

**BYLAWS  
OF  
THE ULTRA-SHORT RACE-PACE TRAINING INTERNATIONAL  
ASSOCIATION INC**

The following articles are the Bylaws/Articles under which the *USRPT International Association* will operate. As the Association grows in scope and membership, these articles can be changed if alterations are processed in the manner prescribed herein.

**ARTICLE ONE: GENERAL**

**1.1 Association Name**

The Association initially will be called the *Ultra-short Race-pace Training International Association Inc* and will be variously referred to as the *USRPT International Association* or the *USRPTIA*. In this document the terms Association and USRPTIA will have the meaning of the full name used in the formal presentation of this document.

**1.2 Mission Statement**

The Ultra-short Race-pace Training International Association Inc is formed to function in three ways.

1.2.1 To function under a structure that will welcome coaches, athletes, parents, and sport administrators from anywhere in the world through the medium of the Internet.

1.2.2 To establish a communication network that will provide information about USRPT so that persons interested in USRPT as a sport training structure can receive the latest news about the training method, its application to sport settings, and have questions answered.

1.2.3 To foster and stimulate data-based research in USRPT structure, content, and applications so that the method will continue to be refined with the view of making it more effective for improving the performance of athletes.

**1.3 Head Office**

The Head Office of the USRPTIA will be designated by the Executive Board. Usually, this site will be contacted through an Internet Address. That address will be found on the Association's home page (<http://usrptia.org/>).

**1.4 Ruling on Bylaws/Articles**

In the event of a dispute, the Executive Board (hereafter termed "*the Board*") will have the authority to make an interpretation concerning any word, term, or phrase in the articles which are vague, ambiguous, or contradictory.

### 1.5 **Conduct of Meetings**

Attempts will be made to hold all meetings of Members and/or the Board via the Internet. Procedures and discussion points will be conducted according to the latest edition of Roberts Rules of Order.

### 1.6 **No Gain for Members**

The USRPTIA will function without the purpose of direct gain for its Members. Any profits or other accretions to the USRPTIA will be used to promote its objectives and activities. Members who provide specific services, such as webinars, will be reimbursed for the provision of their expertise.

### 1.7 **Definitions**

*Articles.* The original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the USRPTIA.

*Auditor.* A Public Accountant or appropriately-trained individual appointed by the Board to annually audit the books, accounts, and records of the USRPTIA for a report to Members and appropriate government agencies.

*Chairperson.* An individual elected or appointed to serve the Board pursuant to these Bylaws/Articles with the major responsibility being to promote the activities of the Association.

*Resolution.* A resolution passed by not less than two-thirds of the votes cast on the resolution within a predetermined period of voting.

## **ARTICLE TWO: MEMBERSHIP**

### **2.1 Categories**

All Members will be classified as general. However, for accounting and interest group purposes, sub-categories (e.g., swimmers, coaches, parents, researchers, etc.) will be formed so that any services of the USRPTIA that are specific to a sub-category of Members can be directed accordingly. Sub-category affiliation will be nominated by each Member.

### **2.2 Membership Year**

Membership is accorded on a bi-annual basis. All membership renewals will need to be made after December 31 of each second year of the USRPTIA calendar.

### **2.3 Admission**

No individual will be admitted as a Member unless:

2.3.1 The candidate has made an application for membership in the manner prescribed by USRPTIA.

2.3.2 Admission to the Association will be approved by the Executive Board (*aka the Board*) or a designated Member(s) delegated by the Board to have that authority.

2.3.3 *Good Standing* - Membership applicants are Members of good public standing and character and have no records of being denied membership to any association for cause.

2.3.4 *Not in Good Standing* – Members can be suspended or membership terminated when the Board deems activities are detrimental to the Association's image and/or the Member behaves in a manner that is in violation of community standards (e.g., criminal activity).

2.3.5 *Withdrawal or Termination of Membership* – A Member can resign membership at any time. Membership is dependent upon applying for acceptance or continued acceptance in the manner prescribed by the Association.

2.3.6 *Membership Expiry* – Membership expires on December 31 of the year preceding the start of a bi-annual membership cycle.

2.3.7 *Discipline* – Members can be disciplined when the Board deems it an appropriate action. The *Code of Ethics* and *Code of Conduct for Swimming Coaches* (See attachments B and C appended to these bylaws) stipulates the manner of handling discipline matters for USRPTIA Members. Although the codes specify "*coaches*", the Board shall adapt them to suit any Member.

## **ARTICLE THREE: MEETINGS OF MEMBERS**

### **3.1 *Types of Meetings***

No physical meetings of Members will be convened. All activities will be conducted across the Internet. On infrequent, special occasions, general meetings will be called and conducted in a manner similar to a webinar. Any question or comment of concern will need to be lodged fourteen (14) days prior to the date of the unusual meeting.

Board meetings will be held using some form of interacting software (e.g., *Skype*, *GoToMeeting*).

### **3.2 *Quorum***

A quorum of the Board or any other meeting will be two-thirds of membership supposed to attend the meeting on line.

### **3.3 *Voting Rights***

Members are entitled to one vote per action item at any meeting where the opportunity is afforded.

## **ARTICLE FOUR: GOVERNANCE**

### **4.1 Executive Board**

4.1.1 *The Executive Board (aka the Board)* – The Executive Board is charged with the responsibility of running the Association. It comprises five Officers.

- i. The *Chairperson* is responsible for developing, monitoring, and evaluating the total activities of the Association. The path of the Association's development often is determined by the interests, visions, and ideas of the Chairperson. The adequacy of function of all Board Members, Members with special responsibilities, and *ad hoc* committees are monitored by the Chairperson. Meetings of the Executive Board are called for by the Chairperson. The elected Chairperson will hold office for four years after which a new election for a Chairperson will be held. There is no limit on the number of times a Chairperson can be elected.
- ii. The *Secretary* is responsible for tracking all activities of the Association. As well, most communications to Members and outside organizations will be made by the Secretary. The Secretary will hold office for four years after which a new election for a Secretary will be held. There is no limit on the number of times a Secretary can be elected.
- iii. The *Treasurer* is responsible for financial activities of the Association. Bills received and to be paid will be discharged by the Treasurer. Monies received will also be deposited appropriately. The Treasurer will establish a banking account in the Association's name. Annual auditing and tax-filing will be conducted by the Treasurer. The Treasurer will hold office for four years after which a new election for a Treasurer will be held. There is no limit on the number of times a Treasurer can be elected.
- iv. The *Director of Certification (aka Certification Director)* is responsible for determining and tracking (if possible) the award of Coaching Certification Levels offered by the Association. Inquiries from Members are handled directly. The Director of Certification will hold office for four years after which a new election for a Director of Certification will be held. There is no limit on the number of times a Director of Certification can be elected.
- v. The *Director of Education (aka Education Director)* is responsible for determining the experiences that count toward coaching-certification and the number of units attributed to each experience. Inquiries from Members are handled directly. The Director of Education will hold office for four years after which a new election for a Director of Education will be held. There is no limit on the number of times a Director of Education can be elected.

The roles and activities of the Executive Board Members can be expanded and/or contracted as determined by discussions between the Board Member and the Chairperson. Such alterations will be endorsed or discarded by simple voting of the Board.

To make any alteration in the roles and activities of Executive Board Members permanent, the changes have to be brought before the annual meeting of Members for a simple vote determining acceptance or rejection of the changes.

As the Association grows, modifications to Executive Board membership might be needed. Such changes must be made according to the appropriate Articles of this document. There should be an odd number of Board Members.

- 4.1.2 *Non-voting Board Attendees* – As the Association and its activities grow, it is likely that individuals will have to be hired to perform duties and functions that initially were performed by volunteers. Any individual in a paid position can attend Board meetings as a non-voting attendee if invited to do so by the Chairperson.
- 4.1.3 The constituents of the Board should be elected on a staggered basis so that there will always be Members who have knowledge of and have participated in the Association's activities and functions. Upon the first election of the Board, the Chairperson and Treasurer will serve for four years so that there is always a carry-over of some Board Members each election.
- 4.1.4 *Board Member's Terms* – Board Members will be appointed for four years. The staggering of the duration of service of the first Board Members will be determined by the Board.
- 4.1.5 *Resignation* – A Board Member may resign at any time by presenting a notice of resignation to the Board. The date of resignation will be the date of acceptance by the Board. A replacement, time of appointment, and manner of soliciting a replacement will be determined by the Board.
- 4.1.6 *Suspension* – All Board Members serve at the pleasure of the Association. When cause is determined by the Board, it can suspend a Board Member by a quorum majority vote.
- 4.1.7 *Removal* – All Board Members serve at the pleasure of the Association. When cause is determined by the Board, it can remove a Board Member by a quorum majority vote.
- 4.1.8 *Services* – The Association and The Board will provide services as advertised and in accord with the USRPTIA offices. Requests for non-USRPTIA governance or office information (e.g., references, directions, opinions, information, or clarifications about USRPT, etc.) on any matters that do not cover the activities of the Association will not be answered.

## 4.2 **Meetings**

- 4.2.1 Executive Board meetings mostly will be held on an as needed basis. An official meeting should be held once every three months to keep the Officers abreast of activities and progress.

- 4.2.2 An annual meeting of Members will be held preferably as a webinar. Failing that presentation avenue, meetings will be through emails. An agenda for the meeting should be published at least one month ahead of the event.
- 4.2.3 A quorum of the Executive Board should be present on line at any Executive Board meeting and the annual meeting.
- 4.2.4 The details of the conduct of the Executive Board can be changed by the Board until voted on by the Members. As such, the alterations are temporary and are made permanent by the decisions of the Members.
- 4.2.5 Normally, the Chairperson will not vote on matters. In the case of tied votes at Board meetings, the Chairperson shall cast a deciding vote.

#### 4.3 ***Powers of the Executive Board***

- 4.3.1 The Executive Board has the powers of the USRPTIA and may delegate any of its powers, duties, and functions. The Executive Board may:
  - i. Make or modify policies and regulations for managing the affairs of the USRPTIA in accordance with these articles and codes.
  - ii. Make or modify policies and regulations relating to the discipline of Members, and will have the authority to discipline Members in accordance with established codes and procedures.
  - iii. Make or modify relating to the management of disputes within the USRPTIA and all disputes will be dealt with in accordance with the established codes and Articles.
  - iv. Establish committees to assist with performing the work of the USRPTIA and may delegate authority to committees and/or Members.
  - v. Employ or engage under contract such persons it deems necessary to carry out the work of the USRPTIA.
  - vi. Determine activity fees and other registration requirements (e.g., the evaluation for certification of USRPT coaches).
  - vii. Perform any other duties from time to time as may be in the best interests of the USRPTIA.
  - viii. Encourage the formation of national or regional USRPT organizations which may be affiliated with the USRPTIA.
  - ix. Conduct conflict of interest assessments as required by the Association's Conflict of Interest policy but at least once per year.

#### 4.4 ***Duties***

- 4.4.1 The duties for each Executive Board Officer are spelled out in detail to indicate the limits of responsibility and actions of the office holder (see Article 4.1.1 above).

#### 4.5 **Removal**

- 4.5.1 Officers can be removed from their official designation and duties upon the favor of such an action by the quorum majority of the Board determined by secret ballot.
- 4.5.2 The Officer(s) involved must be given notice of and the opportunity to be present and be heard at the meeting where a removal vote is to be taken.

#### 4.6 **Vacancy**

- 4.6.1 When the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may, by ordinary resolution, appoint a qualified individual to fill the vacancy for the remainder of the term of the previous Officer.

#### 4.7 **Ad Hoc Committees**

- 4.7.1 The elected Officers shall constitute the Board of the USRPTIA. It shall function when at least a quorum of Officers are in attendance (on line).
- 4.7.2 The Board may appoint other ad hoc committees as it deems necessary for assisting the Board in executing its duties.
- 4.7.3 The Board will indicate the terms of reference, delegate any powers deemed appropriate, and set the length of time for the committee to exist. Any such features may be altered by the Board during a committee's existence.
- 4.7.4 The Board may remove any Member of any committee upon a quorum majority vote of the Board.

#### 4.8 **Special Representatives**

The Board may appoint Members with special talents or social characteristics to represent the Association. Such persons will be asked to represent and advertise the activities of the Association. For example, a representative might be appointed to communicate with Arabic, French, Spanish, etc. speaking coaches, administrators, and swimmers about the USRPTIA. Representatives will have no governance privileges. Their title will be *USRPTIA Representative for [designated scope of interest]*.

#### 4.9 **Conflict of Interest**

An Officer or Member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with the USRPTIA must disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; will refrain from voting or speaking in debate or discussion on such contract or transaction; and will refrain from influencing the decision on such contract or transaction. Preferably, the Officer or Member will recuse him/herself and avoid being present when such contracts and transactions are discussed and acted upon (see Attachment A appended to these Bylaws/Articles).



#### 4.10 ***Election of Executive Board***

The election of Executive Board Members who serve four-year terms, should be held every two years with half the positions being elected in one cycle and the other half being elected in the other cycle.

- 4.10.1 All Members should be emailed and apprised of the need to nominate Members for the open positions in that cycle. It is recommended that one month be allowed for the submission of nominations.
- 4.10.2 At the close of nominations, if two or more Members are standing for a position, their applications should be circulated by posting on the Association's web site, and/or as an attachment to an email.
- 4.10.3 Voting should take place in answer to suitably phrased email. It is recommended that at least two weeks be allowed for voting to occur. Late votes should be unacceptable.
- 4.10.4 Decisions derived from voting should be as follows:
  - 4.10.4.1 If there is no nomination for a position, the remaining elected Board Members should attempt to seek capable persons to fill the vacancy(ies). Members appointed will serve as if freely elected in the initial voting. Appointments in this manner can be made at any time.
  - 4.10.4.2 If there is only one nomination for a position, that nomination will be "*elected unopposed*". No votes shall be cast.
  - 4.10.4.3 If two nominations are received for a position, the candidate receiving 50+% of the votes cast will be elected.
  - 4.10.4.4 If more than two nominations are received for a position, the nominee who receives the most votes and the number is 10% more than the next candidate, he/she will be declared the winner of the ballot.
  - 4.10.4.5 If the Member responsible for counting votes determines an outcome is "*too close to call*", a further run-off vote for the position should be held for the top-two vote-getters.
  - 4.10.4.6 The declaration of election results should be made by the Chairperson in place during the voting. Normally, that will be an email to the Membership.

## **ARTICLE FIVE: FINANCE AND MANAGEMENT**

### **5.1 Fiscal Year**

5.1.1 Unless otherwise determined by the Board, the fiscal year-end of the USRPTIA will be December 31.

### **5.2 Bank**

5.2.1 The banking business of the USRPTIA will be conducted at a financial institution designated by the Board.

### **5.3 Auditors**

5.3.1 At each Annual General Meeting the Members will appoint an auditor by Ordinary Resolution to audit the books, accounts, and records of the USRPTIA. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or Director of the USRPTA but shall have remuneration (if needed) fixed by the Board.

### **5.4 Annual Financial Statements**

5.4.1 The USRPTIA shall make available to Members a copy of the annual financial statements and other documents that are deemed relevant. The USRPTIA is not required to send written statements to Members but to make such documents available on line.

### **5.5 Signing Authority for Financial Transactions**

5.5.1 The Officers of the USRPTIA and one staff member (if available) will have signing authority for all financial transactions conducted in the name of the USRPTIA. All transactions will have at least two signatures, one of which will be the Treasurer except where the Treasurer expressly authorizes in writing another individual having signing authority on his/her behalf.

### **5.6 Execution of Agreements**

5.6.1 All written agreements entered into in the name of the USRPTIA will be signed by at least two Officers.

### **5.7 Books and Records**

5.7.1 The Board will ensure that all books and records of the USRPTIA will be kept to satisfy any statutory authority. The Board's minutes and records of the USRPTIA business will usually not be available to Members but will be available to the Board, each of whom will receive copies. All other books and records kept to satisfy any statutory authority will be available for viewing at the head office of the USRPTIA or other location as deemed by the Board.

5.7.2 It is envisaged that the association's books will be computer-based using proprietary software such as *Quickbooks*.

## 5.8 **Non-profit**

5.8.1 The USRPTIA will carry out its activities without purpose of gain for its Members. Any profits generated by the USRPTIA will be used solely to promote the Association's aims and objectives in congruence with its Mission Statement.

5.8.2 The Board will proceed to gain/maintain the status of being a statutory non-profit organization for taxation and governmental status purposes.

## 5.9 **Dissolution**

5.9.1 Upon the dissolution of the USRPTIA, any funds or assets remaining after paying all debts and satisfying all liabilities will be distributed to such charitable organizations or organizations as the Board may deem to be proper and appropriate.

## 5.10 **Borrowing**

5.10.1 The Steering Committee and then the Board will not borrow any monies for the purposes of the USRPTIA.

## 5.11 **Membership Fee**

In accordance with the strong support offered by the existing membership conducted by an email-poll at December 31, 2017, an annual Membership Fee of US\$10.00 will be required of all existing and new Members from 2018. Membership fees become due on March 1 of each year for existing members and then each anniversary of joining date for new members. Members have six weeks to pay the annual fee.

## **ARTICLE SIX: INDEMNIFICATION**

### **6.1 *Will Indemnify***

6.1.1 The USRPTIA will indemnify and hold harmless out of the funds of the USRPTIA, each Officer and Chairperson from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of the Chairperson or an Officer.

### **6.2 *Will Not Indemnify***

6.2.1 The USRPTIA will not indemnify an Officer or Chairperson or any other person for acts of fraud, dishonesty, bad faith, or actions outside the responsibility of their Office or representation on behalf of the USRPTIA.

### **6.3 *Insurance***

6.3.1 The USRPTIA will purchase and maintain insurance for the benefit of its Officers and Chairperson or any other person(s) it may determine.

## **ARTICLE SEVEN: AMENDMENT OF ARTICLES AND BYLAWS**

### **7.1 *Board Members' Voting***

- 7.1.1 Bylaws/Articles may be amended or repealed by Ordinary Resolution of the Board Members at a meeting of the Steering Committee or the Board.
- 7.1.2 The proposed new or altered Bylaw/Article shall be submitted to the Board at least 21 days before the next Board meeting where the matter will be considered.
- 7.1.3 A positive majority of the Board is needed to pass a new or altered Bylaw/Article.
- 7.1.4 New or altered Bylaws/Articles will become effective from the moment of their passing or at a specific date designated and agreed upon by a majority of the Board.
- 7.1.5 Members of the USRPTIA will be advised at least 14 days before the Board meeting where a new or altered Bylaw/Article will be considered.

## **ARTICLE EIGHT: FUNDAMENTAL CHANGES**

### **8.1 *Fundamental Changes***

8.1.1 At a General Meeting, Members will participate in voting for fundamental changes to the Bylaws/Articles covering the following matters.

- i. Changes in the USRPTIA name.
- ii. Change in which the USRPTA registered office is situated.
- iii. Add, change, or remove any restriction on the activities that the USRPTIA may engage in.
- iv. Create a new class or group of Members.
- v. Change a condition required for being a Member.
- vi. Change the designation of any class or group of Members.
- vii. Change or remove any rights and conditions of any such class or group of Members.
- viii. Increase or decrease the number of, or the minimum or maximum number of Office holders.
- ix. Change the Mission Statement of the USRPTIA.
- x. Change the manner of giving notice to Members on matters concerning the responsibilities of the Board.
- xi. Change the method of voting by Members.
- xii. Add, change, or remove any other provision that is set out in the Bylaws/Articles.

8.1.2 Each membership class is entitled to vote separately on special matters if the fundamental changed noted above relates to membership rights, such as:

- i. Effect an exchanged, reclassification, or cancelation of all or part of the membership of the class or group.
- ii. Add, change, or remove the rights or conditions attached to the membership of the class or group, including a) to reduce or remove a liquidation preference, or b) to add, remove, or change prejudicially voting or transfer rights of the class or group.
- iii. Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group.
- iv. Create a new class or group of Members having rights equal or superior to those of the class or group.
- vi. Effect an exchange or create a right of exchange of all or part of the membership of another class or group into the membership of the class or group.

**ARTICLE NINE: NOTICE****9.1 *Written Notice***

Written notice means notice which is hand-delivered, posted on the USRPTIA web site, or provided by email, mail, fax, or courier to the address of record of the Officer, Chairperson, or Member, as the case may be.

**9.2 *Date of Notice***

Date of notice is the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail was postmarked.

**9.3 *Error in Notice***

The accidental omission to give notice of a Meeting of the Board or the Members, the failure of any Officer, Chairperson, or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

**ARTICLE TEN: ADOPTION OF THESE ARTICLES AND BYLAWS**

- 10.1 ***Adoption by the Board*** – This Bylaw/Article is presented by the Board to the Members of USRPTIA for ratification by Special Resolution, at a meeting duly called and held on a specified date.
- 10.2 ***Repeal of Prior Bylaws/Articles*** – In ratifying this Bylaw, the Members of the USRPTIA repeal all prior Bylaws/Articles of the USRPTIA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws/Articles.



## **ARTICLE ELEVEN: POLICIES**

### **11.1 Formulation of Policies**

11.1.1 Policies are formed to guide the conduct of the Association. Normally, they arise out of the day-to-day functions and activities.

11.1.2 The Board is charged with the responsibility of articulating policies and communicating them to the Members. Policies established in this manner will be fully functional but temporary until voted on by the Members.

11.1.3 At the next general activity of the Members, recently established policies will be voted on to see whether they should become permanent features and/or articles of the Association.

### **11.2 Publication and Notification**

10.2.1 When information about the USRPTIA is to be published it will be circulated to as many printed or/and on-line news outlets as possible. Those outlets include organizational blogs and web sites (e.g., masters swimming). Attempts will be made to avoid aligning the USRPTIA with any particular information source unless that source becomes a major sponsor of the Association. The designation of *major sponsor* will be determined by the Board.

10.2.2 Dispersing information about the USRPTIA will be a responsibility designated by the Board.

10.2.3 The content of communications will first be viewed by the Board of Directors or a designated committee. When approval is granted by the Board of Directors or the committee, the person designated by the Board or heading that committee shall initiate the publication of the notice or article pertaining to that decision.

### **11.3 Debts**

Debts that are incurred, particularly in the initial stages of USRPTIA function, will be repaid as the first priority of the Association. As best as possible, debts will be avoided.

### **11.4 Conflict of Interest**

Conflict of interest should be interpreted according to the full statement appended to these Bylaws/Articles as Attachment A.

Date of Original Proposal: Friday November 18, 2016

Date of Acceptance: Friday November 25, 2016 by a meeting of the Steering Committee (Gruber, Seymour, Rushall – absent Andrew)

Amended Wednesday January 31, 2018 (updating election policies and Membership fees) by an email meeting of the Steering Committee (Gruber, Seymour, Rushall, Andrew)

## **ATTACHMENTS TO USRPTIA BYLAWS/ARTICLES**

- 1.** Conflict of Interest Policy
- 2.** Code of Ethics for Swimming Coaches
- 3.** Code of Conduct for Swimming Coaches

**ATTACHMENT A**  
**CONFLICT OF INTEREST POLICY**  
**OF**  
**THE ULTRA-SHORT RACE-PACE TRAINING INTERNATIONAL**  
**ASSOCIATION INC.**

**ARTICLE I**

**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE II**

**Definitions**

**1. Interested Person**

Any Executive officer or Member of a committee with Executive Board delegated powers, who has a direct or indirect financial interest, as defined below, is an *interested person*.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
- b. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Executive Board or a Committee decides that a conflict of interest exists.

## **ARTICLE III**

### **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, a Member must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board and Members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the Member, he/she shall leave the Executive board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board or Committee Members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Executive Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Executive Board or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Board or Committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board or Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the Executive Board or Committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Executive Board or Committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE IV**

### **Records of Proceedings**

The minutes of the Executive Board and all Committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings

## **ARTICLE V**

### **Compensation**

- a. A voting Member of the Executive Board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that Member's compensation.
- b. A voting Member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that Member's compensation.
- c. No voting Member of the Executive Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE VI**

### **Annual Statements**

Each Director, Executive officer, or Member of a Committee with Executive Board-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflicts of Interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Association is charitable and to maintain its federal tax-exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII**

### **Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint-ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **ARTICLE VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

The Undersigned, Secretary of this Corporation, hereby certifies that Conflict of Interest Policy of this Corporation was duly adopted as of the 27<sup>th</sup> day of January, 2017.



By \_\_\_\_\_  
Denaj Seymour, Secretary, USRPTIA

## ATTACHMENT B

### *The Ultra-short Race-pace Training International Association* **CODE OF ETHICS FOR SWIMMING COACHES**

A definition of the Code of Ethics and Code of Conduct for swimming coaches (referred to as "Members") involved with activities representing and on behalf of the USRPT International Association (hereinafter referred to as the "Association") is provided as a description of professional policy and behavior. This Code is in effect for all activities and situations, inside and outside of the Association, while a Member belongs to the Association.

#### **INTRODUCTION**

The purpose of this Code of Ethics is to establish and maintain standards for representatives of the Association, coaches who advertize they are using the USRPT format of swimming coaching, and to inform the public using a Member's services.

Ethical standards comprise such values as integrity, responsibility, and confidentiality.

Members of the Association, in assenting to this Code, accept their responsibility to athletes, colleagues, the Association, related sporting organizations, to clients and their representatives/guardians, and to society. In pursuit of these principles, Members subscribe to standards in the following areas:

- i. Issues of responsibility; and
- ii. issues of competence.

This Code of Ethics is a framework within which to work. It is a series of guidelines rather than a set of instructions.

#### **1. ISSUES OF RESPONSIBILITY**

Coaching athletes is a deliberately undertaken responsibility, and Members are responsible for the observation of the principles embodied in this Code of Ethics.

#### **HUMANITY**

1.1 Members should endeavor to respect the rights, dignity, and worth of every swimmer and their ultimate right to self-determination. Specifically, Members should endeavor to treat everyone equally, within the context of their activity, regardless of gender, ethnicity, religion, or political affiliation.

1.2 When Members are transferred responsibility for control of minors, they should endeavor to conduct

and guide such individuals according to the highest standards of morality and direction.

#### **Relationships**

1.3 The well-being, health, and future of athletes should be of primary concern to Members.

1.4 A key element in a coaching relationship is the development of athlete independence. Athletes should be encouraged to accept responsibility for their own behavior and performance in training, competitions, and their social life.

1.5 In conjunction with parents and officials, Members should set and monitor boundaries between a working relationship and friendship with athletes. This is particularly important when the coach and athlete are of opposite gender and/or when the athlete is a young person. The coach should realize that certain situations or friendly actions could be misinterpreted, not only by the athlete, but by outsiders motivated by jealousy, dislike, or mistrust, and could lead to allegations of misconduct or impropriety.

#### **Commitment**

1.6 Members should clarify in advance with Association officials and/or parents and/or athletes the number of practice sessions, fees (if any), and method of payment for services rendered to athletes.

1.7 Members should explore with Association officials and/or parents and/or athletes the expectations of the outcome of their coaching activities.

1.8 Members have a responsibility to declare to the Association and/or their employers any other current coaching commitments.

#### **Conflict of Interest**

1.9 Members who become aware of a conflict between their obligation to other entities (e.g., employers) and/or athletes, and their obligation to the Association, or other organization employing them, should make explicit the nature of the conflict and the loyalties and responsibilities involved, to all parties concerned.

1.10 Members should declare to the Association Administration, any actual or perceived conflict of interest pertaining to any matter undertaken by the Administration and/or the Association, previous to said

undertaking. Necessary action regarding conflict of interest may be determined by the Association Administration or a properly constituted committee.

### **Cooperation**

1.10 Members should communicate and cooperate with other sports organizations and allied professions in the best interests of their athletes. An example of such contact would be the seeking of educational and career advice/counseling for athletes whose sport training impinges upon the performance of their studies.

1.12 Members should communicate and cooperate with registered medical and ancillary practitioners in the diagnosis, treatment, and management of athletes' medical and psychological problems.

1.13 Members should not endeavor to give advice and direction in matters for which they are not certified when competent professionals in those matters are available (e.g., medical or pharmaceutical advice should never be given or opinions expressed).

### **Advertising**

1.14 Advertising by Members should be accurate, devoid of deception, and conservative in nature.

1.15 Members should not display any affiliation with an organization in a manner that falsely implies sponsorship or accreditation by that organization.

### **Integrity**

1.16 Ideally, Members should refrain from criticizing fellow coaches, athletes, parents, and/or officials, particularly to and/or through the media. When public comments are made, Members have an obligation to ensure that such comments are judicious, reflective of facts, supportable, and sensitive to the situation(s). Differences of opinion should be dealt with on a personal basis and more serious disputes should be referred to the Association.

1.17 Members should encourage athletes, parents, and officials to obey the rules and spirit of the rules of the sport of swimming.

1.18 Members should never advocate the use of performance enhancing substances and/or banned drugs.

1.19 Members are expected to treat officials, parents, and athletes in a courteous manner.

1.20 Members should undertake to encourage appropriate behavior of athletes, fellow coaches, parents, and officials.

### **Confidentiality**

1.21 Members inevitably gather a great deal of personal information in the course of their professional duties. Members should be clear as to what is to be regarded as confidential information and not divulge any such information without the express approval of the individuals/athletes involved. Approval is usually indicated on the Association's informed consent document or another like document.

1.22 Confidentiality does not preclude the disclosure of information to persons who can be judged to have a 'right to know' when relevant to the following:

- i Evaluation of the athlete within the sport for competitive selection purposes;
- ii recommendations concerning athletes for a professional occupation or employment;
- iii pursuit of disciplinary action involving athletes within their sport, and
- iv pursuit of disciplinary action by the Association involving fellow coaches in alleged breaches of this Code of Ethics and Code of Conduct, or matters pertaining to the health and/or safety of an athlete(s).

### **Abuse of Privilege**

1.23 On occasion, Members are privileged to have contact with athletes and to travel and reside with the athletes in the course of coaching and competitive situations. Members should not attempt to exert undue influence over the athlete in order to obtain personal benefit or reward.

### **Recruiting – Athlete Poaching**

1.24 The success or failure of any coach could be determined by the achievements of any athlete. Members of the Association should discourage any attempt by an athlete, parent, coach, or other interested party to:

- i Alter an existing athlete/coach relationship, unless the existing coach has knowledge of an athlete's desire for a change, or
- ii malign a coach for the purpose of changing an existing coach/athlete relationship.

[Athletes are responsible for informing the present coach of a desire to change, and in the case of minors, it is the responsibility of parents or guardians.]

1.25 Contact with any Member by an individual regarding the possible transfer of an athlete from one club to another necessitates the coach of record being informed of the intention and approval of that coach should be sought for a transfer. Transgression of this protocol would be a breach of the spirit of the Code of



Ethics. Once a transfer is completed, both coaches should be fully communicative and cooperative in the exchange of information in the best interests of the athlete and his/her success.

### **Job Applications**

1.26 When any Member considers applying for a position currently held by another Member, an application should only be made if the position is advertised publicly. No Member should actively seek to displace another Member by covert means.

### **Personal Standards**

1.27 Members are expected to consistently display high personal standards and project a favorable image of their sport and coaching to athletes, parents, officials, sporting administrators, spectators, the media, and the general public.

1.28 Personal appearance is a matter of individual taste but when in official duties for the Association, the Member should project an image of health, cleanliness, functional efficiency, and wear appropriate Association apparel.

1.29 Alcohol should not be consumed while on duty as an Association coach. In situations where minors are represented in a team, neither the Member nor any other team member should consume any alcohol. In representations where all team members are of legal age, minor amounts of alcohol may be taken in appropriate formal public settings. Excessive use of alcohol will warrant disciplinary action by the Association.

1.30 Tobacco products should not be used publicly during any Association representation. Recognizing that smoking is an addiction, Members who must smoke should do so privately and not in the presence of any athlete or non-smoking fellow-Member. No Member should endorse any use of tobacco products.

1.31 No Member should use or encourage others to use recreational or performance altering drugs.

1.32 A Member's use of tobacco, alcohol, or drugs should not interfere with any other individual's freedoms and should not prohibit any individual from functioning completely and responsibly.

### **Safety**

1.33 Members have a responsibility to ensure the safety of the athletes with whom they work as far as possible and within the limits of their control.

1.34 All reasonable steps should be taken to establish a safe working/practice environment.

1.35 Work and the manner in which it is done should be in keeping with regular and approved practices within the USRPT model for swimming.

1.36 Activities should be suitable for the ages, experiences, and abilities of the athletes.

### **Association Unity**

1.37 The Administration and officers of the Association are charged with its administration; establishing and maintaining philosophies, policies and procedures, and advising outside groups in the best interests of swimming and the Association. It is the right of any Member(s) to speak in contradiction or support of any policy, procedure, or decision of the Administration. It shall be a breach of the Code of Ethics for any Member or group of Members to propound a philosophy, policy, or decision, in contradiction of the Association when said Member(s) is/are perceived to be acting as the voice of 'coaches' and/or the Association.

## **2. ISSUES OF COMPETENCE**

2.1 Members should confine themselves to practice in those fields of coaching in which they have been trained/educated, and which are recognized by the Association to be valid. Valid areas of expertise are those directly concerned with the sporting appointment. Training is certification at some level within a national coaching accreditation scheme or its equivalent, and also includes the accumulation of knowledge and skills through both formal coach education courses/seminars and by experience at a level of competence acceptable for independent coaching duties.

2.2 Members are expected to recognize and accept when to refer athletes to other agencies. It is the Member's responsibility to verify the competence and integrity of the person to whom they refer the athletes.

2.3 Members should regularly seek ways of increasing their professional development and self-awareness. Coaches should demonstrate an ongoing commitment to continuing education in the field of coaching and in particular, that involving swimming.

2.4 Members should welcome the evaluation of their work by colleagues and should be able to account to employers and colleagues for their actions, when/if deemed necessary.

2.5 Members have a responsibility to themselves and their athletes to maintain their own effectiveness, resilience and abilities, and to know when personal resources are so depleted as to make it necessary for them to seek help and/or withdraw from coaching, whether temporarily or permanently.

## ATTACHMENT C

### *The Ultra-short Race-pace Training International Association*

#### **CODE OF CONDUCT FOR SWIMMING COACHES**

##### **Introduction**

This Code of Conduct is intended to provide more specific information and guidance in the implementation of the principles embodied in the Code of Ethics.

1. At all times, Members should adhere to standards of personal and professional behavior which reflect credit on the Association and the whole process and practice of coaching swimmers.

2. It is impossible to specify in precise terms all those actions which could be deemed to be prejudicial to the practice of coaching and the best interests of the Association. The following provide an indication of the types of incident that are likely to be considered breaches of the Code of Conduct.

##### **Public Criticism of Colleagues**

2.1 Ideally, Members should refrain from criticizing fellow coaches, athletes, parents, and/or officials particularly to and/or through the media. When public comments are made, Members have an obligation to ensure such comments are judicious, reflective of the relevant factors, supportable, and sensitive to the situation(s). Differences of opinion should be dealt with on a personal basis and more serious disputes may be referred to the Association.

It is particularly heinous for a Member or Members to charge and discuss an individual(s) without their being present to answer such accusations.

##### **Misrepresentation**

2.2 Members should ensure that they do not in any way misrepresent their qualifications, affiliations, or professional competence to any client or prospective client in any publication, broadcast, lecture, or seminar. After due consideration by the Association, misrepresentation could be regarded as a breach of this Code.

##### **Commitment**

2.3 When Members enter into a commitment with an employer, a team, or an individual athlete, the nature of that commitment should be specifically agreed to. Any such contract or terms of reference should be set out in writing and include fees (if any), method of payment, the time commitment involved, and an indication of the expected outcome of the coaching.

##### **Confidentiality**

2.4 Members should not divulge confidential information relating to an athlete, other than that specified in section 1.22 of the Code of Ethics, to any third party unless with the express approval of the individual concerned. Outside agencies should have established procedures for determining the degree of confidentiality for individual swimmers' results of testing.

##### **Criminal Conviction**

2.5 Any conviction of a Member by a court of law is capable of reflecting on professional coaching and the Association and could be a breach of this Code. Cases of a minor personal nature are unlikely to be regarded as breaches of this Code.

##### **Disciplinary Proceedings by an Employer**

2.6 Disciplinary proceedings by an employer leading to dismissal from employment connected with coaching could be regarded as a breach of this Code. Other disciplinary proceedings by an employer (e.g., reprimand) will not normally be considered as a breach of this Code unless circumstances are sufficient to found a complaint under another section specified in this Code. Members are obligated to inform the Association of any disciplinary decision or conviction under the law.

##### **Personal Misconduct**

2.7 Personal misconduct could give rise to disciplinary action by the Association.

Examples of personal misconduct include but may not be limited to willful damage to property or equipment, theft, falsification of reports or accounts, breach of confidentiality, violence, misuse of alcohol, tobacco, or drugs, dishonesty, discrimination, indecency, or inappropriate behaviors with a swimmer(s).

Attempts to recruit another Member's athletes for personal control or to solicit an unadvertised coaching position of another Member by any means will be treated as severe breaches of this Code.

##### **Reciprocal Suspension**

2.8 Members should expect suspensions imposed by world or national governing bodies to be recognized, honored, and upheld by the Association and all Members; provided such suspensions were justly imposed and the Association is satisfied the suspended Member's rights to due process were not violated.

## PROCEDURES POLICY

The Association has the inherent power and duty to prescribe standards of conduct for its coaches; to determine what constitutes grounds for the discipline of Members; and to suspend or terminate membership, or otherwise reprimand any Member whose failure to comply with the obligations of the Association has been duly established. The discipline of Members is for the protection of the profession, and the maintenance of the standards and principles of the Association.

### Definitions

The following definitions apply wherever used in the Code of Ethics and Code of Conduct.

**Charges:** A written statement prepared as a result of an investigation or a complaint entertained by the Association Administration.

**Code:** The Code of Ethics and Code of Conduct of the Association as adopted by the Association, together with such amendments thereto as may from time to time be approved by the Association.

**Complainant:** Any individual who makes a complaint.

**Complaint:** Any written or signed statement made by any person(s) alleging conduct on the part of a Member which, if true, would constitute misconduct.

**Misconduct:** Any act or omission by a Member individually or in concert with any other person, which is prejudicial to the practice of coaching and the best interests of the Association and in violation of the principles embodied in these Codes whether the act or omission occurred in the course of an Association activity or otherwise.

### RULE I. JURISDICTION

(A) Every Member admitted to membership in the Association is subject to the exclusive disciplinary jurisdiction of the Association.

### RULE II. GROUNDS FOR DISCIPLINE

(A) It should be the duty of all Members of the Association at all times to conduct themselves, both professionally and personally, in conformity with the standards imposed upon Members as conditions for that privilege.

(B) Misconduct must be grounds for discipline.

### RULE III. TYPES OF DISCIPLINE

(A) Misconduct must be grounds for:

- i. termination of membership by the Association; and/or

- ii. suspension by the Association for a fixed period of time; and/or
- iii. reprimand by the Association.

### RULE IV. THE ADMINISTRATION

(A) The Association Administration shall have the following powers and duties:

- i. At its discretion, render to a Member upon a written request an advisory opinion or an interpretation of the rules of professional conduct under the Code regarding anticipated conduct on the part of the Member.
- ii. Make appropriate arrangements for publication and dissemination of such advisory opinions as the Administration deems of general interest to the Members.

(B) The Administration shall have the following disciplinary powers and duties.

- i. Review all Complaints and Charges presented to it by the Association and its Members.
- ii. Notify a Member in writing that he/she is the subject of a Complaint and furnish him/her with a copy thereof within fifteen working-days of receipt of the Complaint.
- iii. Conduct its own investigation of all complaints issued if the Complaint indicates a matter not appropriate for a suspension or termination of Membership.
- iv. Dismiss any Complaints upon being satisfied that they are without foundation and/or merit.
- v. Investigate, on its own motion, any act of unprofessional conduct of a Member. A reprimand may be issued if the Complaint indicates a matter not appropriate for a suspension or termination of membership.
- vi. Suspend a Member if so approved by a vote of three-quarters of the members of an investigatory panel established by the Administration.
- vii. Bring the membership of a suspended Member for re-evaluation of termination or membership after a stipulated period of time contained in the original disciplinary decision.
- viii. Make an annual report to Members of the Association of all disciplinary matters for each 12-month period. Such a report shall include the following information:
  - number of Members complained against;
  - the general nature of the complaints; and
  - the disposition or status thereof.

**RULE V. PROCEDURES**

- (A) All Complaints must be directed to the Manager of the Association.
- (B) All Complaints received by any other person shall be transmitted forthwith to the Administration.
- (C) All investigations shall normally be initiated by the Administration.
- (D) The Administration shall appoint a panel of Members to independently investigate the matter at hand. Where possible, the panel shall be agreeable to both the Administration and the Member of Complaint. The findings of that panel shall be communicated to the Administration.
- (E) When it appears to the Administration that allegations of misconduct fail to describe conduct which, if true, would constitute Misconduct, the Administration may decline to further investigate and shall so advise the Complainant in writing with a proper explanation, whenever possible, within fifteen working-days of its receipt. All doubts shall be resolved in favor of an investigation.
- (F) If it appears to the Administration that allegations of misconduct which, if true, would constitute Misconduct, the Administration shall notify the Member against whom the allegations are directed that he/she is the subject of a Complaint, and within fifteen working-days of its receipt furnish him/her with a copy thereof by registered mail or email, return receipt requested.
- (G) Upon receipt of notice of a Complaint from the Administration, the Member against whom the Complaint is directed shall prepare and submit in writing to the Administration within fifteen working-days of receipt of such notice, an appropriate response to the Complaint, or a response stating that he/she refuses to answer substantively and explicitly. For good cause, the Administration may grant additional time for the filing of a response.
- (H) Upon the conclusion of an investigation, if the Administration determines there are no reasonable grounds for discipline of a Member against whom a Complaint is directed, the Administration shall

dismiss the Complaint in writing with proper explanation to the Member and Complainant.

- (I) Upon the conclusion of an investigation, if the Administration determines there are reasonable grounds for discipline of a Member against whom a Complaint is made, the administration shall reduce the Complaint to Charges specifying with particularity the factors upon which constitute the bases there-of and the principles of Code which appear to have been violated and enact the following:
  - i. Determine that the Charges, if true, would not constitute Misconduct and dismiss the Charges.
  - ii. Determine that the Charges, if true, would constitute Misconduct but would not constitute grounds for suspension or termination of membership, and thereupon prepare and issue to the Member a reprimand which shall be made a permanent part of the file of the Association and referred to in any sub-sequent investigation of a Complaint against the Member.
  - iii. Determine that there are reasonable grounds to suspend the Member for a fixed term.
  - iv. Where a Member has been suspended, bring the membership of that person before the next appropriate gathering of the Association for termination or reinstatement. The membership of such Member may be terminated by the Administration provided that the Member has been given adequate notice of the allegations against him/her and granted an opportunity to be heard at a specified assembly (on line or in person) of peers from the Association.
  - v. Determine that there are sufficient grounds to terminate the membership. Termination may occur after appeal to a specified gathering of peers from the Association provided that the Member has been given adequate notice of the allegations against him/her and granted an opportunity to be heard at such a meeting (on line or in person).

[The previous six pages were based on the Codes of the Canadian Swimming Coaches Association (1991), which were updated and adapted for the New South Wales Academy of Sport (1994) by Brent S. Rushall.]