

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 FINA, USA Swimming, and SCS and its Articles of Incorporation.

1.3 GEOGRAPHIC TERRITORY - The geographic territory of SCS is as set forth in Article 603 of the USA Swimming Rules and Regulations. SCS shall be divided into geographic committees as listed in the SCS Rules and Regulations.

1.4 JURISDICTION – SCS shall have jurisdiction over the sport of swimming as delegated to it as a Local Swimming Committee by USA Swimming to conduct swimming programs consistent with SCS’s objectives and those of USA Swimming and to sanction, approve, observe and oversee competitive swimming events within the Territory and to conduct competitive swimming events within the Territory, its Region and its Zone (as those terms are defined in Part Six of the USA Swimming Rules and Regulations). SCS shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA Swimming in accordance with these Bylaws, the USA Swimming Rules and Regulations and all applicable policies and procedures.

1.5 COMPLIANCE WITH USA SWIMMING AGREEMENTS – SCS shall comply with all agreements between SCS and USA Swimming.

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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 Part Four of the USA Swimming Rules and Regulations.

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.

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ARTICLE 3

DUES AND FEES

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

3.2 SANCTION, APPROVAL AND OTHER FEES

.1 SANCTION AND APPROVAL FEES - The SCS Board of Directors shall establish reasonable fees, procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming competition to be conducted within the Territory.

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

.3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and any service charges specified by SCS. If any of the sanction or approval fees or service charges are due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service charges to SCS when due in accordance with SCS's fee schedule.

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

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

ARTICLE 4

HOUSE OF DELEGATES

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

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

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

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

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110 .4 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete
111 Members constitute at least 20% of the voting membership of the House of Delegates shall be elected by the
112 Athletes Committee and shall hold office from the date of election through the conclusion of the annual

113 meeting of the House of Delegates following such elected or until their successors are elected to the House of
114 Delegates.

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

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

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

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

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

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

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

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

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

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

170 4.8 MEETING LOCATION AND TIME - All meetings of the House of Delegates, (regular or special), shall be held at
171 any date, time, and place, including via conference equipment, as may be fixed in the notice of such meeting. Notice
172 shall be posted on the SCS website at least thirty (30) days prior to the meeting. The Board of Directors (BOD) shall
173 determine by vote how such meetings shall take place; either in person, by conference equipment or a combination of
174 any of these. The House of Delegates or the full Board of Directors shall determine the location and time of all
175 meetings of the House of Delegates.

176 .1 PARTICIPATION THROUGH CONFERENCE EQUIPMENT - Members of the House of Delegates may
177 participate in meetings of the House of Delegates through conference equipment by means of which all
178 persons participating in the meeting, both in person and through such conference equipment, can hear each
179 other at the same time. Participation by such means shall constitute presence at a meeting.

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181 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of SCS.
182 Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of SCS shall be deliberated and decided
183 in a closed session that only House of Delegates members may attend. By a majority vote, the House of Delegates
184 may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any
185 member of the House of Delegates.

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

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

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

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196 4.13 NOTICES

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198 .1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of
199 Delegates for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the
200 various permitted means of notice.

201

202 .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the
203 House of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an
204 expected purpose is the amendment of the Bylaws, a copy of the proposed amendment shall be included in
205 the notice. Failure to have included in the notice any germane amendments subsequently adopted by the
206 House of Delegates at the noticed meeting shall not be the basis for any claim that the amendments as so
207 adopted are invalid.

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ARTICLE 5

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BOARD OF DIRECTORS

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212 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, and representatives of
213 SCS, together with those additional members designated in Sections 5.2 and 5.3:

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215 .1 General Chair

216 .2 Administrative Vice-Chair

217 .3 Finance Vice-Chair

218 .4 Coach Representative

219 .5 Athlete Representatives (2)

220 .6 Secretary

221 .7 Treasurer

222 .8 Senior Vice-Chair

223 .9 Age Group Vice-Chair

- 224 .10 Planning Vice-Chair
- 225 .11 Safe Sport Committee Chair
- 226 .12 Representative of Each Geographic Committee (6)
- 227 .13 At-Large Athlete Representatives (As Needed)
- 228 .14 Diversity, Equity, & Inclusion Committee Chair
- 229 .15 Officials Committee Chair
- 230 .16 Open Water Committee Chair

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232 5.2 AT-LARGE BOARD MEMBERS -, A sufficient number of athlete members shall be appointed as At-Large Board
 233 Members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors
 234 at any given time. The Athlete At-Large Board Members shall meet the same requirements as the Athlete
 235 Representatives set forth in Section 6.2.1 and shall hold office from the date of their appointment through the
 236 conclusion of the second annual meeting of the House of Delegates following such appointment, or until their
 237 successors are appointed.

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239 5.3 EX-OFFICIO MEMBERS - The immediate past General Chair shall be an ex-officio member of the Board of
 240 Directors.

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242 5.4 LIMITATIONS

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244 .1 No more than two Members of any Group Member shall serve on the Board of Directors at any time. This
 245 limitation shall be applied separately to Athlete Members and Non-Athlete Members.

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247 .2 No employee of SCS may serve as a voting member of the Board of Directors.

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249 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and
 250 individuals shall be as follows:

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252 .1 BOARD MEMBERS - Each Board Member (other than the ex-officio member) shall have both voice and
253 vote in meetings of the Board of Directors and its committees.

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255 .2 EX-OFFICIO BOARD MEMBER - Unless entitled to vote under another provision of these Bylaws, the
256 ex-officio member shall have voice but no vote in meetings of the Board of Directors and its committees.

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258 .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard
259 at the discretion of the presiding officer.

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261 5.6 DUTIES AND POWERS - The Board of Directors shall act for SCS and the House of Delegates during the intervals
262 between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative
263 Review Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions
264 taken are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or
265 rescission. In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere
266 in these Bylaws, the Board of Directors shall have the power and it shall be its duty to:

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268 .1 Establish and direct policies, procedures and programs for SCS.

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270 .2 Oversee the conduct by the officers and staff of SCS of the day-to-day management of the affairs of SCS.

271

272 .3 Elect Athlete At-Large Board Members if they are not elected in a timely fashion.

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274 .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws
275 or the SCS Policies and Procedures.

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277 .5 Cause the preparation and presentation to the House of Delegates to follow one week after USA House of
278 Delegates of the annual budget of SCS and make a recommendation to the House of Delegates concerning
279 the approval or disapproval thereof.

- 280 .6 Approve the annual review/audit.
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- 282 .7 Call regular or special meetings of the Board of Directors or the House of Delegates.
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- 284 .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary
285 or appropriate to conduct the affairs of SCS.
- 286 .9 Appoint other officers, agents, or committees to hold office for the terms specified. These appointees shall
287 have the authority and perform the duties as provided in these Bylaws, the SCS Policies and Procedures or
288 as may be provided in the resolutions appointing them, including any powers of the Board of Directors as
289 may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not
290 provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee
291 the power to appoint any such subordinate officers, agents, or committees and to prescribe their respective
292 terms of office, authorities and duties; and
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- 294 .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of SCS
295 who were appointed/elected by the Board and who have failed to attend to their official duties or member
296 responsibilities or have done so improperly, or who would be subject to penalty by the National Board of
297 Review for any of the reasons set forth in Part Four of the USA Swimming Rules and Regulations. However,
298 no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty
299 (30) days' written notice specifying the alleged deficiency in the performance of the member's
300 responsibilities or specific official duties or other reasons and an opportunity to respond in writing within
301 twenty (20) days to such allegations.
302
- 303 5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal,
304 taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled
305 to attend. By a majority vote on a motion of a question of privilege, the Board of Directors may decide to go into
306 closed session on any matter deserving of confidential treatment or of personal concern to any member of the Board
307 of Directors.

- 308 5.8 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of the Board of Directors may
309 participate in meetings of the Board of Directors through conference equipment by means of which all persons
310 participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence
311 at a meeting.
- 312 5.9 REGULAR MEETINGS - Regular meetings of the Board of Directors shall be held in accordance with a schedule
313 adopted by the Board of Directors.
314
- 315 5.10 SPECIAL MEETINGS - Special meetings of the Board of Directors may be called by the General Chair. Should the
316 Board of Directors or the General Chair fail to call regular meetings, or should a special meeting be appropriate or
317 helpful, a meeting of the Board of Directors shall be called at the written request of any three (3) Board Members.
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- 319 5.11 QUORUM - A quorum of the Board of Directors shall consist of a majority of the voting members.
320
- 321 5.12 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
322 propositions coming before the Board of Directors shall be determined by a majority vote. A motion, order or other
323 proposal the effect of which is to override policy or program established by the House of Delegates shall be determined
324 by a two-thirds vote after at least fourteen (14) days' written notice.
325
- 326 5.13 PROXY VOTE - Voting by proxy in any meeting of the Board of Directors shall not be permitted.
327
- 328 5.14 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of the Board of
329 Directors may be taken without a meeting if all the Board Members entitled to vote consent to the action in writing
330 and the written consents are filed with the records of the respective meetings. These consents shall be treated for all
331 purposes as votes taken at a meeting.
332
- 333 5.15 MAIL/EMAIL VOTE - Any action that may be taken at any regular or special meeting of the Board of Directors,
334 except elections, or removals of appointed Board members, committee chairs and members, may be taken without a
335 meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email,

336 shall distribute a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed
 337 action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less
 338 than the period specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be
 339 valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes
 340 a majority of the votes entitled to be cast.

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342 5.16 NOTICES

343

344 .1 TIME - Not less than seven (7) days' written notice shall be given to each Board Member for any annual,
 345 regular or special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)

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347 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special
 348 meetings, the expected purpose.

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ARTICLE 6

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OFFICERS AND DIRECTORS

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353 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting
 354 for a two (2) year term. During ODD years, officers elected are Administrative Vice-Chair, Age Group Vice-Chair,
 355 Finance Vice-Chair, Safe Sport Committee Chair, DEI Committee Chair, and Officials Committee Chair. During
 356 EVEN years, officers elected are General Chair, Treasurer, Senior Vice-Chair, Planning Vice-Chair, Open Water
 357 Committee Chair, and Secretary

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.1 General Chair

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.2 Administrative Vice-Chair

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.3 Finance Vice-Chair

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.4 Senior Vice-Chair

362

.5 Age Group Vice-Chair

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.6 Secretary

- 364 .7 Treasurer
- 365 .8 Planning Vice-Chair
- 366 .9 Safe Sport Committee Chair
- 367 .10 Diversity, Equity, & Inclusion Committee Chair
- 368 .11 Officials Committee Chair
- 369 .12 Open Water Committee Chair

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371 6.2 OTHER DIRECTORS

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373 .1 ATHLETE REPRESENTATIVES

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

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A. be an athlete member in good standing.

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

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C. be currently competing, or have competed within the three (3) immediately preceding years, in the
 380 program of swimming conducted by SCS or another LSC; and

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

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

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The Athlete Representatives elected shall be determined by a majority of the Club Athlete
 388 Representatives.

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390 .2 COACH REPRESENTATIVE

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

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

395 .3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS

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

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

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402 6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with SCS and USA Swimming shall
403 be eligible to hold office and must maintain their eligibility throughout their term of office.

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405 6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only
406 have one (1) vote, regardless of the number of positions held by such Member.

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408 6.5 OFFICES SPLIT OR COMBINED

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410 .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair and
411 Treasurer, may be held jointly by two (2) Individual Members. Two (2) individuals who are sharing an
412 office shall share one (1) vote.

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414 .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office
415 except that the offices of Finance Vice-Chair and Treasurer may not be combined.

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417 6.6 TERMS OF OFFICE

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419 .1 TERM OF OFFICE - The terms of office for all members of the Board of Directors shall be two (2) years.

- 420 .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon
421 election or appointment and shall serve until a successor is chosen.
- 422 .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no Individual Member
423 who has served two (2) successive terms shall be eligible for re-election or appointment to the same position
424 until a lapse of one (1) term. A portion of any term served to fill a vacancy in the position shall not be
425 considered in the computation of this successive term's limitation.
426
- 427 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the
428 House of Delegates and the Board of Directors and as defined in these Bylaws, the SCS Policies and Procedures, and
429 applicable state laws.
430
- 431 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of
432 Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such
433 resignation shall take effect upon the appointment or election of a successor.
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- 435 6.9 VACANCIES AND INCAPACITIES
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- 437 .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General
438 Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General
439 Chair until an election can be held at the next meeting of the House of Delegates to fill the remaining term,
440 if any, of the former General Chair, or until the General Chair ceases to suffer from any temporary
441 incapacity. While serving as acting General Chair, the Administrative Vice-Chair shall vacate the office of
442 Administrative Vice-Chair, except in the case of the General Chair's temporary incapacity. If the General
443 Chair is to be absent from the Territory, the General Chair may, but is not obligated to, designate the
444 Administrative Vice-Chair as acting General Chair for the duration of the absence.
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- 446 .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the
447 event of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative

448 or Coach Representative, or person who has been elected, the General Chair may appoint, with the advice
449 and consent of the Board of Directors, an eligible member to serve the remainder of the term of office or
450 until the respective body shall elect a successor.

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452 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes
453 vacant, or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the
454 House of Delegates with the advice and consent of the electing body. The determination as to when the
455 General Chair is temporarily incapacitated shall be made, where the circumstances permit, by the General
456 Chair and otherwise shall be within the discretion of the Board of Directors, subject to any subsequent action
457 by the House of Delegates.

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459 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with Sections 4.5.7 and 5.6.10 of these
460 Bylaws.

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462 6.11 OFFICERS' POWERS GENERALLY

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464 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair
465 Finance Vice-Chair each may sign and execute in the name of SCS deeds, mortgages, bonds, contracts,
466 agreements or other instruments duly authorized by the SCS Policies and Procedures, the Board of Directors
467 or the House of Delegates, except in cases where the signing and execution thereof shall be expressly
468 delegated by the Board of Directors to another officer or agent, expressly requires two or more signatures
469 or is required by law to be otherwise executed. Additional signing authority may be provided by standing
470 resolutions of the Board of Directors or the House of Delegates.

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472 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties
473 as prescribed in the SCS Policies and Procedures or by the House of Delegates, the Board of Directors, the
474 General Chair, the respective division chair, the delegating officer, or these Bylaws.

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476 .3 DELEGATION - Officers of SCS may delegate any portion of their powers or duties to an individual or a
477 committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other
478 without the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of
479 withdrawal or wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise
480 provided in these Bylaws and with the consent of the Board of Directors any officer may delegate any
481 portion of that officer's powers or duties to the paid staff of SCS. A delegation of powers or duties shall not
482 relieve the delegating officer of the ultimate responsibility to see that these duties and obligations are
483 properly executed or fulfilled.
484

485 6.12 DEPOSITORIES AND BANKING AUTHORITY

486
487 .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of SCS shall be deposited to its credit in
488 the banks, trust companies, other depositories or custodians, investment companies or investment
489 management companies as the Board of Directors determines.
490

491 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and
492 all notes or other evidences of indebtedness issued in the name of SCS shall be signed by the General Chair,
493 the Treasurer or other officer or officers or agent or agents of SCS, and in the manner, as shall be determined
494 by the Finance Vice-Chair or the Board of Directors.
495

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ARTICLE 7

501

DIVISIONS, AND COMMITTEES

502

503 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS

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

- 506
- 507 .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
- 508 .2 AGE GROUP DIVISION - Age Group Vice-Chair
- 509 .3 SENIOR DIVISION - Senior Vice-Chair
- 510 .4 FINANCE DIVISION - Finance Vice-Chair
- 511 .5 ATHLETES DIVISION - Senior Athlete Representative
- 512 .6 COACHES DIVISION - Coach Representative
- 513 .7 PLANNING DIVISION - Planning Vice-Chair

514

515 7.2 APPOINTED CHAIRS AND COORDINATORS

516

517 .1 APPOINTED CHAIRS - The chairs of all other committees shall be appointed by the General Chair with
 518 the advice and consent of the Board of Directors and the respective division chair. The appointed committee
 519 chair shall assume office upon appointment, or the date designated by the General Chair and shall serve
 520 until a successor is appointed and assumes office.

521

522 .2 The following Committee Chairs/Coordinators shall be appointed by the General Chair with the advice and
 523 consent of the Board of Directors.

524

525 (1) Operational Risk Management Coordinator

526 (2) Disability Coordinator

527

528 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of
 529 Delegates are each authorized to establish additional committees to meet programming needs. Except as otherwise
 530 provided in these Bylaws or the SCS Policies and Procedures, members of each committee shall be appointed by the
 531 General Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete

532 members of each committee shall be appointed by the General Chair with the advice of the Senior Athlete
533 Representative. Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every
534 committee. The division chair shall be an ex-officio member, with voice and vote, of each committee within the
535 respective division.

536 7.4 STANDING COMMITTEES

537

538 .1 ATHLETES COMMITTEE

539

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

541

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

545

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

548

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

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

552

553 .2 FINANCE COMMITTEE

554

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

556

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

560 Committee.

561

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

563

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

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

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

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

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

580

581 .3 GOVERNANCE COMMITTEE

582

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

585

586 B. MEMBERS - The Governance Committee members shall be appointed by the General Chair with the
587 advice and consent of the Board of Directors. The Committee shall be composed of nine (9) members:

588 seven (7) non-athlete members - one (1) such member from each of the six (6) SCS Geographic
589 Committees, and a representative appointed by the General Chair - and two (2) athlete members. Each
590 non-athlete member shall serve a four (4) year term, staggered so that approximately one-fourth (1/4)
591 of such members will be appointed each year. The athlete's member term shall be two (2) years. No
592 more than one-half (1/2) of the Governance Committee members shall be members of the SCS Board
593 of Directors at any given time. After completion of two (2) consecutive terms, members are not eligible
594 for re-appointment to the Governance Committee until after a lapse of two (2) years. A portion of any
595 term served to fill a vacancy in the position shall not be considered in the computation of the successive
596 term limitation. In no case shall the General Chair serve on the Governance Committee.

597
598 C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall
599 consist of a majority of its voting members. For all other meetings, a quorum shall consist of those
600 members present and voting.

601
602 D. DUTIES

- 603 (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of SCS.
604 (2) To aid in the development of operating policies regarding conflict of interest (Board and staff),
605 document retention, ethics, whistle-blower, procurement, contract review, grievance and other
606 employment-related practices, etc.
607 (3) To aid in the development of personnel practices procedure including job descriptions and annual
608 review of staff.
609 (4) To ensure that the Board's focus remains on the strategic plan.
610 (5) To aid in the development of expectations and processes for accountability of Board members.
611 (6) To develop criteria for the qualities and required characteristics of Board officers.
612 (7) To lead Board succession planning by assessing current and anticipated needs for Board
613 composition and identifying and recruiting potential Board members.
614 (8) To nominate Board members, and chair positions to be elected by the House of Delegates consistent
615 with the matrix of skills, demographics, and talents needed.

- 616 (9) To publish the slate of candidates for the SCS membership at least twenty (20) days prior to the
617 election. Additional nominations may be made from the floor of the House of Delegates by voting
618 members of the House of Delegates.
- 619 (10) To assist the Board of Directors with the process of designing and implementing Board orientation
620 and an ongoing program of Board education and development; and
- 621 (11) To lead periodic assessment of the Board's performance (as a whole and of individual members)
622 and make recommendations to enhance Board effectiveness.

623

624 .4 GEOGRAPHIC COMMITTEES

625

626 A. OBJECTIVE, TERRITORY AND JURISDICTION

627

- 628 (1) The objectives of the Geographic Committees shall, but not limiting itself to the objectives of
629 SCS, promote a developmental swim program for age group swimmers, to provide training for
630 meet officials, and to recruit and develop leadership personnel for the sport of swimming.
- 631 (2) The territory of each Geographic Committee shall be established by the Board of Directors. The
632 Senior Committee and the Age Group Committee shall recommend such changes that they may
633 deem necessary to ensure reasonable competitive balance, manageable developmental meets, and
634 travel consistent with the prevailing economic conditions. Such changes should be presented to
635 the Board of Directors with the advice of the affected Geographic Committees. The address of a
636 team's principal training pool shall determine Geographic Committee assignment.
- 637 (3) The Geographic Committees shall be responsible for planning their committee meets in
638 cooperation with the Age Group and Senior Committees. The schedule of events to be in their
639 meets shall ensure the availability of adequate competitive opportunities for all age groups, skill
640 levels and strokes/distances, and the implementation of Geographic Committee wide programs
641 authorized by SCS.

642

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

644

645

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

646

(2) Individual athletes in SCS competing in an unattached status will, at the time of registration, be

647

assigned to a specific Geographic Committee and must compete in meets developed by that

648

Committee or to which that Committee is invited.

649

(3) A sufficient number of Geographic Committee Athlete Representatives so as to constitute at least

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twenty percent (20%) of the voting membership of the Committee.

651

652

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

653

Geographic Committee Board.

654

655

(1) Each Group Member shall send a representative to the Geographic Committee meetings. Each

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Group Member shall have one vote on matters of business or elections regardless of the number

657

of persons present.

658

(2) Geographic Executive Committee. The Geographic Committee Chair, Vice-Chair, Secretary and

659

the persons elected to serve on the SCS Senior, Age Group and Review Committees shall be

660

empowered to act for the Geographic Committee between meetings.

661

662

.5 EXECUTIVE COMMITTEE

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664

A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act

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for the Board of Directors and SCS between meetings of the Board and the House of Delegates.

666

Limitations to the authority and power of the Executive Committee shall be determined by the Board

667

of Directors and included in the SCS Policies and Procedures.

668

669

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

670

671

(1) General Chair, who shall act as chair,

- 672 (2) Administrative Vice-Chair,
673 (3) Senior Vice-Chair
674 (4) Age Group Vice-Chair
675 (5) Secretary,
676 (6) Finance Vice-Chair,
677 (7) Coach Representative,
678 (8) Planning Vice-Chair
679 (9) Senior Athlete Representative, and
680 (10) Junior Athlete Representative.

681

682 C. COMMITTEE REPRESENTATION - Each of the Six (6) Geographic Committees shall have a
683 representative as a member of the Executive Committee. In the event that each Geographic Committee
684 is not represented by the eight (8) Non-Athlete Officer Members of the Executive Committee, the
685 General Chair shall appoint, with the advice and consent of the Board of Directors, a Geographic
686 Committee Representative from the unrepresented Geographic Committee to serve until such time that
687 the Geographic Committee represented by one of the eight (8) Non-Athlete Officer Members of the
688 Executive Committee. Athlete membership as defined in 7.3 shall be maintained.

689

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

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

695

696 F. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the
697 Board of Directors, the Executive Committee shall make a report of its activities since the last Board
698 of Director's meeting for ratification or prospective modification or rescission, provided, however, that
699 any action of the Executive Committee upon which a third party may have relied (e.g., by signing, or

700 authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or
701 the House of Delegates.

702

703 .6 SAFE SPORT COMMITTEE

704

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

706

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

711

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

719

720

721 .7 SENIOR COMMITTEE

722

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

724

725 B. MEMBERS - The Senior Committee shall consist of the Senior Vice-Chair and the Senior
726 Representatives of each of the six (6) Geographic Committees in compliance with the Geographic
727 Committee's Policy and Procedures and a sufficient number of athletes so as to constitute at least

728 twenty percent (20%) of the voting membership of the Committee.

- 729
- 730 C. DUTIES - The Senior Committee shall have general charge of the affairs of the committee that
- 731 develops and conducts the senior swimming program of SCS to include meet management of all
- 732 senior swimming meets and events. The Senior Vice-Chair also serves as liaison to the Athlete
- 733 Representative Committee.

734

735 .8 AGE GROUP COMMITTEE

- 736
- 737 A. CHAIR - The Chair shall be the Age Group Vice-Chair
- 738
- 739 B. MEMBERS - The Age Group Committee shall consist of the Age Group Vice-Chair and the Age
- 740 Group Representatives of each of the six (6) Geographic Committees in compliance with the
- 741 Geographic Committee's Policy and Procedures and a sufficient number of athletes so as to constitute
- 742 at least twenty percent (20%) of the voting membership of the Committee.
- 743
- 744 C. DUTIES - In conjunction with the Coaches Rep through a selection process determine "Age Group
- 745 Coach of The Year" Provide guidance on selection of coaches. Discuss and provide recommendations
- 746 to the HOD to help improve swimming in Southern California. Communicate to their respective
- 747 committees on Upcoming Events in regard to Age Group swimming.

748

749 .9 DIVERSITY, EQUITY, & INCLUSION COMMITTEE

- 750
- 751 A. CHAIR - The Chair shall be the Diversity, Equity, & Inclusion Committee Chair.
- 752
- 753 B. MEMBERS - The Diversity, Equity, & Inclusion Committee shall consist of the Diversity,
- 754 Equity, & Inclusion Committee Chair, and the Diversity, Equity, & Inclusion Representatives of
- 755 each of the six (6) Geographic Committees in compliance with the Geographic Committee's

756 Policy and Procedures and a sufficient number of athletes so as to constitute at least twenty
757 percent (20%) of the voting membership of the Committee.

- 758
- 759 C. DUTIES - The Diversity, Equity, & Inclusion Committee shall promote, develop and improve
760 competitive swimming through education, support and opportunities for participation to a diverse
761 swimming community, and to inspire and provide quality opportunities for our members to
762 achieve excellence in the sport of competitive swimming, and to assist SCS in creating a culture
763 of inclusion and opportunity for people of diverse backgrounds, including, but not limited to,
764 race, age, income, ethnicity, religion, gender, and sexual orientation.

765

766 .10 OFFICIALS COMMITTEE

- 767
- 768 A. CHAIR - The Chair shall be the Officials Committee Chair
- 769
- 770 B. MEMBERS - The Officials Committee shall be appointed by the Officials Committee Chair/Officials
771 Executive Committee and shall consist of the Officials Committee Chair(s) and the Officials
772 Representatives of each of the six (6) Geographic Committees in compliance with the Geographic
773 Committee's Policy and Procedures, and a sufficient number of athletes so as to constitute at least
774 twenty percent (20%) of the voting membership of the Committee. Athlete Representatives shall be
775 selected by the Athletes' Committee. The Official's Committee shall consist of both Dry
776 (Administrative) and Wet (deck) side Officials.
- 777 C. DUTIES - To manage the SCS Officials by conducting programs to recruit, educate, train, and
778 mentor, certify and discipline when needed, a diverse team of USA/SCS Swimming officials to
779 provide the highest quality and consistent officiating for athletes at all levels of swimming, and
780 provide advice and direction on interpretations of SCS Swimming Competition rules.

781

782 .11 OPEN WATER COMMITTEE

783

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

785

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

790

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

795

796 .12 PLANNING COMMITTEE

797

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

799

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

801

802 (1) Planning Vice-Chair

803 (2) Age Group Vice-Chair

804 (3) Senior Vice-Chair

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

806 (5) Officials Committee representative

807 (6) Senior Athlete Representative

808 (7) Junior Athlete Representative

809 (8) Plus, a sufficient number of athletes so as to constitute at least twenty percent (20%) of the voting
810 membership of the committee

811

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

816 7.5 DUTIES OF CHAIRS GENERALLY - The duties of the General Chair, the division chairs, and committee chairs (in
817 addition to those provided elsewhere in these Bylaws) shall be as follows:

818

819 .1 Preside at all meetings of the respective division, committee or subcommittee.

820

821 .2 See that all duties and responsibilities of the respective division, committee or subcommittee in his or her
822 charge are properly and promptly carried out.

823

824 .3 Appoint such committees or subcommittees as may be necessary to fulfill the duties and responsibilities of
825 the division or committee, respectively.

826

827 .4 Communicate with the General Chair, respective division, committee or subcommittee members and the
828 staff to keep them fully informed.

829

830 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each
831 meeting and forward reports or minutes of all meetings to the staff; and

832

833 .6 Perform the other specific duties listed in SCS's Policies and Procedures or as may be delegated by the
834 General Chair, the respective division chair or committee chair, the Board of Directors or the House of
835 Delegates.

836

837 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the
838 committees shall be prescribed by the SCS Policies and Procedures.

839

- 840 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or subcommittees of SCS
841 shall be held as determined by the respective vice-chairs or committee or subcommittee chair.
842
- 843 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and subcommittees, other than a Personnel
844 Committee meeting, shall be open to all members of SCS. Matters relating to personnel, disciplinary action, legal,
845 taxation and similar affairs shall be deliberated and decided in a closed session that only the respective members are
846 entitled to attend. By a majority vote, a committee or subcommittee may decide to go into closed session on any matter
847 deserving of confidential treatment or of personal concern to any member of the committee or subcommittee.
848
- 849 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each committee member shall have both voice
850 and vote in their respective meetings.
851
- 852 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee
853 may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the
854 written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote
855 taken at a meeting.
856
- 857 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate
858 in a meeting of the committee or through conference equipment by means of which all persons participating in the
859 meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
860
- 861 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a
862 committee, a quorum of any committee shall consist of those members present.
863
- 864 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
865 propositions coming before a committee shall be determined by a majority vote.
866
- 867 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.

868

869 7.15 NOTICES

870

871 .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a
872 committee, not less than five (5) days' written notice shall be given for any meeting of the committee.

873 .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.

874

875 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to
876 the General Chair or the Board of Directors specifying an effective date of the resignation. If such a date is not
877 specified, the resignation shall take effect upon the appointment of a successor.

878

879 7.17 VACANCIES - The determination of when the position of an appointed committee chair or committee member
880 becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the
881 Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent
882 of the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of
883 the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair, or an
884 appointment may be made for the duration of the temporary incapacity.

885

886 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, or a committee chair
887 may delegate a portion of their powers or duties to another officer of SCS, or to another committee, or subcommittee,
888 or with the consent of the Board of Directors, to the paid staff of SCS. Notwithstanding any delegation, the ultimate
889 responsibility for the delegated duties and obligations shall remain with the delegator.

890

891 7.19 APPLICATION TO COMMITTEES - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise
892 provided in these Bylaws, in the resolution creating the committee or in the SCS Policies and Procedures. These
893 provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or
894 deliberations.

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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.

924 9.4 DISSOLUTION – SCS may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the House of
925 Delegates. Upon dissolution, the net assets of SCS shall not inure to the benefit of any private individual,
926 unincorporated organization or corporation, including any member, officer or director of SCS, but shall be distributed
927 to USA Swimming, to be used exclusively for educational or charitable purposes. If USA Swimming, is not then in
928 existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code and to which
929 contributions, bequests and gifts are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code,
930 the net assets of SCS shall be distributed to a corporation or other organization meeting those criteria and designated
931 by the House of Delegates at the time of dissolution, to be used exclusively for educational or charitable purposes.

933 ARTICLE 10

934 INDEMNIFICATION

935
936 10.1 INDEMNITY – SCS shall indemnify, protect and defend, in the manner and to the full extent permitted by law, any
937 Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not by
938 or in the right of SCS, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that
939 the Indemnified Person bears or bore one or more of the relationships to SCS specified in Section 10.3 and was acting
940 or failing to act in one or more of those capacities or reasonably believed that to be the case. Where specifically
941 required by law, this indemnification shall be made only as authorized in the specific case upon a determination, in
942 the manner provided by law, that indemnification of the Indemnified Person is proper in the circumstances. SCS may,
943 to the full extent permitted by law, purchase additional insurance to that provided by USA Swimming, and maintain
944 insurance on behalf of any Indemnified Person against any liability that could be asserted against the Indemnified
945 Person.

946
947 10.2 EXCLUSION - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose
948 otherwise indemnified conduct is finally determined to have been in bad faith, self- dealing, gross negligence, wanton
949 and willful disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the
950 USA Swimming Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor
951 and lesser crimes) involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors

952 or similar offenses, or who is found by the National Board of Review or the U.S. Center for SafeSport to have
953 committed actions which would be the basis for such a conviction and, in each case, the otherwise indemnifiable
954 conduct (or failure to act) was, or was directly related to, the predicate acts of the conviction or finding.

955

956 10.3 INDEMNIFIED PERSONS - As used in this Article 10, "Indemnified Person" shall mean any person who is or was
957 a Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach,
958 committee chair or member, volunteer, employee or agent of SCS, or is or was serving at the direct request of SCS as
959 a director, officer, Group Member Representative, meet director, official, coach, committee chair or member,
960 volunteer, employee or agent of another person or entity involved with the sport of swimming.

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962 10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall
963 include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts
964 paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by SCS in advance of the
965 final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to SCS's
966 obligation to indemnify, SCS may require an undertaking from the Indemnified Person obliging him to repay such
967 sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of
968 swimming for compensation or other gain, if SCS determines that there is reasonable doubt as to such person's ability
969 to make any repayment, SCS shall not be obligated to make any payments in advance of the final determination. This
970 indemnification shall not be deemed to limit the right of SCS to indemnify any other person for any such expenses to
971 the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any Indemnified Person
972 may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an
973 official capacity and as to action in another capacity while holding such office.

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975 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who
976 has died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians,
977 conservators, heirs, executors, administrators and trustees of the Indemnified Person.

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PARLIAMENTARY AUTHORITY

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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 the 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

1008 federal laws. These laws require USA Swimming to establish and maintain provisions for the swift and equitable
1009 resolution of all disputes involving any of its members. This Article, together with Section 2.2 and Part Four of the
1010 USA Swimming Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way
1011 all manner and kinds of disputes that may arise among its members in connection with the sport of swimming.
1012 Accordingly, SCS has established the Administrative Review Board to hear complaints and appeals regarding
1013 administrative matters within SCS which do not rise to the level of Code of Conduct violations and are not appeals of
1014 sanction decisions. The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct
1015 that may violate the USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and
1016 regulations adopted by USA Swimming, or conduct that may bring USA Swimming, SCS or the sport of swimming
1017 into disrepute. This Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to
1018 provide a fair hearing before a group of independent and impartial people. This Article and Part Four of the Rules
1019 shall be construed accordingly.

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1021 13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION

- 1022
1023 .1 Establishment - The Administrative Review Board of SCS shall be independent and impartial.
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1025 .2 Members - The Administrative Review Board shall have at least eight (8) regular members, six (6) of whom
1026 shall be a representative of one (1) of each of the Geo Committees and a sufficient number of athlete
1027 members to constitute at least twenty percent (20%) of the voting membership. At least three (3) members
1028 of the Administrative Review Board shall hear each case, with a sufficient number of athlete members to
1029 constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required
1030 athlete representation. The House of Delegates may increase the number of regular members by resolution
1031 but subsequent to the adoption of these Bylaws may only decrease the number of regular members upon the
1032 expiration of the term of office of any incumbent members.
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1034 .3 Election; Term of Office; Eligibility -
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- 1036 A. Election - The House of Delegates shall biennially elect regular members of the Administrative Review
1037 Board:
- 1038
- 1039 B. Term of Office - The term of office shall be two (2) years. Each member shall assume office upon
1040 election and shall serve until a successor takes office.
- 1041
- 1042 C. Eligibility - Each regular member of the Administrative Review Board shall be an Individual Member
1043 of SCS and USA Swimming. In no case shall members of the Board of Directors serve on the
1044 Administrative Review Board.
- 1045
- 1046 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who
1047 must be a regular member, shall be elected biennially by a majority vote of the regular members of the
1048 Administrative Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the
1049 Administrative Review Board, each of whom must be regular members.
- 1050
- 1051 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect
1052 the Chair, to adopt rules and procedures and to conduct other business as may be helpful or necessary to
1053 achieve the purposes of the Administrative Review Board and efficiently exercise its duties and powers.
1054 Other meetings may be called by the Chair or any two (2) regular members. When meeting for
1055 administrative purposes, Section 7.19 shall apply to the Administrative Review Board.
- 1056
- 1057 .6 Participation Through Communications Equipment - Members of the Administrative Review Board may
1058 participate in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted,
1059 in whole or in part, through conference telephone or similar equipment by means of which all persons
1060 participating in the meeting can hear each other at the same time. Participation by these means shall
1061 constitute presence in person at such a meeting or hearing.
- 1062
- 1063 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty

1064 percent (50%) of its regular members.

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1066 .8 Resignations - Any regular member of the Administrative Review Board may resign by submitting a written
1067 resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the
1068 resignation. In the absence of a specified effective date, any such resignation shall take effect upon the
1069 appointment or election of a successor.

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1071 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant, or an officer
1072 becomes incapacitated shall be in accordance with Section 6.9.

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1074 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable
1075 or unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular
1076 circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair,
1077 the Vice-Chair; or failing that, the General Chair) shall appoint an alternate member to act in the regular
1078 member's place in respect of that circumstance.

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1080 13.3 GENERAL

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1082 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:
1083 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
1084 B. establish policies, procedures and guidelines,
1085 C. elect the Chair,
1086 D. call regular or special meetings of the Administrative Review Board,
1087 E. retain attorneys, agents and independent contractors and employ those persons which the
1088 Administrative Review Board may determine are appropriate, necessary or helpful in the administration
1089 and conduct of its affairs, and
1090 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and
1091 conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.

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.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.

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.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.

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.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 pursuant to Part Four of the USA Swimming Rules and Regulations.

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ARTICLE 14

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CONVENTIONS AND DEFINITIONS

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14.1 CONVENTIONS

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.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

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1120 be deemed to be followed by the phrase “without limitation”. The singular shall include the plural and the
1121 plural shall include the singular as the context may require. Where the context permits, the term “or” shall
1122 be interpreted as though it were “and/or”. Captions have been used for convenience only and shall not be
1123 used in interpreting the Bylaws.

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1125 .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall
1126 refer to SCS positions and not to USA Swimming or another organization.

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1128 .3 NOTICE DEEMED GIVEN, LAST KNOWN ADDRESS –

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1130 A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and
1131 addressed to the last known address shall be deemed given or delivered upon the postmark date for all
1132 purposes under these Bylaws.

1133 B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email
1134 address shall be deemed given or delivered for all purposes under these Bylaws.

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1136 C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email
1137 address of a member of SCS shall be the mail or email address on file with SCS or in SWIMS.

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1139 .4 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time
1140 period (days or hours) shall not be included but the last period shall be included.

1141 .5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the
1142 authority of these Bylaws shall be considered to have been waived if a member attends or participates in
1143 the meeting to which such notice referred or to which notice was lacking without, at the earliest opportunity,
1144 raising an objection of untimely or insufficient notice having been given for such meeting. If the member is
1145 a Group Member Representative, then the relevant Group Member shall be treated as having waived the
1146 untimely or insufficient notice to the same extent.

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1148 14.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section,
1149 and the definitions of such terms are equally applicable both to the singular and plural forms.

1150 .1 ARTICLE - a principal subdivision of these Bylaws.

1151 .2 ARTICLES OF INCORPORATION - the document filed with the Secretary of State of California pursuant
1152 to which SCS was formed.

1153 .3 ATHLETE REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of
1154 Delegates and on the Board of Directors.

1155 .4 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.

1156 .5 BOARD OF DIRECTORS - the Board of Directors of SCS.

1157 .6 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, ~~CA~~.

1158 .7 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates
1159 and on the Board of Directors.

1160 .8 FINA - the Federation Internationale de Natation, the international governing body for the sport of
1161 swimming.

1162 .9 GROUP MEMBER REPRESENTATIVE - The Group Member Representative must be a member in good
1163 standing with SCS and USA Swimming, attached to the group for 60 days prior to the HOD and be 18 years
1164 or older.

1165 .10 HOUSE OF DELEGATES - the House of Delegates of SCS as established by Article 4 of these Bylaws.

1166 .11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of SCS
1167 is the Ex-Officio.
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1169 .12 IRS CODE - the current United States Internal Revenue Code.

1170 .13 LOCAL SWIMMING COMMITTEE / LSC – SCS as defined by the USA Swimming Corporate Bylaws.

1171 .14 MEMBER - a Group Member or an Individual Member.

1172 .15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming was established
1173 pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference
1174 to the National Board of Review shall include a reference to the USA Swimming Board of Directors when
1175 that body is acting upon an appeal from the National Board of Review.

- 1176 .16 POLICIES AND PROCEDURES - the principles, rules, and guidelines of SCS, as amended and adopted
1177 by the Board of Directors or the House of Delegates.
- 1178 .17 SECTION - a subdivision of the Articles of these Bylaws.
- 1179 .18 TERRITORY - the geographic territory over which SCS has jurisdiction as a Local Swimming Committee.
- 1180 .19 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national
1181 governing body for the United States for the sport of swimming.
- 1182 .20 SCS - the California nonprofit corporation to which these Bylaws pertain.

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1184 V. 3/11/2023