

BYLAWS

OF

FAIRFIELD COUNTY

SWIMMING LEAGUE,

INC.

Restated with additions/amendments through JUNE 2020

BYLAWS - TABLE OF CONTENTS

ARTICLE I -- NAME AND PURPOSE	Page
<ul style="list-style-type: none"> 1. The Name, 2. Purposes and Objectives (Charitable and Educational Purposes, Primary Objectives & Purposes, Specific Objectives, Governing Body, Active Involvement of Swim Chairs) 3. Amendment of this Article 	1
ARTICLE II -- MEMBERSHIP	
<ul style="list-style-type: none"> 1. Member Clubs (Family-Membership Club Requirement, Adherence to Health, Safety and USS, USAD and USAWP Codes) 2. Applicant Criteria (Applicant Location, Three Sponsors, Applicant Fee) 3. Application Procedures (Indication of Interest, Notice to Member Clubs, Membership Committee Action, Board of Governors' Action) 	2
<ul style="list-style-type: none"> 4. Admission 5. Suspension of, or Expulsion from, Membership (By the League, By the Member Club) 6. Resignation 7. Effect of Suspension 8. Effect of Expulsion from Membership 9. Readmission to Membership 	3
<ul style="list-style-type: none"> 10. Additional Teams as Member Clubs 11. Divisions 12. Amendment of this Article 	4
ARTICLE III -- BOARD OF GOVERNORS	
<ul style="list-style-type: none"> 1. Powers 2. Board Members -- Generally 3. Board of Governors (Officers, Governors-at-Large, Divisional Governors, Ex-officio Governors, (Additional Governors, Co-Chairs, Outgoing President) 	5
<ul style="list-style-type: none"> 4. Qualifications and Nominations 5. Elections 6. Governors' Terms of Office 7. Vacancies 8. Termination of Board Membership 	6
ARTICLE IV—OFFICERS	
<ul style="list-style-type: none"> 1. Officers Generally 2. President 3. Vice Presidents 4. Resignation, Temporary Absence or Incapacity of President 5. Secretary 6. Treasurer 	7
<ul style="list-style-type: none"> 7. Officers' Powers Generally (Authority to Execute Contracts, Etc., Additional Powers & Duties, Delegation, Assistant & Deputy Officers) 	8
ARTICLE V – COMMITTEES	
<ul style="list-style-type: none"> 1. General (Chairs Appoint Members, Committees Responsible to Board Generally, Chair and Committee Terms of Office) 2. Nominating Committee (Members of, Duties of, Publication of Nominations, Additional Nominations) 	9
<ul style="list-style-type: none"> 3. Special Committees (Membership, Protest, Advisory) 	10
<ul style="list-style-type: none"> 4. Standing Committees (Swim Coaches, (Swimming, Diving, Water Polo, Championship Meet, (Awards, Audit) 	11 12
ARTICLE VI – MEETINGS	
<ul style="list-style-type: none"> 1. General (Voting Generally, Quorum Generally, Proxies, Mail Ballots Prohibited, Participation in Meetings, (Participation Through Communication Equipment) 2. Board of Governors' Meetings 3. Notice of Board Meetings 	13
<ul style="list-style-type: none"> 4. League Meetings (June Meeting, August Meeting, Special Meeting, Exception) 5. Notice and Subject Matter of League Meetings (Notice, Subject Matter of League Meetings) 	14
<ul style="list-style-type: none"> 6. Quorum & Voting at League Meetings (Quorum, Voting, Proxies, Credentials Committee, Participation Limited, Presiding Officer) 	15

BYLAWS - TABLE OF CONTENTS (Continued)

ARTICLE VII -- FINANCIAL PROVISIONS	Page
<ol style="list-style-type: none"> 1. Dues 2. Changes, 3. Rebates 4. Billing 5. Expenses (Championship Meet Expenses, Payments of Championship Expenses) 6. Other Items 	16
ARTICLE VIII -- ANNUAL AUDIT, REPORTS AND REMITTANCES	
<ol style="list-style-type: none"> 1. Minutes 2. State and Local Reports and Filings 3. Public Availability of Certain Information 4. Annual Audit 	17
ARTICLE IX -- ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION	
<ol style="list-style-type: none"> 1. Non-profit & Charitable Purposes 2. Dedication of Assets, Etc 3. Amendments to Bylaws 4. Dissolution 5. Amendment of this Article 	18
ARTICLE X -- INDEMNIFICATION	
<ol style="list-style-type: none"> 1. Indemnity 2. Exclusion 3. Indemnified Persons 4. Extent of Indemnity 5. Successors, Etc. 	19
ARTICLE XI -- PARLIAMENTARY AUTHORITY	
<ol style="list-style-type: none"> 1. Robert's Rules 2. Voice and Vote 3. Special Rules of Order 	20
ARTICLE XII -- MISCELLANEOUS	
<ol style="list-style-type: none"> 1. Effect of State Law Changes (Severability) 2. Fiscal Year 3. Tax Status: Interpretation of Bylaws 4. FCSL Seal 	21
ARTICLE XIII -- AMENDMENTS	
<ol style="list-style-type: none"> 1. Certification of Incorporation 2. Bylaws 3. FCSL Rules 4. FCSL Rule Book 5. USS Technical Rules 6. FCSL Eligibility Rules 7. Board Review and Report 	22
ARTICLE XIV -- CONVENTIONS AND RULES OF INTERPRETATION	
<ol style="list-style-type: none"> 1. Terms Generally 2. Capitalized Titles 3. Voting At League Meetings ('Member Clubs of the League', 'Of the League', 'Default to Majority Vote', Amendment to Section 3.) 4. Principal Rule of Interpretation 5. Notice Given; Writings Deemed Delivered; Last Known Address (Notice by Mail, Notice by Fax or Email, Notice by Telephone, Last Known Address) 6. Time Period Convention 7. Waiver of Notice Convention 	23

FAIRFIELD COUNTY SWIMMING LEAGUE, INC.

BYLAWS

(As Amended and Restated through June 5, 2020)



ARTICLE I - NAME AND PURPOSE

1. **The Name** of this corporation shall be the FAIRFIELD COUNTY SWIMMING LEAGUE, INC. (the "FCSL") incorporated on August 28, 1997 under the laws of the State of Connecticut as a non-stock corporation.
2. **Purposes and Objectives.**
 - a. **Charitable and Educational Purposes.** The FCSL is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "IRS Code").
 - b. **Primary Objectives and Purposes.** The primary objectives and purposes of the FCSL shall be the education, instruction and training of children to develop and improve their overall capabilities in the aquatic sports. The specific purpose of the FCSL shall be to organize and supervise the conduct of a summertime program of aquatic sports including swimming, diving and water polo meets among the children under the age of eighteen-years of Member Clubs (as defined in Article II).
 - c. **Specific Objectives.** The FCSL specific objectives shall be:
 - (1) to encourage children to develop skills in aquatic sports including swimming, diving and water polo and to practice the principles of good sportsmanship and fair competition in a team activity;
 - (2) to provide maximum opportunity for the children on the team to participate in FCSL meets;
 - (3) to encourage parent participation in and responsibility for the program; and
 - (4) to place primary emphasis on the fun of friendly competition *with* other clubs and swimmers.
 - d. **Governing Body.** In order to achieve its purposes and objectives for the benefit of the children, the FCSL shall be governed by the Swim Chairs and Head Swim Coaches of the Member Clubs, who shall vote and act at League Meetings as the representatives of their respective clubs and teams. This governing body of Swim Chairs and Head Swim Coaches assembled, with requisite quorum, in such meeting is referred to herein as the "League".
 - e. **Active Involvement of Swim Chairs.** A Swim Chair of a Member Club who has no direct involvement in the swimming, diving or water polo team activities of his club shall appoint as "Acting Swim Chair " a Qualified Club Member who does have such active involvement to replace the actual Swim Chair at League Meetings and for all other purposes hereunder.
3. **Amendment of this Article** shall require approval by a three-quarters (3/4) majority vote of the Member Clubs of the League. For this purpose, the rules established in Section 3 of Article XIV shall apply.

ARTICLE II - MEMBERSHIP

1. **Member Clubs.** The only members of FCSL shall be organizations located within Fairfield County whose interests are in accord with the purposes and objectives of the FCSL and which meet the following qualifications at all times (the "Member Clubs").
 - a. **Family-Membership Club Requirement.** Member Clubs shall be "family-membership" clubs, who admit into their membership only the parent-heads of families or persons aged 18 or older, except as next provided. An organization admitting children under the age of 18 as independent club members but which does not allow such children to compete in FCSL meets may be a Member Club.
 - b. **Adherence to Health, Safety and USS, USAD and USAWP Codes.** Member Clubs' aquatic activities and facilities shall *adhere to State and Local health and safety code*, USA Swimming, Inc., USA Diving, Inc., and USA Water Polo, Inc.'s Rules and Regulations (except as otherwise provided in these Bylaws or the FCSL Rule Book) and all applicable laws, ordinances, rules and regulations.
2. **Applicant Criteria.** An applicant for membership in FCSL shall meet the requirements of the preceding Section as well as those set forth in this Section.
 - a. **Applicant Location.** An applicant club must be located in Fairfield County, Connecticut.
 - b. **Three Sponsors.** An applicant club must be sponsored by the Swim Chairs of at least three Member Clubs. Each sponsoring club must have held a swimming meet (dual or tri-meet at which all official FCSL events are swum) with the applicant within the past two seasons. Each sponsoring Swim Chair shall signify his support of the applicant in a letter addressing the qualifications of the applicant club and which shall be sent directly to the FCSL President or the Membership Committee Chair.
 - c. **Applicant Fee.** An application fee established by the Board shall be paid by the applicant club at the time specified by the Board.
3. **Application Procedures.** The procedures pursuant to which an application for membership shall follow are:
 - a. **Indication of Interest.** An applicant thus qualified to apply may signify to the President, the Membership Committee or to a Swim Chair of a Member Club its desire to join FCSL and shall be provided with an application form, the FCSL Membership Directory, all the general and individual aquatic sports FCSL Rule Books, the FCSL Bylaws and other necessary information.
 - b. **Notice to Member Clubs.** The President or the Membership Committee shall advise the Member Clubs of such applicant's intent and encourage them to schedule meets with the applicant. Such meets may match the applicant's Swim Team against an FCSL team, and need not include all of the official FCSL events. FCSL parents should assist applicant-club parents in their understanding of the FCSL Rules and of the various roles played by parents in the FCSL.
 - c. **Membership Committee Action.** Upon receipt of the completed application and any application fee established by the Board or the League, the President shall act to appoint a Membership Committee if none then be in office. The Membership Committee shall promptly consider the merits of the application and shall formulate and report a recommendation to the Board (as defined in Article III).
 - d. **Board of Governors' Action.** Upon receipt of the report of the Membership Committee, the Board shall consider, no later than at its next regularly scheduled meeting, the merits of the application and shall formulate and report a recommendation to the League. The Board's report shall be considered no later than the next regularly scheduled meeting of the League, or the Board in its discretion may call a Special Meeting of the League to consider its report.

An applicant who has met the requirements of this Article shall not be denied admission by vote of the Membership Committee or of the Board. The Committee and the Board shall make recommendations to the League, but the final decision shall be made only by the vote of a League Meeting.

In the event that the Committee or the Board fails to issue its report within sixty (60) days of receipt of the report of the Membership Committee, any five Swim Chairs or Head Swim Coaches may request the President to call a Special Meeting of the League at which the application shall be considered.

ARTICLE II – MEMBERSHIP : Continued

4. **Admission.** Admission into membership shall require a two-thirds (2/3) majority vote of the Member Clubs in the League. For this purpose, the rules established in Section 3 of Article XIV shall apply. An applicant club denied admission may reapply at any time after conclusion of the season in which it was denied admission.

5. **Suspension of, or Expulsion from, Membership.**

- a. **By the League.** A Member Club may be suspended or expelled from membership for any reason deemed sufficient by the League. Except in exigent circumstances, twenty (20) days notice of the suspension or expulsion shall be given to the affected Member Club. Except as otherwise provided in Article VII, such action shall require a two-thirds (2/3) majority vote of the Member Clubs of the League. For this purpose, the rules established in Section 3 of Article XIV shall apply.
- b. **By the Member Club.** A Member Club may temporarily suspend itself for any reason, by letter in the same fashion as a resignation. The Member Club may designate the period of suspension and, if it does not do so, the suspension shall be treated in the same fashion as a League imposed suspension.

6. **Resignation.** A Member Club wishing to resign from membership shall submit a letter of resignation, signed by its Swim Chair or President, to the FCSL Secretary. Such resignation shall be effective no earlier than as of the date received.

The resignation of a Member Club shall not relieve the resigning Member Club of its financial obligations to the FCSL in respect of any season unless such resignation is received by the FCSL Secretary on or before June 1 of the current season's year and then only with respect to the current season's obligations.

7. **Effect of Suspension.** A Member Club suspended for any reason shall not participate in official FCSL meets or meetings, nor shall its members or coaches vote at a League Meeting or serve or vote on the Board or any FCSL committee or hold any other position established by the FCSL.

The suspension of a Member Club shall not relieve the suspended Member Club of its financial obligations to the FCSL in respect of any season unless the League shall otherwise determine.

Except in the case of a suspension for a finite term, the status of a suspended Member Club shall be reviewed and voted on at each subsequent League Meeting to determine whether such Member Club is to be continued in suspension, restored to good standing or expelled from FCSL membership.

A suspended Member Club shall continue to pay FCSL dues, assessments and other financial obligations of a Member Club to the FCSL.

8. **Effect of Expulsion from Membership.** The expulsion of a Member Club by the League shall take effect as determined by the League. The expulsion of a Member Club shall not relieve the expelled Member Club of its financial obligations to the FCSL in respect of any season unless the League shall otherwise determine.

9. **Readmission to Membership.** A former Member Club may apply for readmission as a new member in accordance with the requirements of this Article.

ARTICLE II – MEMBERSHIP : Continued

10. **Additional Teams as Member Clubs.** Any Member Club may, by written notice to the President on or before June 1 of the current season establish a second, third, etc., team in addition to its first team.

Such additional team shall be treated as a separate Member Club for all purposes hereunder, including the definition of "Member Club", and except as otherwise provided herein and except for voting at League Meetings where a super majority vote is required hereunder.

The Swim Chair and Head Swim Coach for each such team must be different individuals from each other and those representing the actual Member Club.

For purposes of the FCSL Divisions, such additional team shall become the last club in the lowest Division for the season in which such team is established and thereafter be treated as a Member Club with its own separate record.

11. **Divisions.** FCSL shall conduct its program of aquatic activities in divisions (the "Divisions"); First, Second, etc. A new Member Club, each new Team of a Member Club and each readmitted Member Club shall enter as the lowest member of the lowest Division.

The movement between Divisions and within Divisions and the progression from dual meets, to Divisional Championships to County Championships shall be determined in accord with the FCSL Rules.

The Division for a returning suspended Member Club shall be designated by the Board unless otherwise provided in the League order suspending the Member Club.

12. **Amendment of this Article.** Amendments of Article II shall require approval by a three-quarters (3/4) majority vote of the Member Clubs of the League. For this purpose, the rules established in Section 3 of Article XIV shall apply.

ARTICLE III - BOARD OF GOVERNORS

1. **Powers.** The activities, property and affairs of the FCSL shall be managed by the Board of Governors (the "Board"), whose responsibilities shall be advisory, administrative and operational, and as otherwise provided herein, not than legislative. The power to make major policy or legislative decisions for the FCSL shall be exercised only by the League at a League Meeting.
2. **Board Members -- Generally.** Each Board Member shall be a Qualified Member of the League. A "Qualified Member of the League" shall be a member or spouse of a member of a Member Club or a Head Swim Coach or other coaching staff member of a Member Club, except as otherwise specified in Section 3, Clause c. of Article V.

Not more than two representatives of the same Member Club shall serve simultaneously on the Board, except as otherwise provided in this Article or by approval of a two-thirds (2/3) majority vote of the Member Clubs of the League.

No Board Member shall serve for more than two consecutive terms in the same Board position or office except by approval of a two-thirds (2/3) majority vote of the Member Clubs of the League. For these two votes, the rules established in Section 3 of Article XIV shall apply.

3. **Board of Governors.** The Board of Governors shall consist of the following members:
 - a. **Officers.** The President, the Vice President of Swimming, the Vice President of Diving, the Vice President of Water Polo, the Secretary and the Treasurer (collectively, the "Officers" and individually, an "Officer") shall each be elected to staggered two-year terms of office by majority vote at a League Meeting.

The President, the Vice President of Diving, and the Secretary shall be elected in the even-numbered years. The Vice President of Swimming, the Vice President of Water Polo, and the Treasurer shall be elected in the odd-numbered years.
 - b. **Governors-at-Large.** Up to three Qualified Members of the League may be appointed Governors-at-Large by the President in his discretion with the advice and consent of the Board for a term ending with the Annual Meeting in the second year following the appointment.
 - c. **Divisional Governors.** One Qualified Member of the League from each of the Divisions shall be appointed by the President with the advice and consent of the Board to one-year terms.

If, in accordance with Article III, Section 3. f. , Co-Chairs are elected or appointed to the position of Divisional Governor, one Co-Chair shall be a Member of the Club hosting the Divisional Swim Championship in that Division. The other Co-Chair shall be a Member of any Club in that Division.

Each Divisional Governor shall be responsible for the planning, arrangements, conduct and management of his respective Division's Divisional Swim Championship and shall act as liaison to the Board with his respective Division. They may be given such other assignments as the President may determine.
 - d. **Ex-officio Governors.** Qualified Members of the League serving in the following positions shall be Governors (with a vote) during the period that the position is held:
 - (I) Diving Coaches' Representative, Rules Committee Chair and Water Polo Coaches' Representative, each of whom shall be appointed by the President with the advice and consent of the Board for a two-year term;
 - (II) Officials' Chair and Officials' Certification Chair who shall share one vote on the Board and each of whom shall be appointed by the President with the advice and consent of the Board for a two-year term; and
 - (III) Swimming Coaches' Representative who shall be elected by a majority vote of the Head Swim Coaches at the annual Swim Coaches' Meeting held prior to the final FCSL championships for a two-year term in the even-numbered years;

ARTICLE III – BOARD OF GOVERNORS, Section 3. Board of Governors : Continued

- e. **Additional Governors.** Qualified Members of the League may be appointed Governors by the President with the advice and consent of the Board, but only as necessary to bring committee Chairs onto the Board for a term ending with the Annual Meeting in the second year following the appointment. No person shall be appointed to the Board under this clause without a specific work-responsibility or assignment.
- f. **Co- Chairs.** Two Qualified Members of the League may be elected or appointed to the Board, as a committee Chair or to a committee. Either or both may attend meetings and at such meetings may fully participate in such capacity, but shall share only one vote between them.

If any such Co-Chairs are from the same Member Club, they shall be treated as only one member from that Member Club for the purposes of this Article.

- g. **Outgoing President.** The outgoing President may, upon completion of his/her final term of office, be invited by the new President to serve one additional two-year term on the Board, with or without specific assignment, or may be elected or appointed to another position. Any such person shall not be counted as a member of his Member Club for purposes of this Article.

- 4. **Qualifications and Nominations.** Each Governor, except any Advisor appointed under the provisions of these Bylaws Article V, Section 3, Clause c, shall be at all times a Qualified Member of the League. Nominations of Qualified Members of the League for election as Officers and Governors shall be made by a Nominating Committee in accordance with Article V.

Nominations of Qualified Members of the League may also be made at the Annual Meeting by Swim Chairs and Head Swim Coaches, provided that a person so nominated:

- (a) must be present at the Annual Meeting, or
- (b) his written acceptance of the nomination be available to the Secretary at the Annual Meeting.

- 5. **Elections.** Qualified Members of the League shall be elected to the Board by majority vote of the League at the League's Annual Meeting.
- 6. **Governors' Terms of Office.** Each Board Member shall take office immediately following adjournment of the Annual Meeting at which he was elected (if appointed, shall take office immediately upon his appointment and serve until the end of his term coincident with the adjournment of the relevant Annual Meeting) and shall hold office for the term for which he is elected or appointed, or until his successor has been elected or appointed, unless he shall cease to be in office as otherwise provided herein.
- 7. **Vacancies.** Vacancies on the Board caused by resignation or other termination may be filled by Presidential appointment for the lesser of the remainder of the unexpired term or the period expiring with the next Annual Meeting, except as otherwise provided in Article IV for a vacancy in the office of President.
- 8. **Termination of Board Membership.** Board Membership shall be terminated upon resignation, death, or termination of Qualified Member of the League status which may occur as a result of an event affecting the individual or the respective Member Club.

An individual may also be expelled from the Board for any reason deemed sufficient by a two-thirds (2/3) (three-quarters (3/4) in the case of an Officer elected by the League) majority vote of the entire membership of the Board (not merely those members present and voting); provided, however, that with regard to expulsion, such person be given at least seven (7) days notice before such expulsion may take effect, and be accorded the opportunity to appear before the Board in his own defense.

ARTICLE IV - OFFICERS

1. **Officers Generally.** The Officers of the FCSL and their powers and duties and the Presidential succession shall be provided in this Article. No person shall serve simultaneously as President and Secretary, nor as President and Treasurer.
2. **President.** The President shall call and preside at all meetings of the Board and of the League.
 - He shall appoint Qualified Members of the League as committee Chairs and define the powers and duties of the Chairs and committees, except as otherwise provided herein.
 - He shall have charge of the general administration and operation of the FCSL and shall execute all documents and contracts in the name of the FCSL
 - He may assign or delegate additional duties to other Officers or Board Members or to other Qualified Members of the League.
3. **Vice Presidents.** The League shall elect a Vice President in each competed aquatic sport, for a two-year term of office, alternately being elected each year at the Annual Meeting. The offices being styled the "Vice President of Swimming", the "Vice President of Diving", and the "Vice President of Water Polo.

The Vice President of Swimming and the Vice President of Water Polo shall be elected in the year in which the President is not elected. The Vice President of Diving shall be elected in the year in which the President is elected.

4. **Resignation, Temporary Absence or Incapacity of the President.** The Vice President of Swimming shall have all of the powers and perform all of the duties of the President in the event of the latter's temporary absence or incapacity.

In the event of the President's resignation or other termination from office, the Vice President of Swimming shall serve as president pro tempore until the next League Meeting, at which the League shall elect a President to complete the unexpired term, if any. If the Vice President of Swimming should be unable or unwilling to serve as president pro tempore, the Board shall promptly elect a Qualified Member of the League to fill this vacancy by majority vote.

5. **Secretary.** The Secretary shall have custody of all records and papers of the FCSL, including the corporate minute books for each meeting of the Board and the League, the minute books for such Committees as may keep formal minutes, and of the corporate seal.

In addition, the Secretary shall

- keep copies of all correspondence other items as that may be helpful or necessary to such office;
- conduct all official correspondence except that required of the President or Treasurer;
- give proper and timely notice of Board and League Meetings;
- take the attendance, call the roll and make proper count of quorum and votes at such meetings;
- distribute the minutes of such meetings to the appropriate persons; and
- make arrangements for all Board and League Meetings.

6. **Treasurer.** The Treasurer shall perform the usual duties of such office;
 - make, disburse, collect and receive all payments due to or from the FCSL;
 - deposit and have custody of all FCSL funds;
 - keep regular accounts and furnish the Board and the League with such financial reports as may be appropriate or required, including a verbal and written financial report at each June Meeting of the League;
 - cause the preparation and timely filing of all required federal, state and local tax returns, and other required financial and tax reports with the applicable government official;
 - be responsible for, with the respective Divisional Governors, obtaining advance reservations from the Swim Chairs and Head Swim Coaches of each Member Club for League Meetings and,
 - with the Secretary, check registration and reservations at such meetings.

The Board may authorize other Officers to execute checks, drafts and wire transfer orders with or without the Treasurer or in addition to the Treasurer.

ARTICLE IV – OFFICERS, Section 7. Officers Powers Generally: Continued

7. Officers' Powers Generally.

- a. **Authority to Execute Contracts, Etc.** The President, the Vice Presidents, and the Treasurer each may sign and execute in the name of FCSL deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the FCSL Bylaws, General Sports Rules, Swimming Rules, Diving Rules, and Water Polo Rules, the Board or the League, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Governors to another officer or agent, or expressly requires two or more signatures, or is required by law to be otherwise executed.

The Secretary is authorized to attest the execution of any authorized instrument.

Additional signing authority may be provided by standing resolutions of the Board of Governors or the League.

- b. **Additional Powers and Duties.** Each officer shall have other powers and perform other duties as may be prescribed in FCSL Bylaws, General Sports Rules, Swimming Rules, Diving Rules, and Water Polo Rules or by the League, the Board, the President or other Officers or Committee Chairs.
- c. **Delegation.** Officers of FCSL may delegate any portion of their powers or duties to an Advisory Governor, to another Qualified Member of the League or to a committee composed of Qualified Members.

Except as otherwise provided in the FCSL Bylaws, General Sports Rules, Swimming Rules, Diving Rules, and Water Polo Rules, or with the consent of the Board, the Treasurer may not delegate his duties. Included in the foregoing prohibition is the authority to sign checks, drafts, orders of withdrawal or wire transfers. Nor may any other Officer so authorized delegate such power or authority.

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.

- d. **Assistant and Deputy Officers.** The League or the Board of Governors may by resolution or by the FCSL Bylaws, General Sports Rules, Swimming Rules, Diving Rules, and Water Polo Rules create the office of deputy to one or more of the elected officers.

Any such resolution, or by the FCSL Bylaws, General Sports Rules, Swimming Rules, Diving Rules, and Water Polo Rules, shall then establish the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the County or temporarily incapacitated.

The Officers may appoint one or more assistant officers and define their respective duties, subject to the foregoing limitations.

ARTICLE V - COMMITTEES

1. **General.** The President shall establish such special and standing committees as are required by this Article and such others as he deems necessary. Except as otherwise provided herein, he shall appoint only the Chairs of such committees.

a. **Chairs Appoint Members.** Except as otherwise provided herein, each committee Chair shall have the authority and duty to appoint the members of his own committee, subject to the limitations and requirements of this Article. Each member of a FCSL committee shall be a Qualified Member of the League.

b. **Committees Responsible to Board Generally.** All special and standing committees (except the Nominating Committee) shall report to the Board. Excepting only the Nominating Committee, no committee shall report directly to the League except as the President may direct.

c. **Chair and Committee Terms of Office.** All committees (other than the Nominating Committee) shall automatically dissolve and the term of office of the Chair shall expire at the end of each President's two-year term of office or, if later, upon the appointment of successors.

The Nominating Committee shall automatically dissolve and the term of office of the Chair shall expire at the end of the Annual Meeting.

2. **Nominating Committee.** The Chair and the members of the Nominating Committee shall be appointed by the President no later than mid-June of each election year, and shall report directly to the League its recommended slate of candidates for election to the Board at the Annual Meeting.

a. **Members of Nominating Committee.** The President and any Officer eligible for re-election shall not be members (ex-officio or otherwise) of this Committee. The Nominating Committee shall be composed of five or more Qualified Members of the League, at least three of whom shall be either Divisional Governors or Head Swim Coaches. This Committee shall at all times have an odd-number of members.

b. **Duties of Nominating Committee.** A slate of candidates for election as the Officers and other Governors to be elected at the next Annual Meeting shall be prepared by the Nominating Committee. All candidates shall be Qualified Members of the League. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled, may nominate more than one candidate for one or more of the positions or may nominate two individuals for a position, designating them as co-officers, etc.. Except as otherwise provided herein, one person may be nominated for two offices.

c. **Publication of Nominations.** Nominations by the Nominating Committee shall be published by distributing a report recommending a slate of candidates together with the positions for which they have been nominated to the Swim Chair and Head Swim Coach of each Member Club of the League and to each member of the Board not less than seven (7) calendar days prior to the election. This notice may be combined with the notice of the Annual Meeting. Late publication of the Nominating Committee's report may be waived by a two-thirds (2/3) majority vote of the League.

d. **Additional Nominations.** Additional Nominations of Qualified Members of the League in addition to those made by the Nominating Committee may be made from the floor of the League by any member of the League eligible to vote thereat for the election of Officers, provided that such nominee meets the requirements of Section 4 of Article III at the time of nomination.

ARTICLE V - COMMITTEES, Section 3. Special Committees : Continued

3. Special Committees. The following committees shall be established as and when necessary to the FCSL:

- a. Membership Committee. The Membership Committee and its Chair shall be appointed by the President whenever a club seeks to apply for FCSL membership or is to be considered for suspension/expulsion from the FCSL.

It shall assist and advise applicant clubs regarding FCSL procedures and requirements; inspect the swimming and diving facilities of such clubs and meet with their Swim Chair.

The Membership Committee shall promptly report its findings and recommendations to the Board.

The Committee shall be composed of at least three members, all of whom shall be Qualified Members of the League and current or former Swim Chairs.

- b. Protest Committee. The Protest Committee and its Chair shall be appointed by the President as necessary to make final decision on a dual meet protest.

The Committee shall consist of three Swim Chairs and two Head Swim Coaches.

(Protests made at FCSL Divisional Championships or Final Championships shall be decided by ad hoc protest committees appointed in accordance with FCSL Rules.)

- c. Advisory Committee. Notwithstanding the other terms of these Bylaws, up to four senior experienced Past Members of the Board may be appointed as Advisors by the President with the advice and consent of the Board, for a term ending with the Annual Meeting in the second year following the appointment.

No person shall be appointed under this clause without a specific advisory responsibility or assignment.

Advisors may or may not be Qualified Members of the League and may or may not be Head Coaches of Member Clubs. Any such appointed Advisor shall then be considered as a Qualified Member for the purpose of these Bylaws.

4. Standing Committees. The following are Standing Committees of the FCSL:

- a. Swim Coaches Committee. The Swim Coaches Committee shall make recommendations to the Board on matters pertaining to the conduct of FCSL swimming competitions and other matters of concern to the Head Swim Coaches.

The Swimming Coaches' Representative on the Board shall be the Chair of the Swim Coaches Committee and shall coordinate and assist in the scheduling of FCSL dual, Divisional and Championship meets by the Head Swim Coaches and, at the end of each season, shall provide the Board with preliminary consolidated schedules for each of the Divisions for the next season.

He shall also call general meetings of FCSL Coaches, to be held in advance of each June and August League Meeting, at which he shall advise the Coaches of proposals to be made by the Board at such League Meetings on the subjects of swimming, diving, water polo and the conduct of FCSL competitions.

Committee members shall include at least five Head Swim Coaches.

ARTICLE V - COMMITTEES, Section 3. Standing Committees : Continued

Bylaws Article V Committees # 3.

- c. **Diving Committee.** The Diving Committee shall make recommendations to the Board on matters pertaining to the conduct of diving competitions and other matters of concern to the Diving Coaches and to the parents of divers.

The Vice President of Diving shall be the Chair of the Diving Committee and shall be responsible for the organization and management of Diving Trials and Finals for the FCSL Diving Championship Meets.

Committee members shall include at least two Diving Coaches. The Diving Coaches' Representative shall be a member of the Diving Committee. A majority of committee members shall be members or spouses of Member Clubs.

- d. **Water Polo Committee.** The Water Polo Committee shall make recommendations to the Board on matters pertaining to the conduct of water polo competitions and other matters of concern to the water polo Coaches and to the parents of water polo players.

The Vice President of Water Polo shall be the Chair of the Water Polo Committee and shall be responsible for the organization, scheduling, seeding and conduct of FCSL water polo matches and Championship Tournaments.

The Water Polo Coaches' Representative shall be a member of the Water Polo Committee. Committee members shall include at least two Water Polo Coaches. A majority of committee members shall be members or spouses of Member Clubs.

- e. **Championship Meet Committee.** The Championship Meet Committee shall make recommendations to the Board on matters pertaining to the organization, scheduling and conduct of the FCSL Swimming Championship Meets; shall be responsible for the management of such Meets; and shall have the authority to establish administrative procedures for such Meet; and to make minor Rule changes to be applicable to such meet.

[If not separately formed, the full FCSL Board shall undertake the duties of the Championship Committee.]

The Vice Presidents of Swimming, Diving, and Water Polo and the Chair of the Awards Committee shall be ex-officio voting members of the Championship Committee, as shall other Committee Chairs tasked with duties for the Championship meets, including Coaches' Representative, Computer, Volunteers, Program/Sponsors, Spirit Merchandise.

The Divisional Governors shall make recommendations to the Board on matters pertaining to the organization, scheduling and conduct of the Divisional Swimming Championship Meet for their own Division, with input and help from the other Championship Committee members; they shall be responsible for the management of such Divisional Swimming Championship.

ARTICLE V – COMMITTEES, Section 4 – Standing Committees : Continued

- f. **Awards Committee.** The Awards Committee shall be responsible to the Board for selection, purchase and distribution of awards for the Championship Meets and for the purchase of such other awards as may be required by the Board or the League.

The Chair of the Championship Meet Committee shall be an ex-officio voting member of the Awards Committee.

- g. **Audit Committee.** The Audit Committee Chair and committee members shall be appointed by the President with the advice and consent of the Board.

The Audit Committee shall be comprised of at least three Qualified Members of the League, none of whom shall be the President or the Treasurer.

The Audit Committee is authorized to, and it shall be its duty to, in its discretion either

- (A) conduct the annual audit of the books of FCSL pursuant to Section 4 of Article VIII and present the results thereof to the Board and the League, or
- (B) (a) annually recommend an independent auditor to the Board,
(b) review and negotiate the services to be performed by the independent auditor,
(c) receive and review the audit of the books of FCSL and other reports submitted by the independent auditor, and
(d) submit the audit and other reports, and make recommendations with regard thereto, to the Board and the League.

ARTICLE VI - MEETINGS

1. **General.** All meetings of the League, of the Board and of FCSL committees shall be held in Fairfield County, Connecticut.

- a. **Voting Generally.** Except as otherwise provided herein, voting decisions at such meetings shall be made by majority vote of the qualified members present and voting.

Except as otherwise provided herein, any reference herein to a required vote shall be assumed to include the requirements that the requisite quorum of the members for that meeting be present and voting and that proper notice has been given.

- b. **Quorum Generally.** When not otherwise specified herein, the quorum for a meeting shall be sixty (60) percent of its members.
- c. **Proxies, Mail Ballots Prohibited.** Voting by written or personal proxy or by mail ballot shall not be permitted at any meeting except as provided for League Meetings (Section 5 of this Article).

Board or committee decisions may, if circumstances require, be made by telephone or email, provided that the number of Members participating satisfies applicable quorum requirements.

- d. **Participation in Meetings.** The making and seconding of motions, participation in debate on such motions, and voting at committee, Board or League Meetings shall be limited to those persons qualified as members of such committees or the Board and, in the case of League Meetings, shall be limited to Swim Chairs and Head Swim Coaches or their properly credentialed proxies.

Board Members shall have voice and may participate in the debate of issues at a League Meeting, but shall not have a vote unless also a Swim Chair or Head Swim Coach or their properly credentialed proxy.

Guests invited to such meetings may be requested by the presiding officer to offer information to those present, but shall not otherwise participate in the debate or the decision-making process.

- e. **Participation Through Communications Equipment.** Members of the Board of Governors or the FCSL Committees may participate in meetings of the Board of Governors or a 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. Minor items may be discussed and voted upon by email.

2. **Board of Governors' Meetings.** A Meeting of the Board shall be held upon the call of the President, who shall also call such meeting upon the written or verbal request of any five Board Members. Attendance shall be limited to Board Members plus such other persons as the President may invite.

Forty percent of the total of all Board Members, not including Divisional Governors nor including Board Advisors, shall constitute a quorum. *(as amended June 2016)* Two Members of the Board sharing a single position on the Board shall be considered a single Board Member (Article III, Section 3.f.). Any Member of the Board holding two or more positions on the Board shall be considered a single Board Member having a single vote.

3. **Notice of Board Meetings.** Not less than three (3) days verbal, telephonic, written, or email notice shall be given to each member of the Board, by the Secretary, for a regular or special meeting of the Board. Any matter relating to the purposes and objectives of the FCSL may be brought before any such meeting whether or not included in the notice of the meeting.

ARTICLE VI – MEETINGS : Continued

4. **League Meetings.** Meetings of the League shall, except for Special Meetings of the League, be held as dinner or luncheon meetings, with attendance by prior reservation only.

Meeting reservations for the Swim Chair and for the Head Swim Coach will be billed by the Treasurer and payable in advance with each participating club's annual dues. Additional reservations should be paid for in advance to the Treasurer; but if not paid in advance, reservations made (whether used or unused) shall be billed to the Swim Chair of the responsible Member Club.

- a. **June Meeting.** A Regular Meeting of the League shall be held each June before the start of the dual meet season (and preceded by approximately one week by a Coaches Meeting, so that the Head Swim Coaches may be informed of rule-change proposals to be presented at the League Meeting and brief their Swim Chairs on the proposed changes and their implications). Attendance shall be limited to Swim Chairs, Head Swim Coaches, Board Members, committee chairs and such other persons as the President may invite.
- b. **August Meeting.** The Annual Meeting of the League shall be held in August of each year. Attendance shall be limited to Swim Chairs, Head Swim Coaches, Board members, committee chairs and such other person as the President may invite. In addition, Swim Chairs, Board Members and committee chairs may invite their spouses.
- c. **Special Meeting.** A Special Meeting of the League may be called by the President, and shall be called by him within five days after receipt by the Secretary of a written request for such meeting signed by (1) any five Board Members, (2) Swim Chairs of one-third (1/3) of the Member Clubs, or (3) the persons designated in clause c. of Section 3 of Article II solely for the purposes specified in such clause.

Notice of a Special Meeting may be given verbally, or in writing, or email and shall be given at least five days prior to such meeting. Notice given by mail shall be deemed received by the addressee five business days after the postmark.

- d. **In exceptional circumstances,** the Annual League meetings normally held in June and August may be delayed as needed and/or held using virtual communication. *(Amended June 18, 2020 for Pandemic)*

5. **Notice and Subject Matter of League Meetings.**

- a. **Notice.** Written or email notice shall (except for Special Meetings, as above) be given to each Board Member and to the Swim Chair of each Member Club at least ten (10) days, but not more than thirty (30) days, prior to the meeting, stating the hour, date and place of the meeting.

The notice should also refer to reservation and attendance requirements (Section 4 above) and proxy requirements (Section 6 below).

- b. **Subject Matter of Meetings.** Any matter relating to the purposes and objectives of the FCSL may be brought before any such meeting; provided, however, that none of the following matters shall be brought up for vote unless the meeting notice included specific reference to the matter and in the case of clauses (4) and (5), the specific amendment proposed to be adopted):

- (1) an increase in annual dues,
- (2) the levying of an assessment against Member Clubs, or
- (3) election of Board Members or Officers,
- (4) amendment of the FCSL Rule Books, or
- (5) amendment of the FCSL Certificate of Incorporation or these Bylaws.

In the case of amendments specified in clauses (4) and (5), failure to have included in the notice any germane amendments subsequently adopted by the League at the noticed meeting shall not be the basis for any claim that such germane amendments as so adopted are invalid for lack of notice.

The notice of a meeting at which elections are to be conducted should, but is not required to, include the Nominating Committee's report and slate of nominees.

ARTICLE VI – MEETINGS : Continued

6. Quorum and Voting at League Meetings.

- a. **Quorum.** Sixty percent of the Member Clubs of the League, as represented by their Swim Chairs and/or Head Swim Coaches shall constitute a quorum. Lack of proper quorum shall preclude voting, but such meeting may be held for informational purposes.
- b. **Voting.** Each of the Swim Chairs and the Head Coach of a Member Club shall be entitled to vote on each matter properly brought before a League Meeting, except as otherwise provided herein.

Such votes shall be cast only by such Member Club's Swim Chair and its Head Swim Coach or their qualified Proxies. For this purpose, a qualified Proxy must be a Qualified Member of the League with respect to that Member Club.

See Section 3 of Article XIV for special rules pertaining to certain League votes.
See also Article XIII.

- c. **Proxies.** A Swim Chair who is unable to be present at a League Meeting may designate another member or spouse of a member of his club to be counted for quorum and to act and vote on behalf of his club's membership at that meeting.

A Head Swim Coach may designate another senior coach of his club as his Proxy to be counted for quorum and to act and vote on behalf of his club's membership at that meeting. For this purpose, a head Dive Coach, head Water Polo Coach or a coaching Aquatics Director shall be considered a senior coach. If a Head Swim Coach is unable to attend, a Head Swim Coach may instead designate a member or spouse of a member of his club; if he fails to choose a representative, his Swim Chair may do so on his behalf.

A single individual may not serve as proxy for both the Swim Chair and the Head Swim Coach.

Notice of such substitution must be given to the Secretary or presiding officer prior to the meeting. A written proxy must be produced no later than three (3) days after the meeting if it is not available at the meeting.

- d. **Credentials Committee.** An ad hoc Credentials Committee, composed of the presiding officer and two other Board Members, appointed by the presiding officer, shall decide any question regarding the eligibility of a club representative to attend or vote or act at a League Meeting, where such representative is not the Swim Chair or Head Swim Coach of that club of record with the Secretary.
- e. **Participation Limited.** Voting, participation in debate and the making and seconding of motions at League Meetings shall be limited to Swim Chairs and Head Swim Coaches or their qualified proxies.

Other persons may, at the option of the presiding officer, be invited to speak at League Meetings in order to provide information to the Swim Chairs and Head Swim Coaches, but such persons shall not engage in debate on motions, nor vote, nor make or second motions.

- f. **Presiding Officer.** The presiding officer in any FCSL meeting may vote only in order to make or break a tied vote and should generally avoid engaging in any debate without temporarily relinquishing the chair.
If the presiding officer is a Swim Chair or Head Swim Coach, he shall not vote or act on behalf of his club at a League Meeting, but should designate a proxy to represent his club.

ARTICLE VII - FINANCIAL PROVISIONS

1. **Dues.** Each Member Club shall pay the established annual dues to the Treasurer on or before June 1 of each year. Assessments, fines and other financial obligations shall be paid to the Treasurer within thirty (30) days after billing date.

Failure by a club to pay its annual dues and any other outstanding financial obligations prior to that club's first FCSL dual meet of the current season shall be cause for suspension by the Board until such dues and other financial obligations have been paid.

2. **Changes.** An increase in dues, the levying of an assessment or adoption of any form of penalty or fine, shall require approval by a two-thirds (2/3) majority vote of the Member Clubs of the League. For this purpose, the rules established in Section 3 of Article XIV shall apply.
3. **Rebates.** Rebates of dues or assessments to a club that has resigned or been expelled from the League shall be made only if such termination was effective on or before June 1 of the current season. A suspended club shall not be excused from payment of dues, assessments or other financial obligations to the FCSL.
4. **Billing.** The Treasurer shall mail or may email a bill for annual dues to the Swim Chairs of each Member Club on or before May 1. Other bills and financial information pertaining to a Member Club shall be mailed or may be emailed to the Swim Chair of that club.
5. **Expenses.** The FCSL shall pay all expenses for which, with Board or League approval, it obligates itself.

The FCSL shall not pay out-of-pocket personal expenses to any individual except in accordance with the FCSL Bylaws, Swimming Rules, Diving Rules, and Water Polo Rules, or with approval of the Board.

- a. **Championship Meet Expenses.** The FCSL shall pay reasonable expenses incurred by a Member Club in its hosting of Championship Finals or of a Divisional Championship Swimming Meet, but any major expense item not previously approved by the Championship Committee or the Board shall not be a responsibility of the FCSL.
 - b. **Payments of Championship Expenses.** Payment of such expenses shall require a written itemized bill signed by an authorized Member Club representative (Swim Chair, Club Manager, Club Treasurer, or Club President) to be submitted to the Treasurer. All payments of such expenses shall be by FCSL check.
6. **Other Items.** Materials or equipment for FCSL use shall not be separately billed to the Member Clubs unless approved by the League as a formal assessment.

Minor items such as extra copies of the Rule Books, FCSL pins or patches, etc., may be sold to individuals for cash or personal check, but shall not be billed.

The annual standard issue of the FCSL Membership Directory including Bylaws, General Sports Rules, Swimming Rules, Diving Rules, and Water Polo Rules (no more than 2 per club) or page-revisions thereof, and of meet forms, Timers' Cards, Score Sheets, Championship entry forms, etc., are covered by annual dues. Additional copies of the Directory may be downloaded and printed from links on the FCSL web site.

ARTICLE VIII - ANNUAL AUDIT, REPORTS AND REMITTANCES

1. **Minutes.** The Secretary shall, within thirty (30) days after each meeting of the Board, and at least thirty (30) days after each meeting of the League, transmit a copy of the minutes of the meeting to the respective members prior to the next meeting for approval.
2. **State and Local Reports and Filings.** The Treasurer shall cause to be made all reports and non-tax filings and together with any checks with which to pay any applicable fees required by the State of Connecticut or other governmental authority. Copies of such reports and filings shall be copied to the Secretary and President of the League for safe keeping in the archives of the League.
3. **Public Availability of Certain Information.** FCSL shall cause to be made available at a reasonable location designated by FCSL during regular business hours to anyone requesting to see a copy of FCSL's federal income tax and information returns for each of the last three years and any similar requirements of applicable state or local laws.
4. **Annual Audit.** An annual audit of the accounts, books and records of FCSL shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted either by an independent auditor who shall be a certified public accountant or by the Audit Committee, in the discretion of the Audit Committee.

The audit shall cover any federal, state or local income tax return that FCSL is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate.

If the audit, or review, is conducted by the Audit Committee or the Finance Committee, the committee shall issue a report signed by all of its members and stating that the financial records and reports of FCSL have been reviewed and fairly present the financial condition of FCSL as of the date of the balance sheet and for the fiscal period of the statement of income and expenses and the report is true and correct to the best of the Committee's knowledge, information and belief.

If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.

ARTICLE IX - ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

1. **Non-profit and Charitable Purposes.** As stated in Article I, FCSL 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, FCSL 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 FCSL, 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.
2. **Dedication of Assets, Etc.** The revenues, properties and assets of FCSL are irrevocably dedicated to the purposes set forth in Article I of these Bylaws. No part of the net earnings, properties or assets of FCSL shall inure to the benefit of any private person or any member, officer or director of FCSL.
 3. **Amendments to Bylaws.** Except as otherwise provided herein, these Bylaws may be amended only at a meeting of the League with respect to which the requisite notice shall have been given and by a two-thirds (2/3) majority vote of the Member Clubs of the League; provided, however, that no provision of these Bylaws requiring a super majority vote shall be amended except by an equally large super majority vote. For this purpose, the rules established in Article XIV shall apply.
 4. **Dissolution.** FCSL may be dissolved only upon a three-quarters (3/4) majority vote of the Member Clubs of the League.

Upon dissolution, the net assets of FCSL shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of FCSL, but shall be distributed to Connecticut Swimming, Inc., to be used exclusively for educational or charitable purposes.

If Connecticut Swimming, Inc., is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of FCSL shall be distributed to a corporation or other organization meeting those criteria and designated by the League at the time of dissolution, to be used exclusively for educational or charitable purposes.

5. **Amendment of this Article.** Amendments to this Article shall require approval by three-quarters (3/4) majority vote of the Member Clubs of the League. For this purpose, the rules established in Article XIV shall apply.

ARTICLE X - INDEMNIFICATION

1. **Indemnity.** FCSL 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 FCSL, 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 FCSL specified in Section 3 below 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.

FCSL 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.

2. **Exclusion.** The indemnification provided by this Article X, 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 League 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 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.
3. **Indemnified Persons.** As used in this Article X, "Indemnified Person" shall mean any person who is or was a Board Member, committee chair or member, coordinator, volunteer, employee or agent of FCSL, or is or was serving at the direct request of FCSL as a director, officer, meet director, official, coach, committee chair or member, coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.
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 FCSL in advance of the final disposition of such action, suit or proceeding.

If doubt exists as to the applicability of an exclusion to FCSL's obligation to indemnify, FCSL 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 FCSL determines that there is reasonable doubt as to such person's ability to make any repayment, FCSL 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 FCSL 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.

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 XI - PARLIAMENTARY AUTHORITY

1. **Robert's Rules.** The rules in the then current edition of Robert's Rules of Order Newly Revised shall govern FCSL 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 FCSL, the League, the Board or its divisions, committees may adopt or as set forth in this Article.
2. **Voice and Vote.** Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.
3. **Special Rules of Order.** *[This Section reserved for future use.]*

ARTICLE XII - MISCELLANEOUS

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 Connecticut become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
2. **Fiscal Year.** The fiscal year of FCSL shall end on August 31st of each year.
3. **Tax Status: Interpretation of Bylaws.** It is intended that FCSL 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 FCSL 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.

4. **FCSL Seal.** The FCSL corporate seal shall be circular in form and shall bear the name of FCSL and words and figures denoting its organization under the laws of the State of Connecticut and the year 1997 and otherwise shall be in such form as may be required the laws of the State, the Articles/Certificate of Incorporation or as shall be approved from time to time by the Board of Governors.

ARTICLE XIII - AMENDMENTS

1. **Certificate of Incorporation.** Except as otherwise provided therein, the FCSL Certificate of Incorporation may be amended only by a three-quarters (3/4) majority vote of the Member Clubs of the League. For this purpose, the rules established in Article XIV shall apply.
2. **Bylaws.** Amendment of the Bylaws is governed by Article IX, Section 3.
3. **FCSL Rules.** Except as otherwise provided herein, amendment of major FCSL Rules pertaining to the technical rules of each aquatic sport and the conduct of competition shall require a majority vote of the League; minor changes may be made by the Board, or, as specifically provided in Article V, by the Championship Meet Committee.
4. **FCSL Rule Book.** Except as otherwise provided herein and except with respect to the FCSL Rules pertaining to the technical rules of each aquatic sport and the conduct of meets, amendments of the FCSL Rule Book shall require a two-thirds (2/3) majority vote of the Member Clubs of the League. For this purpose, the rules established in Article XIV shall apply.
5. **USS Technical Rules.** The FCSL shall automatically adopt changes to the technical rules, Part One of the Rules and Regulations of USA Swimming, Inc, including their effective date provisions, provided that such rules do not, in the opinion of the Board, conflict with the purposes and objectives of the FCSL.
6. **FCSL Eligibility Rules.** Amendment of FCSL Rules concerning eligibility of children to compete or amendment of the "4-Event Rule" shall require a two-thirds (2/3) majority vote of the Member Clubs of the League. For this purpose, the rules established in Article XIV shall apply.
7. **Board Review and Report.** All proposals for amendment of these Bylaws, the FCSL Certificate of Incorporation or the FCSL Rule Book shall be submitted, in writing and include the specific language of the amendments proposed and the reasons therefore, to the Board for review at least thirty (30) days before the League Meeting at which such proposals are to be made.

The Board shall submit a written report to the League providing its recommendations regarding such amendments which shall be included with the notice of the League Meeting. The League Meeting may waive this requirement in a separate and specific resolution by a two-thirds (2/3) majority vote of the Member Clubs of the League. For this purpose, the rules established in Article XIV shall apply.

ARTICLE XIV - CONVENTIONS AND RULES OF INTERPRETATION

1. **Terms Generally.** Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms.
The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall include the singular as the context may require.
Where the context permits, the term "or" shall be interpreted as though it were "and/or".
Captions have been used for convenience only and shall not be used in interpreting the Bylaws.
2. **Capitalized Titles.** Capitalized titles, such as President, Secretary or Treasurer, when appearing alone shall refer to FCSL positions and not to any another organization.
3. **Voting At League Meetings.**
 - a. **"Member Clubs of the League"**. When used herein with respect to voting, the phrase "of the Member Clubs of the League" shall mean the requisite number of Member Clubs designated whether or not present and voting, with each Member Club having a single vote to be cast by its Swim Chair or, in his absence, its Head Swim Coach.
 - b. **"Of the League"**. When used herein with respect to voting, but not when preceded by the phase "Member Clubs", the phrase "of the League" shall mean the designated aggregate number of Swim Chairs and Head Swim Coaches present and voting, a quorum having been established.
 - c. **Default to Majority Vote.** If no voting fraction is specified, then the applicable rule shall be a majority of the aggregate number of Swim Chairs and Head Swim Coaches present and voting, a quorum having been established.
 - d. **Amendment of Section 3.** Amendment of this Section 3. shall require approval by three-quarters (3/4) majority vote of the Member Clubs of the League. For this purpose, the rules established in Article XIV shall apply.
4. **Principal Rule of Interpretation.** The principal substantive rule of interpretation applicable to these Bylaws is set forth in Articles I and IX.
5. **Notice Deemed Given; Writings Deemed Delivered; Last Known Address.**
 - a. **Notice by Mail.** Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of FCSL shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - b. **Notice by Fax or Email.** Notice given and writings delivered by facsimile or electronic mail (email) shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for all purposes under these Bylaws, or failing that, if no notice of non-delivery of email is received by FCSL.
 - c. **Notice by Telephone.** Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)
 - d. **Last Known Address.** For all purposes under these Bylaws, the last known address of a member of FCSL shall be the address given in the latest application for registration or membership in FCSL filed with the Secretary or the Membership Committee Chair; or the address given in a written or email notice of change of residence filed with the Secretary. In all other cases the records maintained by the Secretary of FCSL shall be used to ascertain the last known address.
6. **Time Period Convention.** In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.
7. **Waiver of Notice Convention.** Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting.