

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

PACIFIC SWIMMING BYLAWS

ARTICLE 7

DIVISIONS, COMMITTEES AND COORDINATORS

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

- .1 ADMINISTRATIVE DIVISION - Administrative Vice-Chair
- .2 PROGRAM OPERATIONS DIVISION - Program Operation Vice Chair
- .3 PROGRAM DEVELOPMENT DIVISION - Program Development Vice Chair
- .4 FINANCE DIVISION - Finance Vice-Chair
- .5 ATHLETES DIVISION - Senior Athlete Representative
- .6 COACHES DIVISION - Coach Representative

7.2 ELECTED, EX OFFICIO AND APPOINTED CHAIRS AND COORDINATORS

- .1 ELECTED CHAIRS AND COORDINATORS - Committee chairs and coordinators who are not Board members, but are elected by the House of Delegates, a committee or division, are as follows: None.
- .2 EX-OFFICIO CHAIR - Certain other committee chairs are designated ex-officio by virtue of an office currently held.
- .3 APPOINTED CHAIRS AND COORDINATORS - The chairs of all other committees and all other coordinators shall be appointed by the General Chair with the advice and consent of the Board of Directors and the respective division chair. The appointed committee chair or coordinator shall assume office upon appointment or the date designated by the General Chair and shall serve until a successor is appointed and assumes office.

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

7.4 STANDING COMMITTEES & COORDINATORS

- .1 ATHLETES COMMITTEE -
 - A. CHAIR - The Senior Athlete Board Representative or their designee shall be the chair of the committee.

- B. MEMBERS - The Athletes Committee shall consist of the Athlete Board Representatives, the Athlete At-Large Board members and Zone Athlete Board Members.
- C. DUTIES - The Athletes' Committee shall have general charge of the business and affairs of the Athletes of Pacific Swimming, and shall undertake such activities (a) delegated to it by the Board of Directors or the General Chair or (b) undertaken by the Committee as being in the best interests of the Athlete Members, Pacific Swimming, USA Swimming and the sport of swimming

.2 FINANCE COMMITTEE -

- A. CHAIR - The chair shall be the Finance Vice-Chair.
- B. MEMBERS - The members of the Finance Committee shall be the Finance Vice-Chair, the Treasurer (with voice but no vote), the Treasurer of each Zone, one (1) member appointed by the General Chair, and a sufficient number of Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee.
- C. DUTIES -
 - (1) To develop, establish where so authorized, or recommend to the Board of Directors, and supervise the execution of policy regarding the investment of Pacific Swimming's working capital, funded reserves and endowment funds, within the guidelines, if any, established by the Board of Directors or the House of Delegates. The Finance Committee shall also regularly review Pacific Swimming's equipment needs (both operational and office) and the various methods available to finance the acquisition of any needed equipment and make a determination and recommendation of the best financing method.
 - (2) To conduct a review or audit or recommend an independent auditor to conduct the required annual review or audit of the books of Pacific Swimming. If conducted internally, a minimum of three (3) committee members with a sufficient number of athletes to constitute at least 20% of the voting membership, must conduct the review or audit. The Treasurer cannot be a member of the group performing the audit, but can be present to provide clarification, information and answer questions.
 - (3) To submit the review or audit and other reports and make recommendations to the Board of Directors with regard thereto.
 - (4) To consult with the officers, committee chairs and coordinators and prepare and present a proposed budget for consideration and approval by the Board of Directors and the House of Delegates. The officers, committee chairs and coordinators shall provide promptly such financial information (current and projected) and budget proposals as the Finance Committee may request. The proposed budget may contain alternatives.
 - (5) To complete and submit any state and local reports and filings.

.3 GOVERNANCE COMMITTEE -

- A. CHAIR - The chair shall be elected annually by the Governance Committee from among its own members.
- B. MEMBERS - The Committee shall be comprised of two (2) members appointed by the General Chair with advice and consent of the Board of Directors, one representative designated by each Zone (5) and two (2) Athlete Representatives so as to constitute at least twenty percent (20%) of the voting membership of the Committee. Each member shall serve a three-year term, staggered so that approximately one-third (1/3) of such members are appointed each year. No more than one-half (1/2) of the Governance Committee members shall be members of the Pacific Swimming Board of Directors at any given time. After completion of two consecutive terms, members are not eligible for re-appointment to the Governance Committee until after a lapse of three years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of the successive term limitation. In no case shall the General Chair serve on the Governance Committee.
- C. QUORUM - When making nominations, a quorum for any meeting of the Governance Committee shall consist of a majority of its voting members. For all other meetings, a quorum shall consist of those members present and voting.
- D. DUTIES
- (1) To assist in periodic evaluation of the mission and vision statements and the Bylaws of Pacific Swimming;
 - (2) To aid in the development of operating policies regarding conflict of interest (Board and staff), document retention, ethics, whistle-blower, procurement, contract review, grievance and other employment-related practices, etc.;
 - (3) To aid in the development of personnel practices procedure including job descriptions and annual review of staff, and delegate annual review of staff to Personnel Committee;
 - (4) To ensure that the Board's focus remains on the strategic plan;
 - (5) To aid in the development of expectations and processes for accountability of Board members;
 - (6) To develop criteria for the qualities and required characteristics of Board officers;
 - (7) To lead Board succession planning by assessing current and anticipated needs for Board composition and identifying and recruiting potential Board members;
 - (8) To nominate Board members, and Administrative Review Board members to be elected by the House of Delegates consistent with the matrix of skills, demographics, and talents needed;
 - (9) To publish the slate of candidates to the Pacific Swimming membership at least twenty (20) days prior to the election. Additional nominations may be made from the floor of the House of Delegates by voting members of the House of Delegates;

- (10) To design and implement Board orientation and an ongoing program of Board education and development;
and
- (11) To lead periodic assessment of the Board's performance (as a whole and of individual members) and make recommendations to enhance Board effectiveness.

.4 OPERATIONAL RISK COORDINATOR

- A. DUTIES - The duties shall be as outlined in the Pacific Swimming Policies and Procedures.

.5 EXECUTIVE COMMITTEE

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

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

- (1) General Chair, who shall act as chair
- (2) Administrative Vice-Chair
- (3) Program Operations Vice-Chair
- (4) Program Development Vice-Chair
- (5) Secretary
- (6) Finance Vice-Chair
- (7) Coach Representatives (2)
- (8) Zone Chairs (5)
- (9) Senior Athlete Board Representative
- (10) Junior Athlete Board Representative
- (11) Two additional Athlete Board Members selected by the Athlete Committee

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

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

- E. REPORT OF ACTION TO BOARD OF DIRECTORS - At the next regular or special meeting of the Board of

Directors, the Executive Committee shall make a report of its activities since the last Board of Director's meeting for ratification or prospective modification or rescission, provided, however, that any action of the Executive Committee upon which a third party may have relied (*e.g.*, by signing, or authorizing the signing of a contract) may not be modified or rescinded by the Board of Directors or the House of Delegates.

- 7.5 DUTIES OF CHAIRS AND COORDINATORS GENERALLY - The duties of the General Chair, the division chairs, committee chairs, and coordinators (in addition to those provided elsewhere in these Bylaws) shall be as follows:
- .1 Preside at all meetings of the respective division, committee or subcommittee;
 - .2 See that all duties and responsibilities of the coordinator or the respective division, committee or sub-committee in their charge are properly and promptly carried out;
 - .3 Appoint such committees or sub-committees as may be necessary to fulfill the duties and responsibilities of the coordinator or division or committee, respectively;
 - .4 Communicate with the General Chair, respective division, coordinator, committee or subcommittee members and the Secretary to keep them fully informed;
 - .5 Appoint a member as secretary of the committee or subcommittee charged with taking minutes of each meeting and forward reports or minutes of all meetings to the Secretary and made public to the membership;
 - .6 Perform the other specific duties listed in Pacific Swimming's Policies and Procedures or as may be delegated by the General Chair, the respective division chair or committee chair, the Board of Directors or the House of Delegates.
- 7.6 DUTIES OF COMMITTEES GENERALLY - Except as otherwise provided in these Bylaws, the duties of the committees shall be prescribed by the Pacific Swimming Policies and Procedures.
- 7.7 REGULAR AND SPECIAL MEETINGS - Regular and special meetings of committees or sub-committees of Pacific Swimming shall be held as determined by the respective Vice-chairs or committee or sub-committee chair.
- 7.8 OPEN MEETING/CLOSED SESSIONS - Meetings of committees and sub-committees, other than a Personnel Committee meeting, shall be open to all members of Pacific Swimming. Matters relating to personnel, disciplinary action, legal, taxation and similar affairs shall be deliberated and decided in a closed session which only the respective members are entitled to attend. By a majority vote, a committee or sub-committee may decide to go into closed session on any matter deserving of confidential treatment or of personal concern to any member of the committee or sub-committee.

- 7.9 VOICE AND VOTING RIGHTS OF COMMITTEE MEMBERS - Each Committee member shall have both voice and vote in their respective meetings.
- 7.10 ACTION BY WRITTEN CONSENT - Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all the committee members entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings. These consents shall be treated for all purposes as a vote taken at a meeting.
- 7.11 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT - Members of any committee may participate in a meeting of the committee or through conference equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.
- 7.12 QUORUM - Except as otherwise provided in these Bylaws or in the resolution or other action establishing a committee, a quorum of any committee shall consist of those members present.
- 7.13 VOTING - Except as otherwise provided in these Bylaws or the Parliamentary Authority, all motions, orders and other propositions coming before a committee shall be determined by a majority vote.
- 7.14 PROXY VOTE - Voting by proxy in any meeting of a committee shall not be permitted.
- 7.15 NOTICES
- .1 TIME - Except as otherwise provided in these Bylaws or the resolution or other action establishing a committee, not less than five (5) days' written notice shall be given for any meeting of a committee.
- .2 INFORMATION - The notice of a meeting shall contain the time, date, and site.
- 7.16 RESIGNATIONS - Any committee chair or member or coordinator may resign by submitting a written resignation to the General Chair or the Board of Directors specifying an effective date of the resignation. If such date is not specified, the resignation shall take effect upon the appointment of a successor.
- 7.17 VACANCIES - The determination of when the position of an appointed committee chair, committee member or a coordinator becomes vacant or the person becomes incapacitated, if not made by the person, shall be within the discretion of the Board of Directors. In the event of a vacancy or permanent incapacity, the General Chair, with the advice and consent of the Board of Directors and the respective division chair, shall appoint a successor to serve until the conclusion of the incumbent's term. A temporary incapacity may be left unfilled at the discretion of the General Chair or an appointment may be made for the duration of the temporary incapacity.

- 7.18 DELEGATION - With the consent of the Board of Directors or the respective division chair, a committee chair or a coordinator may delegate a portion of their duties to another officer of Pacific Swimming, or to another committee, subcommittee, or coordinator, or with the consent of the Board of Directors and the Personnel Committee, to the paid staff of Pacific Swimming. Notwithstanding any delegation, the ultimate responsibility for the delegated duties and obligations shall remain with the delegator.
- 7.19 APPLICATION TO COMMITTEES AND ADMINISTRATIVE REVIEW BOARD - Sections 7.5 through 7.18 shall apply to all committees, unless otherwise provided in these Bylaws, in the resolution creating the committee or in the Pacific Swimming Policies and Procedures. These provisions shall also apply to Administrative Review Board meetings but shall not apply to its hearings or deliberations.