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 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 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 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

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

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

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

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

.4 ATHLETE AT-LARGE HOUSE REPRESENTATIVES - A sufficient number of Athlete Representatives to ensure that Athlete Representatives 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 elections or until their successors are elected to the House of Delegates.

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

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

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

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

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

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

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

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

.2 Review, modify and adopt the annual budget of SCS recommended by the Board of Directors.

.3 Call regular and special meetings of the House of Delegates.

.4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied on shall not be modified or rescinded.

.5 Establish joint administrative committees or undertake joint activities with other sports organizations where deemed helpful or necessary by SCS.

.6 Amend the Bylaws of SCS in accordance with Section 9.3; and

.7 Remove from office any persons elected by the House of Delegates (Board Members, members of the Administrative Review Board, or appointed committee chairs) who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National Board of Review for any of the reasons set forth in the National Board of Review Procedures, pursuant to the USA Swimming Operating Policy Manual. However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.

4.6. ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of SCS shall be held in the fall. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the House of Delegates or the Board of Directors.

4.7. SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least 25% of the voting group members of the House of Delegates.

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

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

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

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

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

4.13. NOTICES

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

.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.

ARTICLE 5

BOARD OF DIRECTORS

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

.1 General Chair
.2 Administrative Vice-Chair
.3 Finance Vice-Chair
.4 Coach Representative
.5 Athlete Representatives
.6 Secretary
.7 Treasurer
.8 Senior Vice-Chair
.9 Age Group Vice-Chair
.10 Planning Vice-Chair
.11 Safe Sport Committee Chair
.12 Representative of Each Geographic Committee (6)
.13 At-Large Athlete Representatives (As Needed)
.14 Disability, Diversity, Equity, & Inclusion Committee Chair (DDEI)
.15 Officials Committee Chair
.16 Open Water Committee Chair

5.2. AT-LARGE BOARD MEMBERS - A sufficient number of Athlete Representatives shall be appointed as At-Large Board Members such that Athlete Representatives constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time. The Athlete At-Large Board Representatives 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.

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

5.4. LIMITATIONS

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

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

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

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

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

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

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

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

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

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

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

.5 Cause the preparation and presentation to the House of Delegates to follow one week after USA House of Delegates of the annual budget of SCS and make a recommendation to the House of Delegates concerning the approval or disapproval thereof.

.6 Approve the annual review/audit.

.7 Call regular or special meetings of the Board of Directors or the House of Delegates.

.8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of SCS.

.9 Appoint other officers, agents, or committees to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the SCS Policies and Procedures or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee the power to appoint any such subordinate officers, agents, or committees and to prescribe their respective terms of office, authorities and duties.

.10 Remove from office any Board Members, committee chairs, committee members or coordinators of SCS who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National Board of Review for any of the reasons set forth in the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual. However, no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days' written notice specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.

5.7. MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By voting for a majority on a motion of a question of privilege, the Board of Directors may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board of Directors.

5.8. PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may participate in meetings of the Board of Directors 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.

5.9. REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors.

5.10. SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the Board of Directors or the General Chair fail to call regular meetings, or should a special meeting be appropriate or helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.

5.11. QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.

5.12. VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other proposal the effect of which is to override policy or program established by the House of Delegates shall be determined by a two-thirds vote after at least fourteen (14) days' written notice.

5.13. PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.

5.14. ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of

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

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

5.16. NOTICES

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

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

ARTICLE 6

OFFICERS AND DIRECTORS

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

.1 General Chair

.2 Administrative Vice-Chair

.3 Finance Vice-Chair

.4 Senior Vice Chair

.5 Age Group Vice-Chair

.6 Secretary

.7 Treasurer

.8 Planning Vice-Chair

.9 Safe Sport Committee Chair

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

.11 Officials Committee Chair

.12 Open Water Committee Chair

6.2. OTHER DIRECTORS

.1 ATHLETE REPRESENTATIVES

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

A. be an athlete member in good standing.

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

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

D. have their place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The balloting shall take place via electronic vote and/or at a meeting called for that purpose by the Senior Athlete Board 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. Athlete Board Representative elected shall be determined by a majority of the Club Athlete Representatives.

.2 COACH REPRESENTATIVE

A Coach Representative shall be elected, in even years for a two (2) year term, or until a successor is elected. The election of the Coach Representatives shall be conducted at conclusion of the annual meeting of the House of Delegates and determined by a majority vote of the Coach members present and voting, or, failing that, at a time and place and in a manner designated by the Board of Directors.

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

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

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

6.3. ELIGIBILITY - Only Individual Members of USA Swimming in good standing with SCS and USA Swimming shall be eligible to hold office and must maintain their eligibility throughout their term of office. Any individual who has served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or USA Swimming's Safe Sport program (unless that period of ineligibility was later entirely overturned) will be deemed ineligible to serve.

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

6.5. OFFICES SPLIT OR COMBINED

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

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

6.6. TERMS OF OFFICE

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

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

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

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

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

6.9. VACANCIES AND INCAPACITIES

.1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General Chair's temporary or permanent incapacity, the Administrative Vice Chair shall become the acting General Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving as acting General Chair, the Administrative Vice Chair shall vacate the office of Administrative Vice Chair, except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the Administrative Vice Chair as acting General Chair for the duration of the absence.

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

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

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

6.11. OFFICERS' POWERS GENERALLY

.1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair Finance Vice-Chair each may sign and execute in the name of SCS deeds, mortgages, bonds, contracts, agreements or other instruments duly authorized by the SCS Policies and Procedures, the Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures or is required by law to be otherwise executed.

Additional signing authority may be provided by standing resolutions of the Board of Directors or the House of Delegates.

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

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

6.12. DEPOSITORIES AND BANKING AUTHORITY

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

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

ARTICLE 7

DIVISIONS, AND COMMITTEES

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

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 SCS 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

Representatives of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Board 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 Board Representative or their designee shall be the chair of the committee.

B. MEMBERS - The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board Representatives and an Athlete Representative from each of the six (6) Geographic Committees 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 SCS, and shall undertake such activities as:

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

(2) undertaken by the Committee as being in the best interests of the Athlete Members, SCS, 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 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.

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

(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 equipment needed and make a determination and recommendation of the best financing method.

(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.

(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 and committee chairs shall promptly provide 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 the advice and consent of the Board of Directors. The Committee shall be composed of nine (9) members: seven (7) non-athlete members - one (1) such member from each of the six (6) SCS Geographic Committees, and a representative appointed by the General Chair - and two (2) Athlete Representatives. Each non-athlete member shall serve a four (4) year term, staggered so that approximately one-fourth (1/4) of such members will be appointed each year. The athlete's Representatives' term shall be two (2) years. No more than one-half (1/2) of the Governance

Committee members shall be members of the SCS Board of Directors at any given time. After completion of two (2) consecutive terms, members are not eligible for re-appointment to the Governance Committee until after a lapse of two (2) 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 or paid staff serve on the Governance Committee.

C. 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.

D. DUTIES

(1) To lead in the evaluation of the mission and vision statement of SCS

(2) To lead in the annual evaluation of the Bylaws of SCS

(3) To lead in the biennial review of all SCS governance documents

(4) To aid in the development of operating policies and procedures regarding conflict of interest

(5) To ensure that the Board's focus remains on the strategic plan.

(6) To lead in the development and review of the job descriptions of Board officers.

(7) To lead Board succession planning by assessing current and anticipated needs of the Board

(8) To lead in the identification and recruitment of potential Board members

(9) To nominate Board members, and chair positions to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed.

(10) To publish the slate of candidates for the SCS 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.

(11) To design and implement Board and Chair orientation; and

(12) To design and implement an ongoing program of Board and Chair education and development

.4 GEOGRAPHIC COMMITTEES

A. OBJECTIVE, TERRITORY AND JURISDICTION

(1) The objectives of the Geographic Committees shall, but not limiting itself to the objectives of SCS, 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 Senior 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 with the advice of the affected Geographic Committees. The address of a team's principal training pool shall determine Geographic Committee assignment.

(3) The Geographic Committees shall be responsible for planning their committee meets in cooperation with the Age Group and Senior Committees. The schedule of events to be in their meets shall ensure the availability of adequate competitive opportunities for all age groups, skill levels and strokes/distances, and the implementation of Geographic Committee 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.

(3) A sufficient number of Geographic Committee Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

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

.5 EXECUTIVE COMMITTEE

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

(9) Senior Athlete Representative, and

(10) Junior Athlete Representative.

C. 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, with the advice and consent of the Board of Directors, a Geographic Committee Representative 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 according to Section 4.8 of these bylaws, 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

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

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

C. DUTIES - The Safe Sport Committee shall have general charge of the Safe Sport program, and facilitate creating an abuse-free, safe, healthy, and positive environment for all of its members through the development and implementation of Minor Athlete Abuse Prevention and Anti-Bullying policies, Safe Sport Best Practices, and Athlete Protection Training, and to plan, implement and coordinate USA Swimming's commitment to safeguard the physical, mental and emotional well-being of all of its members, with an emphasis on the welfare of its athlete members.

.7 SENIOR COMMITTEE

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

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

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

.8 AGE GROUP COMMITTEE

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

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

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

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

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

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

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

.10 OFFICIALS COMMITTEE

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

B. MEMBERS - The Officials Committee shall be appointed by the Officials Committee Chair and shall consist of the Officials Committee Chair(s) and the Officials Representatives of each of the six (6) Geographic Committees in compliance with the Geographic Committee's Policy and Procedures, and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%)

of the voting membership of the Committee. Athlete Representatives shall be selected by the Athletes' Committee. The Official's Committee shall consist of both Dry (Administrative) and Wet (deck) side Officials.

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

.11 OPEN WATER COMMITTEE

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

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

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

.12 PLANNING COMMITTEE

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

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

(1) Planning Vice-Chair

(2) Age Group Vice-Chair

(3) Senior Vice Chair

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

(5) Officials Committee representative

(6) Senior Athlete Board Representative

(7) Junior Athlete Board Representative

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

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

C. DUTIES - The Planning Vice-Chair serves as a conduit between the SCS Age Group and Senior Committees, collaborates with the SCS Age Group Vice-Chair and Senior Vice-Chair to create the SCS calendars, prepares and distributes the bid packets for SCS meets, and runs the annual SCS bid meeting. The Planning Vice Chair is also responsible for running the annual SCS Planning meeting.

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 their charge are properly and promptly carried out.

.3 Appoint such committees or subcommittees 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 SCS'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 SCS Policies and Procedures.

7.7. REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or subcommittees of SCS 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 subcommittees, other than a Personnel Committee meeting shall be open to all members of SCS. 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 subcommittee 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 subcommittee.

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 the 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 a 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 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 SCS, or to another committee, or subcommittee, or with the consent of the Board of Directors, to the paid staff of SCS. 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 SCS Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or deliberations.

ARTICLE 8

ANNUAL AUDIT, REPORTS AND REMITTANCES

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

reports and the annual audit or review.

ARTICLE 9

ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

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

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

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

9.4. DISSOLUTION – SCS may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of Delegates. Upon dissolution, the net assets of SCS shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of SCS, but shall be distributed to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which

contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, the net assets of SCS shall be distributed to a corporation or other organization meeting those criteria and designated by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

ARTICLE 10

INDEMNIFICATION

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.

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

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

ARTICLE 11

PARLIAMENTARY AUTHORITY

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

ARTICLE 12

MISCELLANEOUS

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

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

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

ARTICLE 13

ADMINISTRATIVE REVIEW BOARD

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

13.2. ADMINISTRATIVE REVIEW BOARD ORGANIZATION

.1 Establishment - The Administrative Review Board of SCS 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 Representatives to constitute at least twenty percent (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 Representatives to constitute at least twenty percent (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.

.3 Election; Term of Office; Eligibility

A. Election - The House of Delegates shall biennially elect regular members of the Administrative Review Board:

B. Term of Office - The term of office shall be two (2) years. Each member shall assume office upon election and shall serve until a successor takes office.

C. Eligibility - Each regular member of the Administrative Review Board shall be an Individual Member of SCS and USA Swimming. In no case shall members of the Board of Directors serve on the Administrative Review Board.

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

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

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

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

.8 Resignations - Any regular member of the Administrative Review Board may resign by submitting a written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the resignation.

In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.

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

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

13.3. GENERAL

.1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,

B. establish policies, procedures and guidelines,

C. elect the Chair,

D. call regular or special meetings of the Administrative Review Board,

E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and

F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

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

.3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority

and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.

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

ARTICLE 14

CONVENTIONS AND DEFINITIONS

14.1. CONVENTIONS

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

.2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to SCS positions and not to USA Swimming or another organization.

.3 NOTICE DEEMED GIVEN, LAST KNOWN ADDRESS –

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

B. Last Known Email Address - For all purposes under these Bylaws, the last known email address of a

member of SCS shall be the email address on file with SCS or in SWIMS.

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

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

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

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

.1 ARTICLE - a principal subdivision of these Bylaws.

.2 ARTICLES OF INCORPORATION - the document filed with the Secretary of State of California pursuant to which SCS was formed.

.3 ATHLETE BOARD REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and on the Board of Directors.

.4 ATHLETE REPRESENTATIVE - shall be (a) an athlete member in good standing; (b) currently competing or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event conducted by SCS or another LSC; and (c) have their place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education).

.5 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.

.6 BOARD OF DIRECTORS - the Board of Directors of SCS.

.7 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for SCS.

.8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and on the Board of Directors.

.9 GROUP MEMBER REPRESENTATIVE - The Group Member Representative must be a member in good standing with SCS and USA Swimming, attached to the group for 60 days prior to the HOD and be 18 years or older.

.10 HOUSE OF DELEGATES - the House of Delegates of SCS as established by Article 4 of these Bylaws.

.11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of SCS is the Ex-Officio.

.12 IRS CODE - the current United States Internal Revenue Code.

.13 LOCAL SWIMMING COMMITTEE / LSC – SCS as defined by the USA Swimming Corporate Bylaws.

.14 MEMBER - a Group Member or an Individual Member.

.15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming was established pursuant to in accordance with the National Board of Review Procedures, pursuant to the USA Swimming Operating Policy Manual. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors where that body is acting upon an appeal from the National Board of Review.

.16 POLICIES AND PROCEDURES - the principles, rules, and guidelines of SCS, as amended and adopted by the Board of Directors or the House of Delegates.

.17 SCS – the California non-profit corporation to which these Bylaws pertain.

.18 SECTION - a subdivision of the Articles of these Bylaws.

.19 TERRITORY - the geographic territory over which SCS has jurisdiction as a Local Swimming Committee.

.20 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.

.21 WORLD AQUATICS - the international governing body for the sport of swimming.