

SOUTHERN CALIFORNIA SWIMMING BYLAWS

To the extent these required bylaws conflict with applicable law, applicable law prevails.

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 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 WORLD AQUATICS, USA Swimming, and SCS and its Articles of Incorporation.
- 1.3 GEOGRAPHIC TERRITORY - The geographic territory of SCS is as set forth in Article 603 of the USA Swimming Rules and Regulations. SCS shall be divided into geographic committees as listed in the SCS Rules and Regulations.
- 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’s 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 discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.
- 1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS – SCS shall comply with all agreements between SCS and USA Swimming.

ARTICLE 2

MEMBERSHIP

2.1 MEMBERS - The membership of SCS shall consist of the clubs, organizations and individuals who have registered with SCS as set forth in the USA Swimming Corporate Bylaws, including seasonal athlete membership, seasonal club membership, flex membership, and single event open water athlete membership.

.1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Corporate Bylaws, the rules, regulations, policies, procedures and code of conduct of SCS and USA Swimming

.2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in SCS and USA Swimming is a privilege and shall not be interpreted as a right. Membership may be terminated by the National Board of Review or the U.S. Center for Safe Sport in accordance with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual.

2.2 MEMBERS' RESPONSIBILITIES

.1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies, procedures, rules and regulations adopted by USA Swimming and SCS, including its obligations and responsibilities set forth in these Bylaws.

.2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming Corporate Bylaws, 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.

ARTICLE 3

DUES AND FEES

3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as permitted, shall be as established by the SCS Board of Directors

3.2 SANCTION, APPROVAL AND OTHER FEES

.1 SANCTION AND APPROVAL FEES - The SCS 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.

.2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the SCS Board of Directors may establish a reasonable service charge consistent with the nature of the event.

.3 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's fee schedule.

.4 FINES - The SCS Board of Directors may establish fines for noncompliance with policies adopted by the SCS House of Delegates and/or the Board of Directors.

3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws (Delinquent Dues and Fees).

ARTICLE 4

HOUSE OF DELEGATES

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88 4.1 MEMBERS - The House of Delegates of SCS shall consist of the Group Member Representatives, the Board of
89 Directors Members, the Committee Chairs, the Non-Athlete At-Large House Members, and the elected Athlete At-
90 Large House Representatives.

91
92 .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its
93 membership a Group Member Representative. The Group Member Representative must be a member in good
94 standing with SCS and USA Swimming, attached to the group for 60 days prior to the HOD and be 18 years
95 or older. The appointment shall be in writing, addressed to the Secretary of SCS and duly certified by the
96 chief executive officer or secretary of the appointing Group Member. The appointing Group Member may
97 withdraw its Group Member Representative and substitute a new Group Member Representative by written
98 notice, addressed to the Secretary of SCS and signed by the chief executive officer or secretary of the
99 appointing Group Member. The Representatives of any Group Member are required to be Individual Members
100 of USA Swimming.

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102 .2 BOARD OF DIRECTORS - Board of Director Members as designated in Article 5.

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104 .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of
105 Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent
106 of the Board of Directors. At-Large House Members shall hold office from the date of appointment through
107 the conclusion of the annual meeting of the House of Delegates following such appointment or until their
108 successors are appointed to the House of Delegates.

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110 .4 ATHLETE AT-LARGE HOUSE REPRESENTATIVES - A sufficient number of
111 Athlete Representatives to ensure that Athlete Representatives constitute at least 20% of the voting
112 membership of the House of Delegates shall be elected by the Athletes Committee and shall hold office from

113 the date of election through the conclusion of the annual meeting of the House of Delegates following such
114 elected or until their successors are elected to the House of Delegates.

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116 .5 OTHER MEMBERS - COMMITTEE CHAIRS shall serve as members of SCS House of Delegates.

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118 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large
119 members of the House of Delegates.

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121 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only
122 have one vote regardless of the number of positions held by such member.

123

124 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates
125 and of individuals shall be as follows:

126

127 .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND
128 OTHER MEMBERS - Each of the Group Member Representatives (other than those of Affiliated Group
129 Members), the Board Members, the At-Large House Members and other members shall have both voice and
130 vote in meetings of the House of Delegates.

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132 .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of
133 the House of Delegates and its committees and be heard at the discretion of the presiding officer.

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135 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures and
136 programs. In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA
137 Swimming Corporate Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:

138

139 .1 Elect the Officers and members of the Administrative Review Board, and committee chairs/coordinators as
140 listed in Articles 6 and 7.

- 141 .2 Review, modify and adopt the annual budget of SCS recommended by the Board of Directors.
- 142 .3 Call regular and special meetings of the House of Delegates.
- 143
- 144 .4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except
- 145 any action or authorization by the Board of Directors with respect to contracts or upon which any person
- 146 may have relied on shall not be modified or rescinded.
- 147
- 148 .5 Establish joint administrative committees or undertake joint activities with other sports organizations where
- 149 deemed helpful or necessary by SCS.
- 150
- 151 .6 Amend the Bylaws of SCS in accordance with Section 9.3; and
- 152
- 153 .7 Remove from office any persons elected by the House of Delegates (Board Members, members of the
- 154 Administrative Review Board, or appointed committee chairs) who have failed to attend to their official
- 155 duties or member responsibilities or have done so improperly, or who would be subject to penalty by the
- 156 National Board of Review for any of the reasons set forth in Article 404 of USA Swimming Rules and
- 157 Regulations. However, no such individual may be removed without receiving thirty (30) days' written notice
- 158 by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in
- 159 the performance of the member's responsibilities or specific official duties or other reason and an
- 160 opportunity to respond in writing within twenty (20) days to such allegations.
- 161
- 162 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of SCS shall be held in the
- 163 fall. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the House of
- 164 Delegates or the Board of Directors.
- 165
- 166 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the
- 167 General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings

168 or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition
169 signed by at least 25% of the voting group members of the House of Delegates.

170 4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and
171 place, including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such
172 meeting. All in-person meetings of the House of Delegates shall take place at a site within the Territory. The House of
173 Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates. All
174 meetings conducted via telecommunications shall include means by which all persons participating in the meeting can hear each other at
175 the same time and which ensures all votes duly cast by voting members are officially recorded.

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177 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of SCS.
182 Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of SCS shall be deliberated and decided
183 in a closed session that only House of Delegates members may attend. By a majority vote, the House of Delegates
184 may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any
185 member of the House of Delegates.

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187 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.

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189 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
190 propositions coming before the House of Delegates shall be determined by a majority vote.

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192 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.

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199 4.13 NOTICES

200 .1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of
201 Delegates for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the
202 various permitted means of notice.

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.2 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.

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ARTICLE 5

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BOARD OF DIRECTORS

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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:

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.1 General Chair

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.2 Administrative Vice-Chair

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.3 Finance Vice-Chair

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.4 Coach Representative

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.5 Athlete Representatives

- 222 .6 Secretary
- 223 .7 Treasurer
- 224 .8 Senior Vice-Chair
- 225 .9 Age Group Vice-Chair
- 226 .10 Planning Vice-Chair
- 227 .11 Safe Sport Committee Chair
- 228 .12 Representative of Each Geographic Committee (6)
- 229 .13 At-Large Athlete Representatives (As Needed)
- 230 .14 Disability, Diversity, Equity, & Inclusion Committee Chair (DDEI)
- 231 .15 Officials Committee Chair
- 232 .16 Open Water Committee Chair

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234 5.2 AT-LARGE BOARD MEMBERS -, A sufficient number of Athlete Representatives shall be appointed as
 235 At-Large Board Members such that Athlete Representatives constitute at least twenty percent (20%) of the
 236 voting membership of the Board of Directors at any given time. The Athlete At-Large Board Representatives
 237 shall meet the same requirements as the Athlete Representatives set forth in Section 6.2.1 and shall hold office from
 238 the date of their appointment through the conclusion of the second annual meeting of the House of Delegates following
 239 such appointment, or until their successors are appointed.

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241 5.3 EX-OFFICIO MEMBERS - The immediate past General Chair shall be an ex-officio member of the Board of
 242 Directors.

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244 5.4 LIMITATIONS

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246 .1 No more than two Members of any Group Member shall serve on the Board of Directors at any time. This
 247 limitation shall be applied separately to Athlete Representatives and Non-Athlete Members.

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249 .2 No employee of SCS may serve as a voting member of the Board of Directors.

250 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and
251 individuals shall be as follows:

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253 .1 BOARD MEMBERS - Each Board Member (other than the ex-officio member) shall have both voice and
254 vote in meetings of the Board of Directors and its committees.

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256 .2 EX-OFFICIO BOARD MEMBER - Unless entitled to vote under another provision of these Bylaws, the
257 ex-officio member shall have voice but no vote in meetings of the Board of Directors and its committees.

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259 .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard
260 at the discretion of the presiding officer.

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262 5.6 DUTIES AND POWERS - The Board of Directors shall act for SCS and the House of Delegates during the intervals
263 between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative
264 Review Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions
265 taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or
266 rescission. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere
267 in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

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269 .1 Establish and direct policies, procedures and programs for SCS.

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271 .2 Oversee the conduct by the officers and staff of SCS of the day-to-day management of the affairs of SCS.

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273 .3 Elect Athlete At-Large Board Representatives if they are not elected in a timely fashion.

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275 .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws
276 or the SCS Policies and Procedures.

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- 278 .5 Cause the preparation and presentation to the House of Delegates to follow one week after USA House of
279 Delegates of the annual budget of SCS and make a recommendation to the House of Delegates concerning
280 the approval or disapproval thereof.
- 281 .6 Approve the annual review/audit.
- 282
- 283 .7 Call regular or special meetings of the Board of Directors or the House of Delegates.
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- 285 .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary
286 or appropriate to conduct the affairs of SCS.
- 287 .9 Appoint other officers, agents, or committees to hold office for the terms specified. These appointees shall
288 have the authority and perform the duties as provided in these Bylaws, the SCS Policies and Procedures or
289 as may be provided in the resolutions appointing them, including any powers of the Board of Directors as
290 may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not
291 provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee
292 the power to appoint any such subordinate officers, agents, or committees and to prescribe their respective
293 terms of office, authorities and duties; and
- 294
- 295 .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of SCS
296 who were appointed/elected by the Board and who have failed to attend to their official duties or member
297 responsibilities or have done so improperly, or who would be subject to penalty by the National Board of
298 Review for any of the reasons set forth in the National Board of Review procedures, pursuant to Policy
299 26.0 of the USA Swimming Operating Policy Manual. However, no At-Large Board Member, or committee
300 chair or coordinator may be removed without
301 receiving the thirty (30) days' written notice specifying the alleged deficiency in the performance of the
302 member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing
303 within twenty (20) days to such allegations.
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- 305

- 306 5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal,
307 taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled
308 to attend. By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into
309 closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board
310 of Directors.
311
- 312 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may
313 participate in meetings of the Board of Directors through conference equipment by means of which all persons
314 participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence
315 at a meeting.
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- 318 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule
319 adopted by the Board of Directors.
320
- 321 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the
322 Board of Directors or the General Chair fail to call regular meetings, or should a special meeting be appropriate or
323 helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
324
- 325 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
326
- 327 5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
328 propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other
329 proposal the effect of which is to override policy or program established by the House of Delegates shall be determined
330 by a two-thirds vote after at least fourteen (14) days' written notice.
331
- 332 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
333
- 334 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of

335 Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing
336 and the written consents are filed with the records of the respective meetings. These consents shall be treated for all
337 purposes as votes taken at a meeting.

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339 5.15 EMAIL VOTE - Any action that may be taken at any regular or special meeting of the Board of Directors,
340 except elections, or removals of appointed Board members, committee chairs and members, may be taken without a
341 meeting. If an action is to be taken without a meeting, the Secretary, by email, shall distribute a ballot to every Board
342 Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify
343 approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.16)
344 within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of votes cast in
345 favor of the proposed action within the time period specified constitutes
346 a majority of the votes entitled to be cast.

347

348 5.16 NOTICES

349

350 .1 TIME - Not less than seven (7) days' written notice shall be given to each Board Member for any annual,
351 regular or special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)

352

353 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special
354 meetings, the expected purpose.

355

356 ARTICLE 6

357 OFFICERS AND DIRECTORS

358

359 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting
360 for a two (2) year term. During ODD years, officers elected are Administrative Vice-Chair, Age Group Vice-Chair,
361 Finance Vice-Chair, Safe Sport Committee Chair, (D)DEI Committee Chair(s), and Officials Committee Chair.
362 During EVEN years, officers elected are General Chair, Treasurer, Senior Vice-Chair, Planning Vice-Chair,

363 Open Water Committee Chair, and Secretary

364 .1 General Chair

365 .2 Administrative Vice-Chair

366 .3 Finance Vice-Chair

367 .4 Senior Vice-Chair

368 .5 Age Group Vice-Chair

369 .6 Secretary

370 .7 Treasurer

371 .8 Planning Vice-Chair

372 .9 Safe Sport Committee Chair

373 .10 Disability, Diversity, Equity, & Inclusion Committee Chair(s) (DDEI)

374 .11 Officials Committee Chair

375 .12 Open Water Committee Chair

376

377 6.2 OTHER DIRECTORS

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379 .1 ATHLETE REPRESENTATIVES

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381 Two (2) Athlete Board Representatives shall be elected, one each year for a two (2) year term, or until their
382 respective successors are elected. At the time of election, the Athlete Board Representative must:

383 A. be an athlete member in good standing.

384 B. be at least a sophomore in high school or at least 16 years of age,

385 C. be currently competing, or have competed within the two (2) immediately preceding years,
386 in a USA Swimming sanctioned event conducted by SCS or another LSC;

387 and

388 D. have his or her place of permanent residence in the Territory and expect to reside therein throughout
389 at least the first half of the term (other than periods of enrollment in an institution of higher
390 education).

391 The balloting shall take place via electronic vote and/or at a meeting called for that purpose by the Senior
 392 Athlete Board Representative or the Athletes Committee, or failing that, at a time and in a manner
 393 designated by the Board of Directors. At least twenty (20) days' written notice of the election shall be
 394 given to all clubs. Athlete Board Representative elected shall be determined by a majority of the Club
 395 Athlete Representatives.

396

397 .2 COACH REPRESENTATIVE

398 A Coach Representative shall be elected, in even years for a two (2) year term, or until a successor is elected.

399 The election of the Coach Representatives shall be conducted at conclusion of the annual meeting of the
 400 House of Delegates and determined by a majority vote of the Coach members present and voting, or, failing
 401 that, at a time and place and in a manner designated by the Board of Directors.

402 .3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS

403

404 A. Geographic Reps are the Selected Chair of each Geographic Committee in compliance with the Policy
 405 and Procedures.

406 B. Athlete At-Large members shall be appointed by the General Chair with advice and consent of the
 407 Board of Directors and Senior Athlete Board Representative.

408

409 6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with SCS and USA Swimming shall
 410 be eligible to hold office and must maintain their eligibility throughout their term of office.

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412 6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only
 413 have one (1) vote, regardless of the number of positions held by such Member.

414

415 6.5 OFFICES SPLIT OR COMBINED

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417 .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair and
 418 Treasurer may be held jointly by two (2) Individual Members. Two (2) individuals who are sharing an

419 office shall share one (1) vote.

420

421 .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office
422 except that the offices of Finance Vice-Chair and Treasurer may not be combined.

423

424 6.6 TERMS OF OFFICE

425

426 .1 TERM OF OFFICE - The terms of office for all members of the Board of Directors shall be two (2) years.

427 .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon
428 election or appointment and shall serve until a successor is chosen.

429 .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no Individual Member
430 who has served two (2) successive terms shall be eligible for re-election or appointment to the same position
431 until a lapse of one (1) term. A portion of any term served to fill a vacancy in the position shall not be
432 considered in the computation of this successive term's limitation.

433

434 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the
435 House of Delegates and the Board of Directors and as defined in these Bylaws, the SCS Policies and Procedures, and
436 applicable state laws.

437

438 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of
439 Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such
440 resignation shall take effect upon the appointment or election of a successor.

441

442 6.9 VACANCIES AND INCAPACITIES

443

444 .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General
445 Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General
446 Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term,

447 if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary
448 incapacity. While serving as acting General Chair, the Administrative Vice-Chair shall vacate the office of
449 Administrative Vice-Chair, except in the case of the General Chair's temporary incapacity. If the General
450 Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the
451 Administrative Vice-Chair as acting General Chair for the duration of the absence.

452
453 .2 OFFICES OF ATHLETE BOARD REPRESENTATIVES OR COACH REPRESENTATIVES OR
454 ANY POSITION ELECTED - In the event of a vacancy or of the permanent incapacity of a person holding
455 the office of Athlete Board Representative or Coach Representative, or person who has been elected, the
456 General Chair may appoint, with the advice and consent of the Board of Directors, an eligible member to
457 serve the remainder of the term of office or until the respective body shall elect a successor.

458
459 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes
460 vacant, or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the
461 House of Delegates with the advice and consent of the electing body. The determination as to when the
462 General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General
463 Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action
464 by the House of Delegates.

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466 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with Sections 4.5.7 and 5.6.10 of these
467 Bylaws.

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469 6.11 OFFICERS' POWERS GENERALLY

470
471 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair
472 Finance Vice-Chair each may sign and execute in the name of SCS deeds, mortgages, bonds, contracts,
473 agreements or other instruments duly authorized by the SCS Policies and Procedures, the Board of Directors
474 or the House of Delegates, except in cases where the signing and execution thereof shall be expressly

475 delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures
476 or is required by law to be otherwise executed. Additional signing authority may be provided by standing
477 resolutions of the Board of Directors or the House of Delegates.

478
479 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties
480 as prescribed in the SCS Policies and Procedures or by the House of Delegates, the Board of Directors, the
481 General Chair, the respective division chair, the delegating officer, or these Bylaws.

482
483 .3 DELEGATION - Officers of SCS may delegate any portion of their powers or duties to an individual or a
484 committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other
485 without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of
486 withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise
487 provided in these Bylaws and with the consent of the Board of Directors any officer may delegate any
488 portion of that officer's powers or duties to the paid staff of SCS. A delegation of powers or duties shall not
489 relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are
490 properly executed or fulfilled.

491
492 6.12 DEPOSITORIES AND BANKING AUTHORITY

493
494 .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of SCS shall be deposited to its credit in
495 the banks, trust companies, other depositories or custodians, investment companies or investment
496 management companies as the Board of Directors determines.

497
498 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and
499 all notes or other evidences of indebtedness issued in the name of SCS shall be signed by the General Chair,
500 the Treasurer or other officer or officers or agent or agents of SCS, and in the manner, as shall be determined
501 by the Finance Vice-Chair or the Board of Directors.

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ARTICLE 7

DIVISIONS, AND COMMITTEES

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7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS

- The divisions of SCS shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities described in the SCS Policies and Procedures.

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

7.2 APPOINTED CHAIRS AND COORDINATORS

.1 APPOINTED CHAIRS - The chairs of all other committees shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division chair. The appointed committee chair shall assume office upon appointment, or the date designated by the General Chair and shall serve until a successor is appointed and assumes office.

.2 The following Committee Chairs/Coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors.

- (1) Operational Risk Management Coordinator

531 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of
532 Delegates are each authorized to establish additional committees to meet programming needs. Except as otherwise
533 provided in these Bylaws or the SCS Policies and Procedures, members of each committee shall be appointed by the
534 General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete
535 Representatives of each committee shall be appointed by the General Chair with the advice of the Senior
536 Athlete Board Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting
537 membership of every committee. The division chair shall be an ex-officio member, with voice and vote, of each
538 committee within the respective division.

539 7.4 STANDING COMMITTEES

540

541 .1 ATHLETES COMMITTEE

542

543 A. CHAIR - The Senior Athlete Board Representative or his/her designee shall be the chair of the
544 committee.

545

546 B. MEMBERS - The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-
547 Large Board Representatives and an Athlete Representative from each of the six (6)
548 Geographic Committees in compliance with the Geographic Committee's Policy and Procedures.

549

550 C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes
551 of SCS, and shall undertake such activities as:

552

553 (1) delegated to it by the Board of Directors or the General Chair or

554 (2) undertaken by the Committee as being in the best interests of the Athlete Members, SCS, USA
555 Swimming and the sport of swimming.

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558

559 .2 FINANCE COMMITTEE

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561

A. CHAIR - The chair shall be the Finance Vice-Chair.

562

563

B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer, at least three (3), but no more than eight (8) members appointed by the General Chair and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

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C. DUTIES - The duties of the Finance Committee shall be:

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(1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of SCS's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review SCS's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.

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(2) To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of SCS. If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct a review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.

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(3) To submit the audit and other reports and make recommendations to the Board of Directors with regard thereto.

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(4) To consult with the officers, and committee chairs and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers and committee chairs shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request. The proposed budget may contain

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587 alternatives.

588 (5) To complete and submit any state and local reports and filings.

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590 .3 GOVERNANCE COMMITTEE

591

592 A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own
593 members.

594

595 B. MEMBERS - The Governance Committee members shall be appointed by the General Chair with the
596 advice and consent of the Board of Directors. The Committee shall be composed of nine (9) members:
597 seven (7) non-athlete members - one (1) such member from each of the six (6) SCS Geographic
598 Committees, and a representative appointed by the General Chair - and two (2) Athlete
599 Representatives. Each non-athlete member shall serve a four (4) year term, staggered so that
600 approximately one-fourth (1/4) of such members will be appointed each year. The athlete's
601 Representatives' term shall be two (2) years. No more than one-half (1/2) of the Governance Committee
602 members shall be members of the SCS Board of Directors at any given time. After completion of two
603 (2) consecutive terms, members are not eligible for re-appointment to the Governance Committee until
604 after a lapse of two (2) years. A portion of any term served to fill a vacancy in the position shall not be
605 considered in the computation of the successive term limitation. In no case shall the General Chair
606 serve on the Governance Committee.

607

608 C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall
609 consist of a majority of its voting members. For all other meetings, a quorum shall consist of those
610 members present and voting.

611

612 D. DUTIES

613 (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of SCS.

614 (2) To aid in the development of operating policies regarding conflict of interest (Board and staff),

- 615 document retention, ethics, whistle-blower, procurement, contract review, grievance and other
616 employment-related practices, etc.
- 617 (3) To aid in the development of personnel practices procedure including job descriptions and annual
618 review of staff.
- 619 (4) To ensure that the Board's focus remains on the strategic plan.
- 620 (5) To aid in the development of expectations and processes for accountability of Board members.
- 621 (6) To develop criteria for the qualities and required characteristics of Board officers.
- 622 (7) To lead Board succession planning by assessing current and anticipated needs for Board
623 composition and identifying and recruiting potential Board members.
- 624 (8) To nominate Board members, and chair positions to be elected by the House of Delegates consistent
625 with the matrix of skills, demographics, and talents needed.
- 626 (9) To publish the slate of candidates for the SCS membership at least twenty (20) days prior to the
627 election. Additional nominations may be made from the floor of the House of Delegates by voting
628 members of the House of Delegates.
- 629 (10) To assist the Board of Directors with the process of designing and implementing Board orientation
630 and an ongoing program of Board education and development; and
- 631 (11) To lead periodic assessment of the Board's performance (as a whole and of individual members)
632 and make recommendations to enhance Board effectiveness.

634 .4 GEOGRAPHIC COMMITTEES

636 A. OBJECTIVE, TERRITORY AND JURISDICTION

- 637
- 638 (1) The objectives of the Geographic Committees shall, but not limiting itself to the objectives of
639 SCS, promote a developmental swim program for age group swimmers, to provide training for
640 meet officials, and to recruit and develop leadership personnel for the sport of swimming.

- 641 (2) The territory of each Geographic Committee shall be established by the Board of Directors. The
642 Senior Committee and the Age Group Committee shall recommend such changes that they may
643 deem necessary to ensure reasonable competitive balance, manageable developmental meets, and
644 travel consistent with the prevailing economic conditions. Such changes should be presented to
645 the Board of Directors with the advice of the affected Geographic Committees. The address of a
646 team's principal training pool shall determine Geographic Committee assignment.
- 647 (3) The Geographic Committees shall be responsible for planning their committee meets in
648 cooperation with the Age Group and Senior Committees. The schedule of events to be in their
649 meets shall ensure the availability of adequate competitive opportunities for all age groups, skill
650 levels and strokes/distances, and the implementation of Geographic Committee wide programs
651 authorized by SCS.

652

653 B. MEMBERS - Geographic Committee membership shall consist of:

654

- 655 (1) Group Members which are located within its boundaries.
- 656 (2) Individual athletes in SCS competing in an unattached status will, at the time of registration, be
657 assigned to a specific Geographic Committee and must compete in meets developed by that
658 Committee or to which that Committee is invited.
- 659 (3) A sufficient number of Geographic Committee Athlete Representatives so as to constitute at least
660 twenty percent (20%) of the voting membership of the Committee.

661

662 C. DUTIES - The duties of each of the six (6) Geographic Committees shall be the responsibility of the
663 Geographic Committee Board.

664

- 665 (1) Each Group Member shall send a representative to the Geographic Committee meetings. Each
666 Group Member shall have one vote on matters of business or elections regardless of the number
667 of persons present.
- 668 (2) Geographic Executive Committee. The Geographic Committee Chair, Vice-Chair, Secretary and

669 the persons elected to serve on the SCS Senior, Age Group and Review Committees shall be
670 empowered to act for the Geographic Committee between meetings.

671
672 .5 EXECUTIVE COMMITTEE

673
674 A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act
675 for the Board of Directors and SCS between meetings of the Board and the House of Delegates.
676 Limitations to the authority and power of the Executive Committee shall be determined by the Board
677 of Directors and included in the SCS Policies and Procedures.

678
679 B. MEMBERS - The members of the Executive Committee shall be the

- 680
681 (1) General Chair, who shall act as chair,
682 (2) Administrative Vice-Chair,
683 (3) Senior Vice-Chair
684 (4) Age Group Vice-Chair
685 (5) Secretary,
686 (6) Finance Vice-Chair,
687 (7) Coach Representative,
688 (8) Planning Vice-Chair
689 (9) Senior Athlete Representative, and
690 (10) Junior Athlete Representative.

691
692 C. COMMITTEE REPRESENTATION - Each of the Six (6) Geographic Committees shall have a
693 representative as a member of the Executive Committee. In the event that each Geographic Committee
694 is not represented by the eight (8) Non-Athlete Officer Members of the Executive Committee, the
695 General Chair shall appoint, with the advice and consent of the Board of Directors, a Geographic
696 Committee Representative from the unrepresented Geographic Committee to serve until such time that

697 the Geographic Committee represented by one of the eight (8) Non-Athlete Officer Members of the
698 Executive Committee. Athlete membership as defined in 7.3 shall be maintained.

699

700

D. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place
701 according to Section 4.8 of these bylaws, when called by the General Chair or any
702 three (3) members of the Committee with a minimum of three (3) days' notice required.

702

703

E. QUORUM - A quorum of the Executive Committee shall consist of a majority of the members of the
704 Committee.

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706

F. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the
707 Board of Directors, the Executive Committee shall make a report of its activities since the last Board
708 of Director's meeting for ratification or prospective modification or rescission, provided, however, that
709 any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or
710 authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or
711 the House of Delegates.

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.6 SAFE SPORT COMMITTEE

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715

A. CHAIR - The Chair shall be the Safe Sport Committee Chair

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717

B. MEMBERS - The Safe Sport Committee shall consist of the Safe Sport Committee Chair, and
718 the Safe Sport Representatives of each of the six (6) Geographic Committees in compliance with
719 the Geographic Committee's Policy and Procedures and a sufficient number of Athlete
720 Representatives so as to constitute at least twenty percent (20%) of the voting membership of the
721 Committee.

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C. DUTIES - The Safe Sport Committee shall have general charge of the Safe Sport program, and
724 facilitate creating an abuse-free, safe, healthy, and positive environment for all of its members

724

725 through the development and implementation of Minor Athlete Abuse Prevention and Anti-
726 Bullying policies, Safe Sport Best Practices, and Athlete Protection Training, and to plan,
727 implement and coordinate USA Swimming's commitment to safeguard the physical, mental and
728 emotional well-being of all of its members, with an emphasis on the welfare of its athlete
729 members.

730
731 .7 SENIOR COMMITTEE

732
733 A. CHAIR - The Chair shall be the Senior Vice-Chair

734
735 B. MEMBERS - The Senior Committee shall consist of the Senior Vice-Chair and the Senior
736 Representatives of each of the six (6) Geographic Committees in compliance with the Geographic
737 Committee's Policy and Procedures and a sufficient number of Athlete Representatives so as
738 to constitute at least twenty percent (20%) of the voting membership of the Committee.

739
740 C. DUTIES - The Senior Committee shall have general charge of the affairs of the committee that
741 develops and conducts the senior swimming program of SCS to include meet management of all
742 senior swimming meets and events. The Senior Vice-Chair also serves as liaison to the Athlete
743 Representative Committee.

744
745 .8 AGE GROUP COMMITTEE

746
747 A. CHAIR - The Chair shall be the Age Group Vice-Chair

748
749 B. MEMBERS - The Age Group Committee shall consist of the Age Group Vice-Chair and the Age
750 Group Representatives of each of the six (6) Geographic Committees in compliance with the
751 Geographic Committee's Policy and Procedures and a sufficient number of Athlete
752 Representatives so as to constitute at least twenty percent (20%) of the voting membership of the

753 Committee.

754

755 C. DUTIES - In conjunction with the Coaches Rep through a selection process determine "Age Group
756 Coach of The Year" Provide guidance on selection of coaches. Discuss and provide recommendations
757 to the HOD to help improve swimming in Southern California. Communicate with their respective
758 committees on Upcoming Events in regard to Age Group swimming.

759

760 .9 DISABILITY, DIVERSITY, EQUITY, & INCLUSION COMMITTEE - DDEI

761

762 A. CHAIR - The Chair shall be the Disability, Diversity, Equity, & Inclusion Committee Chair.

763

764 B. MEMBERS - The Disability, Diversity, Equity, & Inclusion Committee shall consist of the
765 Disability, Diversity, Equity, & Inclusion Committee Chair, and the Disability, Diversity, Equity,
766 & Inclusion Representatives of each of the six (6) Geographic Committees in compliance with
767 the Geographic Committee's Policy and Procedures and a sufficient number of Athlete
768 Representatives so as to constitute at least twenty percent (20%) of the voting membership of the
769 Committee.

770

771 C. DUTIES - The Disability, Diversity, Equity, & Inclusion (DDEI) Committee shall promote,
772 develop and improve competitive swimming through education, support and opportunities for
773 participation to a diverse swimming community, and to inspire and provide quality opportunities
774 for our members to achieve excellence in the sport of competitive swimming, and to assist SCS
775 in creating a culture of inclusion and opportunity for people of diverse backgrounds, including,
776 but not limited to, race, age, income, ethnicity, religion, gender, and sexual orientation.

777

778 .10 OFFICIALS COMMITTEE

779

780 A. CHAIR - The Chair shall be the Officials Committee Chair

781 B. MEMBERS - The Officials Committee shall be appointed by the Officials Committee
Chair/Officials
782 Executive Committee and shall consist of the Officials Committee Chair(s) and the Officials
783 Representatives of each of the six (6) Geographic Committees in compliance with the Geographic
784 Committee's Policy and Procedures, and a sufficient number of Athlete Representatives so as
785 to constitute at least twenty percent (20%) of the voting membership of the Committee. Athlete
786 Representatives shall be selected by the Athletes' Committee. The Official's Committee shall consist
787 of both Dry (Administrative) and Wet (deck) side Officials.

789
790 C. DUTIES - To manage the SCS Officials by conducting programs to recruit, educate, train, and
791 mentor, certify and discipline when needed, a diverse team of USA/SCS Swimming officials to
792 provide the highest quality and consistent officiating for athletes at all levels of swimming, and
793 provide advice and direction on interpretations of SCS Swimming Competition rules.

794

795 .11 OPEN WATER COMMITTEE

796

797 A. CHAIR - The Chair shall be the Open Water Committee Chair

798

799 B. MEMBERS - The Open Water Committee shall consist of the Open Water Committee Chair and the
800 Open Water Representatives of each of the six (6) Geographic Committees in compliance with the
801 Geographic Committee's Policy and Procedures and a sufficient number of Athlete
802 Representatives so as to constitute at least twenty percent (20%) of the voting membership of the
803 Committee.

804

805 C. DUTIES - The Open Water Committee shall have general charge of the Open Water Swimming
806 Program through the planning, development, and implementation of the Open Water Calendar with
807 an emphasis on safety, education, and competition. The Open Water Committee shall implement, and
808 coordinate USA Swimming Open Water Development initiatives and activities as required.

809

810 .12 PLANNING COMMITTEE

811

812 A. CHAIR - The Chair shall be the Planning Vice-Chair

813

814 B. MEMBERS - The Planning Committee shall consist of the following members:

815

816 (1) Planning Vice-Chair

817 (2) Age Group Vice-Chair

818 (3) Senior Vice-Chair

819 (4) Program Chair from each of the six (6) Geographic Committees

820 (5) Officials Committee representative

821 (6) Senior Athlete Board Representative

822 (7) Junior Athlete Board Representative

823 (8) Plus, a sufficient number of athlete Representatives, so as to constitute at least twenty percent

824 (20%) of the voting membership of the committee.

825

826 C. DUTIES - The Planning Vice-Chair serves as a conduit between the SCS Age Group and Senior

827 Committees, collaborates with the SCS Age Group Vice-Chair and Senior Vice-Chair to create the

828 SCS calendars, prepares and distributes the bid packets for SCS meets, and runs the annual SCS bid

829 meeting. The Planning Vice-Chair is also responsible for running the annual SCS Planning meeting.

830

831 7.5 DUTIES OF CHAIRS GENERALLY - The duties of the General Chair, the division chairs, and committee chairs (in

832 addition to those provided elsewhere in these Bylaws) shall be as follows:

833

834 .1 Preside at all meetings of the respective division, committee or subcommittee.

835

836 .2 See that all duties and responsibilities of the respective division, committee or subcommittee in his or her

837 charge are properly and promptly carried out.

838

839 .3 Appoint such committees or subcommittees as may be necessary to fulfill the duties and responsibilities of
840 the division or committee, respectively.

841

842 .4 Communicate with the General Chair, respective division, committee or subcommittee members and the
843 staff to keep them fully informed.

844

845 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each
846 meeting and forward reports or minutes of all meetings to the staff; and

847

848 .6 Perform the other specific duties listed in SCS's Policies and Procedures or as may be delegated by the
849 General Chair, the respective division chair or committee chair, the Board of Directors or the House of
850 Delegates.

851

852 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the
853 committees shall be prescribed by the SCS Policies and Procedures.

854

855 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or subcommittees of SCS
856 shall be held as determined by the respective vice-chairs or committee or subcommittee chair.

857

858 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and subcommittees, other than a Personnel
859 Committee meeting shall be open to all members of SCS. Matters relating to personnel, disciplinary action, legal,
860 taxation and similar affairs shall be deliberated and decided in a closed session that only the respective members are
861 entitled to attend. By a majority vote, a committee or subcommittee may decide to go into closed session on any matter
862 deserving of confidential treatment or of personal concern to any member of the committee or subcommittee.

863

864 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each committee member shall have both voice

865 and vote in their respective meetings.

866

867 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee
868 may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the
869 written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote
870 taken at a meeting.

871

872 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate
873 in a meeting of the committee or through conference equipment by means of which all persons participating in the
874 meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

875

876 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a
877 committee, a quorum of any committee shall consist of those members present.

878

879 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
880 propositions coming before a committee shall be determined by a majority vote.

881

882 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.

883

884 7.15 NOTICES

885

886 .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a
887 committee, not less than five (5) days' written notice shall be given for any meeting of the committee.

888

.2 INFORMATION - The notice of a meeting shall contain the time, date, and site.

889

890 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to
891 the General Chair or the Board of Directors specifying an effective date of the resignation. If such a date is not
892 specified, the resignation shall take effect upon the appointment of a successor.

893 7.17 VACANCIES - The determination of when the position of an appointed committee chair or committee member
894 becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the
895 Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent
896 of the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of
897 the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair, or an
898 appointment may be made for the duration of the temporary incapacity.

900

901 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, or a committee chair
902 may delegate a portion of their powers or duties to another officer of SCS, or to another committee, or subcommittee,
903 or with the consent of the Board of Directors, to the paid staff of SCS. Notwithstanding any delegation, the ultimate
904 responsibility for the delegated duties and obligations shall remain with the delegator.

905

906 7.19 APPLICATION TO COMMITTEES - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise
907 provided in these Bylaws, in the resolution creating the committee or in the SCS Policies and Procedures. These
908 provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or
909 deliberations.

910

911 ARTICLE 8

912 ANNUAL AUDIT, REPORTS AND REMITTANCES

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914 SCS shall submit any reports and remittances required by the USA Swimming Corporate Bylaws, by the USA
915 Swimming Board of Directors, the President/CEO of USA Swimming or by any agreement between SCS and USA
916 Swimming. Reports required to be submitted to USA Swimming by SCS include annual financial and federal tax
917 reports and the annual audit or review.

918

919 ARTICLE 9

920 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

921

922 9.1 NON-PROFIT AND CHARITABLE PURPOSES – SCS is organized exclusively for charitable and educational
923 purposes and for the purpose of fostering national or international amateur sports competition within the meaning of
924 section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these Bylaws, SCS shall not, except to an
925 insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance of the purposes and
926 objectives of SCS or (2) engage in any activities not permitted to be carried on by: (A) a corporation exempt from
927 federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which contributions, gifts and
928 bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.

929

930 9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of SCS are irrevocably dedicated to the
931 purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of SCS
932 shall inure to the benefit of any private person or any member, officer or director of SCS.

933

934 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting
935 of the SCS House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so approved
936 shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes
937 to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.

938

939 9.4 DISSOLUTION – SCS may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of
940 Delegates. Upon dissolution, the net assets of SCS shall not inure to the benefit of any private individual,
941 unincorporated organization or corporation, including any member, officer or director of SCS, but shall be distributed
942 to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in
943 existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which
944 contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code,
945 the net assets of SCS shall be distributed to a corporation or other organization meeting those criteria and designated
946 by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

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INDEMNIFICATION

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10.1 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 10.3 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 additional insurance to that provided by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified Person.

10.2 EXCLUSION - The indemnification provided by this Article 10, 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 and 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 National Board of Review or the U.S. Center for SafeSport to have committed actions which would be the basis for such 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.

10.3 INDEMNIFIED PERSONS - As used in this Article 10, “Indemnified Person” shall mean any person who is or was a Board Member, Administrative Review Board 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.

977 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall
978 include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts
979 paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by SCS in advance of the
980 final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to SCS's
981 obligation to indemnify, SCS may require an undertaking from the Indemnified Person obliging him to repay such
982 sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of
983 swimming for compensation or other gain, if SCS determines that there is reasonable doubt as to such person's ability
984 to make any repayment, SCS shall not be obligated to make any payments in advance of the final determination. This
985 indemnification shall not be deemed to limit the right of SCS to indemnify any other person for any such expenses to
986 the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person
987 may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an
988 official capacity and as to action in another capacity while holding such office.

990
991 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who
992 has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians,
993 conservators, heirs, executors, administrators and trustees of the Indemnified Person.

994
995 ARTICLE 11

996 PARLIAMENTARY AUTHORITY

997
998 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern SCS and any of its constituent or
999 component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are
1000 not inconsistent with these Bylaws and any special rules of order SCS, the House of Delegates, the Board of Directors
1001 or its divisions, committees, etc., may adopt.

1002
1003 ARTICLE 12

1004 MISCELLANEOUS

1005 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by
1006 a final judicial decision to be, or as a result of a change in the law of the California become, illegal, invalid or
1007 unenforceable, the remainder of these Bylaws shall continue in full force and effect.

1008
1009 12.2 FISCAL YEAR - The fiscal year of SCS shall end on the last day of August.

1010 12.3 TAX STATUS: INTERPRETATION OF BYLAWS - It is intended that SCS shall have and continue to have the
1011 status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code and
1012 to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections
1013 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that SCS shall have that
1014 or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent
1015 possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.
1016

1017 ARTICLE 13

1018 ADMINISTRATIVE REVIEW BOARD

1019
1020
1021 13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under
1022 the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both
1023 federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable
1024 resolution of all disputes involving any of its members. This Article, together with Section 2.2 and the National
1025 Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual, are intended
1026 to provide a mechanism for resolving in an orderly and fair way all manner and kinds of disputes that may arise
1027 among its members in connection with the sport of swimming. Accordingly, SCS has established the Administrative
1028 Review Board to hear complaints and appeals regarding administrative matters within SCS which do not rise to the
1029 level of Code of Conduct violations and are not appeals of sanction decisions. The Administrative Review Board
1030 shall have no jurisdiction to hear complaints regarding conduct that may violate the USA Swimming Code of
1031 Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA Swimming, or conduct
1032 that may bring USA Swimming, SCS or the sport of swimming into disrepute. This Article, together with the
National Board

1033 of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual, is intended to provide
1034 a fair hearing before a group of independent and impartial people. This Article and the National Board of Review
1035 procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual shall be construed
1036 Accordingly.

1038 13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION

- 1039
- 1040 .1 Establishment - The Administrative Review Board of SCS shall be independent and impartial.
- 1041
- 1042 .2 Members - The Administrative Review Board shall have at least eight (8) regular members, six (6) of whom
1043 shall be a representative of one (1) of each of the Geo Committees and a sufficient number of
1044 Athlete Representatives to constitute at least twenty percent (20%) of the voting membership. At
1045 least three (3) members of the Administrative Review Board shall hear each case, with a sufficient number
1046 of Athlete Representatives to constitute at least twenty percent (20%) of its membership.
1047 No hearing shall proceed without the required athlete representation. The House of Delegates may increase
1048 the number of regular members by resolution but subsequent to the adoption of these Bylaws may only
1049 decrease the number of regular members upon the expiration of the term of office of any incumbent
1050 members.
- 1051
- 1052 .3 Election; Term of Office; Eligibility -
- 1053
- 1054 A. Election - The House of Delegates shall biennially elect regular members of the Administrative Review
1055 Board:
- 1056
- 1057 B. Term of Office - The term of office shall be two (2) years. Each member shall assume office upon
1058 election and shall serve until a successor takes office.
- 1059
- 1060 C. Eligibility - Each regular member of the Administrative Review Board shall be an Individual Member

1061 of SCS and USA Swimming. In no case shall members of the Board of Directors serve on the
1062 Administrative Review Board.

1063
1064 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the “Chair”) who
1065 must be a regular member, shall be elected biennially by a majority vote of the regular members of the
1066 Administrative Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the
1067 Administrative Review Board, each of whom must be regular members.

1068
1069 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect
1070 the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to
1071 achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers.
1072 Other meetings may be called by the Chair or any two (2) regular members. When meeting for
1073 administrative purposes, Section 7.19 shall apply to the Administrative Review Board.

1074
1075 .6 Participation Through Communications Equipment - Members of the Administrative Review Board may
1076 participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted,
1077 in whole or in part, through conference telephone or similar equipment by means of which all persons
1078 participating in the meeting can hear each other at the same time. Participation by these means shall
1079 constitute presence in person at such a meeting or hearing.

1080
1081 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty
1082 percent (50%) of its regular members.

1083
1084 .8 Resignations - Any regular member of the Administrative Review Board may resign by submitting a written
1085 resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the
1086 resignation. In the absence of a specified effective date, any such resignation shall take effect upon the
1087 appointment or election of a successor.
1088

1089 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant, or an officer
1090 becomes incapacitated shall be in accordance with Section 6.9.

1091
1092 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable
1093 or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular
1094 circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair,
1095 the Vice-Chair; or failing that, the General Chair) shall appoint an alternate member to act in the regular
1096 member's place in respect of that circumstance.
1097

1098 13.3 GENERAL
1099

1100 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:
1101 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
1102 B. establish policies, procedures and guidelines,
1103 C. elect the Chair,
1104 D. call regular or special meetings of the Administrative Review Board,
1105 E. retain attorneys, agents and independent contractors and employ those persons which the
1106 Administrative Review Board may determine are appropriate, necessary or helpful in the administration
1107 and conduct of its affairs, and
1108 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and
1109 conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
1110

1111
1112 .2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate
1113 reasonable rules and procedures consistent with the corporation laws of SCS with respect to any matter
1114 within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs.
1115 Such rules and procedures shall have the same force and effect as if they had been adopted as part of these
1116 Bylaws.

1117 .3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the
 1118 authority and powers of the Administrative Review Board and the decision of matters which are the subject
 1119 of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any
 1120 dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of
 1121 the Administrative Review Board's authority and power shall be solely in its discretion and the interests of
 1122 justice and the sport of swimming.

1123
 1124 .4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to
 1125 a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more
 1126 than ninety (90) days prior to the date the complaint is received. A determination not to exercise its
 1127 jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the
 1128 subject of a request for rehearing and, thereafter, appeal to the National Board of Review
 1129 in accordance with the National Board of Review Procedures, pursuant to Policy 26.0 of the USA
 1130 Swimming Operating Policy Manual.

1131
 1132 ARTICLE 14

1133 CONVENTIONS AND DEFINITIONS

1134

1135 14.1 CONVENTIONS

1136

1137 .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the
 1138 corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall
 1139 be deemed to be followed by the phrase "without limitation". The singular shall include the plural and the
 1140 plural shall include the singular as the context may require. Where the context permits, the term "or" shall
 1141 be interpreted as though it were "and/or". Captions have been used for convenience only and shall not be
 1142 used in interpreting the Bylaws.

1143

1144 .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall

1145 refer to SCS positions and not to USA Swimming or another organization.

1146
1147 .3 NOTICE DEEMED GIVEN, LAST KNOWN ADDRESS –

1148
1149 A. Notice by Email - Notice given and writings delivered by electronic mail to the last known email
1150 address shall be deemed given or delivered for all purposes under these Bylaws.

1151
1152 B. Last Known Email Address - For all purposes under these Bylaws, the last known email address of a
1153 member of SCS shall be the email address on file with SCS or in SWIMS.

1154
1155 C. Notice by Website Posting/Constant Contact – In conjunction with Notice by email, posting on the
1156 SCS Website and Constant Contact shall also be deemed as given or delivered notice for all purposes
under these Bylaws.

1157
1158
1159 .4 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time
1160 period (days or hours) shall not be included but the last period shall be included.

1161
1162 .5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the
1163 authority of these Bylaws shall be considered to have been waived if a member attends or participates in
1164 the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity,
1165 raising an objection of untimely or insufficient notice having been given for such meeting. If the member is
1166 a Group Member Representative, then the relevant Group Member shall be treated as having waived the
1167 untimely or insufficient notice to the same extent.
1168

1169
1170 14.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section,
1171 and the definitions of such terms are equally applicable both to the singular and plural forms.
1172
1173

- 1174 .1 ARTICLE - a principal subdivision of these Bylaws.
- 1175 .2 ARTICLES OF INCORPORATION - the document filed with the Secretary of State of California pursuant
1176 to which SCS was formed.
- 1177 .3 ATHLETE BOARD REPRESENTATIVE - an Athlete Member elected to represent athletes in the House
1178 of Delegates and on the Board of Directors.
- 1179 .4 ATHLETE REPRESENTATIVE - shall be (a) an athlete member in good standing; (b) currently competing
1180 or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event
1181 conducted by SCS or another LSC; and (c) have his or her place of permanent residence in the Territory and
1182 expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an
1183 institution of higher education).
- 1184 .5 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.
- 1185 .6 BOARD OF DIRECTORS - the Board of Directors of SCS.
- 1186 .7 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, SCS.
- 1187 .8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates
1188 and on the Board of Directors.
- 1189
- 1190 .9 GROUP MEMBER REPRESENTATIVE - The Group Member Representative must be a member in good
1191 standing with SCS and USA Swimming, attached to the group for 60 days prior to the HOD and be 18 years
1192 or older.
- 1193 .10 HOUSE OF DELEGATES - the House of Delegates of SCS as established by Article 4 of these Bylaws.
1194
- 1195 .11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of SCS
1196 is the Ex-Officio.
- 1197 .12 IRS CODE - the current United States Internal Revenue Code.
- 1198 .13 LOCAL SWIMMING COMMITTEE / LSC – SCS as defined by the USA Swimming Corporate Bylaws.
- 1199 .14 MEMBER - a Group Member or an Individual Member.
- 1200 .15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming was established
1201

1202 pursuant to in accordance with the National Board of Review Procedures, pursuant to Policy 26.0 of the
1203 USA Swimming Operating Policy Manual. Where the
1204 context requires, a reference to the National Board of Review shall include a reference to the USA
1205 Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.
1206 .17 POLICIES AND PROCEDURES - the principles, rules, and guidelines of SCS, as amended and adopted
1207 by the Board of Directors or the House of Delegates.
1208 .18 SCS – the California non-profit corporation to which these Bylaws pertain.
1209 .19 SECTION - a subdivision of the Articles of these Bylaws.
1210 .20 TERRITORY - the geographic territory over which SCS has jurisdiction as a Local Swimming Committee.
1211 .21 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national
1212 governing body for the United States for the sport of swimming.
1213 .22 WORLD AQUATICS - World Aquatics, formerly known as the Fédération Internationale de Natation
1214 (FINA), is the sole and exclusive world governing body for all Aquatics.

1215
1216
1217

V. 12/19/2023
