

## **ARTICLE 18 – DEFINITIONS, CONVENTIONS AND RULES OF INTERPRETATION**

### ***18.1 Convention and Rules of Interpretation***

#### **18.1.1 Terms Generally**

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

#### **18.1.2 Capitalized Titles**

Capitalized titles, such as Secretary or Treasurer, when appearing alone shall refer to Pacific Swimming positions and not to USA Swimming or another organization.

#### **18.1.3 Principal Rule of Interpretation**

The principal substantive rule of interpretation applicable to these Bylaws is set forth in Section 18.3.

#### **18.1.4 Rule of Interpretation Applicable to Article 12**

Article 12 shall be interpreted generously in order to achieve the intent expressed in Section 12.1.

#### **18.1.5 Notice Deemed Given; Writings Deemed Delivered; Last Known Address**

A. Notice By Mail – Notice given and other writings delivered by first class mail, postage prepaid and addressed to the last address shown on the records of Pacific Swimming shall be deemed given or delivered upon the postmark date for all purposes under these Bylaws.

B. Notice by Fax or E-mail – Notice given and writings delivered by facsimile or electronic mail shall be deemed given or delivered upon oral, telephonic, electronic or written confirmation of the recipient for all purposes under these Bylaws.

C. Notice By Telephone – Notice given by telephone shall be deemed given only when actually transmitted to the person entitled thereto for all purposes under these Bylaws. (Thus, for example, a message left on an answering machine or similar equipment or with a person other than the intended recipient shall not be notice given prior to the actual receipt by the intended recipient.)

D. Last Known Address – For all purposes under these Bylaws, the last known address of a member of Pacific Swimming shall be the address given in the latest application for registration or membership of Pacific Swimming and USA Swimming filed with the Registration Chair or Membership Chair, or the address given in a written notice of change of residence filed with that Chair. In all other cases the records maintained by the Secretary of Pacific Swimming shall be used to ascertain the last known address.

#### **18.1.6 Time Period Convention**

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

#### **18.1.7 Waiver of Notice Convention**

Untimely or insufficient notice for any meeting held under the authority of these Bylaws shall be considered to have been waived if a member attends or participates in the meeting to which such notice referred, or to which notice was lacking, without, at the earliest opportunity, raising an objection of untimely or insufficient notice having been given for such meeting. If the member is a Group Member

Representative, then the relevant Group Member shall be treated as having waived the untimely or insufficient notice to the same extent.

### ***18.2 Definitions***

When used in these Bylaws, the following terms shall have the meanings indicated in this Section, and the definitions of such terms are equally applicable both to the singular and plural forms thereof. Where a cross reference to another Section of the Bylaws appears within a definition, the definition is qualified by the more complete definition found in that Section. For an additional definition applicable solely to Article 14, see Section 14.3:

1. “Active Individual Member” shall mean an individual other than a Coach Member, an Athlete Member or a Seasonal Athlete Member who is a trainer, manager, official, meet director, marshal, Board Member, At-Large House Member, officer or committee Chair or member, or a Group Member Representative or alternate and any other individual actively participating in the affairs of Pacific Swimming or the sport of swimming and who is in good standing as an Individual Member of Pacific Swimming and USA Swimming. (See Section 2.1.2.A.)
2. “Affiliated Group Member” shall mean any organization which supports the sport of swimming and the objectives and programs of Pacific Swimming and USA Swimming, but which does not have Athlete Members and Coach Members, which are in good standing as a Group Member of Pacific Swimming and USA Swimming, and which are neither a Club Member or Seasonal Club Member of Pacific Swimming. (See Article 2.1.1.B.)
3. “Affiliated Group Member Representative” shall mean the individual appointed to represent an Affiliated Group Member in the House of Delegates. (See Section 4.1.1.)
4. “Affiliated Individual Member” shall mean any individual interested in the objectives and programs of Pacific Swimming who resides, formerly resided or participated in the sport of swimming in the Territory, who is in good standing as a member of Pacific Swimming and USA Swimming and who is not an Active Individual, Athlete or Coach Member. (See Section 2.1.2.D.)
5. “Article” shall mean the principal subdivisions of these Bylaws.
6. “Articles of Incorporation” shall mean the document filed with the office of the Secretary of State of the State of California pursuant to which Pacific Swimming was formed.
7. “At-Large Board Member” shall mean those Board Members designated as such. (See Section 5.2.)
8. “At-Large House Member” shall mean the Individual Members appointed by the General Chair to be members of the House of Delegates. (See Section 4.1.2)
9. “Athlete Member” shall mean any individual who competes or has competed during any part of the three (3) immediately preceding years in the sport of swimming and is in good standing as an Individual Member of Pacific Swimming and USA Swimming. (See Section 2.1.2.A)
10. “Athlete Representative” shall mean the Athlete Member appointed to represent athletes in the House of Delegates and on the Board of Directors pursuant to Section 4.1.3.
11. “Board Member” shall mean a member of the Board of Directors, including the At-Large Board

Members. Where the context requires, the term does not include the Athlete Representatives or the Coach Representatives.

12. "Board of Directors" shall mean the Board of Directors of Pacific Swimming.

13. "Administrative Review Board" shall mean the investigative and judicial body of Pacific Swimming established pursuant to Article 12.

14. "Business Day" shall mean a calendar day which is not a Saturday, a Sunday or a legal Federal or state holiday anywhere within the Territory.

15. "Bylaws" shall mean these Bylaws as adopted by and in effect for, Pacific Swimming.

16. "Club" shall mean an organization that has athletes and coaches engaged in the sport of swimming.

17. "Club Member" shall mean any club or other organization which is in good standing as a Group Member of Pacific Swimming and USA Swimming, and has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the club or organization must be Individual Members in good standing with Pacific Swimming and USA Swimming. (See Section 2.1.1.A)

18. "Club Member Representative" shall mean the individual appointed to represent a Club Member in the House of Delegates pursuant to Section 4.1.1.

19. "Coach Member" shall mean any individual, whether or not affiliated with a Group Member, who has satisfactorily completed all safety and other training required by Pacific Swimming and/or USA Swimming and who is in good standing as a member of Pacific Swimming and USA Swimming. (See Section 2.1.2.B)

20. "Coach Representative" shall mean the Coach Member elected to represent the coaches in the House of Delegates and the Board of Directors. (See Section 4.1.4)

21. "Executive Committee" shall mean the committee of the Board of Directors which may act for the Board of Directors between meetings. (See Section 5.8)

22. "FINA" shall mean the Federation Internationale de Natation, the international governing body for the sport of swimming.

23. "Group Members" shall mean Club Members, Seasonal Club Members and Affiliated Group Members.

24. "Group Member Representative" shall mean the individual appointed to represent a Group Member in the House of Delegates. (See Section 4.1.1)

25. "House of Delegates" shall mean the House of Delegates of Pacific Swimming as established by Article 4 of these Bylaws.

26. "Immediate Past General Chair" shall mean the individual who is the immediate past General Chair of Pacific Swimming, except when that person became immediate past General Chair by virtue of the House of Delegates taking action pursuant to Section 4.4.10, the Board of Directors taking action pursuant to

Section 5.7.11 or the House of Delegates failing to reelect that person to another term sought by that person. The Immediate Past General Chair shall serve for the duration of the successor General Chair's term. If the office of Immediate Past General Chair becomes vacant for any reason, including the exception set forth in the initial sentence of this definition, it shall not be filled by appointment or election, but shall remain vacant until another individual becomes Immediate Past General Chair.

27. "Individual Members" shall mean Athlete Members, Coach Members, Active Individual Members, Life Members, and Affiliated Individual Members.

28. "IRS Code" shall mean the United States Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States internal revenue law, and shall, when appropriate, also include a reference to the Treasury Regulations issued thereunder.

29. "Life Member" shall mean any individual who is a life member of Pacific Swimming and USA Swimming and who resides, formerly resided or participated in the sport of swimming in the Territory and who is in good standing as a member of Pacific Swimming and USA Swimming. (See Section 2.1.2.F)

30. "Local Swimming Committee" or "LSC" shall have the meaning ascribed thereto in the USA Swimming Rules and Regulations. Pacific Swimming is a Local Swimming Committee.

31. "Member" shall mean a Group Member or an Individual Member.

32. "National Board of Review" shall mean 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.

33. "Nominating Committee" shall mean the committee of the House of Delegates charged with nominating candidates for elective offices of Pacific Swimming. (See Section 4.8)

34. "Pacific Swimming" shall mean the California not-for-profit corporation to which these Bylaws pertain.

35. "Parliamentary Authority" shall mean the authority and any special rules of order designated in Article 15.

36. "Policies and Procedures Manual" shall mean the policies and procedures manual of Pacific Swimming, as amended, adopted by the Board of Directors or the House of Delegates.

37. "Seasonal Athlete Member" shall mean any individual who participates or competes in the sport of swimming and has joined for certain periods of time not longer than one hundred fifty (150) days each in a calendar year and is in good standing as a Seasonal Athlete Member of Pacific Swimming and USA Swimming. (See Section 2.1.2.E)

38. "Seasonal Club Member" shall mean any organization which has joined Pacific Swimming and USA Swimming for certain periods of time not exceeding one hundred fifty (150) days each in a calendar year and is in good standing as a seasonal club member of Pacific Swimming and USA Swimming. (See Section 2.1.1.C)

39. "Section" shall mean the subdivisions of the Articles of these Bylaws.
40. "Senior Athlete Representative" shall mean the Athlete Representative senior in term of office or, in cases where there are more than two (2) Athlete Representatives, the Athlete Representative designated in accordance with Section 4.1.3.
41. "Senior Coach Representative" shall mean the Coach Representative senior in term of office. (See Section 4.1.4)
42. "Standing Committee" shall mean a committee of Pacific Swimming listed in Section 8.1, 8.3 or 8.4.
43. "Territory" shall mean the geographic territory over which Pacific Swimming has jurisdiction as a Local Swimming Committee. (See Section 1.3)
44. "USA Swimming" shall mean USA Swimming, Inc., a Colorado not-for-profit corporation which is the national governing body for the United States for the sport of swimming.
45. "USA Swimming Board of Directors" shall mean the Board of Directors of USA Swimming.
46. "USA Swimming Rules and Regulations" shall mean the code of rules and regulations, as adopted and amended from time to time by USA Swimming.
47. "USA Swimming House of Delegates" shall mean the House of Delegates of USA Swimming.
48. "USA Swimming Rules and Regulations Committee" shall mean the Rules and Regulations Committee of USA Swimming created pursuant to Part Five of the USA Swimming Rules and Regulations.
49. "Pacific Swimming Zone" shall be administrative subdivisions of Pacific Swimming and shall be directly responsible to the Board of Directors. (See Section 7.2)
- .50 "Zone Board of Review" shall mean the Board of Review of the Zone in which Pacific Swimming is located, 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.