

THE SWIMMING FEDERATION OF THE U.S. VIRGIN ISLANDS INC.

# VISF Bylaws

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*5/27/2017*



**Bylaws of  
The Swimming Federation of the U.S. Virgin Islands Inc.  
(Also known as the Virgin Islands Swimming Federation or VISF)**

**ARTICLE I**

**NAME AND PURPOSE**

**Section 1: Name**

The name of the Corporation shall be the Swimming Federation of the U.S. Virgin Islands inc. Also known as the U.S. Virgin Islands Swimming Federation (VISF) and herein after referred to as either VISF or the Federation.

**Section 2:** The Purpose of this Federation is:

1. To initiate, foster and improve competitive swimming (including open water), diving, water polo and synchronized swimming in accordance with the rules, laws, and regulations of the International Swimming Federation (FINA) as modified by the rules of the VISF.
2. To protect and promote the mutual interests of its members.
3. To institute, regulate and award the swimming, diving, water polo and synchronized swimming championships of this Federation and competitions with other recognized federations or associations.
4. To act as the governing body for swimming including open water and Masters, diving, water polo and synchronized swimming in the U.S. Virgin Islands.
5. To support the tenets of water safety at all times.

**Section 3: Operation as a Tax-Exempt Organization; Exempt Activities**

- (a) The Federation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code either under the umbrella of the Virgin Islands Olympic Committee (VIOC) or under its own exempt status.
- (b) The Federation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.
- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of the Federation is permitted to take any action or carry on any activity by or on behalf of the Federation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of the Federation may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of the Federation.

- (e) If the Federation dissolves, the balance of the money and property received by the Federation, after payment of all of the debts and obligations of the Federation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Federation is organized. The Board of the Directors will choose the specific organization or organizations to which such a distribution will be made. No director, officer, employee, or agent of the Federation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Federation.

## **ARTICLE II**

### **MEMBERS**

**Section 1.** Voting. This Federation will be composed of amateur clubs or organizations who subscribe to Article I of these bylaws and who have satisfied the requirements outlined in Article VI. These organizations will be referred to as "Member Clubs" throughout these bylaws. The "Member Clubs" shall have equal voting privileges through their Representatives. Each club may appoint three representatives who shall cast all votes for the club in the affairs of the Federation, see Article V. These representatives will constitute the Board of Directors of the Federation

**Section 2.** Advisory. The Federation may also elect honorary representatives whose duties shall be exclusively advisory to the Federation. Ex-Presidents of the Federation and other persons with expertise may be invited to become honorary members of the Federation upon two thirds vote of the validly constituted Board of Directors of the Federation.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 1: General Powers**

The affairs of the Federation will be managed by or under the direction of its Board of Directors.

#### **Section 2: Membership**

- A. Each Member Club, at the VISF annual meeting shall appoint three representatives to represent it at meetings of this Federation for that season. Each representative shall have one vote.
- B. The appointment of all representatives shall be in writing duly certified by the Chairman/President or his representative of the appointing member Club. A Member Club at any time by written notice, addressed to the Secretary or President of the Federation and signed by the chair of the Member club or his/her representative, may replace any or all its Delegates.
- C. Club representatives shall comprise the governing body of the Swimming Federation of the Virgin Islands Inc. in the form of a Board of Directors whose duties are set forth in Article 3, Section 3 below.

**Section 3. Duties of the Board of Directors.** The Board of Directors shall, in addition to the duties and powers prescribed elsewhere in these bylaws, have the power to:

- a. Admit to membership in the VISF, any club meeting the requirements of this Federation.

- b. Impose and enforce penalties for any violation of the bylaws of this Federation.
- c. Remove from office, by a two - thirds vote, any officer of the Federation who by neglect of duty or improper conduct has impaired his usefulness in an official capacity.
- d. Any member of the Board of Directors exhibiting conduct detrimental to the Federation or to any of its Member clubs, and not in the best interests of the sport of swimming in the U.S. Virgin Islands, shall be liable to suspension and possibly expulsion by a two - thirds majority of its members.
- e. A period of at least thirty (30) days must elapse between presentation and discussion of charges brought against any member of the Board of Directors. Such charges must be discussed at a special meeting called for this purpose.
- f. Collect and hold funds of this Federation and to authorize expenditures.
- g. Call regular and special meetings of this Federation, and to fix the time and place for all meetings not already fixed by these bylaws. See section 7 b.
- h. Schedule, institute, locate, conduct, and manage all Federation Championship competition and to supervise all other competition when it has jurisdiction.
- i. To explain, define and interpret any provisions of the bylaws and rules of this Federation upon request.
- j. To set standards and selection criteria for competitors who may represent the VISF and make final decisions and selections on competitors, coaches, and Delegates to represent the Federation at all National and International swimming events.
- k. To make, publicize and put into effect rules and regulations consistent with these bylaws and purposes of this Federation.
- l. This Federation shall have jurisdiction throughout the U.S. Virgin Islands.

#### **Section 4: Resignations**

- (a) Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Federation. The Member Club will be immediately informed so that a replacement representative could be chosen.
- (b) **Effective Date:** A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.
- (c) **Filling the Pending Vacancy:** The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

#### **Section 5: Vacancies**

- (a) Any vacancy occurring in the Board of Directors, due to resignation, or removal will be filled by the appropriate Member club.
- (b) **Term of Office:** Each Director serves at the privilege of the Member Club. The Member club determines the length of the term.

#### **Section 6: Annual Meeting**

The Annual Meeting of the Association will be held during the months of October or November at the place and time determined by the Board of Directors. At the Annual Meeting of this Federation, the following shall be the order of business:

- A. Roll Call
- B. Review and approval of Minutes
- C. President's Report
- D. Treasurer's Report
- E. Committee Reports
- F. Old Business
- G. Review of Member Clubs status
- H. Recognition or announcement of Member Clubs' representatives
- I. Election of Officers
- J. New Business:
  - i) Set VISF meet schedule
  - ii) Review upcoming CCCAN, UANA, CAC and FINA events dates and locations including Trainings
  - iii) Assign committees
  - iv) Select National Coach
  - v) Select National Delegate
- K. Adjournment

All members shall be notified of the Annual Meeting at least fourteen days prior to the meeting.

Conduct of Meetings. All meetings of this Federation shall be conducted in accordance with Robert's Rules of Order.

#### **Section 7: Regular Meetings and Special Meetings**

- a. This Federation shall hold regular quarterly meetings at the time and place designated by the board of Directors.
- b. Special meetings of this Federation may be called by the President at his discretion. Such meetings may be called at the request of 1/3 of the Directors. In this event, the President shall call the meeting not later than ten (10) days subsequent to the request submitted and all directors shall be notified.
- c. The Secretary shall call the roll at all meetings. Any Director who is absent from three (3) meetings during the year, without a written excuse, shall be automatically dropped from the Board of Directors, and the Secretary shall inform in writing the Member Club of such action. Written excuses shall be in the hands of the Secretary not later than the next regular meeting of the Federation.

#### **Section 8: Notice of Meetings**

- (a) **Timing:** Notice of each meeting must be delivered by or at the direction of the Secretary to each Director at least five (5) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given electronically via facsimile, e-mail, or other delivery methods permitted by law.

- (c) **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- (d) **Description of Meeting in the Notice:** Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice nor waiver of notice of such meeting.

#### **Section 9: Quorum; Voting; Proxies**

- (a) **Quorum:** 51% of the Directors will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) **Voting:** If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Federation, or these Bylaws.
- (c) **Proxies:** Each Director may vote by proxy on any matter of the Association. Each Director may hold no more than 2 proxies.
- (d) In the event of a tied vote with all proxies present, An Advisory member may be called upon to vote in order to break the tie.

#### **Section 10: Electronic Participation at Meetings**

- (a) Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic participation in a meeting will constitute attendance and presence at the meeting.
- (c) Email is not considered a proper form of electronic participation at a meeting of the Board of Directors.

#### **Section 11: Informal Action; Written Consent**

- (a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Directors.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of the Federation and filed in the corporate records. For the purposes of Article III, writings can include electronic conveyances such as e-mails and faxes.
- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

#### **Section 12: Removal**

- (a) One or more of the Directors may be removed, for cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present.
- (b) Cause for removal of a Board Member shall be any of the following:
  - i. Failure to adhere to these by-laws and their provisions;
  - ii. Failure to declare potential conflicts of interest;

- iii. Soliciting, receiving or accepting any remuneration, exchange for a vote and/or favorable or unfavorable disposition on any item under consideration by the Board or any of its committees;
  - iv. Any form of Board representation not authorized by the Chairperson or the full Board
  - v. Felony conviction during term of service on the Board;
  - vi. A consistent pattern of behavior unbecoming a Board Member (e.g. violent or disruptive behavior)
- (c) If the vote for the removal of one or more directors is to take place at a special meeting called pursuant to Article III, Section 7 of these Bylaws, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article III, Section 8. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.
  - (d) Any Director absent for three (3) consecutive meetings, if determined by the Board to be without valid excuse, may be removed for cause as described above and replaced.
  - (e) The Board Secretary must provide immediate notice to the Club President whose Delegate was removed from the Board so that a replacement can be made prior to the next meeting or vote

### **Section 13: Presumption of Assent**

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by delivery in accordance with Article III section 8(b) to the Secretary of the Association immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

### **Section 14: Director Conflict of Interest**

- (a) If a transaction is fair to the Federation at the time it is authorized, approved, or ratified, the fact that any Director of the Federation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to the Federation due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- (c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.
- (d) **Indirect Interest:** A Director is "indirectly" a party to a transaction if he or she either:
  - 1. Has a material financial interest in the entity with which the transaction is occurring; or
  - 2. Is an officer, director, or general party with the entity with which the transaction is occurring.



- (e) **Grant Exception:** If a Director of the Federation is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not “indirectly” a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

## **ARTICLE IV**

### **OFFICERS**

#### **Section 1: Designation; Election; Term; Multiple Offices**

- (a) **Designation:** The Officers of the Federation will include a President, a Vice Presidents, a Secretary, a Treasurer, and any other Officers or assistant Officers authorized by the Board of Directors.
- (b) **Election/Appointment:** The Officers will be elected from the membership of the Board of Directors by the Board of Directors at its Annual Meeting.
- (c) **Term:** Each Officer will hold office for 1 year(s) or until his or her successor has been duly elected/appointed and qualified, or until their death, resignation or removal in the manner hereinafter provided.
- (d) Any duly elected officer of the Board of Directors may be retained with full privileges until the completion of his tenure of office by a majority vote of the Board.

#### **Section 2: President**

- (a) The President will preside over all meetings of the Board.
- (b) The President will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer.
- (c) The President will execute all contracts for the Federation.
- (d) The President will report to the Board of Directors, at least monthly, on all matters within his or her knowledge, which the interests of the Federation may require to be brought to their notice.
- (e) The President will perform other such duties as may be assigned from time to time by the Board of Directors.
- (f) The President may order meetings of the Board of Directors when and where he shall deem necessary, shall preside at all meetings of the Board, and generally shall perform such duties as pertaining to the office of the President.
- (g) The President or his designee shall represent the Federation on the Virgin Islands Olympic Committee (V.I.O.C.) and report back to the Board of Directors within 7 days of the meeting.
- (h) The president shall rotate between island districts unless there is a majority vote to keep the existing president in office.

#### **Section 3: Vice President(s)**

- (a) The Vice President will have all the powers and perform all the duties of the President in the absence or incapacity of the President.

- (b) The Vice President will perform such other duties as may be assigned from time to time by the President or Board of Directors.

**Section 4: Secretary**

- (a) The Secretary will act as secretary of the Board of Directors.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

**Section 5: Treasurer**

- (a) The Treasurer will provide oversight for the full and correct account of receipts and disbursements in the books belonging to the Federation.
- (b) The Treasurer will dispose of funds of the Federation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Federation.
- (c) The Treasurer will serve on the Finance Committee and prepare a yearly budget.

**ARTICLE V**

**COMMITTEES**

1. The President and the Secretary shall be ex-officio members of all committees.
2. There may be appointed by the President with the approval of the Board of Directors, an Auditing Committee, which may, within two weeks preceding the date of the annual meeting audit and examine the accounts of the Treasurer and make its report to the Board of Directors at the annual Meeting.
3. The Board of Directors shall elect from among its members a Registration Committee of three (3) whose duty shall be to register and certify Virgin Islands Competitive Swimmers in accordance with the bylaws and rules of this Federation. It shall be the duty of the Registration Committee to approve the credentials of applicants for membership before such application is voted upon by the Board of Directors. It will include Team Managers of each Member Club to provide documentation records as needed for entry into international competitions. The committee must present to the Federation proof of eligibility of each competitive swimmer as requested and eligibility must be approved by the Federation before names are submitted for any competition.
4. The President shall appoint a Meet Administration Committee, a Records Committee, a Public Relations Committee, a Technical Committee, a Finance Committee, and such other Committees as shall be designated by the Board of Directors or deemed necessary by the President.

The Meet Administration Committee shall be in charge of VISF sponsored competitions: duties to include approve officials and meet formats and that the competitions are conducted under FINA rules. This committee shall be responsible to schedule clinics to train meet officials at least every two years if approved by FINA.

The Records Committee shall be comprised of one member from each active club and shall see to it that accurate and complete records are kept for all events sponsored or sanctioned by this Federation. It shall be responsible for recording the official U.S. Virgin Islands records for all events, short and long course. At the annual meeting, this Committee shall make a detailed report to the Board of Directors, listing all official records for the U.S. Virgin Islands, and who the holder may be. Approval of this report shall constitute certification by this Federation of such records.

The Public Relations Committee shall be in charge of all aspects of publicity in this Federation. It shall be their responsibility to provide the news media of our community with accurate and complete information regarding Federation sponsored events.

The Technical Committee shall include in its membership, at a minimum, the National Coach, Head coach of each member team and the delegate (as needed for administrative assistance) and will be chaired by the President of the Federation or his/her appointee. The Technical Committee will be responsible for swimming (including open water and Masters), diving, water polo and synchronized swimming. It shall be the prime responsibility of these committees to study, plan and develop programs pertinent to the program development of their sport, make the necessary recommendations to the Board of Directors, implement, and administer such programs if ordered. It shall set qualifying standards for athlete selection for international competitions to be submitted to the Board for approval. These standards should be established at least 6months prior to the competitions unless standards have been set by FINA or the host country.

The Finance Committee shall prepare a budget at the beginning of each year. This Committee shall oversee that the funds of this Federation are being properly and judiciously spent. It shall be their responsibility to make recommendations whenever this Federation carries out fund- raising activity.

## **ARTICLE VI**

### **Club Membership and Swimmer Eligibility**

#### **1. Club Membership**

##### **Section 1**

Any club or organization, including current clubs, subscribing to Article II of these bylaws, and desiring to become or remain a Member Club shall apply in writing to the Secretary declaring:

- A. Its name, location (address and phone number), the roster of its active members and the names of its officers and coach.
- B. Its purposes, the date of its organization and a copy of its approved bylaws
- C. Statement from its president that it will, if elected member of this Federation, abide by the bylaws and rules of this Federation and its affiliate organizations, and will respect, abide by and enforce all decisions of this Federation. Such application shall be referred by the Secretary to the Board of Directors.
- D. One time application fee of \$300

**Section 2** Any club or organization shall not have less than ten (10) active competitors before they can be considered for membership or to maintain membership. An active competitor is an athlete registered with a Member Club, who is training full time, locally, with the Member Club coach(es) for the purpose of competing. This does not include learn to swim program swimmers. Each Member Club must compete in at least one VISF Championship meet each year.

**Section 3** The Member Clubs, whose applications have been accepted, will have their applications reviewed each year at the annual meeting of the Board of Directors to determine whether the Member Club still qualifies for representation on this Federation. Member Club must present current club status at Annual Meeting, to include roster, coach name, officer names and any other updates.

#### **2. Swimmer Eligibility**

**I. REPRESENTATION of VISF at International Age Group Championships: CARIFTA, CISC (18 and under), CCAN(18 and under),**

**Ages 11-18 as of January 1 of that year.**

- a. Must be a member of a club affiliated with VISF for at least ONE year.
- b. Must be registered with the VISF for ONE year.
- c. Must have competed for a Member club at one of the VISF Championships during that qualifying year, with official results. If swimming unattached, must have competed in one of the VISF Championships during the qualifying year with official results.
- d. Must have proof of U.S.V.I. residency. A residence is where the swimmer officially lives and sleeps, and where they can be found for at least 10 months out of the year. Must include documentation establishing the swimmer resides in the VI with official school or university confirmation, employment contract, or any other relevant documentation. Must provide certified registration of an address in the VI for at least ONE year, prior to the first registration of the competition for VISF.
- e. Athletes born in the U.S. Virgin Islands or of a parent born in the U.S. Virgin Islands for the purpose of these bylaws will be considered a resident.
- f. Must abide by the guidelines for international meet entries and surpass qualifying standards set by VISF.
- g. Athletes over 18 years of age must meet VIOC residency standards (see II below).
- h. Exceptions to these rules will be considered on a case-by-case basis by the VISF Board.

**II. REPRESENTATION of VISF at VIOC and Swimming World Competitions: CAC, PAN AM GAMES, OLYMPICS, Youth Olympics, World Championships and Jr. Worlds, shall follow the VIOC Residency requirements of the VIOC Bylaws (reprinted in a) and b) below)**

- a) A resident of the Virgin Islands is one who domiciles and has established an on-going physical presence within the Virgin Islands. Such residents shall provide one (1) valid government issues identification card. In addition, tax records, a current voter's registration card, a valid Virgin Islands driver's license, and a public service utilities bill provided in his/her name may be submitted. The VIOC will have the authority to request other reasonable documentation to verify residency. The resident must reside in the Virgin Islands for a three (3) year period continuously. The Executive Committee shall make provisions for those athletes under 18 years of age.
- b) Residency requirements for athletes to represent the Virgin Islands at the Central American and Caribbean Games, Pan American Games, Summer and Winter Olympic, Youth Games and other Games under the jurisdiction of the VIOC are as follows:
  - 1.) Persons born in the Virgin Islands or of a parent born in the Virgin Islands; or
  - 2.) A U.S. citizen by birth or naturalized citizens who were not born in the Virgin Islands but have resided for at least three (3) years continuously in the Virgin Islands before the date of the Opening Ceremony of the Games in which he or she wishes to participate.
- c) Must be registered with the VISF for three (3) years prior to first competition date.
- d) May be unattached or a registered member of a Member Club.
- e) Must have competed in one of the VISF Championships each year with official results unless excused by the VISF Board after written request.
- f) Must abide by the guidelines for international meet entries and surpass qualifying standards set by VISF or

- by the organizing entity.
- g) Exceptions to these rules will be considered on a case-by-case basis by the VISF Board

### **III. STATEMENT ON NATION SHOPPING**

- a) No Federation member or Coach shall entertain “nation shopping” by any athlete 18 or older seeking to represent the US Virgin Islands, having already represented the USA or another nation in any competition listed in 2. I. or 2.II (above) in any swimming discipline.
- b) An athlete accepted by the VISF as a new resident of the Virgin Islands who is 18 or older at the time of their acceptance will not be allowed to take the position of an already established VISF swimmer who has met the minimum standard of 600 FINA points by event and as defined by the VIOC guidelines in Part II above unless conditions (c) below exist.
- c) If no Virgin Islands athlete has met the minimum standard then a position MAY be opened to an athlete described in (b) above. This will require board review and a majority vote by the Federation.

### **IV. GUIDELINES FOR ALL MEET ENTRIES OUTSIDE OF THE VIRGIN ISLANDS**

- The VISF will set qualifying standards for international meets unless otherwise specified by FINA.
- Qualification Times will be based on the final results of the previous similar meet.
- Only the two fastest swimmers of each gender will be entered in each event (FINA).
- Conversion times may be used for a swimmer to qualify for a meet (short course meters and/or yards).
- Conversions may be used for an entry time as approved by the Technical Committee.
- An entry time MUST be swum within a Twelve-month period of the entry deadline of the specified meet.
- NT (no time) and /or custom times are not allowed for entry times.
- There must be proof of time in the VISF database for all entry times.
- If a swimmer qualifies for one event, the National Coach may enter that swimmer in additional events.
- A swimmer may be selected by the National Coach if the following two conditions are met:
  - he/she has qualified in an individual event
  - 3 other swimmers have qualified in the same age group. (to complete a relay)
- A swimmer selected to swim in a relay may swim additional events at the discretion of the National Coach.
- A swimmer must document to the Technical Committee and the National Coach that they have been training CONSISTENTLY for ONE year prior to that competition.
- The training program must be approved by the National Coach before ANY entries.
- A swimmer wishing to enter international swim meets must pass eligibility rules to represent the Virgin Islands Swimming Federation at any international swim meet.
- Universality spot(s) will be awarded to swimmer(s) with consideration to FINA points, proximity to qualifying times and the intention of the spot given by FINA, to develop swimmers within their own country. The Technical Committee will submit candidates to the Federation for final selection by the Board.

### **V. Code of Conduct**

1. All competitors and team officials shall conduct themselves in a prudent, respectful, and courteous manner at all times that will not result in dishonor or disgrace the VISF.
2. The National Team shall travel and eat together whenever possible, including Coaches and Delegates.
3. All competitors shall observe rules and curfews established by Coaches and Team Manager
4. No competitor or team official shall use profane or offensive language or behave in an unsportsmanlike manner where they would embarrass a competitor or official in the competition
5. Competitors and team officials shall not consume alcohol prior to the competition or use any drug or other substances on FINA's List of Banned Substances until discharged by the Team Manager/Delegate.
6. No competitor or team official may visit the living quarters unsupervised, of member of the opposite sex on the VISF National team or any other nation's team at any time, with the exception of emergencies.
7. A competitor or team official whose parents, guardians spouse or family members travel to a regional or international competition whether as spectators or as officials, shall never the less remain under the jurisdiction of the VISF and the National Team Coaches and managers and subject to the Code of Conduct at all times.
8. The National Coach may agree that a competitor has seriously breached or abused the provisions of the code of conduct and may be immediately removed from the team and competition.
9. Team members shall wear full team uniforms during public events and competition.
10. Awards shall be personally accepted by the recipient at official award ceremonies unless excused by the National Coach due to illness or other just cause.
11. All team members shall participate in public ceremonies at the competition, unless excused by the National Coach due to illness or other just cause.

## **Article VII INDEMNIFICATION**

- (a) The Federation may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Federation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Federation.
- (b) To the extent that a present or former director, officer, employee, or agent of the Federation has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or

not opposed to the best interests of the Association.

- (c) Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for willful negligence or misconduct in the performance of his or her duties.
- (d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.
- (e) The Federation shall have power to purchase and maintain, at the Federation's expense, insurance on behalf of the Federation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) The Federation shall have the power to give other indemnification to the extent permitted by law.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

#### **Section 1: Federation Records**

The Federation must maintain the following books and records at its registered office or principal place of business or such other location as the Board may authorize:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;

#### **Section 2: Right of Inspection**

- (a) **General Right of Inspection:** Any Director may examine the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** A Director's agent or attorney may be afforded the same right provided under Article VII, Section 2(a).

## **ARTICLE IX**

## MISCELLANEOUS

### **Section 1: Depositories**

All funds of the Federation not otherwise employed will be deposited from time to time to the credit of the Federation in any banks, trust companies, or other depositories licensed in the Virgin Islands and designated by the Board of Directors.

### **Section 2: Checks, Drafts, Notes, Etc.**

- (a) All checks, drafts or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Federation must be signed by the individual who has been given signatory authority by the Board of Directors.
- (b) In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President of the Federation.

### **Section 3: Fiscal Year**

The fiscal year shall be the calendar year

### **Section 4: Delivery of Notice**

Any notices will be considered to have been “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of the Federation, or any other contact information appearing on the records of the Federation; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation

### **Section 5: Execution of Documents**

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Federation must be authorized or ratified by a resolution of the Board of Directors.
- (b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Federation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Federation must be executed and attested by such Officer or Officers, or agent or agents, of the Federation and in such manner as shall periodically be determined by resolution of the Board of Directors.

### **Section 6: Gifts**



The Board of Directors may accept on behalf of the Federation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Federation.

**Section 7: Stock**

The Federation will not have or issue shares of stock.

**Section 8: Compensation**

- (a) The Board of Directors may fix the salaries or other compensation of agents and employees of the Federation.
- (b) No Director or Officer of the Federation will receive, directly or indirectly, any income, profit, or other pecuniary benefit from the Federation, except reimbursement from the Federation's funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of the Federation, upon submission of proper documentation to the Board of Directors.

**Section 9: Loans to Management**

The Federation will make no loans to any of its Directors or Officers.

**Section 10: Construction**

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

**Section 11: Communications**

All communication on behalf of the VISF must be done through the President or the VISF Delegate, unless otherwise authorized by written instruction (consent)


**Section 12: Effective Date**

These Bylaws will be effective upon acceptance by the Board of Directors.

**ARTICLE X**

**AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new bylaws may be made and adopted at any annual or regular meetings of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors in office.

  
\_\_\_\_\_  
**President**

5/27/2017  
\_\_\_\_\_  
**Date**

  
\_\_\_\_\_

**Secretary**  
  
5/27/2017  
\_\_\_\_\_  
**Date**