

Motion – 2410ADM01 BYLAWS HOUSEKEEPING CHANGES

Motion to approve a one-time suspension of Pacific Swimming Policies and Procedures section I.B.2.a. for 60-day motions, and to adopt the 2024 Bylaws housekeeping changes mandated by USA Swimming.

Purpose: USA Swimming has mandated some housekeeping changes which we must approve by our LSC within 60 days of their adoption on September 28, 2024. This October’s House of Delegates meeting is the only opportunity for the approval of these changes that will comply with USA Swimming’s deadline. There are no substantive changes to the Bylaws. The Fédération Internationale de Natation (FINA) has changed its name to World Aquatics, and the use of the terms “him or her,” “his or hers,” and “himself or herself” are being changed to “them,” “their,” and “themselves.”

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

PACIFIC SWIMMING BYLAWS

ARTICLE 1

NAME, OBJECTIVES, TERRITORY AND JURISDICTION

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

1.2 OBJECTIVES - Pacific Swimming is a nonprofit public benefit corporation. 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~~World Aquatics, 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.

Commented [JDM1]: 2024 housekeeping change required by USA Swimming.

27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61

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.

.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 Pacific Swimming and USA Swimming.

.2 MEMBERSHIP A PRIVILEGE NOT A RIGHT - Membership in Pacific Swimming 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 SafeSport in accordance with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual.

2.2 MEMBERS' RESPONSIBILITIES

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

ARTICLE 3
DUES AND FEES

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

- 62 3.2 SANCTION, APPROVAL AND OTHER FEES
63
64 .1 SANCTION AND APPROVAL FEES - The Pacific Swimming Board of Directors shall establish reasonable fees,
65 procedures, and documentation required of an applicant for a sanction or approval for, or observation of, a swimming
66 competition to be conducted within the Territory.
67
68 .2 SERVICE CHARGES - In addition to, or in place of, a sanction or approval fee, the Pacific Swimming Board of
69 Directors may establish a reasonable service charge consistent with the nature of the event.
70
71 .3 PAYMENT - Each applicant for a sanction, approval or observation shall submit with its application the fees and
72 any service charges specified by Pacific Swimming. If any of the sanction or approval fees or service charges are
73 due at a time following the submission for sanction or approval, the applicant shall promptly pay those fees or service
74 charges to Pacific Swimming when due in accordance with Pacific Swimming's fee schedule.
75
76 .4 FINES - The Pacific Swimming Board of Directors may establish fines for noncompliance with policies adopted by
77 the Pacific Swimming House of Delegates and/or the Board of Directors.
78
79 3.3 FAILURE TO PAY - Membership rights may be suspended in accordance with the USA Swimming Corporate Bylaws
80 (Delinquent Dues and Fees).

81 ARTICLE 4
82 HOUSE OF DELEGATES
83

- 84 4.1 MEMBERS - The House of Delegates of Pacific Swimming shall consist of the Group Member Representatives, the Board
85 of Director Members, the committee chairs and coordinators as listed in Rules and Regulations, the Non-Athlete At-Large
86 House Members, and Athlete At-Large House Members appointed or elected.
87
88 .1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its
89 membership a Group Member Representative and one alternate. The appointment shall be in writing, addressed to
90 the Secretary of Pacific Swimming and duly certified by the chief executive officer or secretary of the appointing
91 Group Member. The appointing Group Member may withdraw its Group Member Representative or alternate and
92 substitute a new Group Member Representative or new alternate by written notice, addressed to the Secretary of
93 Pacific Swimming and signed by the chief executive officer or secretary of the appointing Group Member. The
94 representatives of any Group Member are required to be Individual Members of USA Swimming.
95
96 .2 BOARD OF DIRECTORS - Board of Director Members as designated in Article 5.
97
98 .3 NON-ATHLETE AT-LARGE HOUSE MEMBERS - Up to ten (10) non-athlete members of the House of
99 Delegates may be appointed as At-Large House Members by the General Chair with the advice and consent of the

100 Board of Directors. At-Large House Members shall hold office from the date of appointment through the
101 conclusion of the annual meeting of the House of Delegates following such appointment or until their successors
102 are appointed to the House of Delegates.

103
104 .4 ATHLETE AT-LARGE HOUSE MEMBERS – A sufficient number of athletes to ensure that Athlete
105 Representatives constitute at least 20% of the voting membership of the House of Delegates shall be elected by the
106 Athletes Committee in accordance with Pacific Swimming Policy and Procedures and shall hold office from the
107 date of election through the conclusion of the annual meeting of the House of Delegates following such election or
108 until their successors are elected to the House of Delegates.

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

112
113 4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members
114 of the House of Delegates.

115
116 4.3 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in House of Delegates meetings may only have
117 one vote regardless of the number of positions held by such member.

118
119 4.4 VOICE AND VOTING RIGHTS OF MEMBERS - The voice and voting rights of members of the House of Delegates
120 and of individuals shall be as follows:

121
122 .1 GROUP MEMBER REPRESENTATIVES, BOARD MEMBERS, AT-LARGE HOUSE MEMBERS AND
123 OTHER MEMBERS - Each of the Group Member Representatives other than those of Seasonal Clubs, Leagues
124 and Booster Clubs, the Board Members, the At-Large House Members and other members shall have both voice
125 and vote in meetings of the House of Delegates.

126
127 .2 INDIVIDUALS - Individuals who are not members of the House of Delegates may attend open meetings of the
128 House of Delegates and its committees and be heard at the discretion of the presiding officer.

129
130 4.5 DUTIES AND POWERS - The House of Delegates shall oversee the establishment of policies, procedures and programs.
131 In addition to the duties and powers prescribed in the USA Swimming Rules and Regulations, USA Swimming Corporate
132 Bylaws, or elsewhere in these Bylaws, the House of Delegates shall:

133
134 .1 Elect the officers, At-Large Board Members, members of the Administrative Review Board, and the committee
135 chairs/coordinators as designated in Article 6 and 7;

136
137 .2 Review, modify and adopt the annual budget of Pacific Swimming recommended by the Board of Directors;

- 138
- 139 .3 Call regular and special meetings of the House of Delegates;
- 140
- 141 .4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any
- 142 action or authorization by the Board of Directors with respect to contracts or upon which any person may have
- 143 relied shall not be modified or rescinded;
- 144
- 145 .5 Establish joint administrative committees, or undertake joint activities with other sports organizations where
- 146 deemed helpful or necessary by Pacific Swimming;
- 147
- 148 .6 Amend the Bylaws of Pacific Swimming in accordance with Section 9.3;
- 149
- 150 .7 Remove from office any persons elected by the House of Delegates (Board Members, members of the
- 151 Administrative Review Board, or committee chairs or coordinators) who have failed to attend to their official
- 152 duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National
- 153 Board of Review for any of the reasons set forth in Article 404 of USA Swimming Rules and Regulations.
- 154 However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary
- 155 or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the
- 156 member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within
- 157 twenty (20) days to such allegations.
- 158
- 159 4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of Pacific Swimming shall be
- 160 held in the spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the
- 161 Board of Directors.
- 162
- 163 4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the
- 164 General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or
- 165 should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed
- 166 by at least five (5) group members of the House of Delegates.
- 167
- 168 4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and place,
- 169 including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such meeting.
- 170 All in-person meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or
- 171 the Board of Directors shall determine the location and time of all meetings of the House of Delegates. All meetings
- 172 conducted via telecommunications shall include means by which all persons participating in the meeting can hear each
- 173 other at the same time and which ensures all votes duly cast by voting members are officially recorded.
- 174
- 175 4.9 OPEN MEETINGS/CLOSED SESSIONS - House of Delegates meetings shall be open to all members of Pacific

176 Swimming. Issues pertaining to personnel, disciplinary action, legal, tax or similar affairs of Pacific Swimming shall be
177 deliberated and decided in a closed session which only House of Delegates members may attend. By a majority vote, the
178 House of Delegates may decide to go into closed session on any matter deserving of confidential treatment or of personal
179 concern to any member of the House of Delegates.

181 4.10 QUORUM - A quorum of the House of Delegates shall consist of those members present and voting.

183 4.11 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
184 propositions coming before the House of Delegates shall be determined by a majority vote.

186 4.12 PROXY VOTE - Voting by proxy in any meeting of the House of Delegates shall not be permitted.

188 4.13 NOTICES

190 .1 TIME - Not less than twenty (20) days' written notice shall be given to each member of the House of Delegates
191 for any annual, regular or special meeting of the House of Delegates. See Section 14.1.3 for the various permitted
192 means of notice.

194 .2 INFORMATION - The notice of a meeting shall contain the time, date and site. For special meetings of the House
195 of Delegates, the expected purpose (which may be general) of the meeting shall be stated. If an expected purpose
196 is the amendment of the Bylaws, a copy of the proposed amendment shall be included in the notice. Failure to
197 have included in the notice any germane amendments subsequently adopted by the House of Delegates at the
198 noticed meeting shall not be the basis for any claim that the amendments as so adopted are invalid.

ARTICLE 5

BOARD OF DIRECTORS

203 5.1 MEMBERS - The Board of Directors shall consist of the following officers, committee chairs, coordinators and
204 representatives of Pacific Swimming, together with those additional members designated in Sections 5.2 and 5.3:

205 .1 General Chair

206 .2 Administrative Vice-Chair

207 .3 Finance Vice-Chair

208 .4 Coach Representatives (2)

209 .5 Senior Athlete Representative

210 .6 Junior Athlete Representative

211 .7 Secretary

212 .8 Treasurer (filled by Staff Treasurer with voice but no vote)

213 .9 Program Operations Vice-Chair

- 214 .10 Program Development Vice-Chair
- 215 .11 Safe Sport Coordinator
- 216 .12 One Athlete Member from each Zone (5)
- 217 .12 Zone Chairs (5)
- 218 .14 Diversity, Inclusion & Disability Chair
- 219 .15 Officials Chair
- 220 .16 Senior Chair
- 221 .17 Age Group Chair
- 222

223 5.2 AT-LARGE BOARD MEMBERS - The House of Delegates may specify three (3) At-Large positions. Any reduction in
 224 the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become
 225 vacant. The At-Large Board Members are elected by the House of Delegates. Additionally, a sufficient number of Athlete
 226 Representatives shall be elected as At-Large Board Members such that athletes constitute at least twenty percent (20%) of
 227 the voting membership of the Board of Directors at any given time (taking into account the Athlete Board Representatives).
 228 The Athlete At-Large Board Members shall meet the same requirements and be elected at the same time and place as the
 229 Athlete Board Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office from the date of
 230 their election through the conclusion of the second annual meeting of the House of Delegates following such election or
 231 until their successors are elected or appointed.
 232

233 5.3 EX-OFFICIO MEMBERS - The following persons shall be ex-officio members of the Board of Directors: The immediate
 234 past General Chair.
 235

236 5.4 LIMITATIONS -
 237 .1 This section is reserved for future use.
 238 .2 No employee of Pacific Swimming may serve as a voting member of the Board of Directors.
 239 .3 No spouse of an employee of Pacific Swimming can hold the offices of General Chair, Administrative Vice-Chair,
 240 Finance Vice-Chair, Program Operations Vice-Chair, or Program Development Vice-Chair.
 241

242 5.5 VOICE AND VOTING RIGHTS OF BOARD MEMBERS - The voice and voting rights of Board Members and
 243 individuals shall be as follows:
 244

- 245 .1 BOARD MEMBERS - Each Board Member (other than the ex-officio members) shall have both voice and vote in
 246 meetings of the Board of Directors and its committees.
 247
- 248 .2 EX-OFFICIO BOARD MEMBERS - Unless entitled to vote under another provision of these Bylaws, the ex-officio
 249 members shall have voice but no vote in meetings of the Board of Directors and its committees.
 250
- 251 .3 GENERAL - Anyone may attend open meetings of the Board of Directors and its committees and be heard at the

252 discretion of the presiding officer.

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

- 260
261 .1 Establish and direct policies, procedures and programs for Pacific Swimming;
- 262 .2 Oversee the conduct by the officers and staff of Pacific Swimming of the day-to-day management of the affairs of
263 Pacific Swimming;
- 264
265 .3 Athlete At-Large Board Members will be appointed by the General Chair if they are not elected in a timely fashion;
- 266
267 .4 Provide advice and consent to appointments proposed by the General Chair as required under these Bylaws or the
268 Pacific Swimming Policies and Procedures;
- 269
270 .5 Cause the preparation and presentation to the House of Delegates of the annual budget of Pacific Swimming and
271 make a recommendation to the House of Delegates concerning the approval or disapproval thereof;
- 272
273 .6 Approve the annual review/audit;
- 274
275 .7 Call regular or special meetings of the Board of Directors or the House of Delegates;
- 276
277 .8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or
278 appropriate to conduct the affairs of Pacific Swimming;
- 279
280 .9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These
281 appointees shall have the authority and perform the duties as provided in these Bylaws, the Pacific Swimming
282 Policies and Procedures or as may be provided in the resolutions appointing them, including any powers of the
283 Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To
284 the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or
285 committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators
286 and to prescribe their respective terms of office, authorities and duties; and
- 287
288 .10 Remove from office any Board Members, committee chairs, or committee members or coordinators of Pacific
289 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 National Board of Review for any of the reasons set forth in the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual. However, no At-Large Board Member, or committee chair or coordinator may be removed without receiving the thirty (30) days' written notice specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reasons and an opportunity to respond in writing within twenty (20) days to such allegations.

5.7 MEETINGS - Board of Directors meetings shall be open. Matters relating to personnel, disciplinary action, legal, taxation or similar affairs shall be deliberated and decided in a closed session which only Board Members are entitled to attend. By 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.

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

328 elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If
329 an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a
330 ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an
331 opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified
332 in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of
333 votes cast in favor of the proposed action are unanimous.

334

335 5.16 NOTICES -

336

337 .1 TIME - No less than six (6) days' written notice shall be given to each Board Member for any annual, regular or
338 special meeting of the Board of Directors. (See Section 14.1.3 for the permitted means of notice.)

339

340 .2 INFORMATION - The notice of a meeting shall contain the time, date and site and in the case of special meetings,
341 the expected purpose.

342

343

344

345

346

347

348

349

350

ARTICLE 6
OFFICERS AND DIRECTORS

351 6.1 OFFICERS - The officers shall be as listed herein and shall be elected by the House of Delegates at its annual meeting in
352 odd-years.

353

354

355

356

357

358

359

360

361

362

363

364

365

- 361 6.2 OTHER DIRECTORS
- 362 .1 ATHLETE REPRESENTATIVES -
- 363 Two Athlete Board Representatives shall be elected, one each year for a two-year term, or until their respective successors
364 are elected. They shall be referred to as Senior Athlete Representative during the second year and as Junior Athlete
365 Representative during the first year of their terms. At the time of election, the Athlete Board Representative must (a) be an

366 athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently
367 competing, or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event
368 conducted by Pacific Swimming or another LSC; and (d) have ~~his or her~~ **their** place of permanent residence in the Territory
369 and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of
370 higher education). The balloting shall take place via electronic vote and/or at a meeting called for that purpose by the Athletes
371 Committee, or failing that, at a time and in a manner designated by Board of Directors. At least twenty (20) days' written
372 notice of the election shall be given to all clubs. The election shall be conducted in accordance with Pacific Swimming Policy
373 and Procedures. The Athlete Board Representatives shall be elected by a majority of the members of the Athletes Committee
374 along with one athlete representative from each member club present and voting or responding by the announced deadline.
375

376 .2 COACH REPRESENTATIVES

377 Two Coach Representatives shall be elected, one each year for a two-year term, or until a successor is elected. The election
378 of the Coach Representatives shall be conducted in accordance with Pacific Swimming Policy and Procedures, via
379 electronic vote and/or at a meeting called for that purpose by the Coach Representative, the Coaches Committee or the
380 Board of Directors, and determined by a majority of the Coach Members in good standing present and voting or, failing
381 that, at a time and place and in a manner designated by the Board of Directors. At least twenty (20) days' written notice of
382 the election shall be given to all clubs.
383

384 .3 COMMITTEE CHAIRS/COORDINATORS/AT-LARGE BOARD MEMBERS

385 A. The following Board members shall be elected by the House of Delegates:

386 (1) Up to three (3) At large members

387 B. The following committee chairs/coordinators shall be elected as follows:

388 (1) In accordance with each Zone's procedures, each Zone shall elect a Zone Chair to serve on the
389 Board of Directors.

390 (2) In accordance with each Zone's procedures, each Zone shall elect a Zone athlete representative to
391 serve on the Board of Directors.

392 (3) Athletes-at-Large to the Board shall be elected (if needed) at the same time and in the same manner
393 as the Athlete Board Representatives.

394 (4) Senior Chair. Whenever possible the Senior Chair will be a coach member who will be elected for
395 a two year term in accordance with Pacific Swimming Policies and Procedures in a meeting called for
396 that purpose by the Board of Directors and be determined by a majority of Coach Members in good
397 standing present and voting. At least twenty (20) days notice of the election shall be given to all clubs.
398 Should a coach not be available to serve in this capacity, the General Chair with the approval of the
399 Board of Directors shall appoint a member to serve in this capacity.

400 (5) Age Group Chair. Whenever possible the Age Group Chair will be a coach member who will be
401 elected for a two year term in accordance with Pacific Swimming Policies and Procedures in a meeting
402 called for that purpose by the Board of Directors and be determined by a majority of Coach Members
403 in good standing present and voting. At least twenty (20) days notice of the election shall be given to

Commented [JDM2]: 2024 housekeeping change required by USA Swimming.

404 all clubs. Should a coach not be available to serve in this capacity, the General Chair with the approval
405 of the Board of Directors shall appoint a member to serve in this capacity.

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

- 408 (1) Safe Sport Coordinator
- 409 (2) Diversity, Equity, and Inclusion Chair
- 410 (3) Officials Chair

411
412 6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with Pacific Swimming and USA
413 Swimming shall be eligible to hold office and must maintain their eligibility throughout their term of office.

414
415 6.4 DOUBLE VOTE PROHIBITED - An Individual Member entitled to vote in Board of Directors meetings may only have
416 one vote, regardless of the number of positions held by such Member.

417
418 6.5 OFFICES SPLIT OR COMBINED -

419
420 .1 OFFICE HELD BY TWO PERSONS - Any office other than General Chair, Finance Vice-Chair and Treasurer,
421 may be held jointly by two Individual Members. Two individuals who are sharing an office shall share one vote.

422
423 .2 OFFICES COMBINED - Any office other than General Chair may be combined with any other office except
424 that the offices of Finance Vice-Chair and Treasurer may not be combined.

425
426 6.6 TERMS OF OFFICE -

427
428 .1 TERM OF OFFICE - The terms of office of all members of the Board of Directors shall be two (2) years.

429
430 .2 COMMENCEMENT OF TERM - Each person elected or appointed to a position shall assume office upon
431 September 1 following their election or appointment and shall serve until a successor is chosen.

432
433 .3 CONSECUTIVE TERMS LIMITATION - Except for the Secretary and Treasurer, no Individual Member who
434 has served two successive terms shall be eligible for re-election or appointment to the same position until a lapse
435 of one term. A portion of any term served to fill a vacancy in the position shall not be considered in the
436 computation of this successive term limitation.

437
438 6.7 DUTIES - The duties of the officers and other Board Members shall be to attend and participate in all meetings of the
439 House of Delegates and the Board of Directors and as defined in these Bylaws, the Pacific Swimming Policies and
440 Procedures, and applicable state laws.

442 6.8 RESIGNATIONS - Any officer may resign by submitting a written resignation to the General Chair or the Board of
443 Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation
444 shall take effect upon the appointment or election of a successor.
445

446 6.9 VACANCIES AND INCAPACITIES -
447

448 .1 OFFICE OF GENERAL CHAIR - In the event of a vacancy in the office of General Chair, or of the General
449 Chair's temporary or permanent incapacity, the Administrative Vice-Chair shall become the acting General Chair
450 until an election can be held at the next meeting of the House of Delegates to fill the remaining term, if any, of
451 the former General Chair, or until the General Chair ceases to suffer from any temporary incapacity. While serving
452 as acting General Chair, the Administrative Vice-Chair shall vacate the office of Administrative Vice-Chair,
453 except in the case of the General Chair's temporary incapacity. If the General Chair is to be absent from the
454 Territory, the General Chair may, but is not obligated to, designate the Administrative Vice-Chair as acting
455 General Chair for the duration of the absence.
456

457 .2 OFFICES OF ATHLETE BOARD REPRESENTATIVES OR COACH REPRESENTATIVES OR ANY
458 POSITION ELECTED - In the event of a vacancy or of the permanent incapacity of a person holding the office
459 of Athlete Board Representative or Coach Representative, or person who has been elected, the General Chair may
460 appoint, with the advice and consent of the Board of Directors, an eligible member to serve the remainder of the
461 term of office or until the respective body shall elect a successor.
462

463 .3 DETERMINATION OF VACANCY OR INCAPACITY - The determination of when an office becomes vacant
464 or an officer becomes incapacitated shall be within the discretion of the Board of Directors or the House of
465 Delegates with the advice and consent of the electing body. The determination as to when the General Chair is
466 temporarily incapacitated shall be made, where the circumstances permit, by the General Chair and otherwise
467 shall be within the discretion of the Board of Directors, subject to any subsequent action by the House of
468 Delegates.
469

470 6.10 REMOVAL OF DIRECTORS - Directors may be removed in accordance with 4.5.9 and 5.6.10 of these Bylaws.
471

472 6.11 OFFICERS' POWERS GENERALLY -
473

474 .1 AUTHORITY TO EXECUTE CONTRACTS, ETC. - The General Chair, Administrative Vice-Chair, and
475 Finance Vice-Chair each may sign and execute in the name of Pacific Swimming deeds, mortgages, bonds,
476 contracts, agreements or other instruments duly authorized by the Pacific Swimming Policies and Procedures, the
477 Board of Directors or the House of Delegates, except in cases where the signing and execution thereof shall be
478 expressly delegated by the Board of Directors to another officer or agent, expressly requires two or more
479 signatures or is required by law to be otherwise executed. Additional signing authority may be provided by

480 standing resolutions of the Board of Directors or the House of Delegates.

481

482 .2 ADDITIONAL POWERS AND DUTIES - Each officer shall have other powers and perform other duties as
483 prescribed in the Pacific Swimming Rules & Regulations/Policies and Procedures, or by the House of Delegates,
484 the Board of Directors, the General Chair, the respective division chair, the delegating officer, or these Bylaws.

485

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

493

494 6.12 DEPOSITORIES AND BANKING AUTHORITY -

495

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

499

500 .2 SIGNATURE AUTHORITY - All checks, drafts or other orders for the payment or transfer of money, and all
501 notes or other evidences of indebtedness issued in the name of Pacific Swimming shall be signed by the General
502 Chair, the Treasurer or other officer or officers or agent or agents of Pacific Swimming, and in the manner, as
503 shall be determined by the Executive Committee.

504

505

506

ARTICLE 7

507

DIVISIONS, COMMITTEES AND COORDINATORS

508

509 7.1 DIVISIONAL ORGANIZATION AND JURISDICTIONS, STANDING COMMITTEES AND COORDINATORS - The
510 divisions of Pacific Swimming shall each be chaired as indicated below with respective duties, jurisdiction and
511 responsibilities described in the Pacific Swimming Policies and Procedures.

512 .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair

513 .2 PROGRAM OPERATIONS DIVISION - Program Operation Vice Chair

514 .3 PROGRAM DEVELOPMENT DIVISION - Program Development Vice Chair

515 .4 FINANCE DIVISION - Finance Vice-Chair

516 .5 ATHLETES DIVISION - Senior Athlete Representative

517 .6 COACHES DIVISION - Coach Representative

518

519 7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

520

521 .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board members,
522 but are elected by the House of Delegates, a committee or division, are as follows: None.

523 .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently
524 held.

525 .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators
526 shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective
527 division chair. The appointed committee chair or coordinator shall assume office upon appointment or the date
528 designated by the General Chair and shall serve until a successor is appointed and assumes office.

529

530 7.3 COMMITTEES - In addition to the standing committees listed herein, the Board of Directors and the House of Delegates
531 are each authorized to establish additional committees to meet programming needs. Except as otherwise provided in these
532 Bylaws or the Pacific Swimming Policies and Procedures, members of each committee shall be appointed by the General
533 Chair with the advice and consent of the respective division chair and the chair of the committee. Athlete Representatives
534 of each committee shall be appointed by the General Chair with the advice of the Senior Athlete Board Representative.
535 Athlete membership shall constitute at least twenty percent (20%) of the voting membership of every committee. The
536 division chair shall be an ex-officio member, with voice and vote, of each committee within the respective division.

537 7.4 STANDING COMMITTEES & COORDINATORS

538

538 .1 ATHLETES COMMITTEE -

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

540

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

543

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

548

549 .2 FINANCE COMMITTEE -

550

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

552

Commented [JDM3]: 2024 housekeeping change required by USA Swimming.

553 B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer (with
554 voice but no vote), the Treasurer of each Zone, one (1) member appointed by the General Chair, and a sufficient
555 number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership
556 of the Committee.

557
558 C. DUTIES -

- 559 (1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the
560 execution of policy regarding the investment of Pacific Swimming's working capital, funded reserves
561 and endowment funds, within the guidelines, if any, established by the Board of Directors or the House
562 of Delegates. The Finance Committee shall also regularly review Pacific Swimming's equipment
563 needs (both operational and office) and the various methods available to finance the acquisition of any
564 needed equipment and make a determination and recommendation of the best financing method.
- 565 (2) To conduct a review or audit or recommend an independent auditor to conduct the required annual
566 review or audit of the books of Pacific Swimming. If conducted internally, a minimum of three (3)
567 committee members with a sufficient number of athletes to constitute at least 20% of the voting
568 membership, must conduct the review or audit. The Treasurer cannot be a member of the group
569 performing the audit, but can be present to provide clarification, information and answer questions.
- 570 (3) To submit the review or audit and other reports and make recommendations to the Board of Directors
571 with regard thereto.
- 572 (4) To consult with the officers, committee chairs and coordinators and prepare and present a proposed
573 budget for consideration and approval by the Board of Directors and the House of Delegates. The
574 officers, committee chairs and coordinators shall provide promptly such financial information (current
575 and projected) and budget proposals as the Finance Committee may request. The proposed budget may
576 contain alternatives.
- 577 (5) To complete and submit any state and local reports and filings.

578
579 .3 GOVERNANCE COMMITTEE -

580
581 A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.
582

583 B. MEMBERS - The Committee shall be comprised of two (2) members appointed by the General Chair with
584 advice and consent of the Board of Directors, one representative designated by each Zone (5) and two (2)
585 Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the
586 Committee. Each member shall serve a three-year term, staggered so that approximately one-third (1/3) of such
587 members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall
588 be members of the Pacific Swimming Board of Directors at any given time. After completion of two
589 consecutive terms, members are not eligible for re-appointment to the Governance Committee until after a lapse
590 of three years. A portion of any term served to fill a vacancy in the position shall not be considered in the
591 computation of the successive term limitation. In no case shall the General Chair serve on the Governance
592 Committee.

593
594 C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist
595 of a majority of its voting members. For all other meetings, a quorum shall consist of those members present
596 and voting.

597
598 D. DUTIES

- 599
600 (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of Pacific Swimming;
601 (2) To aid in the development of operating policies regarding conflict of interest (Board and staff), document
602 retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related
603 practices, etc.;
- 604 (3) To aid in the development of personnel practices procedure including job descriptions and annual review
605 of staff, and delegate annual review of staff to Personnel Committee;
- 606 (4) To ensure that the Board's focus remains on the strategic plan;
- 607 (5) To aid in the development of expectations and processes for accountability of Board members;
- 608 (6) To develop criteria for the qualities and required characteristics of Board officers;
- 609 (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and
610 identifying and recruiting potential Board members;
- 611 (8) To nominate Board members, and Administrative Review Board members to be elected by the House of
612 Delegates consistent with the matrix of skills, demographics, and talents needed;
- 613 (9) To publish the slate of candidates to the Pacific Swimming membership at least twenty (20) days prior to
614 the election. Additional nominations may be made from the floor of the House of Delegates by voting
615 members of the House of Delegates;
- 616 (10) To design and implement Board orientation and an ongoing program of Board education and development;
617 and
- 618 (11) To lead periodic assessment of the Board's performance (as a whole and of individual members) and make
619 recommendations to enhance Board effectiveness.
620

- 621 .4 OPERATIONAL RISK COORDINATOR
622
623 A. DUTIES - The duties shall be as outlined in the Pacific Swimming Policies and Procedures.
624
- 625 .5 EXECUTIVE COMMITTEE
626
627 A. AUTHORITY AND POWER - The Executive Committee shall have the authority and power to act for the
628 Board of Directors and Pacific Swimming between meetings of the Board and the House of Delegates.
629 Limitations to the authority and power of the Executive Committee shall be determined by the Board of
630 Directors and included in the Pacific Swimming Policies and Procedures.
631
- 632 B. MEMBERS - The members of the Executive Committee shall be the
633
634 (1) General Chair, who shall act as chair
635 (2) Administrative Vice-Chair
636 (3) Program Operations Vice-Chair
637 (4) Program Development Vice-Chair
638 (5) Secretary
639 (6) Finance Vice-Chair
640 (7) Coach Representatives (2)
641 (8) Zone Chairs (5)
642 (9) Senior Athlete Board Representative
643 (10) Junior Athlete Board Representative
644 (11) Two additional Athlete Board Members selected by the Athlete Committee
645
- 646 C. MEETINGS AND NOTICE - Meetings of the Executive Committee shall be held at any time or place within
647 the Territory when called by the General Chair or any three (3) members of the Committee with a minimum of
648 five (5) days' notice required.
649
- 650 D. QUORUM - A quorum of the Executive Committee shall consist of a majority of the members of the
651 Committee.
652
- 653 E. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of
654 Directors, the Executive Committee shall make a report of its activities since the last Board of Director's
655 meeting for ratification or prospective modification or rescission, provided, however, that any action of the
656 Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of
657 a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.
658

659
660 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs,
661 committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:
662
663 .1 Preside at all meetings of the respective division, committee or subcommittee;
664
665 .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in
666 ~~his or her~~ **their** charge are properly and promptly carried out;
667
668 .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the
669 coordinator or division or committee, respectively;
670
671 .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and
672 the Secretary to keep them fully informed;
673
674 .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and
675 forward reports or minutes of all meetings to the Secretary and made public to the membership;
676
677 .6 Perform the other specific duties listed in Pacific Swimming's Policies and Procedures or as may be delegated by
678 the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.
679
680 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees
681 shall be prescribed by the Pacific Swimming Policies and Procedures.
682
683 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of Pacific
684 Swimming shall be held as determined by the respective Vice-chairs or committee or sub-committee chair.
685
686 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee
687 meeting, shall be open to all members of Pacific Swimming. Matters relating to personnel, disciplinary action, legal,
688 taxation and similar affairs shall be deliberated and decided in a closed session which only the respective members are
689 entitled to attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter
690 deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.
691 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and
692 vote in their respective meetings.
693
694 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may
695 be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written
696 consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a

Commented [JDM4]: 2024 housekeeping change required by USA Swimming.

697 meeting.
698
699 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a
700 meeting of the committee or through conference equipment by means of which all persons participating in the meeting can
701 hear each other at the same time. Participation by such means shall constitute presence at a meeting.
702
703 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a
704 quorum of any committee shall consist of those members present.
705
706 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other
707 propositions coming before a committee shall be determined by a majority vote.
708
709 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.
710
711 7.15 NOTICES
712
713 .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not
714 less than five (5) days' written notice shall be given for any meeting of a committee.
715
716 .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.
717
718 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the
719 General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the
720 resignation shall take effect upon the appointment of a successor.
721
722 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordina-
723 tor becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the
724 Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of
725 the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of the
726 incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment
727 may be made for the duration of the temporary incapacity.
728
729 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a
730 coordinator may delegate a portion of their duties to another officer of Pacific Swimming, or to another committee,
731 subcommittee, or coordinator, or with the consent of the Board of Directors and the Personnel Committee, to the paid staff
732 of Pacific Swimming. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations
733 shall remain with the delegator.
734

735 7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 7.5 through 7.18 shall
736 apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the
737 Pacific Swimming Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings
738 but shall not apply to its hearings or deliberations.
739

740 ARTICLE 8
741 ANNUAL AUDIT, REPORTS AND REMITTANCES
742

743 Pacific Swimming shall submit any reports and remittances required by the USA Swimming Corporate Bylaws, by the
744 USA Swimming Board of Directors, the President/CEO of USA Swimming or by any agreement between Pacific
745 Swimming and USA Swimming. Reports required to be submitted to USA Swimming by Pacific Swimming include annual
746 financial and federal tax reports and the annual audit or review.
747

748 ARTICLE 9
749 ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION
750

751 9.1 NON-PROFIT AND CHARITABLE PURPOSES - Pacific Swimming is organized exclusively for charitable and
752 educational purposes and for the purpose of fostering national or international amateur sports competition within the
753 meaning of section 501(c)(3) of the IRS Code. Notwithstanding any other provision of these Bylaws, Pacific Swimming
754 shall not, except to an insubstantial degree, (1) engage in any activities or exercise any powers that are not in furtherance
755 of the purposes and objectives of Pacific Swimming or (2) engage in any activities not permitted to be carried on by: (A) a
756 corporation exempt from federal income tax under such section 501(c)(3) of the IRS Code or (B) a corporation to which
757 contributions, gifts and bequests are deductible under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code.
758

759 9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of Pacific Swimming are irrevocably dedicated
760 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
761 Swimming shall inure to the benefit of any private person or any member, officer or director of Pacific Swimming.
762

763 9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of
764 the Pacific Swimming House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so
765 approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee.
766 Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.
767

768 9.4 DISSOLUTION - Pacific Swimming may be dissolved only upon a two-thirds (2/3) vote of all the voting members of the
769 House of Delegates. Upon dissolution, the net assets of Pacific Swimming shall not inure to the benefit of any private
770 individual, unincorporated organization or corporation, including any member, officer or director of Pacific Swimming,
771 but shall be distributed to USA Swimming, to be used exclusively for educational or charitable purposes. If USA
772 Swimming, is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) of the IRS Code

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

777 **ARTICLE 10**
778 **INDEMNIFICATION**

779
780 10.1 **INDEMNITY** - Pacific Swimming shall indemnify, protect and defend, in the manner and to the full extent permitted by
781 law, any Indemnified Person in respect of any threatened, pending or completed action, suit or proceeding, whether or not
782 by or in the right of Pacific Swimming, and whether civil, criminal, administrative, investigative or otherwise, by reason
783 of the fact that the Indemnified Person bears or bore one or more of the relationships to Pacific Swimming specified in
784 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.
785 Where specifically required by law, this indemnification shall be made only as authorized in the specific case upon a
786 determination, in the manner provided by law, that indemnification of the Indemnified Person is proper in the
787 circumstances. Pacific Swimming may, to the full extent permitted by law, purchase additional insurance to that provided
788 by USA Swimming, and maintain insurance on behalf of any Indemnified Person against any liability that could be asserted
789 against the Indemnified Person.

790
791 10.2 **EXCLUSION** - The indemnification provided by this Article 10, shall not apply to any Indemnified Party whose otherwise
792 indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton and willful
793 disregard of applicable laws, rules and regulations, of the USA Swimming Rules and Regulations, of the USA Swimming
794 Code of Conduct or these Bylaws or who is convicted of a crime (including felony, misdemeanor and lesser crimes)
795 involving sexual misconduct, child abuse, violation of a law specifically designed to protect minors or similar offenses, or
796 who is found by the National Board of Review or the U.S. Center for SafeSport to have committed actions which would
797 be the basis for such a conviction and, in each case, the otherwise indemnifiable conduct (or failure to act) was, or was
798 directly related to, the predicate acts of the conviction or finding.

799
800 10.3 **INDEMNIFIED PERSONS** - As used in this Article 10, "Indemnified Person" shall mean any person who is or was a
801 Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee
802 chair or member, coordinator, volunteer, employee or agent of Pacific Swimming, or is or was serving at the direct request
803 of Pacific Swimming as a director, officer, Group Member Representative, meet director, official, coach, committee chair
804 or member, coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.

805
806 10.4 **EXTENT OF INDEMNITY** - To the full extent permitted by law, the indemnification provided in this Article shall include
807 expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in
808 settlement, and, except as limited by applicable laws, these expenses shall be paid by Pacific Swimming in advance of the
809 final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to Pacific
810 Swimming's obligation to indemnify, Pacific Swimming may require an undertaking from the Indemnified Person obliging

811 ~~him~~ them to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person
812 engaged in the sport of swimming for compensation or other gain, if Pacific Swimming determines that there is reasonable
813 doubt as to such person's ability to make any repayment, Pacific Swimming shall not be obligated to make any payments
814 in advance of the final determination. This indemnification shall not be deemed to limit the right of Pacific Swimming
815 exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or
816 disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while
817 holding such office.

Commented [JDM5]: 2024 housekeeping change required by USA Swimming.

819 10.5 SUCCESSORS, ETC. - The indemnification provided by this Article shall continue as to an Indemnified Person who has
820 died or been determined to be legally incompetent and shall apply for the benefit of the successors, guardians, conservators,
821 heirs, executors, administrators and trustees of the Indemnified Person.

822
823 ARTICLE 11
824 PARLIAMENTARY AUTHORITY

825
826 ROBERT'S RULES - Robert's Rules of Order Newly Revised shall govern Pacific Swimming and any of its constituent
827 or component parts, committees, etc., in the conduct of meetings in all cases to which they apply and in which they are not
828 inconsistent with these Bylaws and any special rules of order Pacific Swimming, the House of Delegates, the Board of
829 Directors or its divisions, committees, etc., may adopt.

830
831 ARTICLE 12
832 MISCELLANEOUS

833
834 12.1 EFFECT OF STATE LAW CHANGES (SEVERABILITY) - If any portion of these Bylaws shall be determined by a final
835 judicial decision to be, or as a result of a change in the law of the State of California become, illegal, invalid or
836 unenforceable, the remainder of these Bylaws shall continue in full force and effect.

837
838 12.2 FISCAL YEAR - The fiscal year of Pacific Swimming shall end on the last day of August.

839
840 12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that Pacific Swimming shall have and continue to
841 have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code
842 and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections
843 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that Pacific Swimming shall
844 have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent
845 possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

846
847 ARTICLE 13
848 ADMINISTRATIVE REVIEW BOARD

849
850
851
852
853
854
855
856
857
858
859
860
861
862
863
864
865
866
867
868
869
870
871
872
873
874
875
876
877
878
879
880
881
882
883
884
885
886

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

13.2 ADMINISTRATIVE REVIEW BOARD ORGANIZATION -

- .1 Establishment - The Administrative Review Board of Pacific Swimming shall be independent and impartial.
- .2 Members - The Administrative Review Board shall have at least three (3) regular members, with a sufficient number of Athlete Representatives to constitute at least 20% of the voting membership. At least three members of the Administrative Review Board shall hear each case, with a sufficient number of Athlete Representatives to constitute at least twenty percent (20%) of its membership. No hearing shall proceed without the required athlete representation. The House of Delegates may increase the number of regular or three (3) alternate members by resolution but subsequent to the adoption of these Bylaws may only decrease the number of regular or alternate members upon the expiration of the term of office of any incumbent members.
- .3 Election; Term of Office; Eligibility -
 - A. Election - The House of Delegates shall biennially elect regular and alternate members of the Administrative Review Board:
 - B. Term of Office - The term of office shall be two (2) years. Each member and alternate member shall assume office upon election and shall serve until a successor takes office.
 - C. Eligibility - Each regular and alternate member of the Administrative Review Board shall be an Individual Member of Pacific Swimming and USA Swimming. In no case shall members of the Board of Directors serve

887 on the Administrative Review Board.
888

889 .4 Chair Elected by Board; Other Officers - The Chair of the Administrative Review Board (the "Chair") who must be
890 a regular member, shall be elected biennially by a majority vote of the regular members of the Administrative
891 Review Board. The Chair shall biennially appoint a Vice-Chair and a Secretary of the Administrative Review Board,
892 each of whom must be regular members.
893

894 .5 Meetings - The Administrative Review Board shall meet for administrative purposes as necessary, to elect the Chair,
895 to adopt rules and procedures and to conduct other business as may be helpful or necessary to achieve the purposes
896 of the Administrative Review Board and efficiently exercise its duties and powers. Other meetings may be called
897 by the Chair or any two regular members. When meeting for administrative purposes, Section 7.19 shall apply to
898 the Administrative Review Board.
899

900 .6 Participation Through Communications Equipment - Members of the Administrative Review Board may participate
901 in a meeting or hearing of the Administrative Review Board, and any hearing may be conducted, in whole or in part,
902 through conference telephone or similar equipment by means of which all persons participating in the meeting can
903 hear each other at the same time. Participation by these means shall constitute presence in person at such a meeting
904 or hearing.

905 .7 Quorum - A quorum for any administrative meeting of the Administrative Review Board shall be fifty percent (50%)
906 of its regular members.
907

908 .8 Resignations - Any regular or alternate member of the Administrative Review Board may resign by submitting a
909 written resignation to the Chair, the General Chair or the Board of Directors specifying an effective date of the
910 resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment
911 or election of a successor.
912

913 .9 Determination of Vacancy or Incapacity - The determination of when an office becomes vacant or an officer
914 becomes incapacitated shall be in accordance with 6.9.
915

916 .10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or
917 unwilling to promptly act for any reason, recuses ~~herself or himself~~themselves or is disqualified in any particular
918 circumstance, the Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the
919 Vice-Chair; or failing that, the General Chair) shall appoint an alternate member to act in the regular member's place
920 in respect of that circumstance.
921

Commented [JDM6]: 2024 housekeeping change required by USA Swimming.

922 13.3 GENERAL -
923

924 .1 Administrative Powers - The Administrative Review Board shall have the powers and the duty to:

925
926
927
928
929
930
931
932
933
934
935
936
937
938
939
940
941
942
943
944
945
946
947
948
949
950
951
952
953
954
955
956
957
958
959
960
961
962

- A. administer and conduct the affairs and achieve the purposes of the Administrative Review Board,
 - B. establish policies, procedures and guidelines,
 - C. elect the Chair,
 - D. call regular or special meetings of the Administrative Review Board,
 - E. retain attorneys, agents and independent contractors and employ those persons which the Administrative Review Board may determine are appropriate, necessary or helpful in the administration and conduct of its affairs, and
 - F. take such action as may otherwise be appropriate, necessary or helpful in the administration and conduct of its affairs, the achievement of its purposes and the efficient exercise of its duties and powers.
- .2 Rule Making Powers - The Administrative Review Board shall have the power and the duty to promulgate reasonable rules and procedures consistent with the corporation laws of Pacific Swimming with respect to any matter within its jurisdiction or appropriate, necessary or helpful in the administration and conduct of its affairs. Such rules and procedures shall have the same force and effect as if they had been adopted as part of these Bylaws.
- .3 Exercise of Powers and Decisions - Except for authority and power granted to the Chair, the exercise of the authority and powers of the Administrative Review Board and the decision of matters which are the subject of a hearing shall be decided by a majority vote of the Administrative Review Board. The views of any dissenters shall be included in the record of the proceeding if requested by the dissenters. The exercise of the Administrative Review Board's authority and power shall be solely in its discretion and the interests of justice and the sport of swimming.
- .4 Timeliness of Petition - The Administrative Review Board need not exercise its jurisdiction with respect to a complaint the subject matter of which occurred, or concerns or is founded on events which occurred, more than ninety (90) days prior to the date the complaint is received. A determination not to exercise its jurisdiction as a result of the untimeliness of a complaint may be made by the Chair alone and may be the subject of a request for rehearing and, thereafter, appeal to the National Board of Review in accordance with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy Manual.

ARTICLE 14
CONVENTIONS AND DEFINITIONS

14.1 CONVENTIONS -

- .1 TERMS GENERALLY - Whenever the context may require, any pronoun or official title shall include the corresponding masculine, feminine and neuter forms. The words "include", "includes" and "including" shall be deemed to be followed by the phrase "without limitation". The singular shall include the plural and the plural shall include the singular as the context may require. Where the context permits, the term "or" shall be interpreted as

963 though it were “and/or”. Captions have been used for convenience only and shall not be used in interpreting the
964 Bylaws.

965
966 .2 CAPITALIZED TITLES - Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to
967 Pacific Swimming positions and not to USA Swimming or another organization.

968
969 .3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -

970
971 A. Notice by Mail - Notice given and other writings delivered by first class mail, postage prepaid, and addressed
972 to the last known address shall be deemed given or delivered upon the postmark date for all purposes under
973 these Bylaws.

974
975 B. Notice by Email - Notice given and writings delivered by electronic mail to the last known email address
976 shall be deemed given or delivered for all purposes under these Bylaws.

977
978 C. Last Known Mail or Email Address - For all purposes under these Bylaws, the last known mail or email
979 address of a member of Pacific Swimming shall be the mail or email address on file with Pacific Swimming
980 or in SWIMS.

981
982 .4 TIME PERIOD CONVENTION - In computing time periods established by these Bylaws, the initial time period
983 (days or hours) shall not be included but the last period shall be included.

984
985 .5 WAIVER OF NOTICE CONVENTION - Untimely or insufficient notice for any meeting held under the authority
986 of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which
987 such notice referred or to which notice was lacking without, at the earliest opportunity, raising an objection of
988 untimely or insufficient notice having been given for such meeting. If the member is a Group Member
989 Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice
990 to the same extent.

991
992 14.2 DEFINITIONS - When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and
993 the definitions of such terms are equally applicable both to the singular and plural forms.

994
995 .1 ARTICLE - a principal subdivision of these Bylaws.

996
997 .2 ARTICLES OF INCORPORATION - the document filed with Secretary of State of the State of California pursuant
998 to which Pacific Swimming was formed.

999
1000 .3 ATHLETE BOARD REPRESENTATIVE - an Athlete Member elected to represent athletes in the House of
1001 Delegates and on the Board of Directors.

1002 .4 ATHLETE REPRESENTATIVE - shall be (a) an athlete member in good standing; (b) currently competing, or

1003 have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event conducted
1004 by Pacific Swimming or another LSC, and (c) have ~~his or her~~their place of permanent residence in the Territory and
1005 expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution
1006 of higher education).

Commented [JDM7]: 2024 housekeeping change required by USA Swimming.

1007
1008 .5 BOARD MEMBER - a member of the Board of Directors, including the At-Large Board Members.

1009
1010 .6 BOARD OF DIRECTORS - the Board of Directors of Pacific Swimming.

1011
1012 .7 BYLAWS - these bylaws as adopted and amended from time to time by, and in effect for, Pacific Swimming.

1013
1014 .8 COACH REPRESENTATIVE - a Coach Member elected to represent the coaches in the House of Delegates and
1015 on the Board of Directors.

1016
1017 ~~.9 FINA the Federation Internationale de Natation, the international governing body for the sport of swimming.~~

Commented [JDM8]: 2024 housekeeping changes required by USA Swimming.

1018
1019 ~~10.9~~ GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of
1020 Delegates.

1021
1022 ~~11.10~~ HOUSE OF DELEGATES - the House of Delegates of Pacific Swimming as established by Article 4 of these
1023 Bylaws.

1024
1025 ~~12.11~~ IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of Pacific
1026 Swimming.

1027
1028 ~~13.12~~ IRS CODE - the current United States Internal Revenue Code.

1029
1030 ~~14.13~~ LOCAL SWIMMING COMMITTEE / LSC - Pacific Swimming as defined by the USA Swimming Corporate
1031 Bylaws.

1032
1033 ~~15.14~~ MEMBER - a Group Member or an Individual Member.

1034
1035 ~~16.15~~ NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established in accordance
1036 with the National Board of Review procedures, pursuant to Policy 26.0 of the USA Swimming Operating Policy
1037 Manual. Where the context requires, a reference to the National Board of Review shall include a reference to the
1038 USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

1039
1040 ~~17.16~~ PACIFIC SWIMMING - the California not-for-profit corporation to which these Bylaws pertain.

1041
1042 ~~18.17~~ POLICIES AND PROCEDURES - the principles, rules, and guidelines of Pacific Swimming, as amended and
1043 adopted by the Board of Directors or the House of Delegates.

1044
1045 ~~19.18~~ SECTION - a subdivision of the Articles of these Bylaws.

1046
1047 ~~20.19~~ TERRITORY - the geographic territory over which Pacific Swimming has jurisdiction as a Local Swimming

1048 Committee.

1049 ~~21.20~~ USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body
1050 for the United States for the sport of swimming.
1051

1052 ~~21~~ WORLD AQUATICS - the international governing body for the sport of swimming.
1053
1054

Commented [JDM9]: 2024 housekeeping changes required by USA Swimming.