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 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.

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 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.

3.2 SANCTION, APPROVAL AND OTHER FEES

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

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

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

.4 FINES - The Pacific Swimming Board of Directors may establish fines for noncompliance with policies adopted by

the Pacific Swimming House of Delegates and/or the Board of Directors.

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

ARTICLE 4
HOUSE OF DELEGATES

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

.1 GROUP MEMBER REPRESENTATIVES - Each Group Member in good standing shall appoint from its membership a Group Member Representative and one alternate. The appointment shall be in writing, addressed to the Secretary of Pacific Swimming and duly certified by the chief executive officer or secretary of the appointing Group Member. The appointing Group Member may withdraw its Group Member Representative or alternate and substitute a new Group Member Representative or new alternate by written notice, addressed to the Secretary of Pacific Swimming and signed by the chief executive officer or secretary of the appointing Group Member. The representatives of any Group Member are required to be Individual Members of USA Swimming.

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

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

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

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

4.2 ELIGIBILITY - Only Individual Members in good standing shall be eligible to be elected or appointed as at-large members

of the House of Delegates.

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

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

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

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

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

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

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

.3 Call regular and special meetings of the House of Delegates;

.4 Ratify or prospectively modify or rescind policy and program established by the Board of Directors, except any action or authorization by the Board of Directors with respect to contracts or upon which any person may have relied shall not be modified or rescinded;

.5 Establish joint administrative committees, or undertake joint activities with other sports organizations where deemed helpful or necessary by Pacific Swimming;

.6 Amend the Bylaws of Pacific Swimming in accordance with Section 9.3;

.7 Remove from office any persons elected by the House of Delegates (Board Members, members of the Administrative Review Board, or committee chairs or coordinators) 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. However, no such individual may be removed without receiving thirty (30) days' written notice by the Secretary or other officer designated by the House of Delegates specifying the alleged deficiency in the performance of the member's responsibilities or specific official duties or other reason and an opportunity to respond in writing within twenty (20) days to such allegations.

4.6 ANNUAL AND REGULAR MEETINGS - The annual meeting of the House of Delegates of Pacific Swimming shall be held in the spring. Regular meetings of the House of Delegates may be held in accordance with a schedule adopted by the Board of Directors.

4.7 SPECIAL MEETINGS - Special meetings of the House of Delegates may be called by the Board of Directors or the General Chair. Should the Board of Directors or the General Chair fail to call the annual or scheduled regular meetings or should a special meeting be appropriate or helpful, a meeting of the House of Delegates may be called by a petition signed by at least five (5) group members of the House of Delegates.

4.8 MEETING LOCATION AND TIME - Meetings of the House of Delegates may be held at any date, time, and place, including via telecommunication (unless prohibited by state or local laws), as may be fixed in the notice of such meeting. All in-person meetings of the House of Delegates shall take place at a site within the Territory. The House of Delegates or the Board of Directors shall determine the location and time of all meetings of the House of Delegates. All meetings conducted via telecommunications shall include means by which all persons participating in the meeting can hear each other at the same time and which ensures all votes duly cast by voting members are officially recorded.

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

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

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

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

4.13 NOTICES

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

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

ARTICLE 5
BOARD OF DIRECTORS

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

.1 General Chair
.2 Administrative Vice-Chair
.3 Finance Vice-Chair
.4 Coach Representatives (2)
.5 Senior Athlete Representative
.6 Junior Athlete Representative
.7 Secretary
.8 Treasurer (filled by Staff Treasurer with voice but no vote)
.9 Program Operations Vice-Chair
.10 Program Development Vice-Chair
.11 Safe Sport Coordinator
.12 One Athlete Member from each Zone (5)
.13 Zone Chairs (5)
.14 Diversity, Inclusion & Disability Chair
.15 Officials Chair
.16 Senior Chair
.17 Age Group Chair

5.2 AT-LARGE BOARD MEMBERS - The House of Delegates may specify three (3) At-Large positions. Any reduction in the number of At-Large Board Members shall not take effect until the terms of office of the incumbents expire or become vacant. The At-Large Board Members are elected by the House of Delegates. Additionally, a sufficient number of Athlete

Representatives shall be elected as At-Large Board Members such that athletes constitute at least twenty percent (20%) of the voting membership of the Board of Directors at any given time (taking into account the Athlete Board Representatives). The Athlete At-Large Board Members shall meet the same requirements and be elected at the same time and place as the Athlete Board Representatives set forth in Section 6.2.1. All At-Large Board Members shall hold office from the date of their election through the conclusion of the second annual meeting of the House of Delegates following such election or until their successors are elected or appointed.

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

5.4 LIMITATIONS -

.1 This section is reserved for future use.

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

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

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

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

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

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

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

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

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

.3 Athlete At-Large Board Members will be appointed by the General Chair if they are not elected in a timely fashion;

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

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

.6 Approve the annual review/audit;

.7 Call regular or special meetings of the Board of Directors or the House of Delegates;

.8 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of Pacific Swimming;

.9 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified. These appointees shall have the authority and perform the duties as provided in these Bylaws, the Pacific Swimming Policies and Procedures or as may be provided in the resolutions appointing them, including any powers of the Board of Directors as may be specified, except as may be inconsistent with any other provision of these Bylaws. To the extent not provided elsewhere in these Bylaws, the Board of Directors may delegate to any officer, agent, or committee or coordinator the power to appoint any such subordinate officers, agents, or committees or coordinators and to prescribe their respective terms of office, authorities and duties; and

.10 Remove from office any Board Members, committee chairs, or committee members or coordinators of Pacific Swimming who were appointed/elected by the Board and who have failed to attend to their official duties or member responsibilities or have done so improperly, or who would be subject to penalty by the National Board of Review for any of the reasons set forth in the National Board of Review procedures, pursuant to 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 elections, or removals of appointed Board members, committee chairs and members, may be taken without a meeting. If an action is to be taken without a meeting, the Secretary, by first class mail, postage prepaid, or email, shall distribute a ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time (but in no event less than the period specified in Section 5.16) within which to return the ballot to the Secretary. Action by ballot shall be valid only when the number of votes cast in favor of the proposed action are unanimous.

5.16 NOTICES -

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

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

ARTICLE 6
OFFICERS AND DIRECTORS

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

.1 General Chair
.2 Administrative Vice-Chair
.3 Finance Vice-Chair.
.4 Program Operations Vice-Chair
.5 Program Development Vice-Chair
.6 Secretary
.7 Treasurer (filled by Staff Treasurer and not elected by House of Delegates)

6.2 OTHER DIRECTORS

.1 ATHLETE REPRESENTATIVES -

Two Athlete Board Representatives shall be elected, one each year for a two-year term, or until their respective successors are elected. They shall be referred to as Senior Athlete Representative during the second year and as Junior Athlete Representative during the first year of their terms. At the time of election, the Athlete Board Representative must (a) be an athlete member in good standing; (b) be at least a sophomore in high school or at least 16 years of age, (c) be currently competing, or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event conducted by Pacific Swimming or another LSC; and (d) have their place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education). The balloting shall take place via electronic vote and/or at a meeting called for that purpose by the Athletes Committee, or failing that, at a time and in a manner designated by Board of Directors. At least twenty (20) days' written notice of the election shall be given to all clubs. The election shall be conducted in accordance with Pacific Swimming Policy and Procedures. The Athlete Board Representatives shall be elected by a majority of the members of the Athletes Committee along with one athlete representative from each member club present and voting or responding by the announced deadline.

.2 COACH REPRESENTATIVES

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

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

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

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

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

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

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

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

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

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

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

(1) Safe Sport Coordinator

(2) Diversity, Equity, and Inclusion Chair

(3) Officials Chair

6.3 ELIGIBILITY - Only Individual Members of USA Swimming in good standing with Pacific Swimming and USA Swimming shall be eligible to hold office and must maintain their eligibility throughout their term of office. Any individual who has served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or USA Swimming's Safe Sport program (unless that period of ineligibility was later entirely overturned) will be deemed ineligible to serve.

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

6.5 OFFICES SPLIT OR COMBINED -

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

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

6.6 TERMS OF OFFICE -

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

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

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

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

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

6.9 VACANCIES AND INCAPACITIES -

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

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

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

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

6.11 OFFICERS' POWERS GENERALLY -

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

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

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

6.12 DEPOSITORIES AND BANKING AUTHORITY -

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

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

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 or paid staff 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 lead in the annual evaluation of the mission and vision statement of Pacific Swimming;

(2) To lead in the annual evaluation of the Bylaws of Pacific Swimming;

(3) To lead in the biennial review of all Pacific Swimming governing documents;

(4) To aid in the development of operating policies and procedures;

(5) To ensure that the Board's focus remains on the strategic plan;

(6) To lead in the development and review of the job descriptions of Board officers;

(7) To lead Board succession planning by assessing current and anticipated needs of the Board;
(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 and Chair orientation and onboarding; and
(11) To design and implement an ongoing program of Board and Chair education and development.

.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.

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ARTICLE 8
ANNUAL AUDIT, REPORTS AND REMITTANCES

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

ARTICLE 9
ORGANIZATION, AMENDMENT OF BYLAWS AND DISSOLUTION

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

9.2 DEDICATION OF ASSETS, ETC. - The revenues, properties and assets of Pacific Swimming are irrevocably dedicated to the purposes set forth in Sections 1.2 and 9.1 of these Bylaws. No part of the net earnings, properties or assets of Pacific Swimming shall inure to the benefit of any private person or any member, officer or director of Pacific Swimming.

9.3 AMENDMENTS - Any provision of these Bylaws not mandated by USA Swimming may be amended at any meeting of the Pacific Swimming House of Delegates by a two-thirds (2/3) vote of the members present and voting. Amendments so

approved shall not take effect until reviewed and approved by the USA Swimming Rules and Regulations Committee. Changes to Required LSC Bylaws shall be effective on the date established in the amending USA Swimming legislation.

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

ARTICLE 10
INDEMNIFICATION

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

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

10.3 INDEMNIFIED PERSONS - As used in this Article 10, “Indemnified Person” shall mean any person who is or was a Board Member, Administrative Review Board member, Group Member Representative, officer, official, coach, committee chair or member, coordinator, volunteer, employee or agent of Pacific Swimming, or is or was serving at the direct request

of Pacific Swimming as a director, officer, Group Member Representative, meet director, official, coach, committee chair or member, coordinator, volunteer, employee or agent of another person or entity involved with the sport of swimming.

10.4 EXTENT OF INDEMNITY - To the full extent permitted by law, the indemnification provided in this Article shall include expenses (including attorneys' fees, disbursements and expenses), judgments, fines, penalties and amounts paid in settlement, and, except as limited by applicable laws, these expenses shall be paid by Pacific Swimming in advance of the final disposition of such action, suit or proceeding. If doubt exists as to the applicability of an exclusion to Pacific Swimming's obligation to indemnify, Pacific Swimming may require an undertaking from the Indemnified Person obliging them to repay such sums if it is subsequently determined that an exclusion is applicable. In the case of any person engaged in the sport of swimming for compensation or other gain, if Pacific Swimming determines that there is reasonable doubt as to such person's ability to make any repayment, Pacific Swimming shall not be obligated to make any payments in advance of the final determination. This indemnification shall not be deemed to limit the right of Pacific Swimming exclusive of any other rights to which any Indemnified Person may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office.

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

ARTICLE 11
PARLIAMENTARY AUTHORITY

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

ARTICLE 12
MISCELLANEOUS

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

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

12.3 TAX STATUS; INTERPRETATION OF BYLAWS - It is intended that Pacific Swimming shall have and continue to have the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the IRS Code

and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the IRS Code, respectively. Similarly, it is intended that Pacific Swimming shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent not contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

ARTICLE 13
ADMINISTRATIVE REVIEW BOARD

13.1 INTRODUCTION - USA Swimming was organized as the National Governing Body for the sport of swimming under the Amateur Sports Act of 1978, as amended by the Ted Stevens Olympic and Amateur Sports Act of 1998, both 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 the USA Swimming Operating Policy Manual shall be construed accordingly.

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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 on the Administrative Review Board.

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

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

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

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

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

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

.10 Substitutions for Member - In the event that a regular member of the Administrative Review Board is unable or unwilling to promptly act for any reason, recuses themselves or is disqualified in any particular circumstance, the

Chair (or, if the person so unable or unwilling to act or recused or disqualified is the Chair, the Vice-Chair; or failing that, the General Chair) shall appoint an alternate member to act in the regular member's place in respect of that circumstance.

13.3 GENERAL -

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

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

.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.

.3 NOTICE DEEMED GIVEN; LAST KNOWN ADDRESS -

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

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

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

.4 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.

.5 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.

14.2 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.

.1 ARTICLE - a principal subdivision of these Bylaws.

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

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

.4 ATHLETE REPRESENTATIVE - shall be (a) an athlete member in good standing; (b) currently competing, or have competed within the two (2) immediately preceding years, in a USA Swimming sanctioned event conducted by Pacific Swimming or another LSC, and (c) have their place of permanent residence in the Territory and expect to reside therein throughout at least the first half of the term (other than periods of enrollment in an institution of higher education).

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

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

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

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

.9 GROUP MEMBER REPRESENTATIVE - an individual appointed to represent a Group Member in the House of Delegates.

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

.11 IMMEDIATE PAST GENERAL CHAIR - the individual who is the immediate past General Chair of Pacific Swimming.

.12 IRS CODE - the current United States Internal Revenue Code.

.13 LOCAL SWIMMING COMMITTEE / LSC - Pacific Swimming as defined by the USA Swimming Corporate Bylaws.

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

.15 NATIONAL BOARD OF REVIEW - the National Board of Review of USA Swimming established in accordance with the National Board of Review procedures, pursuant to the USA Swimming Operating Policy Manual. Where

the context requires, a reference to the National Board of Review shall include a reference to the USA Swimming Board of Directors when that body is acting upon an appeal from the National Board of Review.

.16 PACIFIC SWIMMING - the California not-for-profit corporation to which these Bylaws pertain.

.17 POLICIES AND PROCEDURES - the principles, rules, and guidelines of Pacific Swimming, as amended and adopted by the Board of Directors or the House of Delegates.

.18 SECTION - a subdivision of the Articles of these Bylaws.

.19 TERRITORY - the geographic territory over which Pacific Swimming has jurisdiction as a Local Swimming Committee.

.20 USA SWIMMING - USA Swimming, Inc., a Colorado nonprofit corporation which is the national governing body for the United States for the sport of swimming.

.21 WORLD AQUATICS - the international governing body for the sport of swimming.