

Role of the Board of Directors (BOD)

Policy Statement

The USMS Board of Directors has very specific duties. Directors have fiduciary responsibilities (an obligation to act for another under circumstances which require total trust, good faith and honesty). They are required to act within their authority solely for the benefit of USMS. Directors do not have power or authority to act individually. The board's decision-making power lies in those powers established within the Bylaws of the corporation.

The USMS board has the responsibility for determining and implementing the corporation's values, vision, mission, and objectives and for ensuring its own succession. Through the committees established by the HOD, the board develops policy and engages in planning with the assistance of committees and staff.

The Board has the authority to act on behalf of the organization between meetings of the House of Delegates. The board can, at its discretion, delegate its authority.

Summary of Significant Board of Director Duties:

- A. Participate in Board activities: meeting attendance (at least 2 meetings: convention and mid-year), discussion participation (at least 2 conference calls, numerous email discussions)
- B. Determine the organization's mission and purposes
- C. Develop and approve policy
- D. Establish organizational priorities
- E. Ensure effective organizational planning (strategic and long range)
- F. Ensure adequate resources
- G. Manage corporate resources
- H. Determine and monitor the organization's programs and services
- I. Enhance the organization's public image
- J. Assess its own performance and practices
- K. Carry out board financial, legal and public responsibilities
- L. Understand and communicate the organization's mission
- M. Oversee the organization's compliance with legal regulations, licensing and other standards
- N. Exercise approval of outside counsel (legal, accounting, managerial)
- O. Oversee the management of staff and contractors including, but not limited to, hiring, termination, evaluation, and compensation.
- P. Oversee the organizational financial structure and activity, including income, expenses, borrowing, insurance coverage, audits, bank relations, fund-raising, and other financial procedures
- Q. Oversee new board member orientation

Code (Underlined is new. The rest is current code from 2005 Rule Book, renumbered as necessary.)

ARTICLE 505: OFFICERS

505.1. POSITIONS

The elected officers of USMS shall be a president, a vice president of Member Services, a vice president of Community Services, a vice president of National Operations, a vice president of Local Operations, a secretary, and a treasurer. No person may concurrently hold more than one such office.

505.2 ELECTIONS AND TERM OF OFFICE

505.2.1--All officers of USMS shall be elected by the members of the House of Delegates at annual meetings held in odd-numbered years. Their terms of office shall commence at the close of the annual meeting of the House of Delegates at which they are elected.

505.2.2—Elected officers shall hold office for 2 years or until their successors are elected and qualified. (*Note: This sentence is part of 505.2.1 in the current code.*)

505.2.3--The current election operating guidelines shall govern the nomination and election proceedings.

505.2.4--Each officer is eligible for election to the same office for two terms. No person so elected for two successive terms is eligible for re-election to the same office until after the lapse of 2 years following the term of office to which that person was last elected.

505.3. VACANCIES

Vacancies in any office of USMS ~~may~~ shall be filled for the unexpired term by the Board of Directors at any meeting of the Board of Directors. An appointment to fill a vacancy shall be with the full rights and responsibilities of the office.

505.4. DUTIES OF OFFICERS

The duties of the officers shall be as follows:

505.4.1--The president shall:

A Order meetings of USMS as provided in the code and preside at all meetings of USMS.

B Exercise all the duties pertaining to this office in accordance with the code.

C Serve as an ex-officio member of all committees.

D Appoint legal counsel who shall serve at the pleasure of the president. The legal counsel shall be an ex-officio member of the Board of Directors, Executive Committee, Rules Committee, and Legislation Committee, having voice but no vote on these committees. The legal counsel may appoint liaisons to any other committees when requested by such committee chair.

E Serve as chair of the Board of Directors.

505.4.2—The vice presidents shall chair their respective divisions, and shall coordinate their respective committee's activities and funding, as set forth in Article 507.

A In the event the president is unable or incapable of performing assigned duties, the vice president of National Operations shall be empowered to perform these duties.

B The vice president of Local Operations shall Chair the Zone Committee

505.4.3—The secretary shall make proper arrangements to:

A Keep the records of USMS and the House of Delegates.

B Conduct all official correspondence of USMS.

C Issue all official notices of all meetings of the House of Delegates and Board of Directors.

D Serve as secretary of the House of Delegates and Board of Directors.

505.4.4—The treasurer shall:

A Be the custodian of all corporate funds.

- B** Receive all funds of USMS and deposit to the accounts of USMS.
- C** Disburse funds as directed by the controller, or by the House of Delegates.
- D** Invest funds of USMS in a prudent manner for the benefit of USMS, in accordance with the investment policies established by the Finance Committee.
- E** Maintain adequate and accurate financial records that document the income and disbursement of USMS's funds.
- F** Submit all financial records to the internal auditor annually within 5 months following the end of USMS's fiscal year.

ARTICLE 506: BOARD OF DIRECTORS

506.1 MEMBERSHIP

~~The Board of Directors of this corporation shall consist of:~~

506.1.1--The voting members of the Board of Directors of this corporation shall consist of:

A 506.1.1—Each voting member of the Executive Committee

B 506.1.2—An at-large director from each zone, nominated by the zone, and elected by the House of Delegates.

506.1.2—~~Ex officio~~ The nonvoting members of the Board of Directors shall consist of: the Executive Director, Legal Counsel, a representative from USA Swimming, and all past presidents.

506.2 ELECTION AND TERM OF OFFICE OF AT-LARGE DIRECTORS

~~Zone directors shall be elected for a 2-year term. Each director is eligible for election to the same office for two consecutive terms.~~

506.2.1--All at-large directors of USMS shall be elected at annual meetings held in even-numbered years. Their terms of office shall commence at the close of the annual meeting of the House of Delegates at which they are elected.

506.2.2—At-large directors shall hold office for 2 years or until their successors are elected and qualified. (At-Large directors elected in 2005 will serve for 3 years, thereafter all terms will be for 2 years.)

506.2.3--The current election operating guidelines shall govern the nomination and election proceedings.

506.2.4--Each at-large director is eligible for election to the same office for two terms. No person so elected for two successive terms is eligible for re-election to the same position until after the lapse of 2 years following the term of office to which that person was last elected

506.3 VACANCIES

~~If a vacancy among the non-Executive Committee members of the Board of Directors occurs, the vice president of Local Operations shall consult with the chair of each LMSC in that zone and appoint a replacement Board of Directors member from that zone, with the concurrence of the USMS President.~~

Vacancies of at-large directors shall be filled for the remainder of the unexpired term by an appointee of the vice president of local operations, with the concurrence of the USMS president. An appointment to fill a vacancy shall be with the full rights and responsibilities of the office.

506.4 POWERS

The Board of Directors shall have the authority to act for USMS between meetings of the

House of Delegates.

506.5 MEETINGS

A minimum of two meetings of the Board of Directors shall be held each year (one at the annual meeting of the House of Delegates and one mid-year). Meetings held by conference call shall be held on a regular basis. Other meetings of the Board of Directors shall be held at any time or place, within or without the state of Ohio, pursuant to a resolution of the Board of Directors or to a call signed by the president or any three directors. Two weeks' written notice of such meeting shall be given to each director. Notice of any meeting may be waived in writing before such meeting. Special matters may be voted upon by the Board of Directors by mail, but no action can thus be taken without the endorsement of a majority of all directors.

506.6. QUORUM

The presence of a majority of the directors with voting privileges shall constitute a quorum at any meeting of the Board of Directors.

506.7. VOTING PRIVILEGES

Each member of the Board of Directors, except the president, shall have one vote. The president shall vote in the case of a tie vote. There shall be no voting by proxy.