

**Generally, those items in italics represent optional wording. End notes may be read by hovering over the end note number. (Alternatively, end notes may be printed out and referenced as they are encountered.) Endnotes provide additional options, limitations, or information.**

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

## **REQUIRED LSC BYLAWS**

### ARTICLE 1

#### NAME, OBJECTIVES, TERRITORY AND JURISDICTION

1.1 NAME - The name of the corporation shall be Pacific Swimming, Inc. (PC).

1.2 OBJECTIVES - The objectives and primary purpose of Pacific Swimming shall be the education, instruction and training of individuals to develop and improve their capabilities in the sport of swimming. Pacific Swimming 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 Pacific Swimming and its Articles of Incorporation.

1.3 GEOGRAPHIC TERRITORY - The geographic territory of Pacific Swimming is as set forth in Article 603 of the USA Swimming Rules and Regulations. Pacific Swimming shall be divided into 5 Zones as listed in the Pacific Swimming Rules and Regulations.

1.4 JURISDICTION - Pacific Swimming 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 Pacific Swimming'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). Pacific Swimming 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 - Pacific Swimming shall comply with all agreements between Pacific Swimming and USA Swimming.

### ARTICLE 2

#### MEMBERSHIP

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

- 35 .1 MEMBERS - A Member's status is subject to the Member's continued satisfaction of the criteria for membership  
36 and compliance with the Member's responsibilities under these Bylaws, the USA Swimming Rules and Regulations,  
37 the rules, regulations, policies, procedures and code of conduct of Pacific Swimming and USA Swimming.  
38 .2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in Pacific Swimming and USA Swimming is a  
39 privilege and shall not be interpreted as a right. Membership may be terminated by the Zone Board of Review, the  
40 National Board of Review, or the U.S. Center for SafeSport in accordance with Part Four of the USA Swimming  
41 Rules and Regulations.

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43 2.2 MEMBERS' RESPONSIBILITIES

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45 .1 COMPLIANCE - Each Group and Individual Member shall abide by the codes of conduct and ethics, policies,  
46 procedures, rules and regulations adopted by USA Swimming and Pacific Swimming, including its obligations and  
47 responsibilities set forth in these Bylaws.  
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49 .2 RESPONSIBILITY FOR INFRACTIONS - A Group Member or Individual Member, as defined in USA Swimming  
50 Rules and Regulations, may be held responsible for infractions of the policies, procedures, rules, regulations or  
51 codes of conduct or ethics adopted by USA Swimming or Pacific Swimming, including its responsibilities as set  
52 forth in these Bylaws.

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54 ARTICLE 3  
55 DUES AND FEES

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57 3.1 MEMBERSHIP FEES - Membership fees shall be as established in the USA Swimming Corporate Bylaws. Local fees, as  
58 permitted, shall be as established by the Pacific Swimming Board of Directors.

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60 3.2 SANCTION, APPROVAL AND OTHER FEES

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62 .1 SANCTION AND APPROVAL FEES - The Pacific Swimming Board of Directors shall establish reasonable fees,  
63 procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming  
64 competition to be conducted within the Territory.  
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66 .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the Pacific Swimming Board of  
67 Directors may establish a reasonable service charge consistent with the nature of the event.  
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69 .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and  
70 any service charges specified by Pacific Swimming. If any of the sanction or approval fees or service charges are  
71 due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service  
72 charges to Pacific Swimming when due in accordance with Pacific Swimming's fee schedule.  
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74 .4 FINES - The Pacific Swimming Board of Directors may establish fines for noncompliance with policies adopted by  
75 the Pacific Swimming House of Delegates and/or the Board of Directors.

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77 3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws  
78 (Delinquent Dues and Fees).

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ARTICLE 4  
HOUSE OF DELEGATES

83 4.1 MEMBERS - The House of Delegates of Pacific Swimming shall consist of the Group Member Representatives, the Board  
84 of Director Members, the committee chairs and coordinators as listed in Rules and Regulations, the Non-Athlete At-Large  
85 House Members, and Athlete At-Large House Members appointed or elected.

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87 .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its  
88 membership a Group Member Representatives and one alternate. The appointment shall be in writing, addressed to  
89 the Secretary of Pacific Swimming and duly certified by the chief executive officer or secretary of the appointing  
90 Group Member. The appointing Group Member may withdraw one or more of its Group Member Representatives  
91 or one or more of its alternates and substitute a new Group Member Representatives or new alternates by written  
92 notice, addressed to the Secretary of Pacific Swimming and signed by the chief executive officer or secretary of the  
93 appointing Group Member. The representatives of any Group Member are not required to be Individual Members  
94 of Pacific Swimming or USA Swimming.

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96 .2 BOARD OF DIRECTORS - Board of Director Members as designated in Article 5.

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98 .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of Delegates  
99 may be appointed as At-Large House Members by the General Chair with the advice and consent of the Board of  
100 Directors. At-Large House Members shall hold office from the date of appointment through the conclusion of the  
101 annual meeting of the House of Delegates following such appointment or until their successors are appointed to the  
102 House of Delegates.

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104 .4 ATHLETE AT-LARGE HOUSE MEMBERS - A sufficient number of athletes to ensure that Athlete Members  
105 constitute at least 20% of the voting membership of the House of Delegates shall be elected by the Athletes  
106 Committee and shall hold office from the date of election through the conclusion of the annual meeting of the House  
107 of Delegates following such election or until their successors are elected to the House of Delegates.

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109 .5 OTHER MEMBERS - The committee chairs and coordinators as listed in Rules and Regulations shall serve as  
110 members of Pacific Swimming House of Delegates.

111 (1) Club Development

112 (2) Scheduling

- 113 (3) Personnel
- 114 (4) Camp Coordinator
- 115 (5) Immediate Past General Chair
- 116 (6) Registration
- 117 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members
- 118 of the House of Delegates.
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- 120 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have
- 121 one vote regardless of the number of positions held by such member.
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- 123 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates
- 124 and of individuals shall be as follows:
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- 126 .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND
- 127 OTHER MEMBERS - Each of the Group Member Representatives other than those of Seasonal Clubs, Leagues
- 128 and Booster Clubs, the Board Members, the At-Large House Members and other members shall have both voice
- 129 and vote in meetings of the House of Delegates.
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- 131 .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the
- 132 House of Delegates and its committees and be heard at the discretion of the presiding officer.
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- 134 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures and programs.
- 135 In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate
- 136 Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:
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- 138 .1 Elect the officers, At-Large Board Members, and members of the Administrative Review Board;
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- 140 .2 Review, modify and adopt the annual budget of Pacific Swimming recommended by the Board of Directors;
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- 142 .3 Call regular and special meetings of the House of Delegates;
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- 144 .4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any
- 145 action or authorization by the Board of Directors with respect to contracts or upon which any person may have
- 146 relied shall not be modified or rescinded;
- 147 .5 Establish joint administrative committees, or undertake joint activities with other sports organizations where
- 148 deemed helpful or necessary by Pacific Swimming;
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- 150 .6 Amend the Bylaws of Pacific Swimming in accordance with Section 9.3; and
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152 .7 Remove from office any persons elected by the House of Delegates (Board Members, members of the  
153 Administrative Review Board, or committee chairs or coordinators) who have failed to attend to their official  
154 duties or member responsibilities or have done so improperly, or who would be subject to penalty by the Zone  
155 Board of Review for any of the reasons set forth in Article 404.1.3 of USA Swimming Rules and Regulations.  
156 However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary  
157 or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the  
158 member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within  
159 twenty (20) days to such allegations.  
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161 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of Pacific Swimming shall be  
162 held in the spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the  
163 Board of Directors.  
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165 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the  
166 General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or  
167 should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed  
168 by at least five (5) group members of the House of Delegates.  
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170 4.8 MEETING LOCATION AND TIME - All meetings of the House of Delegates shall take place at a site within the Territory.  
171 The Board of Directors shall determine the location and time of all meetings of the House of Delegates.  
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173 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of Pacific  
174 Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of Pacific Swimming shall be  
175 deliberated and decided in a closed session which only House of Delegates members may attend. By a majority vote, the  
176 House of Delegates may decide to go into closed session on any matter deserving of confidential treatment or of personal  
177 concern to any member of the House of Delegates.  
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179 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.  
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181 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other  
182 propositions coming before the House of Delegates shall be determined by a majority vote.  
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184 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.  
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186 4.13 NOTICES  
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188 .1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of Delegates  
189 for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted  
190 means of notice.

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

ARTICLE 5  
BOARD OF DIRECTORS

5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and representatives of Pacific Swimming, 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(s)
- .5 Athlete Representatives (2)
- .6 Secretary
- .7 Treasurer
- .8 Program Operations Vice-Chair
- .9 Program Development Vice-Chair
- .10 Safe Sport Coordinator
- .11 One At-Large Athlete Board Member from each Zone
- .12 Zone Chairs
- .13 Diversity, Inclusion & Disability Chair
- .14 Officials Chair
- .15 Senior Chair
- .16 Age Group Chair

5.2 AT-LARGE BOARD MEMBERS - The House of Delegates may specify three (3) At-Large positions. Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant. The At-Large Board Members are elected by the House of Delegates. Additionally, a sufficient number of athlete members shall be elected as At-Large Board Members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Representatives). The Athlete At-Large Board Members shall meet the same requirements and be elected at the same time and place as the Athlete Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office from the date of their election or appointment through the conclusion of the second annual meeting of the House of Delegates following such election or appointment, or until their successors are elected or appointed.

5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors: The immediate

230 past General Chair.

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232 5.4 LIMITATIONS -

233 .1 This section is reserved for future use.

234 .2 No employee of Pacific Swimming may serve as a voting member of the Board of Directors.

235 .3 No spouse of an employee of Pacific Swimming can hold the offices of General Chair, Administrative Vice-Chair,  
236 Finance Vice-Chair, Vice-Chair Program Operations, or Vice-Chair Program Development.

237 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and  
238 individuals shall be as follows:

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240 .1 BOARD MEMBERS - Each Board Member (other than the ex-officio members) shall have both voice and vote in  
241 meetings of the Board of Directors and its committees.

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243 .2 EX-OFFICIO BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the ex-officio  
244 members shall have voice but no vote in meetings of the Board of Directors and its committees.

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246 .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the  
247 discretion of the presiding officer.

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249 5.6 DUTIES AND POWERS - The Board of Directors shall act for Pacific Swimming and the House of Delegates during the  
250 intervals between meetings of the House of Delegates, except that it shall not remove a Board Member, an Administrative  
251 Review Board member, or other person not appointed by the Board of Directors or amend these Bylaws. Any actions taken  
252 are subject to the exercise by the House of Delegates of its powers of ratification or prospective modification or rescission.  
253 In addition to the powers and duties prescribed in the USA Swimming Rules and Regulations or elsewhere in these Bylaws,  
254 the Board of Directors shall have the power and it shall be its duty to:

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256 .1 Establish and direct policies, procedures and programs for Pacific Swimming;

257 .2 Oversee the conduct by the officers and staff of Pacific Swimming of the day-to-day management of the affairs of  
258 Pacific Swimming;

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260 .3 Appoint the General Chair and Athlete At-Large Board Members if they are not elected in a timely fashion;

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262 .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the  
263 Pacific Swimming Policies and Procedures.

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265 .5 Cause the preparation and presentation to the House of Delegates of the annual budget of Pacific Swimming and  
266 make a recommendation to the House of Delegates concerning the approval or disapproval thereof;

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268 .6 Approve the annual review/audit;

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- .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 Pacific Swimming;
  - .9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the Pacific Swimming 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 or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and
  - .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of Pacific Swimming 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 Zone Board of Review for any of the reasons set forth in Part Four of the USA Swimming Rules and Regulations. 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 a majority vote 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.



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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 twenty (20) 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 MAIL/EMAIL VOTE - Any action which 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 an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or 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 are unanimous.

5.16 NOTICES -

.1 TIME - No less than six (6) 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 as listed herein and shall be elected by the House of Delegates at its annual meeting.

- .1 General Chair
- .2 Administrative Vice-Chair
- .3 Finance Vice-Chair.
- .4 Program Operations Vice-Chair
- .5 Program Development Vice-Chair

- 347 .6 Secretary
- 348 .7 Treasurer
- 349 .8 Senior Chair
- 350 .9 Age Group Chair
- 351 .10 Administrative Review Board (3)
- 352 .11 At Large Members (3)

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354 6.2 OTHER DIRECTORS

355 .1 ATHLETE REPRESENTATIVES -

356 Two (2) Athlete Representatives shall be elected, one each year for a two-year term, or until their respective successors are  
357 elected. At the time of election, the Athlete Representative must (a) be an athlete member in good standing; (b) be at least a  
358 sophomore in high school or at least 16 years of age, (c) be currently competing, or have competed within the three (3)  
359 immediately preceding years, in the program of swimming conducted by Pacific Swimming or another LSC; and (d) have  
360 his or her place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the  
361 term (other than periods of enrollment in an institution of higher education). The balloting shall take place via electronic vote  
362 and/or at a meeting called for that purpose by the Athletes Committee, or failing that, at a time and in a manner designated  
363 by Board of Directors. At least twenty (20) days' written notice of the election shall be given to all clubs. The Athlete  
364 Representatives elected shall be determined by a majority of the current athlete representatives responding by an announced  
365 deadline to an electronic vote, whenever an open position must be filled.

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367 .2 COACH REPRESENTATIVE(S)

368 Coach Representatives shall be elected, in even years for a two-year term, or until a successor is elected. The election of the  
369 Coach Representatives shall be conducted via electronic vote and/or at a meeting called for that purpose by the Senior  
370 Coach Representative, the Coaches Committee or the Board of Directors, and determined by a majority of the Coach  
371 Members in good standing present and voting or, failing that, at a time and place and in a manner designated by the Board  
372 of Directors. At least twenty (20) days' written notice of the election shall be given to all clubs.

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374 .3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS

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376 A. The following at-large Board members shall be elected by the House of Delegates: Three (3) At large  
377 members.

378

379 B. The following committee chairs /coordinators shall be elected as follows: The Zone Chairs shall be elected  
380 by their respective Zones. The Governance Committee Chair shall be elected by the members of the  
381 Governance Committee.

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383 C. The following committee chairs/coordinators shall be appointed by the General Chair with advice and consent  
384 of the Board of Directors:

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- (1) Club Development Chair

- 386 (2) Scheduling Chair
- 387 (3) Camp Coordinator
- 388 (4) Diversity, Inclusion, & Disability Chair
- 389 (5) Open Water Chair
- 390 (6) Officials Chair
- 391 (7) Safe Sport Coordinator
- 392 (8) Finance and Audit Chair

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394 6.3 ELIGIBILITY - Only Individual Members of Pacific Swimming in good standing shall be eligible to hold office and must  
 395 maintain their eligibility throughout their term of office.

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397 6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have  
 398 one vote, regardless of the number of positions held by such Member.

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400 6.5 OFFICES SPLIT OR COMBINED -

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402 .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair and Treasurer,  
 403 may be held jointly by two Individual Members. Two individuals who are sharing an office shall share one vote.

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405 .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except  
 406 that the offices of Finance Vice-Chair and Treasurer may not be combined.

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408 6.6 TERMS OF OFFICE -

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410 .1 TERM OF OFFICE - The terms of office of all members of the Board of Directors shall be two (2) years.

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412 .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon  
 413 September 1 following their election or appointment and shall serve until a successor is chosen.

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415 .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no Individual Member who  
 416 has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse  
 417 of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the  
 418 computation of this successive term limitation.

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420 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the  
 421 House of Delegates and the Board of Directors and as defined in these Bylaws, the Pacific Swimming Policies and  
 422 Procedures, and applicable state laws.

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424 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of

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

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428 6.9 VACANCIES AND INCAPACITIES -  
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430 .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General  
431 Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General Chair  
432 until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of  
433 the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving  
434 as acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair,  
435 except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the  
436 Territory, the General Chair may, but is not obligated to, designate the Administrative Vice-Chair as acting  
437 General Chair for the duration of the absence.

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439 .2 OFFICES OF ATHLETE OR COACH REPRESENTATIVES OR ANY POSITION ELECTED - In the event  
440 of a vacancy or of the permanent incapacity of a person holding the office of Athlete Representative or Coach  
441 Representative, or person who has been elected, the General Chair may appoint, with the advice and consent of  
442 the Board of Directors, an eligible member to serve the remainder of the term of office or until the respective  
443 body shall elect a successor.

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445 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant  
446 or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of  
447 Delegates with the advice and consent of the electing body. The determination as to when the General Chair is  
448 temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise  
449 shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of  
450 Delegates.

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452 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.  
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454 6.11 OFFICERS' POWERS GENERALLY -  
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456 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, and  
457 Finance Vice-Chair each may sign and execute in the name of Pacific Swimming deeds, mortgages, bonds,  
458 contracts, agreements or other instruments duly authorized by the Pacific Swimming Policies and Procedures, the  
459 Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be  
460 expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more  
461 signatures or is required by law to be otherwise executed. Additional signing authority may be provided by  
462 standing resolutions of the Board of Directors or the House of Delegates.  
463

464 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as  
465 prescribed in the Pacific Swimming Rules & Regulations/Policies and Procedures, or by the House of Delegates,  
466 the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.

467  
468 .3 DELEGATION - Officers of Pacific Swimming may delegate any portion of their duties to an individual or a  
469 committee, except that neither the Finance Vice-Chair nor the Treasurer may delegate duties to the other without  
470 the consent of the Board of Directors. In addition, the authority to sign checks, drafts, orders of withdrawal or  
471 wire transfers shall not be delegated other than by the Board of Directors. Except as otherwise provided in these  
472 Bylaws and with the consent of the Board of Directors any officer may delegate any portion of that officer's duties  
473 to the paid staff of Pacific Swimming. A delegation of duties shall not relieve the delegating officer of the ultimate  
474 responsibility to see that these duties and obligations are properly executed or fulfilled.

475  
476 6.12 DEPOSITORIES AND BANKING AUTHORITY -

477  
478 .1 DEPOSITORIES, ETC. - All receipts, income, charges and fees of Pacific Swimming shall be deposited to its  
479 credit in the banks, trust companies, other depositories or custodians, investment companies or investment  
480 management companies as the Board of Directors determines.

481  
482 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all  
483 notes or other evidences of indebtedness issued in the name of Pacific Swimming shall be signed by the General  
484 Chair, the Treasurer or other officer or officers or agent or agents of Pacific Swimming, and in the manner, as  
485 shall be determined by the Executive Committee.

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487  
488 ARTICLE 7  
489 DIVISIONS, COMMITTEES AND COORDINATORS

490  
491 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The  
492 divisions of Pacific Swimming shall each be chaired as indicated below with respective duties, jurisdiction and  
493 responsibilities described in the Pacific Swimming Policies and Procedures.

- 494 .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair  
495 .2 AGE GROUP DIVISION - Age Group Chair  
496 .3 SENIOR DIVISION - Senior Chair  
497 .4 FINANCE DIVISION - Finance Vice-Chair  
498 .5 ATHLETES DIVISION - Senior Athlete Representative  
499 .6 COACHES DIVISION - Coach Representative

500

501 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

502

503 .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board members,  
504 but are elected by the House of Delegates, a committee or division, are as follows: None.

505 .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently  
506 held.

507 .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators  
508 shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective  
509 division chair. The appointed committee chair or coordinator shall assume office upon appointment or the date  
510 designated by the General Chair and shall serve until a successor is appointed and assumes office.

511

512 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates  
513 are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in these  
514 Bylaws or the Pacific Swimming Policies and Procedures, members of each committee shall be appointed by the General  
515 Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete members of  
516 each committee shall be appointed by the General Chair with the advice of the Senior Athlete Representative. Athlete  
517 membership shall constitute at least twenty percent (20%) of the voting membership of every committee. The division  
518 chair shall be an ex-officio member, with voice and vote, of each committee within the respective division.

519 7.4 STANDING COMMITTEES & COORDINATORS

520 .1 ATHLETES COMMITTEE -

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

522

523 B. MEMBERS - The Athletes Committee shall consist of the Athlete Representatives, the Athlete At-Large Board  
524 members and Zone Athlete Representatives.

525

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

530

531 .2 FINANCE COMMITTEE -

532

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

534

535 B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer, the  
536 Treasurer of each Zone, one (1) at large member appointed by the General Chair, and a sufficient number of  
537 athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee.

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C. DUTIES -

- (1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of Pacific Swimming’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 Pacific Swimming’s equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.
- (2) To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of Pacific Swimming. 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 the 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 review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
- (4) To consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request. The proposed budget may contain alternatives.
- (5) To complete and submit any state and local reports and filings.

.3 GOVERNANCE COMMITTEE -

- A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.
- B. MEMBERS - The Governance Committee members shall be appointed by the General Chair with advice and consent of the Board of Directors. The Committee shall be comprised of a representative from each Zone, the Admin Vice Chair, a Member-at-Large with two (2) athletes so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member shall serve a two-year term, staggered so that one-third (1/3) of such members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall be members of the Pacific Swimming Board of Directors at any given time. After completion of three consecutive terms, members are not eligible for re-appointment to the Governance Committee until after a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation. In no case shall the General Chair serve on the Governance Committee.

574  
575 C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist  
576 of a majority of its voting members. For all other meetings, a quorum shall consist of those members present  
577 and voting.

578  
579 D. DUTIES

- 580  
581 (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of Pacific Swimming;  
582 (2) To aid in the development of operating policies regarding conflict of interest (Board and staff), document  
583 retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related  
584 practices, etc.;
- 585 (3) To aid in the development of personnel practices procedure including job descriptions and annual review  
586 of staff, and delegate annual review of staff to Personnel Committee;
- 587 (4) To ensure that the Board's focus remains on the strategic plan;
- 588 (5) To aid in the development of expectations and processes for accountability of Board members;
- 589 (6) To develop criteria for the qualities and required characteristics of Board officers;
- 590 (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and  
591 identifying and recruiting potential Board members;
- 592 (8) To nominate Board members, and Administrative Review Board members to be elected by the House of  
593 Delegates consistent with the matrix of skills, demographics, and talents needed;
- 594 (9) To publish the slate of candidates to the Pacific Swimming membership at least twenty (20) days prior to  
595 the election. Additional nominations may be made from the floor of the House of Delegates by voting  
596 members of the House of Delegates;
- 597 (10) To design and implement Board orientation and an ongoing program of Board education and development;  
598 and
- 599 (11) To lead periodic assessment of the Board's performance (as a whole and of individual members) and make  
600 recommendations to enhance Board effectiveness.

601  
602 .4 OPERATIONAL RISK COORDINATOR

- 603  
604 A. CHAIR - The chair shall be the Operational Risk Coordinator.  
605 B. The Operational Risk Coordinator shall be a staff member.  
606 C. DUTIES - The duties shall be as outlined in the Pacific Swimming Policies and Procedures.

607  
608 .5 EXECUTIVE COMMITTEE

- 609  
610 A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the  
611 Board of Directors and Pacific Swimming between meetings of the Board and the House of Delegates.



612 Limitations to the authority and power of the Executive Committee shall be determined by the Board of  
613 Directors and included in the Pacific Swimming Policies and Procedures.

614  
615 B. MEMBERS - The members of the Executive Committee shall be the

- 616  
617 (1) General Chair, who shall act as chair  
618 (2) Administrative Vice-Chair  
619 (3) Program Operations Vice-Chair  
620 (4) Program Development Vice-Chair  
621 (5) Secretary  
622 (6) Finance Vice-Chair  
623 (7) Senior Coach Representative  
624 (8) Zone Chairs (5)  
625 (9) A sufficient number of Athlete Representatives so as to constitute at least twenty percent 20% of the  
626 voting membership of the Committee.

627  
628 C. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within  
629 the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of  
630 five (5) days' notice required.

631  
632 D. QUORUM - A quorum of the Executive Committee shall consist of a majority of the members of the  
633 Committee.

634  
635 E. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of  
636 Directors, the Executive Committee shall make a report of its activities since the last Board of Director's  
637 meeting for ratification or prospective modification or rescission, provided, however, that any action of the  
638 Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of  
639 a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

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642 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs,  
643 committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:

- 644  
645 .1 Preside at all meetings of the respective division, committee or subcommittee;  
646  
647 .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in  
648 his or her charge are properly and promptly carried out;  
649  
650 .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the

- 651 coordinator or division or committee, respectively;
- 652
- 653 .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and
- 654 the Secretary to keep them fully informed;
- 655
- 656 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and
- 657 forward reports or minutes of all meetings to the Secretary and made public to the membership;
- 658
- 659 .6 Perform the other specific duties listed in Pacific Swimming's Policies and Procedures or as may be delegated by
- 660 the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.
- 661
- 662 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees
- 663 shall be prescribed by the Pacific Swimming Policies and Procedures.
- 664
- 665 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of Pacific
- 666 Swimming shall be held as determined by the respective Vice-chairs or committee or sub-committee chair.
- 667
- 668 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee
- 669 meeting, shall be open to all members of Pacific Swimming. Matters relating to personnel, disciplinary action, legal,
- 670 taxation and similar affairs shall be deliberated and decided in a closed session which only the respective members are
- 671 entitled to attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter
- 672 deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.
- 673 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and
- 674 vote in their respective meetings.
- 675
- 676 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may
- 677 be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written
- 678 consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a
- 679 meeting.
- 680
- 681 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a
- 682 meeting of the committee or through conference equipment by means of which all persons participating in the meeting can
- 683 hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 684
- 685 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a
- 686 quorum of any committee shall consist of those members present.
- 687
- 688 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
- 689 propositions coming before a committee shall be determined by a majority vote.

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

7.15 NOTICES

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

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

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

7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordinator 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, a committee chair or a coordinator may delegate a portion of their duties to another officer of Pacific Swimming, or to another committee, subcommittee, or coordinator, or with the consent of the Board of Directors and the Personnel Committee, to the paid staff of Pacific Swimming. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.

7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - 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 Pacific Swimming 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

Pacific Swimming 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 Pacific Swimming and USA Swimming. Reports required to be submitted to USA Swimming by Pacific Swimming include annual financial and federal tax reports and the annual audit or review.

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ARTICLE 9  
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

- 9.1 NON-PROFIT AND CHARITABLE PURPOSES - Pacific Swimming 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, Pacific Swimming 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 Pacific Swimming 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 Pacific Swimming 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 Pacific Swimming shall inure to the benefit of any private person or any member, officer or director of Pacific Swimming
- 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the Pacific Swimming 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 - Pacific Swimming 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 Pacific Swimming shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any member, officer or director of Pacific Swimming, 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 Pacific Swimming 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 - Pacific Swimming 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 Pacific Swimming, 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 Pacific Swimming 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. Pacific Swimming 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 Zone Board of Review, 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, coordinator, volunteer, employee or agent of Pacific Swimming, or is or was serving at the direct request of Pacific Swimming as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator, 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 Pacific Swimming in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to Pacific Swimming's obligation to indemnify, Pacific Swimming may require an undertaking from the Indemnified Person obliging him 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 Pacific Swimming determines that there is reasonable doubt as to such person's ability to make any repayment, Pacific Swimming 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 Pacific Swimming 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.

803 ARTICLE 11

804 PARLIAMENTARY AUTHORITY

805  
806 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern Pacific Swimming and any of its constituent  
807 or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not  
808 inconsistent with these Bylaws and any special rules of order Pacific Swimming, the House of Delegates, the Board of  
809 Directors or its divisions, committees, etc., may adopt.

810  
811 ARTICLE 12

812 MISCELLANEOUS

813  
814 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final  
815 judicial decision to be, or as a result of a change in the law of the State of California become, illegal, invalid or  
816 unenforceable, the remainder of these Bylaws shall continue in full force and effect.

817  
818 12.2 FISCAL YEAR - The fiscal year of Pacific Swimming shall end on the last day of August.

819  
820 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that Pacific Swimming shall have and continue to  
821 have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code  
822 and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections  
823 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that Pacific Swimming shall  
824 have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent  
825 possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

826  
827 ARTICLE 13

828 ADMINISTRATIVE REVIEW BOARD

829  
830 13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the  
831 Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both federal laws.  
832 These laws require USA Swimming to establish and maintain provisions for the swift and equitable resolution of all  
833 disputes involving any of its members. This Article, together with Section 602.2 and Part Four of the USA Swimming  
834 Rules and Regulations, are intended to provide a mechanism for resolving in an orderly and fair way all manner and kinds  
835 of disputes that may arise among its members in connection with the sport of swimming. Accordingly, Pacific Swimming  
836 has established the Administrative Review Board to hear complaints and appeals regarding administrative matters within  
837 Pacific Swimming which do not rise to the level of Code of Conduct violations and are not appeals of sanction decisions.  
838 The Administrative Review Board shall have no jurisdiction to hear complaints regarding conduct that may violate the  
839 USA Swimming Code of Conduct or otherwise violate the policies, procedures, rules and regulations adopted by USA  
840 Swimming, or conduct that may bring USA Swimming, Pacific Swimming or the sport of swimming into disrepute. This  
841 Article, together with Part Four of the USA Swimming Rules and Regulations, is intended to provide a fair hearing before

842 a group of independent and impartial people. This Article and Part Four of the Rules shall be construed accordingly.

843  
844 13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

845  
846 .1 Establishment - The Administrative Review Board of Pacific Swimming shall be independent and impartial.

847  
848 .2 Members - The Administrative Review Board shall have at least three (3) regular members, with a sufficient number  
849 of athlete members to constitute at least 20% of the voting membership. At least three members of the  
850 Administrative Review Board shall hear each case, with a sufficient number of athlete members to constitute at least  
851 twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The  
852 House of Delegates may increase the number of regular or three (3) alternate members by resolution but subsequent  
853 to the adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration  
854 of the term of office of any incumbent members.

855  
856 .3 Election; Term of Office; Eligibility -

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

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

862  
863 C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual  
864 Member of Pacific Swimming and USA Swimming. In no case shall members of the Board of Directors serve  
865 on the Administrative Review Board.

866  
867 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be  
868 a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative  
869 Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the Administrative Review Board,  
870 each of whom must be regular members.

871  
872 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair,  
873 to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes  
874 of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called  
875 by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to  
876 the Administrative Review Board.

877  
878 .6 Participation Through Communications Equipment - Members of the Administrative Review Board may participate  
879 in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part,  
880 through conference telephone or similar equipment by means of which all persons participating in the meeting can

881 hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting  
882 or hearing.

883 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%)  
884 of its regular members.

885  
886 .8 Resignations - Any regular or alternate member of the Administrative Review Board may resign by submitting a  
887 written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the  
888 resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment  
889 or election of a successor.

890  
891 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer  
892 becomes incapacitated shall be in accordance with 6.9.

893  
894 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or  
895 unwilling to promptly act for any reason, recuses herself or himself or is disqualified in any particular circumstance,  
896 the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or  
897 failing that, the General Chair) shall appoint an alternate *member* to act in the regular member's place in respect of  
898 that circumstance.

900 13.3 GENERAL -

901  
902 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

- 903
- 904 A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
- 905 B. establish policies, procedures and guidelines,
- 906 C. elect the Chair,
- 907 D. call regular or special meetings of the Administrative Review Board,
- 908 E. retain attorneys, agents and independent contractors and employ those persons which the Administrative  
909 Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its  
910 affairs, and
- 911 F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of  
912 its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
- 913

914 .2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable  
915 rules and procedures consistent with the corporation laws of Pacific Swimming with respect to any matter within its  
916 jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and  
917 procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.

918  
919 .3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority



920 and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall  
921 be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in  
922 the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's  
923 authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.  
924

- 925 .4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a  
926 complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety  
927 (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the  
928 untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and,  
929 thereafter, appeal to the Zone Board of Review pursuant to Part Four of the USA Swimming Rules and Regulations.  
930

## 931 ARTICLE 14

### 932 CONVENTIONS AND DEFINITIONS

#### 933 14.1 CONVENTIONS -

- 934  
935  
936 .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the  
937 corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be  
938 deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall  
939 include the singular as the context may require. Where the context permits, the term "or" shall be interpreted as  
940 though it were "and/or". Captions have been used for convenience only and shall not be used in interpreting the  
941 Bylaws.  
942

- 943 .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to  
944 Pacific Swimming positions and not to USA Swimming or another organization.  
945

#### 946 .3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -

- 947  
948 A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed  
949 to the last known address shall be deemed given or delivered upon the postmark date for all purposes under  
950 these Bylaws.  
951

- 952 B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address  
953 shall be deemed given or delivered for all purposes under these Bylaws.  
954

- 955 C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email  
956 address of a member of Pacific Swimming shall be the mail or email address on file with Pacific Swimming  
957 or in SWIMS.  
958

- 959 .4 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period  
960 (days or hours) shall not be included but the last period shall be included.  
961
- 962 .5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority  
963 of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which  
964 such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of  
965 untimely or insufficient notice having been given for such meeting. If the member is a Group Member  
966 Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice  
967 to the same extent.  
968
- 969 14.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and  
970 the definitions of such terms are equally applicable both to the singular and plural forms.  
971
- 972 .1 ARTICLE - a principal subdivision of these Bylaws.  
973
- 974 .2 ARTICLES OF INCORPORATION - the document filed with Secretary of State of the State of California pursuant  
975 to which Pacific Swimming was formed.  
976
- 977 .3 ATHLETE REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of Delegates and  
978 on the Board of Directors.  
979
- 980 .4 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.  
981
- 982 .5 BOARD OF DIRECTORS - the Board of Directors of Pacific Swimming.  
983
- 984 .6 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, Pacific Swimming.  
985
- 986 .7 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and  
987 on the Board of Directors.  
988
- 989 .8 FINA - the Federation Internationale de Natation, the international governing body for the sport of swimming.  
990
- 991 .9 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of  
992 Delegates.  
993
- 994 .10 HOUSE OF DELEGATES - the House of Delegates of Pacific Swimming as established by Article 4 of these  
995 Bylaws.  
996
- 997 .11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of Pacific  
998 Swimming.  
999
- 1000 .12 IRS CODE - the current United States Internal Revenue Code.  
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- 1002 .13 LOCAL SWIMMING COMMITTEE / LSC - Pacific Swimming as defined by the USA Swimming Corporate

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Bylaws.

- .14 MEMBER - a Group Member or an Individual Member.
- .15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.
- .16 POLICIES AND PROCEDURES - the principles, rules, and guidelines of Pacific Swimming, as amended and adopted by the Board of Directors or the House of Delegates.
- .17 SECTION - a subdivision of the Articles of these Bylaws.
- .18 TERRITORY - the geographic territory over which Pacific Swimming has jurisdiction as a Local Swimming Committee.
- .19 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.
- .20 Pacific Swimming - the California not-for-profit corporation to which these Bylaws pertain.
- .21 ZONE BOARD OF REVIEW - the Board of Review of the Zone in which Pacific Swimming is located, which Zone Board of Review is established pursuant to Part Four of the USA Swimming Rules and Regulations. Where the context requires, a reference to the Zone Board of Review shall include a reference to the National Board of Review when that body is acting upon an appeal from the Zone Board of Review.