

**AMENDED AND RESTATED BYLAWS
OF THE GUAM SWIMMING FEDERATION**

Adopted on August 12, 2022

PREFACE

These Bylaws amend, supersede, and replace any Bylaws adopted by the Board prior to the adoption date and are effective upon adoption by a majority vote of the Board of Directors of the Guam Swimming Federation.

As used herein, a pronoun in the masculine gender shall be considered as including the feminine gender, and vice versa, unless the context clearly indicates otherwise.

**ARTICLE ONE
PURPOSES, OBJECTIVES, POLICIES**

§ 1.01 MISSION STATEMENT, CORPORATE AIM, AND GENERAL PURPOSES. The Guam Swimming Federation (Guam Swimming or GSF) is the successor of the former Guam Swimming League which was founded in 1950. Then, as now, GSF holds fast to the belief that the water is a place of joy and that swimming is athleticism and grace personified.

As the National Federation (NF) overseeing the sport of swimming in Guam, GSF reaffirms its aim and decades-old commitment to the purposes of fostering swimmers and developing national (local island-wide Guam) and international amateur competition in the sport of swimming, including open water swimming, water polo, diving, artistic and masters swimming. In this regard, GSF shall endeavor in the fullest possible measure to nurture and contribute to the physical growth and development of the athletes of the sport without regard to race, color, creed, ability, politics, or economic status.

§ 1.02 NONPROFIT CHARACTER. Guam Swimming is a private nonprofit, non-governmental corporation. It is not formed for pecuniary or financial gain. There are no owners or shareholders, and no shares of stock are authorized or issued. No dividends shall be paid, and no part of the income or earnings which may be derived from its operations in pursuance of its purposes shall be distributed to or inure to the benefit of any member, director, officer, or any private individual, but shall exclusively be used to promote the purposes and objectives for which Guam Swimming is formed.

No part of the assets, income, or profit of Guam Swimming is distributable to, or inures to the benefit of, its members, directors, or officers. No substantial part of the activities of Guam Swimming shall be the carrying on of propaganda or otherwise attempting to influence legislation. Guam Swimming shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

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§ 1.03 OBJECTIVES. The objectives of Guam Swimming shall be and are:

1.03.01 Regulation and promotion of competitive water sports. To promote, encourage, and regulate all aspects of the sport of competitive swimming, open water swimming, water polo, diving, artistic and masters swimming, and the teachings thereof throughout Guam and to provide a uniform neutral set of rules and criteria for the conduct therein without distinction between persons for reason of race, color, creed, ability, politics, or economic status.

1.03.02 Swim team activities. To coordinate and foster the activities of swim teams and clubs in Guam.

1.03.03 FINA Rules. To affiliate with and recognize FINA Rules and regulations regarding competitions in swimming, open water swimming, water polo, diving, artistic and masters swimming.

1.03.04 Selection Criteria. To establish the criteria for the selection of swimmers to represent Guam in competitions for swimming, open water swimming, water polo, diving, artistic and masters swimming; and to select and send those eligible within such criteria.

1.03.05 Affiliations. To affiliate with the Guam National Olympic Committee (GNOC), the Oceania Swimming Association (OSA), and the Fédération Internationale de Natation (FINA), and other national or international sport federations or countries as determined by the Board of Directors

1.03.06 Elimination of prohibited substances. To actively promote the elimination of the use of prohibited substances and techniques from the sport of swimming in Guam and to strictly impose sanctions on members committing doping offenses.

§ 1.04 POLICIES. The basic policies of Guam Swimming are:

1.04.01 No commercial or partisan activities. Guam Swimming shall be nonprofit, non-governmental, noncommercial, nonsectarian, and nonpartisan. It shall undertake nothing that would conflict with the principles of amateur athletics.

1.04.02 No unauthorized use of brand or conflicts of interest allowed. Neither the name, logo, branding or assets of Guam Swimming, nor the names of any members or directors in their official capacities, shall be used in connection with any commercial concern or with any partisan interest or for any private business interest without the express prior written resolution of a majority of the directors of the Board. Any and all such activities are expressly prohibited and shall subject the offending member team, person, or official to discipline, including expulsion.

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1.04.03 FINA Membership. As a member of the Fédération Internationale de Natation (FINA), Guam Swimming recognizes that FINA is the sole body that governs swimming, open water swimming, water polo, diving, artistic and masters swimming internationally.

1.04.04 GNOC Affiliation. Guam Swimming is a National Federation (NF) recognized and affiliated with the Guam National Olympic Committee (GNOC).

1.04.05 GNOC and FINA governance prevail. At all times, Guam Swimming shall comply and act according to the rules, bylaws, decisions, and policies promulgated by the GNOC, the FINA Congress, and the FINA Bureau. In the event of a conflict between Guam Swimming and the GNOC, the GNOC will prevail. In the event of a conflict between Guam Swimming and FINA, FINA will prevail.

1.04.06 Adoption of FINA Inclusion/Transgender Policy. Guam swimming adopts, fully incorporates, and shall comply with all provisions of the *FINA Policy on Eligibility and for the Men's and Women's Competition Categories (Inclusion/Transgender)*, including any amendments thereto that may be made from time to time.

1.04.07 Adoption of FINA Rules on Protection from Harassment and Abuse, the GNOC Safe Sport Policies and Procedures, and the Minor Athlete Abuse Prevention Travel & Lodging Policy. Guam swimming adopts, fully incorporates, and shall comply with all provisions of the *FINA Rules on Protection from Harassment and Abuse*, and the *GNOC Safe Sport Policies and Procedures*, including any amendments thereto that may be made from time to time.

§ 1.05 ANTI-DOPING. At all times, Guam Swimming Federation, its members and athletes shall adhere to, and be bound by all applicable anti-doping codes, laws, rules, regulations, and standards.

1.05.01 Adoption of World Anti-Doping Agency Code, FINA Doping Control Rules, GNOC Anti-Doping Rules, and ORADO Standards. Guam Swimming adopts, fully incorporates, and shall comply with all provisions of the *World Anti-Doping (WADA) Code*, the *FINA Doping Control Rules*, the *GNOC Anti-Doping Rules*, and any standards or rules established by the *Oceania Regional Anti-Doping Organization (ORADO)*, including any amendments thereto that may be made from time to time.

1.05.02 Out-of-Competition doping control & testing allowed. Guam Swimming shall allow out-of-competition doping control and testing by GNOC, FINA, OSA, and any other competition governing body to which it is a member or participant.

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**ARTICLE TWO
MEMBERS AND MEMBERSHIP**

§ 2.01 CLASSES OF MEMBERS. Guam Swimming shall have one (1) class of members who shall have the voting rights specified in these Bylaws and in the Articles of Incorporation. In all respects the rights, interests, and privileges of each member are equal.

§ 2.02 QUALIFICATIONS AND DEFINITION OF INDIVIDUAL MEMBERS. A “member” shall be a swim team organized under the laws of Guam and § 501(c)(3) and § 501(j) of the Code, as amended, as a nonprofit tax-exempt organization for the sole and exclusive purposes of fostering swimmers for national (local island-wide Guam) and international amateur swimming competitions in alignment with, and in the same manner as, the purposes set out in the Articles of Incorporation. A “swim team” may include a competitive water polo, diving, artistic, and/or masters swimming team.

§ 2.03 GUAM NATIONAL ATHLETES COMMISSION (GNAC). The Athlete Representatives to the GNOC’s Guam National Athlete’s Commission (GNAC) function as GSF’s delegates to the GNOC on behalf of the swim athletes. The GSF Athlete Representatives to the GNAC shall be elected based upon the criteria and requirements established by the GNOC and the GNAC Charter as amended from time to time.

2.03.01 GNAC representatives are not Members, a Swim Team, Directors, or Officers. The athlete representatives are not “members” because they are not a “swim team” and therefore do not acquire the rights and privileges afforded to members. Because only members may select directors and only directors may vote for officers, the athlete representatives may not vote to elect or remove officers or directors, and they are ineligible to be hold office as directors or officers.

2.03.02 Privilege of GNAC to vote on certain GSF matters. *Except* for voting on the election or removal of the GSF Board’s officers and directors, which are privileges afforded exclusively to the member swim teams because only members may vote to remove another member’s officers or director(s) and only directors representing member swim teams may vote for officers, and unless otherwise stated in these Bylaws, the athlete representatives may *collectively cast a single one (1) vote* on all other matters submitted to a vote of the members or to the GSF Board of Directors.

The failure of the GNAC representatives to agree on their single collective vote shall be counted as a non-vote, and the GNAC shall be deemed to have abstained from voting.

§ 2.04 NUMBER OF MEMBERS. There is no limit to the number of member swim teams that Guam Swimming may admit.

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§ 2.04 NUMBER OF MEMBERS. There is no limit to the number of member swim teams that Guam Swimming may admit.

§ 2.05 ADMISSION TO MEMBERSHIP. Only member swim teams and their athletes are permitted to participate in any local, regional or international aquatic competitions organized or sanctioned by Guam Swimming, GNOC, or FINA. In order to become a member of Guam Swimming, a swim team **must** apply for membership by filing an application addressed to the Board of Directors. The Board shall have the right to require any additional proof or documents concerning the purposes and status of the swim team making such application to be a member. The Board shall also have the right to place additional requirements upon a team as a condition of admission. To be accepted as a member, the application for membership must be approved by an affirmative majority vote of the Board at a duly constituted meeting.

§ 2.06 RIGHT TO REPRESENTATION ON GSF BOARD OF DIRECTORS. Every member shall be represented on the GSF Board of Directors by one (1) director, *but in no case never more than two (2) directors*. Only one (1) single collective director vote per member team shall be permitted on any matter submitted to the Board for voting. A member's representative director shall at all times be either a person on the governing board of the member, or the head coach of the member, or any other person otherwise authorized by the member to be the member's representative director. [*See also*, Article 4 (Directors)].

All members of Guam Swimming shall have the right to receive the publications of Guam Swimming and to have all rights generally attributable to members of Guam corporations, except that such rights are subject to each member's obligation to support the purposes, objectives, and ideals of Guam Swimming.

§ 2.07 MEMBERSHIP YEAR; PAYMENT OF DUES. The membership year of Guam Swimming shall begin on the first day of July of each year (July 1) and shall terminate on the thirtieth day of June (June 30) of the following year. The Board shall decide only once during the membership year the amount of dues to be assessed to each member in each fiscal year. [*See*, Article Nine (Fiscal Year)].

§ 2.08 NONLIABILITY OF MEMBERS. No member shall be personally liable for the debts, liabilities, or obligations of Guam Swimming.

§ 2.09 TRANSFERABILITY OF MEMBERSHIP. Membership in Guam Swimming is non-transferable and non-assignable.

§ 2.10 TERMINATION OF MEMBERSHIP BY RESIGNATION OR INELIGIBILITY. The membership of any member of Guam Swimming shall automatically terminate upon the happening of either of two events: (1) upon the member's written resignation or request for such

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termination delivered to the president or vice-president/secretary general of Guam Swimming personally, or by United States mail, or by email. The effective date of termination shall be when the request is delivered personally, or the date of postmark if by United States mail, or the sent date if by email; or (2) upon the termination or suspension of the member by a majority vote of the Board of Directors on the grounds that the member has failed to follow or comply with the rules, regulations, and requirements established or adopted by the Articles of Incorporation, these Bylaws, or otherwise by the Board of Directors.

§ 2.11 REGISTRATION OF ATHLETES REQUIRED. For the purposes of identifying, verifying, tracking and management of individual athletes, every competitor shall be a member in good standing of a GSF member swim team and shall register with Guam Swimming prior to embarking in competition. Unattached swimmers who do not represent a member swim team are not permitted to compete. Swimmers attending secondary school, college or university may retain membership in their respective Guam swim teams and may swim on the teams of their schools.

§ 2.12 IN-SEASON TRANSFERS. Swimmers shall register with one member swim team at a time during a season. If a swimmer transfers from one team to another, thirty (30) consecutive days must elapse before the swimmer is permitted to represent the receiving swim team in open competition in Guam or off-island. The 30-day count shall begin on the day following the last date the athlete swam in open competition for the previous team. During the 30-day period, the swimmer shall be deemed as Unattached.

**ARTICLE THREE
MEETINGS OF MEMBERS**

§ 3.01 ANNUAL MEETING. Each year in the month of May or as otherwise called for by the Board, there shall be held the annual meeting of Guam Swimming members. At such meeting, the reports of the affairs of Guam Swimming shall be considered and any other business shall be transacted which is within the powers of the members. If the selection of the directors shall not be held at such annual meeting or at an adjournment thereof, the Board shall cause the selection to be held at a special meeting of members called and held for that purpose as soon thereafter as conveniently may be.

§ 3.02 SPECIAL MEETINGS. Special meetings of members shall be called by the president of the Board or by any two (2) of the members of Guam Swimming and held at such time and place within Guam as may be ordered by the person or persons calling the meeting; and in the absence of such order, at the principal office of Guam Swimming.

§ 3.03 NOTICE OF MEETINGS. Notice of the annual or special meeting shall be delivered to each member by email, fax, or personal service at least seven (7) days prior to such meeting.

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The notice shall specify the place, day, and hour of the meeting, together with the general nature of the business to be transacted.

The notice may also be publicly made by posting it on the Guam Swimming website or by publishing it in a Guam newspaper of general circulation. Submission of the notice to a newspaper or magazine's public service announcement column (e.g. PDN's "Sports Notes" or Guam Daily Post's "Event Calendar") shall be sufficient to comply with this section, and nothing herein shall be construed to require a paid advertisement.

If sent by email or fax, the notice shall be addressed to the member at the address shown on the records of Guam Swimming and shall be deemed given at the time it is transmitted by email or fax. The notice shall be given by the recording secretary or other person designated by the president or, on the neglect or refusal of the person charged with such duty to do so, by any director or member of Guam Swimming, who, for the purpose of giving such notice, shall have access to the membership books at the principal office of Guam Swimming during regular business hours.

§ 3.04 QUORUM OF MEMBERS. A quorum of the members for purposes of holding a meeting of the members shall consist of a majority of the number of member teams, excluding the GNAC. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present in person or by proxy, but no other business shall be transacted. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the later withdrawal or abstention of enough members to leave less than a quorum.

§ 3.05 CONDUCT OF MEETINGS. The president of the Board of Directors in the president's absence, the vice president/secretary general, shall preside over meetings of the members. The recording secretary of the Board shall act as recording secretary for the meeting. In case the recording secretary is absent from any meeting of the members, the presiding officer may appoint any person to act as recording secretary for the meeting.

3.05.01 Robert's Rules of Order. Meetings shall be governed by *Robert's Rules of Order* as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with Guam law.

§ 3.06 VOTING BY MEMBERS; MAJORITY ACTION AS MEMBERSHIP ACTION. Any and all action taken by the membership, including any action taken by written vote without a meeting (*see* § 3.07) shall be governed and made as follows:

3.06.01 One (1) vote per member team; no fractional votes. Each member team is entitled to one (1) single collective vote on each matter submitted to a vote of the membership. All votes shall be by voice vote or a show of hands unless a member demands that the vote be by

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ballot, in which case votes shall be cast by secret ballot. No single vote shall be split into fractional votes. The failure of a member's officials to agree on their single collective team vote shall be counted as a non-vote, and the member shall be deemed to have abstained from voting.

3.06.02 Voting by Guam National Athletes Commission (GNAC). With the exception of voting on the election or removal of officers and directors as the votes for these positions are privileges reserved exclusively for the member swim teams, the GSF Athlete Commission representatives from to the GNOC's Guam National Athletes Commission may collectively together cast one (1) vote on each matter submitted to a vote of the membership. The failure of the GNAC representatives to agree on their single collective vote shall be counted as a non-vote, and the GNAC shall be deemed to have abstained from voting.

3.06.03 Majority vote of quorum present and voting. The majority of the number of votes cast at a meeting duly held at which a quorum (*see*, § 3.04) is present and voting is the act of the membership. [*See generally*, Robert's Rules of Order § 44 (11th ed.), p. 400-403].

3.06.04 Tie Vote. In the event of a tie vote, the action or motion is rejected since a tie is not a majority. [ROBERT'S RULES OF ORDER § 44 (11th ed.), p. 405, ll. 28-29].

The president or chair of the meeting cannot vote twice (e.g., once actually or vicariously through member team affiliation and again in his individual capacity as a presiding officer) in order to break a tie. [ROBERT'S RULES OF ORDER § 44 (11th ed.), p. 406, ll. 14-15].

3.06.05 Proxy voting. Members shall have the right to vote either in person or by an oral proxy communicated to all other members or by a written proxy executed by the member and filed with the recording secretary of the Board, except as otherwise expressly provided in the Articles or in these Bylaws; provided, however, that no proxy shall be valid after six (6) months from the date of its execution.

§ 3.07 ACTION WITHOUT MEETING; MAJORITY VOTE. Any action which may be taken at a meeting of the members may be taken without the holding of an in-person or video/telephonic meeting if the action is authorized by a written majority vote of all members entitled to vote plus the GNAC. The written vote may be cast by email, fax, or personal delivery of the writing.

§ 3.08 POWERS OF MEMBERS. The members at their annual or special meetings may do any or all of the following:

3.08.01 Certificates. Approve awards and certificates for athletes, officials, donors, staff, volunteers, and others;

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3.08.02 Programs and Meet Schedules. Review, amend, and implement the programs and meet schedules of Guam Swimming;

3.08.03 Budget. Establish the annual budget of Guam Swimming;

3.08.04 Fundraising. Promote fundraising efforts for Guam Swimming; and

3.08.05 Other matters. Take up and consider any other matters involving Guam Swimming.

§ 3.09 DUTIES OF MEMBERS. It shall be the duty of the members to:

3.09.01 Duties imposed by law, Articles, or Bylaws. Perform any and all duties imposed on them by Guam law, by the Articles, or by these Bylaws; and

3.09.02 Meetings. Attend meetings at such times and places as required by these Bylaws.

**ARTICLE FOUR
BOARD OF DIRECTORS**

§ 4.01 NUMBER; QUALIFICATION; SINGLE VOTE PER MEMBER. Guam Swimming shall have a minimum of three (3) directors, and collectively they shall be known as the “*Board of Directors*” or “*Board.*” At no time shall the number of directors be reduced to less than three (3) persons. The Board consists of the directors selected by each member as its representative(s). Every member team shall be represented on the Board by one (1) director, but in no case never more than two (2) directors.

4.01.01 Qualification and Eligibility of Directors. In order to qualify and be eligible to represent a member swim team on the GSF Board of Directors, the representative director shall at all times be either a person on the governing board of the member, or the head coach of the member, or any other person otherwise authorized by the member to be the member’s representative director.

4.01.02 Only one (1) vote per member team allowed regardless of number of directors. Only one (1) single collective director vote per member team is permitted on any matter submitted to the Board for voting. The failure of a member’s directors, if more than one but not more than two, to agree on their single collective vote shall be counted as a *non-vote*, and the member shall be deemed to have abstained from voting.

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§ 4.02 USE OF TERMS “DIRECTORS” AND “BOARD.” The words “directors” and “Board” are used interchangeably and mean the corporate body that is the Guam Swimming Federation Board of Directors, together with their collective powers and duties.

§ 4.03 POWERS. Subject to the limitations contained in the Articles or as otherwise provided by law, the Board shall exercise the powers of Guam Swimming, control its property, and conduct its affairs. Without limiting the generality of the foregoing, the Board’s powers include the authority to do any or all of the following:

4.03.01 Programs and Meet Schedules. Review, amend, and implement the programs and meet schedules of Guam Swimming;

4.03.02 Competitions. Plan, organize, and conduct swimming events or water-related sports;

4.03.03 Budget. Establish the annual budget of Guam Swimming;

4.03.04 Sale and purchase. Authorize the sale, lease, and purchase of land, buildings or major equipment for the use of Guam Swimming;

4.03.05 Fundraising. Institute and promote major fundraising efforts for Guam Swimming;

4.03.06 Gifts. Authorize the acceptance of gifts for Guam Swimming; and

4.03.07 Other matters. Take up and consider any other matters involving Guam Swimming.

§ 4.04 DUTIES. It shall be the duty of the Board and its directors to:

4.04.01 Duties imposed by law, Articles, or Bylaws. Perform any and all duties imposed on it by law, by the Articles, or by these Bylaws;

4.04.02 Officers and employees. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation if any of all officers, agents, and employees of Guam Swimming.

4.04.03 Supervision of athletes and teams. Supervise all Guam swimmers, swim teams, coaches, and officials at all sanctioned racing competitions sponsored by Guam Swimming and assure adherence to the rules of the sport, the demonstration of sportsmanlike behavior, and the forbearance of any action that could bring Guam into disrepute;

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4.04.04 Regular meetings of directors Meet at such times and places as required by these Bylaws;

4.04.05 Special meetings of members. Require that special meetings of the members be called whenever and as often as the Board deems necessary and whenever demanded by the required number of members as provided in §3.02.

4.04.06 Addresses. Register the contact and mailing information of each director with the recording secretary of Guam Swimming. Notices of meetings personally delivered, emailed or faxed to the directors at such addresses shall be valid notices of such meetings.

§ 4.05 QUALIFICATION. Every member team shall select from within itself one (1) director, but never more than two (2) directors, to represent it on the Board. In order to qualify and be eligible to represent a member on the Board of Directors, a representative director shall at all times be either a person on the governing board of the member, or the head coach of the member, or any other person otherwise authorized by the member to be the member's representative director.

§ 4.06 SELECTION. Directors shall be selected by their respective member swim teams every four years in the year of the Summer Olympic Games. The GNAC shall not participate in the selection of a member's representative director.

Directors shall be eligible for re-selection by their member teams without limitation to the number of terms they can serve. Outgoing directors shall work as needed with newly elected directors to transition the business of Guam Swimming fully and peacefully. The incoming president of the Board shall notify the GNOC and FINA in writing of the dates and the results of the selections and shall provide the minutes of the meeting held for the purpose of selection of the Board of Directors to GNOC and FINA.

At any time after the selection of directors, the newly selected directors of Guam Swimming shall elect among themselves the officers of the Board.

§ 4.07 TERM OF OFFICE. As required by GNOC, each director shall hold office for term of four (4) years spanning the Olympic quadrennium which begins on January 1 *following* the year of a Summer Olympic Games and ends on December 31 of the year of the *next* Summer Olympics Games. Example terms are:

January 1, 2013 (year after 2012 London Games) to December 31, 2016 (year of Rio Games)
January 1, 2017 (year after 2016 Rio Games) to December 31, 2020 (year of Tokyo Games)
January 1, 2021 (year after 2020 Tokyo Games) to December 31, 2024 (year of Paris Games)
Etcetera. . .

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§ 4.08 COMPENSATION. Directors shall serve without compensation; except that they shall be allowed and reimbursed their actual and necessary expenses incurred in making transactions approved by the Board.

§ 4.09 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board shall be held on the third Monday of each month or on the call of the president; or, if the president is absent or is unable or refuses to act, by the vice president/secretary general, or by any two (2) directors. Meetings will at the place, within or without Guam, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of Guam Swimming.

Special meetings shall be called by the president or, if the president is absent or is unable or refuses to act, by the vice president/secretary general, or by any two (2) directors, and such meetings shall be held at the place, within or without Guam, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of Guam Swimming.

§ 4.10 PLACE OF MEETINGS. Meetings shall be held at such place within or without Guam which has been designated from time to time by agreement of the Board. In the absence of such designation, meetings shall be held at the principal office of Guam Swimming.

§ 4.11 QUORUM OF DIRECTORS. Regardless of the actual number of directors on the Board, a quorum of the Board for purposes of holding a meeting shall consist of a majority of the number of member teams, excluding the GNAC. In the absence of a quorum, any meeting of the Board may be adjourned from time to time by the affirmative vote of a majority of those present in person or by proxy at the meeting, but no other business shall be transacted. Those present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the later withdrawal or abstention of enough directors to leave less than a quorum.

§ 4.12 CONDUCT OF MEETINGS. Except as otherwise expressly provided in these Bylaws, or in the Articles, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

4.12.01. Robert's Rules of Order. Meetings shall be governed by *Robert's Rules of Order* as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with Guam law.

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§ 4.13 PRESIDING OFFICER. The president of the Board or in the president's absence, the vice president/secretary general, shall preside over meetings of directors and meetings of members. The recording secretary of Guam Swimming shall act as recording secretary. In case the secretary is absent from any meeting of directors or members, the presiding officer may appoint any person to act as recording secretary for the meeting.

§ 4.14 VOTING BY DIRECTORS; MAJORITY ACTION AS BOARD ACTION. Any and all action taken by the Board of Directors, including any action taken by written vote without a meeting (*see* § 4.15) shall be governed and made as follows:

4.14.01 One (1) director vote per member team; no fractional votes. Each member team as represented by their respective director(s) is entitled to one (1) single collective vote on each matter submitted to a vote of the Board. All votes shall be by voice vote or a show of hands unless a director demands that the vote be by ballot, in which case votes shall be cast by secret ballot. No single vote shall be split into fractional votes. The failure of a member's directors, if more than one, to agree on their single collective vote shall be counted as a non-vote, and the member shall be deemed to have abstained from voting.

4.14.02 Voting by Guam National Athletes Commission (GNAC). The athlete representatives from Guam Swimming to the GNOC's Guam National Athletes Commission may collectively cast one (1) vote on each matter submitted to a vote of the Board, *except that the GNAC shall not vote* on the election or removal of officers and directors as the votes for these positions are privileges reserved exclusively for the member swim teams. [*See*, § 2.03]. Only members may vote to remove another member's officers or director(s), and only directors representing member swim teams may vote for officers.

4.14.03 Majority vote of quorum present and voting. The majority of the number of votes cast at a meeting duly held at which a quorum (*see*, § 4.11) is present and voting is the act of the Board. [*See generally*, Robert's Rules of Order § 44 (11th ed.), p. 400-403].

4.14.04 Tie Vote. In the event of a tie vote, the action or motion is rejected since a tie is not a majority. [ROBERT'S RULES OF ORDER § 44 (11th ed.), p. 405, ll. 28-29].

The president or chair of the meeting cannot vote twice (e.g., once actually or vicariously through member team affiliation and again in his individual capacity as a presiding officer) in order to break a tie. [ROBERT'S RULES OF ORDER § 44 (11th ed.), p. 406, ll. 14-15].

4.14.05. Proxy voting. Directors shall have the right to vote either in person or by an oral proxy communicated to all other directors by a written proxy executed by the director and filed with the recording secretary of the Board; provided, however, that no proxy shall be valid after six (6) months from the date of its execution.

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§ 4.15 ACTION WITHOUT MEETING; MAJORITY VOTE. Any action which may be taken at a meeting of the Board may be taken without the holding of an in-person or video/telephonic meeting if the action is authorized by a written majority vote of all members entitled to vote plus the GNAC. The written vote may be cast by email, fax, or personal delivery of the writing.

§ 4.16 REMOVAL OF DIRECTORS. A director may be removed from office at any time at the discretion of the director's member team or else by a vote of two-thirds (2/3) of all the members, excluding the GNAC at a meeting of the members. Director vacancies shall be filled in the manner provided for in these Bylaws.

Any director may resign at any time by giving written notice to the Board or the president or vice-president/secretary general of Guam Swimming. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.16.01 Removal from Office for Absences. The unexcused absences of a director from three (3) consecutive regular meetings of the Board *shall* constitute a cause for automatic removal of the member from the Board without notice. The determination of whether a director's absence is excused or unexcused shall be made by the other members of the Board.

[Comment: This section is derived from 5 GCA § 43106 of Guam law governing governmental boards. The GNOC has a similar attendance policy, except that the unexcused absences of an NF representative to meetings subjects the entire sport to suspension. The policy was adopted here after multiple and willful absentee incidences involving a GSF director.]

§ 4.17 VACANCIES. Vacancies in the Board shall exist: (i) on the death, resignation, or removal of any director; (ii) on any director ceasing to be a member of Guam Swimming; or (iii) on the declaration of an automatic vacancy.

4.17.01 Automatic vacancy. The office of a director shall automatically become vacant if: (i) the director is declared of unsound mind by an order of the court, or convicted of a felony; or (ii) within thirty (30) days after notice of the director's selection the director gives notice that he does not accept the office; (iii) the director abandons his position by missing three (3) consecutive regularly scheduled meetings without communicating to the Board the justification or extenuating circumstances for the absence [see, § 4.16.01]; or (iv) the director is no longer a

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representative or is no longer associated with the member swim team that the director was elected to the Board to represent.

4.17.02 Director vacancies to be filled by member team. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of a director shall be filled by the director's member team who shall select from the team a qualified successor representative. A person selected as director to fill a vacancy shall hold office as a director for the unexpired term of the director's predecessor; *except however*, that if the predecessor director was also an officer, then the newly selected director shall *not* automatically hold the office vacated by his predecessor. [See, § 5.04 (officer vacancies to filled by the directors)].

§ 4.18 NONLIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or obligations of Guam Swimming.

§ 4.19 INDEMNIFICATION. Should any person be sued, either alone or with others, because the person is or was a director, officer, or employee of Guam Swimming, in any proceeding arising out of the person's alleged misfeasance or nonfeasance in the performance of the person's duties or out of any alleged wrongful act against or by Guam Swimming, indemnity for the person's reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against Guam Swimming by the court in the same or a separate proceeding if: (i) the person sued is successful in whole or in part, or the proceeding against the person is settled with the approval of the court; and (ii) the court finds that the person's conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

**ARTICLE FIVE
OFFICERS**

§ 5.01 NUMBERS AND TITLES. The four (4) officers of Guam Swimming shall be a president, a vice president/secretary general, a recording secretary, and a treasurer.

§ 5.02 QUALIFICATION, ELECTION, AND TERM OF OFFICE. With the exception of the GNAC, any individual from a member team of Guam Swimming who holds the office of a director is qualified to be an officer of Guam Swimming.

The officers shall be elected by a majority vote of the directors present and voting at an organizational meeting of the Board held any time following the selection of the respective directors by the member swim teams. The GNAC shall not vote on the election of officers.

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Each officer shall hold office for a term of four (4) years the same as a director. Each officer shall be from different member swim teams. No one person or member swim team shall hold two or more offices. There is no limit to the age of an officer or to the number of terms an officer may serve.

§ 5.03 REMOVAL AND RESIGNATION OF OFFICER. An officer/director may be removed from office at any time at the discretion of the officer's member team or else by a vote of two-thirds (2/3) of all the members, excluding the GNAC, at a meeting of the members. Officer vacancies shall be filled in the manner provided for in these Bylaws.

An officer may resign at any time by giving written notice to the Board or to the president or vice-president/secretary general of Guam Swimming. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

§ 5.04 OFFICER VACANCIES TO BE FILLED BY THE DIRECTORS. With the exception of the office of the president which shall be filled by the vice-president/secretary general (*see*, § 5.06), a vacancy among the officers shall be filled by the directors through appointment approved by a majority vote of the directors (excluding the GNAC) for the remainder of the unexpired term. At the option of the Board, an *incumbent* officer may be temporarily appointed to hold two offices and thereby fill the vacancy until it such time can as a new officer can be elected.

§ 5.05 DUTIES OF PRESIDENT. The president shall supervise the affairs of Guam Swimming and shall delegate tasks and duties as he determines. The president shall appoint the members of all standing committees and shall perform all duties incident to the office and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be prescribed from time to time by the Board. He shall preside at all meetings of the members and of the Board. Except as otherwise expressly provided by law, by the Articles, or by these Bylaws, the president shall, in the name of Guam Swimming, execute such checks, contracts, certificates, deeds, mortgages, bonds, or other instruments which may from time to time be authorized by the Board. The president shall also, *ex officio*, be a member of all standing committees of Guam Swimming.

§ 5.06 DUTIES OF VICE PRESIDENT/SECRETARY GENERAL In the absence or vacancy of the president, or in the event he is unable or refuses to act, the vice president/secretary general shall assume and perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president/secretary general shall have such other powers and perform such other duties as may be prescribed by law, by the Articles, or by these Bylaws, or as may be prescribed by the Board.

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§ 5.07 DUTIES OF RECORDING SECRETARY. The recording secretary shall:

5.07.01 Keep minutes of meeting. Keep at the principal office of Guam Swimming or at each other place as the Board may order, a book of minutes of all meetings of the directors and members, recording therein the time and place of holding, whether annual, regular, or special, and, if special, how authorized, the notice thereof given, the names of those present at the meetings of directors, the number of members present or represented at meetings of members, and the proceedings thereof;

5.07.02 Give notice. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and

5.07.03 Perform other duties. In general, perform all duties incident to the office of the recording secretary and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned to the recording secretary from time to time by the Board.

§ 5.08 DUTIES OF TREASURER. The treasurer shall:

5.08.01 Have custody of and deposit funds. Have charge and custody of and be responsible for, all funds and securities of Guam Swimming, and deposit all such funds in the name of Guam Swimming in such banks, trust companies, or other depositories as shall be selected by the Board;

5.08.02 Receive funds. Receive, and give receipt for, moneys due and payable to Guam Swimming from any source whatsoever;

5.08.03 Disburse funds. Disburse or cause to be disbursed the funds of Guam Swimming as may be directed by the Board, taking proper vouchers for such disbursements;

5.08.04 Maintain accounts. Keep and maintain adequate accounts of Guam Swimming's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

5.08.05 Exhibit files and records to directors. Exhibit at all reasonable times the books of account and financial files and records to any director, or to his agent or attorney, on request therefor;

5.08.06 Render reports. Render to the president and directors, whenever requested to do so, an account of any or all of the treasurer's transactions as treasurer and of the financial condition of Guam Swimming;

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5.08.07 Prepare financial statements. Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to the members and to all appropriate government authorities as required by law; and

5.08.08 Perform other duties. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned from time to time by the Board.

§ 5.09 NONLIABILITY OF OFFICERS. No officer shall be personally liable for the debts, liabilities, or obligations of Guam Swimming.

**ARTICLE SIX
AD HOC COMMITTEES**

§ 6.01 AD HOC COMMITTEES. Ad hoc committees for specific purposes or activities may be formed from time to time by resolution of the Board. The chairpersons of such committees shall be appointed by the president. Members of such committees shall be appointed by their respective chairs in such number as the chairs deem advisable, unless otherwise provided by the Board in its resolution designating any such committee.

Except as otherwise provided in such resolution, committee chairs and members shall be selected from among the various member teams; however, no committee shall consist of a chair and members selected exclusively from a single member team.

The chairs or any member may be removed from the committee by the person or persons authorized to appoint such chair or member whenever in their judgment the best interests of Guam Swimming will be served by such removal.

§ 6.02 QUORUM OF AD HOC COMMITTEE MEMBERS. Unless otherwise provided in the resolution of the Board designating the committee, ad hoc committees shall act under the direction of their respective chairs without any requirement as to a quorum.

**ARTICLE SEVEN
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

§ 7.01 EXECUTION OF INSTRUMENTS. The Board may by written resolution authorize any officer or agent of Guam Swimming to enter into any contract or execute and deliver any instrument in the name of and on behalf of Guam Swimming, and such authority may be general or confined to specific instances.

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Unless so authorized, no officer, agent, or employee shall have any power or authority to bind Guam Swimming by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

§ 7.02 CHECKS AND NOTES. Except as otherwise specifically determined by resolution of the Board or as otherwise required by law, checks, drafts, orders for the payment of money, and other evidences of indebtedness of Guam Swimming shall be signed by the treasurer and countersigned by the president or the vice president/secretary general of Guam Swimming.

§ 7.03 DEPOSITS. All funds of Guam Swimming shall be deposited to the credit of Guam Swimming in such banks, trust companies, or other depositaries as the Board may select.

§ 7.04 GIFTS AND GRANTS. The Board may accept on behalf of Guam Swimming any contribution, gift, bequest, grant, or devise for the general purposes or for any special purpose of Guam Swimming.

**ARTICLE EIGHT
CORPORATE FILES, RECORDS, REPORTS AND SEAL**

§ 8.01 MINUTES OF MEETINGS. Guam Swimming shall keep at its principal office, or at such other place as the Board may order, a book of minutes of all meetings of directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

§ 8.02 BOOKS OF ACCOUNT. Guam Swimming shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, donations, gifts, other disbursements, gains, and losses.

§ 8.03 INSPECTION OF FILES AND RECORDS BY DIRECTORS. The books of account and minutes of meetings of the directors, and *ad hoc* committees, shall at all reasonable times be open to inspection by any director or member. Every director shall have the absolute right at any reasonable time to inspect all books, files, records, documents of every kind, and the physical properties of Guam Swimming. Such inspection may be made in person or by agent or attorney. The right of inspection includes the right to make copies and extracts at the requestor's expense.

§ 8.04 INSPECTION OF FILES AND RECORDS BY MEMBERS. The books of account, and the minutes of meetings of the directors, members, and *ad hoc* committees shall be open to inspection on the written demand of any member at any reasonable time, for a purpose reasonably related to the interests of the member. Such inspection may be made in person or by agent or

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attorney. The right of inspection includes the right to make copies and extracts at the requestor's expense.

§ 8.05 ANNUAL REPORT AND FINANCIAL STATEMENTS. The Board shall cause to be prepared and submitted to the members a written annual report including a financial statement. Such report shall summarize Guam Swimming's activities for the preceding year and activities projected for the forthcoming year. The financial statement shall consist of a balance sheet as of the close of business of Guam Swimming's fiscal year, contain a summary of receipts and disbursements, and be prepared in such manner and form as is sanctioned by sound accounting practices and be certified by the president. The Board shall cause the financial report required by Guam law to be annually prepared and published.

§ 8.06 CORPORATE SEAL AND LOGO. The Board may provide for a corporate seal and a logo to be altered at its pleasure.

**ARTICLE NINE
FISCAL YEAR**

§ 9.01 FISCAL YEAR FROM JULY 1 TO JUNE 30. The fiscal year of Guam Swimming shall begin on the first day of July (July 1) of each year and terminate on the thirtieth day of June (June 30) of the following year.

**ARTICLE TEN
INVESTMENTS**

§ 10.01 LIMITATIONS. Guam Swimming shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board; provided, however, that no action shall be taken by or on behalf of Guam Swimming if such action is a prohibited transaction under Sections 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding or mirrored provisions of any federal or Guam tax laws as amended from time to time.

**ARTICLE ELEVEN
PROHIBITION AGAINST SHARING CORPORATE
INCOME OR ASSETS; DISTRIBUTION OF INCOME**

§ 11.01 NO MEMBERS TO SHARE INCOME OR ASSETS. No member, director, officer, employee, or other person connected with Guam Swimming, nor any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of Guam Swimming; provided, that this provision shall *not* prevent payment to any such person of reasonable compensation for services rendered to or for Guam Swimming in effecting any of its purpose as shall be fixed by resolutions of the Board.

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11.01.01 Distribution upon dissolution. No person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of Guam Swimming. All members of Guam Swimming shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of Guam Swimming, whether voluntary or involuntary, the assets of Guam Swimming, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed as decided by a majority of the Board.

§ 11.02 DISTRIBUTION OF INCOME AND CONFORMITY TO TAX LAWS. Notwithstanding any other provision in these Bylaws, Guam Swimming shall be subject to the following limitations and restrictions:

11.02.01 No self-dealing. Guam Swimming shall not engage in any act of self-dealing as defined in the Internal Revenue Code and as mirrored by Guam law.

11.02.02 No excess holdings. Guam Swimming shall not retain any excess business holdings as defined in the Internal Revenue Code and as mirrored by Guam law.

11.02.03 No nonexempt investments. Guam Swimming shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code and as mirrored by Guam law.

11.02.04 No taxable expenditures. Guam Swimming shall not make any taxable expenditure as defined in the Internal Revenue Code and as mirrored by Guam law.

**ARTICLE TWELVE
DISCRIMINATION AND CODES OF CONDUCT**

§ 12.01 DISCRIMINATION PROHIBITED. In administering its affairs, Guam Swimming shall not discriminate against any person on the basis of race, color, creed, ability, politics, or economic status.

§ 12.02 CODES OF CONDUCT. The “*Code of Conduct*” in three parts that was presented and approved in a Guam Swimming Federation 2004 meeting is hereby fully incorporated into these Bylaws, and Guam Swimming is authorized to execute all powers set forth in the Code in order to address violations. Because the importance of the Code cannot be understated, a true and correct copy of the GSF Code of Conduct is attached to these Bylaws and marked as *Appendix 1*. All members, directors, officers, athletes, and officials are subject to, and shall abide by, the Code or else be subject to discipline.

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12.02.01 GNOC and FINA Codes of Conduct/Ethics. Pursuant to § 1.04.05 of these Bylaws, all members, directors, officers, athletes, and officials shall *additionally* abide by the *GNOC Code of Conduct*, the *FINA Code of Conduct*, and the *FINA Code of Ethics* or else be subject to discipline.

§ 12.03 UNAUTHORIZED USE OF BRAND; CONFLICTS OF INTEREST. Neither the name, logo, branding or assets of Guam Swimming, nor the names of any members or directors in their official capacities, shall be used in connection with any commercial or marketing concern, or with any partisan interest, or for any private business interest without the express prior written consent of a majority of the directors of the Board. Any and all such activities are expressly prohibited and shall subject the offending member team, person, or official to discipline, including expulsion. [See also, §1.04.02 (No unauthorized use of brand or conflicts of interest allowed)]

**ARTICLE THIRTEEN
REPRESENTATION AT NATIONAL AND INTERNATIONAL COMPETITIONS**

§ 13.01 NO RIGHT TO COMPETE. Participation in any national (local Guam) or international competition with and through Guam Swimming *is a privilege, not a right*.

All competition nominations and entries are subject to the discretion of, and acceptance by, Guam Swimming, *“which may at its discretion, refuse any entry, without indication of grounds. Nobody is entitled as of right to participate in the Olympic Games”* or in any other games or competition. [Source: OLYMPIC CHARTER Rule 44; also, GNOC CODE OF CONDUCT (“Membership on the Guam National Team . . . competing Internationally and Nationally . . . is an honor and a privilege.”)].

Participation in GSF events, including selection to participate in off-island events, shall be based *“not only on the sports performance of an athlete but also on their ability to serve as an example to the sporting youth of the country/ The NF (GSF) must ensure that the entries comply in all respects with the provisions provided by FINA. The NF is responsible for the behaviour of the members of its delegations.”* [Source: FINA GOOD GOVERNANCE GUIDELINES ARTICLE 5.1].

§ 13.02 NATIONAL (LOCAL GUAM) COMPETITION. To be eligible to take part in competitions organized or sanctioned by Guam Swimming, a swimmer must be a current registered competitor and a member in good standing of a member team of Guam Swimming. Swimmers visiting from other jurisdictions must present clearance from their national federation stating that they are in good standing and eligible to compete.

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§ 13.03 INTERNATIONAL COMPETITION. To represent Guam at any international GSF or GNOC-sanctioned gaming event,¹ a swimmer must be a current registered competitor and a member in good standing of a member team of Guam Swimming. The swimmer must also fulfill the residency, eligibility, qualification, and any other requirements as are from time to time promulgated by the GNOC, FINA, or other organizing body as may be assigned jurisdiction over the specific competition.

**ARTICLE FOURTEEN
GUAM SWIMMING COMPETITION DISTANCES AND RECORDS**

§ 14.01 SHORT COURSE (25M OR 25Y) DISTANCES. Meet entries for all short course (25M or 25Y) events are reserved for swimmers who are age eight (8) years or younger.

§ 14.02 LONG COURSE (50M) DISTANCES. Swimmers may only compete in and earn records in the long course distances allowed for their age group. To swim an event with a long course distance of 800 meters or more, a swimmer must meet the following minimum qualifications: (1) be age twelve (12) years or older; and (2) have previously earned a “B” time under GSF’s standards for the long-course 400M Freestyle event in the swimmer’s respective age group, or if no official time is recorded, the coach's time trial will be accepted.

The distances for Guam individual, relay, and age-group records for males and females are listed in the chart below:

Guam Swimming Federation - Events Recognized by Age Group & Distance Long Course Meters (LCM)											
Age	50 Free	100 Free	200 Free	400 Free	800 Free	1500 Free	50 BFly/ Back/ Breast	100 BFly/ Back/ Breast	200 BFly/ Back/ Breast	200 IM	400 IM
8 & under	Y	Y	Y	N	N	N	Y	N	N	Y	N
9-10	Y	Y	Y	Y	N	N	Y	Y	N	Y	N
11-12	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
15-16	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
17-18	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y
Open	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y

¹ Including but not limited to e.g., Micronesian Games, Pacific Mini Games, Pacific Games, East Asian Games, Asian Indoor & Martial Arts Games, Oceania Swimming Championships, all FINA competitions, Pan Pacific Games, Youth Olympics, and Olympic Games.

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§ 14.03 ELIGIBILITY TO HOLD RECORDS. To be eligible to hold a Guam swimming competition record, a swimmer must be a current registered competitor and a member in good standing of a member team of Guam Swimming.

§ 14.04 AGE GROUP RECORDS. Guam age group records will be recognized for males and females in yearly ages as follows: *Under 8* years; *9-10* years; *11-12* years; *13-14* years; *15-16* years; *17-18* years old, and *Open* (19 years old & over, or non-age group/mixed-age events and competitions). Age shall be determined as of the date of the swim.

§ 14.05 MAINTENANCE OF LONG COURSE (50M) RECORDS. Guam Swimming shall maintain and regularly update a register of all Guam long-course meter (50 meter) individual and relay swimming competition records. Short-course yard (25 yard) and short-course meter (25 meter) individual and relay swimming competition records are not required to be maintained but may be done so in the discretion of the Board.

§ 14.06 VERIFICATION OF TIMES. Guam swimming competition records will only be accepted when times are recorded by automatic timing or semi-automatic timing and shall be recognized to 1/100 of a second. Applications for records must be submitted on the *Verification of Official Time - Application for Record Recognition* form, together with a copy of the official time results. The form must be properly filled out and signed by the appropriate officials. In accordance with § 14.08 and FINA rules, swimmers will be recognized as joint holders of the record when more than one has the same time

§ 14.07 INTERMEDIATE DISTANCE RECORD. A swimmer in an individual event may apply for a record at an intermediate distance if the swimmer, coach or manager specifically requests the referee that the performance be especially timed or if the time at the intermediate distance is recorded by approved official electronic timing equipment. Such swimmer must complete the scheduled distance of the event to apply for a record at the intermediate distance provided that the swimmer must successfully complete the entire distance and not be disqualified in order for the record to be accepted. [SOURCE: FINA SW 12.13].

§ 14.08 “LEAD-OFF” RECORD ACHIEVED IN RELAY EVENT. The *first* swimmer in a relay *except in mixed relays*, may apply for a record. Should the first swimmer complete the first leg distance in record time in accordance with the provisions of the rules relevant to that event, his performance shall not be nullified by any subsequent disqualification of the relay team for violations occurring after the first leg has been completed. [SOURCE: FINA SW 12.12].

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§ 14.09 TIED TIMES / EQUAL RECORD TIMES. Times which are equal to 1/100 of a second will be recognized as equal records, and swimmers achieving these equal times will be called “Joint Holders.” In the event of a tie in a record-setting race, each swimmer who tied shall be considered a winner. [SOURCE: FINA SW 12.10; *also*, FINA SW 11.2 (“In the event of equal times, all swimmers who have recorded the same time at 1/100 of a second shall be accorded the same placing.”)].

***** *END* *****

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APPENDIX 1

GSF CODE OF CONDUCT

§ 12.02 CODES OF CONDUCT. The “*Code of Conduct*” in three parts that was presented and approved in a Guam Swimming Federation 2004 meeting is hereby fully incorporated into these Bylaws, and Guam Swimming is authorized to execute all powers set forth in the Code in order to address violations. Because the importance of the Code cannot be understated, a true and correct copy of the GSF Code of Conduct is attached to these Bylaws and marked as *Appendix 1*. All members, directors, officers, athletes, and officials are subject to, and shall abide by, the Code or else be subject to discipline.

12.02.01 GNOC and FINA Codes of Conduct/Ethics. Pursuant to § 1.04.05 of these Bylaws, all members, directors, officers, athletes, and officials shall *additionally* abide by the *GNOC Code of Conduct*, the *FINA Code of Conduct*, and the *FINA Code of Ethics* or else be subject to discipline.

GUAM SWIMMING FEDERATION CODE OF CONDUCT

PREAMBLE

In accordance with the FINA Constitution Rule C 5 the first three objectives of FINA are to promote and encourage the development of Swimming in all possible manifestations throughout the world, to provide drug free sport and to promote and encourage the development of international relations.

The purpose of this Code is to guarantee that the objectives of the Guam Swimming Federation and FINA will be executed in a fair manner without disturbance and to sanction incidents, which damage the image of the Guam Swimming Federation or FINA activities or bring them into disrepute.

This Code establishes basic regulations for fair play and moral behaviour and general discipline in all Guam Swimming Federation activities and covers offences committed by Members, Guest teams or guest swimmers, clubs, teams, officials, athletes, supporters, spectators or other persons involved in these activities.

PART I: CONDUCT AND DISCIPLINARY AUTHORITY

Article 1 AUTHORITY; SUPPLEMENTARY TO FINA RULES and GUAM SWIMMING FEDERATION ARTICLES AND BYLAWS

Pursuant to Rule C 8 of the Constitution of the Federation Internationale de Natation, of which the Guam Swimming Federation is a member, the following Code of Conduct is enacted pursuant to Rule 8.1.3 of the FINA Constitution: (All members of FINA are entitled to be recognised as the only Swimming governing body of its Country or Sport Country, by everybody, including its National Olympic Committee) and Rule 8.2.1 of the FINA Constitution: (All Members are obliged to support FINA in its efforts to achieve its objectives).

This Code is subordinated and supplementary to the Articles and Bylaws of the Guam Swimming Federation as well as all FINA Rules adopted by the FINA Congresses from time to time.

Article 2 APPLICATION OF CODE

The following incidents or offences shall be subject to the application of this Code:

- (a) acts of discrimination (FINA Rule C 4)
- (b) acts of misbehaviour including but not limited to abusive, violent conduct in a disturbing, ugly or provocative manner, use of profanity or inappropriate display of anger either on deck or at any official swimming function, unjustified interference including disobedience of a referee or official, obstruction of the orderly conduct of any sporting event, dishonesty or fraud, malicious alteration, damage or destruction of property or infliction of physical or mental harm on others,
- (c) cheating including but not limited to doping, falsification or alteration of birth certificates,, knowing falsification or alteration of athlete times for purposes of entry into swim competitions, documents of identification or any other document indicating false age, false nationality or any other false information with the purpose of obtaining unfair advantage for an official, an athlete or a team.
- (d) conviction of a criminal offence.
- (e) acts of misconduct, including those caused by consumption of alcohol or other substances, whether prohibited in the FINA Rules or not, and similar acts, acts of indiscretion, including recruitment as that term is defined in Article 5
- (f) acts of insubordination,

(g) partiality.

(h) Representing Guam in an Olympic-qualifier swim competition or in any FINA-recognized international swim competition as a coach or athlete without written endorsement of the Guam Swimming Federation

Unjustified offences may be considered independent of any action taken or not taken by a Guam Swimming Federation referee or FINA.

Article 3 SANCTIONS

Any Member of the Guam Swimming Federation, or club, or covered in this Code may be sanctioned by the Guam Swimming Federation. Such discipline may be in addition to sanctioning by the FINA Bureau or when the Bureau is not assembled by the FINA Executive in accordance with FINA Rule C 12 "Sanctions". In addition, any guest team or swimmer who participates in an open competition of the Guam Swimming Federation who has been provided with notification that compliance with this Code is a required condition of participation in the Guam Swimming Federation open or invitational competitions may be sanctioned. Any of the following sanctions may be imposed depending on the severity of the offense: (1) warning (2) fine (3) suspension (4) expulsion. Sanctions shall be imposed by a majority vote of the Board of the Guam Swimming Federation.

Article 4 PROCEDURES FOR IMPOSING SANCTIONS

Upon learning, verbally or in writing of any offence included in this Code, sanctions shall be imposed pursuant to the following manner: (see FINA Rule C 12.6): Before any Member or individual is sanctioned, the individual or a representative of the Member must be given the right to appear before a majority of a quorum of the Guam Swimming Federation either in person or in writing. The President of the Guam Swimming Federation shall inform the respective Member or individual about this right, in writing, in sufficient time to allow the Member or individual to exercise this right.

In the event that sanctions are imposed as stated above, the sanctions shall be in force immediately upon the decision being made unless the deciding body rules otherwise. (see FINA Rule 12.7).

In the imposition of any sanction, the nature of the offence, the circumstances under which it occurred, the gravity of the offence, the character of the action and any other consideration that is in harmony with the objectives of the Guam Swimming Federation and FINA must be taken into account.

Article 5: DEFINITIONS:

1. "Recruitment:" shall be defined as a coach of one team approaching, without permission of the athlete's coach or parents, an athlete of another team with the purpose of influencing that athlete to switch to another team.
2. "Guest Teams" Guest teams or guest swimmers shall be defined as swim teams or swimmers who are nonmember participants in the activities of the Guam Swimming Federation pursuant to Article 5 of the Articles of the Guam Swimming Federation.
3. "Suspension" shall be defined as prohibited from being present on the deck at a swim meet for a definite period of time.

PART II: CONDUCT GUIDELINES FOR COACHES, SWIMMERS & PARENTS

PURPOSE: The purpose of Conduct Guidelines is to ensure the health and safety of the athletes involved. Secondly, it is to ensure that our athletes are held to the highest possible standard of conduct because they are not only representing themselves, but also representing Guam.

PART ONE: The Guam Swimming Federation Athletes and Coaches BEHAVIOR GUIDELINES:

1. Coaches will to the extent possible praise in public and correct in private.
2. Coaches and swimmers will treat all members of the team (coaches, swimmers, parents) and our opponents with dignity and respect.
3. Swimmers, coaches and swimmers' parents are all responsible for the care and proper use of equipment. A Swim Meet is not finished until all supplies are returned to storage.
4. Physically or verbally abusive behavior is unacceptable for coaches and swimmer members of the Guam Swimming Federation as well as from guest teams coaches and swimmers.

Parent Guidelines

1. A parent shall practice teamwork with all other parents, swimmers and coaches by supporting the values of discipline, loyalty, commitment and hard work.
2. A parent will not coach or instruct the team or any swimmer at a practice or meets (from the stands or any other area) or interfere with coaches on the pool deck.
3. A parent will demonstrate good sportsmanship by conducting him or herself in a manner that earns the respect of the swimmers, parents, officials and the coaches at meets and practices.
4. Criticizing, name-calling, use of abusive language or gestures directed toward the coaches, officials and /or any participating swimmer will not be permitted or tolerated.
5. During competitions, questions or concerns regarding decisions made by meet officials are directed to coaches. Parents address officials via the coaching staff only.

Sanctions. If a parent conducts him or herself in such a way that brings discredit or discord to Guam Swimming Federation, that parent agrees to voluntarily subject him or herself to disciplinary action. The Guam Swimming Federation maintains the right to terminate any a parent's right to attend swim meets for cause in the interest of our vision, mission and objectives.

PART THREE: CODE OF CONDUCT FOR GUAM NATIONAL TEAM SWIMMERS GOVERNING PARTICIPATION IN OFF-ISLAND COMPETITIONS.

PURPOSE

The purpose of this code is to promote the best possible individual, team, and program responsibility which supports the development of first class citizens at all times.

GUAM SWIMMING FEDERATION REPRESENTATIVES GENERAL CODE OF CONDUCT RULES

PART I:

1. All participating team members will abide by this code of conduct.
2. All participants will wear designated team suits and T-shirts during all competition events.
3. All athletes will participate in all designated championship meets they are qualified for as a member of the Guam National Team.
4. Curfews at team travel events, as a member of the Guam National Team and at all related activities will be obeyed. Extension will only be granted by the Head Coach.
5. Male and Female swimmers may not be in each other's room on any team trip unless supervised by designated Club official.
6. Use of alcoholic beverages is unacceptable at any time on any team trip. The underage use of alcoholic beverages is unacceptable at any time.
7. Use of drugs other than those prescribed by your physician is unacceptable at any time during the year.
8. Smoking is unacceptable at any time during the year.
9. Disrespectful, indiscreet or destructive behavior will not be tolerated, including destruction of property. It is the responsibility of each swimmer to make every effort to avoid guilt by association with such activities at any time during the year.
10. All participants and their parents have a responsibility to do their best to ensure that this Code of Conduct is adhered to and to help ensure the safety of these Program participants.

PART II- VIOLATION OF THE CODE OF CONDUCT RULES

At the discretion of the Head Coach any one or all of the following penalties will be applied:

1. Swimmer may be scratched from the meet.
2. Swimmer may be sent home immediately from practice or meet at his own expense and if there is extra expense it will be swimmer's responsibility.
3. Violation of General Conduct rules 6, 7 and (or) 8 will be an automatic fine in the range of \$50.00 to \$200.00 for the first time offender, \$200- \$300.00 for the second such occurrence and \$400 - \$500.00 for the third offense. These fines are payable immediately or a suspension is in effect until said fine is paid. All financial penalties may be appealed to the Board of Directors of the Guam Swimming Federation after payment. If the Board of Directors reverses the fine, the amount will be refunded.
4. Swimmer may be suspended from the team until the swimmer and parents have had a conference with the Head Coach and appropriate disciplinary actions have been implemented. This is automatic with violations of General Conduct rules 5, 6, 7 and (or) 8.
5. Violation of General Conduct Code Rules 4,5,6,7,8, and (or) 9 on team trips will result in the swimmer being suspended from ALL team trips for the remainder of the swim year and/or a specific period determined by the Coach.
6. Suspension as defined in Article V ¶ 3.

I, _____ hereby agree to abide by the rules of conduct as set forth in Part I above and acknowledge that, should I violate any provision in Part I, I will be subject to disciplinary action, as set forth in Part II, including suspension.

Signature of Swimmer

Date

Signature of Parent/Guardian

Date



GUAM SWIMMING FEDERATION CODE OF CONDUCT

The Federation Internationale de Natation (FINA) is the Guam Swimming Federations' (GSF) world governing body for the five Aquatics disciplines of swimming, diving, water polo, synchronized swimming, and open water swimming. The first three objectives of FINA are to promote and encourage the development of aquatics in all possible manifestations, to provide drug free sport, and to promote and encourage the development of international relations. The purpose of this Code of Conduct (Code) is to guarantee that these objectives are executed in a fair manner without disturbance in all of GSF activities. This Code sets principles and rules of behavior that should guide the actions of all involved in Aquatics in Guam. It also provides for discipline of incidents that are inconsistent with GSF's objectives or the best interest of the sport and those who participate in it. The Code covers the conduct of GSF member teams, coaches, officials, athletes, meet support staff, spectators, volunteers, guest teams, guest swimmers, or other persons involved in GSF activities. The GSF Board may discipline any individual or team to whom/which this Code applies. Depending on the severity of the offense, sanctions may include warnings, fines, suspension, or expulsion.

Those who participate in GSF activities will:

- Be aware of and will abide by all GSF standards, policies and rules;
- Act in a sportsmanlike manner consistent with the spirit of fair play and responsible conduct;
- Respect the property of others, whether personal or public;
- Respect members of their swim team, other teams, spectators and officials, and engage in no form of discrimination, abuse, or harassment toward others;
- Provide for a safe environment for the conduct of activities in accordance with any relevant GSF policy;
- Be an ambassador for the sport of aquatics and the GSF.

The following conduct or incidents shall be considered a violation of this Code:

- Acts of discrimination (FINA Rule C 4);
- Acts of abuse, defined as any form of harassment, or behavior that the other person does not want and that is offensive, belittling or threatening, and includes physical abuse, emotional abuse, sexual abuse, and abuse of power that has caused or likely to cause harm to another person, and shall include all abuse as defined by Guam law (19 GCA Chapter 13 – Child Protective Act);
- Acts of misconduct including, but not limited to, violent conduct in a disturbing, or provocative manner; use of profanity or inappropriate display of anger either on deck or at any official event or swimming activity; unjustified interference, including but not limited to disobedience of a referee or official; obstruction of the orderly conduct of any sporting event;
- Acts of dishonesty or fraud;
- Malicious alteration, damage or destruction of property;
- Bullying, harassment, or infliction of physical or mental harm on others;
- Acts of cheating including, but not limited to, doping, falsification or alteration of birth certificates, knowing falsification or alteration of athlete times for purposes of entry into swim competitions or events, documents of identification or any other document indicating false age, false nationality or any other false information with the purpose of obtaining unfair advantage for an official, an athlete or a team;
- Any criminal offense;
- Representing Guam in any capacity or in any competition as a coach, athlete, or official without the written endorsement of the Guam Swimming Federation.



Guam Swimming Federation
P.O. Box 53
Hagåtña, Guam 96932

www.guamswimming.org

DRT FILE NO. D-13539

**GUAM SWIMMING FEDERATION
CERTIFICATE OF RESOLUTION NO. 2022-001**

***RELATIVE TO AMENDING AND RESTATING THE ARTICLES OF
INCORPORATION AND BYLAWS OF THE GUAM SWIMMING FEDERATION***

WHEREAS, on October 24, 2000, the Guam Swimming Federation (GSF) was organized as a nonprofit corporation for the purpose of fostering island-wide national and international swimming competition and other competition involving water sports. On December 14, 2000, and in furtherance of these purposes, the GSF adopted a set of Bylaws for the governing and regulation of the organization; and

WHEREAS, the GSF Board of Directors subsequently amended the Articles and Bylaws on January 21, 2002, February 25, 2002, March 2004, March 2008, May 19, 2008, October 17, 2011, and March 26, 2018; and

WHEREAS, at a duly noticed meeting held on August 12, 2022, with a quorum present, the GSF Board of Directors, upon a motion made and unanimously carried, voted to again amend and update the Articles and Bylaws in order to comply with recent mandates issued FINA and to ensure the continued best interests of GSF.

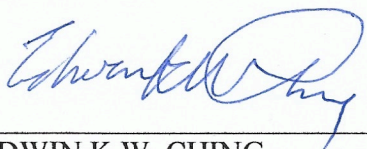
NOW THEREFORE BE IT RESOLVED that pursuant to the laws of Guam, the Board of Directors of the Guam Swimming Federation unanimously *find, resolve, establish, and certify* as follows:

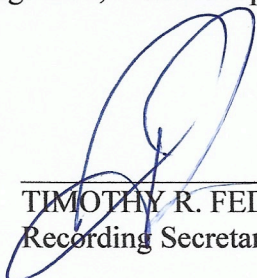
A. The Articles of Incorporation and Bylaws are again *amended and restated* to adopt and fully incorporate the following mandatory FINA rules and policies which are made in full force and effect immediately, including any amendments thereto that may be made by FINA from time to time:

1. FINA Policy on Eligibility and for the Men's and Women's Competition Categories (Inclusion/Transgender);
2. FINA Rules on Protection from Harassment and Abuse; and
3. FINA Doping Control Rules.

B. A copy of this Resolution, together with the amended and restated Articles of Incorporation and Bylaws shall be provided to FINA and also filed with the Department of Revenue and Taxation as required by Guam law.

DULY AND REGULARLY ADOPTED effective August 12, 2022. A copy of the Board's approved Minutes is attached hereto.

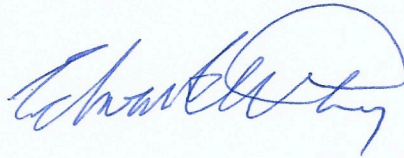

EDWIN K.W. CHING
President


TIMOTHY R. FEDENKO
Recording Secretary

GSF Meeting Minutes

Friday, August 12, 2022

- I. Call to order 6:30 p.m. at Core Tech International office in Tamuning.
- II. Present:
Ed Ching, Sandra Miller, Rita Jugo, Chris Duenas, Ken Barcinas, Frank Flores,
Joy Clark, Katelin Kelly, Melanie Reed, Candice Schwalbach, Tim Fedenko.
- III. Minutes of February 24, 2020
Motion by Tim Fedenko Second by Sandra Miller
Motion carries.
- IV. Motion regarding transgender athletes:
GSF will use FINA transgender policy regarding transgender athletes.
Motion by Tim Fedenko Second by Candice Schwalbach
Motion carries.
- V. Motion to add to motion:
"and to have gender reassignment surgery before competing."
Motion by Ed Ching Second by Sandra Miller
Motion fails.
- VI. GSF will use (B) base time used by meet for event if not we will use the base time
previously used.
- VII. Sports Harassment:
Move to adopt sports harassment policy set forth by FINA to be used by GSF.
Motion by Sandra Miller Second by Tim Fedenko.
Motion carries.
- VIII. Meeting adjourned at 8:05 p.m.



Recorded by:

Approved by:

Approved on 10/17/2022 by GSF Committee.