10.3.7 QUORUM</u> .....	55
<u>10.3.8 RESIGNATIONS</u> .....	55
<u>10.3.9 INCAPACITIES AND VACANCIES</u> .....	56
<u>10.3.10 SUBSTITUTIONS FOR MEMBERS</u> .....	57
<u>10.3.11 EXTENSION OF TIME</u> .....	57
<u>10.3.12 ADVICE; ATTORNEY AS PRESIDING OFFICER</u> .....	57
<u>10.3.13 CODE OF CONDUCT FOR MEMBERS OF BOARD OF REVIEW, RECUSAL –</u> .....	58
<b><u>10.4 GENERAL JURISDICTION –</u></b> .....	59
<u>10.4.1 ADMINISTRATIVE POWERS</u> .....	59
<u>10.4.2 RULE MAKING POWERS</u> .....	60
<u>10.4.3 INVESTIGATIVE AND JUDICIAL POWERS</u> .....	60
<u>10.4.4 EXERCISE OF POWERS AND DECISIONS</u> .....	61
<u>10.4.5 TIMELINESS OF PROTEST</u> .....	61
<u>10.4.6 FILING FEES</u> .....	61
<u>10.4.7 POWER OF BOARD TO DEVISE REMEDIES AND IMPOSE PENALTIES –</u> .....	62
<b><u>10.5 HEARINGS AND REHEARINGS GENERALLY –</u></b> .....	64
<u>10.5.1 HEARINGS</u> .....	64
<u>10.5.2 REHEARINGS –</u> .....	65
<u>10.5.3 CLOSED HEARINGS</u> .....	66
<u>10.5.4 EXTENSIONS OF TIME</u> .....	67
<u>10.5.5 ACCELERATED HEARING SCHEDULE</u> .....	67
<b><u>10.6 HEARING PROCEDURES</u></b> .....	67
<u>10.6.1 FORMAL HEARING</u> .....	67
<u>10.6.2 EMERGENCY HEARING –</u> .....	71
<u>10.6.3 STAY OF DECISION PENDING APPEAL</u> .....	72
<u>10.6.4 EXTENSIONS OF TIME</u> .....	72
<b><u>10.7 FINALITY OF BOARD OF REVIEW DECISIONS</u></b> .....	72
<b><u>10.8 FULL FAITH AND CREDIT TO BOARD OF REVIEW DECISIONS</u></b> .....	73
<b><u>10.9 APPEAL FROM BOARD OF REVIEW DECISIONS</u></b> .....	73

<b><u>10.10 NOTICE TO HEARING PARTICIPANTS, TRANSMISSION OF DOCUMENTS AND DETERMINATIONS OF TIMELINESS –</u></b>	73
<u>10.10.1 NOTICE TO HEARING PARTICIPANTS WHO ARE MEMBERS OF HAWAIIAN SWIMMING –</u>	73
<u>10.10.2 METHODS OF TRANSMISSION OF HEARING RELATED DOCUMENTS</u>	74
<b><u>ARTICLE 11</u></b>	<b>74</b>
<u>11.1 NON-PROFIT AND CHARITABLE PURPOSES</u>	74
<u>11.2 DEDICATION OF ASSETS, ETC.</u>	74
<u>11.3 AMENDMENTS</u>	74
<u>11.4 DISSOLUTION</u>	75
<b><u>ARTICLE 12</u></b>	<b>75</b>
<u>12.1 INDEMNITY</u>	75
<u>12.2 EXCLUSION</u>	75
<u>12.3 INDEMNIFIED PERSONS</u>	76
<u>12.4 EXTENT OF INDEMNITY</u>	76
<u>12.5 SUCCESSORS, ETC.</u>	76
<b><u>ARTICLE 13</u></b>	<b>77</b>
<u>13.1 ROBERT’S RULES</u>	77
<u>13.2 VOICE AND VOTE</u>	77
<u>13.3 SPECIAL RULES OF ORDER</u>	77
<b><u>ARTICLE 14</u></b>	<b>77</b>
<b><u>THIS ARTICLE IS RESERVED FOR FUTURE USE.</u></b>	<b>77</b>
<b><u>ARTICLE 15</u></b>	<b>77</b>
<u>15.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY)</u>	77
<u>15.2 FISCAL YEAR</u>	77
<u>15.3 TAX STATUS; INTERPRETATION OF BYLAWS</u>	77
<b><u>ARTICLE 16</u></b>	<b>78</b>
<u>16.1 CONVENTIONS AND RULES OF INTERPRETATION –</u>	78
<u>16.1.1 TERMS GENERALLY</u>	78
<u>16.1.2 CAPITALIZED TITLES</u>	78
<u>16.1.3 PRINCIPAL RULE OF INTERPRETATION</u>	78
<u>16.1.4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 10</u>	78
<u>16.1.5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS</u>	78
<u>16.1.6 TIME PERIOD CONVENTION</u>	79
<u>16.1.7 WAIVER OF NOTICE CONVENTION</u>	79
<u>16.2 DEFINITIONS</u>	79

**BYLAWS  
OF  
HAWAIIAN SWIMMING**

**ARTICLE I  
NAME, OBJECTIVES, TERRITORY AND JURISDICTION**

**1.1 NAME**

The name of the corporation shall be Hawaiian Swimming.

**1.2 OBJECTIVES**

The objectives and primary purpose of Hawaiian Swimming shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. Hawaiian Swimming 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 Hawaiian Swimming.

**1.3 GEORGRAPHIC TERRITORY**

The geographic territory of Hawaiian Swimming is the State of Hawaii, the five islands, Oahu, Hawaii, Maui, Kauai, and Molokai.

**1.4 JURISDICTION**

Hawaiian Swimming shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee (LSC) by USA Swimming to conduct swimming programs consistent with Hawaiian Swimming's objective and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory, its Region and its Zone. Hawaiian Swimming shall discharge faithfully its duties and obligations as a LSC of USA Swimming in accordance with these Bylaws, the USA Swimming Code and all applicable policies and procedures.

**ARTICLE 2  
MEMBERSHIP**

**2.1 MEMBERS**

The members of Hawaiian Swimming shall consist of the following:

**2.1.1 GROUP MEMBERS**

Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and

Hawaiian Swimming and paid the fees established by USA Swimming and Hawaiian Swimming 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 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 Code, the rules, regulations, policies, procedures and codes of conduct and ethics of Hawaiian Swimming and USA Swimming may be terminated by a decision of the 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 Hawaiian Swimming and competitions sanctioned or approved by USA Swimming, in accordance with Section 9.2.

A. Club Members

A Club Member is an organization which is in good standing as a Group Member of Hawaiian Swimming 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 Hawaiian Swimming 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 Hawaiian Swimming and USA Swimming, which is in good standing as a Group Member of Hawaiian Swimming and USA Swimming, but which does not have athletes and coaches who all are Individual Members of Hawaiian Swimming and USA Swimming.

2.1.2 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 Hawaiian Swimming and paid the dues established by USA Swimming and Hawaiian Swimming pursuant to Article 3. 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 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 Code, the rules, regulations,

policies, procedures and codes of conduct and ethics of Hawaiian Swimming and USA Swimming and may be terminated by a decision of the 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 Hawaiian Swimming, and competitions sanctioned or approved by USA Swimming, in accordance with Section 9.1.

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 Hawaiian Swimming and USA Swimming.

B. Coach Members

A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by Hawaiian Swimming and/or USA Swimming and who is in good standing as an Individual Member of Hawaiian Swimming 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 Hawaiian Swimming and USA Swimming.

C. Active Individual Members

An Active Individual Member is an individual other than a Coach Member or an Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chairman or committee member of Hawaiian Swimming 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 Hawaiian Swimming.

D. Affiliated Individual Members

An Affiliated Individual Member is an individual interested in the objectives and programs of Hawaiian Swimming 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 Hawaiian Swimming and USA Swimming.

E. Seasonal Athlete Members

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

### 2.1.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT

Membership in Hawaiian Swimming and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the Board of Review the National Board of Review for any violation of a member's responsibilities under Section 2.2, for any of the reasons set forth in Section 10.4.7.C or for any other reason determined by the Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA Swimming or Hawaiian Swimming.

## 2.2 MEMBERS' RESPONSIBILITIES

### 2.2.1 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 Hawaiian Swimming, 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, Hawaiian Swimming or USA Swimming into disrepute. By applying for and accepting membership in Hawaiian Swimming and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to Hawaiian Swimming and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designated to protect minors, or similar offenses, or to have been found by a Board of Review or the National Board of Review to have committed actions which would be the basis for conviction and that she or he has never acted in a manner which might bring into disrepute Hawaiian Swimming, USA Swimming or the sport of swimming.

### 2.2.2 RESPONSIBILITY FOR INFRACTIONS

A Group Member may be responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or Hawaiian Swimming, 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.

### **2.2.3 CLUB SAFETY COORDINATOR**

Each Club Member shall appoint an Active Individual Member or a Coach Member to be a Club Safety Coordinator. The Club Safety Coordinator shall be responsible for disseminating safety education information received from USA Swimming and Hawaiian Swimming to the Club Member's athletes, coaches and other members and shall make recommendations to the Club Member concerning safety policy and its implementation. The Club Safety Coordinator shall make any reports requested by Hawaiian Swimming's Safety Coordinator.

## **ARTICLE 3 DUES AND FEES**

### **3.1 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 Hawaiian Swimming, together with any other charges, fees, etc. as may be established by Hawaiian Swimming.

### **3.2 AFFILIATED GROUP MEMBERS**

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

### **3.3 ATHLETES**

Each Athlete member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USA Swimming and a local fee established by Hawaiian Swimming.

### **3.4 COACHES**

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

### **3.5 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 Hawaiian Swimming, together with any other charges, fees, etc., as may be established by Hawaiian Swimming.

### **3.6 AFFILIATED INDIVIDUAL MEMBERS**

The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Individual Members.

### **3.7 LIFE MEMBERS**

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

### **3.8 SANCTION, APPROVAL AND OTHER FEES**

#### **3.8.1 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.

#### **3.8.2 SERVICE CHARGE**

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 maybe 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.

#### **3.8.3 PAYMENT**

Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by Hawaiian Swimming. 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 Hawaiian Swimming when due in accordance with Hawaiian Swimming's fee schedule.

### **3.9 FAILURE TO PAY**

#### **3.9.1 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 Hawaiian Swimming or USA Swimming within the time prescribed, as evidenced by a final decision of the Board of Review or the National Board of Review or by a court of law, 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, Hawaiian Swimming or any other LSC or (c) serving as a Club Safety Coordinator, 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.

#### **3.9.2 ATHLETE MEMBER OBLIGATIONS**

The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USA Swimming, Hawaiian Swimming or their former LSCs, within the time prescribed, as evidenced by a final decision of the 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, Hawaiian Swimming 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.

#### **3.9.3 CLUB/INDIVIDUAL OBLIGATIONS**

If a Club Member has secured a final court judgment or final Board of Review or National Board of Review decision against an Individual Member for non-payment of financial obligations owed to the Club Member, then until the decision or 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) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.

#### **3.9.4 INDIVIDUAL/CLUB OBLIGATIONS**

If an Individual Member has secured a final court judgment or a final Board of Review or National Board of Review decision 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, Hawaiian Swimming or any other LSC, including being represented in the House of Delegates by its Group Member Representative.

- 3.9.5 CONTINUED FAILURE TO PAY, TERMINATION OF MEMBERSHIP  
Continued failure to pay, within a reasonable period of time, as determined by the Board of Directors, the House of Delegates, the Board of Review or the National Board of Review shall be cause for termination of membership.

## **ARTICLE 4 HOUSE OF DELEGATES**

### **4.1 MEMBERS**

The House of Delegates of Hawaiian Swimming shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Officials Representative, the Board Members designated in Section 5.1, and the At-Large House Members.

#### **4.1.1 GROUP MEMBER REPRESENTATIVES**

Each Group Member in good standing shall appoint from its membership a Group Member Representative and one or more alternates. The appointment shall be in writing, addressed to the Secretary of Hawaiian Swimming and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw its Group Member representative or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of Hawaiian Swimming and signed by the chief executive officer or secretary of the appointing Group Member.

#### **4.1.2 AT-LARGE HOUSE MEMBERS**

Up to ten (10) at-large members of the House of Delegates may be appointed by the General Chairman 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.

#### **4.1.3 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, the 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 Hawaiian Swimming or another LSC and (d) reside in the Territory and expect to reside therein throughout at least the first half of the term. The election of the Athlete Representatives shall be conducted annually during Hawaiian Swimming's long course Age Group 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 Senior Athlete Representative, 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 and Seasonal Athlete Members in good standing present at the meeting.

#### 4.1.4 COACH REPRESENTATIVES

Two (2) Coach Representatives shall be elected one each year, for a two-year term, or until their successors are elected. The election of the Coach Representative shall be conducted during Hawaiian Swimming's long course Age Group Swimming Championship at a meeting timely called by the Senior Coach Representative or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors.

#### 4.1.4 OFFICIALS REPRESENTATIVE

One Officials Representative, who is an active certified official, shall be elected for a two-year term, or until her/his successor is elected. The election of the Officials Representative shall be conducted during Hawaiian Swimming's long course Age Group Swimming Championship at a meeting timely called by the current Official Representative or the Board of Directors, and determined by a majority of the certified Officials in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors.

## 4.2 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.

## 4.3 VOICE AND VOTING RIGHTS OF MEMBERS

The voice and voting rights of the members of the House of Delegates and of Individual Members shall be as follows:

**4.3.1 GROUP MEMBER REPRESENTATIVES (other than those of Affiliated Group Members), BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, THE COACH REPRESENTATIVES, THE OFFICIALS REPRESENTATIVE, AND AT-LARGE HOUSE MEMBERS**

Each of the Group Member Representatives, the Board Members, the Athlete Representatives, the Coach Representatives, the Officials Representative, and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.

**4.3.2 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.

**4.3.3 INDIVIDUAL MEMBERS**

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

**4.4 DUTIES AND POWERS**

The House of Delegates shall oversee the management of the affairs of Hawaiian Swimming and the establishment of policies, procedures, and programs. In addition to the duties and powers prescribed in the USA Swimming Code or elsewhere in these Bylaws, the House of Delegates shall:

- 4.4.1 Elect the officers, regular and alternate members of the Board of Review and the committee chairmen and coordinators listed in Section 6.1 in accordance with Sections 6.2 through 6.6;
- 4.4.2 Elect alternates to the USA Swimming House of Delegates in accordance with section 502.2 of the USA Swimming Code (see also Section 6.7.13.B);
- 4.4.3 Elect the members of the Nominating Committee;
- 4.4.4 Review, modify and adopt the annual budget for Hawaiian Swimming recommended by the Board of Directors;
- 4.4.5 Call regular and special meetings of the House of Delegates;
- 4.4.6 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;

- 4.4.7 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by Hawaiian Swimming;
- 4.4.8 Establish by resolution or the Hawaiian Swimming 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 Hawaiian Swimming Policies and Procedures Manual, which may include delegation of one or more of the powers and duties of the House of Delegates other than the powers to amend these Bylaws or remove Board Members and other elected officers;
- 4.4.9 Amend the Bylaws of Hawaiian Swimming in accordance with Section 11.3; and
- 4.4.10 Remove from office any Board Members, members of the Board of Review, committee chairman or 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 Board of Review for any of the reasons set forth in Section 10.4.7.C. However, no Board Member, Board of Review member or elected committee chairman 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 Section 10.6.1 to the extent applicable. Should the Board Member, Board of Review member or elected committee chairman 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 Board of Review pursuant to Article 10.

#### **4.5 ANNUAL AND REGULAR MEETINGS**

The annual meeting of the House of Delegates of Hawaiian Swimming shall be held in the month of December each year or during the Hawaii State Age Group Short Course Championship, at which time the election of officers shall be held. The officers' terms shall commence on January 1. Regular meetings of the House of Delegates shall be held quarterly in accordance with a schedule adopted by the Board of Directors.

4.5.1 Term Extensions during transition because of changes to operating and fiscal years

Officers, delegates, representatives, and members in appointed positions whose terms would have expired with the close of the operating year will have their terms extended until the newly established date of commencement of the term of office during a transition period because of changes to Section 4.5.

**4.6 SPECIAL MEETINGS**

Special meetings of the House of Delegates may be called by the Board of Directors or the General Chairman. Should the Board of Directors or the General Chairman 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.

**4.7 MEETING LOCATION AND TIME**

All meetings of the House of Delegates shall be 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.

**4.8 NOMINATING COMMITTEE –**

4.8.1 MEMBERS OF NOMINATING COMMITTEE; ELECTION

The Nominating Committee shall comprise the Administrative Vice-Chairman and not fewer than five (5) Individual Members elected annually by the House of Delegates or the Board of Directors if the House of Delegates does not act in a timely fashion 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. Section 6.6.3 shall apply to members of the Nominating Committee. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chairman, 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.

4.8.2 CHAIRMAN OF THE NOMINATING COMMITTEE

The Administrative Vice-Chairman shall serve as Chairman of the Nominating Committee.

4.8.3 DUTIES OF NOMINATING COMMITTEE

A slate of candidates for election as the officers, or committee chairmen or coordinators specified in Section 6.1 and the regular and alternate members of the Board of Review 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. The Nominating Committee shall also nominate a slate of candidates for the Nominating Committee to be elected at the same annual meeting of the House of Delegates.

#### 4.8.4 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 4.15.1 where convenient. See Section 16.1.5 for the methods which may be used for the distribution.

#### 4.8.5 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. Nominees must be present to accept the nomination from the floor or provide written acceptance if unable to attend the meeting.

#### 4.8.6 MEETINGS AND NOTICES

Meetings of the Nominating Committee shall take place at a site within the Territory when called by the Chairman or any three members of the Committee with a minimum of six (6) days notice required. Pertinent provisions of Sections 7.5 through 7.11 and Section 16.1.5 also apply to the Nominating Committee's meetings and notices.

#### 4.8.7 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.

### **4.9 MEETINGS OPEN; EXECUTIVE SESSIONS**

#### 4.9.1 HOUSE OF DELEGATES

House of Delegates meetings shall be open to all members of Hawaiian Swimming and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of Hawaiian Swimming 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.

#### 4.9.2 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 Hawaiian Swimming 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.

#### 4.10 QUORUM

A quorum of the House of Delegates shall consist of thirty percent (30%) of the official members or a minimum of ten (10).

#### 4.11 VOTING

Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. A motion or order calling for the removal of a member of the Board of Review pursuant to Section 4.4.10 shall be determined by a two-thirds vote after at least thirty (30) days notice. See also Section 11.3 regarding amendment of these Bylaws.

#### 4.12 PROXY VOTE

Voting by proxy in any meeting of the House of Delegates shall not be permitted.

#### 4.13 MAIL VOTE

Any action which may be taken at any regular or special meeting of the House of Delegates, except removals of Board Members, members of the Board of Review, elected committee chairmen or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 4.15.1) 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.

4.13.1 Where communication technology allows for secure distribution and return of ballots using other than the U.S. mail, the Board of Directors may authorize such use in a manner consistent with the notification and return requirements above and within these by-laws.

#### 4.14 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

#### **4.15 NOTICES**

##### **4.15.1 TIME**

Not less than twenty (20) days written 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.

##### **4.15.2 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 5 BOARD OF DIRECTORS**

#### **5.1 MEMBERS**

The Board of Directors shall consist of the following officers, committee chairmen, coordinators and representatives of Hawaiian Swimming, together with those additional members designated in Section 5.2 and 5.3.

- 5.1.1 General Chairman
- 5.1.2 Administrative Vice-chairman
- 5.1.3 Senior Vice-chairman
- 5.1.4 Age Group Vice-chairman
- 5.1.5 Finance Vice-chairman
- 5.1.6 Secretary

- 5.1.7 Treasurer
- 5.1.8 Coach Representatives (2)
- 5.1.9 Athlete Representatives (2)
- 5.1.10 Officials Representative (1)
- 5.1.11 Registration/Membership Coordinator
- 5.1.12 Technical Planning Chairman
- 5.1.13 At-Large Board Members (2)
- 5.1.14 Club, Athlete, and Special Programs Development Coordinator

## **5.2 AT-LARGE BOARD MEMBERS**

The Board of Directors shall have two (2) At-Large Board Members. The House of Delegates or the Board of Directors by resolution may reduce the number, but not increase it to more than two (2). Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant.

## **5.3 EX-OFFICIO MEMBERS**

The following persons shall be an ex-officio member of the Board of Directors during the time period in which they meet the defined status.

- 5.3.1 The Immediate Past General Chairman of Hawaiian Swimming  
The Immediate Past General Chairman of Hawaiian Swimming serves until no longer the Immediate Past General Chairman, if an Individual Member in good standing.

## **5.4 LIMITATIONS**

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.

## **5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS**

The voice and voting rights of Board Members and Individual Members shall be as follows:

### **5.5.1 BOARD MEMBERS**

Each Board Member other than the ex-officio member (see Section 5.3) shall have both voice and vote in meetings of the Board of Directors and its committees.

### **5.5.2 NON-VOTING BOARD MEMBERS**

Unless entitled to vote under another provision of the Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.

### **5.5.3 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 shall have no vote in meetings of the Board of Directors or its committees.

## **5.6 DUTIES AND POWERS**

The Board of Directors shall act for Hawaiian Swimming and the House of Delegates during the intervals between meetings of the House of Delegates, subject to 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, a Board of Review 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 Code or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

- 5.6.1 Establish and direct policies, procedures and programs for Hawaiian Swimming;
- 5.6.2 Oversee the conduct by the officers of Hawaiian Swimming of the day-to-day management of the affairs of Hawaiian Swimming;
- 5.6.3 Provide advice and consent to appointments proposed by the General Chairman that require advice and consent under these Bylaws or the Hawaiian Swimming Policies and Procedures Manual;
- 5.6.4 Cause the preparation and presentation to the House of Delegates of the annual budget of Hawaiian Swimming and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- 5.6.5 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;
- 5.6.6 Call regular or special meetings of the Board of Directors or the House of Delegates;
- 5.6.7 Admit eligible prospective Group Members and Affiliated Individual Members;
- 5.6.8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of Hawaiian Swimming;
- 5.6.9 Appoint other officers, agents, or committees or coordinators, or administrators, to hold office for the terms specified. These appointees

shall have the authority and perform the duties as provided in these Bylaws, the Hawaiian Swimming Policies and Procedures Manual or as may be provided in the resolution 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, coordinator, or administrator the power to appoint any such subordinate officers, agents, committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

- 5.6.10 Remove from office any officers, At-Large Board Members, committee chairmen, committee members, coordinators, or administrators of Hawaiian Swimming 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 Board of Review for any of the reasons set forth in Section 10.4.7.C. No officer, At-Large Board Member, committee chairman, coordinator, or administrator 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 Section 10.6.1 to the extent applicable. Should the officer, At-Large Board Member, committee chairman, committee member, coordinator, or administrator 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 Board of Review pursuant to Article 10.

## **5.7 EXECUTIVE COMMITTEE –**

THIS SECTION IS RESERVED FOR FUTURE USE

## **5.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS**

Board of Directors and Executive Committee meetings shall be open to all members of Hawaiian Swimming 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.

## **5.9 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.

## **5.10 REGULAR MEETINGS**

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

## **5.11 SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the General Chairman. Should the Board of Directors or the General Chairman fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.

## **5.12 QUORUM**

A quorum of the Board of Directors shall consist of a majority of the members.

## **5.13 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 affect 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.

## **5.14 PROXY VOTE**

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

## **5.15 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 members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.

## **5.16 MAIL VOTE**

Any action which may be taken at any regular or special meeting of the Board of Directors, except advice and consent to the General Chairman's appointments, or removals of officers, committee chairmen 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, 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 5.17) 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.

5.16.1 Where communication technology allows for secure distribution and return of ballots using other than the U.S. mail, the Board of Directors may authorize such use in a manner consistent with the notification and return requirements above and within these by-laws.

## **5.17 NOTICES –**

### **5.17.1 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 16.1.5 for various permitted forms of notice and the consequences thereof.)

### **5.17.2 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.

## **5.18 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 8.5 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 and Affiliated Individual Membership
- Resolutions and orders

Adjournment

## **ARTICLE 6 OFFICERS**

### **6.1 ELECTED OFFICERS AND COMMITTEE CHAIRMEN**

The officers, committee chairmen and coordinators who shall be elected by the House of Delegates are:

- 6.1.1 General Chairman
- 6.1.2 Administrative Vice-chairman
- 6.1.3 Finance Vice-chairman
- 6.1.4 Senior Vice-chairman
- 6.1.5 Age Group Vice-chairman
- 6.1.6 Secretary
- 6.1.7 Treasurer
- 6.1.8 Technical Planning Chairman
- 6.1.9 Membership/Registration Coordinator
- 6.1.10 Club, Athlete, and Special Programs Development Coordinator

### **6.2 ELECTIONS**

The House of Delegates, at its annual meeting, shall elect the General Chairman, the Administrative Vice-chairman, the Secretary, the Finance Vice-chairman, and the Senior Vice-chairman, in even-numbered years; and the Age Group Vice-chairman, the Treasurer, the Technical Planning Committee Chairman, Club, Athlete, and Special Programs Development Coordinator, and the Membership/Registration Coordinator in odd-numbered years. The House of Delegates shall also elect the Board of Review (see Section 10.3.3) and the nominating committee (see Section 4.8).

#### **6.2.1 Elections Process for Officers, Nominating Committee, and Board of Review**

In order to encourage and allow the widest opportunity for the members of the House of Delegates to participate in the elections process, ballots will be sent by any secure method of distribution to the delegates which they may return to the Secretary to be counted at the designated annual meeting at which elections are being held.

- 6.2.1.1 Ballots will be distributed a minimum of 20 days prior to the designated annual meeting for the elections.

- 6.2.1.2 Ballots may cast in two ways:
  - 6.2.1.2.1 Ballots may be brought to the annual meeting and cast during the elections at that meeting.
  - 6.2.1.2.2 Ballots may be returned to the Secretary by email from the registered delegate's personal email account (or other approved secure means) or by U.S. mail so as to be received by the Secretary two days prior to the annual meeting. They will be counted at the annual meeting along with those ballots that are cast in-person at the meeting.
  - 6.2.1.2.3 Delegates returning ballots by mail or other approved means may write-in qualified candidates for any of the available positions.
- 6.2.1.3 The candidate who receives the most votes of the ballots cast and counted for the respective office at the annual meeting shall be elected.
- 6.2.1.4 In the case of a tie, the members of the House of Delegates who are present at the meeting will be asked to break the tie on a ballot issued at the meeting. Their vote will be considered binding

### **6.3 ELIGIBILITY**

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

### **6.4 DOUBLE VOTE PROHIBITED**

An Individual Member entitled to vote in the House of Delegates by virtue of holding a position in Hawaiian Swimming may not also vote as a Group Member Representative in the House of Delegates.

### **6.5 OFFICES COMBINED OR SPLIT –**

#### **6.5.1 OFFICE HELD BY TWO PERSONS**

Any office other than General Chairman, Finance Vice-chairman 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 Administrative Vice-chairman, the House of Delegates at the time of election shall designate one to be the successor to the General Chairman; if no such designation is made, then the person with the longest tenure in such office or as a Board Member shall serve as the successor.

#### **6.5.2 OFFICES COMBINED**

Any office other than General Chairman may be combined with any other office except that the offices of Finance Vice-chairman and Treasurer may not be combined. This may be accomplished by the Nominating

Committee nominating single Individual Members to serve simultaneously as two officers or by the House of Delegates so electing at the time of election.

## **6.6 TERMS OF OFFICE –**

### **6.6.1 TERMS OF OFFICE**

The terms of office of all elected members of the Board of Directors shall be two years.

### **6.6.2 COMMENCEMENT OF TERM**

Each person elected to a position shall assume office January 1, and shall serve until a successor takes office.

### **6.6.3 CONSECUTIVE TERMS LIMITATION**

Except for the Secretary, Treasurer, Technical Planning Committee Chairman, Registration/Membership 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 the successive terms limitation.

## **6.7 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 as follows:

### **6.7.1 GENERAL CHAIRMAN**

The General Chairman shall oversee and have general charge of the management, business, operations, affairs and property of Hawaiian Swimming 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 chairmen and members of standing and special committees or coordinators as may be necessary to permit Hawaiian Swimming to effectively, efficiently and economically conduct its affairs. The General Chairman shall report to the Board of Directors all matters within the General Chairman's knowledge that the Board of Directors should consider in the best interests of Hawaiian Swimming.

### **6.7.2 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 8 of the Bylaws and shall perform the other duties incidental to the office of Secretary. The Secretary shall be custodian of the records and attest the execution of all duly authorized instruments. The Secretary shall cause to be kept copies of all minutes, official correspondence, meeting and other notices, and any other records of Hawaiian Swimming.

### 6.7.3 TREASURER

The Treasurer shall be the principal receiving and disbursing officer of Hawaiian Swimming. Except as otherwise directed by the Finance Vice-chairman or the Board of Directors, the Treasurer shall receive all moneys, incomes, fees and other receipts of Hawaiian Swimming and pay all bills, salaries, expenses and other disbursements approved by an authorized officer, committee chairman, coordinator, the Finance Vice-chairman, the Board of Directors or the House of Delegates, or required to be paid pursuant to Section 10.3.12. 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 chairman 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 chairman. 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 preceding month and for the fiscal year to date, together with such other items as the Finance Vice-chairman, the General Chairman or the Board of Directors may direct. The Treasurer shall:

- A have charge of and supervision over and be responsible for the funds, moneys, securities and other financial instruments of Hawaiian Swimming;
- B cause the moneys, securities and other financial instruments of Hawaiian Swimming to be deposited in the name and to the credit of Hawaiian Swimming in such institutions as shall be designated in accordance with Section 6.11 or to be otherwise invested as the Finance Vice-chairman 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 Hawaiian Swimming to be disbursed by checks or drafts, automated debits or wire transfer on the authorized

depositories of Hawaiian Swimming, and obtain and preserve proper voucher for all moneys disbursed;

- E cause to be kept in the safe-keeping of the Treasurer 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 Vice-chairman or the Treasurer shall determine. The Treasurer's custody of the books and records shall be as a fiduciary for Hawaiian Swimming 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 Hawaiian Swimming or USA Swimming;
- G cause Hawaiian Swimming to be in compliance with the requirements of Section 8.4;
- H have the power to require from the officers, committee chairmen, coordinators or agents of Hawaiian Swimming 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 Hawaiian Swimming;
- I cause the annual audit of accounts of Hawaiian Swimming to be performed and cause the preparations 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 8.2 and 8.3;
- 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
- K in general, perform all the other duties incident to the corporate treasury function.

#### 6.7.4 ADMINISTRATIVE VICE-CHAIRMAN

The Administrative Vice-chairman shall conduct meetings in the absence of the General Chairman and, at the request of the General Chairman or in the event of the disability of the General Chairman, shall perform all of the duties of the General Chairman, and when so acting shall have all of the powers of the General Chairman. (See Section 6.9) The Administrative Vice-chairman shall chair, and have general charge of the business, affairs and property of the division that administers Hawaiian Swimming business and affairs. The Administrative Vice-chairman 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 Hawaiian Swimming's Policies and Procedures Manual.

#### 6.7.5 SENIOR VICE-CHAIRMAN

The Senior Vice-chairman shall chair and have general charge of the affairs and property of the division that develops and conducts the senior swimming program of Hawaiian Swimming. The Senior Vice-chairman serves a liaison to the Athlete Representatives and the Athletes Committee, and shall be responsible to see that the Athlete Representatives elections are held in accordance with these Bylaws.

#### 6.7.6 AGE GROUP VICE-CHAIRMAN

The Age Group Vice-chairman shall chair and have general charge of the affairs and property of the division that develops and conducts the age group swimming program of Hawaiian Swimming including the awarding meet sponsorships to Club Members, facilities and equipment rentals and meet management for all swimming meets sponsored by Hawaiian Swimming.

#### 6.7.7 FINANCE VICE-CHAIRMAN

The Finance Vice-chairman is the chief financial officer of Hawaiian Swimming. The Finance Vice-chairman 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 Hawaiian Swimming's working capital, funded reserves and endowment funds and the development and implementation of a marketing and fund-raising plan for Hawaiian Swimming. The Finance Vice-chairman, with the assistance of the Budget Committee, shall prepare an annual budget for Hawaiian Swimming's operation and present the budget for approval by the Board of Directors and the House of Delegates. In addition, the Finance Vice-chairman shall cause to be conducted the audit required pursuant to Section 8.5 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-chairman is responsible for the adequacy of Hawaiian

Swimming's system of internal financial and accounting controls. The Finance Vice-chairman is the chairman of the Finance Committee. Together with the Treasurer, the Finance Vice-chairman is ultimately responsible for Hawaiian Swimming's compliance with Section 8.4.

**6.7.8 CLUB, ATHLETE, AND SPECIAL PROGRAMS DEVELOPMENT COORDINATOR**

The Club, Athlete, and Special Programs Development Coordinator (CASPD) will chair the Club, Athlete, and Special Programs Committee and will coordinate educational programs for Hawaiian Swimming including, but not limited to, club development, swim camps, and parent education. The CASPD will also coordinate diversity programs of USA Swimming, new club organization, and other special programs.

**6.7.9 ATHLETE REPRESENTATIVES**

The Athlete Representatives shall serve as the liaison between the athletes who are members of Hawaiian Swimming and the Board of Directors and the House of Delegates.

**6.7.10 COACH REPRESENTATIVES**

The Coach Representatives shall serve as a liaison between the coaches who are members of Hawaiian Swimming and the Board of Directors and House of Delegates.

**6.7.11 OFFICIALS REPRESENTATIVE**

The Officials Representative shall serve as a liaison between the officials who are members of Hawaiian Swimming and the Board of Directors and House of Delegates.

**6.7.12 AT-LARGE BOARD MEMBERS**

In addition to their inherent powers 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 General Chairman, the Board of Directors or the House of Delegates.

**6.7.13 HAWAIIAN SWIMMING DELEGATES TO THE USA SWIMMING HOUSE OF DELEGATES –**

**A Officer and Representative Delegates**

It shall be the duty and privilege of the General Chairman, the Administrative Vice-Chairman, the Age Group Vice-chairman, the Senior Vice-chairman, the Senior Athlete Representative and the Senior Coach Representative to attend the USA Swimming annual

meeting as representatives of Hawaiian Swimming 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 Chairman, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual meeting as delegates representing Hawaiian Swimming.

**C Athlete Representative Alternates**

If an athlete delegate is unable to attend, the Athlete Representative next most senior in term of office shall attend. If seniority cannot be established or there remain no additional Athlete Representatives or alternates able to attend, then the General Chairman, with the advice and consent of the Board of Directors, shall designate one or more Athlete Members to attend as a representative of Hawaiian Swimming.

**D Coach Representative alternates**

If the Senior Coach Representative is unable to attend the USA Swimming annual meeting, then the other Coach Representative shall attend, and if neither Coach Representative is able to attend, then the General Chairman, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of Hawaiian Swimming.

## **6.8 RESIGNATIONS**

Any officer may resign by orally advising the General Chairman 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.

## **6.9 VACANCIES AND INCAPACITIES -**

### **6.9.1 OFFICE OF GENERAL CHAIRMAN**

In the event of a vacancy in the office of General Chairman, or of the General Chairman's temporary or permanent incapacity, the Administrative Vice-chairman shall become the Acting General Chairman 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 Chairman, or until

the General Chairman ceases to suffer from any temporary incapacity. While serving as Acting General Chairman, the Administrative Vice-chairman shall vacate the office of Administrative Vice-chairman, except in the case of the General Chairman's temporary incapacity. If the General Chairman is to be absent from the Territory, the General Chairman may, but is not obligated to, designate the Administrative Vice-chairman as Acting General Chairman for the duration of the absence.

**6.9.2 OFFICES OF ATHLETE, COACH, or OFFICIALS REPRESENTATIVE**  
In the event of a vacancy in the office of Athlete Representative, Coach Representative, or Officials Representative, or of the permanent incapacity of a person holding the office of Athlete Representative, Coach Representative, or Officials Representative, the General Chairman may appoint, with the advice and consent of the Board of Directors, an Athlete Member, a Coach Member, or a certified official, as the case may be, to serve the remainder of the term of office or until the Athlete Committee or Coaches Committee or the Officials Committee, as the case may be, shall elect a successor.

**6.9.3 OTHER OFFICES**  
In the event of a vacancy in, or permanent incapacity of the person holding any office other than General Chairman, Athlete Representative, Coach Representative, Officials Representative, or member of the Board of Review, the General Chairman 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 Chairman 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.

**6.9.4 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 with, in the case of a Athlete Representative, a Coach Representative, or the Officials Representative, the advice and consent of the Athletes Committee, the Coaches Committee, or the Officials Committee respectively. The determination as to when the General Chairman is temporarily incapacitated shall be made, where the circumstances permit, by the General Chairman and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

## **6.10 OFFICERS' POWERS GENERALLY -**

**6.10.1 AUTHORITY TO EXECUTE CONTRACTS, ETC.**

The General Chairman, Administrative Vice-chairman, and Finance Vice-chairman each may sign and execute in the name of Hawaiian Swimming deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by Hawaiian Swimming's 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.

#### 6.10.2 ADDITIONAL POWERS AND DUTIES

Each officer shall have other powers and perform other duties as may be prescribed in Hawaiian Swimming's Policies and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chairman, the respective division Vice-chairman, the delegating officer or these Bylaws. The division Vice-chairman shall have the additional duties and powers set forth in Section 7.1 and 7.5.

#### 6.10.3 DELEGATION

Officers of Hawaiian Swimming 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-chairman 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, order of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. A delegation of powers or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.

#### 6.10.4 ASSISTANT AND DEPUTY OFFICERS

The House of Delegates or the Board of Directors may, by resolution or Hawaiian Swimming's Policies and Procedures Manual, create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedure Manual shall define the method of election or appointment and define 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.

### **6.11 DEPOSITORIES AND BANKING AUTHORITY -**

#### 6.11.1 DEPOSITORIES, ETC.

All receipts, income, charges and fees of Hawaiian Swimming shall be deposited to its credit in the banks, trust companies, other depositories or custodian, investment companies or investments 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 Hawaiian Swimming in any of its duly authorized depositories shall be made in the manner determined by the Finance Vice-chairman or the Board of Directors. All funds of Hawaiian Swimming not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodian, investment companies or investment management companies designated by the Finance Vice-chairman, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.

#### 6.11.2 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 Hawaiian Swimming shall be signed by the General Chairman, the Treasurer or other officer or officers or agent or agents of Hawaiian Swimming, and in the manner, as shall be determined by the Finance Vice-chairman or the Board of Directors.

### **ARTICLE 7 DIVISIONS, COMMITTEES AND COORDINATORS**

#### **7.1 DIVISIONAL ORGANIZATION AND JURISDICTION, STANDING COMMITTEES AND COORDINATORS**

The eight divisions of Hawaiian Swimming shall each be chaired by a Vice-chairman, the Senior Athletes Representative, the Senior Coaches Representative, the Officials Representative, or the Club, Athlete, and Special Programs Coordinator, whose respective powers, duties, jurisdiction and responsibilities are described in Section 6.7. Under each division Vice-chairman there are officers, committees, coordinators and direct responsibilities as follows:

##### 7.1.1 ADMINISTRATIVE DIVISION – Administrative Vice-chairman

- Awards Banquet
- Bylaws/Legislation/Rules
- Elections
- Insurance
- Legal (General Counsel, if applicable)
- Public Relations
- Publications/Newsletter
- Policies and Procedures Manual
- Safety

##### 7.1.2 AGE GROUP DIVISION – Age Group Vice-chairman

Awards  
Computer  
Equipment  
Meet Sanctions  
Open Water  
Program Development  
Time Standards

7.1.3 SENIOR DIVISION – Senior Vice-chairman

Awards  
Meet Evaluations  
Meet Management  
Meet Sponsorship  
Open Water  
Time Standards  
Program Development

7.1.4 FINANCE DIVISION – Finance Vice-chairman

Audit  
Budget  
Marketing/Sponsorship  
Swim-a-thon  
Tax

7.1.5 ATHLETES DIVISION – Senior Athlete Representative

Athlete Representatives  
Athlete Committee

7.1.6 COACHES DIVISION – Senior Coach Representative

Coaches Representatives  
Coaches Committee

7.1.7 OFFICIALS DIVISION – Officials Representative

Officials Representative  
Officials Committee

7.1.8 CLUB AND ATHLETE DEVELOPMENT DIVISION – Club, Athlete  
and Special Programs Coordinator

Club, Athlete and Special Programs Committee  
Club Development and New Club Organization  
Parent and Athlete Education Programs  
Swim Camps  
Diversity, Disability and Outreach Programs (USA Swimming)

## **7.2 NON-OFFICER CHAIRMEN AND THEIR COMMITTEES; COORDINATORS AND APPOINTED ADMINISTRATORS**

### **7.2.1 ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIRMEN, COORDINATORS, AND APPOINTED ADMINISTRATORS –**

- A Elected Chairmen and Coordinators**  
As provided in Section 6.1, certain non-officer committee chairmen and coordinators shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be provided in sections 6.2, 6.3, and 6.6. These elected non-officer chairmen and coordinators of Hawaiian Swimming are:
- (1) Membership/Registration Coordinator
  - (2) Technical Planning Chairman
- B Ex-officio Chairman**  
Pursuant to Section 7.3, certain other committee chairmen are designated ex-officio by virtue of an office currently held.
- C Appointed Chairmen and Coordinators**  
The chairmen of all other standing committees and all other coordinators shall be appointed by the General Chairman with the advice and consent of the Board of Directors and the respective division vice-chairman. The appointed standing committee chairman or coordinator shall assume office upon appointment or the date designated by the General Chairman, and shall serve until sixty (60) days after the next election of a General Chairman or until a successor is appointed and assumes office.
- D Appointed Administrators**  
Specific operational areas not already assigned to specific divisions may be assigned to appointed administrators. These positions are appointed by the General Chairman with the advice and consent of the Board of Directors. They report directly to the General Chair and Board. The appointed administrators shall assume office upon appointment or the date designated by the General Chairman, and shall serve until sixty (60) days after the next election of a General Chairman or until a successor is appointed and assumes office.

- (1) LSC Times Administrator
- (2) Team Hawaii Administrator
- (3) Special Events Administrator

7.2.2 DUTIES AND POWERS OF NON-OFFICER CHAIRMEN,  
COORDINATORS AND APPOINTED ADMINISTRATORS –

- A Membership/Registration Coordinator  
The Membership/Registration Coordinator shall be responsible for the registration of Group and Individual Members and shall make the reports required by Section 8.6 together with such additional reports as may be required by USA Swimming, the Board of Directors or the Administrative Vice-chairman.
- B Technical Planning Chairman  
The Technical Planning Chairman 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 Hawaiian Swimming, the continuing review and development of the Hawaiian Swimming philosophy and for advising other committees and divisions regarding the implementation of that philosophy in the context of Hawaiian Swimming's swimming program.
- C Athletes Committee Chairman  
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 (a) delegated to it by the Board of Directors or the General Chairman or (b) undertaken by the Committee as being in the best interest of the Athlete Members, Hawaiian Swimming, USA Swimming and the sport of swimming.
- D Coaches Committee Chairman  
The Senior Coach Representative shall chair and have general charge of the business, affairs and property of the Coaches Committee, which shall undertake such activities (a) delegated to it by the Board of Directors or the General Chairman or (b) undertaken by the Committee as being in the best interest of the Coach Members, Hawaiian Swimming and the sport of swimming.
- E Officials Committee Chairman  
The Officials Committee Chairman shall chair and have general charge of the business, affairs and property of the Officials

Committee, which shall undertake such activities (a) delegated to it by the Board of Directors or the General Chairman or (b) undertaken by the Committee as being in the best interest of the certified Officials, Hawaiian Swimming and the sport of swimming.

- F LSC Times Administrator  
The LSC SWIMS Administrator is responsible for the LSC entries into the SWIMS Database, Top 16 reports, NRT, Records, Western Zone Entries, and other reportable times requirements.
- G Team Hawaii Administrator  
The Team Hawaii Administrator is responsible for the Western Zones team, Oceania team, FINA and other related competition events where swimmers will swim as representatives of the LSC.
- H Special Events Administrator  
The Special Events Administrator will coordinate special competitions as initiated by the Board.

### **7.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES**

Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chairman with the advice and consent of the respective division vice-chairman and the chairman of the committee. The division vice-chairman shall be an ex-officio member (with voice and vote) of each standing committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

#### **7.3.1 BUDGET COMMITTEE**

The members of the Budget Committee shall be the General Chairman, the Finance Vice-chairman, who shall serve as chairman, the Treasurer, the Administrative Vice-chairman, the Senior Athlete Representative, the Senior Coach Representative, the Age Group Vice-chairman and the Senior Vice-chairman.

#### **7.3.2 FINANCE COMMITTEE**

The members of the Finance Committee shall be the General Chairman, the Finance Vice-chairman, who shall serve as chairman, the Administrative Vice-chairman and the Treasurer. When the Finance Committee functions as the audit committee, at least one additional member shall be appointed by the General Chairman who is independent of the Finance Division and will participate in that function.

### 7.3.3 OFFICIALS COMMITTEE

The members of the Officials Committee shall be the Officials Committee Chairman, who shall serve as the chairman, the Officials Representative, and at least two (2) other members, each of whom shall be a certified official of Hawaiian Swimming. The members of the Committee shall include the Officials Coordinators from the Neighbor Islands. The Officials Representative may be appointed to chair the Officials Committee.

### 7.3.4 SAFETY COMMITTEE

The members of the Safety Committee shall be the Safety Coordinator, who shall serve as the chairman, and five additional members; one shall be a Hawaiian Swimming certified official, one shall be a Coach Member, one shall be an Athlete Member and two shall be Club Safety Coordinators.

### 7.3.5 TECHNICAL PLANNING COMMITTEE

The members of the Technical Planning Committee shall be the Technical Planning Chairman, who shall serve as chairman, an Athlete Member and at least six (6) additional members of who at least fifty percent (50%) shall be Coach Members. The Athlete Member and the additional members shall be appointed by the General Chairman with the advice and consent of the Board of Directors.

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

## **7.4 DUTIES AND POWERS OF STANDING COMMITTEES AND COORDINATORS -**

### 7.4.1 BUDGET COMMITTEE

The Budget Committee is authorized and obligated to consult with the officers, committee chairmen 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 chairmen and coordinator shall provide promptly such financial information (current and projected) and budget proposals as the Budget Committee may request. The proposed budget may contain alternatives.

### 7.4.2 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 Hawaiian

Swimming'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 Hawaiian Swimming's equipment needs (both operation and office) and the various methods available to finance the acquisition of any needed equipment, make a determination of the best financing method for Hawaiian Swimming and make recommendations to the Budget Committee and the Board of Directors. When the Finance Committee functions as the audit committee, the Treasurer shall not act as a member of the Finance Committee (See Section 7.3.2). The Finance Committee is authorized to, and, in lieu of an independent auditor, it shall be its duty to, conduct an annual audit of the books of Hawaiian Swimming pursuant to Section 8.5 and present the results thereof to the Board of Directors.

#### 7.4.3 OFFICIALS COMMITTEE

The Officials Committee is authorized and obligated to recruit, train, test, certify, evaluate, retest, recertify and supervise officials for Hawaiian Swimming 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.

#### 7.4.4 SAFETY COORDINATOR

The Safety Coordinator shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of Hawaiian Swimming. The Safety Coordinator shall develop programs and policies and their implementation to the applicable division Vice-chairmen and the Board of Directors. When approved by the Board of Directors, the Safety Coordinator shall be responsible for the coordination of their implementation by the Club Member. The Safety Coordinator shall prepare and transmit the reports required pursuant to Section 8.7.

#### 7.4.5 TECHNICAL PLANNING COMMITTEE

The Technical Planning Committee shall be responsible for long-range planning for the swimming programs conducted by Hawaiian Swimming and for advice regarding the technical aspects of those programs and of the sport of swimming generally.

### **7.5 DUTIES AND POWERS OF CHAIRMEN AND COORDINATORS GENERALLY**

The duties and powers of the General Chairman, the division vice-chairmen, committees or subcommittees (in addition to those provided elsewhere in these Bylaws) and when applicable, coordinators shall be as follows:

- 7.5.1 Preside at all meetings of the respective division, committee or subcommittee;
- 7.5.2 See that all duties and responsibilities of the coordinators or the respective division, committee or sub-committee in his charge are properly and promptly carried out;
- 7.5.3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the division or committee, respectively;
- 7.5.4 Communicate with the respective division, committee or subcommittee members to keep them fully informed;
- 7.5.5 Keep the General Chairman, the respective division vice-chairman or committee chairman and the Secretary informed of the respective coordinator, division, committee or subcommittee actions and recommendations;
- 7.5.6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the Secretary;
- 7.5.7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for Hawaiian Swimming, except as otherwise provided in these Bylaws or by the Board of Directors; and
- 7.5.8 Perform the other specific duties listed in Hawaiian Swimming's Policies and Procedures Manual or as may be delegated by the General Chairman, the respective division vice-chairman or committee chairman, the Board of Directors or the House of Delegates.

## **7.6 DUTIES AND POWERS OF COMMITTEES**

Except as otherwise provided in these Bylaws, the duties and powers of the standing committees and coordinators shall be prescribed by Hawaiian Swimming's Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chairman or the respective division vice-chairman. Except as otherwise provided in the Bylaws, the duties and powers of any other committees and subcommittees shall be prescribed by Hawaiian Swimming's Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, coordinator or chairman pursuant to whose powers such committee or subcommittee was created.

## **7.7 REGULAR AND SPECIAL MEETINGS**

Regular and special meetings of divisions, committees or sub-committees of Hawaiian Swimming shall be held as determined by the respective Vice-chairmen

or committee or sub-committee chairman. In addition, meetings may be called where applicable by the division vice-chairman, committee chairman or coordinator pursuant to whose authority a committee or sub-committee was established.

#### **7.8 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS**

Meeting of divisions, committees and sub-committees shall be open to all members of Hawaiian Swimming 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 treatment or of personal concern to any member of the division, committee or sub-committee.

#### **7.9 VOICE AND VOTING RIGHTS OF DIVISION, COMMITTEE AND SUB-COMMITTEE MEMBERS**

The voice and voting of Board Members and Individual Members shall be as follows:

##### **7.9.1 MEMBERS**

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

##### **7.9.2 NON-VOTING COMMITTEE OR SUB-COMMITTEE MEMBERS**

Unless entitled to vote under another provision of these Bylaws, the General Chairman shall have voice but no vote in meetings of divisions, committees and sub-committees.

##### **7.9.3 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.

#### **7.10 ACTION BY WRITTEN CONSENT**

Any action required or permitted to be taken at any meeting of a division, committee or sub-committee 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 meeting. These consents shall be treated for all purposes as a vote taken at the meeting.

### **7.11 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.

### **7.12 QUORUM**

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

### **7.13 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.

### **7.14 PROXY VOTE**

Voting by proxy in any meeting of a division, committee or sub-committee of Hawaiian Swimming shall not be permitted.

### **7.15 NOTICES**

#### **7.15.1 TIME**

Except 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 Hawaiian Swimming. Separate notices need not be given for regular meetings that are scheduled well in advance. (See Section 16.1.5 for the various forms of notice.)

#### **7.15.2 INFORMATION**

The notice of the meeting shall contain the time, date and site.

### **7.16 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

### **7.17 RESIGNATIONS**

Any committee or subcommittee chairman or member or coordinator may resign by orally advising the General Chairman 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.

### **7.18 VACANCIES**

The determination of when the position of an appointed committee or subcommittee chairman, 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 6.9 for provisions applicable to elected committee chairmen and coordinators.) In the event of a vacancy or permanent incapacity the General Chairman, with the advice and consent of the Board of Directors and the respective division vice-chairman, 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 Chairman or an appointment may be made for the duration of the temporary incapacity.

### **7.19 DELEGATION**

With the consent of the Board of Directors or the respective division vice-chairman, a committee or subcommittee chairman or coordinator may delegate a portion of their powers or duties to another officer of Hawaiian Swimming, or to another committee, or subcommittee or coordinator. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

### **7.20 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW**

Sections 7.5 through 7.16 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 Hawaiian Swimming Policies and Procedures Manual. These provisions shall also apply to Board of Review meetings, but shall not apply to its hearings or deliberations.

**ARTICLE 8**  
**ANNUAL AUDIT, REPORTS AND REMITTANCES**

**8.1 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.

**8.2 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 Hawaiian Swimming 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 Hawaiian Swimming under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.

**8.3 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.

**8.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION**

Hawaiian Swimming shall cause to be made available at a reasonable location and time determined by Hawaiian Swimming to anyone requesting to see a copy of Hawaiian Swimming'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 Hawaiian Swimming 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.

**8.5 ANNUAL AUDIT**

An annual audit of the accounts, books and records of Hawaiian Swimming 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 Hawaiian Swimming 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 committee shall issue a report signed by all of its members and stating that the financial records and reports of Hawaiian Swimming have been reviewed and fairly present the financial condition of Hawaiian Swimming 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.

## **8.6 MEMBERSHIP AND REGISTRATION REPORTS**

The Membership/Registration Coordinator shall forward in a timely manner all required reports to the Executive Director of USA Swimming. This report shall be accompanied by the remittance of the appropriate membership and registration fees due to USA Swimming. The Membership/Registration Coordinator shall make periodic summary reports to the Board of Directors and the House of Delegates.

## **8.7 SAFETY REPORTS**

### **8.7.1 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 the USA Swimming national headquarters, the Safety Coordinator and the Administrative Vice-chairman.

### **8.7.2 REPORTS OF INJURIES**

The Safety Coordinator 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 Hawaiian Swimming 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 Hawaiian Swimming 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. The Safety Coordinator is responsible for distribution of this report to each

Club Safety Coordinator. 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 Hawaiian Swimming and its members.

#### 8.7.3 SAFETY EDUCATION

The Safety Coordinator 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 Hawaiian Swimming and its members and Territory.

### 8.8 MAILING ADDRESS

Hawaiian Swimming shall notify in writing USA Swimming national headquarters of any change in its regular mailing address within 14 days of the change.

### 8.9 REPORTS GENERALLY

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

## ARTICLE 9 MEMBERS' BILL OF RIGHTS

### 9.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS

Hawaiian Swimming, in furtherance of Article 301 of the USA Swimming Code, shall respect and protect the right of every Individual Member who is eligible under Hawaiian 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 Hawaiian Swimming, 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 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.

## **9.2 CLUB MEMBERS' BILL OF RIGHTS**

Hawaiian Swimming shall respect and protect the right of every Club Member which is eligible under Hawaiian Swimming, 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 Hawaiian Swimming, 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 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 10 BOARD OF REVIEW, HEARINGS AND RIGHT OF APPEAL**

### **10.1 INTRODUCTION**

USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, a federal law. That law requires 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 2.2 and Article 9, and the USA Swimming Code of Ethics are intended to provide a clear statement of member responsibilities, liabilities for infractions thereof and 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, Hawaiian Swimming has established the Board of Review to hear complaints, protests and appeals regarding the administration and conduct (including acts and failures to act) of the sport of swimming in the Territory, conduct that may violate the USA Swimming Code of Ethics or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming or Hawaiian Swimming, or conduct that may bring USA Swimming, Hawaiian Swimming or the sport of swimming into disrepute. This Article is intended to provide a uniform method of appeal from any decision, act or failure to act to which a member of Hawaiian Swimming or, where the conduct occurred in the Territory, another LSC takes exception, and to provide an opportunity for a fair hearing before a group of independent and impartial people. This Article shall be construed accordingly.

## **10.2 DEFINITIONS FOR ARTICLE 10**

When used in This Article 10, the following terms shall have the meanings indicated in the Section and the definitions of such terms are equally applicable to both the singular and plural forms. Where a cross reference to another Section of the Bylaws appears within the definition, the definition is qualified by the more complete definition found in that Section: 10.2.1 “Answer” shall mean the written response to a Protest and Notice filed in accordance with Section 10.6.1.C and served in the manner prescribed in Section 10.10.

10.2.1 “Answer” shall mean the written response to a Protest and Notice filed in accordance with section 10.6.1.C and served in the manner prescribed in Section 10.10

10.2.2 “Chairman” when standing by itself shall mean the Chairman of the Board of Review.

10.2.3 “Notice” shall mean the writing addressed to the Respondent advising that the Respondent has been named a respondent in a Protest and served in accordance with Section 10.10.

The Notice sets the hearing date and procedures and establishes the schedule to be followed leading to the hearing, among other things. See Section 10.2.3.

10.2.4 “Presiding Officer” shall mean the Chairman or another member of the Board of Review designated by the Chairman to preside at a particular hearing or hearings. Where applicable the term shall include an attorney so designated pursuant to Section 10.3.12.B.

10.2.5 “Protest” shall mean a written complaint filed in accordance with Section 10.6.1.A by a Group Member or an applicant for such status, or an Individual Member or applicant for such status or with regard to conduct occurring in the Territory, a member of another LSC, against a member of Hawaiian Swimming or a constituent element, officer or agent of Hawaiian Swimming. The Protest may relate to an applicant’s having been denied membership in Hawaiian Swimming or a member’s alleged infraction against its responsibilities under Section 2.2 or about a decision or action by someone acting under the authority of Hawaiian Swimming or USA Swimming or, with regard to conduct in the Territory, another LSC.

10.2.6 “Protestor” shall mean the Individual Member or Group Member that has filed a Protest with the Board of Review.

- 10.2.7 “Rebuttal” shall mean the written response to an Answer by a Protestor filed in accordance with Section 10.6.1.D and served in the manner prescribed in Section 10.10.
- 10.2.8 “Respondent” shall mean the person against who a Protest has been filed with the Board of Review or who may be affected by a decision of the Board of Review regarding the Protest.
- 10.2.9 “Vice-chairman” when used by itself shall mean the Vice-chairman of the Board of Review.

### **10.3 BOARD OF REVIEW ORGANIZATION –**

#### **10.3.1 ESTABLISHMENT**

The Board of Review of Hawaiian Swimming shall be independent and impartial.

#### **10.3.2 MEMBERS**

The Board of Review shall have at least five (5) regular members and at least three (3) alternate members. The Board of Review, and any panel hearing a case, shall have a sufficient number of athlete members to constitute at least 20% of its membership. 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. When a matter is being heard by less than the full Board of Review, the panel hearing the case shall include a sufficient number of athlete members so as to constitute at least 20% of the hearing panel. No hearing shall proceed without the required athlete representation.

#### **10.3.3 ELECTION; TERM OF OFFICE; ELIGIBILITY –**

##### **A Election**

The House of Delegates shall annually elect regular and alternate members of the Board of Review. Two regular members and two alternate members shall be elected in even-numbered years and three regular and one alternate members in odd-numbered years.

##### **B Term of Office**

The term of office shall be two 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 Board of Review shall be an Individual Member of Hawaiian Swimming and USA Swimming. In no case shall elected members of the Board of Directors constitute a majority of the Board of Review.

10.3.4 CHAIRMAN ELECTED BY BOARD, OTHER OFFICERS

The Chairman, who must be a regular member, shall be elected annually by a majority vote of the regular members of the Board of Review. The Chairman shall annually appoint a Vice-chairman and a Secretary of the Board of Review, each of whom must be regular members.

10.3.5 MEETINGS

The Board of Review shall meet for administrative purposes at least once annually to elect the Chairman, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Board of Review and efficiently exercise its duties and powers. Other meetings may be called by the Chairman or any three regular members. When meeting for administrative purposes, those provisions of Article 7 that are specified in Section 7.20 shall apply to the Board of Review.

10.3.6 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT

Members of the Board of Review may participate in a meeting or hearing of the Board of Review, and any hearing may be conducted, in whole or 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.

10.3.7 QUORUM

A quorum for any administrative meeting of the Board of Review shall be fifty percent (50%) of its regular members. (The rule prescribed in Section 10.5.1.C governs the quorum for hearings and rehearing by the Board of Review.)

10.3.8 RESIGNATIONS

Any regular or alternate member of the Board of Review may resign by orally advising the Chairman or by submitting a written resignation to the Chairman, the General Chairman 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.

### 10.3.9 INCAPACITIES AND VACANCIES

#### A Office of Chairman

In the event of a vacancy in the office of the Chairman, or of the Chairman's temporary or permanent incapacity, the Vice-chairman shall become the Acting Chairman until an election can be held at a meeting of the Board of Review to fill the remaining term, if any, of the former Chairman, or until the Chairman ceases to suffer from any temporary incapacity. If the Chairman is going to be absent from the Territory, the Chairman may, but is not obligated to, designate the Vice-chairman as Acting Chairman for the duration of the absence.

#### B Presiding Officer

In the event of the death, resignation or permanent incapacity of a Presiding Officer, the Chairman shall appoint another member, an alternate member or an attorney to serve until the completion of the hearings assigned to that Presiding Officer. Generally that event and appointment should have no impact on those pending hearings or rehearing other than delay for the benefit of the new Presiding Officer. The Chairman or the new Presiding Officer may make such other orders as are in the interest of fairness, justice and the sport of swimming. In the case of a temporary incapacity of a Presiding Officer, the Chairman shall have discretion regarding appointment of a new Presiding Officer, a delay of the hearing or rehearing or such other order as may serve the interests of fairness, justice and the sport of swimming.

#### C Other Members

In the event of a death, resignation or permanent incapacity of a member of the Board of Review, the Chairman shall appoint an alternate member, or failing that, the General Chairman shall appoint an Individual Member, with the advice and consent of the Board of Directors, to serve as a Board of Review member until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the Chairman shall designate another member or an alternate member to act for the incapacitated member for the duration of the incapacity. If there are no alternate members available to serve, the General Chairman, with the advice and consent of the Board of Directors, shall appoint one or more Individual Members to serve as alternate members to serve until the next regularly scheduled meeting of the House of Delegates.

#### D Determination of Vacancy or Incapacity

The determination of when a membership on the Board of Review becomes vacant or a member becomes incapacitated shall be within the discretion of the Board of Review, subject to any

subsequent action by the House of Delegates. The determination as to when the Chairman is temporarily incapacitated shall be made, where the circumstances permit, by the Chairman and otherwise shall be within the discretion of the Board of Review, subject to any subsequent action by the House of Delegates.

#### 10.3.10 SUBSTITUTIONS FOR MEMBERS

In the event that a member of the Board of Review or a Presiding Officer is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chairman (or, if the person so unable or unwilling to act or recused or disqualified is the Chairman, the Vice-chairman; or failing that, the General Chairman) shall appoint another regular member or one of the alternate members or, if none of the alternate or regular members is available, a disinterested Individual Member to act in the member's place and stead in respect of that circumstance.

#### 10.3.11 EXTENSION OF TIME

The time by which any act is required to be taken pursuant to this Article 10 may be extended or foreshortened by the Chairman, or the Presiding Officer of a particular hearing, for good cause. (A single exception to this rule is provided in Section 10.6.4.) A party's request for an extension of time prior to the time established without regard to the requested extension will be accorded greater deference than a request made later. The time, date and location of any hearing may be changed by the Chairman or the Presiding Officer for a particular hearing on his or her own initiative, as required by the interests of the Board of Review or in the interests of justice.

#### 10.3.12 ADVICE; ATTORNEY AS PRESIDING OFFICER

##### A Legal and Other Advice

Where appropriate or helpful, the Chairman or Presiding Officer may consult the USA Swimming General Counsel, any member of the USA Swimming Councillors Committee, the Chairmen of the USA Swimming Legislation, Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of Hawaiian Swimming, USA Swimming or the Board of Review) retained by the Board of Review or the Chairman regarding any issue raised by a proceeding.

##### B Attorney as Presiding Officer

The Board of Review or the Chairman may retain an attorney (who need not be a member of Hawaiian Swimming, USA Swimming or the Board of Review) to act as Presiding Officer at any hearing where it is appropriate or helpful. A Presiding Officer who is not a Board of Review member may participate in the deliberations of

the Board of Review or the designated panel but shall not be counted in determining the existence of a quorum and shall not have a vote.

- C     Attorney's Fees and Expenses  
Prior to retaining an attorney on any basis requiring the payment of fees to the attorney (the payment of expenses to an attorney providing services at no charge (pro bono publico) shall not be considered as a payment of fees for this purpose), the Chairman or the Presiding Officer shall consult with the General Chairman and the USA Swimming General Counsel. The Treasurer is authorized and directed to pay any fee and expenses charged by the attorney and approved by the Chairman.

#### 10.3.13 CODE OF CONDUCT FOR MEMBERS OF BOARD OF REVIEW, RECUSAL—

- A     Code of Conduct  
Members of the Board of Review shall:
- (1)     uphold the integrity and independence of the Board of Review;
  - (2)     avoid any impropriety or even the appearance of impropriety in connection with service as a Board of Review member and swimming-related activities generally; and
  - (3)     perform the duties of Board of Review membership impartially and diligently.
- B     Ground for Recusal  
Members of the Board of Review shall recuse themselves from participating in any matter pending before the Board of Review:
- (1)     in which their impartiality might reasonably be questioned;
  - (2)     where they have a personal bias or prejudice concerning a party in the matter pending before the Board of Review or have personal knowledge of disputed evidentiary facts concerning the pending matter (other than knowledge obtained as a Board of Review member);
  - (3)     where they or a member of their household are a party or are likely to be a material witness in the pending matter;

- (4) where they or a member of their household have an interest that could be substantially affected by the outcome of the proceeding; or
- (5) where they or a member of their household have served or are serving as counsel in the pending matter or are members of a law firm that served or is serving as counsel in the pending matter.

**C Recusal by Member**

Board of Review members shall recuse themselves as soon as they become aware of facts that give rise to the duty to do so by giving notice to the Chairman, or in the case of the Chairman, the Vice-chairman.

**D Recusal/Disqualification Requested by Party**

By written notice to the Presiding Officer, or the Chairman, or, in the case in which the Chairman is the subject of the notice, the Vice-chairman, any party may request that the members recuse themselves or be disqualified from serving on the pending matter stating the reasons for recusal or disqualification. Such notice shall be given at least ten (10) Business Days prior to the scheduled date of the hearing on such matter or later if the party sustains the burden of proving good cause for the lateness of the notice. The named member shall reach a decision on the matter and notify the Chairman or the Vice-chairman of that decision within five (5) Business Days of receipt of the party's notice. If the member's decision is not in favor of recusal, then Chairman or the Vice-chairman may, but is not required to, disqualify the member from participating in the pending matter. If there is no disqualification, the hearing shall be conducted and the party giving the notice may appeal the disqualification decision, together with the hearing decision, pursuant to Section 10.5.2.

**E Substitution for Recused or Disqualified Member**

In the event of a recusal or a disqualification, a substitute shall be appointed as provided in Section 10.3.10.

**10.4 GENERAL JURISDICTION –**

**10.4.1 ADMINISTRATIVE POWERS**

The Board of Review shall have the power and the duty to:

- A** administer and conduct the affairs and achieve the purposes of the Board of Review,

- B establish policies, procedures and guidelines,
- C elect the Chairman in accordance with Section 10.3.4,
- D elect or provide for the appointment of other officers, agents, committees or coordinators to hold office for terms, and to have the powers and duties, specified,
- E call regular or special meetings of the Board of Review,
- F retain attorneys, agents and independent contractors and employ those persons which the Board of Review may determine are appropriate, necessary or helpful in the administration and conduct of its affairs and
- G 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.

#### 10.4.2 RULE MAKING POWERS

The Board of Review shall have the power and the duty to promulgate rules and procedures with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. The rules and procedures adopted by the Board of Review shall have the same force and effect as if they have been adopted as part of these Bylaws.

#### 10.4.3 INVESTIGATIVE AND JUDICIAL POWERS

The Board of Review may investigate and conduct hearings, make and publish decisions and orders with regard to any matter affecting Hawaiian Swimming, its status or conduct as a Local Swimming Committee or the administration of the sport of swimming in the Territory which involves:

- A Hawaiian Swimming and (1) a member or members of Hawaiian Swimming or (2) a member or members of another LSC solely with respect to conduct or events occurring within the Territory or a combination of persons described in clauses (1) and (2), or
- B only a member or members of Hawaiian Swimming, or
- C with respect to conduct or events occurring outside the Territory, (1) Hawaiian Swimming and a member or members of Hawaiian Swimming or (2) only a member or members of Hawaiian Swimming. The jurisdiction of the Board of Review is limited in the case of matters described in sections 403.2.1 of the USA Swimming Code (with regard to the original and exclusive

jurisdiction of the National Board of Review) and may be further limited to the extent provided in an order issued pursuant to section 403.2.2 of the USA Swimming Code (pertaining to certain discretionary jurisdiction of the National Board of Review).

#### 10.4.4 EXERCISE OF POWERS AND DECISIONS

Except for authority and power granted to the Chairman or the Presiding Officer, the exercise of the authority and powers of the Board of Review and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the panel, rehearing panel or the regular membership of the Board of Review. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Board of Review's authority and power shall lie solely in its discretion and the interest of justice and the sport of swimming. However, the Board of Review shall exercise its power in response to a timely Protest filed with it, subject, in appropriate circumstances, to the power and discretion of the Chairman or Presiding Officer to dismiss a Protest with permission to refile for a stated period. In connection with any preliminary investigation, the Chairman or Presiding Officer may offer the services of a Board of Review member to act as a mediator or similar positions under other alternative dispute resolution mechanisms.

#### 10.4.5 TIMELINESS OF PROTEST

The Board of Review need not exercise its jurisdiction with respect to a protest 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 Protest is received (as determined under Section 10.10), or in the case of subject matter that relates to a conviction, or actions which could be the basis of a conviction, for 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, more than five (5) years prior to that date. A determination not to exercise its jurisdiction as a result of the untimeliness of a Protest may be the subject of a request for rehearing and, thereafter, appeal to the National Board of Review pursuant to Section 10.9.

#### 10.4.6 FILING FEES

The Board of Directors or the House of Delegates may impose a schedule of generally applicable fees to be collected at the time a Protest, Request for a Rehearing or Request for Formal Hearing following and Emergency Hearing is filed with the Board of Review. If, on its own initiative or upon written request, the Board of Review determines it to be in the interest of justice and the sport of swimming, the filing fee may be waived on a case – by – case basis.

#### 10.4.7 POWER OF BOARD TO DEVISE REMEDIES AND IMPOSE PENALTIES –

##### A Remedies and Penalties

The Board of Review, after conducting such hearings as it may determine to be necessary or helpful, may, among other remedies:

- (1) dismiss the Protest with or without permission to refile;
- (2) censure or fine;
- (3) establish a period of probation;
- (4) prohibit or mandate future actions, inaction or conduct;
- (5) determine the results of, or require a rerun of, any election held by Hawaiian Swimming or any constituent element thereof;
- (6) vacate, modify, sustain, reverse, remand or stay any decision or order of a smaller panel of the Board of Review, the House of Delegates, the Board of Directors, any officer, division or committee, coordinator or official of Hawaiian Swimming;
- (7) interpret any provision of the FINA rules and regulations to the extent not pre-preempted by FINA, the USA Swimming Code (except for Part One), the USA Swimming Code of Ethics, these Bylaws, other policies, rules, regulations and procedures of USA Swimming or Hawaiian Swimming, the Amateur Sports Act of 1978, a federal law, and other applicable laws, rules and regulations and adjudicate alleged inconsistencies and claims of supremacy and invalidity;
- (8) deny, grant, suspend or restore the eligibility or right to compete of an Athlete Member of Hawaiian Swimming and USA Swimming;
- (9) deny, grant, suspend or restore membership in Hawaiian Swimming and USA Swimming for a definite or indefinite period of time, with or without terms of probation, or expel any Group Member, or Individual Member of Hawaiian Swimming and USA Swimming, including any administrator, athlete, coach, trainer, manager, meet director, official officer, Board Member, House of Delegates representative of a Group Member, coordinator or chairman or member of any committee or sub-committee;
- (10) prohibit for a definite or indefinite period of time the participation by a non-member volunteer or other person in any capacity whatsoever in the affairs of USA Swimming, Hawaiian Swimming, its Group Members or other LSCs and their Group Members;

- (11) assess costs, including any filing fee and attorneys fees and expenses, to the prevailing party or refund any filing fee paid by the prevailing party; and
- (12) any combination of any of the foregoing or any other remedies deemed appropriate in the circumstances.

**B Preliminary Hearing and Temporary Orders**

In appropriate cases, the Board of Review, after an initial investigation and/or a preliminary hearing, may make in its discretion temporary orders for the good of the sport of swimming. The temporary order may encompass any remedy or order permissible in a final decision and may include, by way of example, suspending membership, granting the right to participate or coach in a competition, permitting an athlete to compete subject to protest or offering or ordering the parties to attempt to resolve their differences pursuant to mediation or other alternative dispute resolution mechanisms prior to any hearing before the Board of Review. These orders may be made effective pending full hearings by the Board of Review or the conclusion of administrative or judicial proceedings of other bodies addressing the same or similar issues or on other terms as determined by the Board of Review. Instances in which such temporary orders might be made include cases in which a member has been indicted or otherwise formally charged with or accused of committing a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, a violation of a law specifically designed to protect minors or similar offenses. Temporary orders may not be separately appealed prior to the decision being issued in the proceeding unless the Chairman or the Chairman of the National Board of Review in their discretion grant permission to an aggrieved party to appeal the temporary orders prior to the final Board of Review decision in the matter.

**C Grounds (Reasons) for Imposition**

The Board of Review may fashion remedies and orders and impose penalties with respect to any Group or Individual Member or non-member volunteer of Hawaiian Swimming or of a Group Member (1) who has violated any of the regulations, rules, policies or procedures of Hawaiian Swimming, USA Swimming or FINA, including any of the responsibilities of membership set forth in Section 2.2, (2) who aids, abets, instigates or encourages another to violate any of such regulations, rules or policies, (3) who is responsible for any such violation by another under Section 2.2.2, (4) who has been 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 Board of Review to have committed actions which would be the basis for a conviction, or (5) who has acted in a manner which has brought, or may bring, into disrepute Hawaiian Swimming, USA Swimming or the sport of swimming.

- D Power to Impose Conditional Remedies and Penalties, Etc.  
The Board of Review may stay its decision, in whole or in part, subject to specified conditions, with the decision taking effect automatically if such conditions occur.

## **10.5 HEARINGS AND REHEARINGS GENERALLY –**

### 10.5.1 HEARINGS

- A Hearings Conducted by Chairman or Presiding Officer  
Hearings of the Board of Review shall be conducted by the Chairman or a Presiding Officer designated by the Chairman.
- B Hearing by Panel  
The Board of Review may, in the discretion of the Chairman, conduct hearings either before the full Board of Review or before panels of its members, provided that in any event each panel shall consist of at least three (3) members. A panel shall have all of the powers of the Board of Review solely with respect to matter(s) assigned to it by the Chairman.
- C Quorum of Panel  
At least three (3) members of a designated panel (or of the full Board of Review) must be present at any initial hearing before the panel and at least the lesser of the full regular membership or seven (7) regular members must be present at any rehearing.
- D Permissible Hearing Formats  
A hearing before the Board of Review may be conducted through the receipt of the procedural documents and other written statements or a hearing at which the parties may appear in person or by means of communications equipment described in Section 10.3.6 and testimony may be taken and other forms of pertinent information presented in addition to oral argument by the parties or their counsel, as determined by the Chairman or Presiding Officer. In the discretion of the Chairman or the Presiding Officer, the hearing may be conducted in part through written means and in part by testimony and oral argument.

- E Right to Counsel  
The Protestor, the Respondent and any other person participating in a hearing conducted by the Board of Review shall be entitled to be represented by counsel of their choice at their own expense.
  
- F Rules of Evidence  
Judicial rules regarding admissibility of evidence shall not apply to the Board of Review. Thus, hearsay, letters, affidavits, news media articles and reports, etc. as well as direct testimony taken from witnesses present at a hearing, are all admissible to the extent the Presiding Officer is satisfied as to the relevance and non-repetitive nature of the evidence. Similarly, claims of privilege (other than attorney-client and privileges that under applicable Federal and state laws the Board of Review is required to recognize) shall not be entertained by the Board of Review, except in extraordinary circumstances. Proper weight shall be given to each type of evidence considering the source and other common sense factors.

#### 10.5.2 REHEARINGS –

- A Circumstances Permitting; Rehearing Body  
At the request of the Protestor, the Respondent or any other interested party, any matter which was decided by a panel of less than seven (7) members may be reheard by the full Board of Review (or, if the Board of Review is larger than seven (7) members, by a panel of at least seven (7) members designated by the Chairman in his discretion). Members of the initial hearing panel may be members of the rehearing panel.
  
- B Right to a Rehearing; Discretion of Chairman  
A rehearing shall be granted as a matter of right in instances in which the original panel consisted of less than seven (7) members and the decision was not unanimous and at the discretion of the Chairman in all other instances.
  
- C Time within which a Rehearing may be Requested  
The Protestor, each Respondent or other party may request, within ten (10) Business Days of the date of receipt of the initial written decision, that the decision of a Board of Review panel be reheard.
  
- D Failure to Request a Rehearing  
A person may not appeal pursuant to Section 10.9 a decision of a panel of less than seven (7) members without first making a timely request for a rehearing.

E Decision of Chairman on Request; Notice of Rehearing

- (1) Discretionary Rehearings – With respect to request for a rehearing that are discretionary, the Chairman, in the same manner in which decisions are rendered, shall either grant or deny the request within ten (10) Business Days of the receipt of the request.
- (2) Non-Discretionary Rehearings – With respect to request for a rehearing that are not discretionary, within ten (10) Business Days of the receipt of the request, the Chairman shall schedule a rehearing.
- (3) Rehearing Notice; Affect of Inaction – In either case, the Chairman shall notify all parties to the initial hearing of the rehearing, its time and date and the method by which the rehearing will be conducted. If the Chairman does not take action within ten (10) Business Days, the decision of the panel shall be considered final and any of the parties may appeal the decision in accordance with Section 10.9.

F Fresh Start Hearing or On the Record Rehearing

The rehearing panel at the discretion of the Chairman or the Presiding Officer may conduct an entirely new hearing or may make its decision based on the record created by the initial panel supplemented by whatever written memoranda or oral argument may be requested by the Chairman or the Presiding Officer. The record shall include the Protest, the Notice of Charges, the Answer, the Rebuttal, any temporary orders or partial decisions made and the Notice of Decision, together with any additional memoranda and written evidence filed by the parties. To the extent applicable, the procedures for a formal hearing shall apply to a rehearing. See Sections 10.5.1 and 10.6.1.E.

10.5.3 CLOSED HEARINGS

Any hearing, or a part thereof, shall be closed to everyone except members of the Board of Review, the Presiding Officer, an attorney advising the Presiding Officer, the Protestor, the Respondent, any other party, their counsel and any witnesses at the request of any of the parties and may be closed at the discretion of the Chairman or the Presiding Officer as being in the best interests of justice and the sport of swimming. If a hearing is closed, the Board of Review may in its discretion direct the participants to keep the proceedings and the decision confidential and all or parts of the record of the hearing to be kept confidential by Hawaiian Swimming and USA Swimming.

#### 10.5.4 EXTENSIONS OF TIME

The general rule regarding extensions of time within which any act is required to be taken pursuant to this Article 10 appears in Section 10.3.11.

#### 10.5.5 ACCELERATED HEARING SCHEDULE

With the agreement of all parties to a hearing, the Chairman, or the Presiding Officer for the hearing may order an accelerated hearing schedule in the interest of justice and the sport of swimming.

### **10.6 HEARING PROCEDURES**

The procedures to be followed in connection with all hearings shall be as follows:

#### 10.6.1 FORMAL HEARING

##### A Protest

The Protestor shall submit to the Chairman of the Board of Review (if submitted to the General Chairman the statement is not defective, but the allowable period of time for the Notice shall not commence until the statement is received by the Chairman) a written statement setting forth a description of the action, inaction or conduct that is believed to have been improper or incorrect, and the name of the person or group believed to have acted improperly or the circumstances believed to require answers, explanation or clarification. This written statement becomes the Protest under Section 10.2.5. The Protest shall be accompanied by any filing fee due under Section 10.4.6 or by an application for waiver of the fee.

##### B Notice

Each Respondent shall be given a written notice of the Protest. This written notice becomes the Notice under Section 10.2.3. The Notice shall be sent to each respondent's last known address (determined in accordance with the provisions of Section 10.10) by certified or express mail, return receipt requested, by Federal Express, signature required, or by personal service. If the Respondent is Hawaiian Swimming or an officer, Board Member, committee or sub-committee chairman or coordinator or an official, the Notice shall be also given to the General Chairman, the Administrative Vice-chairman, and the Secretary. The Notice shall be given as soon as practical following the conclusion of any preliminary investigation made by or on behalf of the Board of Review, but in no event later than fourteen (14) Business Days (twenty (20) Business Days if advice is sought under Section 10.3.12.A) after the receipt of the Protest by the Chairman. The form of Notice shall include:

- (1) a statement in reasonable detail of the charges against each Respondent, or of the circumstances that are believed to require answers, explanation or clarification. A copy of the Protest received by the Board of Review, if any, shall be attached to the Notice;
- (2) a statement that the Respondent has the right to have counsel of his own choice to represent him, at his own expense, at any hearing;
- (3) a description of the type of hearing to be held. In the case of an in-person hearing, the Notice shall request each Respondent to appear before the Board of Review with counsel and witnesses, if any;
- (4) a date, time and location at which the hearing will be held. The date of the hearing shall be not less than thirty (30) days nor more than sixty (60) days after the date of transmission of the Notice;
- (5) a request that each Respondent answer in writing all of the charges set forth in the Notice. The Notice shall state that this answer is to be delivered at least ten (10) Business Days prior to the date of the hearing, to the Presiding Officer designed in the Notice, at the specified address, with a copy to the Protestor and the Protestor's counsel, if any, and anyone else specified in the Notice at the addresses designated in the Notice with delivery in accordance with Section 10.10.2; and
- (6) a statement of the right of appellate review (including the right, if any, to a rehearing) in the event the decision is rendered against the Respondent.

C Answer by Respondent

Each Respondent's response to the Notice and Protest shall be in writing a delivered to the Presiding Officer designated in the Notice, at least ten (10) Business Days prior to the date of the hearing, with a copy to the Protestor and his/her counsel and anyone else specified in the Notice at the addresses designated in the Notice. This written statement becomes the Answer under Section 10.2.1. The Answer shall be delivered in accordance with Section 10.10.2.

- D      Rebuttal by Protestor  
The Protestor may, but is not required to, offer a rebuttal to the Respondent's Answer. Any rebuttal shall be in writing and delivered to the Presiding Officer designated in the Notice, at least five (5) Business Days prior to the date of the hearing, with copies to each Respondent and his/her counsel at the addresses designated in the Notice. This written statement becomes the Rebuttal under Section 10.2.7. The Rebuttal shall be delivered in accordance with Section 10.10.2.
- E      Conduct of Hearing
- (1)     Generally – Hearings shall be conducted in an orderly fashion, but without regard for the formalities of traditional court room procedures. The hearing shall be conducted in a manner conducive to the establishment of the truth and the interest of fairness, justice and the sport of swimming. The Presiding Officer is responsible for keeping the parties and their counsel, if any, focused on the issues at hand and the necessary elements of proof and for enforcing the ordinal rule that not one may speak who has not been recognized by the Presiding Officer. For hearings conducted other than entirely through the receipt of written statements, the Board of Review shall cause a recording or transcription to be made of the hearing. No record of deliberation of the Board of Review need be kept and, if kept, shall not be available to anyone other than the members of the Board of Review.
  - (2)     Absence of a Party – The hearing may proceed in the absence of any party who fails to be available at the appointed time and judgment shall not be reached merely because of that person's absence. If the Presiding Officer determines that in the interest of justice and the sport of swimming, the hearing cannot proceed without the absent party, the Presiding Officer may adjourn the hearing and reschedule it for such time as the absent party can be present. Any subsequent absence may be taken into account by the Board of Review in reaching its decision.
  - (3)     Sequence – The hearing shall be opened by the recording of the place, time and date of the hearing and the presence of the members of the Board of Review, the parties, counsel, if any, and any other witnesses or observers. Each party (Protestor first, Respondent second) may then present a brief opening statement setting forth the party's view of the issues in dispute the relief sought and what they hope to prove by the presentation of evidence. The Protestor's

claims, evidence and witnesses shall be presented. The Respondent's defenses, claims, evidence and witness shall then be presented. In the discretion of the Presiding Officer, the Protestor may then be allowed to rebut any testimony or evidence presented by the Respondent after the Respondent's initial presentation. In the discretion of the Presiding Officer, the Respondent may be permitted to rebut any testimony or evidence presented by the Protestor during the Protestor's rebuttal presentation. Finally, each party (in the same order) shall be entitled to make a brief summation of that party's case.

- (4) Rules of Evidence, Witnesses' Testimony – The rules of evidence governing the hearing are set forth in Section 10.5.1.F. Each witness may present testimony initially either in the form of questions and answers between the witness and counsel or in uninterrupted narrative. The Presiding Officer and the members of the Board of Review may question any person at any time during the hearing. Thus, for example, in an exercise of discretion, the Presiding Officer could call a witness who has not yet been called or whom no party intended to call and propound questions to, or elicit narrative testimony from, that witness. Witnesses shall be subject to cross examination by the other party and to questioning by the Presiding Officer and members of the Board of Review. All parties will be expected to be available for questioning by the Board of Review, whether or not they may have given other testimony at the hearing.
- (5) Variance of Procedures – The Presiding Officer shall have wide discretion to vary these procedures in the interest of justice, the sport of swimming and efficiency, but in doing so shall afford all parties a full and substantially equal opportunity to present any material or relevant proofs. A hearing may be adjourned by the Presiding Officer at the request of a party or on the Presiding Officer's initiative where an adjournment will serve the interest of fairness, justice and the sport of swimming. If a hearing is adjourned, the continuance shall be scheduled for any early date of mutual convenience, but in the discretion of the Presiding Officer. Justice and the sport of swimming ordinarily will be best served by an expeditious resumption and conclusion to the hearing.

- F Decision of Board of Review  
The decision of the Board of Review may be rendered at the time of the hearing and, if not so rendered, as soon as possible thereafter and in no event more than ten (10) Business Days after the conclusion of the hearing. The decision shall include findings of facts and statement of remedies ordered or penalties imposed, if any, and a statement setting forth the rights of the parties to appeal the decision. The decision shall be in writing, or in case of a decision rendered at the hearing, reduced to writing promptly, and delivered to the Protestor, each Respondent, their respective counsel, any other party to the proceeding, the General Chairman and the Secretary of Hawaiian Swimming, the Chairman of the National Board of Review and the General Counsel of USA Swimming in accordance with Section 10.10.2.

#### 10.6.2 EMERGENCY HEARING –

- A Reasons for Emergency Hearing  
When compliance with the formal hearing procedures would be likely not to produce a sufficiently early decision to provide justice to the affected parties or to be in the best interest of the sport of swimming, the Board of Review is authorized to summarily hear and decide any matter relating to a scheduled competition or other matter of similar urgency.
- B Notice of Emergency Hearing  
Each Respondent shall be given such notice of the hearing as time and circumstances may reasonably dictate. The notice may be oral or in writing, and shall substantially comply with the notice requirements set forth in Section 10.2.3 insofar as the emergent nature of the issue permits.
- C Conduct of Emergency Hearing  
The hearing may be conducted at any location likely to contribute to expeditious resolution of the Protest, including the site of a swimming competition, but in any event under such circumstances so as to fairly protect the right of procedural due process of the Respondent. All or some of the participants in the hearing may participate by telephone conference equipment. If at least three (3) members of the Board of Review are not available due to time constraints, the Chairman, the Vice-chairman or the General Chairman is authorized to appoint one or more Individual Members to serve as the Board of Review solely for the purpose of conducting this emergency hearing. The hearing shall substantially comply with the hearing procedures set forth in Section 10.6.1.E insofar as the emergent nature of the hearing permits.

D Decision of Board of Review

The decision of the Board of Review shall be rendered at the time of the hearing or as soon as possible thereafter in keeping with the emergent circumstances. The decision shall include findings of facts and a statement of remedies ordered, if any, and a statement of the right to request a subsequent formal hearing. The decision shall be in writing, or in case of a decision rendered orally at the hearing, reduced to writing within ten (10) Business Days thereafter and delivered to the Protestor, the Respondent, their counsel, any other parties to the proceeding, the Chairman, the General Chairman and the Secretary of Hawaiian Swimming, the Chairman of the National Board of Review and the General Counsel of USA Swimming in accordance with Section 10.10.2.

E Right to Subsequent Formal Hearing

If either the Protestor or the Respondent shall deliver to the Chairman a written request for a further hearing within ten (10) Business Days of the date of receipt of the written decision resulting from the emergency hearing, a formal hearing shall be held as a new proceeding in accordance with Section 10.6.1, as though the emergency hearing had not taken place. Failure to make this request in a timely manner shall preclude the aggrieved party from making an appeal as provided in Section 10.9.

10.6.3 STAY OF DECISION PENDING APPEAL

The Board of Review shall have the authority and discretion, but not the duty, to stay its decision, in whole or in part, subject to specified conditions, during the time allowed to demand a further hearing after an emergency hearing, a rehearing or to appeal as provided in Section 10.9, with the decision going into effect automatically if those conditions occur or if no demand or appeal is filed during the allowable period or as such time as a perfected appeal is terminated without the decision being modified by the appellate authority.

10.6.4 EXTENSIONS OF TIME

The general rule regarding extensions of time within which any act is required to be taken pursuant to this Article 10 appears in Section 10.3.11. Nevertheless, the time within which the Notice required by Section 10.2.3 must be transmitted may not be extended without the consent of the Protestor or the USA Swimming General Counsel.

**10.7 FINALITY OF BOARD OF REVIEW DECISIONS**

Except as otherwise provided in this Article 10 with regard to rehearings, appeals and emergency hearings or in Article Nine of the Constitution of the United States Olympic Committee and in Chapter Nine of its bylaws with respect to binding

arbitration in disputes involving the rights of certain individuals to participate in competition, the decision of the Board of Review shall be final in all cases.

#### **10.8 FULL FAITH AND CREDIT TO BOARD OF REVIEW DECISIONS**

Final decisions of the Board of Review of other Local Swimming Committee or the National Board of Review shall, where relevant and necessary, be recognized and fully enforced by Hawaiian Swimming. Those final decisions may not be attacked or reopened in any proceedings before the Hawaiian Swimming Board of Review other than one seeking enforcement of that decision.

#### **10.9 APPEAL FROM BOARD OF REVIEW DECISIONS**

Except to the extent that any appeal is precluded by Sections 10.5.2.D or 10.6.2.E, any person, including the Protestor and the Respondent, having an actual direct interest in any matter decided by the Board of Review under this Article may appeal the decision to the National Board of Review. An appeal must be taken within thirty (30) Business Days from the date of the written notice of the decision of the Board of Review. The appeal to the National Board of Review must be in writing, timely filed with the USA Swimming Executive Director and accompanied by the appellate filing fee established by USA Swimming. Upon timely request to the Chairman of the National Board of Review and upon a showing of good cause, the time for appeal from the decision of the Board of Review may be extended.

#### **10.10 NOTICE TO HEARING PARTICIPANTS, TRANSMISSION OF DOCUMENTS AND DETERMINATIONS OF TIMELINESS –**

##### **10.10.1 NOTICE TO HEARING PARTICIPANTS WHO ARE MEMBERS OF HAWAIIAN SWIMMING –**

- A Hawaiian Swimming Members Generally  
In each case, where notices or other hearing-related documents are to be delivered to a member of Hawaiian Swimming, it shall be sufficient to deliver the notice or other document to the member's last known address in accordance with Section 16.1.5.
- B Minors  
In the case of notices directed to Hawaiian Swimming members less than eighteen (18) years of age on the date of the alleged infraction (determined by reference to the member's latest registration application), a second copy shall be sent by registered mail with delivery restricted to the child's parent or guardian at the same address or such other address as can reasonably be ascertained.

#### 10.10.2 METHODS OF TRANSMISSION OF HEARING RELATED DOCUMENTS

With the exception of the Notice (see Sections 10.2.3 and 10.6.2.B), all documents transmitted pursuant to this Article 10 shall be transmitted to each of the parties, their respective counsel, if any, the Presiding Officer and anyone else specified in the Notice. Documents shall be delivered to the person specified at the addresses specified in the Notice or later documents or as determined in accordance with Section 10.10. Documents may be delivered by any of the following methods of service: by personal service, by certified or express mail, return receipt requested, by Federal Express, signature required, by electronic mail or facsimile transmission with receipt of the transmission confirmed orally or by other methods of transmission permitted by this paragraph.

#### 10.10.3 DETERMINATIONS OF TIMELINESS

The rules provided in Section 16.1.5 shall apply in the determination of the timeliness of any notice or other action under this Article 10.

### **ARTICLE 11 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION**

#### **11.1 NON-PROFIT AND CHARITABLE PURPOSES**

As stated in Section 1.2, Hawaiian Swimming 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, Hawaiian Swimming 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 Hawaiian Swimming 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.

#### **11.2 DEDICATION OF ASSETS, ETC.**

The revenues, properties and assets of Hawaiian Swimming are irrevocably dedicated to the purposes set forth in Sections 1.2 and 11.1 of these Bylaws. Not part of the net earnings, properties or assets of Hawaiian Swimming shall inure to the benefit of any private person or any member, officer or director of Hawaiian Swimming.

#### **11.3 AMENDMENTS**

Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds vote of the members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Legislation Sub-committee. These

By-laws 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 Code of Rules and Regulations are amended to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless Hawaiian Swimming shall have requested permission of the USA Swimming Legislation Sub-committee not to have such amendment take effect with respect to these Bylaws.

#### **11.4 DISSOLUTION**

Hawaiian Swimming 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 Hawaiian Swimming shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of Hawaiian Swimming, but shall be distributed to United States Swimming, Inc., to be used exclusively for education or charitable purposes. If United States Swimming, Inc., 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 Hawaiian Swimming 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 12 INDEMNIFICATION**

#### **12.1 INDEMNITY**

Hawaiian Swimming 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 Hawaiian Swimming, 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 Hawaiian Swimming specified in Section 12.3 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. Hawaiian Swimming 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.

#### **12.2 EXCLUSION**

The indemnification provided by this Article 12, 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 Code of Ethics 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 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.

### **12.3 INDEMNIFIED PERSONS**

As used in this Article 12, “Indemnified Person” shall mean any person who is or was a Board Member, Board of Review Chairman, Vice-chairman, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chairman or member, coordinator, administrator, volunteer, employee or agent of Hawaiian Swimming, or is or was serving at the direct request of Hawaiian Swimming as a director, officer, Group Member Representative, meet director, official, coach, committee chairman or member, coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.

### **12.4 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 Hawaiian Swimming in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to Hawaiian Swimming’s obligation to indemnify, Hawaiian Swimming 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 Hawaiian Swimming determines that there is reasonable doubt as to such person’s ability to make any repayment, Hawaiian Swimming 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 Hawaiian Swimming 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.

### **12.5 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 13  
PARLIAMENTARY AUTHORITY**

**13.1 ROBERT'S RULES**

The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern Hawaiian Swimming 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 Hawaiian Swimming, the House of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.

**13.2 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.

**13.3 SPECIAL RULES OF ORDER**

THIS SECTION IS RESERVED FOR FUTURE USE.

**ARTICLE 14  
PERMANENT OFFICE AND STAFF**

THIS ARTICLE IS RESERVED FOR FUTURE USE.

**ARTICLE 15  
MISCELLANEOUS**

**15.1 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 Hawaii become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

**15.2 FISCAL YEAR**

The fiscal year of Hawaiian Swimming shall end on December 31st of each year.

**15.3 TAX STATUS; INTERPRETATION OF BYLAWS**

It is intended that Hawaiian Swimming 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 Hawaiian Swimming shall have that or similar status under the

applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

## **ARTICLE 16 DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION**

### **16.1 CONVENTIONS AND RULES OF INTERPRETATION –**

#### **16.1.1 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.

#### **16.1.2 CAPITALIZED TITLES**

Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to Hawaiian Swimming positions and not to USA Swimming or another organization.

#### **16.1.3 PRINCIPAL RULE OF INTERPRETATION**

The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 15.3.

#### **16.1.4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 10**

Article 10 shall be interpreted generously in order to achieve the intent expressed in Section 10.1.

#### **16.1.5 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 Hawaiian Swimming 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 Hawaiian Swimming shall be the address given in the latest application for registration or membership in Hawaiian Swimming and USA Swimming filed with the Membership/Registration Coordinator, or the address given in written notice of change of residence filed with that Coordinator. In all other cases the records maintained by the Secretary of Hawaiian Swimming shall be used to ascertain the last known address.

#### 16.1.6 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.

#### 16.1.7 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.

### 16.2 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 to 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 definitions applicable solely to Article 10 are set forth in Section 10.2. For an additional definition applicable solely to Article 12, see Section 12.3:

- 16.2.1 “Active Individual Member” shall mean an individual other than a Coach Member, or an Athlete Member or a Seasonal Athlete Member who is a

trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chairman or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of Hawaiian Swimming or the sport of swimming and who is in good standing as an Individual Member of Hawaiian Swimming and USA Swimming. (See Section 2.1.2.C.)

- 16.2.2 “Affiliated Group Member” shall mean any organization which supports the sport of swimming and the objectives and programs of Hawaiian Swimming and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of Hawaiian Swimming and USA Swimming, and which is neither a Club Member of Hawaiian Swimming. (See Section 2.1.1.B.)
- 16.2.3 “Affiliated Group Member Representative” shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates. (See Section 4.1.1.)
- 16.2.4 “Affiliated Individual Member” shall mean any individual interested in the objectives and programs of Hawaiian Swimming who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of Hawaiian Swimming and USA Swimming and who is not an Active Individual, Athlete or Coach Member. (See Section 2.1.2.D.)
- 16.2.5 “Article” shall mean the principal subdivision of these Bylaws.
- 16.2.6 “At-Large Board Member” shall mean those Board Members designated as such. (See Section 5.2.)
- 16.2.7 “At-Large House Member” shall mean the Individual Members appointed by the General Chairman to be members of the House of Delegates. (See Section 4.1.2.)
- 16.2.8 “Athlete Member” shall mean any individual 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 Hawaiian Swimming and USA Swimming. (See Section 2.1.2.A.)
- 16.2.9 “Athlete Representative” shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors pursuant to Section 4.1.3.

- 16.2.10 “Board Member” shall mean a member of the Board of Directors, including the At-Large Board Members. Where the contexts requires, the term not include the Athlete Representatives or the Coach Representatives.
- 16.2.11 “Board of Directors” shall mean the Board of Directors of Hawaiian Swimming.
- 16.2.12 “Board of Review” shall mean the investigative and judicial body of Hawaiian Swimming established pursuant to Section 10.3.
- 16.2.13 “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.
- 16.2.14 “Bylaws” shall mean these bylaws as adopted by, and in effect for, Hawaiian Swimming.
- 16.2.15 “Club” shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- 16.2.16 “Club Member” shall mean any club or other organization which is in good standing as a Group Member of Hawaiian Swimming 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 Hawaiian Swimming and USA Swimming. (See Section 2.1.1.A.)
- 16.2.17 “Club Member Representative” shall mean the individual appointed to represent a Club Member in the House of Delegates pursuant to Section 4.1.1.
- 16.2.18 “Club Safety Coordinator” shall mean the Active Individual Member or Coach Member designated by each Club Member to serve as its liaison with Hawaiian Swimming and USA Swimming concerning safety matters. (See Section 2.2.3.)
- 16.2.19 “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 Hawaiian Swimming and/or USA Swimming and who is in good standing as a member of Hawaiian Swimming and USA Swimming. (See Section 4.1.4.)
- 16.2.20 “Coach Representative” shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors. (See Section 4.1.4.)

- 16.2.21 “Executive Committee” shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings. (See Section 5.7.)
- 16.2.22 “FINA” shall mean the Federation Internationale de Natation Amateur, the international governing body for the sport of swimming.
- 16.2.23 “Group Members” shall mean Club Members and Affiliated Group Members.
- 16.2.24 “Group Member Representative” shall mean the individual appointed to represent a Group Member in the House of Delegates. (See Section 4.1.1.)
- 16.2.25 “Hawaiian Swimming” shall mean the Hawaii not-for-profit corporation to which these Bylaws pertain.
- 16.2.26 “House of Delegates” shall mean the House of Delegates of Hawaiian Swimming as established by Article 4 of these Bylaws.
- 16.2.27 “Immediate Past General Chairman” shall mean the individual who is the immediate past General Chairman of Hawaiian Swimming, except when that person became immediate past General Chairman by virtue of the House of Delegates taking action pursuant to Section 4.4.10, the Board of Directors taking action pursuant to Section 5.6.12 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chairman shall serve the duration of the successor General Chairman’s term. If the office of Immediate Past General Chairman 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 Chairman.
- 16.2.28 “Individual Members” shall mean Athlete Members, Coach Members, Active Individual Members, Life Members and Affiliated Individual Members.
- 16.2.29 “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 the reunder.
- 16.2.30 “Life Member” shall mean any individual who is a life member of USA Swimming and Hawaiian 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 Hawaiian Swimming and USA Swimming. (See Section 2.1.2.F.)

- 16.2.31 “Local Swimming Committee” or “LSC” shall have the meaning ascribed thereto in the USA Swimming Code. Hawaiian Swimming is a Local Swimming Committee.
- 16.2.32 “Member” shall mean a Group Member or an Individual Member.
- 16.2.33 “National Board of Review” shall mean the Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Code. 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.
- 16.2.34 “Nominating Committee” shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of Hawaiian Swimming. (See Section 4.8.)
- 16.2.35 “Policies and Procedures Manual” shall mean the Policies and Procedures Manual of Hawaiian Swimming, as amended, adopted by the Board of Directors or the House of Delegates. If Hawaiian Swimming does not have a Policies and Procedure Manual, then the reference shall mean the relevant meeting minutes, orders and resolutions of Hawaiian Swimming.
- 16.2.36 “Parliamentary Authority” shall mean the authority and any special rules of order designated in Article 13.
- 16.2.37 “Seasonal Athlete Member” shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of Hawaiian Swimming and USA Swimming. (See Section 2.1.2.E.)
- 16.2.38 “Section” shall mean the subdivisions of the Articles of these Bylaws.
- 16.2.39 “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 4.1.3.
- 16.2.40 “Senior Coach Representative” shall mean the Coach Representative senior in term of office. (See Section 4.1.4.)
- 16.2.41 “Standing Committee” shall mean a committee of Hawaiian Swimming listed in Sections 7.1, 7.2 or 7.3.

- 16.2.42 “Territory” shall mean the geographic territory over which Hawaiian Swimming has jurisdiction as a Local Swimming Committee. (See Section 1.3.)
- 16.2.43 “USA Swimming” shall mean United States Swimming, Inc., an Ohio not-for-profit corporation which is the national governing body for the United States for the sport of Swimming.
- 16.2.44 “USA Swimming Board of Directors” shall mean the Board of Directors of USA Swimming.
- 16.2.45 “USA Swimming Code” shall mean the code of rules and regulations as adopted and amended by USA Swimming.
- 16.2.46 “USA Swimming House of Delegates” shall mean the House of Delegates of USA Swimming.
- 16.2.47 “USA Swimming Legislation Committee” shall mean the Legislation Committee of USA Swimming created pursuant to Article 512 of Part Five of the USA Swimming Code. Note: As of the rewriting of these Bylaws, the Legislation Committee is now known as the Rules and Regulations Committee.
- 16.2.48 “USA Swimming Legislation Sub-committee” shall mean the sub-committee of the Legislation and Redistricting Committee of USA Swimming created pursuant to Section 6202 of Part Six-C of the USA Swimming Code. (See Note in 16.2.47)

Original Bylaws passed 11/10/1998

Bylaws rewritten with amendments 09/15/2005

Changes proposed at Board of Directors: 09/10/2006 for presentation to House of Delegates for vote: 10/15/2006 (meeting postponed due to earthquake); accepted on 10/21/2006.

Amended: April 14, 2007 (change of term of office and fiscal year)

Amended: September 29, 2007 by act of USA Swimming House of Delegates (representation of athletes on Board of Review)

Amended: January 13, 2008 (use of secure electronic means for voting [4.13, 4.13.1, 5.16, 5.16.1] and new elections process [6.2.1])