

R-40 ADOPTED

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Location: Page 133 ARTICLE 506.7 Governance Committee

Effective: Immediately

506.7 Governance Committee

- .1 Membership: The Governance Committee shall ~~be comprised~~ consist of ~~four~~ eight members appointed by the President, sufficient athlete appointments to constitute at least 20% of the voting membership of the committee, and the Secretary/General Counsel who shall have voice but no vote. There shall be no current voting members of the Board of Directors ~~or non-athlete members who serve on other USA Swimming committees~~ appointed to this committee.
- .2 Each non-athlete members shall serve a four-year term, staggered so that one-fourth of such members are appointed each year.
- .3 Responsibility: The Governance Committee shall be responsible for the review of governance practices by the Board of Directors, the House of Delegates and the various committees. The Governance Committee shall review compliance with the Ted Stevens Amateur Sports Act and the U.S. Olympic Committee Constitution and Bylaws. ~~Additionally, The~~ the Governance Committee shall also be available for mentoring and consulting to the Board of Directors and the committees on the responsibilities and accountabilities of membership on those groups.

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Location: LSC Bylaws Template Article 604 House of Delegates

- 604.1 MEMBERS - The House of Delegates of XXSI shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Representatives, the Board Members designated in Section 0, and the At-Large House Members.
- .1 GROUP MEMBER REPRESENTATIVES - *no change*
- .2 AT-LARGE HOUSE MEMBERS - Up to ten (10) at-large members of the House of Delegates may be appointed by the General Chairman with the advice and consent of the Board of Directors. Additionally, a sufficient number of athlete members at-large shall be [appointed by the General Chair with advice and consent of the Board of Directors or elected] to constitute at least 20% of the voting membership of the House of Delegates. The At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates. <The remainder of this page intentionally left blank.>
- .3 ATHLETE REPRESENTATIVES -

NUMBER OF ATHLETE REPRESENTATIVES - ~~At least two~~ A sufficient number of Athlete Representatives shall be selected to constitute at least 20 % of the voting membership of the Board of Directors. In an LSC which has fifteen or more Board Members, it is highly recommended that the number of Athlete Representatives to the House of Delegates be increased so that the Athlete Representatives comprise approximately twenty percent (20%) of the Board of Directors, with approximately one-half of that number elected each year (in the case of uneven numbers, the LSC should determine the number to be elected in odd and even numbered years on the basis that will produce equivalency in number of Board Members to be elected in each year). If an LSC decides to adopt this proportionality principle, the LSC should insert in whichever of Alternative Provisions A or B for selection of Athlete Representatives (discussed immediately below) is adopted the actual number of Athlete Representatives to be elected in total and each year based on the calculations required by the proportionality principle. If that LSC subsequently changes the number of Board Members, it will have to recalculate the number of Athlete Representatives accordingly. In an LSC which has At-Large Board Members with the power in the House of Delegates and the Board of Directors to vary the number of At-Large Board Members, the LSC needs to decide whether or not it wants to have the number of Athlete Representatives vary in proportion to the number of At-Large Board Members. Since the actual effect is likely to occur, if at all, infrequently, it would be appropriate to ignore the variation. However, if the LSC does desire to have that variation taken into account, the following sentence should be added to the end of this Section 0: "The number of Athlete Representatives shall be increased or decreased as may be necessary to have them comprise ~~approximately~~ at least twenty percent (20%) of the voting members of the Board of Directors."

METHOD OF SELECTION OF ATHLETE REPRESENTATIVES - no change

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Location: LSC Bylaws Template Article 605.12 Quorum

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

Although it is not recommended, an LSC may provide for a quorum of those members "present and voting" or other definition. However, if this modification is made, the time period for notice of a meeting under Section 0 must be increased to "twenty (20) days". Similarly, consideration should be given to keeping the quorum at the suggested level with respect to special meetings.

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R- 43 ~~WITHDRAWN~~

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Location: LSC Bylaws Template Article 610 Board of Review

610.3 BOARD OF REVIEW ORGANIZATION -

.1 ESTABLISHMENT - The Board of Review of XXSI shall be independent and impartial.