

AMENDED AND RESTATED BYLAWS

OF

**SOUTHERN CALIFORNIA SWIMMING,
INC.**

ARTICLE 1
NAME, OBJECTIVES, TERRITORY AND JURISDICTION

- 1.1 NAME - The name of the corporation shall be Southern California Swimming, Inc. (“SCS”).
- 1.2 OBJECTIVES - The objectives and primary purpose of the SCS shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. SCS shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA, USA Swimming, and SCS and its Articles of Incorporation and these Bylaws.
- 1.3 GEOGRAPHIC TERRITORY - The geographic Territory of SCS is: in the State of California: the Counties of San Luis Obispo, Ventura, Los Angeles, San Bernardino, Orange, Riverside and Santa Barbara; and in the State of Nevada: the Counties of Clark, Esmeralda, Lincoln and Nye. The territory within the boundaries of SCS may be subdivided for administrative or competitive purposes. Such subdivisions may be defined by individual assignment of Club Members or by drawing geographic boundaries.
- 1.4 JURISDICTION - SCS shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USA Swimming to conduct swimming programs consistent with SCS’ objectives and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USA Swimming Rules and Regulations). . SCS shall faithfully discharge its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules & Regulations and all applicable policies and procedures.

ARTICLE 2
MEMBERSHIP

- 2.1 MEMBERS - The membership of SCS shall consist of the following:
- A. GROUP MEMBERS. Group Members are organizations operating in the Territory which have, upon application, been granted membership in USA Swimming and SCS and paid the fees established by USA Swimming and SCS pursuant to Article 603 hereof. An organization may be denied membership by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which a Group Membership could be terminated. Any denial of membership may be appealed to the SCS Board of Review. An organization’s status as a Group Member is subject

to its continued satisfaction of the criteria for membership and compliance with its responsibilities under these Bylaws, the USA Swimming Rules & Regulations, the rules, regulations, policies, procedures and codes of conduct of SCS and USA Swimming and may be terminated by a decision of the Board of Review or the National Board of Review. Except for Affiliated Group Members, Group Members in good standing shall be entitled to participate in the program of swimming conducted by SCS, and competitions sanctioned or approved by USA Swimming, in accordance with Section 9.2.

- (1) Club Members. A Club Member is an organization which is in good standing as a Group Member of SCS and USA Swimming, has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be Individual Members in good standing of SCS and USA Swimming.
- (2) Affiliated Group Members - An Affiliated Group Member is an organization which supports the sport of swimming and the objectives and programs of SCS and USA Swimming, which is in good standing as a Group Member of SCS and USA Swimming, but which does not have athletes and coaches who all are Individual Members of SCS and USA Swimming.
- (3) Seasonal Club Members - A Seasonal Club Member is an organization which has joined SCS and USA Swimming for one or two periods not longer than 150 days each in a registration year and is in good standing as a Group Member of SCS and USA Swimming. All Seasonal Club Member coaches must be Coach Members in good standing of SCS and USA Swimming. All athlete members of seasonal clubs must be Seasonal Athlete or Athlete Members in good standing of SCS and USA Swimming.

B. INDIVIDUAL MEMBERS. Individual Members are individuals involved in the sport of swimming in the territory who have, upon registration, been granted membership in USA Swimming and SCS and paid the dues established by USA Swimming and SCS pursuant to Article 3 hereof. An individual may be denied membership by the Board of Directors for failure to satisfy the criteria for membership or for any reason for which an Individual Membership could be terminated. Any denial of membership may be appealed to the SCS Board of Review. An individual's status as an Individual Member is subject to the Individual Member's continued satisfaction of the criteria for membership and compliance with the individual's responsibilities under these Bylaws, the USA Swimming Rules & Regulations, the rules, regulations, policies, procedures and codes of conduct and ethics of SCS and USA Swimming and may be terminated by a decision of the Board of Review or the National Board of Review. Individual Members in good standing shall be entitled to participate in the program of swimming conducted by SCS, and competitions sanctioned or approved by USA Swimming, in accordance with Section 9.1.

- (1) Athlete Members. An Athlete Member is an individual who participates or competes in the sport of swimming and is in good standing as an Individual Member of SCS and USA Swimming.
- (2) Coach Members. A Coach Member is an individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by SCS and/or USA Swimming and who is in good standing as an Individual Member of SCS and USA Swimming. Any individual desiring to act in any coaching capacity at any competition sanctioned by USA Swimming must be a Coach Member in good standing of SCS and USA Swimming.
- (3) Active Individual Members - An Active Individual Member is an individual other than a Coach Member or an Athlete Member, who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer, coordinator or committee chair or committee member of SCS or a Group Member Representative or alternate and any other individual desiring to participate in the sport of swimming and who is in good standing as an Individual Member of USA Swimming and SCS.
- (4) Seasonal Athlete Members. A Seasonal Athlete Member is an individual who participates or competes in the sport of swimming and has joined for one or two periods of time not longer than 150 days each in a registration year and is in good standing as an Individual Member of SCS and USA Swimming.
- (5) Life Members. A Life Member is an individual who is a life member of USA Swimming and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of SCS and USA Swimming, and who has paid the annual fees established by SCS.

C. MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in SCS and USA Swimming is a privilege and shall not be interpreted as a right. Membership (including a Life Membership) may be terminated by the Board of Review or the National Board of Review for any violation of a member's responsibilities under Section 2.2, for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules & Regulations or for any other reason determined by the Board of Review or National Board of Review to be in the best interests of the sport of swimming, USA Swimming or SCS.

2.2 MEMBERS' RESPONSIBILITIES

A. COMPLIANCE. Each Group and Individual Member shall abide by the codes of conduct, policies, procedures, rules and regulations adopted by USA Swimming and

SCS, including its obligations and responsibilities set forth in these Bylaws. Each Group and Individual Member shall not take or allow to be taken, any action, or conspire with or instigate any other person to take or allow to be taken, any action bringing the sport of swimming, SCS or USA Swimming into disrepute. By applying for and accepting membership in SCS and USA Swimming, each Individual Member agrees to so abide and represents, except to the extent disclosed to SCS and USA Swimming, that he or she has never been convicted of a crime involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors, or similar offenses, or to have been found by a Board of Review or the National Board of Review to have committed actions which would be the basis for a conviction and that she or he has never acted in a manner which might bring into disrepute SCS, USA Swimming or the sport of swimming.

- B. RESPONSIBILITY FOR INFRACTIONS. A Group Member may be held responsible for infractions of the policies, procedures, rules, regulations or codes of conduct or ethics adopted by USA Swimming or SCS, including its responsibilities as set forth in these Bylaws. Infractions of a Group Member include those committed or allowed to happen by its members, representatives, officials or coaches or by athletes who are competing as representatives of the Group Member or who are competing with the Group Member as unattached swimmers. Also included are infractions committed or allowed to happen by a person instigated by the Group Member or with whom the Group Member through any of those individuals conspired. Any Individual Member may be held responsible for any infractions committed or that were allowed to happen by the Individual Member. Also included are infractions committed or allowed to happen by a person instigated by the Individual Member or with whom the Individual Member conspired.

ARTICLE 3 SCS DUES AND FEES

- 3.1 CLUB MEMBERS - Every Club Member and Seasonal Club Member shall pay an annual or seasonal fee, respectively, consisting of a national club fee established by USA Swimming and a local club fee established by SCS, together with any other charges, fees, etc., as may be established by SCS.
- 3.2 AFFILIATED GROUP MEMBERS - The Board of Directors shall establish the annual membership fees and any other charges, fees, etc., for Affiliated Group Members.
- 3.3 ATHLETES - Each Athlete Member and Seasonal Athlete Member shall pay an annual or seasonal fee, respectively, consisting of a national fee established by USA Swimming and a local fee established by SCS
- 3.4 COACHES - Each Coach Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by SCS, together with any other charges, fees, etc., as may be established by SCS.

- 3.5 ACTIVE INDIVIDUAL MEMBERS - Each Active Individual Member shall pay an annual fee consisting of a national fee established by USA Swimming and a local fee established by SCS, together with any other charges, fees, etc. as may be established by SCS.
- 3.6 LIFE MEMBERS. Each Life Member shall pay an annual fee consisting of a local fee established by SCS, together with any other charges, fees, etc., as may be established by SCS.
- 3.7 SANCTION, APPROVAL AND OTHER FEES
- A. SANCTION AND APPROVAL FEES. The Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.
- B. SERVICE CHARGES. In addition to, or in place of, a sanction or approval fee, the Board of Directors may establish a reasonable service charge consistent with the nature of the event. For example, the service charge may be a flat amount, an amount related to the number of events swum, the number of individual swims, the number of athletes entered, the cost of equipment and pool time provided, a percentage of receipts or profits or a combination of one or more of these or other bases.
- C. PAYMENT. Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by SCS. If any of the sanction or approval fees or service charges are due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to SCS when due in accordance with SCS' fee schedule.
- 3.8 FAILURE TO PAY
- A. GROUP, COACH AND ACTIVE INDIVIDUAL MEMBER OBLIGATIONS. The failure of a Group Member, Coach Member or Active Individual Member to pay dues, fees, service charges, fines or penalties imposed by SCS or USA Swimming, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the SCS Board of Review or the National Board of Review, shall preclude the delinquent member from (a) participating in events sanctioned or approved by USA Swimming, (b) participating in any capacity in the affairs of USA Swimming, SCS or any other LSC or (c) serving as a Group Member Representative, coach, manager, official, trainer or in any other capacity with any Club Member or Seasonal Club Member or with any group member of any other LSC until the debt is satisfied.
- B. ATHLETE MEMBER OBLIGATIONS. The failure of an Athlete Member or Seasonal Athlete Member to satisfy any financial obligations to USA Swimming, SCS or their former LSC, within the time prescribed, as evidenced by a final decision of (i) a court of law, and/or (ii) the SCS Board of Review, the National Board of Review, shall preclude the delinquent member from (a) competing in any competition sanctioned by USA Swimming, (b) obtaining a reportable time achieved

in events swum in any USA Swimming sanctioned, approved or observed meet, (c) participating in any capacity in the affairs of USA Swimming, SCS or any other LSC or (d) practicing, exercising or otherwise participating in the activities of any Group Member or any group member of any other LSC until the debt is satisfied.

- C. CLUB/INDIVIDUAL OBLIGATIONS. If a Club Member or a Seasonal Club Member has secured (i) a final court judgment against an Individual Member for non-payment of financial obligations owed to the Club Member, and (ii) a final decision of the SCS Board of Review or the National Board of Review suspending such Individual Member's membership rights as set forth below, then until the court judgment is satisfied, the Individual Member shall not (a) compete in any competition sanctioned by USA Swimming, (b) obtain a reportable time in events swum at any USA Swimming approved or observed meet, (c) participate in any capacity in the affairs of USA Swimming, SCS or any other LSC or (d) practice, exercise or otherwise participate in the activities of any Group Member or any group member of any other LSC.
- D. INDIVIDUAL/CLUB OBLIGATIONS. If an Individual Member has secured a final decision of (i) a court of law and/or (ii) the SCS Board of Review or the National Board of Review against a Club Member for non-payment of financial obligations (such as a refund of training fees) to the Individual Member, then until the decision or judgment is satisfied, the delinquent or offending Club Member shall be precluded from (a) participating in events sanctioned or approved by USA Swimming and (b) participating in any capacity in the affairs of USA Swimming, SCS or any other LSC, including being represented in the House of Delegates by its Group Member Representative.
- E. CONTINUED FAILURE TO PAY; TERMINATION OF MEMBERSHIP. Continued failure to pay, within a reasonable period of time after a final decision of a court of law, the SCS Board of Review or the National Board of Review, as determined by the SCS Board of Review or the National Board of Review, shall be cause for termination of membership.

ARTICLE 4
HOUSE OF DELEGATES

4.1 MEMBERS . The House of Delegates of SCS shall consist of the Group Member Representatives, the Athlete Representatives, the Coach Advisory Chair, the Board Members designated in Section 5.1, and the At-Large House Members.

A. GROUP MEMBER REPRESENTATIVES. Each Club Member and Affiliated Club Member in good standing shall appoint from its membership one Group Member Representative and one or more alternates. The appointment shall be in writing, addressed to the Secretary of SCS and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw a Group Member Representative or one or more of its alternates and substitute a new Group Member Representative or new alternates by written notice, addressed to the Secretary of SCS and signed by the chief executive officer or secretary of the appointing Group Member.

B. NON-ATHLETE AT-LARGE HOUSE MEMBERS. Up to ten (10) non-athlete members of the House of Delegates may be appointed as Non-Athlete At-Large House Members by the General Chair with the advice and consent of the Board of Directors. The Non-Athlete At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.

C. ATHLETE REPRESENTATIVES. The Senior Athlete Representative shall be appointed in consultation with the athlete committee and must: (i) be an Athlete Member in good standing; (ii) be at least sixteen (16) years of age by the first day of the USAS Convention during the term of service. (iii) be currently competing, or have competed during the five (5) immediately preceding years, in the program of swimming conducted by SCS or another LSC; and (iv) reside in the Territory. The Senior Representative, Junior Representatives, Committee Representatives, and Team Representatives shall be elected in accordance with the Athlete Committee Appendix.

The General Chair shall make the appointment within sixty (60) days of the meeting of the House of Delegates at which Board Members were elected. In addition, a sufficient number of athlete members to constitute 20% of the voting membership (including the Athlete Representatives) shall be selected as Athlete At-Large House Members by the Geographic Committees ~~within~~ at least 60 days prior to ~~of~~ the meeting of the House of Delegates at which Board Members are elected. Athlete At-Large House Members must meet the same eligibility requirements as Athlete Representatives. The Athlete At-Large House Members shall hold office from the date of appointment through the conclusion of the annual meeting of the House of Delegates following such appointment or until their successors are appointed to the House of Delegates.

D. COACH ADVISORY CHAIR. One Coach Advisory Chair shall be elected by majority of the Coach Members present and voting for a one-year term or until a

successor is elected. The election of the Coach Advisory Chair shall be conducted at a time and place and in a manner designated by the Board of Directors.

- 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed members of, to be heard at or to vote at the House of Delegates in any capacity other than as a Group Member Representative. Members of the House of Delegates must maintain their status as Individual Members in good standing throughout their terms of office.
- 4.3 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates and of Individual Members shall be as follows:
- A. GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, THE ATHLETE REPRESENTATIVES, THE COACH ADVISORY CHAIR AND AT-LARGE HOUSE MEMBERS. Each of the Group Member Representatives (except Seasonal Clubs), the Board Members, the Athlete Representatives, the Coach Advisory Chair and the At-Large House Members shall have both voice and one vote each in meetings of the House of Delegates.
 - B. INDIVIDUAL MEMBERS. Individual Members who are not members of the House of Delegates may attend open meetings of the House of Delegates and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members who are not House of Delegates members shall have no vote in meetings of the House of Delegates.
 - C. DOUBLE VOTE PROHIBITED. An Individual Member entitled to vote in the House of Delegates shall have only one vote, even though the Individual Member is a member of the House of Delegates in more than one capacity.
- 4.4 DUTIES AND POWERS . The House of Delegates shall oversee the management of the affairs of SCS and the establishment of policies, procedures and programs. In addition to the duties and powers prescribed in the USA Swimming Rules & Regulations or elsewhere in these Bylaws, the House of Delegates shall:
- A. Elect the SCS officers, and members of the Board of Review and the committee chairs listed in Section 6.1 in accordance with Sections 6.2 through 6.6;
 - B. Elect alternates to the USA Swimming House of Delegates in accordance with section 507.1.3 of the USA Swimming Rules and Regulations;
 - C. Elect the members of the Nominating Committee;
 - D. Review, modify and adopt the annual budget of SCS recommended by the Board of Directors;
 - E. Call regular and special meetings of the House of Delegates;

- F. Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;
 - F. Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by SCS;
 - G. Establish by resolution or the SCS Policies and Procedures Manual one or more committees of its members. The committees shall have the powers and duties specified in the resolution or the SCS Policies and Procedures Manual, which may include delegation of one or more of the powers and duties of the House of Delegates other than the powers to amend these Bylaws or remove Board Members and other elected officers;
 - H. Amend the Bylaws of SCS in accordance with Section 11.3; and
 - J. Remove from office any Board Members, members of the Board of Review, or committee chairs or members or coordinators who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. However, no Board Member, Board of Review member or elected committee chair may be removed except upon not less than thirty (30) days written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of member responsibilities or specific official duties or other reason. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the Board Member, Board of Review member or elected committee chair contest the alleged deficiency or other reason alleged in the notice, the House of Delegates shall hold a hearing at which the respondent shall have the same rights as if the hearing were to be conducted by the Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.
- 4.5 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of SCS shall be held after the USA Swimming annual meeting and prior to November 15 of each year.
- 4.6 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least fifteen percent (15%) of the Group Members of the House of Delegates or by at least six (6) Board Members.

4.7 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates.

4.8 NOMINATING COMMITTEE —

- A. MEMBERS OF NOMINATING COMMITTEE; ELECTION - The Nominating Committee shall be comprised of the Immediate Past General Chair and not fewer than four (4) Individual Members. The Nominating Committee shall be elected annually by the House of Delegates. If the House of Delegates does not act in a timely fashion, the Board of Directors shall elect a Nominating Committee to serve until their successors are elected. A number greater than four (4) may be designated from time to time by either the House of Delegates or the Nominating Committee. Each Nominating Committee member shall be a member of the House of Delegates and no more than two (two-fifths if there are more than five (5) members of the Nominating Committee) shall be Board Members. Section 6.4.C shall apply to members of the Nominating Committee, but service as the Immediate Past General Chair shall not be counted for that purpose. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the General Chair, with the advice and consent of the Board of Directors, shall appoint a successor to serve until the next meeting of the House of Delegates. In no case shall the General Chair serve on the Nominating Committee.
- B. CHAIR ELECTED BY NOMINATING COMMITTEE. The Chair of the Nominating Committee shall be elected annually by a majority vote of the members of the Nominating Committee present at a meeting called promptly after the members are elected or appointed.
- C. DUTIES OF NOMINATING COMMITTEE. A slate of candidates for election as the officers, committee chairs and the members of the Board of Review to be elected at the next annual meeting shall be prepared by the Nominating Committee. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions.
- D. PUBLICATION OF NOMINATIONS. Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the House of Delegates and to each Group Member not less than twenty (20) calendar days prior to the election. This notice may be combined with the notice of the meeting pursuant to Section 4.15.1 where convenient. See Section 16.1 for the methods which may be used for the distribution.
- E. ADDITIONAL NOMINATIONS. Additional nominations may be made from the floor of the House of Delegates by any member of the House of Delegates eligible to vote.

- F. MEETINGS AND NOTICES. Meetings of the Nominating Committee shall take place at a site within the Territory or by telephone when called by the Chair or any three members of the Committee with a minimum of six (6) days' notice required. Pertinent provisions of Section 4.8 also shall apply to the Nominating Committee's meetings and notices. All meetings and deliberations of the Nominating Committee shall be conducted in executive session.
- G. QUORUM. A quorum for any meeting of the Nominating Committee shall consist of not fewer than four (4) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

4.9 MEETINGS OPEN; EXECUTIVE SESSIONS -

- A. HOUSE OF DELEGATES. House of Delegates meetings shall be open to all members of SCS and USA Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of SCS shall be deliberated and decided in a closed executive session which only House of Delegates members may attend. By a majority vote on a motion of a question of privilege, the House of Delegates may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the House.
 - B. HOUSE OF DELEGATES COMMITTEES Meetings of all committees established by the House of Delegates, except the Nominating Committee, shall be open to all members of SCS and USA Swimming unless otherwise provided by the House of Delegates resolution creating the committee or by a vote of the committee as provided by the rules of the Parliamentary Authority.
- 4.10 QUORUM. A quorum of the House of Delegates shall consist of those members present and voting.
- 4.11 VOTING. Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the House of Delegates shall be determined by a majority vote. A motion or order calling for the removal of a member of the Board of Review shall be determined by a two-thirds vote after at least thirty (30) days' notice.
- 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.
- 4.13 MAIL VOTE - Any action which may be taken at any regular or special meeting of the House of Delegates, except elections, removals of Board Members, members of the Board of Review, elected committee chairs or coordinators and amendments of these Bylaws, may be taken without a meeting. If an action is taken without a meeting, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every member of the House of Delegates entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 4.8.6) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes

cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.

- 4.14 ORDER OF BUSINESS . At all meetings of the House of Delegates the following shall be included in the order of business to the extent applicable. The order in which the various subjects are taken up may be varied.

- Roll Call
- Reading, correction and adoption of minutes of previous meeting
- Reports of Executive Director and officers
- Reports of committees
- Presentation and approval of the annual budget
- Presentation and approval of the annual audit, when applicable
- Unfinished (old) business
- Elections
- New business
- Resolutions and orders
- Adjournment

4.15 NOTICES

- A. TIME. Not less than twenty (20) days written notice shall be given to each member of the House of Delegates and each Group Member for any annual, regular or special meeting of the House of Delegates. See Section 16.1.5 for the various permitted forms of notice.
- B. INFORMATION. The notice of a meeting shall contain the time, date and site. For special meetings of the House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to have included in the notice any germane amendments subsequently adopted by the House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 5
BOARD OF DIRECTORS

- 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, and representatives of SCS, together with those additional members designated in Sections 5.2 and 5.3:

- A. MEMBERS ELECTED BY THE HOUSE OF DELEGATES.

- General Chair
- Administrative Vice Chair
- Senior Vice Chair
- Age Group Vice Chair

Secretary
Treasurer
Planning Chair

B. MEMBERS APPOINTED BY THE GENERAL CHAIR.

Athlete Representatives (2)
Operational Risk Chair
Legislation Chair
Officials' Chair
Open Water Chair
Diversity Chair
Disability Swimming Chair
Times/Records Chair
Safe Sport Chair
Registration/Membership Chair
At-Large Members

C. MEMBERS DESIGNATED BY OTHERS.

Coach Advisory Chair (elected by Coach Members)

D. GEOGRAPHIC COMMITTEE MEMBERS.

Each Geographic Committee shall have the following members on the SCS Board of Directors:

Geographic Committee Chair
Geographic Committee Coach Representative
Geographic Committee Athlete Representative

E. EX-OFFICIO MEMBERS. The following persons shall be ex-officio members of the Board of Directors during the time period in which they meet the defined status:

Immediate Past General Chair, if an Individual Member in good standing; and
Any member of the USA Swimming Board of Directors who is an SCS member

- 5.2 AT-LARGE BOARD MEMBERS - The House of Delegates or the Board of Directors by resolution may create classes of At-Large Board Members, such as an At-Large Board membership to be held by a Coach Member. A sufficient number of athlete members shall be selected by the General Chair, with the advice and consent of the Board of Directors, as Athlete At-Large Board Members to constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Representatives and the Geographic Committee Athlete Representatives). The Athlete At-Large Board Members shall meet the same requirements and be selected at the same time and place as the Athlete Representatives set forth in Section 4.1(C). All At-Large Board Members shall hold office from the date of their election (or appointment, as the case may

be) through the conclusion of the second annual meeting of the House of Delegates following appointment, or until their successors are appointed.

5.3 LIMITATIONS - [This section is reserved for future use.]

5.4 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and Individual Members shall be as follows:

- A. **BOARD MEMBERS** - Each Board Member, except Ex-Officio Members, shall have both voice and vote in meetings of the Board of Directors and its committees. Ex-Officio members and/or paid staff shall have voice only.
- B. **NON-VOTING BOARD MEMBERS** - Unless entitled to vote under another provision of these Bylaws, the ex-officio members shall have voice but no vote in meetings of the Board of Directors and its committees.
- C. **INDIVIDUAL MEMBERS.** Individual Members who are not Board Members may attend open meetings of the Board of Directors and its committees and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members who are not Board Members shall have no vote in meetings of the Board of Directors or its committees.

5.5 DUTIES AND POWERS - The Board of Directors shall act for SCS and the House of Delegates during the intervals between meetings of the House of Delegates, subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission, except that it shall not remove a Board Member, a Board of Review member or other person elected by the House of Delegates or amend these Bylaws. In addition to the powers and duties prescribed in the USA Swimming Rules & Regulations or elsewhere in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

- .1 Establish and direct policies, procedures and programs for SCS;
- .2 Oversee the conduct by the officers and staff of SCS in the day-to-day management of the affairs of SCS;
- .3 Elect At-Large Board Members when the House of Delegates does not do so in a timely fashion;
- .4 Provide advice and consent to appointments proposed by the General Chair that require advice and consent under these Bylaws or the SCS Policies and Procedures Manual;
- .5 Cause the preparation and presentation to the House of Delegates of the annual budget of SCS and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- .6 Receive presentation of the annual audit report and make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

- .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
- .8 Admit eligible prospective Group Members and Affiliated Individual Members;
- .9 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of SCS;
- .10 Appoint other officers, agents, or committees to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, SCS Policies and Procedures Manual or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee the power to appoint any such subordinate officers, agents, or committees and to prescribe their respective terms of office, authorities and duties; and
- .11 Remove from office any officers, Board members, committee chairs, or committee members of SCS who were not elected by the House of Delegates and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Board of Review for any of the reasons set forth in Article 404.1.3 of the USA Swimming Rules and Regulations. No officer, Board member, or committee chair may be removed without receiving the thirty (30) days written notice specifying the alleged deficiency in the performance of the member's responsibilities under these Bylaws, the member's official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Article 406 of the USA Swimming Rules and Regulations to the extent applicable. Should the officer, Board Member, committee chair, or committee member contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Board of Review pursuant to Part Four of USA Swimming Rules and Regulations.

5.6 EXECUTIVE COMMITTEE.

- A. **AUTHORITY AND POWER** - The Executive Committee shall have the authority and power to act for the Board of Directors and SCS between meetings of the Board and the House of Delegates.
- B. **MEMBERS** - The members of the Executive Committee shall be the General Chair, who shall act as chair, Administrative Vice Chair, Senior Vice Chair, Age Group Vice Chair, Treasurer, Planning Chair, 2 Athlete Representatives, and Coach Advisory Chair. The presiding officer shall appoint an Individual Member to serve as the secretary of the meeting.

- C. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of five (5) days' notice required. Pertinent provisions of Sections 5.3 and 5.6 shall apply to the Executive Committee meetings and notices.
 - D. QUORUM - A quorum of the Executive Committee shall consist of four (4) members of the Committee.
 - E. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of Directors the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.
- 5.7 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS . Board of Directors and Executive Committee meetings shall be open to all members of SCS and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed executive session which only Board Members or Executive Committee members, respectively, are entitled to attend. By a majority vote on a motion of a question of privilege the Board of Directors or the Executive Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors or the Executive Committee.
- 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors or the Executive Committee may participate in meetings of the Board of Directors or the Executive Committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.
- 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
- 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
- 5.12 VOTING. Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote.

- 5.13 NO PROXY VOTE. Voting by proxy in any meeting of the Board of Directors or the Executive Committee shall not be permitted.
- 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of Directors or the Executive Committee may be taken without a meeting if all the Board Members or Executive Committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting.
- 5.15 ELECTRONIC MAIL VOTE - Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, advice and consent to the General Chair's appointments, or removals of officers, Board members, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by e-mail, shall distribute an electronic ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.17) within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.
- 5.16 NOTICES -
- A. TIME. Not less than six (6) days' notice shall be given to each Board Member for any annual, regular or special meeting of the Board of Directors. Separate notices need not be given for regular meetings that are designated in these Bylaws or otherwise scheduled and noticed well in advance. (See Section 16.1.5 for the various permitted forms of notice and the consequences thereof.)
- B. INFORMATION. The notice of a meeting shall contain the time, date and site and in the case of special meetings, the expected purpose, which may be general.
- 5.17 ORDER OF BUSINESS - At all meetings of the Board of Directors the following shall be included in the order of business to the extent applicable. The order in which subjects are taken up may be varied.

Roll Call

Reading, correction and adoption of minutes

Report of Executive Committee

Reports of Executive Director and officers

Reports of committees

Presentation of the annual budget and adoption of recommendation to the House of Delegates

Presentation of the annual audit report and adoption of its recommendation to the House of Delegates

Advice and Consent to Appointments

Unfinished (old) business

New business
Approval of applications for Group Membership and Affiliated Individual
Membership
Resolutions and orders
Adjournment

ARTICLE 6 OFFICERS

6.1 ELECTED OFFICERS. The officers who shall be elected by the House of Delegates are:

General Chair
Administrative Vice Chair
Senior Vice Chair
Age Group Vice Chair
Planning Chair
Secretary
Treasurer

6.2 ELECTIONS - The House of Delegates, at its annual meeting, shall elect the General Chair, the Administrative Vice Chair, the Secretary, the Senior Vice Chair, the Age Group Vice Chair, the Treasurer, and the Planning Chair.

6.3 ELIGIBILITY. Only Individual Members in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office.

6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in the House of Delegates by virtue of holding a position in SCS may not also vote as a Group Member Representative in the House of Delegates.

6.5 OFFICES COMBINED OR SPLIT -

.1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice Chair and Treasurer, may be held jointly by two Individual Members. This may be accomplished by the Nominating Committee nominating two Individual Members to serve as co-officers or by the House of Delegates electing two at the time of election. In the case of the Administrative Vice Chair, the House of Delegates at the time of election shall designate one to be the successor to the General Chair; if no such designation is made, then the person with the longer tenure in such office or as a Board Member shall serve as the successor.

.2 OFFICES COMBINED - Any office other than General Chair and Treasurer may be combined with any other office. This may be accomplished by the Nominating Committee nominating single Individual Member to serve simultaneously as two officers or by the House of Delegates so electing at the time of election.

6.6 TERMS OF OFFICE —

- A. **TERM OF OFFICE.** The terms of office of all elected officers and elected members of the Board of Directors shall be one year.
- B. **COMMENCEMENT OF TERM.** Each person elected to a position shall assume office at the conclusion of that portion of the meeting of the House of Delegates at which the election was held and shall serve until a successor is chosen unless such person resigns or is removed from office.
- C. **CONSECUTIVE TERM LIMITS.** No Individual Member who has been elected by the House of Delegates and served four successive years shall be eligible for re-election to the same position until a lapse of one year. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms limitation.

6.7 DUTIES AND POWERS. The duties and powers of the officers and other Board Members shall be to attend and participate in all meetings of the House of Delegates and the Board of Directors and as follows:

- A. **GENERAL CHAIR.** The General Chair shall oversee and have general charge of the management, business, operations, affairs and property of SCS, and general supervision over its officers and agents; shall call meetings when and where deemed necessary; shall preside at all meetings; and, except as otherwise provided in these Bylaws and with the advice and consent of the Board of Directors, shall appoint committee chairs and members for standing and special committees as may be necessary to permit SCS to effectively, efficiently and economically conduct its affairs. The General Chair shall report to the Board of Directors all matters within the General Chair's knowledge that the Board of Directors should consider in the best interests of SCS.
- B. **SECRETARY.** The Secretary shall be responsible for keeping a record of all meetings of the House of Delegates and Board of Directors, issuing meeting and other notices and making such reports to USA Swimming as are required by these Bylaws and shall perform the other duties incidental to the office of Secretary. The SCS Executive Director, and if such position is vacant, the Secretary shall be custodian of the records and the seal of SCS, and attest to the execution of, and cause the seal to be affixed when required by law to all duly authorized instruments. The Secretary shall cause to be kept at SCS' permanent office copies of all minutes, official correspondence, meeting and other notices, and any other records of SCS and the SCS corporate seal.
- C. **TREASURER.** The Treasurer shall be the principal receiving and disbursing officer of SCS. Except as otherwise directed by the Board of Directors, the Treasurer, or the Executive Director under the Treasurer's supervision, shall receive all moneys, incomes, fees and other receipts of SCS and pay all bills, salaries, expenses and other disbursements approved by an authorized officer or the Board of Directors or

the House of Delegates, or required to be paid by law, and shall carry out other duties as specified in SCS Policies and Procedures Manual.

- D. ADMINISTRATIVE VICE CHAIR. The Administrative Vice Chair shall conduct meetings in the absence of the General Chair and, at the request of the General Chair or in the event of the disability of the General Chair, shall perform all of the duties of the General Chair, and when so acting shall have all of the powers of the General Chair. The Administrative Vice Chair shall chair, and have general charge of the business, affairs and property of the division that administers SCS business and affairs. The Administrative Vice Chair shall aid in the development of policy and the coordination of the activities of the officers and committees within the division internally and with other divisions, and committees. The Administrative Division shall be responsible for the creation and maintenance of SCS' Policies and Procedures Manual.
- E. SENIOR VICE CHAIR. The Senior Vice Chair shall chair and have general charge of the affairs of the committee that develops and conducts the senior swimming program of SCS.
- F. AGE GROUP VICE CHAIR. The Age Group Vice Chair shall chair and have general charge of the affairs of the committee that develops and conducts the age group swimming program of SCS.
- G. PLANNING CHAIR. The Planning Chair shall chair and have general charge of the committee that oversees time standards and special projects as determined by the Board of Directors.
- H. ATHLETE REPRESENTATIVES. The Athlete Representatives shall serve as the liaison between the athletes who are members of SCS and the Board of Directors and House of Delegates.
- I. COACH ADVISORY CHAIR. The Coach Advisory Chair shall serve as a liaison between the coaches who are members of SCS and the Board of Directors and House of Delegates.
- J. AT-LARGE BOARD MEMBERS. In addition to their inherent powers and duties as members of the Board of Directors, the At-Large Board Members shall have such powers and duties as may be delegated to them by the SCS Policies and Procedures Manual, the General Chair, the Board of Directors or the House of Delegates.
- K. SCS DELEGATES TO USA SWIMMING HOUSE OF DELEGATES.
 - (1) Officer and Representative Delegates. It shall be the duty and privilege of the General Chair, the Administrative Vice Chair, the Age Group Vice Chair, the Planning Chair, the Senior Vice Chair, the Senior Athlete Representative and the Coach Advisory Chair to attend the USA Swimming

annual meeting as representatives of SCS and voting delegates to the USA Swimming House of Delegates.

- (2) Officer Delegate Alternates. If any of the officer delegates is unable to attend, their elected alternates, if any, shall attend in their places. In the event that there are no elected alternates or the elected alternates are unable to attend, then the General Chair, with the advice and consent of the Board of Directors, shall appoint alternates who shall attend the USA Swimming annual meeting as delegates representing SCS.
- (3) Athlete Representative Alternates. If an athlete delegate is unable to attend, the Athlete Representative (followed by the Geographic Committee Athlete Representative) next most senior in term of office shall attend. If seniority cannot be established or there remain no additional Athlete Representatives or Geographic Committee Athlete Representatives able to attend, then the General Chair, with the advice and consent of the Board of Directors, shall designate one or more Athlete At-Large Board Members to attend as a representative of SCS.
- (4) Coach Advisory Chair Alternates. If the Coach Advisory Chair is unable to attend the USA Swimming annual meeting, then the General Chair, with the advice and consent of the Board of Directors, shall designate a Coach Member to attend as a representative of SCS.

6.8 RESIGNATIONS. Any officer may resign by orally advising the General Chair or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.

6.9 VACANCIES AND INCAPACITIES .

- A. OFFICE OF THE GENERAL CHAIR. In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice Chair shall become the Acting General Chair until the General Chair ceases to suffer from any temporary incapacity. While serving as Acting General Chair, the Administrative Vice Chair shall vacate the office of Administrative Vice Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice Chair as Acting General Chair for the duration of the absence.
- B. OFFICES OF THE ATHLETE REPRESENTATIVES OR COACH ADVISORY CHAIR. In the event of a vacancy in the office of Athlete Representative or Coach Advisory Chair, or of the permanent incapacity of a person holding the office of Athlete Representative or Coach Advisory Chair, the General Chair may appoint, with the advice and consent of the Board of Directors, an Athlete Member or a Coach

Member, as the case may be, to serve the remainder of the term of office or until a successor is selected.

- C. OTHER OFFICES. In the event of a vacancy in, or permanent incapacity of the person holding, any office other than General Chair, Athlete Representative, Coach Advisory Chair or member of the Board of Review, the General Chair shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the House of Delegates. In the event of a temporary incapacity, the General Chair may designate, with the advice and consent of the Board of Directors, an Individual Member to act for the incapacitated officer for the duration of the incapacity.
- D. DETERMINATION OF VACANCY OR INCAPACITY. The determination of when an office becomes vacant or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of Delegates with, in the case of an Athlete Representative or a Coach Advisory Chair the advice and consent of the Athletes Committee or the Coaches Committee, respectively. The determination as to when the General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of Delegates.

6.10 OFFICERS' POWERS GENERALLY -

- A. AUTHORITY TO EXECUTE CONTRACTS, ETC. The General Chair may sign and execute in the name of SCS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the SCS Policies and Procedures Manual, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed. Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.
- B. ADDITIONAL POWERS AND DUTIES. Each officer shall have other powers and perform other duties as may be prescribed in the SCS Policies and Procedures Manual or by the House of Delegates, the Board of Directors, the General Chair, the respective division Vice Chair, the delegating officer or these Bylaws.
- C. DELEGATION. Officers of SCS may delegate any portion of their powers or duties to another Individual Member or to a committee composed of Individual Members, except that the Treasurer may not delegate duties to another without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Unless otherwise provided in these Bylaws and unless otherwise specifically authorized by the Board of Directors, any officer may not delegate any portion of that officer's powers or duties to the staff of SCS. A delegation of powers

or duties shall not relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are properly executed or fulfilled.

- D. ASSISTANT AND DEPUTY OFFICERS - The House of Delegates or the Board of Directors may by resolution or SCS' Policies and Procedures Manual may create the office of deputy to one or more of the elected officers. The resolution or the Policies and Procedures Manual shall the method of election or appointment and define the duties and powers of the respective deputies, which may include the power to act for the officer when the officer is out of the Territory or temporarily incapacitated. The elected officers may appoint one or more assistant officers and define their respective duties.

6.11 DEPOSITORIES AND BANKING AUTHORITY —

- A. DEPOSITORIES, ETC. All receipts, income, charges and fees of SCS shall be deposited to its credit in the banks, trust companies, other depositories or custodians, investment companies or investment management companies as the Board of Directors may select, or as may be selected by the Finance Committee or any officer or officers or agent or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of SCS in any of its duly authorized depositories shall be made in the manner determined by the Board of Directors. All funds of SCS not otherwise employed shall be maintained in the banks, trust companies, other depositories or custodians, investment companies or investment management companies designated by the Finance Committee, the Board of Directors or any officer or officers or agent or agents authorized to do so by the Board of Directors.
- B. SIGNATURE AUTHORITY. All checks, drafts or other orders for the payment or transfer of money, and all notes or other evidences of indebtedness issued in the name of SCS shall require two (2) signatures by (a) the General Chair or the Administrative Chair or the Treasurer, and (b) the Executive Director.

ARTICLE 7 DIVISIONS, COMMITTEES COORDINATORS, AND GEOGRAPHIC COMMITTEES

- 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The six divisions of SCS shall each be chaired by a Vice Chair, the Senior Athletes Representative, or the Coach Advisory Chair, whose respective powers, duties, jurisdiction and responsibilities are described in the SCS Policies and Procedures Manual. Under each division Vice Chair there are officers, committees, and direct responsibilities:

- .1 ADMINISTRATIVE DIVISION - Administrative Vice Chair
- .2 AGE GROUP DIVISION - Age Group Vice Chair
- .3 SENIOR DIVISION - Senior Vice Chair
- .4 FINANCE DIVISION - Treasurer
- .5 ATHLETES DIVISION - Senior Athlete Representative
- .6 COACHES DIVISION - Coach Advisory Chair

7.2 NON-OFFICER CHAIRS AND THEIR COMMITTEES

- .1 ELECTED, EX-OFFICIO AND APPOINTED NON-OFFICER CHAIRS -
 - A. Elected Chairs - As provided herein, certain non-officer committee chairs shall be elected by the House of Delegates. Their eligibility, terms of office, etc. shall be as provided. The elected non-officer committee chair of SCS is the Planning Chair.
 - B. Ex-officio Chair - Certain other committee chairs are designated ex-officio by virtue of an office currently held.
 - C. Appointed Chairs - The chairs of all other standing committees shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division Vice Chair. The appointed standing committee chair shall assume office upon appointment or the date designated by the General Chair, and shall serve until sixty (60) days after the next election of a General Chair or until a successor is appointed and assumes office.
- .2 DUTIES AND POWERS OF NON-OFFICER CHAIRS AND COORDINATORS. Except as otherwise provided in these Bylaws, the duties and powers of the standing committees shall be prescribed by SCS' Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chair or the respective division vice-chair.
 - A. Legislation – [*Specify*]
 - B. The Registration/Membership Chair shall make the reports required by Section 8.6, together with such additional reports as may be required by USA Swimming, the Board of Directors or the Administrative Vice Chair.
 - C. The Officials Chair shall chair the Officials Committee which is responsible for recruiting, training, certifying and supervising officials for SCS. The Officials Chair shall be a referee certified by SCS and each member of the Officials Committee shall be a certified official of SCS.

- D. The Times/Recognition Chair - [*Specify*]
- E. The Planning Chair - [*Specify*]
- F. The Disability Chair - [*Specify*]
- G. The Operational Risk Chair shall be responsible for coordinating safety enhancement and training opportunities as needed and for the dissemination of USA Swimming safety education information to all Group Members, athletes, coaches and officials of SCS. The Operational Risk Committee shall develop safety education programs and policies for SSC and make recommendations regarding same, and the implementation thereof, to the Senior Vice Chair, the Administrative Vice Chair and the Board of Directors. The Operational Risk Chair shall make the reports required pursuant to Section 8.7.
- H. The Diversity Chair - [*Specify*]
- I. SAFE SPORT COMMITTEE CHAIR- The Safe Sport Committee Chair shall be responsible for the implementation and coordination of, and serve as the SCS liaison for, the Safe Sport Program established by USA Swimming. The Safe Sport Committee Chair shall be a non-athlete member in good standing, and shall work with the USA Swimming Safe Sport staff, and the USA Swimming Safe Sport Committee and the SCS Safe Sport Committee to implement pertinent aspects of the national Safe Sport Program within SCS. The Safe Sport Committee Chair| will:
 - 1. Serve as the primary contact for SCS to coordinate and oversee the implementation of effective safe sport educational programs for all athlete members, their parents, coaches, volunteers and clubs, as provided by USA Swimming;
 - 2. Be trained regarding the complaint reporting structure and refer all reports of a violation of the Athlete Protection policies directly to the local club, the General Chair, the USA Swimming Safe Sport staff, and/or other appropriate authority;
 - 3. Participate in workshops as provided by USA Swimming, collect and share information about what USA Swimming and other LSCs are doing to promote safe sport policies, and disseminate information on LSC best practices;
 - 4. Serve as an information resource for SCS clubs and membership, and will help to identify and connect them with local educational partners and resources;

5. Receive feedback and suggestions on the Safe Sport policies and programs from the SCS clubs and membership, and provide feedback to the USA Swimming Safe Sport Committee and Safe Sport staff; and

6. Perform other functions as necessary in the fulfillment of USA Swimming's continuing efforts to foster safe, healthy and positive environments for all its members.

7.3 MEMBERS AND EX-OFFICIO MEMBERS OF STANDING COMMITTEES - Except as otherwise provided in these Bylaws or by the Board of Directors, members of each standing committee shall be appointed by the General Chair with the advice and consent of the respective division Vice Chair and the chair of the committee. Notwithstanding anything herein to the contrary, a sufficient number of athlete members shall be appointed to each committee to constitute at least twenty percent (20%) of the voting membership of such committee. The athlete committee members shall meet the same requirements as those of Athlete Representative set forth in Section 4.1.2. The division Vice Chair shall be an ex-officio member, with voice and vote, of each standing committee within the respective division. The ex-officio members and other designated members of certain standing committees shall be as follows:

- (1) Finance - *The members of the Finance Committee shall be....*
- (2) Legislation - *The members of the Legislation Committee shall be....*
- (3) Registration/Membership - *The members of the Registration/Membership Committee shall be.....*
- (4) Volunteer Officials *The members of the Volunteer Officials Committee shall be...*
- (5) Times/Recognition - *The members of the Times/Recognition Committee shall be...*
- (6) Planning - *The members of the Planning Committee shall be...*
- (7) Disability - *The members of the Disability Committee shall be...*
- (8) Operational Risk - *The members of the Operational Risk Committee shall be...*
- (9) Diversity - *The members of the Diversity Committee shall be....*

(10) Safe Sport- *The members of the Safe Sport Committee shall be....*

The General Chair or the respective division Vice Chair may appoint the specified additional members and any other members deemed appropriate or necessary for any of the foregoing standing committees. Committee members appointed pursuant to the preceding sentence shall hold their appointments at the pleasure of the appointing officer or successor.

7.4 DUTIES AND POWERS OF STANDING COMMITTEES - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees shall be prescribed by SCS' Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chair or the respective division vice-chair.

7.5 DUTIES AND POWERS OF CHAIRS GENERALLY - The duties and powers of the General Chair, the division vice-chairs, committees or subcommittees (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- .1 Preside at all meetings of the respective division, committee or subcommittee;
- .2 See that all duties and responsibilities of the respective division, committee or sub-committee in his charge are properly and promptly carried out;
- .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the division or committee, respectively;
- .4 Communicate with the respective division, committee or subcommittee members to keep them fully informed;
- .5 Keep the General Chair, the respective division Vice Chair or committee chair and the staff of SCS' office informed of the respective coordinator, division, committee or subcommittee actions and recommendations;
- .6 Appoint a member as secretary of the division, committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to SCS' office;
- .7 Refer to the Board of Directors any recommendation for action which would establish or change policies or programs for SCS, except as otherwise provided in these Bylaws or by the Board of Directors; and
- .8 Perform the other specific duties listed in SCS' Policies and Procedures Manual or as may be delegated by the General Chair, the respective division Vice Chair or committee chair, the Board of Directors or the House of Delegates.

7.6 DUTIES AND POWERS OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties and powers of the standing committees shall be prescribed by SCS' Policies and Procedures Manual, the House of Delegates, the Board of Directors, the General Chair or the respective division Vice Chair. Except as otherwise provided in the Bylaws, the duties and powers of any other committees and subcommittees shall be prescribed by SCS' Policies and Procedures Manual, the House of Delegates, the Board of Directors or the officer, or chair pursuant to whose powers such committee or subcommittee was created.

7.7 GEOGRAPHIC COMMITTEES.

A. OBJECTIVE, TERRITORY AND JURISDICTION.

- (1) The objectives of the Geographic Committees shall be to promote a developmental swim program for age group swimmers, to provide training for meet officials, and to recruit and develop leadership personnel for the sport of swimming.
- (2) The territory of each Geographic Committee shall be established by the Board of Directors. The Planning Committee and the Age Group Committee shall recommend such changes that they may deem necessary to ensure reasonable competitive balance, manageable developmental meets, and travel consistent with the prevailing economic conditions. Such changes should be presented to the Board of Directors. The address of a team's principal training pool shall determine Geographic Committee assignment.
- (3) The Geographic Committees shall be responsible for planning their developmental age group meets in cooperation with the Age Group Division of SCS, the schedule of events to be swum in their meets to ensure the availability of adequate competitive opportunities for all age groups, skill levels and strokes/distances, and the implementation of Geographic wide programs authorized by SCS.

B. MEMBERSHIP. Geographic Committee membership shall consist of:

- (1) Group Members which are located within its boundaries.
- (2) Individual athletes in SCS competing in an unattached status will, at the time of registration, be assigned to a specific Geographic Committee and must compete in meets developed by that Committee or to which that Committee is invited.

C. MANAGEMENT. The management of each Geographic Committee shall be vested in a Geographic Committee Board.

- (1) Each Group Member shall send a representative to the Geographic Committee meetings. Each Group Member shall have one vote on matters of business or elections regardless of the number of persons present.
- (2) Executive Committee. The Geographic Committee Chair, Vice Chair, Secretary and the persons elected to serve on the SCS Senior, Age Group and Review Committees shall be empowered to act for the Geographic Committee between meetings.

D. OFFICERS. The officers of the Geographic Committee shall be:

- (1) Titles. The elected officers are Chair, Vice Chair, Secretary and representatives to the Senior, Age Group, and Review Board. In addition,

there shall be a coach representative elected by the Geographic Committee Coach Members and an older age group athlete representative (16 or older) selected by the Geographic Committee athletes.

- (2) Eligibility. Only current members of USA Swimming and SCS are eligible to hold office.
- (3) Nominations. The slate of officers to stand for election shall be prepared by a process of written nominations from club representatives. The Secretary shall publish the nominations fifteen (15) days in advance of the election and additional nominations may come from the floor.

E. Meetings. The meetings of the Geographic Committee shall be:

- (1) Annual. The annual meeting of each Geographic Committee shall be held within two weeks of the annual meeting of the SCS House of Delegates, with new officers' terms beginning no later than January 1 following.
- (2) Regular. The regular meetings shall be within thirty (30) days following each meeting of the SCS Board of Directors and SCS House of Delegates and at such other time as deemed necessary by each Geographic Committee.
- (3) Special Notice, Order of Business, Quorum and Rules of Order shall be consistent with these Bylaws.

7.8 REGULAR AND SPECIAL MEETINGS. Regular and special meetings of divisions, committees or Geographic Committees of SCS shall be held as determined by the respective Vice-chairs or committee or sub-committee chair. In addition, meetings may be called where applicable by the division Vice Chair, or committee chair pursuant to whose authority a committee or sub-committee was established.

7.9 MEETINGS OPEN; EXECUTIVE (CLOSED) SESSIONS. Meetings of divisions, committees and Geographic Committees shall be open to all members of SCS and USA Swimming. Matters relating to personnel, disciplinary action, legal, taxation and similar affairs shall be deliberated and decided in a closed executive session which only the respective members are entitled to attend. By a majority vote on a motion of a question of privilege a division, committee, subcommittee or Geographic Committee may decide to go into executive session on any matter deserving of confidential treatment or of personal concern to any member of the division, committee, subcommittee or Section.

7.10 VOICE AND VOTING RIGHTS OF DIVISION, COMMITTEE AND SUB-COMMITTEE MEMBERS - The voice and voting rights of Board Members and Individual Members shall be as follows:

- .1 MEMBERS - Each division, committee and sub-committee member shall have both voice and vote in the respective meetings.

- .2 NON-VOTING COMMITTEE OR SUB-COMMITTEE MEMBERS - Unless entitled to vote under another provision of these Bylaws, the General Chair shall have voice but no vote in meetings of divisions, committees and sub-committees.
 - .3 INDIVIDUAL MEMBERS - Individual Members who are not members of the division, committee or sub-committee may attend open meetings of the division, committee or sub-committee and be heard in the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individual Members who are not such a member shall have no vote in those meetings.
- 7.11 ACTION BY WRITTEN CONSENT. Any action required or permitted to be taken at any meeting of a division, committee or Geographic Committee may be taken without a meeting if all the division, committee or Geographic Committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.
- 7.12 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT. Members of any division, committee or Geographic Committee may participate in a meeting of the division, committee or Geographic Committee through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 7.13 QUORUM. Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee or Geographic Committee, a quorum of any committee or Geographic Committee shall consist of those members present.
- 7.14 VOTING. Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a division, committee or Geographic Committee shall be determined by a majority vote.
- 7.15 PROXY VOTE. Voting by proxy in any meeting of a division, committee or Geographic Committee of SCS shall not be permitted.
- 7.16 NOTICES.
- A. TIME. Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee or Geographic Committee, not less than forty-eight (48) hours' notice in the case of notice given by telephone or by facsimile or personal delivery, and six (6) days' notice in all other cases, shall be given for any meeting of a division, committee or Geographic Committee of SCS. Separate notices need not be given for regular meetings that are scheduled well in advance.
 - B. INFORMATION. The notice of a meeting shall contain the time, date and site.
- 7.17 ORDER OF BUSINESS - At all meetings conducted under the authority of this Article, the following shall be included in the order of business to the extent applicable; the order in which subjects are taken up may be varied:

Roll Call
Reading, correction and adoption of minutes
Reports of coordinators, committees and subcommittees
Unfinished (old) business
New business
Resolutions and orders
Adjournment

- 7.18 RESIGNATIONS. Any committee member or Geographic Committee officer may resign by orally advising the General Chair or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.
- 7.19 VACANCIES. The determination of when the position of an appointed committee or chair, committee member or Geographic Committee officer becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. (See Section 6.9 for provisions applicable to elected committee chairs.) In the event of a vacancy or permanent incapacity the General Chair, with the advice and consent of the Board of Directors and the respective division vice-chair, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity. Geographic Committees shall fill any vacancies in their offices.
- 7.20 DELEGATION - With the consent of the Board of Directors or the respective division Vice Chair, a committee or subcommittee chair may delegate a portion of their powers or duties to another officer of SCS, or to another committee, subcommittee or coordinator, or, with the consent of the Board of Directors or to the paid staff of SSC. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.
- 7.21 APPLICATION TO EXECUTIVE AND NOMINATING COMMITTEES AND BOARD OF REVIEW - Sections 7.5 through 7.17 shall apply to the Executive Committee, the Nominating Committee and any other committee of the Board of Directors or the House of Delegates, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the SCS Policies and Procedures Manual. These provisions shall also apply to Board of Review meetings, but shall not apply to its hearings or deliberations.

ARTICLE 8 ANNUAL AUDIT, REPORTS AND REMITTANCES

- 8.1 MINUTES. The Secretary shall, within thirty (30) days after each meeting of the Board of Directors and the House of Delegates, transmit a copy of the minutes of the meeting to the SCS office.

- 8.2 FINANCIAL AND FEDERAL TAX REPORTS - The Treasurer shall forward to USA Swimming national headquarters a copy of the annual closing Balance Sheet and Statement of Income and Expense for the preceding fiscal year following completion of the audit of the accounts and internal financial controls and procedures of SCS and the report thereon prepared in accordance with Section 8.5, within fifteen (15) days of receipt of the audit report and shall advise USA Swimming national headquarters within thirty (30) days following acceptance by the House of Delegates. Copies of any corresponding federal income tax return required to be filed by SCS under the IRS Code shall be included with the annual audit report sent to USA Swimming national headquarters.
- 8.3 STATE AND LOCAL REPORTS AND FILINGS - The Treasurer shall cause to be made all reports and non-tax filings and shall obtain from the Treasurer checks with which to pay any applicable fees required by California and by any other state or municipality in which it operates.
- 8.4 PUBLIC AVAILABILITY OF CERTAIN INFORMATION - SCS shall cause to be made available at SCS' permanent office during regular business hours to anyone requesting to see a copy of SCS' federal income tax and information returns for each of the last three years, and a copy of the materials submitted by USA Swimming to include SCS in USA Swimming's group exemption ruling as required pursuant to IRS Code section 6104 and any similar requirements of applicable state or local laws.
- 8.5 ANNUAL AUDIT - An annual audit of the accounts, books and records of SCS shall be completed no later than the end of the third month following the end of its fiscal year. The audit, or review, shall be conducted by an independent auditor who shall be a certified public accountant. The audit shall cover any federal, state or local income tax return that SCS is required to file under the IRS Code or applicable provisions of state or local law, rules or regulations, the balance sheet, the statement of income and expenses, check register and bank statements and other records as is deemed appropriate. If the audit, or review, is conducted by an independent auditor, the report shall be in accord with generally accepted auditing practices applicable to the audit or review, as the case may be.
- 8.6 MEMBERSHIP AND REGISTRATION REPORTS - The SCS staff shall forward in a timely manner all required reports to the Executive Director of USA Swimming. The reports shall be accompanied by a remittance of the appropriate membership and registration fees due to USA Swimming. The Membership/Registration Chair shall make periodic summary reports to the Board of Directors and the House of Delegates.

- 8.7 OPERATIONAL RISK REPORTS/INCIDENT/OCCURRENCE REPORTS - An occurrence report providing all of the information requested by the applicable USA Swimming form should be completed at the time of the occurrence by the meet director, officer, coach or club officer with copies to USA Swimming national headquarters, the Operational Risk Committee Chair and the Administrative Vice Chair and the SCS office.
- A. REPORTS OF INJURIES. The Operational Risk Committee Chair shall present a report concerning swimming-related injuries within the Territory at each House of Delegates and Board of Directors meeting.
- (1) House of Delegates Reports. The report to the House of Delegates shall be written and shall provide in summary form the pertinent information including whether the injured party is a member of SCS and USA Swimming, the location of the occurrence and a brief description of the incident, the resulting injury and the emergency-care steps taken, together with any recommendation for action by SCS and its members to reduce the likelihood of a re-occurrence and the status of that recommendation. The written report shall include a review of the pertinent statistical information provided by USA Swimming national headquarters. The Operational Risk Committee Chair is responsible for distribution of this report to each Club. A copy of each House of Delegates report shall also be sent to the USA Swimming national headquarters.
- (2) Board of Directors Reports. The regular report to the Board of Directors may be a summary addressing primarily any recommendation for action by SCS and its members.
- B. SAFETY EDUCATION. The Operational Risk Committee Chair shall be responsible for disseminating safety information flowing from USA Swimming Headquarters and, with the assistance of the Committee members, exploring safety education opportunities and developing a safety education program tailored to SCS, its members and Territory.
- 8.8 MAILING ADDRESS. SCS shall notify USA Swimming national headquarters in writing of any change in its regular mailing address within 14 days of the change.
- 8.9 REPORTS GENERALLY. SCS shall make all reports and remittances to USA Swimming as specified in the USA Swimming Rules & Regulations or by the National Board of Directors or National House of Delegates, in such a manner and on such written forms as may be requested by USA Swimming national headquarters. The General Chair, the Secretary, and the Treasurer shall be collectively responsible for seeing that all required reports and remittances are made.

ARTICLE 9
MEMBERS' BILL OF RIGHTS

- 9.1 INDIVIDUAL MEMBERS' BILL OF RIGHTS . SCS, in furtherance of Article 301 of the USA Swimming Rules & Regulations, shall respect and protect the right of every Individual Member who is eligible under SCS, USA Swimming and FINA rules and regulations to participate in any competition as an athlete, coach, trainer, manager, meet director or other official, so long as the competition is conducted in compliance with SCS, USA Swimming and FINA requirements. Before any Individual Member is denied the right to participate in a competition, the individual shall have the right to request and have a hearing before, and a determination of, the Board of Review or the National Board of Review. If the Individual Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.
- 9.2 CLUB MEMBERS' BILL OF RIGHTS - . SCS shall respect and protect the right of every Club Member which is eligible under SCS, USA Swimming and FINA rules and regulations to participate in any competition through its athletes, coaches, trainers, managers, meet directors and other officials, so long as the competition is conducted in compliance with SCS, USA Swimming and FINA requirements. Before any Club Member is denied the right to participate in a competition, the Club Member shall have the right to request and have a hearing before, and a determination of, the Board of Review or the National Board of Review. If the Club Member is permitted to participate subject to a protest, a hearing and determination may take place after the competition is concluded.

ARTICLE 10 BOARD OF REVIEW ORGANIZATION

- 10.1 INTRODUCTION: USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all disputes involving any of its members. This Article, together with Section 2.2, and the USA Swimming Rules and Regulations, are intended to provide a clear statement of member responsibilities, liabilities for infractions thereof and a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise among its members in connection with the sport of swimming. Accordingly, SCS has established the Board of Review (the "Board") to hear complaints, protests and appeals regarding the administration and conduct (including acts and failures to act) of the sport of swimming in the Territory, conduct that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming or SCS, or conduct that may bring USA Swimming, SCS or the sport of swimming into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a uniform method of appeal from any decision, act or failure to act to which a member of SCS or, where the conduct occurred in the Territory, another LSC takes exception, and to provide an opportunity for a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

10.2 BOARD OF REVIEW ORGANIZATION -

- A. ESTABLISHMENT. The Board of Review of SCS shall be independent and impartial.
- B. MEMBERS. The Board of Review shall have at least thirteen (13) members. The Board of Review, and any panel hearing a case, shall have a sufficient number of athlete members to constitute at least 20% of its membership. The House of Delegates may increase the number of members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of members upon the expiration of the term of office of any incumbent members. When a matter is being heard by less than the full Board of Review, the panel hearing the case shall include a sufficient number of athlete members so as to constitute at least 20% of the hearing panel. No hearing shall proceed without the required athlete representation.
- C. ELECTION; TERM OF OFFICE; ELIGIBILITY.
- (1) Election - The House of Delegates shall annually elect regular and alternate members of the Board of Review: Seven regular Members shall be elected in even-numbered years and six regular members in odd-numbered years.
 - (2) Term of Office. The term of office shall be two years. Each member shall assume office upon election and shall serve until a successor is chosen.
 - (3) Eligibility - Each member of the Board of Review shall be an Individual Member of SCS and USA Swimming. In no case shall elected members of the Board of Directors constitute a majority of the Board of Review. In no case shall the General Chair serve on the Board of Review.
- D. CHAIR ELECTED BY BOARD; OTHER OFFICERS. The Chair of the Board of Review (the "Chair") who must be a regular member, shall be elected annually by a majority vote of the members of the Board of Review. The Chair shall annually appoint a Vice Chair and a Secretary of the Board of Review, each of whom must be regular members. The Chair may appoint a Presiding Officer, who must be a regular member of the Board, to preside over one or more pending cases.
- E. MEETINGS. The Board of Review shall meet for administrative purposes as necessary, to elect the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes of the Board of Review and efficiently exercise its duties and powers. Other meetings may be called by the Chair or any three members. When meeting for administrative purposes, those provisions of Article 7 that are specified in Section 7.20 shall apply to the Board of Review.
- F. PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT. Members of the Board of Review may participate in a meeting or hearing of the Board of Review, and any hearing may be conducted, in whole or in part, through conference telephone or similar equipment by means of which all persons participating in the

meeting can hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting or hearing.

- G. QUORUM. A quorum for any administrative meeting of the Board of Review shall be fifty percent (50%) of its members, including athlete members.
- H. RESIGNATIONS. Any member of the Board of Review may resign by orally advising the Chair or by submitting a written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.
- I. INCAPACITIES AND VACANCIES. Determination of Vacancy or Incapacity - In the event of a vacancy in the office of the Chair, a Presiding Officer of any panel or other members of the Board of Review, SCS shall have in place reasonable written and published rules consistent with the laws of the state of California to determine when such membership on the Board of Review becomes vacant or a Chair, Presiding Officer or member becomes incapacitated. The determination as to when the Chair is temporarily incapacitated shall be made, where the circumstances permit, by the Chair and otherwise shall be within the discretion of the Board of Review, subject to any subsequent action of the House of Delegates.
- I. SUBSTITUTIONS FOR MEMBERS. In the event that a member of the Board of Review or a Presiding Officer is unable or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice Chair; or failing that, the General Chair) shall appoint another member or, if none of the members is available, a disinterested Individual Member to act in the member's place and stead in respect of that circumstance.
- J. ADVICE; ATTORNEY AS PRESIDING OFFICER.
 - (1) Legal and Other Advice - Where appropriate or helpful, the Chair or Presiding Officer may consult the USA Swimming General Counsel, the Chair of the USA Swimming Rules or Officials' Committees or of the Bylaws Subcommittee or an attorney (who need not be a member of SCS, USA Swimming or the Board of Review) retained by the Board of Review or the Chair regarding any issue raised by a proceeding.
 - (2) Attorney as Presiding Officer- The Board of Review or the Chair may retain an attorney (who need not be a member of SCS, USA Swimming or the Board of Review) to act as Presiding Officer at any hearing where it is appropriate or helpful. A Presiding Officer who is not a Board of Review member shall not participate in the deliberations of the Board of Review or the designated panel, shall not be counted in determining the existence of a quorum and shall not have a vote.

- (3) Attorney's Fees and Expenses - Prior to retaining an attorney on any basis requiring the payment of fees to the attorney (the payment of expenses to an attorney providing services at no charge [pro bono publico] shall not be considered as a payment of fees for this purpose), the Chair or the Presiding Officer shall consult with the General Chair and the USA Swimming General Counsel. The Treasurer is authorized and directed to pay any fee and expenses charged by the attorney and approved by the Chair.

10.3 GENERAL -

- A. ADMINISTRATIVE POWERS. The Board of Review shall have the powers and the duty to:
 - (1) administer and conduct the affairs and achieve the purposes of the Board of Review,
 - (2) establish policies, procedures and guidelines,
 - (3) elect the Chair.
 - (4) elect or provide for the appointment of other officers, agents, committees or coordinators to hold office for terms, and to have the powers and duties, specified,
 - (5) call regular or special meetings of the Board of Review,
 - (6) retain attorneys, agents and independent contractors and employ those persons which the Board of Review may determine are appropriate, necessary or helpful in the administration and conduct of its affairs (see Section 10.2.11C) and
 - (7) take such actions as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
- B. RULE MAKING POWERS. The Board of Review shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of the LSC with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.
- C. EXERCISE OF POWERS AND DECISIONS. Except for authority and power granted to the Chair or the Presiding Officer, the exercise of the authority and powers of the Board of Review and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the panel, the rehearing panel or the membership of the Board of Review. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the

Board of Review's authority and power shall be solely in its discretion and the interests of justice and the sport of swimming. However, the Board of Review shall exercise its power in response to a timely Petition filed with it, subject, in appropriate circumstances, to the power and discretion of the Chair or Presiding Officer to dismiss a Petition with permission to refile for a stated period. In connection with any preliminary investigation, the Chair or Presiding Officer may offer the services of a Board of Review member to act as a mediator or similar positions under other alternative dispute resolution mechanisms.

- D. TIMELINESS OF PETITION. The Board of Review need not exercise its jurisdiction with respect to a Petition the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the Petition is received (as determined under Article 406.1 of the USA Swimming Rules and Regulations). A determination not to exercise its jurisdiction as a result of the untimeliness of a Petition may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the National Board of Review pursuant to Article 408 of the USA Swimming Rules and Regulations.
- E. FILING FEES. The Board of Directors or the House of Delegates may impose a schedule of generally applicable fees to be collected at the time a Petition, Request for a Rehearing or Request for Formal Hearing following an Emergency Hearing is filed with the Board of Review. If, on its own initiative or upon written request, the Board of Review determines it to be in the interest of justice and the sport of swimming, the filing fee may be waived on a case-by-case basis.

ARTICLE 11 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 11.1 NON-PROFIT AND CHARITABLE PURPOSES - As stated in Section 1.2, SCS is organized exclusively for charitable and educational purposes and for the purpose of fostering national or international amateur sports competition within the meaning of section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these Bylaws, SCS shall not, except to an insubstantial degree, (i) engage in any activities or exercise any powers that are not in furtherance of the purposes and objectives of SCS or (ii) engage in any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (b) a corporation to which contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
- 11.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of SCS are irrevocably dedicated to the purposes set forth in Sections 1.2 and 11.1 of these Bylaws. No part of the net earnings, properties or assets of SCS shall inure to the benefit of any private person or any member, officer or director of SCS.
- 11.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the House of Delegates by a two-thirds (2/3rds) vote of the

members present and voting. Amendments so approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. These Bylaws shall be deemed amended ninety (90) days after the conclusion of any annual meeting of USA Swimming at which the corresponding provisions of Part Six of the USA Swimming Rules and Regulations are amended (or such later effective date established in the amending USA Swimming legislation) to the extent that such amendment affects a provision required to be included herein or is itself required to be included herein, unless SCS shall have requested permission of the USA Swimming Rules and Regulations Committee not to have such amendment take effect with respect to these Bylaws.

- 11.4 DISSOLUTION - . SCS may be dissolved only upon a two-thirds (2/3rds) vote of all the voting members of the SCS House of Delegates. Upon dissolution, the net assets of SCS shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of SCS, but shall be distributed to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a corporation which is exempt under Section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of SCS shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes. In addition, SCS shall comply with all other terms and conditions for dissolution required under California law.

ARTICLE 12 INDEMNIFICATION

- 12.1 INDEMNITY - SCS shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of SCS, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the Indemnified Person bears or bore one or more of the relationships to SCS specified in Section 12.3 and was acting or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. SCS may, to the full extent permitted by law, purchase and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.
- 12.2 EXCLUSION. The indemnification provided by this Article 12, shall not apply to any Indemnified Party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules & Regulations, of the USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or who is found by the Board of Review or the National Board of Review to have committed actions

which would be the basis for a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

- 12.3 INDEMNIFIED PERSONS - As used in this Article 12, “Indemnified Person” shall mean any person who is or was a Board Member, Board of Review Chair, Vice Chair, Presiding Officer or member, Group Member Representative, officer, official, coach, committee chair or member, volunteer, employee or agent of SCS, or is or was serving at the direct request of SCS as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, volunteer, employee or agent of another person or entity involved with the sport of swimming.
- 12.4 EXTENT OF INDEMNITY - To the full extent permitted by California Corporations Rules & Regulations Section 7234 or other applicable statute, the indemnification provided in this Article shall include expenses (including attorneys’ fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by California law, these expenses shall be paid by SCS in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to SCS’ obligation to indemnify, SCS may require an undertaking from the Indemnified Person obliging him to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if SCS determines that there is reasonable doubt as to such person’s ability to make any repayment, SCS shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of SCS to indemnify any other person for any such expenses to the full extent permitted by California law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Except as otherwise required by California law, the SCS Age Group Travel Fund, the SCS Senior Travel Fund and the SCS Reserve Fund shall not be used to indemnify any Indemnified Person.
- 12.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators, heirs, executors, administrators and trustees of the Indemnified Person.

ARTICLE 13 PARLIAMENTARY AUTHORITY

- 13.1 ROBERT’S RULES - The rules in the then current edition of Robert’s Rules of Order Newly Revised shall govern SCS and any of its constituent or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order SCS, the House

of Delegates, the Board of Directors or its divisions, committees, etc., may adopt or as set forth in the next paragraph.

- 13.2 VOICE AND VOTE - Where in these Bylaws an Individual Member is described as having voice but not the right to vote, that Individual Member may participate in debate and ask pertinent questions in the discretion of the presiding officer, but may not make or second motions, orders or other proposals.
- 13.3 SPECIAL RULES OF ORDER. [This Section reserved for future use.]

ARTICLE 14 PERMANENT OFFICE AND STAFF

- 14.1 OFFICE. SCS shall maintain an office in the Territory as may be determined by the Board of Directors.
- 14.2 STAFF. SCS shall retain paid staff and an Executive Director as the Board of Directors may determine to be appropriate or necessary.
- 14.3 APPROPRIATIONS - The Budget Committee shall include in its proposed budget a line item for the costs of SCS' Office inclusive of the compensation and benefits costs of the paid staff. Once appropriated by the House of Delegates, the Personnel Committee shall be responsible, together with the General Chair, for the administration of those funds. The compensation of the staff shall to the extent possible be treated as confidential.

ARTICLE 15
MISCELLANEOUS

- 15.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY). If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State of California become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.
- 15.2 FISCAL YEAR. The fiscal year of SCS shall commence on September 1 and conclude on August 31 of the next year.
- 15.3 TAX STATUS; INTERPRETATION OF BYLAWS. It is intended that SCS shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that SCS shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.
- 15.4 SCS SEAL. The SCS corporate seal shall be adopted by the Board of Directors and be maintained at the SCS office.
- 15.5 HEADINGS. The headings used in these Bylaws **are informational and shall not be used to interpret these Bylaws.**

ARTICLE 16
DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION

- 16.1 CONVENTIONS AND RULES OF INTERPRETATION -
- .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term "or" shall be interpreted as though it were "and/or". Captions have been used for convenience only and shall not be used in interpreting the Bylaws.
- .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer or Paid Staff, when appearing alone shall refer to SCS positions and not to USA Swimming or another organization.
- .3 PRINCIPAL RULE OF INTERPRETATION - The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 10.1.

- .4 RULE OF INTERPRETATION APPLICABLE TO ARTICLE 10 - Article 10 shall be interpreted generously in order to achieve the intent expressed in Section 10.1.
- .5 NOTICE DEEMED GIVEN; WRITINGS DEEMED DELIVERED; LAST KNOWN ADDRESS -
- A Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed to the last address shown on the records of SCS shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.
 - B Notice by Fax or Email - Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of recipient for all purposes under these Bylaws.
 - C Notice by Telephone - Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)
 - D Last Known Address - For all purposes under these Bylaws, the last known address of a member of SCS shall be the address given in the latest application for registration or membership in SCS and USA Swimming filed with the permanent office of SCS; or the address given in a written notice of change of residence filed with that permanent office of SCS. In all other cases the records maintained by the Secretary of SCS shall be used to ascertain the last known address.
- .6 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period (days or hours) shall not be included but the last period shall be included.
- .7 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.
- 16.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the definitions of such terms are equally applicable both to the singular and plural forms thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete

definition found in that Section. For an additional definition applicable solely to Article 12 (“Indemnified Person”), see Section 12.3:

- .1 "Active Individual Member" shall mean an individual other than a Coach Member, an Athlete Member or a Seasonal Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee chair or member, coordinator, or a Group Member Representative or alternate and any other individual actively participating in the affairs of SCS or the sport of swimming and who is in good standing as an Individual Member of SCS and USA Swimming.
- .2 "Affiliated Group Member" shall mean any organization which supports the sport of swimming and the objectives and programs of SCS and USA Swimming, but which does not have Athlete Members and Coach Members, which is in good standing as a Group Member of SCS and USA Swimming, and which is neither a Club Member or Seasonal Club Member of SCS.
- .3 "Affiliated Group Member Representative" shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates.
- .4 “Affiliated Individual Member” shall mean any individual interested in the objectives and programs of SCS who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of SCS and USA Swimming and who is not an Active Individual, Athlete or Coach Member.
- .5 "Article" shall mean the principal subdivisions of these Bylaws.
- .6 "Articles of Incorporation" shall mean the document filed with the Secretary of State of the State California of pursuant to which SCS was formed.
- .7 "At-Large Board Member" shall mean those Board Members appointed or elected as such, to SCS Board of Directors.
- .8 "At-Large House Member" shall mean the Individual Members appointed by the General Chair to be at-large members of the House of Delegates.
- .9 "Athlete Member" shall mean any individual who competes or has competed in a substantive manner during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Athlete Member of SCS and USA Swimming. For the purposes of meeting the requirement that twenty percent (20%) of voting membership be held by athlete members, there shall be a rebuttable presumption that a non-athlete member holding dual membership as an athlete member shall only be considered as a non-athlete member.
- .10 "Athlete Representative" shall mean the Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

- .11 "Board Member" shall mean a member of the Board of Directors, including the At-Large Board Members.
- .12 "Board of Directors" shall mean the Board of Directors of SCS.
- .13 "Board of Review" shall mean the independent judicial body of SCS established in accordance with Section 10.3.
- .14 "Business Day" shall mean a calendar day which is not a Saturday, a Sunday or a legal federal or state holiday anywhere within the Territory.
- .15 "Bylaws" shall mean these bylaws as adopted and amended from time to time by, and in effect for, SCS.
- .16 "Club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.
- .17 "Club Member" shall mean any club or other organization which is in good standing as a Group Member of SCS and USA Swimming and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with SCS and USA Swimming.
- .18 "Club Member Representative" shall mean the individual or individuals appointed to represent a Club Member in the House of Delegates pursuant to Section 4.1.1.
- .19 "Coach Member" shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by SCS and/or USA Swimming and who is in good standing as a member of SCS and USA Swimming.
- .20 "Coach Advisory Chair" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors.
- .21 "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings.
- .22 "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.
- .23 "Group Members" shall mean Club Members, Seasonal Club Members and Affiliated Group Members.
- .24 "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates.

- .25 "House of Delegates" shall mean the House of Delegates of SCS as established by Article 4 of these Bylaws.
- .26 "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of SCS, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 4.4, the Board of Directors taking action pursuant to Section 5.6 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.
- .27 "Individual Members" shall mean Athlete Members, Coach Members, Active Individual Members, and Life Members.
- .28 "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.
- .29 "Life Member" shall mean any individual who is a Life Member of USA Swimming and SCS and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of SCS and USA Swimming. *(See Section 2.1.2F.)*
- .30 "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. SCS is a Local Swimming Committee.
- .31 "Member" shall mean a Group Member or an Individual Member.
- .32 "National Board of Review" shall mean the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.
- .33 "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of SCS. *(See Section 4.8.)*
- .34 "Policies and Procedures Manual" shall mean the policies and procedures manual of SCS, as amended, adopted by the Board of Directors or the House of Delegates.

- .35 "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 13.
- .36 "SCS" shall mean the California not-for-profit corporation to which these Bylaws pertain.
- .37 "SCS Office" shall mean the permanent office of SCS maintained in accordance with Article 14.
- .38 "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than 150 days each in a calendar year and is in good standing as a Seasonal Athlete Member of SCS and USA Swimming.
- .39 "Seasonal Club Member" shall mean any organization which has joined SCS and USA Swimming for certain periods of time not exceeding 150 days each in a calendar year and is in good standing as a seasonal club member of SCS and USA Swimming.
- .40 "Section" shall mean the subdivisions of the Articles of these Bylaws.
- .41 "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two Athlete Representatives, the Athlete Representative designated in accordance with Section 4.1. .
- .42 "Standing Committee" shall mean a committee of SCS listed in Article 7.
- .43 "Territory" shall mean the geographic territory over which SCS has jurisdiction as a Local Swimming Committee.
- .44 "USA Swimming" shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.
- .45 "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.
- .46 "USA Swimming Rules and Regulations" shall mean the published rules and regulations, as adopted and amended from time to time by USA Swimming.
- .46 "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.
- .47 "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.

ATHLETE COMMITTEE APPENDIX

SCS Athlete Rep

1. Senior Athlete Representative
 - a. Must be 16 years of age prior to USAS Convention the year of representation.
 - b. Elected by Geographic Committee Reps
2. Junior Athlete Representative(s)
 - a. Must be 15 years of age prior to USAS Convention the year of representation. (16 years of age recommended)
 - b. Elected by Geographic Committee Reps
 - c. Junior Representatives who are not 16 prior to convention *may* be ineligible to attend convention.
3. SCS Representative Guidelines
 - a. Must be a member of Southern California Swimming for at least 3 years
 - b. May be removed if not participating in 60% meetings at the discretion of the Athlete Committee
 - d. Must be available to attend USAS Convention the year of representation.
 - e. Must follow guidelines outlined for Geographic Committee and Team Representatives.
 - f. Experience on the geographic committee *and/or* recommendation from club rep, geographic committee rep, or SCS Rep, and coach recommendation
 - g. Experience in Swimming:
 - i. i. Membership: Must to be on team at least one year
 - b. Must be an active participant in meets based on coach's recommendation.
 - ii. Interest:
 - a. Application as well as paragraph explaining why applicant wants to be Geographic Committee Rep
 - b. Wants to make a difference
 - iii. Experience:
 - a. Explanation of any previous leadership.

Geographic Committee Rep

1. Senior Representative
 - a. Must be 14 years of age prior to SCS House of Delegates during the year of representation.
 - b. Elected by Club Representatives
2. Junior Representative
 - a. Must be 14 years of age prior to SCS House of Delegates during the year of representation.
 - b. Elected by Club Representatives
3. Geographic Committee Representative Guidelines
 - a. Experience as a Club Rep *and/or* the recommendation from, geographic committee rep, or SCS Rep, and coach recommendation.
 - c. Must follow guidelines outlined for club reps:
 - i. Experience in Swimming:
 - a. Membership: Must to be on team at least one year
 - b. Must be an active participant in meets based on coach's recommendation.
 - ii. Interest:
 - a. Application as well as paragraph explaining why applicant wants to be Geographic Committee Rep
 - b. Wants to make a difference
 - iii. Experience:
 - a. Explanation of any previous leadership.

Club Representative

1. Club Representatives

- b. Must be 13 years of age prior to SCS House of Delegates during the year of representation.
- c. Elected by Club Representatives
- d. Maximum of 3 Representatives per club
 - a. Guidelines will be sent to athletes and coaches
 - b. Athletes must respond to guidelines and coaches must give recommendation

Submit if willing to follow through with 2 years (re-vote) — committee must express the importance of Club Rep on guideline

1. Club Representative Guidelines

- e. Minimum of one representative per club
- f. Maximum of 3 representatives per club
- g. Recommendation from, Geographic Committee Rep, or SCS Rep, and coach recommendation.
- h. Experience in Swimming:
 - i. i. Membership: Must be on team at least one year
 - b. Must be an active participant in meets based on coach's recommendation.
 - ii. Interest:
 - a. Application as well as paragraph explaining why applicant wants to be Geographic Committee Rep
 - b. Wants to make a difference
 - iii. Experience:
 - a. Explanation of any previous leadership.

Board of Review

- 1 Any athlete selected to the SCS Board of Review must be 18 years of age.

APPENDIX A

QUESTIONS AND ANSWERS ABOUT RESOLVING DISPUTES

INTRODUCTION

The form of the LSC Bylaws was substantially revised by USA Swimming in September of 1995, September 2008 and again in September 2011; however, the basic structure used for resolving disputes has not materially changed. Members (and non-members) of USA Swimming who disagree with a decision or an action of taken by a meet official or any other SCS officer or who have a swimming-related dispute with another member may appeal those decision, or may submit those disputes, for resolution to the SCS Board of Review. The Board of Review is responsible for resolving these disputes quickly, fairly and with due process.

The purpose of this Appendix is to help with the details of preparing and filing complaints and appeals, and handling a Petition as a Board of Review member. Violation and interpretations of the Rules and Regulations of USA Swimming (the “Rules”) and the Bylaws of SCS can have serious consequences or involve relatively minor matters. The consequences can range from being barred from membership due to inappropriate recruiting to whether a club should be penalized for being slow in distributing final meet results. Yet, to the people involved, each dispute, each incident is just as important as the other.

Because serious matters are being handled by the Board of Review, several sections of Article 10 of the Bylaws were relocated to Part Four of the Rules, thus making them more accessible to the membership. Many of the sections may appear to be written in "legalese," but that was done to insure that--as much as possible--they would be interpreted uniformly, consistently and correctly. While the language may be technical, the ideas behind the Board of Review provisions are simple and basic. Anyone with a problem should receive a fair, impartial hearing and have the problem resolved promptly and with due process.

The rules and procedures set forth in Article 10 of the SCS Bylaws and Part Four of the Rules are meant to provide:

- a quick and effective remedy for the Petitioner and the Respondent;
- a hearing by objective unbiased persons, at first a panel of the elected members of the Board of Review, consisting of between three (3) and five (5) members, including at least one athlete member Article 406.2.2 of the Rules);
- several levels of appeal are provided; from the initial Board of Review panel to a rehearing by all the members of the Board of Review (or at least seven (7) members) (Article 406.3.1 of the Rules); with at least twenty percent (20%) athlete representation ; and an appeal of the decision to the National Board of Review (Article 408 of the Rules); all the way to an appeal to the United States Olympic Committee under its Constitution in cases where an athlete is denied the right to compete in international competition.

COMMON QUESTIONS ABOUT COMPLAINTS AND THE BOARD OF REVIEW PROCESS

WHAT IS DUE PROCESS?

Procedural due process is the administration of applicable rules and regulations so that no member is denied his or her legal rights and the application of those rules and regulations in conformance with the fundamental and accepted legal principles. It is the way you would want to be treated if you were charged with misconduct. It includes:

- Notice, in writing, if at all possible, of the specific things that you are being charged with doing or not doing;
- The opportunity to defend yourself against the charges and the right to cross-examine witnesses against you;
- A reasonable amount of time to prepare and present your position;
- The right to have an attorney represent you, if you wish;
- A hearing before disinterested, fair and knowledgeable persons at a time and under circumstances that give everyone a full and fair opportunity to present their position;
- Notice of how to appeal from a decision that you feel is wrong.

WHAT KIND OF COMPLAINTS CAN BE DECIDED BY THE SCS BOARD OF REVIEW?

The responsibility of the LSC Board of Review is broad but does not cover every possible dispute that might come up. Article 403.1 of the Rules provides the list of the kinds of complaints that must go directly to the SCS Board of Review. For example, if a decision is made which affects your ability to compete in swim meets or how you place in swim meets and you think the decision is wrong you may appeal to the Board of Review. If you are prevented from participating in the administration of the sport of swimming or being an official you may appeal to the Board of Review. If a decision is made by the SCS that affects your ability to coach swimmers you may appeal to the Board of Review. However, there are some matters that should be submitted directly to the National Board of Review. See Article 403.1 and 403.2 of the Rules to determine where your complaint should go. Remember that the SCS Board of Review does not involve itself in disputes involving the administration of individual clubs unless it affects the ability of members to participate in competition.

WHAT KIND OF COMPLAINTS WILL BE DECIDED BY THE NATIONAL BOARD OF REVIEW?

Article 403.2 of the Rules lists the kinds of complaints that must, or in some cases, may go directly to the National Board of Review. They include most matters where members of more than one SCS are involved; matters which come up at a regional, national or international swimming competition; matters involving sexual misconduct, and matters in which the National Board of Review determines that a fair hearing will not be held quickly enough at the SCS Board of Review level to do justice to the affected parties.

HOW DO I CONDUCT A BOARD OF REVIEW HEARING?

The SCS Bylaws and Part Four of the Rules have sections that explain hearing procedures. Article 406 of the Rules provides a detailed outline of the steps to be taken and procedures to be used when a Petition is filed. The purpose of the Article remains the same as before, i.e., to give due process to any individual or any entity, club or organization participating in any activity of any kind of the SCS or USA Swimming - not just athletes, but coaches, officers, committee Chairs and members, officials, clubs, volunteers and all classes of members as well.

The process can be summarized as follows:

A. The Petitioner must provide a written Petition to the Chair of the Board of Review setting forth Petitioner's complaint against Respondent(s). (See Article 406.1 of the Rules.) (Check to see if SCS will transmit the Petition to the Chair of the Board of Review and follow up to find out when the Chair actually received the Petition.)

B. The Chair of the Board of Review may appoint someone to investigate or mediate to see if the dispute can be resolved without a formal hearing. It is not unusual to have disputes cleared up when an impartial party listens to both sides and tries to mediate a dispute. This kind of informal resolution is to be encouraged; however, the investigating party should not also serve on the Board of Review panel hearing the case.

C. A written Notice of Hearing must be prepared by the Board of Review Chair and delivered to the Respondent or its counsel. (See Article 406.4.1A of the Rules and the suggested form of Notice of Hearing which is attached hereto as Appendix B.)

D. A written response to the Petition may be filed by each Respondent. (See Article 406.4.1B of the Rules.)

E. Petitioner may file a written Reply to Respondent's Response. (See Article 406.4.1C of the Rules.)

F. A hearing must be scheduled by the Chair to take place no less than thirty (30) days and no longer than sixty (60) from the date the Chair of the Board of Review transmits the Notice of Hearing.

G. A hearing shall then be held (if everyone involved agrees the Petition can be considered based only upon the written statements that have been submitted without a formal hearing where witnesses are heard; otherwise, the parties must be allowed the opportunity to present evidence and witnesses and otherwise be heard at the hearing). Use common sense in conducting the hearing. (See Article 406.4.1D of the Rules.) Make all parties feel that they have a fair chance to state their position, present evidence and witnesses, cross-examine the other side's witnesses and that the Board has an open mind as it listens to their position. In all events please give the athlete the benefit of the doubt!

H. The Board of Review must decide the matter within fourteen (14) days after the conclusion of the hearing. (If time is not critical, it may be advantageous to delay the decision for a few days after the hearing to give full consideration to all the facts presented in a hearing rather than making a ruling immediately upon conclusion of the hearing.)

I. The Board must send copies of its decision to all Petitioners and respondents (or their respective counsel) and to the SCS General Chair and Secretary. (See Article 406.4.1E of the Rules.)

J. In the Board's decision, the parties must be given a statement telling them what they must do to request a rehearing before the full Board of Review (if applicable) or to appeal the Board of Review's decision and how long they have to appeal.

THE MEET DIRECTOR JUST TOLD ME THAT MY SWIMMER'S PROOF OF TIME IS NOT ADEQUATE AND THE SWIMMER WON'T BE IN THE EVENT LATER THIS MORNING. THE MEET DIRECTOR IS WRONG AND WE CAN'T WAIT FOR A HEARING FROM THE BOARD OF REVIEW. WHAT DO I DO?

First, you should review the meet information to see if it provides for any kind of appeal such as the Eligibility Jury provided for at the National Championships. (Article 207.12.4 of the Rules.) If you still believe your swimmer is being improperly kept out of the meet you should ask for an emergency hearing from the Board of Review. The Bylaws give the Board of Review a great deal of flexibility in handling emergency situations. Get on the telephone to the Chair of the Board of Review or the SCS General Chair and make arrangements to set up an emergency hearing under Article 406.4.2 of the Rules.

The Federal law which created National Sports Governing Bodies such as USA Swimming states that an athlete cannot be suspended from competition, even temporarily, without the opportunity for a hearing.

Members of the Board of Review should keep in mind their responsibility to conduct emergency hearings whenever they are at a swim meet and should alert the Meet Manager of their presence. The Chair of the Board of Review should always make arrangements in advance to see that a panel can be available at championship meets.

A meeting at the swim meet or an exchange of information by telephone, email, and fax can be arranged to permit a timely decision even if the athlete must compete under protest. (See Section 102.11 of the Rules.)

After the meet is concluded, a full formal hearing may be conducted at the request of the Petitioner or the Respondent.

HOW LONG DO I HAVE TO APPEAL A DECISION OF THE SCS BOARD OF REVIEW TO THE NATIONAL BOARD OF REVIEW?

An appeal must be taken within thirty (30) days from the postmark date (or equivalent) of the written Decision of the SCS Board of Review.

APPENDIX B

SAMPLE SCS NOTICE OF HEARING

(Form may and should be modified to fit the actual circumstances)

NOTICE OF HEARING

To: [Insert Name(s) and Address(es) of Respondent(s)]

Re: [Insert Name of Petitioner] vs. [Insert Name of Respondent(s)]

CHARGE:

You are charged with having committed the following acts in violation of Section 304.3.xx of the Code of Conduct of USA Swimming:

[Insert details of charge; may be a summary if Petition is unnecessarily lengthy.]

This charge is based upon a Petition that was filed by [Insert Petitioner's name and address and the name and address of Petitioner's counsel, if any]. Attached hereto is a copy of the Petition filed with the SCS Board of Review.

ANSWER:

You are requested to file an answer in writing to these charges with the Chair of the Board of Review whose mailing address is [Insert Name and Address of the Chair of the Board of Review or other person designated as the Presiding Officer in this case]

and to:

[Insert Petitioner's name and address or that of its counsel, if so requested.]

at least fourteen (14) days prior to the date of hearing that is set in this Notice of Hearing. The hearing will proceed whether or not you file this reply.

HEARING DATE, TIME AND PLACE:

The initial date set for the formal hearing is [insert date, time and place of hearing] or to such other date, time or place as the Chair continues, adjourns or reschedules the hearing. You are requested to appear at that time with any counsel and witnesses. [This part would need to be rephrased if the proceeding were to be conducted entirely in writing or in writing with only oral argument at a hearing.]

HEARING AUTHORITY:

The power and authority of the SCS Board of Review is established, and this hearing shall be held pursuant to, Part Four of the Rules and Regulations of USA Swimming.

HEARING BODY:

The hearing body will be the three (3) member panel of the Board of Review of [SCS [insert names of members of the Board of Review designated to serve on this panel] or such other persons as are appointed pursuant to the Bylaws of SCS

[This should be rephrased if the initial panel is of more than three (3) or is the full Board of Review.]

POSSIBLE PENALTIES:

The Petitioner has requested that (insert here what the Petitioner has asked for). In addition, the Board of Review has a broad range of sanctions, penalties and suspensions that it may impose on you if it believes that such are appropriate either in addition to or in lieu of those that the Petitioner is seeking. (See 404.1.1 of the *Rules*.)

APPEAL:

If you are dissatisfied with the decision, you must file a request for a rehearing before the full Board of Review within fourteen (14) days of your receipt of the decision, unless the initial panel was the full Board of Review or had seven (7) members. (See Article 408 of the *Rules*.) The request must be filed with the Chair of the Board of Review [here give name and address]. Your request must be granted if the decision was rendered by a panel of fewer than seven (7) members and the decision was not unanimous. Otherwise, the Board of Review may either grant or deny a rehearing in its discretion. If the decision is not subject to a request for a rehearing, a rehearing request is denied or the decision is the decision on a rehearing, an appeal may be made to the National Board of Review. The appeal must be filed with the Executive Director of USA Swimming, along with a filing fee of \$250.00 within thirty (30) days after the postmark date of written notice of the Decision of the Board of Review. The address of the Executive Director of USA Swimming, Inc. is One Olympic Plaza, Colorado Springs, CO 80909-5770.

GENERAL INFORMATION:

You are entitled to be represented by counsel at your own cost, or by such other representative as you may choose, to have witnesses testify in your behalf, to question witnesses testifying at the hearing and to submit any and all evidence in your defense, including hearsay and documentary evidence, so long as it is relevant to the issues. You are entitled to ask that the hearing date be rescheduled so that you may attend, secure witnesses or otherwise respond. Please direct all questions or correspondence to the Chair of the Board of Review of [SCS, [insert name] at [insert mailing address].

Dated (Insert date notice is mailed)

Board of Review Chair

[If the notice is signed by the designated Presiding Officer, the title line should be changed accordingly.]

APPENDIX C

ARTICLE 610 REVISIONS
ADOPTED SEPTEMBER 14, 2013
(Effective January 1, 2015)

See R-15 on page 6 of the Adopted Legislation found at
http://www.usaswimming.org/_Rainbow/Documents/1b7b30b8-60df-4883-b63f-730f8e7d3628/2013%20Legislation%20adopted%20by%20HODv2.pdf

CERTIFICATE OF SECRETARY
OF
SOUTHERN CALIFORNIA SWIMMING, INC.

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Amended and Restated Bylaws constitute the Amended and Restated Bylaws of said Corporation as duly adopted at a meeting of the House of Delegates held on _____, 201_.

Dated:

Secretary