

FLORIDA GOLD COAST SWIMMING BYLAWS

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ARTICLE 1
NAME, OBJECTIVES, TERRITORY AND JURSDICTION

1.1 NAME – The name of the corporation shall be Florida Gold Coast Swimming, Incorporated.

1.2 OBJECTIVES The objectives shall be to promote and develop swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards and under the rules prescribed by the Federation International de Natacion Amateur (“FINA”), USA Swimming, Inc. (“USA-S or “USA Swimming”) and Florida Gold Coast Swimming, Inc. , a nonprofit Florida Corporation (“FGC”).

1.3 GEOGRAPHIC TERRITORY - The current territory and designation of the FGC shall be bounded as follows: Counties of Palm Beach, Broward, Dade and Monroe and the part of Henry County east of Route 833 in the State of Florida and the martin County Aquatics. This territory may be changed or modified in accordance with procedures outlines in the USA Swimming Rules; and Regulations.

1.4 JURISDICITON FGC shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming committee by USA-S to conduct swimming programs consistent with FGC’s objectives and those of USA-S. Swimming and to sanction, approve, observe, oversee, and conduct competitive swimming events within the Territory. FGC shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA-S in accordance with theses Bylaws, the USA-S Code and all applicable policies and procedures.

ARTICLE 2
MEMBERSHIP

2.1 MEMBERS The membership of FGC shall consist of the following:

.1 GROUP MEMBERS – Group members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and FGC and paid the fees established by USA and FGC in accordance with these Bylaws and pursuant to the FGC’s Standing Rules. An organization may be denied membership by the Membership 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 FGC and USA-S and may be terminated by a decision of the Board of Review.

.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 FGC and paid the dues established by USA Swimming and FGC. An individual may be denied membership by the Membership 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 Code, the rules, regulations, policies, procedures and codes of conduct and ethics of FGC and USA and may be terminated by a decision of the Board of Review or the National Board of Review. Individual Members in good standing shall be entitled to participate in the program of swimming conducted by FGC.

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 FGC and USA.

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 FGC and/or USA and who is in good standing as an Individual Member of FGC and USA. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA must be a Coach Member in good standing of FGC and USA.

C. Non-athlete, Individual Members – A Non-athlete Individual Member is an individual other than an Athlete member or a Coach Member desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA and FGC.

.3 MEMBERSHIP A PRIVILEGE NOT A RIGHT – Membership in FGC is a privilege and shall not be interpreted as a right. Membership may be terminated by the FGC or its Board of Review or the National Board of Review for any violation of a member’s responsibilities or the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming (including, but not limited to, those matters expressly set forth in Parts Three, Four and Five of the then current Rules & Regulations of USA Swimming) and FGC or for any other reason determined by the Board of Review or national Board of Review to be in the best interest of the sport of swimming.

2.2 MEMBERS’ RESPONSIBILITIES: Each member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming, and FGC, and as may be amended from time-to-time, including, but not limited to, all obligations and responsibilities set forth in these Bylaws and Parts Three, Four, and Five of the then current Rules & Regulations of USA Swimming. No Member shall take, nor 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, the FGC or USA Swimming into disrepute.

ARTICLE 3
HOUSE OF DELEGATES

3.1 ELIGIBILITY, COMPOSITION & TERM OF OFFICE:

.1 Eligibility: Only current members of USA Swimming and Individual Members in good standing shall be eligible to be appointed members of, to be heard at or to vote at the FGC 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.

.2 Composition: The FGC House of Delegates shall consist of the representatives appointed by each Group, athlete representative, a coach representative, the members of the Board of Directors, and at-large members (not to exceed ten (10) percent of the total number of delegates) appointed by the President/General Chair with the concurrence of the Board.

.2.1 GROUP REPRESENTATIVES – Each Group shall elect or appoint from its individual members in good standing as many members of FGC as it shall be entitled upon the basis of its active registered athletes as follows:

1- 29 registered athletes	-	1 member FGC
30-59 registered athletes	-	2 member FGC
60-89 registered athletes	-	3 member FGC
90-119 registered athletes	-	4 member FGC
120+ or more registered athletes	-	5 member FGC

Such appointments will be in writing, duly certified by the Group’s duly authorized representative or appointing member. The appointing member may withdraw its representative(s) and substitute a new Group representative by written notice, addressed to the FGC and signed by a duly authorized Group representative.

.3 Term of office: House of Delegate members shall hold office for two years, or until their successors are appointed/elected at the next meeting of the House of Delegates.

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

.1 HOUSE OF DELEGATES MEMBERS – Each of the Group Member Representatives, the Board Members, the Athlete Representatives, the Coach

Representatives, and the At-Large Members of the FGC House of Delegates shall have both voice and *one* vote each in meetings of the House of Delegates.

.2 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.

3.3 DUTIES AND POWERS The House of Delegates, in addition to any duties and powers prescribed in the USA Bylaws or set forth in these bylaws, shall:

- .1 Elect the board of Directors and officers provided for I these Bylaws;
- .2 Establish the Review board in accordance with these Bylaws;
- .3 Call regular and special meetings of the House of Delegates;
- .4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded; and
- .5 Amend the Bylaws of FGC as provided for herein.

3.4 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of FGC shall be held in the month o October of each year. Regular meetings of the House of Delegates shall be held in accordance with a schedule adopted by the House of Delegates or the Board of Directors.

3.5 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 thirty (30) members of the House of Delegates.

3.6 MEETING LOCATION AND TIME – All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.

3.7 QUORUM – A quorum of the House of Delegates shall consist of those members present and voting.

3.8 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.

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

3.10 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
- Elections
- New business
- Resolutions and orders
- Adjournment

3.11 NOTICES

.1 TIME: Not less than twenty (20) days written notice in the form provided herein 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.

.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 4 BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

4.1 BOARD OF DIRECTORS

.1 MEMBERS – The Board of Directors shall consist of the following officers, committee chairs, coordinators, and representatives of FGC, together with those additional members designated by the Board or House of Delegates , as appropriate:

- .1 General Chair,
- .2 Administrative Vice- Chair,
- .3 Senior Vice- Chair,

- .4 Age Group Vice- Chair,
- .5 Secretary,
- .6 Treasurer,
- .7 Registration Chair
- .8 Official Chair
- .9 Athlete Representative (4),
- .10 Coach Representative, and
- .11 At –Large Representatives (8).

.2 ELIGIBILITY & ELECTION – Only current members in good standing of USA Swimming are eligible to hold office. The slate of officers to stand for election will be prepared by a Nominating Committee of the Board of Directors, with a minimum of three serving. The Nominating Committee will be elected by Board of Directors at a meeting held prior to the meeting of the House of Delegates. Nominations will be published by the Nominating Committee at least fifteen (15) days in advance of the election. Additional nominations may come from the floor.

.2.1 ATHLETE REPRESENTATIVES – Four (4) Athlete Representatives (one from Dade, two from Broward and one from Palm Beach) shall be elected, for a two-year term. 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 in the program of swimming conducted by FGC or another LSC; (d) reside in the Territory and expect to reside therein throughout at least the first half of the term and (e) must be a current Sectional Qualified swimmer. The selection of the Athlete Representative will be in the form of a slate of nomination submitted to the BOD by the Senior Athlete Rep each January.

.2.2 COACH REPRESENTATIVES - The Coach Representative shall be one of the officers of the Board put forth by the nominating committee on the slate of officers and shall be elected by the House of Delegates.

.2.3 AT-LARGE BOARD MEMBERS – The Board of Directors shall have eight (8) 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 eight (8). 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.

.3 TERM OF OFFICE – Except as may be otherwise set forth herein, each officer serves until a successor is chosen, but an officer is not eligible for re-election to the same office if he has served four successive years, until after the lapse of two years. (Exception to this rule is the Secretary, Treasurer and Registration Chair).

.4 VOICE AND VOTING RIGHTS OF BOARD MEMBERS – The voice and voting rights of Board Members and Individual Members shall be as follows:

.1 BOARD MEMBERS – Each Board Member shall have both voice and vote in meetings of the Board of Directors and its committees.

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

4.2 RESPONSIBILITIES BOARD OF DIRECTORS. The responsibilities and duties of the Board of Directors and Executive Committee and officers and committee chairs, are as hereafter set forth, and the House of Delegates and Board of Directors may designate such others as from time to time. The offices of the Board of Directors and Executive Committee may be combined if desired, except that the positions of General Chair, Secretary and Treasurer can neither be combined nor held by the same person.

.1 GENERAL CHAIR: calls meetings when and where deemed necessary, presides at all meetings, appoints committee chairs for certain standing committees, and such special committees as may be necessary to fill the duties and responsibilities of the FGC, with advice and consent of the Board of Directors.

.2 ADMINISTRATIVE VICE-CHAIR: shall conduct meetings in the absence of the General Chair and shall chair the Administrative Division, which aids in the development of policy and coordination of those committees within his/her division.

.3 SENIOR VICE-CHAIR: Shall chair the Division, which develops and conducts a program for Senior Swimming in the FGC.

.4 AGE GROUP VICE-CHAIR: shall chair the Division, which develops and conducts a program for Age Group Swimming in the FGC

.5 SECRETARY: is responsible for keeping a record of meetings, conducting official correspondence, issuing meeting notices and copies of the minutes to the Board of Directors, and making reports to the National office USA-S Rules and Regulations.

.6 TREASURER: receives all monies and pays all bills as directed by the Board of Directors, provided that necessary minor expenses, which may be paid by any committee, may be turned in to the Treasurer as such if recorded in detail, duly attested by the Committee and approved by the Board of Directors. The Treasurer is responsible for maintaining all financial records, making timely reports to the Board of Directors and making required reports and remittances to the National Office as required USA-S Rules and Regulations.

.7 REGISTRATION CHAIR: shall be responsible for registration of swimmers, processing sanctions, International Travel Permits, non-athlete membership

and club renewals. In addition, The Registration Chair shall aid in the development of procedures and policy for those committees for which he is responsible. The registration/membership chair shall be elected.

.8 OFFICIALS CHAIR: shall be responsible to recruit, educate, train and retain officials with the FGC. The Officials Chair shall be an elected officer of the Board of Directors.

4.3 DUTIES AND POWERS OF BOARD OF DIRECTORS The Board of Directors shall act for FGC and the House of Delegates during the intervals between meetings of the House of Delegates, subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission. 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:

.1 Establish and direct all policies, procedures and programs for FGC swimming including, but not limited to, developing, recommending, adopting and implementing the “Florida Gold Coast Swimming Standing Rules and Regulations” (the “FGC Standing Rules”). The FGC Standing Rules, among other things, will delineate specific FGC rules and procedures relating to registration/membership requirements, meet procedures/operations, fees, fines, and penalties. Moreover, the Board of Directors will ensure that an electronic and current version of the FGC Standing Rules is available on the FGC’s web site.

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

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

.4 Cause the preparation and presentation to the Board of Directors of the FGC budget and make a recommendation to the Board concerning the approval or disapproval thereof;

.5 Receive presentation of the annual audit report and make a recommendation to the Board of Directors concerning the approval or disapproval thereof;

.6 Call and conduct regular or special meetings of the Board of Directors or the House of Delegates in accordance with the procedures set forth herein, including those relating to the manner in which meetings are conducted and notice give, the opportunity to be heard, and to conduct meetings by telephonic conference;

.7 Admit eligible prospective Group Members;

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

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

.10 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 FGC Policies and Procedures Manual, the Standing Rules 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

.11 Remove from office any officers, committee chair, or committee members or coordinators of FGC 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 these Bylaws including, but not limited to, violations of the FGC or USA Swimming Code of Conduct. No officer, or committee chair or coordinator may be removed without receiving written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties, the FGC Standing Rules or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing set forth herein to the extent applicable. Should the officer, committee chair or committee member or coordinator contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Board of Review.

4.4 EXECUTIVE COMMITTEE

.1 AUTHORITY AND POWER – The Executive Committee shall have the authority and power to act for the Board of Directors and FGC between meetings of the Board and the House of Delegates.

.2 MEMBERS – The members of the Executive Committee shall be the General Chair, who shall act as Executive Committee Chair, Administrative Vice-chair, Senior Vice-chair, Age Group Vice-chair, Registration Vice-chair, Secretary, Treasurer, and one each Senior Athlete and coach Representative. The presiding officer shall appoint an Individual Member to serve as the recording secretary of all Executive Committee meetings.

.3 MEETINGS AND NOTICE – Meetings of the Executive Committee shall be held at any time or place when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days notice required. Pertinent provisions of these Bylaws (as set forth expressly herein) regarding the manner in which meetings may be conducted, notice of meetings and an opportunity to be heard at meetings shall apply to the Executive Committee.

.4 QUORUM – A quorum of the Executive Committee shall consist of five (5) members of the Committee.

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

4.5 MEETINGS OPEN; EXECUTIVE (CLOSED SESSIONS – Board of Directors and Executive Committee meetings shall be open to all members of FGC and USA Swimming, as set forth herein. 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.

4.6 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.

4.7 REGULAR MEETINGS – Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors with vesting power in the General Chair to cancel a scheduled but unnecessary meeting.

4.8 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 ten (10) Board Members.

4.9 QUORUM – A quorum of the Board of Directors shall consist of a majority of the voting members (no less than ten) present.

4.10 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 determined by a majority vote.

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

4.12 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.

4.13 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Board of Directors members may participate in a meeting, and any meeting may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all person 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.

4.14 NOTICES:

.1 TIME – Not less than six (6) days notice in the form set forth herein 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.

.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.

4.15 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
- Resolutions and orders
- Reports of officers
- Reports of committees and coordinators
- Presentation and adoption of annual budget
- Presentation and adoption of the annual audit report
- Advice and Consent to Appointments
- Unfinished (old) business

- New business
- Approval of applications for Group Membership and Affiliated Individual Membership
 - Elections
 - Adjournment

ARTICLE 5 MEMBERS' BILL OF RIGHTS

5.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS – FGC shall respect and protect the right of every Individual Member who is eligible under FGC, USA Swimming and FINA rules and regulations to participate in any competition as an athlete, coach, trainer, manager, meet director, or other official, so long as the competition is conducted in compliance with FGC, 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 other governing body with jurisdiction over such matters, if any. If the Individual member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

5.2 CLUB MEMBERS' BILL OF RIGHTS – FGC shall respect and protect the right of every Club Member which is eligible under FGC, 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 FGC, 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 other governing body with jurisdiction over such matters, if any. 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 6 BOARD OF REVIEW, HEARINGS AND RIGHT OF APPEAL

6.1 INTRODUCTION – These Bylaws together with the Code of Conduct 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, FGC 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 Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by FGC or any other governing body, or conduct that may bring the FGC 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 FGC 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.

6.2 DEFINITIONS FOR ARTICLE 6 – When used in this Article6, the following terms shall have the meanings indicated in this 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.

.1 “Answer” shall mean the written response to a Protest and Notice filed in accordance with Section 6.6.1.C and served in the manner prescribed in Section 6.10.

.2 “Chair” when standing by itself shall mean the Chair of the Board of Review.

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

.4 “Presiding Officer” shall mean the Chair or another member of the Board of Review designated by the Chair to preside at a particular hearing or hearings. Where applicable the term shall include an attorney so designated pursuant to Section 6.3.12.B.

.5 “Protest” shall mean a written complaint filed in accordance with Section 6.6.1.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 FGC or a constituent element, officer or agent of FGC. The Protest may relate to an applicant’s having been denied membership in FGC or a member’s alleged infraction against its responsibilities under other provisions of these Bylaws or about a decision or action by someone acting under the authority of FGC, with regard to conduct in the Territory.

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

.7 “Rebuttal” shall mean the written response to an Answer by a protestor filed in accordance with Section 6.6.1.D and served in the manner prescribed in Section 6.6.1.D and served in the manner prescribed in Section 6.10.

.8 “Respondent” shall mean the person against whom 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.

.9 “Vice-chair” when used by itself shall mean the Vice-chair of the Board of Review.

6.3 BOARD OF REVIEW ORGANIZATION

.1 ESTABLISHMENT – The Board of Review of FGC shall be independent and impartial.

.2 MEMBERS – The Board of Review shall have at least five (5) regular members and at least three (3) alternate members. In no event shall the Board of Review consist of fewer than three (3) regular members.

.3 ELECTION; TERM OF OFFICE; ELIGIBILITY –

A. Election – The House of Delegates shall elect regular and alternate members of the Board of Review, except that the Board of Directors or the Board of Review itself may appoint members of the Board of Review (including alternates) to fill any vacancy (as set forth more fully below), in which case the appointee shall serve until the next House of Delegates meeting.

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 FGC and USA Swimming. In no case shall members of the Board of Directors constitute a majority of the Board of Review.

.4 CHAIR ELECTED BY BOARD; OTHER OFFICERS - The Chair, who must be a regular member, shall be elected annually by a majority vote of the regular members of the Board of Review. The Chair shall annually appoint a Vice-chair and a Secretary of the Board of Review, each of whom must be regular members.

.5 MEETINGS – The Board of Review shall meet for administrative purposes at least once annually 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 Board of Review and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any three regular members (unless the total number of regular members is three, in which case two regular members may call meetings).

.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 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 Board of Review shall be fifty percent (50%) of its regular members. (The rule prescribed in Section 6.5.1.C governs the quorum for hearings conducted by the Board of Review.)

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

.9 INCAPACITIES AND VACANCIES –

A. Office of Chair – In the event of a vacancy in the office of the Chair, or of the Chair’s temporary or permanent incapacity, the Vice-chair shall become the Acting Chair until an appointment can be made at a meeting of the Board of Directors or Board of Review to fill the remaining term, if any, of the former Chair, or until the Chair ceases to suffer from any temporary incapacity. If the Chair is going to be absent from the Territory, the Chair may, but is not obligated to, designate the Vice-chair as Acting Chair for the duration of the absence.

B. Presiding Officer – In the event of the death, resignation or permanent incapacity of a Presiding Officer, the Chair 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 other than delay for the benefit of the new Presiding Officer. The Chair or the new Presiding Officer may make such other orders as are in the interests of fairness, justice and the sport of swimming. In the case of a temporary incapacity of a Presiding Officer, the Chair 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 interest 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 Chair shall appoint an alternate member, or failing that, The general Chair 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 Chair 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 Chair, 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 Chair is temporarily incapacitated shall be made, where the circumstances permit, by the Chair and otherwise shall be within the discretion of the Board of Review, subject to any subsequent action by the House of Delegates.

.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 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 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.

.11 EXTENSIONS OF TIME – The time by which any act is required to be taken pursuant to this Article 6 may be extended or shortened by the Chair, or the Presiding Officer for a particular hearing, for good cause shown. (A single exception to this rule is provided in Section 6.6.4.) 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 Chair 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.

.12 ADVICE; ATTORNEY AS PRESIDING OFFICER-

A. Legal and Other Advice – Where appropriate or helpful, the Chair or Presiding Officer may consult the USA Swimming General Counsel, any member of the USA Counselors Committee, the Chair of the USA Legislation, Rules or Officials Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of FGC, USA or the Board of Review) retained by the Board of Review or the Chair regarding any issue raised by a proceeding.

B. Attorney as Presiding Officer – The Board of Review or the Chair may retain an attorney (who need not be a member of FGC, 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 attorney's 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 Chair or the Presiding Officer shall

consult with the General Chair and may consult with USA Swimming General Counsel. The Treasurer is authorized and directed to pay any attorney's fee and expenses charged by the attorney and approved by the Chair.

.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 the independence of the Board of Review;

(3) perform the duties of Board of Review membership impartially and diligently.

B. Grounds 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 manner.

(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 Chair, or in the case of the Chair, the Vice-chair.

D. Recusal/Disqualification Requested by Party – By written notice to the Presiding Officer or the Chair, or, in the case in which the Chair is the subject of the notice, the Vice-chair, 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 Chair or the Vice-chair 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 the Chair or the Vice-chair 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 6.5.2.

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 6.3.10.

6.4 GENERAL JURISDICTION

.1 ADMINISTRATIVE POWERS – The Board of Review shall have the powers 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 Chair in accordance with Section 6.3.4,

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 in the manner set forth herein,

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.

.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.

.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 FGC, its status or conduct as a Local Swimming Committee or the administration of the sport of swimming in the Territory which involves:

A. FGC and (1) a member or members of FGC 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 FGC, or

C. with respect to conduct or events occurring outside the Territory, (1) FGC and a member or members of FGC or (2) only a member or members of FGC.

The jurisdiction of the Board of Review is limited in the case of matters described in sections 401.3.1 and 401.3.3 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 401.3.2 of the USA Swimming Code (pertaining to certain discretionary jurisdiction of the National Board of Review)

.4 EXERCISE OF POWERS AND DECISIONS – Except for authority and power granted to the Chair 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, the 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 rest solely in its discretion and the interests 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 Chair or Presiding Officer to dismiss a Protest with permission to refile for a stated period. In connection with any preliminary investigation, the Chair 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.

.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 6.10). 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.

.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 an 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.

.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 things:

- (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 FGC 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 FGC;
- (7) interpret any provision of the Code of Conduct, these Bylaws, other policies, rules, regulations and procedures of FGC, 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 FGC;
- (9) deny, grant, suspend or restore membership in FGC for a definite or indefinite period of time, with or without terms of probation, or expel any Group Member or Individual Member of FGC, including any administrator, athlete, coach, trainer, manager, meet director, official, officer, Board Member, House of Delegates representative of a Group Member, coordinator or chair 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 FGC;
- (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. 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 FGC or of a Group Member (1) who has violated any of the regulations, rules, policies or procedures of FGC, USA Swimming or FINA, including any of the responsibilities of membership set forth herein, (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, or (4) who has acted in a manner which has brought, or may bring, into disrepute FGC, USA Swimming or the sport of swimming.

C. 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.

6.5 HEARINGS AND REHEARINGS GENERALLY-

.1 HEARINGS -

A Hearings Conducted by Chair or Presiding Officer - Hearings of the Board of Review shall be conducted by the Chair or a Presiding Officer designated by the Chair.

B. Hearing by Panel - The Board of Review may, in the discretion of the Chair, 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 Chair.

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 6.3.6 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 Chair or Presiding Officer. In the discretion of the Chair 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.

.2 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 Chair 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 FGC and USA.

6.6 HEARING PROCEDURES – The procedures to be followed in connection with all hearings shall be as follows:

.1 FORMAL HEARING -

A Protest - The Protestor shall submit to the Chair of the Board of Review (if submitted to the General Chair the statement is not defective, but the allowable period of time for the Notice shall not commence until the statement is received by the Chair) 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 6.2.5. The Protest shall be accompanied by any filing fee due under Section 6.4.6 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 6.2.3. The Notice shall be sent to each Respondent's last known address (determined in accordance with the provisions of Section 6.10) by depositing same in the U.S. Mail. 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. 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/her own choice to represent him, at his/her 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 each and all of the charges set forth in the Notice. The Notice shall state that this answer is to be delivered by U.S. Mail or in person at least ten (10) Business Days prior to the date of the hearing, to the Presiding Officer designated in the Notice, at the specified address, with a

(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 and delivered by U.S. Mail 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 counsel and anyone else specified in the Notice at the addresses designated in the Notice.

D 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 interests 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 no one may speak who has not been recognized by the Presiding Officer. No record of the deliberations 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, the Presiding Officer and counsel to 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. If the Presiding Officer determines that in the interests 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 witnesses 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) Witnesses' Testimony -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

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

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 interests 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 interests 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 (including any adjournment). The decision shall include findings of facts and a 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 Chair and the Secretary of FGC.

ARTICLE 7

ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

7.1 NON PROFIT AND CHARITABLE PURPOSES - As stated above, FGC 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, FGC 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 FGC 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.

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

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

7.4 DISSOLUTION - FGC 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 FGC shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of FGC, 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 FGC 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 8 INDEMNIFICATION

8.1 INDEMNITY - FGC 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 FGC, 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 FGC specified in these Bylaws 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. FGC 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.

8.2 EXCLUSION - The indemnification provided by this Article 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 Code, of the Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) or found liable in a civil proceeding (including negligent and intentional acts, and breaches of contact).

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

8.4 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 FGC in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to FGC's obligation to indemnify, FGC 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 FGC determines that there is reasonable doubt as to such person's ability to make any repayment, FGC 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 FGC 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.

8.5 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 9 PARLIAMENTARY AUTHORITY

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

- 9.2 VOICER AND VOTE – Where in these Bylaws and 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.