

To the Stakeholders and all interested parties of Southern California Swimming (SCS):

On December 13, 2023 and February 7, 2024, the BOD (and others) received an email inquiry from a Stakeholder raising concerns regarding whether Leanne Colvin and Omar de Armas were both eligible to be re-elected for a second term as the Officials Vice-Chair(s) at the most recent HOD.

Since the Stakeholder emailed the inquiry to the BOD and a broad group of Stakeholders, and since an anonymous individual has been sending accusatory, baseless and belligerent emails to another broad group of Stakeholders regarding the BOD; we felt that it was in the best interest of SCS to circulate the Stakeholder's initial inquiry and the Governance Committee's response.

As you will see below, it was determined that Leanne and Omar were properly vetted and elected.

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### **Governance Committee's Response**

#### **History of the Current SCS Bylaws**

Since the inception of the "new" USA Swimming (USA-S) Bylaw template, instituted September 29, 2018 and imposed on all LSCs; there have been a number of questions regarding the meaning of the Bylaws and how SCS should apply them. In order to answer the question that was raised by the Stakeholder, the Governance Committee felt that it may be best to provide everyone with a basic summary of how the current Bylaws came into existence, particularly the portion of the Bylaws that are applicable to the question raised regarding the election of the Officials Vice-Chair(s).

The SCS bylaws are an example of a live document which is constantly under review with the template being used as guidance. In cooperation with USA-S and the Rules and Regs Committee, SCS strives to make the Bylaws and accompanying guiding documents work for the LSC in the best ways possible.

Prior to the template Bylaws that we are currently using, SCS referred to the leaders of each committee as a "chair", whereas they should have been referred to as a "director" of that committee. These "directors" were not members of the Board - they had no voice or vote, but could be called upon at the discretion of the General Chair to give a report on their respective committees.

#### **Prior to 2021, there were 20 voting Board Members**

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|-------------------------|-------------------------|-----------------------------|
| 1. General Chair        | 6. Secretary            | 11. Safe Sport Chair        |
| 2. Admin Vice-Chair     | 7. Treasurer            | 12. 6 Geo Committee Reps    |
| 3. Finance Vice-Chair   | 8. Senior Vice-Chair    | 13. 2 At-Large Athlete Reps |
| 4. Coach Representative | 9. Age Group Vice-Chair |                             |
| 5. 2 Athlete Reps       | 10. Planning Vice-Chair |                             |

**On October 24, 2020**, the HOD voted to amend Article 5, Article 6 and Article 7 to:

- Add the leaders of DEI, **Officials** and Open Water as voting Members of the Board of Directors (5.1.10, **5.1.11** and 5.1.12)
- Define in what years the positions will be elected (6.1)
- Define a number of standing committees (7.4), **including Officials (7.4.10)**
- [See HOD minutes here](#) **Page 82 refers to the Officials Vice-Chair position being added to the BOD.**

**On January 19, 2021**, USA-S approved the Bylaws changing the number of voting board members to 24.

- |                         |                           |                                  |
|-------------------------|---------------------------|----------------------------------|
| 1. General Chair        | 7. Treasurer              | 13. 3 At-Large Athlete Reps      |
| 2. Admin Vice-Chair     | 8. Senior Vice-Chair      | <b>14. DEI Vice-Chair</b>        |
| 3. Finance Vice-Chair   | 9. Age Group Vice-Chair   | <b>15. Officials Vice-Chair</b>  |
| 4. Coach Representative | 10. Planning Vice-Chair   | <b>16. Open Water Vice-Chair</b> |
| 5. 2 Athlete Reps       | 11. Safe Sport-Vice Chair |                                  |
| 6. Secretary            | 12. 6 Geo Committee Reps  |                                  |

#### Election History of Leanne and Omar as Officials Vice-Chair(s)

Before the House of Delegates meetings in 2021 and 2023, the term limit question of the nominees for all BOD positions (including Officials Vice-Chair) were reviewed. The Governance Committee vetted the nominees, the ARB did research on the Bylaws and consulted with USA Swimming Rules and Regs Committee, USA Swimming's General Counsel and SCS's General Counsel to make sure that the term limit issue was fully understood and properly applied.

It was confirmed that the appointments made by the General Chair (with advice and consent of the BOD) for Officials Vice-Chair prior to the 2021 election were not counted against the term limit restrictions in the current Bylaws because (1) the Bylaws do not apply retroactively, and (2) prior to 2021, the Officials "Director" position was not a BOD position.

**On October 02, 2021 (SCS HOD)**, Leanne Colvin and Omar de Armas were elected as Co-Vice-Chairs of the Officials Committee to their first (1st) term under the current 2021 Bylaws to a 2-year term.

**On December 12, 2023 (SCS HOD)**, Leanne Colvin and Omar de Armas were elected as Co-Vice-Chairs of the Officials Committee to their second (2nd) 2-year term.

In summary:

- Per USA-S Rules/Regs and USA-S General Counsel, bylaw changes **cannot be applied retroactively.**
- **All appointments prior to the addition of the Vice-Chair positions in 2021 had no term limits.**
- The House of Delegates on October 2, 2021, was the first election for DEI and Officials Vice-Chairs which began their **first 2-year term**.
- At the House of Delegates of 2023 - The Officials Vice-Chairs were voted into their **2nd Term** and will term out at the HOD in 2025, when their successor will be voted on.

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## LETTER RECEIVED IN 2023 AND 2024

Good afternoon SCS BoD members and USA Swimming Management,

I am asking for your help addressing this violation of SCS By-Laws.

As you can see, I sent this information to Stacy, Steve, and Robin at SCS on Dec 13, 2023, and to date there has not been any corrective measure taken. I brought this to the attention of the Dec 12, 2023 HoD and nominated Ted Olivieri, a more than qualified replacement candidate, to the ballot. If you recall, there was a conversation at the HoD and Lynn came back and said the candidates were qualified and that my claim was not valid.

Please look at the information that I attached. There is a clear record that Omar and Leann have already served for two terms and are now sitting in the position in violation of SCS bylaw 6.6.3. In my attachments I included plenty of supporting documentation that they were appointed at the 2018 HoD and voted on at the 2021 HoD. If my math is correct that means they actually have been in the position of 2019, 2020, 2021, 2022, and 2023, and now due to the purposeful and dishonest work of the sitting governance chair they were allowed to be on the ballot for two additional years.

### 6.6 TERMS OF OFFICE -

.1 TERM OF OFFICE - The terms of office of all members of the Board of Directors shall be two years.vii

.2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen

.3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, **no Individual Member who has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse of one term.** A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive term limitation.

It is my position that this was a purposeful action coordinated by the General Chair, Governance and Candidate Review Committee. I clearly found all the information on open sources (The SCS website, looking through old minutes) to prove my objection.

Now, there was a second candidate on the ballot. A candidate that is qualified and received votes at the HoD and he, Ted Olivieri, should be the 2024-2025 SCS Officials Chair.

Please take the corrective action necessary to put SCS in compliance with our current bylaws.

Stacy,

Taken right from the SCS Website. All the minutes are posted. See attached documents to prove.

**I have BCC'd many other people on this email.** The truth will be known as I am sure those who have it will share it with others; do the right thing by current bylaws. They have "Termed Out" and were not valid candidates last night as I brought forward.

Do the right thing!

You can clearly see that Ted filled the vacancy left when Wes resigned on his 2017-2018 appointment and was not reappointed for 2019, that was the first for Leanne, Scot and, Omar.

#### 2017 BOD/HOD Meeting Minutes

Jan - Wes

Jun - Vacant Wes Resigned

Sept - Ted

Nov - HOD - Ted

#### 2018 BOD/HOD Meeting Minutes

Jan - Ted

Apr - Ted

Jun - Ted

Oct - Ted

Nov - HOD - Ted

Dec - SCS New Board Appointment Announcement - Leanne, Scot, Omar

#### 2019 BOD/HOD Meeting Minutes

Jan - Special HOD - Leanne, Scot, Omar

Elected in 2021.

CLEARLY, based on the documents found on the SCS website, the Governance committee lied. They have had two full terms, appointed in 2019 and voted in 2021.

I tried to present this and was allowed. I had the info and could not present it in the format provided.

I call for an immediate recall. Ted you were the second place vote recipient with no other candidates.