POTOMAC VALLEY SWIMMING, INC.

BYLAWS

Approved by the PVSI HOD on 11/18/2019

Approved by USA Swimming on 12/10/2019

Updated to Conform to USA Swimming Mandated Changes on 11/19/2020

Updated to Conform to USA Swimming Mandated Changes on 10/21/2022

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

ARTICLE 1
NAME, OBJECTIVES, TERRITORY AND JURISDICTION

1.1 NAME - The name of the corporation shall be Potomac Valley Swimming, Inc. (PVSI).

1.2 OBJECTIVES - The objectives and primary purpose of PVSI shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. PVSI shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of World Aquatics, USA Swimming, and PVSI and its Articles of Incorporation.

1.3 GEOGRAPHIC TERRITORY - The geographic territory of PVSI is as set forth in Article 603 of the USA Swimming Rules and Regulations.

1.4 JURISDICTION - PVSI shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USA Swimming to conduct swimming programs consistent with PVSI's objectives and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USA Swimming Rules and Regulations*)*. PVSI shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.

1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS - PVSI shall comply with all agreements between PVSI and USA Swimming.

ARTICLE 2
MEMBERSHIP

2.1 MEMBERS - The membership of PVSI shall consist of the clubs, organizations and individuals who have registered with PVSI as set forth in the USA Swimming Corporate Bylaws, including the optional categories of seasonal athlete membership, flex membership, and single event open water athlete membership.

.1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of PVSI and USA Swimming.

.2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in PVSI and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the National Board of Review or the U.S. Center for SafeSport in accordance with the National Board of Review procedures, pursuant to of the USA Swimming Operating Policy Manual.

2.2 MEMBERS' RESPONSIBILITIES

.1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and PVSI, including its obligations and responsibilities set forth in these Bylaws.

.2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming Corporate Bylaws, may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or PVSI, including its responsibilities as set forth in these Bylaws.

ARTICLE 3
DUES AND FEES

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

3.2 SANCTION, APPROVAL AND OTHER FEES

.1 SANCTION AND APPROVAL FEES - The PVSI Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.

.2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the PVSI Board of Directors may establish a reasonable service charge consistent with the nature of the event.

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

.4 FINES - The PVSI Board of Directors may establish fines for noncompliance with policies adopted by the PVSI House of Delegates and/or the Board of Directors.

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

ARTICLE 4
HOUSE OF DELEGATES

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

.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 PVSI 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 PVSI and signed by the chief executive officer or secretary of the appointing Group Member. The representatives of any Group Member are required to be Individual Members of USA Swimming.

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

.3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.

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

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

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

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

.1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AND AT-LARGE HOUSE MEMBERS -

Each of the Group Member Representatives, the Board Members, the At-Large House Members shall have both voice and vote in meetings of the House of Delegates.

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

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

.1 Elect the officers, Athlete Board Representatives, Coach Representative(s), At-large Board Members and Members of the Administrative Review Board, and the committee chairs/coordinators as designated in Articles 6 and 7.

.2 Elect the members of the Governance Committee;

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

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

.5 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;

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

.7 Amend the Bylaws of PVSI in accordance with Section 9.3; and

.8 Remove from office any persons elected by the House of Delegates (Board Members, members of the Administrative Review Board, or committee chairs 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 National Board of Review for any of the reasons set forth in the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual. However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations

4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of PVSI shall be held in the spring. Regular meetings of the House of Delegates will be held in accordance with a schedule adopted by the Board of Directors.

4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least five (5) group members of the House of Delegates.

4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and place, including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such meeting. All in-person meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates. All meetings conducted via telecommunications shall include means by which all persons participating in the meeting can hear each other at the same time and which ensures all votes duly cast by voting members are officially recorded.

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

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

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

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

4.13 NOTICES

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

.2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 5
BOARD OF DIRECTORS

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

.1 General Chair
.2 Administrative Vice-Chair/Secretary
.3 Finance Vice-Chair
.4 Coach Representatives (2)
.5 Athlete Board Representatives (2)
.6 Senior Vice-Chair
.7 Age Group Vice-Chair
.8 Safe Sport Chair
.9 Operations Vice Chair
.10 Diversity, Equity & Inclusion Chair
.11 Officials Representative
.12 Treasurer – non-voting (The PVSI Bookkeeper will serve as the Treasurer)
.13 At-Large Athlete Board Members [as needed]

5.2 AT-LARGE BOARD MEMBERS - A sufficient number of athlete members shall be elected as At-Large Board Members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Board Representatives). The Athlete At-Large Board Members shall meet the same requirements and be elected at the same time and place as the Athlete Board Representatives set forth in Section 6.2.1. The Athlete At-Large Board Members shall hold office from September 1 after their election through August 31 of the following year, or until their successors are elected.

5.3 EX-OFFICIO MEMBERS - - The following persons shall be ex-officio members of the Board of Directors: Immediate Past General Chair.

5.4 LIMITATIONS -

.1 No employee of PVSI may serve as a voting member of the Board of Directors.

5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and individuals shall be as follows:

.1 BOARD MEMBERS - Each Board Member (other than the ex-officio member and those designated in 5.1 as non-voting) shall have both voice and vote in meetings of the Board of Directors and its committees.

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

.3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer.

5.6 DUTIES AND POWERS - The Board of Directors shall act for PVSI and the House of Delegates during the

intervals between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative Review Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

.1 Establish and direct policies, procedures and programs for PVSI;

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

.3 Elect Athlete At-Large Board Members if they are not elected in a timely fashion;

.4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the PVSI Policies and Procedures;

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

.6 Approve the annual review/audit;

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

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

.9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the PVSI Policies and Procedures or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

.10 Remove from office any Board Members, committee chairs, or committee members or coordinators of PVSI who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National Board of Review for any of the reasons set forth. The National Board of Review procedures, pursuant of the USA Swimming Operating Manual. However, no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days' written notice specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.

5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.

5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may participate in meetings of the Board of Directors through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

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

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

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

5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders

and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days' written notice.

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

5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.

5.15 MAIL/EMAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

5.16 NOTICES -

.1 TIME - Not less than six (6) days' written notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)

.2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose.

ARTICLE 6
OFFICERS AND DIRECTORS

6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting.

.1 General Chair – elected in odd years
.2 Administrative Vice-Chair/Secretary – elected in even years
.3 Finance Vice-Chair – elected in odd years
.4 Senior Vice-Chair - elected in odd years
.5 Age Group Vice-Chair - elected in even years
.6 Operations Vice-Chair – elected in even years
.7 Treasurer (this non-voting position is filled by staff and not elected by the House of Delegates)

6.2 OTHER DIRECTORS

.1 ATHLETE BOARD REPRESENTATIVES -

Two (2) Athlete Board Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. At the time of election, the Athlete Board Representative must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing, or have competed within the) two (2) immediately preceding years, in a USA Swimming sanctioned event conducted by PVSI or another LSC; and (d) have their place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The balloting shall take place via electronic vote and/or 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. At least twenty (20) days' written notice of the election shall be given to all clubs. The Athlete Representatives elected shall be determined by a majority of the Athlete Members in good standing, present, and voting who are thirteen (13) years of age or older.

.2 COACH REPRESENTATIVES

Two (2) Coach Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. The election of the Coach Representatives shall be conducted via electronic vote and/or at a meeting called for that purpose by the Senior Coach Representative, or the Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board of Directors. At least twenty (20) days' written

notice of the election shall be given to all clubs.

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

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

(1) Safe Sport Chair (elected in even years)
(2) Diversity, Equity & Inclusion Chair (elected in odd years).

B. The following Board members shall be elected as follows:

(1) The Officials Representative shall be elected by all certified PVSI Officials in accordance with PVSI Policies and Procedures.
(2) The Athlete-at-Large Board members shall be elected at the same time and in the same manner as the Athlete Board Representatives.

6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with PVSI and USA Swimming shall be eligible to hold office and must maintain their eligibility throughout their term of office. Any individual who has served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or USA Swimming's Safe Sport program (unless that period of ineligibility was later entirely overturned) will be deemed ineligible to serve.

6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have one vote, regardless of the number of positions held by such Member. Any individual who has served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or USA Swimming's Safe Sport program (unless that period of ineligibility was later entirely overturned) will be deemed ineligible to serve.

6.5 OFFICES SPLIT OR COMBINED -

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

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

6.6 TERMS OF OFFICE -

.1 TERM OF OFFICE - Except as provided otherwise in these Bylaws, the terms of office of all members of the Board of Directors shall be two years.

.2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office on September 1 following the election or appointment and shall serve until a successor is chosen.

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

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

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

6.9 VACANCIES AND INCAPACITIES -

.1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the

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

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

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

6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.8 and 5.6.10 of these Bylaws.

6.11 OFFICERS' POWERS GENERALLY -

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

.2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as prescribed in the PVSI Policies and Procedures or by the House of Delegates, the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.

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

6.12 DEPOSITORIES AND BANKING AUTHORITY -

.1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of PVSI shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors determines.

.2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of PVSI shall be signed by the General Chair, the Treasurer or other officer or officers or agent or agents of PVSI, and in the manner, as shall be determined by the Finance Vice-Chair, the Finance Committee or the Board of Directors.

ARTICLE 7
DIVISIONS, COMMITTEES AND COORDINATORS

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

.1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair (Secretary)
.2 AGE GROUP DIVISION - Age Group Vice-Chair
.3 SENIOR DIVISION - Senior Vice-Chair
.4 FINANCE DIVISION - Finance Vice-Chair
.5 OPERATIONS DIVISION – Operations Vice-Chair
.5 ATHLETES DIVISION - Senior Athlete Representative
.6 COACHES DIVISION - Senior Coach Representative

7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

.1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board members, but are elected by the House of Delegates, a committee or division, are as follows: [reserved for future use]

.2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently held.

.3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division chair. The appointed committee chair or coordinator shall assume office upon appointment, or the date designated by the General Chair and shall serve until a successor is appointed and assumes office.

7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in these Bylaws or the PVSI Policies and Procedures, members of each committee shall be appointed by the General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete representatives of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Board Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every committee. The division chair shall be an ex-officio member, with voice and vote, of each committee within the respective division.

7.4 STANDING COMMITTEES & COORDINATORS

.1 ATHLETES COMMITTEE -

A. CHAIR - The Senior Athlete Board Representative or their designee shall be the chair of the committee.

B. MEMBERS - The Athletes Committee shall consist of the Athlete Board Representatives, the Athlete At-Large Board members and up to eight additional Athlete Representatives appointed by the General Chair with the advice and consent of the Board of Directors.

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

.2 FINANCE COMMITTEE -

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

B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, Treasurer, at least two non-athlete members and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

C. DUTIES -

(1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of PVSI'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 PVSI's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.

(2) To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of PVSI. If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.
(3) To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
(4) To consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request. The proposed budget may contain alternatives.
(5) To complete and submit any state and local reports and filings.

.3 GOVERNANCE COMMITTEE -

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

B. MEMBERS –The Governance Committee shall be elected by the House of Delegates and shall comprise at least 5 members, with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee. No more than one half of the Committee shall be members of the PVSI Board of Directors. If any member of the Governance Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair or paid staff serve on the Governance Committee. Members shall serve two-year terms, staggered so that approximately one-half of the members are elected each year. After completion of three consecutive terms, members are not eligible to be elected or appointed to the Governance Committee until after a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation.

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

D. DUTIES
(1) To lead in the annual evaluation of the mission and vision statement of PVSI;
(2) To lead in the annual evaluation of the Bylaws of PVSI;
(3) To lead in the biennial review of all PVSI governance documents
(4) To aid in the development of operating policies and procedures;
(5) To ensure that the Board's focus remains on the strategic plan;
(6) To lead in the development and review of the job descriptions of Board members;
(7) To lead Board succession planning by assessing current and anticipated needs of the Board;
(8) To lead in the identification and recruitment of potential Board members;
(9) To nominate Board members, Administrative Review Board members, Governance Committee members (when elected) and other coordinator or chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed;
(10) To publish the slate of candidates to the PVSI membership at least twenty (20) days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;
(11) To design and implement Board and Chair orientation and onboarding; and,
(12) To design and implement an ongoing program of Board and Chair education and development.

.4 OPERATIONAL RISK COMMITTEE

A. CHAIR - The chair shall be the Operational Risk Committee Chair.

B. MEMBERS - The Committee shall be comprised of the Operational Risk Committee Chair, at least three members including at least one coach with a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

C. DUTIES - The duties shall be as outlined in the PVSI Policies and Procedures.

.5 EXECUTIVE COMMITTEE

A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the Board of Directors and PVSI between meetings of the Board and the House of Delegates. Limitations to the authority and power of the Executive Committee shall be determined by the Board of Directors and included in the PVSI Policies and Procedures.

B. MEMBERS - The members of the Executive Committee shall be the

(1) General Chair, who shall act as chair,
(2) Administrative Vice-Chair,
(3) Senior Vice-Chair
(4) Age Group Vice-Chair
(5) Finance Vice-Chair,
(6) Senior Coach Representative,
(7) Senior Athlete Board Representative, and
(8) Junior Athlete Board Representative.

C. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of five (5) days' notice required.

D. QUORUM - A quorum of the Executive Committee shall consist of a majority of the members of the Committee.

E. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of Directors, the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

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

.1 Preside at all meetings of the respective division, committee or subcommittee;

.2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in their charge are properly and promptly carried out;

.3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the coordinator or division or committee, respectively;

.4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and the staff keep them fully informed;

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

.6 Perform the other specific duties listed in PVSI's Policies and Procedures or as may be delegated by the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.

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

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

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

any matter deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.

7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and vote in their respective meetings.

7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.

7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a meeting of the committee or through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

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

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

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

7.15 NOTICES

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

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

7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.

7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.

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

7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the PVSI Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or deliberations.

ARTICLE 8
ANNUAL AUDIT, REPORTS AND REMITTANCES

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

ARTICLE 9
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

9.1 NON-PROFIT AND CHARITABLE PURPOSES - - PVSI 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, PVSI 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 PVSI or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.

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

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

9.4 DISSOLUTION - PVSI may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of PVSI shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of PVSI, but shall be distributed to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of PVSI shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE 10
INDEMNIFICATION

10.1 INDEMNITY - PVSI 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 PVSI, 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 PVSI specified in Section 10.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. PVSI may, to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

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

10.3 INDEMNIFIED PERSONS - As used in this Article 10, “Indemnified Person” shall mean any person who is or was a Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of PVSI, or is or was serving at the direct request of PVSI as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator, volunteer, employee or agent of another person or entity involved with

the sport of swimming.

10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by PVSI in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to PVSI's obligation to indemnify, PVSI may require an undertaking from the Indemnified Person obliging them to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if PVSI determines that there is reasonable doubt as to such person's ability to make any repayment, PVSI 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 PVSI to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

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

ARTICLE 11
PARLIAMENTARY AUTHORITY

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

ARTICLE 12
MISCELLANEOUS

12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State of Maryland become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

12.2 FISCAL YEAR - The fiscal year of PVSI shall end on the last day of August.

12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that PVSI 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 PVSI shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

ARTICLE 13
ADMINISTRATIVE REVIEW BOARD

13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 2.2 and the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, PVSI has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within PVSI which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct that may bring USA Swimming, PVSI or the sport of swimming into disrepute. This Article, together with the National Board of Review procedures, pursuant to the USA Swimming Operating Policy

Manual,is intended to provide a fair hearing before a group of independent and impartial people. This Article and the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual shall be construed accordingly.

13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

.1 Establishment - The Administrative Review Board of PVSI shall be independent and impartial.

.2 Members - The Administrative Review Board shall have at least five (5) and no more than ten (10) members, with a sufficient number of Athlete Representatives to constitute at least 20% of the voting membership. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of Athlete Representatives to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular members upon the expiration of the term of office of any incumbent members.

.3 Election; Term of Office; Eligibility -

A. Election - The House of Delegates shall biennially elect regular members of the Administrative Review Board:

B. Term of Office - The term of office shall be two (2) years. Each member shall assume office upon election and shall serve until a successor takes office.

C. Eligibility - Each regular member of the Administrative Review Board shall be an Individual Member of PVSI and USA Swimming. In no case shall members of the Board of Directors serve on the Administrative Review Board.

.4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the Administrative Review Board, each of whom must be regular members.

.5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to the Administrative Review Board.

.6 Participation Through Communications Equipment - Members of the Administrative Review Board may participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting or hearing.

.7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%) of its regular members.

.8 Resignations - Any regular member of the Administrative Review Board may resign by submitting a written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.

.9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer becomes incapacitated shall be in accordance with 6.9.

.10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses themselves or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or failing that, the General Chair) shall appoint an alternate to act in the regular member's place in respect of that circumstance.

13.3 GENERAL -

.1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
B. establish policies, procedures and guidelines,
C. elect the Chair,
D. call regular or special meetings of the Administrative Review Board,
E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and
F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

.2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of PVSI with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.

.3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.

.4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the National Board of Review in accordance with the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual.

ARTICLE 14
CONVENTIONS AND DEFINITIONS

14.1 CONVENTIONS -

.1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term "or" shall be interpreted as though it were "and/or". Captions have been used for convenience only and shall not be used in interpreting the Bylaws.

.2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to PVSI positions and not to USA Swimming or another organization.

.3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -

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

B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address shall be deemed given or delivered for all purposes under these Bylaws.

C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email address of a member of PVSI shall be the mail or email address on file with PVSI or in SWIMS.

.4 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.

.5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.

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

.1 ARTICLE - a principal subdivision of these Bylaws.

.2 ARTICLES OF INCORPORATION - the document filed with the Maryland State Department of Assessments and Taxation pursuant to which PVSI was formed.

.3 ATHLETE BOARD REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

4. ATHLETE REPRESENTATIVE - shall be (a) an athlete member in good standing; (b) currently competing, or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event conducted by PVSI or another LSC; and (c) have their place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education).

.5 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.

.6 BOARD OF DIRECTORS - the Board of Directors of PVSI.

.7 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, PVSI.

.8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.

.9 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of Delegates.

.10 HOUSE OF DELEGATES - the House of Delegates of PVSI as established by Article 4 of these Bylaws.

.11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of PVSI.

.12 IRS CODE - the current United States Internal Revenue Code.

.13 LOCAL SWIMMING COMMITTEE / LSC - PVSI as defined by the USA Swimming Corporate Bylaws.

.14 MEMBER - a Group Member or an Individual Member.

.15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established in accordance with the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

.16 POLICIES AND PROCEDURES - the principles, rules, and guidelines of PVSI, as amended and adopted by the Board of Directors or the House of Delegates.

.17 SECTION - a subdivision of the Articles of these Bylaws.

.18 TERRITORY - the geographic territory over which PVSI has jurisdiction as a Local Swimming Committee.

.19 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.

.20 World Aquatics - the sole and exclusive world governing body for all aquatics.

.21 PVSI – the Maryland not-for-profit corporation to which these Bylaws pertain.