

The Governance/Nominating Committee(s) met at 7:30 p.m. Wednesday, September 9, 2020. In attendance were Jeri Marshburn, Chair, Judi Divan, Phil Yoshida, Cheryl Pearson, Mitch Gold, Jake Des Roches, Joan Choi, Chelsea Hong, and Terry Stoddard.

Jeri has sent out the proposed wording change for the ARB to include 1 from each GEO committee. So that 6 of the 8 would ensure participation by all GEO committees.

Judi has finished compiling all the Governance Committee recommended changes to CA Policies and Procedures and sent out to the committee; Jeri will have this posted on Friday, September 11.

Mitch discussed the proposed changes to Article 7 of the bylaws and sent out to the committee. Discussion of planning committee; currently planning committee is mostly involved with working with the age group and senior committees to bring them together and coordinate/consolidate. Consideration of whether the position would be a BOD member or a coordinator. Phil mentioned that one thing which is currently missing is a role of Camps and Clinics, which many other LSC's have. Discussion of how special events planning rolls into the Planning committee or coordinator.

Terry will be proposing that the Governance Committee be expanded from the current five to include a member from each GEO committee, so that the committee would have nine members, as per a recommendation to the HOD. His proposal is included below.

Mitch showed a proposed revision of the Southern California Swimming Athletes Organization. This needs to be reviewed by all.

Meeting concluded at 9 pm. Next meeting will be 9/16/20 at 7:30 pm.

13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION

.1 Establishment – The Administrative Review Board of CA shall be independent and impartial.

.2 Members – the Administrative Review Board shall have at least eight (8) regular members, **six (6) of whom shall be a representative of one (1) of each of the Geo Committees** and a sufficient number of athlete members to constitute at least twenty (20) % of the voting membership. At least three (3) members of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least twenty (20) % of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular members upon the expiration of the term of office of any incumbent members.

GOVERNANCE COMMITTEE

Recommended Changes to Southern California Policies and Procedures

RULES AND PROCEDURES

#P.1– P&P shall be modified to change all occurrences of “SCS” to “CA”.

GLOSSARY

#G.1 – Glossary must distinguish between an “Open Event” and an “Open Competition”.

PART ONE – GENERAL RULES AND PROCEDURES

- #1.3 – II.B.1 Change Eligibility – ~~“An individual member of the Corporation who has complied with USA Swimming 502.6 and any directives from the Corporation is a Coach member.”~~ to **“An individual member of USA Swimming who has complied with USA Swimming 502.6 and any directives from USA Swimming is a Coach member.”**
- #1.4 - II.B.2 states **“an SCS Coach member shall display his/her valid coach membership while on the deck at any SCS meet.”** CA no longer distributes laminated coach (or official cards). It can be very difficult to tell who is and who is not an active coach without a visible ID. Right now we are dependent on Deck Pass. Committee recommends that CA return to the use of laminated coach cards.
- #1.5 - II.C.5.j (2) ~~“At the discretion of the Committee, competition for 15 & Over shall be run in one of three formats...”~~ shall be changed to state **“Competition for 15 & Over shall be run in one of three formats...”**
- #1.6 - III.A.4 provides for acceptable proof of birthdate. Add the following:
“e. Driver’s License or Real ID for athletes 16 & Up”
- #1.7 - III.B.3 Amend from ~~““An athlete may not enter a pool for warm-up or competition without being a registered member of USA Swimming”~~ to **An athlete may not enter a pool for warm-up or competition without being a registered member of USA Swimming or FINA”**
- #1.8 - III.B.4.a Amend from ~~“For all age group competition, proof of birth date is required prior to competition.”~~ to **“For all age group competition, proof of birth date is required prior to competition. Proof of birthdate is the responsibility of the athlete's club.”**
- #1.9 - III.C.4.a If the current CIF unattached notice filed with the SCS office is a throw-away document (not required by CIF), we feel this document should be eliminated. Filing this document does not in any way unattach the swimmer at a competition.
- #1.10 - III.C.4.b Amend from ~~“An athlete must enter USA Swimming competition “unattached” during CIF season”~~ to **“An athlete must compete at each USA Swimming competition “unattached” during CIF season”**.
- #1.11 – III.C.4.c Amend from ~~“It is the athlete’s responsibility to check that his/her affiliation is “unattached” on all meet entries during CIF season”~~ to **“It is the athlete's responsibility to 'Unattach for CIF' at each USA Swimming meet during CIF season”**.
- #1.12 - IV.A.1 Remove the verbiage **“and will be distributed by meet sponsors.”**
- #1.13 - IV.A.2 Amend ~~“Meet forms”~~ to **“Meet forms and electronic entry files.”**
- #1.14 - IV.B Change ~~“NOTE: Additional Surcharge may be imposed based on pool rental”~~ to:
“NOTE: An additional Facility Surcharge may be imposed with prior Executive Board approval.”
- #1.15 - IV.C.1 Amend ~~“...swimmers may not participate...”~~ to **“swimmers shall not participate...”**
- #1.16 - IV.C.2. Add the following: **“A swimmer may enter 50 Free or 50 of stroke in which his/her half-distance time meets the time standard. Exceptions can be made with prior consultation with meet referee.”**
- #1.17 - IV.D.1 Amend ~~“Falsification of entry times can lead to disciplinary action.”~~ to **“Falsification of entry times shall lead to disciplinary action”**

- #1.18 - IV.D.4 Add the following for proof-of-time: **g. FINA meet results including FINA sanction number.**
- #1.19 - IV.D.4.f Strike out **“f. Dual meet results...”**
- #1.20 - IV.E.2 Add **“b. A coach may request the recording of an intermediate split by the CA Times Chair after the competition.”**
- #1.21 - IV.G.2. Modify from **“Meet entry deadline shall be WEDNESDAY, 5 PM, the week prior to the first day of the meet”** to **“Meet entry deadline shall conform to the date and time stated on the meet form.”**
- #1.22 - IV.1.B.3 Replace **“In timed finals competition, a swimmer must enter best recorded time”** to **“In timed finals competition, a swimmer shall enter best recorded time”**.
- #1.23 - V.B Replace **“With the exception of national championships meets held in SCS, spectator fees are normally not charged.”** to **“With the exception of the following meets held in CA, spectator fees are normally not charged. Exceptions are for national championships meets, CA Senior Circuit meets (Grand Challenge, SMOC, LAI), and Spring JO’s.”**
- #1.24 - V.C.3 Replace the verbiage **“Details of the Returned Check Policy are available from the SCS Office.”** with the following verbiage:

CA Returned Check Policy for checks written by teams or for team entry:

First returned check: \$50 fine, probation for three years (may continue to use team checks).

Second returned check (within three year period): double face amount of check (minimum \$50), extension of three year period from date of second check and requirement to pay by secured funds (ex: cashier’s check or money order) for three years.

After three years without a returned check, a team may use team checks to pay for fees and start over on returned check policy.
- #1.25 - VI.A.3 Discussion of the following phrase... **“Absent Board members shall be able to vote by written proxy at the time of the Board Meeting or by sending a written ballot to the Executive Director within two weeks prior to the Board meeting.”** The bylaws prohibit proxy votes.
- #1.26 - VI.C.2.a.1 Change **“subpart VI.C.3.g”** to **“subpart VI.C.3.d”**
- #1.27 - VI.C.2.a.2 Change **“subpart VI.C.3.i”** to **“subpart VI.C.3.f”**
- #1.28 - VI.C.2.b Eliminate VI.C.2.b (covered by VI.C.2.a.3)
- #1.29 - VI.C.2.c Eliminate VI.C.2.c (covered by VI.C.2.a.2)

PART TWO – RULES FOR THE CONDUCT OF THE COMPETITION

- #2.1 - 1.D – Change **“In SCS a race is considered to have started when the starter says, ‘Take your mark.’”** to **“In CA a race is considered to have started when the starter says ‘Take your mark’; the rise of the arm closes the event.”** to match National verbiage.
- #2.2 - 1.E – note that required timing configurations, number of buttons used, number of required timers, etc. may change due to Covid requirements; pending National.
- #2.3 - II.B.5 correct typo... change **“next to the his/her name”** to **“next to his/her name”**
- #2.4 - Strike IV.C **“The ‘Time Trial’ designation may be used to add an event or events to correct an entry form error upon approval of the Division chair in consultation with the Executive Director.”**
- #2.5 - II.V.A.1 change **“mailed to the address”** to **“mailed or emailed to the address”**... **If the mailing address is a PO Box, the meet form needs to list a hand-delivery address. Texted and/or scanned-and-emailed entries are not acceptable; If entering as an individual must use consolidated entry form (formerly called “white card”) and entry form and payment must be received together.**

- #2.6 - III.D.1.c Change "~~Failure to report to the blocks ("no show") shall be ruled if the athlete is not present when the referee blows the long whistle for the event or when the Referee calls for the first alternate.~~" to "Failure to report to the blocks ("no show") shall be ruled if the athlete is not present when the starter says 'Take your mark' or when the Referee calls for the first alternate."

PART THREE – RULES AND PROCEDURES FOR SENIOR COMPETITION

- #3.1 - I.A.1 change "~~non-consistent~~" to "non conforming"
- #3.2 - II.F.4 change from "~~If a club cannot prove the qualifying time, a \$25 fine will be assessed~~" to "If a club cannot prove the qualifying time, a \$25 fine will be assessed to the coach making the entry."

PART FOUR – RULES FOR AGE GROUP SWIMMING

- #4.1 - I.C.1 change "~~non-consistent~~" to "non conforming"
- #4.2 - I.E.2 change "5-10" to "5-12"
- #4.3 - I.E.3 change "11" to "13"
- #4.4 - I.E.4 change "11" to "13"
- #4.5 - New language per USA Swimming Rulebook 102.8 (will also affect Appendix "G")
"A Technical Suit is one that has the following components: a. Any suit with any bonded or taped seams regardless of its fabric or silhouette; or b. Any suit with woven fabric extending past the hips."
- #4.6 - II.A.1 and II.A.2 **"CA shall conduct short course and long course Junior Olympics for CA members annually and age groups shall be 10-Un, 11-12, 13-14 for Spring JO's and 10-Un, 11-12, 13-14, 15-Up for Summer JO's.**
- #4.7 - Change to only meters in CA JO relays for 15 & Older age group. There are no Yard 15 & Older relays in yards.
- #4.8 - II.A.10.a Certificates consolation 9-16 should be mandated only for 14-Under swimmers. 15-Up certificates may be provided at the request of the athlete.
- #4.9 - IV.B.1 Change from "~~An unattached athlete training may not swim relays~~" to "**An unattached athlete may not swim relays**".
- #4.10 - IV.C.5 and IV.C.6 modify verbiage to add Mixed relays as per USA Swimming recommended events
- #4.11 - IV.D Change "~~...failure of the relay to be present at the starting block by the start of its heat (no show), unless excused by the Meet Referee, will result in the removal of that club's relay from the next relay event in the meet for that age group and sex on that day or the next day of the meet.~~" to "... failure of the relay to be present at the starting block by the start of its heat (no show), unless excused by the Meet Referee, will result in the removal of that club's relay from the next relay event in the meet for that age group and gender." "Those members of the relay team who are present and ready to swim should report to the starting block before the race. They will be excused from any further penalty. The missing member or members shall be disqualified from their next individual event at the meet."

ARTICLE 7
DIVISIONS, AND COMMITTEES

7.1 ~~DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS-~~ The divisions of CA shall each be chaired as indicated below with respective duties, jurisdiction and responsibilities described in the CA 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~~ committee 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.

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

7.4 STANDING COMMITTEES

.1 ATHLETES COMMITTEE-

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

B. MEMBERS- The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board members and an Athlete of each Geographic Committee in compliance with the Geographic Committee's Policy and Procedures

C. DUTIES- The Athletes' Committee shall have general charge of the business and affairs of the Athletes of CA, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of the Athlete Members, CA, USA Swimming and the sport of swimming

.2 FINANCE COMMITTEE-

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

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

C. DUTIES—

(1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of CA'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 CA'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.

(2) To conduct recommend an independent auditor to conduct the required annual review or audit of the books of CA.

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

(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, 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 alternatives.

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

.3 GOVERNANCE COMMITTEE—

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

B. MEMBERS- The Governance Committee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of four non-athlete members and one athlete member. Each non-athlete member shall serve a four term, staggered so that one-fourth (1/4) of such members are appointed each year. The athlete member term shall be 2 years, No more than one-half (1/2) of the Governance Committee members shall be members of the CA Board of Directors at any given time. After completion of two consecutive terms, members are not eligible for reappointment to the Governance Committee until after a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation. In no case shall the General Chair serve on the Governance Committee.

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

C. DUTIES

(1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of CA;

- (2) To aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
- (3) To aid in the development of personnel practices procedure including job descriptions and annual review of staff;
- (4) To ensure that the Board's focus remains on the strategic plan;
- (5) To aid in the development of expectations and processes for accountability of Board members;
- (6) To develop criteria for the qualities and required characteristics of Board officers;
- (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members;
- (8) To nominate Board members, Administrative Review Board members, and chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed;
- (9) To publish the slate of candidates to the CA membership at least *twenty (20)* days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;
- (10) To design and implement Board orientation and an ongoing program of Board education and development; and
- (11) To lead periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

~~.4 OCCUPATIONAL RISK COMMITTEE~~

- A. ~~CHAIR~~— The chair shall be the Occupational Risk Committee Chair.
- B. ~~MEMBERS~~— The Committee shall be comprised of the Occupational Risk Committee Chair, at least five (5) members with a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member will be appointed by each geographical committee in compliance with their Policy and procedures. At least one member shall be a coach, and one shall be an athlete.
- C. ~~DUTIES~~— The duties shall be as outlined in the CAPolicies and Procedures.

.4 GEOGRAPHIC COMMITTEES

A. OBJECTIVE, TERRITORY AND JURISDICTION.

- (1) The objectives of the Geographic Committees shall be to promote a developmental swim program for age group swimmers, to provide training for meet officials, and to recruit and develop leadership personnel for the sport of swimming.
- (2) The territory of each Geographic Committee shall be established by the Board of Directors. The Planning Committee and the Age Group Committee shall recommend such changes that they may deem necessary to ensure reasonable competitive balance, manageable developmental

meets, and travel consistent with the prevailing economic conditions. Such changes should be presented to the Board of Directors. The address of a team's principal training pool shall determine Geographic Committee assignment.

(3) The Geographic Committees shall be responsible for planning their developmental age group meets in cooperation with the Age Group ~~Division~~ of SCS, the schedule of events to be swum in their meets to ensure the availability of adequate competitive opportunities for all age groups, skill levels and strokes/distances, and the implementation of Geographic wide programs authorized by SCS.

B. MEMBERS—Geographic Committee membership shall consist of:

(1) Group Members which are located within its boundaries.

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

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

(1) Each Group Member shall send a representative to the Geographic Committee meetings. Each Group Member shall have one vote on matters of business or elections regardless of the number of persons present.

(2) Executive Committee. The Geographic Committee Chair, Vice Chair, Secretary and the persons elected to serve on the SCS Senior, Age Group and Review Committees shall be empowered to act for the Geographic Committee between meetings.

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

(1) Titles. The elected officers are Chair, Vice Chair, Secretary and representatives to the Senior, Age Group, and Review Board. In addition, there shall be a coach representative elected by the Geographic Committee Coach Members and an older age group athlete representative (16 or older) selected by the Geographic Committee athletes.

(2) Eligibility. Only current members of USA Swimming and SCS are eligible to hold office.

(3) Nominations. The slate of officers to stand for election shall be prepared by a process of written nominations from club representatives. The Secretary shall publish the nominations fifteen (15) days in advance of the election and additional nominations may come from the floor.

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

(1) Annual. The annual meeting of each Geographic Committee shall be held within two weeks of the annual meeting of the SCS House of Delegates, with new officers' terms beginning no later than January 1 following.

(2) Regular. The regular meetings shall be within thirty (30) days following each meeting of the SCS Board of Directors and SCS House of Delegates and at such other time as deemed necessary by each Geographic Committee.

(3) Special Notice, Order of Business, Quorum and Rules of Order shall be consistent with these Bylaws.

.5 EXECUTIVE COMMITTEE

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

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

- (1) General Chair, who shall act as chair,
- (2) Administrative Vice-Chair,
- (3) Senior Vice-Chair
- (4) Age Group Vice-Chair
- (5) Secretary,
- (6) Finance Vice-Chair,
- (7) Coach Representative,
- (8) ~~Planning Chair~~
- (9) Senior Athlete Representative, and
- (10) Junior Athlete Representative.

C. ~~GEOGRAPHIC COMMITTEE REPRESENTATION~~- Each of the Six (6) Geographic Committees shall have a representative as a member of the Executive Committee. In the event that each Geographic Committee is not represented by the eight (8) Non-Athlete Officer Members of the Executive Committee, the General Chair shall appoint the Geographic Chair from the unrepresented Geographic Committee to serve until such time that the Geographic Committee represented by one of the eight (8) Non-Athlete Officer Members of the Executive Committee. Athlete membership as defined in 7.3 shall be maintained

D. ~~MEETINGS AND NOTICE~~- Meetings of the Executive Committee shall be held at any time or place within the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of three (3) days' notice required.

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

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

.6 SAFE SPORT COMMITTEE

.7 SENIOR COMMITTEE

.8 AGE GROUP COMMITTEE

.9 DIVERSITY, EQUITY, & INCLUSION COMMITTEE

.10 OFFICIALS COMMITTEE

7.5 DUTIES OF CHAIRS GENERALLY- The duties of the General Chair, ~~the division chairs~~, and committee chairs (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- .1 Preside at all meetings of the respective ~~division~~, committee or subcommittee;
- .2 See that all duties and responsibilities of the respective ~~division~~, committee or subcommittee in his or her charge are properly and promptly carried out;
- .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the ~~division or~~ committee, respectively;
- .4 Communicate with the General Chair, ~~respective division~~, committee or subcommittee members and the staff to keep them fully informed;
- .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the staff; and
- .6 Perform the other specific duties listed in CA's Policies and Procedures or as may be delegated by the General Chair, the respective ~~division chair or~~ committee chair, the Board of Directors or the House of Delegates.

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

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

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

7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS- Each Committee member shall have both voice and vote in their respective meetings.

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

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

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

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

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

7.15 NOTICES

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

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

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

7.17 VACANCIES- The determination of when the position of an appointed committee chair or committee member becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of the Board of Directors and the respective ~~division~~ committee chair, shall appoint a successor to serve until the conclusion of

the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.

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

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

To: SCS Board of Directors
From: Terry Stoddard, General Chair
Re: Proposal to change the SCS By Laws for the Governance Committee (GC)

Measurable objectives:

- Southern California Swimming's perspective vs. USA Swimming's perspective regarding the unique **"size and shape"** of our LSC vs others.
- Inclusive participation of all Six SCS Geographic Committees on the GC.
- Increase Athlete participation from one to two on the GC.
- Infuse Governance Experience by naming the Immediate Past General Chair or an experienced substitute on to the GC.
- Infuse the GC by choosing members with **"governance experience"**.

Recommendations:

Standing Committees 7.4.3 Governance Committee

B. Members – The Governance Committee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be composed of **nine (9)** members: ~~four~~ **six** non-athlete members, **one such member from each of the CA Geographic Committees; the Immediate Past General Chair or a former Past General Chair or a representative appointed by the General Chair if neither one are available** and ~~one~~ **two** athlete member(s). Each non-athlete member shall serve a four-year term, staggered so that ~~one-fourth (1/4) OF SUCH MEMBERS are appointed each year.~~ **one-third of such members will be appointed each year.**

C. Duties

- (8) To **assist the Nominating Committee with the process of** nominating Board members, Administrative Review Board members, and chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed;
- (9) To **assist the Nominating Committee with the process of** publishing the slate of candidates to the CA membership at least *twenty (20)* days prior to the election. Additional nominations may be made from

the floor of the House of Delegates by voting members of the House of Delegates;

- (10) To *assist the Board of Directors with the process of* designing and implementing Board orientation and an ongoing program of Board education and development; and

SOUTHERN CALIFORNIA SWIMMING ATHLETES ORGANIZATION

HOUSE OF DELEGATES

ATHLETE AT-LARGE HOUSE MEMBERS

At least 20% of Voting Power (38)
Voting Power=190

ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Members constitute at least 20% of the voting membership of the House of Delegates **shall be elected by the Athletes Committee** and shall hold office from the date of election through the conclusion of the annual meeting of the House of Delegates following such elected or until their successors are elected to the House of Delegates.

SCS BOD

ATHLETE AT-LARGE HOUSE MEMBERS

At least 20% of Voting Power (2)
Voting Power=18

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

ATHLETE REPRESENTATIVES (2)

ATHLETES COMMITTEE

ATHLETE REPRESENTITIVES (2) CHAIR

ATHLETE AT-LARGE HOUSE MEMBERS (38)

ATHLETE REPRESENTATIVES -

Two (2) Athlete Representatives shall be elected, one each year for a two-year term

GEOGRAPHIC COMMITTEE ATHLETE REP (6)

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