

Joint Merger Resolution and Memorandum of Understanding

Whereas we, the Houses of Delegates of Central California Swimming and Sierra Nevada Swimming recognize that our primary duties are to govern the sport of swimming for USA Swimming within our respective territories in the best interest of our athletes, to provide a competitive environment for all levels of athlete competencies, and to develop programs and services to assist our athletes, coaches and clubs in their individual and organizational growths; and

Whereas upon our separate reviews of our respective achievements with regards to our duties, we have concluded that there are limits to what our separate organizations can achieve as we are currently constituted; and

Whereas upon our separate reflections on our respective achievements, we separately wish to provide a stronger governance environment, to provide a broader and more vibrant competitive environment for our athletes, and to provide more and varied developmental services for our constituents; and

Whereas we jointly believe that a larger base of athletes, coaches and volunteers will allow us to build a stronger governance model from a larger and more varied volunteer base, to achieve athlete densities to create new and varied competitions that will enhance athletic competitive achievement, and to establish audiences large enough to support more and varied programs and services for our athletes, coaches and clubs;

We do hereby jointly resolve

1. That the territories of Central California Swimming and Sierra Nevada Swimming, both being recognized as local swim committees of USA Swimming, be merged to form a new local swim committee (LSC) of USA Swimming to be called Sierra Valley Swimming;
2. That the corporations of Central California Swimming, Inc. and Sierra Nevada Swimming, Inc. and their respective assets be merged to form a corporation called Sierra Valley Swimming, Inc in accordance to the laws of the State of California and this will entail;
 - a. That the House of Delegates of Sierra Nevada Swimming will vote to change the name of Sierra Nevada Swimming to Sierra Valley Swimming to be effective January 1, 2017;
 - b. That the House of Delegates of Central California Swimming will, by a two-thirds vote of all members of the House of Delegates of Central California Swimming, resolve to dissolve Central California Swimming at a future date to be determine in accordance with any requirements of the laws of the State of California, and that the assets of Central California Swimming be transferred to Sierra Nevada Swimming or Sierra Valley Swimming, depending on the name in effect as of the date of the transfer, at least twenty-four (24) hours prior to the dissolution date of Central California Swimming;
3. That under separate resolutions, the bylaws under which Sierra Valley Swimming will operate will be adopted by two-thirds vote of those voting delegates present at the 2016

Annual Meetings of each of the Houses of Delegates of Central California Swimming and Sierra Nevada Swimming;

4. That the bylaws of Sierra Valley Swimming will create a regional structure whereby the territory of Sierra Valley Swimming will be divided into multiple regions each with its own regional governing committee for the purposes of developing local age group competition schedules, recruiting and training officials, identifying and encouraging local volunteers, and electing regional representatives to the Sierra Valley Swimming Board of Directors;
5. That it is the intent of the Houses of Delegates of Central California Swimming and Sierra Nevada Swimming that Sierra Valley Swimming be considered a new local swim committee of USA Swimming with no prior governance history so that any term limitation provisions specified under the bylaws of Sierra Valley Swimming will only consider the time served as a Sierra Valley Swimming officer, committee chair or coordinator, as the basis of calculating any term limitation;
6. That a Steering Committee will be created, the membership of which will be eight (8) members consisting of the two General Chairs of Central California Swimming and Sierra Nevada Swimming plus three (3) other members, including at least one (1) athlete and one (1) coach from each LSC who will be selected by their respective LSCs in a process determined by each LSC;
7. That the Steering Committee will guide task forces created to merge governance documentation, programs and services from Central California Swimming and Sierra Nevada Swimming for adoption by the House of Delegates of Sierra Valley Swimming;
8. That a series of task forces will be created under the guidance of the Steering Committee to identify operational differences between Central California Swimming and Sierra Nevada Swimming within their areas of responsibility as identified and assigned by the Steering Committee, and to negotiate the resolutions of those differences to be presented to the inaugural House of Delegates of Sierra Valley Swimming for adoption;
9. That the series of task forces shall be Rules & Regulations/Policies & Procedures, Finance, Senior Schedule/Programs, Age Group Schedules/Programs, Regional Geography, Officials, History/Hall of Fame, and any other identified by the Steering Committee as necessary;
10. That the respective Houses of Delegates of Central California Swimming and Sierra Nevada Swimming will forgo elections at their 2016 Annual Meeting, except as needed to fill vacancies, and to continue the terms of office of their respective officers, committee chairs and coordinators through December 31, 2016;
11. That the existing Boards of Directors of Central California Swimming and Sierra Nevada Swimming will continue to govern their respective LSCs until the inaugural meeting of the House of Delegates of Sierra Valley Swimming at which the inaugural Board of Directors of Sierra Valley Swimming will be elected;
12. That from September 1, 2016 until the inaugural meeting of the House of Delegates of Sierra Valley Swimming, the respective Boards of Directors of Central California Swimming and Sierra Nevada Swimming will only administer the operations of Central California Swimming, Sierra Nevada Swimming and Sierra Valley Swimming respectively and will make no changes to rules, regulations, policies, procedures or programs;

13. That the Steering Committee will act as the Nominating Committee for Sierra Valley Swimming and will develop a slate of candidates for the various offices, committee chairs and coordinator positions for election at the inaugural meeting of the House of Delegates of Sierra Valley Swimming and will publish such slate of candidates pursuant to the notification provisions of the bylaws of Sierra Valley Swimming;
14. That the 2017 Annual Meeting of the Sierra Valley Swimming House of Delegates shall be called for January 28, 2017, at a location to be determined by the Steering Committee, unless the Steering Committee determines that it needs to be rescheduled;
15. That at said Annual Meeting of the Sierra Valley Swimming House of Delegates that that House
 - a. will elect all officers, committee chairs and coordinators of Sierra Valley Swimming, and to appoint, as needed, interim regional representatives in order to constitute the inaugural Board of Directors of Sierra Valley Swimming;
 - b. will resolve that the terms of all officers, committee chairs and coordinators will commence upon election;
 - c. will resolve that the length of term of each officer, committee chair and elected coordinator shall be from the commencement of each officer's, committee chair's and elected coordinator's term until the beginning of the term of their reelection or that of their elected successor;
 - d. will adopt the Rules and Regulations of Sierra Valley Swimming;
 - e. will establish an initial set of Policies and Procedures on behalf of the inaugural Board of Directors of Sierra Valley Swimming and;
 - f. will resolve that both of the General Chairs of Central California Swimming and Sierra Nevada Swimming be ex-official Immediate Past General Chairs of the Board of Directors of Sierra Valley Swimming, until such time as there is an Immediate Past General Chair of Sierra Valley Swimming.
16. That at said Annual Meeting of the Sierra Valley Swimming House of Delegates, that the Athletes Committee elect all necessary Athlete Board Members to the Sierra Valley Board of Directors, half to one year terms (rounded up if there are an odd number of Athlete Board Members required) and half to two year terms.
17. That two Grant Funding Trusts be established from the reserves of Sierra Nevada Swimming as follows:
 - a. Sierra Nevada Swimming NVAL (seasonal club membership) Teams shall have a Grants Funding Trust established with a \$100,000 endowment to be administered by a committee of individuals who are from the original Sierra Nevada Swimming territory. The teams eligible to request monies from the trust are:
 - i. ANDR – Anderson Aquagators
 - ii. COR – Corning Manta Rays
 - iii. DDUR – Durham Dolphins
 - iv. GRID – Gridley Gators Swim Team
 - v. ORCA – Oroville Orcas

- vi. ORLN – Orland Otters
 - vii. PARA – Paradise Piranhas Swim Team
 - viii. PRST – Plumas Rapids Swim Team
 - ix. RBT – Red Bluff Tritons Swim Team
 - x. SSST- South Siskiyou Swim Team
 - xi. SVST – Scott Valley Swim Team
 - xii. WHJ – Willows Hydro Jets
 - xiii. WST – Weaverville Swim Team
- b. Sierra Nevada Swimming year round teams, at time of merger, shall have a Grants Funding Program established with a \$325,000 endowment to be administered by a committee of individuals who are from the original Sierra Nevada Swimming territory. The teams eligible to request monies from the trust are:
- i. AQUA – AquaSol
 - ii. BTA – Blue Tide Aquatics
 - iii. CAJ – Chico Aqua-Jets
 - iv. CCA – California Capital Aquatics
 - v. DART – Davis Arden Racing Team
 - vi. EGAC – Elk Grove Aquatics Club
 - vii. FAST – Foothill Aqua Sharks Swim Team
 - viii. FBST – Fallon Barracuda Swim Team
 - ix. FRAC – Feather River Aquatic Club
 - x. FWST – Folsom Wahoos Swim Team
 - xi. GOLD – California Gold
 - xii. GOSL – Glen Oaks Sea Lions
 - xiii. NSS – Northern Sierra Swimming
 - xiv. RAD – Redding Swim Team
 - xv. RMAV – Rocklin Mavericks
 - xvi. SASO – Solano Aquatic Sea Otters
 - xvii. SMST – Sierra marlins Swim Team
 - xxviii. SOAR – Sun Oaks Aquatic Racing
 - xix. SPKS – Sparks Piranhas Swim Team
 - xx. STAS – Spare Time Aquatics Sacramento
 - xxi. SUN – Sunrise Sharks
 - xxii. TAC – Turlock Aquatic club
 - xxiii. TCA – Tuolumne County Aquatics
 - xxiv. TTST – Truckee-Tahoe Swim Team
 - xxv. UCD – UCD Aquatics
 - xxvi. VACA – Vacaville Swim Club
 - xxvii. WAC – Wolverine Aquatics
 - xxviii. WINN – Winnemucca Whitewater Swim
 - xxix. WOOD – Woodland Swim Team
- c. The Grant Funding Trusts are not intended to provide budget relief to teams. Teams need to be financially solvent to pay pool cost, payroll and other general operating expenses. Rather the Grant Funding Trusts are designed to provide assistance in

funding special projects like pool equipment, training equipment, build-a-pool fund, etc.

- d. The Sierra Nevada Board of Directors will establish a Trust Fund Committee of its choosing and of members from the original Sierra Nevada Swimming territory, prior to December 31, 2016, to review and award requests for grants, and then direct the Treasurer of Sierra Valley Swimming to disburse Grant Funding Trust funds for an approved grant.
 - e. That Trust Fund Committee, once constituted, shall have the authority to fill any vacancy in its composition with the advice and consent of the Board of Directors of Sierra Valley Swimming.
18. That whereas the fiscal years of both Central California Swimming and Sierra Nevada Swimming run from September 1 through August 31, the fiscal year of Sierra Valley Swimming will also be from September 1 through August 31;
 19. That the Houses of Delegates of Central California Swimming and Sierra Nevada Swimming, at their respective 2016 Annual Meetings, will adopt annual budgets for their respective LSCs for the entire 2016-2017 fiscal year;
 20. That while USA Swimming will recognize the merger of territories and consolidation of delegates to the USA Swimming House of Delegates and while the Western Zone will recognize the unification of the Western Zone Age Group All-Star Teams of Central California Swimming and Sierra Nevada Swimming into a single all-star team to represent Sierra Valley Swimming at the 2017 Western Zone Age Group Championships as of January 1, 2017, Sierra Valley Swimming will adopt the remaining portions of the respective budgets of Central California Swimming and Sierra Nevada Swimming for the period of January 1, 2017 through August 31, 2017 as its own, and will accept fees and fee distributions incorporated in those respective LSC budgets for the same time period, and will account the income and expenses of the two budgets as if Central California Swimming and Sierra Nevada Swimming continued as two independent LSCs so that the merger of the two not-for-profit corporations can be executed properly under the laws of the State of California and that required tax filings with the IRS can be made appropriately;
 21. That with respect to the funding of the 2017 Sierra Valley Western Zone All-Star Team, the separate budgets of Central California Swimming and Sierra Nevada Swimming will be combined so as to develop a single family cost for participating on the team regardless of the geographical residence of the athlete, and it is recognized that as the expenses of the team are accounted for separately, such an approach might cause one of the former LSC's budget to be exceed while the budget of the other LSC might be under-utilized;
 22. That Central California Swimming, in order to create a two year transition to eliminate the eight dollar (\$8.00) difference between its LSC portion of the year-round athlete and non-athlete registration fee and those of Sierra Nevada Swimming, will increase the Central California from its current fifteen dollars (\$15.00) to nineteen dollars (\$19.00) for the USA Swimming 2016-2017 registration year with the recognition that the current athlete and non-athlete members of Central California Swimming will incur an additional increase of the LSC portion of the registration fee from nineteen dollars (\$19.00) to twenty-three

dollars (\$23.00) for the USA Swimming 2017-2018 registration year when a unified Sierra Valley Swimming budget and fee structures are established;

23. That whatever meet fee distributions between meet hosts and Sierra Valley Swimming are established in the future, those distributions will not negatively affect meet hosts' revenue streams;
24. That Sierra Valley Swimming will honor the meets awarded by Central California Swimming and Sierra Nevada Swimming for the September 1, 2016 to August 31, 2017 short course and long course competition seasons, and if Sierra Valley Swimming creates additional competitive events to provide enhanced competitive opportunities consistent with the purposes of this resolution, those additional competitive events will not be scheduled to conflict with previously scheduled competitions of Central California Swimming and Sierra Nevada Swimming, unless the perceived conflict is determined by the Steering Committee or the Board of Directors of Sierra Valley Swimming to be minimal and that said determination should be done in consultation with the meet host of any such competition in question;
25. That the current contracts and relationships with existing compensated staff of Central California Swimming and Sierra Nevada Swimming will be honored and continued by Sierra Valley Swimming;
26. That the histories of Central California Swimming and Sierra Nevada Swimming be preserved and archived;
27. That a Sierra Valley Swimming Hall of Fame be created to honor outstanding athletic, coaching and volunteer achievements and contributions with the initial inductees being identified from Central California Swimming and Sierra Nevada Swimming members, both past and present;
28. That the swimming records for Central California Swimming and Sierra Nevada Swimming will be recorded through December 31, 2016 after which date they will be archived for posterity, and starting January 1, 2017 the records of Sierra Valley Swimming will start anew;
29. That this resolution must be passed by two-thirds of the voting representatives present at both the respective 2016 Annual Meetings of the respective Houses of Delegates of Central California Swimming and Sierra Nevada Swimming, provided a quorum is present as defined respectively by the bylaws of Central California Swimming and Sierra Nevada Swimming except as additionally provided by any provision of this resolution, and the vote of each House of Delegates will be attested to USA Swimming by the respective General Chair and Secretary of each LSC.