

# UNITED STATES AQUATIC SPORTS, INC.

## BYLAWS

### Article I – Membership and Mission

- 1.1 The member corporations of United States Aquatics Sports, Inc. (USAS or the Corporation) are USA Artistic Swimming, Inc.; USA Diving, Inc.; United States Masters Swimming, Inc.; USA Swimming, Inc.; and USA Water Polo, Inc.
- 1.2 USAS satisfies the World Aquatics (AQUA) requirement that only one member federation from each country may be affiliated to World Aquatics (AQUA) and recognized by World Aquatics (AQUA) as the national governing body for aquatics in that country.
- 1.3 The mission of USAS is to serve its member organizations by providing representation and advocacy within the international aquatics federations.

### Article II – Board of Directors

- 2.1 The Board of Directors shall consist of seventeen persons, comprised as follows:
  - a. Three representatives from each member corporation;
  - b. The US member to the World Aquatics (AQUA) Bureau; and
  - c. The President.
- 2.2 The representatives from each member corporation and the US member to the World Aquatics (AQUA) Bureau shall be voting members of the Board of Directors. The President shall be a nonvoting member of the Board of Directors.
- 2.3 The three representatives from each member corporation referenced in Section 2.1.a above shall consist of (1) the Board Chair; (2) the Chief Executive Officer; and (3) an athlete from the member corporation. The member corporation may appoint an alternate member for any of those representatives by providing notice to the President. Such alternate shall become a member of the Board of Directors and their vote shall be considered a vote of a member, not a proxy vote.
- 2.4 For each member corporation that is a member organization of the United States Olympic and Paralympic Committee (USOPC), the athlete member of the USAS Board of Directors shall be that corporation's representative to the USOPC Athletes' Advisory Council. The athlete representative from United States Masters Swimming shall be a person selected by the President of United States Masters Swimming.
- 2.5 Each member corporation shall have three (3) votes on each matter submitted to the Board of Directors for its vote, consent, waiver, release, or other action, except as follows:
  - a. For matters that directly affect USA Swimming and do not affect United States Masters Swimming, including but not limited to matters related to the Olympic Games, USA Swimming shall have six (6) votes, and United States Masters Swimming shall have no vote.
  - b. For matters that directly affect United States Masters Swimming and do not affect USA Swimming, United States Masters Swimming shall have six (6) votes and USA Swimming shall have no vote.

Each member corporation shall determine the way in which it wishes to cast its vote or votes, so long as one Board of Directors member from the member corporation is present and voting.

- 2.6 The US member to the World Aquatics (AQUA) Bureau shall have one (1) vote on each matter submitted to the Board of Directors for its vote, consent, waiver, release, or other action.

### Article III – Meetings

- 3.1 The Board of Directors shall hold an annual meeting, at such date, time and place as may be fixed in the notice of the meeting. Special meetings of the Board of Directors may be held at any time or place, pursuant to a resolution of the Board of Directors, or a call by the President.
- 3.2 The VP Administration shall transmit a written notice of all annual and special meetings of the Board of Directors, stating the time, place, and objectives thereof, to each member of the Board of Directors at such member's known last address or electronic mail address at least a week before any such meeting. Written notice may be accomplished by electronic transmission. Written notice may be waived in writing by any member protesting the lack of notice prior to or at the commencement of the meeting and shall be deemed to be a waiver of notice of such meeting. Any action taken not covered by the objectives of the meeting stated in the written notice shall be deemed a waiver of notice of the objectives of such meeting.
- 3.3 Annual and special meetings may be conducted through the use of any means of communication, including telephone and videoconference, by which all members of the Board of Directors may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.
- 3.4 Action without a meeting may be taken by the Board of Directors if written notice as described in this section (Board Notice) is transmitted to each director, and each director by the time stated in the Board Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Board Notice shall state the action to be taken, the time by which a director must respond, that failure to respond by the time stated in the Board Notice will have the same effect as abstaining in writing by the time stated in the Board Notice and failing to demand in writing by the time stated in the Board Notice that action not be taken without a meeting. Action is taken under this Section only if, at the end of the time stated in the Board Notice, the affirmative votes in writing for such action received and not revoked, equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, and the Corporation has not received an unrevoked written demand by a director that such action not be taken without a meeting. A director's right to demand that action not be taken without a meeting will be deemed to have been waived, unless the Corporation receives such demand from the director in writing by the time stated in the Board Notice, and such demand has not been revoked. Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section may revoke such vote, abstention or demand in writing received by the Corporation by the time stated in the Board Notice. All communications under this Section may be transmitted or received by the Corporation by facsimile, email or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the Board of Directors and may be described as such in any document.
- 3.5 The presence of voting Board of Directors members representing at least three of the

member corporations at any meeting shall constitute a quorum of the Board of Directors.

- 3.6 Recognizing the fiduciary duty of members of the Board of Directors, proxy voting shall not be allowed except in emergency circumstances as declared and allowed by a majority of voting members. A vote by a Board of Directors member who is a representative of a member corporation on behalf of the other representative of that member corporation who is not present shall not constitute proxy voting and may be cast on behalf of the representative who is not present.
- 3.7 At all meetings of the Board of Directors and any committees, Roberts Rules of Order, Revised, shall be the governing procedural rules, except as otherwise modified in these Bylaws.

#### Article IV - Officers

- 4.1 The elected officers of the Corporation shall be the President, VP Administration, and Treasurer. No person may concurrently hold more than one of such office, and no member corporation shall hold more than one officer position.
- 4.2 The President shall preside at meetings of the Board of Directors, shall be the official spokesperson for the Corporation in the United States and abroad, and shall perform such other duties as may be assigned to the President by vote of the Board of Directors or as set forth in these Bylaws.
- 4.3 The Treasurer shall have such duties as set forth in Article VI.
- 4.4 The VP Administration shall be responsible for all records of the Corporation, shall issue all notices of all meetings of the Board of Directors, and shall perform such other duties as may be directed by the Board of Directors.
- 4.5 Any officer, as requested by the President, may represent the Corporation in the President's absence.
- 4.6 All officers of the Corporation shall be elected by the Board of Directors at the annual meetings held in even numbered years. To be considered for election, officer candidates must have the endorsement of the member corporation from which they come. Elected officers shall hold office for two years or until their successors are elected and qualified. The President may not be elected to more than two successive full terms.
- 4.7 Vacancies in any office of the Corporation may be temporarily filled by the remaining officers of the Corporation until the next meeting of the Board of Directors, when the Board will elect a permanent officer to fill the unexpired term.

#### Article V - Compliance Committee

- 5.1 There may be a Compliance Committee of four individuals, at least one of whom shall be an athlete, appointed by the President with the advice and consent of the Board of Directors. Members shall serve until their successors are appointed by the President.
- 5.2 It shall be the responsibility of the Compliance Committee to assure that the five members of the Corporation comply with all rules of World Aquatics (AQUA).

- 5.3 The Compliance Committee shall respond to all complaints received from any individual or organization regarding compliance by member corporations with the rules of World Aquatics (AQUA). The Committee may also act upon its own initiative. Any individual or organization filing a complaint with the Committee shall have first exhausted all administrative remedies within the member corporation to bring it within compliance.
- 5.4 The Committee shall have the power to investigate any allegations against any member corporation but can only recommend to the Board of Directors sanctions against such member corporation. Sanctions may include, but not be limited to, suspension from membership, the impositions of fines, or the removal of the officers of the member.
- 5.5 The Compliance Committee may make no recommendations to the Board of Directors without first affording the member alleged to have violated World Aquatics (AQUA) rules notice and a hearing.

#### Article VI - Financial

- 6.1 The Corporation shall have a fiscal period for tax and accounting purposes commencing on the first day of January in each year.
- 6.2 The Treasurer, with the assistance of any entity or person providing services, shall prepare annual financial reports showing the income and disbursements of the Corporation which shall be similar to those reports required of non-profit organizations by the Internal Revenue Code (or corresponding provision of any subsequent tax laws). Such financial report shall be made available for inspection by members of the general public on request made within 180 days after notice of its availability.
- 6.3 Each member corporation shall pay dues to the Corporation in an amount to be determined by the Board of Directors, but the member for Swimming shall pay dues in an amount double the dues paid by the members for Diving, Artistic Swimming, Water Polo, and Masters Swimming. The members of the Corporation agree that differences in dues shall never be argued as a basis for changing the voting rights set forth in section 2.5 above.
- 6.4 The Board of Directors shall approve no budget which will clearly require expenditures beyond a member corporation's ability to pay. Nevertheless, in addition to yearly dues, the Board of Directors may make assessments against the members when necessary; in case of such assessments, each member shall be assessed an equal amount except the member for Swimming, which shall be assessed double that amount assessed each of the other members.
- 6.5 The Board of Directors may also consider whether or not to disburse excess funds in the treasury of the Corporation to the members. Any such disbursements shall be in six equal parts with one part going to each member except the member for Swimming which shall receive two parts.

#### Article VII - Indemnification

- 7.1 Each person who is or was a Director, Trustee, Officer, Appointee or Employee of the Corporation (including the heirs, executives, administrators, or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Non-Profit Corporation Law of the State of Ohio, or the Non-Profit Corporation Law of the state in which the act or omission leading to liability occurred against any liability, cost, or expense incurred by him/her in his/her

capacity as Director, Trustee, Officer, Appointee or Employee (including service at the request

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of the Corporation as director, trustee, officer, appointee, employee or agent of another corporation).

- 7.2 The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For the purpose of this Article VII, reference to "the Corporation" includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.
- 7.3 Each person who is a Director, Officer, Appointee or Employee of the Corporation shall maintain the confidentiality of personal data; such as date of birth (DOB), home address, home phone number, gender, travel document details, etc.; when granted access to such data. A Confidentiality Policy Form shall be signed by each Director, Officer, Appointee or Employee of the Corporation who is granted access to the personal data of members of the five member corporations or the Directors, Officers, Appointees or Employees of the Corporation.

#### Article VIII - Legislation

- 8.1 Changes to these Bylaws or the Articles of Incorporation may be approved by vote of a majority of the Board of Directors.
- 8.2 Proposed legislation submitted by any one or more of the member corporations to amend these Bylaws or the Articles of Incorporation of the Corporation shall be submitted to the VP Administration no later than ninety (90) days prior to the annual meeting of the Corporation. Proposed legislation to amend the governing Constitutions and Rules of either or both World Aquatics (AQUA) or PanAm Aquatics (PAQ) shall be submitted to the Secretary of the Corporation no later than ninety (90) days prior to the annual meeting of the Corporation held immediately prior to the Pan American Games, for PanAm Aquatics (PAQ) legislation, and to the World Championships in the year following the Olympic Games, for World Aquatics (AQUA) legislation.
- 8.3 All proposed legislation shall be in such form as to show the entire section of the rule as it will read if adopted, with any changes in language underlined if new and lined out if deleted.
- 8.4 The VP Administration shall distribute the proposed legislation to the Board of Directors no later than sixty (60) days prior to the annual meeting of the Corporation. The Board of Directors shall then be responsible for distribution to their respective member corporation Boards of Directors.
- 8.5 A proposed amendment may be modified in any manner by the Board of Directors while under consideration but such modification must be germane to the subject matter of the proposed amendment.
- 8.6 All World Aquatics (AQUA) or PanAm Aquatics (PAQ) legislation approved by the Board of Directors at its annual meeting shall be submitted by the VP Administration to World Aquatics (AQUA) or to the PanAm Aquatics (PAQ) Secretariat by the time deadline established by each of said organization.
- 8.7 After the deadline has expired for submission of legislation, new and/or additional legislative amendments may be proposed, but they may be adopted only by a unanimous vote of the Board of Directors.

#### Article IX - Dissolution

- 9.1 If deemed advisable by the Board of Directors, the Corporation may be dissolved pursuant to the applicable provisions of the Corporation laws of the State of Ohio.
- 9.2 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to such organization or organizations as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

#### Article X - World Aquatics (AQUA) and PanAm Aquatics (PAQ) Membership

- 10.1 The Corporation shall so conduct itself as to be eligible for membership in World Aquatics (AQUA) and PanAm Aquatics.
- 10.2 The Corporation shall not interfere in any way with the conduct of the individual sports programs of the five member corporations, except when such members fail to comply with all rules of World Aquatics (AQUA) and PanAm Aquatics (PAQ).
- 10.3 The Corporation recognizes World Aquatics (AQUA) as the only organization in the world which governs swimming, diving & high diving, open water swimming, water polo, artistic swimming, and masters internationally.
- 10.4 In the event of inconsistency between these Bylaws and World Aquatics (AQUA) Rules, the latter shall prevail.
- 10.5 The Corporation, as a member of World Aquatics (AQUA), shall recommend a nominee to the World Aquatics (AQUA) Bureau. A Nominating Committee, consisting of a representative of each member corporation knowledgeable in international sport operations, shall make a recommendation to the Board of Directors for approval. The nominee shall be approved in the year prior to the Pan American Games.
- 10.6 The Corporation recognizes PanAm Aquatics (PAQ) as the organization in the Americas which governs swimming, diving & high diving, open water swimming, water polo, artistic swimming, and masters as recognized by World Aquatics (AQUA).
- 10.7 The Corporation shall not practice discrimination on grounds of race, religion, gender, age, infirmities, or political association.