



Minutes

Board of Directors

Wednesday, March 23, 2022

Board Members in Attendance: Denise Shively, Emmanuella Tchakmakjian (AEC President), Irene Hawes, Ashley Johnson, Chris Leahy, Jocilyn Sayler, Kimberly Kohut (non-voting; Secretary), Stacey Chapman, Jennifer Jarboe, Jennell Lynch, Kerhyl Gannt, Joanne Pasternack, Claire Barton (Athlete At-Large), Mariya Koroleva (AAC alternate; non-voting)	
Staff Members in Attendance: Adam Andrasko	
Others:	
Excused: Lauren Gardner (General Athlete Representative), Natalia Vega (General Athlete Representative), Morgan Fuller Kolsrud (AAC Athlete Representative)	
Called to Order At: 8:37 PM EDT	BY: Denise Shively. A quorum was declared.

Topic	Approval of Minutes from 1.30.22	Presented by	Denise Shively
Discussion	<p>Motion: Chris Leahy motioned to approve the minutes from the Board of Directors meeting on January 30, 2022.</p> <p>Seconded by: Irene Hawes</p> <p>Motion approved.</p> <p>Vote: Yes-7 No-0 Abstain-0</p>		

Topic	Athlete Report	Presented by	Emmanuella Tchakmakjian
Discussion	No report submitted		

Topic	Treasurer's Report	Presented by	Jennifer Jarboe
Discussion	<p>No report submitted</p> <p>-Stay for Play is a concern from athletes instead of staying in an AirBNB with their team</p> <p>-Collegiate athlete meeting is tomorrow, AAC meeting tomorrow evening</p>		

Topic	VP Competitive Operations	Presented by	Chris Leahy
Discussion	No report submitted		

Topic	VP Diversity, Equality, and Inclusion	Presented by	Ashley Johnson
Discussion	No report submitted		

Topic	VP Marketing and Member Development	Presented by	Jocilyn Sayler
Discussion	No report submitted		

Topic	VP Olympic International	Presented by	Irene Hawes
Discussion	No report submitted		

Topic	President's Report/CEO Report	Presented by	Denise Shively/Adam Andrasko
Discussion	<ul style="list-style-type: none"> • VP Items for discussion <ul style="list-style-type: none"> - Committee Structure Revisions (Competitive Ops, DEI, Member Development, OIVP, President) - Committee Scope of Work Revisions (Competitive Ops, DEI, Member Development, OIVP, President) • Governance and Competitions Structure Update <ul style="list-style-type: none"> - Each VP and Denise Shively proposed changes to the Code. Discussion referenced draft proposals. Final proposals will be sent to Governance Committee • Request to access investment funds <p>Motion: Jenny Jarboe motioned to approve to drawn down the \$55,000 Charles Schwab account as a stop gap measure</p> <p>Seconded by: Stacey Chapman</p> <p>Motion approved.</p> <p>Vote: Yes-8 No-0 Abstain-1</p> <ul style="list-style-type: none"> • USOPC audit update <ul style="list-style-type: none"> - This agenda item was not discussed at this meeting. 		

	<ul style="list-style-type: none"> • Financial Policies Approval <p>Motion: Claire Barton motioned to approve the financial policies and procedures as presented by Adam Andrasko</p> <p>Seconded by: Jenny Jarboe</p> <p>Motion approved.</p> <p>Vote: Yes-8 No-0 Abstain-0</p> <ul style="list-style-type: none"> • Board Succession Plan <ul style="list-style-type: none"> - This agenda item was tabled. Denise asked VP's to think about how we develop this plan • Op Plan Update <ul style="list-style-type: none"> - This item was not discussed at this meeting

Adjournment at 10:42 PM EDT		
Moved to adjourn by: Chris Leahy	Seconded by: Joanne Pasternack	Motion Approved unanimously

Respectfully Submitted,



Kimberly A. Kohut
Secretary

Attachments: Appendix M Proposal, VPOI Proposal, VP DEI Proposal, President Proposals, Summary of Proposals, Financial Procedures

APPENDIX M ELECTION PROCEDURES Amendments to this Appendix M are the responsibility of the Governance Committee. The Governance Committee can modify this Appendix by recommending changes to the Board of Directors for approval.

ARTICLE 1 1.01 General: A. Unless otherwise stated in the Code of Regulations of United States Artistic Swimming (USAAS Code), all election procedures shall follow Robert's Rules of Order. B. The Nominating Committee report must be submitted, in writing, to the membership not less than 30 days prior to the date of the elections. C. No candidate for office shall be involved in the conduct of the elections. D. A time for the elections shall be stated in the Convention agenda; if not, the elections shall be held during the last session of the Board of Governors. E. Voting rights and privileges shall be recognized by a voting sticker signed by the delegate, issued at USAAS Convention Registration and attached to the delegate's USAAS Registration badge.

1.02 Preparation: A. The President shall appoint an Election Committee, which shall consist of at least 3 members and not more than 5. The AEC President shall appoint that number of Athlete Representatives necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Election Committee are athletes. B. The responsibilities of the Election Committee shall be to assist in the conduct of the elections of the Corporation, including the following tasks: 1. Oversee the conduct of the elections of the Corporation from the time the Nominating Committee's report is accepted by the Board of Governors until the election results have been announced, the report accepted, and any questions resolved. 2. Prepare the ballots. 3. Validate the number of eligible voters. 4. Announce to the Board of Governors the number of eligible votes to be cast. 5. Select at least 4 Tellers to assist with the election balloting and provide written instructions to the Tellers. a. The Tellers may be members of the Election Committee, provided that they are not running for office and are not eligible to vote. b. The Tellers shall report to the Chair of the Election Committee. 6. Establish a suitable polling place and secure a necessary place for the Tellers to perform their function. 7. Supervise the collection and handling of the ballots for delivery to the Tellers. 8. Report the results of each election to the President after verification by crosschecking the tally.

1.03 Conduct of the Election: A. A vote counting machine (e.g. Scantron machine) may be used to count the votes. B. Illegible, inconclusive and multiple votes cast together for the same office shall not be counted. C. Upon completion of a tally, if an election is not declared, all candidates shall remain eligible for the next vote unless there is a decided difference (20% or more of the total votes Appendix M 2021 – Election Procedures 2 cast) between the vote tally for the lowest candidate and the candidate receiving the next higher number of votes. (Exception: Election for the At-Large delegates to the Board of Governors.) D. Elections for the At-Large Delegates to the Board of Governors: Candidates receiving the greatest number of votes cast shall be elected as At-Large delegates to the Board of Governors. If there is a tie, a run-off election shall be held between the tied candidates. E. All election results shall be announced prior to the adjournment of the Board of Governors meeting. The President shall make the announcement at an appropriate time in the agenda. The announcement shall include the number of voting delegates, the number of votes needed to elect, and the number of votes cast for each candidate. (Exception: At-Large delegates to the Board of Governors.)

1.04 Post Election Procedures: A. A challenge to any election result must be made in writing to the Chair of the Election Committee within 30 minutes of the announcement of the final election results. When a challenge has been filed, the Chair of the Election Committee shall notify the President of the Corporation. A candidate who challenges the results, or his or her designated representative, has the right to review the ballots in the company of the Tellers and the Chair of the Election Committee. B. All ballots shall be held for 60 minutes after the announcement of the final election results. At that time, the ballots shall be destroyed. If contested, ballots shall be kept until the dispute is settled.

Proposal for revisions to the Olympic International Committees:

Irene Hawes – OIVP

Rationale for IRC: Reduced the committee to a maximum of 12 members – 8 members + 4 athletes. To maintain balance between elected and appointed members to ensure the membership has a voice on the committee as well as a checks and balances. To ensure continuity by keeping the Immediate OIVP on the committee as well as the FINA and PAQ TASC members who represent USAAS. To allow the Chair to appoint additional members (to not exceed the total of 12) to fill any duplicate positions as 1 person holding 2 positions does not receive 2 votes on the committee. To combine the 2 subcommittees into one again as was done previously. Eliminated the President as the President is an ex-officio member of the committee along with the Vice President and Athlete Vice President.

Rationale for National Team Program: Same as the IRC, including the addition of the USOPC-AAC Alternate as one of the required athletes. Maintains consistency between the 2 committees.

5.10 Olympic International Committees:

A. International Relations Committee:

1. The International Relations Committee shall:

- a. Select judges and other representatives who are not members of the National Team or its support staff, to attend international competitions, congresses and seminars, whether or not the Corporation sends a delegation representing the United States;
- b. Establish selection criteria and succession plans, and make recommendations to the Board of Directors for personnel for international positions, including but not limited to: the FINA Bureau, FINA TASC, PAQ Executive, PAQ TASC and any other international positions in other international organizations, as appropriate;
- c. Recommend to the Board of Directors, international competitions to be conducted in the United States;
- d. Initiate and accept invitations to/from foreign countries or organizations to send teams or individuals, except for National Team members, to participate in exhibitions or competitions in the United States or abroad. The High Performance Manager, with notification to the Vice President Olympic International and the International Relations Committee Chair, will be responsible for accepting invitations on behalf of National Team Members;
- e. Approve club options, special events, International Club Exchanges, private invitations and protocol for international delegations;
- f. Develop, recommend and implement other international exchange opportunities and the funding for such opportunities, in collaboration with the National Office staff.

2. The composition of the International Relations Committee shall include:

- a. The Chair, appointed by the Vice President Olympic International, who has national team experience, international judging experience or other related international artistic swimming experience;
 - b. The President of the Corporation;
 - c. The Immediate Past Vice President Olympic International;
 - d. U.S. representatives, if members of USA Artistic Swimming, to the FINA Bureau, the PAQ Executive or other international organizations;
 - e. U.S. representatives to the FINA and PAQ TASCs or any other FINA or PAQ committees or commissions while representing USA Artistic Swimming;
 - f. Three (3) Five (5) At-Large members elected by the Board of Governors at the Annual Meeting of the Board of Governors in the year of the Summer Olympic Games;
 - g. That number of Athlete Representatives necessary to assure that at least thirty-three and three tenths percent (33.3%) of the International Relations Committee are athletes. The Corporation's representative to the USOPC Athletes Advisory Council ("USOPC-AAC") and USOPC-AAC Alternate shall be two (2) of these athletes. The remaining members of the International Relations Committee who are Athlete Representatives shall be appointed by the AEC, meet the requirements of Section 7.06 A of the USAAS Code, and shall be retired from competition; and
 - h. The High Performance Manager, and a Diversity, Equality and Inclusion committee member and any USA Artistic Swimming member who serves on any other FINA or PAQ committees or commissions shall serve as advisors without a vote.
3. If a member holds more than one (1) position on the committee, the Chair may appoint a replacement member who has international artistic swimming experience or serves as the USAAS member to the FINA Bureau, the PAQ Executive or other international organizations or serves on any other FINA or PAQ committees or commissions while representing USA Artistic Swimming.

4. Each member shall serve until the conclusion of the Board of Governors meeting after the next Summer Olympic Games, or until a successor is elected/appointed.

5. Those members of the International Relations Committee being considered for international positions or assignments shall excuse themselves from the discussion and vote.

6. International Relations Review Subcommittee:

a. The International Relations Review Subcommittee shall:

- (1) Review and approve Club Option applications, including funding recommendations when available. See Appendix F.
- (2) Determine athlete eligibility to participate when a Masters international competition has limited entries. See Appendix F.
- (3) Resolve petitions related to athlete eligibility to participate in National Team Trials. See Appendix E.
- (4) Resolve petitions related to athlete injury or illness during the National Team Trials Selection process. See Appendix E.

b. The composition of the International Relations Review Subcommittee shall include:

- (1) The Chair of the International Relations Committee, as Chair;
- (2) The Vice President Olympic International;
- (3) The High Performance Manager;
- (4) Two (2) Athlete Representatives selected by the High Performance Manager who are unaffiliated with any of the athletes in contention, who meet the requirements of Section 7.06 A of the USAAS Code, and shall be retired from competition; and
- (5) One (1) person selected by the Vice President Olympic International who exhibits knowledge of the sport, knowledge of the international scene in elite artistic swimming, and demonstrates a fair and unbiased disposition.

B. National Team Program Committee:

1. The High Performance Manager is empowered with all decision-making authority necessary for the formulation, development and implementation of a National Team program. The High Performance Manager will work in a collaborative manner with the Vice President Olympic International, the International Relations Committee Chair and the National Team Program Committee in exercising this authority.

2. The National Team Program Committee shall:

a. Provide input to the High Performance Manager regarding, and endorse:

- (1) Selection procedures for athlete members for all National Teams;
- (2) Selection procedures for staff members for the Pan American and Olympic Games Teams; and
- (3) The USA Artistic Swimming National Team Quad Plan, developmental programs and training camps.

b. Assist in the implementation of the USA Artistic Swimming National Team Quad Plan, developmental programs and training camps.

c. Help develop a plan to identify and train artistic swimmers as potential National Team members.

d. Collaborate with the Coaches' Board to enhance the coaches' education program.

e. Foster communication with the Judges' Board to ensure cohesive programs.

3. The composition of the National Team Program Committee shall include:

a. The High Performance Manager, as Chair;

b. The Immediate Past Vice President Olympic International;

c. Three (3) Seven (7) National Team Coaches, selected by the High Performance Manager, following the Annual Meeting of the Corporation in the year of the Summer Olympic Games, from the pool of National Team Coaches, shall serve a four (4) year term;

d. Three (3) Four (4) At-Large members, who are not members of the pool of National Team Coaches, shall be elected by the Board of Governors at the Annual Meeting of the Board of Governors in the year of the Summer Olympic Games to serve a four (4) year term;

e. That number of Athlete Representatives necessary to assure that at least thirty-three and three tenths percent (33.3%) of the National Team Program Committee are athletes. The Corporation's representative to the USOPC Athletes Advisory Council ("USOPC-AAC") and USOPC-AAC Alternate shall be two (2) one (1) of these athletes. The remaining members of the National Team Program Committee who are Athlete Representatives shall be appointed by the AEC, meet the requirements of Section 7.06 A of the USAAS Code, and shall be retired from competition; and

f. The Corporation's representatives to the FINA and PAQ TASCs or any other FINA or PAQ committees or commissions while representing USA Artistic Swimming, the NGB Council of the USOPC and a Diversity, Equality and Inclusion committee member shall serve as advisors without a vote.

4. National Team Review Subcommittee:

a. The National Team Review Subcommittee shall:

(1) Resolve petitions related to athlete eligibility to participate in National Team Trials. See Appendix E.

(2) Resolve petitions related to athlete injury or illness during the National Team Trials Selection process. See Appendix E.

b. The composition of the National Team Review Subcommittee shall include:

(1) The Chair, appointed by the Vice President Olympic International;

(2) The Vice President Olympic International;

(3) The High Performance Manager;

(4) Two (2) Athlete Representatives selected by the High Performance Manager who are unaffiliated with any of the athletes in contention, who meet the requirements of Section 7.06 A of the USAAS Code, and shall be retired from competition; and

(5) One (1) person selected by the Vice President Olympic International who exhibits knowledge of the sport, knowledge of the international scene in elite artistic swimming, and demonstrates a fair and unbiased disposition.

VP DEI PROPOSALS

5.06 Diversity, Equality and Inclusion Committees:

A. Diversity, Equality and Inclusion Committee:

1. The Diversity, Equality and Inclusion Committee shall:
 - a. Develop a strategic plan that provides a comprehensive nationwide approach to increasing diversity, equality and inclusion opportunities at all levels of the sport.
 - b. Propose rule changes that ensure all members of the organization are included and given equal opportunity without regard to race, ethnicity, culture, religion, sex (including gender identity, sexual orientation or pregnancy), age, socio-economic status, geographical location, beliefs, and mental or physical ability to groups, athletes, and individuals who are not athletes, as set forth in Section 1.01 of the USAAS Code.
 - c. Develop, recommend and assist the National Office staff in implementing education opportunities for members to increase awareness about the importance of creating a more inclusive environment at all levels of the sport.
 - d. Designate a member of the Diversity, Equality and Inclusion committee, appointed by the Chair, as an advisor without a vote to each USAAS Standing Committee, with the exception of each Subcommittee.
2. The composition of the Diversity, Equality and Inclusion Committee shall include:
 - a. The Chair, may be the VP of Diversity, Equality and Inclusion or appointed by the Vice President Diversity, Equality and Inclusion;
 - b. The four (4) Zone Diversity, Equality and Inclusion Chairs;
 - c. One (1) individuals appointed by the Chair who meet the definition of "Independent". See Section 3.02 D.5.b of the USAAS Code; and
 - d. That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Diversity, Equality and Inclusion Committee are athletes.
3. The DEI Compliance/Grievance Subcommittee
 - a. The Diversity Compliance/ Grievance Subcommittee shall:
 - (1) Develop procedures for receiving, investigating and mitigating claims of discrimination from members of the organization;
 - (2) Recommend consequences to the appropriate authority within the organization if a claim is found to be true.
 - b. The composition of the DEI Discrimination Compliance/Grievance Committee shall include:
 - (1) The Chair, appointed by the Diversity and Inclusion Committee from within the At-Large members of the Diversity and Inclusion Committee;
 - (2) Four (4) At- Large members representing each zone appointed by the chair;;
That number of Athlete Representatives necessary to assure that at least twenty percent (20%) of the Diversity Committee are athletes.

Appendix A LASC (Local Artistic Swimming Committee)—also referred to as “association”

Proposal Summary:

LASC Board of Governors—has one representative per group member (professional or life membership) and one athlete representative per group member (regular athlete). Includes officers as elected by the BOG.

LASC Officers/Board of Directors—change required officers to only Administrative Chair and Secretary with one athlete representative. If the association determines to have additional officers, must also increase athlete representation to the 33.3 percent requirement.

Question: Do we maintain the LASC Board of Review with the recent addition of a Zone Board of Review?

PART FIVE

APPENDIX A

BY-LAWS OF THE

LOCAL ARTISTIC SWIMMING COMMITTEE

(Housekeeping – January 30, 2022)

The following By-Laws must be adopted by every Local Artistic Swimming Committee (“LASC”) which desires to be affiliated with the Corporation. Additional provisions may be added to the By-Laws, but they may not contradict the basic document set forth below. There are a few instances wherein the flexibility is indicated in what is set forth below.

ARTICLE 1

OBJECTIVES, TERRITORY AND JURISDICTION

1.01 Objectives: The objectives shall be to promote and develop artistic swimming, including the education and teaching of athletes of all ages to improve their capabilities, all in accordance with the standards and under the rules prescribed by the Federation Internationale de Natation Amateur (“FINA”), USA Artistic Swimming, Inc. (“USAAS”), and the following rules. The LASC shall be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any future United States Internal Revenue Law).

1.02 Territory: The territory of the LASC shall be the geographical boundaries determined by USAAS and set forth in Section 6.03 of the USAAS Code.

1.03 Jurisdiction: The LASC has jurisdiction over the sport of artistic swimming in its territory in accordance with USAAS Rules.

1.04 Conditions of Competition:

A. General: The conditions of competition of any artistic swimming event, and rules governing it, shall be those established by USAAS or by the LASC where its rules and regulations are not contrary to USAAS Rules.

B. Championships: Artistic Swimming Championships shall be held in accordance with the Rules of USAAS for conduct of Championships as described in the USAAS Rules. Other events may be held within the program of the LASC for the development of the sport.

ARTICLE 2

MEMBERSHIP

2.01 Membership in the LASC shall be open to groups, athletes and individuals who are not athletes, as set forth in Article 1 of the USAAS Code.

2.02 Fees: The cost of each category of membership shall be determined by USAAS. The LASC Board of Governors may add a surcharge to all membership fees.

ARTICLE 3

LASC BOARD OF GOVERNORS

3.01 Composition: The LASC Board of Governors shall consist of one (1) representative from each group member of the LASC, the elected officers of the LASC, a representative of the coaches in the LASC, and representatives of the athletes which shall equal at least thirty-three and three tenths percent (33.3%) of the total number of members of the LASC Board of Governors (including athletes), and such other individuals that the LASC may desire.

3.02 Authority: In addition to the duties and powers prescribed in the USAAS Code or in these By-Laws, the LASC Board of Governors shall have power:

- A. To elect the officers of the LASC;
- B. To establish program and policy and to lend direction thereto;
- C. To establish the LASC Review Board;
- D. To review and adopt the annual budget of the LASC;
- ~~E. To elect delegates to the Board of Governors of USAAS, in accordance with Article 2 of the USAAS Code;~~
- F. To amend the By-Laws of the LASC (within limits prescribed by this Appendix A).

3.03 Meetings: The Annual Meeting of the LASC shall be held no later than November 1st of each year. Should additional meetings be required, they may be called by the Administrative Chair or upon request of any three (3) LASC group members.

3.04 Notice: The Secretary shall give not less than fifteen (15) days' notice for any LASC Board of Governors meeting. The notice shall contain the time, date and site of the meeting and, except at the Annual Meeting of the LASC, its purpose. The notice shall be sent to the address last given to the Secretary by each group member of the LASC.

3.05 Quorum: A quorum at all meetings shall consist of those present and eligible to vote.

3.06 Rules of Order: At all meetings, the current *Robert's Rules of Order* are the procedural rules.

ARTICLE 4

LASC BOARD OF DIRECTORS

4.01 Composition: The LASC Board of Directors shall consist of the elected officers, ~~a each representative~~, and representatives of the athletes which shall equal at least thirty-three and three tenths percent (33.3%) of the total number of members of the LASC Board of Directors (including athletes), and such other individuals that the LASC may desire. Directors shall hold office for two (2) years, or until their successors are elected.

4.02 Duties and Powers: The LASC Board of Directors shall have the authority to act for the LASC between meetings of the LASC Board of Governors.

4.03 Meetings: Meetings may be called by the Chair or any three (3) LASC Directors.

4.04 Notice: At least fifteen (15) days' notice shall be given by the Secretary for any meeting of the LASC Board of Directors. Such notice shall contain the time, date and site of the meeting, and shall be sent to the address last given to the Secretary of each member of the LASC Board of Directors.

4.05 Quorum: A quorum at all meetings shall consist of those present and eligible to vote.

ARTICLE 5

OFFICERS

5.01 Titles: The LASC Board of Governors shall elect the following officers at the Annual Meeting of the LASC in even numbered years: Administrative Chair, ~~Diversity, Equality and Inclusion Chair, Education Chair, Officials Chair, Technical Chair, Secretary and Treasurer.~~ The Athletes' Representative Chair shall be elected by the athletes in accordance with Section 7.01 A of the USAAS Code. The Administrative Chair shall chair the LASC Board of Governors and the LASC Board of Directors.

5.02 Eligibility:

A. Only current individual members of USAAS are eligible to hold office.

~~B. Where possible, the Association Officials Chair shall hold a judges' rating of Retaining Level 2, Association/Junior Olympic Regional Judge or higher.~~

5.03 Term of Office: Each officer shall serve for a term of two (2) years or until the successor is chosen. No officer may be elected to the same position for more than two (2) full terms in succession. An officer who has been elected to two (2) successive terms is eligible for re-election to the same office only after the lapse of two (2) years following the term of office to which the officer was last elected.

5.04 Vacancies: Any vacancies that may occur in the LASC Board of Directors caused by death, resignation, or otherwise, shall be filled for the duration of the term by the group responsible for electing the position initially. In the case of the elected officers, the LASC Board of Directors may fill a vacancy until the next meeting of the LASC Board of Governors, at which time an election shall be held.

5.05 Nominating Committee: The slate of officers to stand for election by the LASC Board of Governors shall be prepared by a Nominating Committee, with a minimum of three (3) serving. The Nominating Committee shall be selected by the LASC Board of Governors at the Annual Meeting of the LASC in the year prior to the elections for officers. Nominations shall be published fifteen (15) days in advance of the election, and additional nominations may come from the floor.

5.06 Elections: Candidates for office should be consenting and need not be present to be elected.

5.07 Duties: The duties of the officers are as hereafter set forth, ~~and such others as may be designated by the LASC Board of Governors or LASC Board of Directors from time to time:~~

A. Administrative Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To oversee the administrative needs of the LASC.
3. To supervise sanctions, and financial and annual reports.

B. Secretary:

1. To record the minutes of all meetings of the LASC and the LASC Board of Directors.
2. To maintain the membership list of the LASC.
3. To maintain records of athlete eligibility.
4. To send notice of meetings as mandated by the By-Laws or other mailings as instructed by the LASC.

and such others as may be designated by the LASC Board of Governors or LASC Board of Directors from time to time: (Should we list these even though they are "optional?")

B. Diversity, Equality and Inclusion Chair:

1. To represent the Association on the USAAS Board of Governors.

2. To coordinate the programs of the Association aimed at increasing diversity, equality and inclusion at all levels of the Association.
3. To assist the National Office staff in implementing programs to increase membership of the underrepresented populations in the Association.

C. Education Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To oversee the development of all artistic swimming programs (Senior, Junior, Junior Olympic, Collegiate, and Masters) in the LASC.
3. To oversee the development and training of athletes, including organizing training camps for athletes and coaches.
4. To maintain records of coaches' certification.
5. To provide information to assist in the formation of new clubs.

D. Officials Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To train, test and evaluate judges at the local level.
3. To determine the panels for judging at the LASC competitions.
4. To maintain records of judges' certification and ratings.

E. Technical Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To oversee the technical conduct of all meets, including scoring, sound, and equipment.
3. To interpret rules, waive rules and act as the Meet Referee in local competitions until the Event Referees are selected.

F. Secretary:

1. To record the minutes of all meetings of the LASC and the LASC Board of Directors.
2. To maintain the membership list of the LASC.
3. To maintain records of athlete eligibility.
4. To send notice of meetings as mandated by the By-Laws or other mailings as instructed by the LASC.
5. To forward to the Executive Director of USAAS such reports as required by USAAS.

G. Treasurer:

1. To be the custodian of the funds of the LASC.
2. To receive and disburse funds in accordance with the directions of the LASC.
3. To prepare the financial records and reports as required by the LASC and USAAS.

H. Athletes' Representative Chair:

1. ~~To represent the Association on the USAAS Board of Governors.~~
2. To serve as Chair of all LASC Athlete meetings.
3. To assure communication among athletes both within the LASC and within USAAS.

ARTICLE 6

REPORTS AND REMITTANCES

6.01 Minutes: The Secretary of the LASC shall, within ten (10) days after each meeting of the LASC, forward to the Executive Director of USAAS and the applicable Zone Chair a copy of the minutes of said meeting.

6.02 Notices: The Secretary shall forward to the Executive Director of USAAS and the applicable Zone Chair copies of all official notices issued by the LASC, at the time of such issue, including all those sent to the members of the LASC Board of Governors and to the LASC Board of Directors, as well as to members of the LASC.

6.03 Annual Reports: The Secretary shall, within one hundred and twenty (120) days of the end of the fiscal year, forward to the Executive Director of USAAS and the applicable Zone Chair a copy of the audit of the accounts of the LASC. The audit of accounts is to be signed by

either a certified public accountant, or at least three (3) members of the LASC Board of Directors. The Secretary shall forward to the Executive Director of USAAS a copy of the Form 990 when filed.

6.04 General: The LASC shall make such other reports and remittances to USAAS as specified in its Code or by the USAAS Board of Directors. The Administrative Chair, Secretary, and Treasurer are responsible for seeing that all required reports and remittances are made.

6.05 Income: Any income derived from the promotion of artistic swimming by members of USAAS must be used for the further promotion of artistic swimming for the general welfare of the LASC as a whole.

ARTICLE 7

DISCIPLINE, GRIEVANCES, HEARINGS AND APPEALS

7.01 Discipline: The LASC Review Board may censure, suspend for a definite or indefinite period of time, or expel from participating in the activities of the LASC, or impose other appropriate sanctions upon any member of the LASC, including any athlete, coach, trainer, manager, administrator, official, member of any committee, or person participating in any capacity whatsoever in the affairs of the LASC, subject to a hearing before a panel of a LASC Review Board, who has acted contrary to any of the Rules of USAAS or the LASC, or who has acted in a manner which brings disrepute upon USAAS, the LASC, or upon the sport of artistic swimming.

A. A group member may be held responsible for infractions of rules and regulations committed by an athlete who is representing the group member.

B. The LASC Review Board may recommend to the USAAS Ethics Committee that a person's membership in USAAS be suspended or revoked, but the LASC Review Board shall have no authority to suspend or revoke such membership.

1. A recommendation to the USAAS Ethics Committee regarding suspension or revocation of membership in the Corporation must be filed with the Executive Director of USAAS within five (5) business days following the final decision of the LASC Review Board.

7.02 Designation of Grievances:

A. The following kinds of grievances may be filed with USAAS:

1. Administrative Grievance: USAAS, or any member of USAAS, may file a grievance pertaining to any matter within the cognizance of USAAS, including but not limited to any alleged violation of or grievance concerning:

a. Any provision of USAAS's Administrative Rules;

b. Any USAAS policy or procedure;

c. Any USAAS program or service; or

d. Any provision of the Ted Stevens Olympic and Amateur Sports Act or the United States Olympic and Paralympic Committee ("USOPC") By-Laws relating to USAAS's recognition as a National Governing Body ("NGB").

2. Disciplinary Proceeding: USAAS, or any member of USAAS, may file a grievance against another member of USAAS, or former member of USAAS, if the action occurred while the individual was a member, regarding any alleged violation of USAAS's Code of Ethics (Appendix P), Whistleblower and Anti-Retaliation Policy (Appendix S), or any other USAAS rule or policy relating to conduct.

a. There shall be no time limitation for Disciplinary Proceedings including, but not limited to, allegations of violations of USAAS's Athlete Safety Policy (Appendix Q) or the U.S. Center SafeSport Code.

□ **Exception:** Reporting allegations of Prohibited Conduct as defined in the Athlete Safety Policy (Appendix Q) should follow the reporting requirements and procedures as outlined in Appendix Q. Athlete Safety violations may be reported anonymously and must be reported within twenty-four (24) hours after the participant becomes aware of the facts giving rise to the concern.

3. Right to Participate: Any athlete, coach, trainer, manager, administrator or official may file a grievance pertaining to any alleged denial of, or alleged threat to deny, that individual's opportunity to participate in a USAAS sanctioned competition, any international competition, if selected by the Corporation or one (1) of its members, or a Protected Competition. Refer to USAAS Administrative Rules, Article 23, Section 23.01.

7.03 LASC Review Board: The LASC Board of Governors shall annually elect an LASC Review Board comprised of no less than five (5) members, including that number of Athlete Representatives necessary to assure that at least thirty-three and three tenths percent (33.3%) of the LASC Review Board are athletes. Its hearings may be conducted by an attorney-at-law retained by the LASC Review Board for that purpose but who shall have no vote. The Chair of the LASC Review Board shall be appointed by the Administrative Chair and have one (1) vote. A quorum for any hearing conducted by the LASC Review Board shall be fifty percent (50%) of its membership, but in any event no less than three (3), one of whom shall be an Athlete Representative.

7.04 Jurisdiction: The LASC Review Board may conduct hearings on any matter affecting, with the exception of violations of Appendix P or Appendix S, the LASC and involving only a member or members of the LASC.

7.05 Procedure of the LASC Review Board:

A. Any grievance filed pursuant to the USAAS Administrative Rules, or Section 7.02 above shall be in writing and signed by the individual or chief executive officer of the group or organization filing the grievance.

B. The written grievance shall be filed with the LASC Administrative Chair and the Executive Director of USAAS by email within five (5) business days after the complaining party becomes aware of the facts giving rise to the grievance. The grievance shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

- Full names, membership information and addresses of the parties (if known);
- Jurisdictional basis of the grievance;
- Supporting evidence or documentation forming the basis of the grievance; and
- The relief sought.

C. Grievance Process:

1. Refer to USAAS Administrative Rules, Article 24, Section 24.07 C for recommended grievance process. Any grievance may be filed with the Executive Director of USAAS. When the LASC Administrative Chair and Executive Director of USAAS determine that a grievance cannot be fairly adjudicated at the LASC level, it shall be forwarded to the Zone Review Board or Executive Director of USAAS for resolution.

2. The person charged (respondent) shall be notified in writing, by email sent to the current email address listed in the USAAS membership database, of the charges in detail, or of the circumstances which require answer, explanation or clarification, as well as the penalties which may ensue if such charges are proved.

3. The notice shall set a date and time of hearing, not less than thirty (30) days nor more than sixty (60) days after the date of service of this notice, and shall advise the respondent of the right to have counsel or other representative at the hearing.

4. The respondent shall have the opportunity to file with the Chair of the LASC Review Board a written answer to all the charges set forth in the notice. Such answers as well as all papers and documentary evidence shall be filed with the Chair by email, with a copy served at the same time by email on all parties, no later than ten (10) days prior to the date set for the hearing.

5. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally accepted in administrative proceedings shall be applicable in any hearing. The real parties in interest shall be given a reasonable opportunity to present relevant oral or written evidence and

to cross-examine witnesses. Witnesses appearing at any hearing shall be identified by the parties prior to the hearing. The proceedings may be recorded and a transcript made available to each interested party upon request and payment thereof.

6. A written decision of the LASC Review Board shall be rendered within ten (10) days of the conclusion of the hearing, setting forth the reasons therefore. The decision shall be based solely upon the record, which includes the testimony of the witnesses and other documentation submitted prior to or at the hearing. The decision shall also contain notice of the procedures available to the parties for appeal of the decision. If the LASC Review Board intends to recommend to the USAAS Ethics Committee that a person's membership in USAAS be suspended or revoked, such recommendation shall be set forth in the decision.

7. The Executive Director of USAAS shall be notified by email of all decisions at the same time as the parties are notified, if USAAS is not otherwise a party.

D. Hearing: Upon the request of a party, and provided that it is necessary to:

- Expedite the proceeding in order to resolve a matter relating to a scheduled competition that compliance with regular procedures, as defined in Section 7.05 above, would not be likely to produce a sufficiently early decision to do justice to the affected parties; or
- Protect one or more of USAAS's participants,

the LASC Review Board is authorized to order that the grievance be decided within forty-eight (48) hours of the filing of the grievance. In such a case, the LASC Review Board is authorized to decide the grievance pursuant to such procedures as are necessary, but fair to the parties involved. In cases expedited to protect USAAS's participants as mentioned above, such procedures may include, but are not limited to, providing for a preliminary hearing pending a full hearing on the allegations.

1. The Executive Director of USAAS shall be notified by email of the place, time and reason for the preliminary hearing.

2. The notice to be given to the individual or entity charged (respondent) may be oral, or in writing, and shall contain all notice requirements set forth in Sections 7.05 A-C above.

3. The respondent must be given such notice and hearing as time and circumstances may reasonably dictate. The preliminary hearing may be conducted at the site of an athletic competition or by telephone conference, if necessary, but in any event under such circumstances as to fully protect rights of procedural due process of the respondent. Refer to Section 7.05 C.5 above regarding Rules of Evidence.

4. Within forty-eight (48) hours of the preliminary hearing, the decision of the LASC Review Board shall be written and include the findings of fact. A copy of the decision shall be sent by email, to the Chair of the LASC Review Board, the respondent and the Executive Director of USAAS.

5. If an aggrieved party of a LASC Review Board shall demand further hearing, such hearing shall be held in accordance with the provisions set forth in the USAAS Administrative Rules, Article 24, Section 24.10.

7.06 Appeals: The decision of the LASC Review Board shall be final in all cases, subject only to appeal by a real party in interest to the National Board of Review, except where the LASC Review Board recommends to the USAAS Ethics Committee suspension or revocation of a person's membership in USAAS. Refer to USAAS Administrative Rules, Article 24, Sections 24.03 A and B and 24.10.

ARTICLE 8

MISCELLANEOUS

8.01 Amendments: Any provisions of these LASC By-Laws not required by USAAS pursuant to Section 6.02 of the USAAS Code may be amended at any meeting of the LASC Board of Governors by a two-thirds (2/3) vote of the members voting. At least thirty (30) days' notice must be given to every member of the LASC Board of Governors of this proposed amendment.

8.02 Fiscal Period: The fiscal period of the LASC shall begin on the first day of October in each year.

8.03 Mailing Address: The LASC must submit a permanent mailing address to the Executive Director of USAAS. Appendix A 2022 - LASC By-Laws 8

8.04 Dissolution: Upon dissolution, the net assets of the LASC shall not inure to benefit any private individual or corporation, but shall be distributed to USAAS, to be used exclusively for charitable

purposes, or if USAAS is not then in existence, or is not then a corporation which is exempt under 501(c)(3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2), thereof, or any successor law, such assets shall be distributed to such a corporation, to be used exclusively for charitable purposes.

Proposal Appendix B:

Change composition of Zone Board of Governors to include LASC Administrative Chair and Secretary only as compared to “all officers.”

Explanation of each zone officer may need to change dependent on change of committee structures.

APPENDIX B BY-LAWS OF THE ZONE ARTISTIC SWIMMING COMMITTEE (Housekeeping – January 30, 2022)

The following By-Laws must be adopted by every Zone Artistic Swimming Committee (“Zone”) which desires to be affiliated with the Corporation. Additional provisions may be added to the By-Laws, but they may not contradict the basic document set forth below. There are a few instances wherein the flexibility is indicated in what is set forth below.

ARTICLE 1

OBJECTIVES, TERRITORY AND JURISDICTION

1.01 Objectives: The objectives shall be to promote and develop artistic swimming, including the education and teaching of athletes of all ages to improve their capabilities, all in accordance with the standards and under the rules prescribed by the Federation Internationale de Natation Amateur (“FINA”), USA Artistic Swimming, Inc. (“USAAS”), and the following rules. The Zone shall be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any future United States Internal Revenue Law).

1.02 Territory: The territory of the Zone shall be the geographical boundaries determined by USAAS and set forth in Section 6.05 of the USAAS Code.

1.03 Jurisdiction: The Zone has jurisdiction over the sport of artistic swimming in its territory in accordance with USAAS Rules.

1.04 Conditions of Competition:

A. General: The conditions of competition of any artistic swimming event, and rules governing it shall be those established by USAAS or by the Zone where its rules and regulations are not contrary to the USAAS Rules.

B. Championships: Artistic Swimming Championships shall be held in accordance with the Rules of USAAS for conduct of Championships as described in the USAAS Rules. Other events may be held within the program of the Zone for the development of the sport.

ARTICLE 2

MEMBERSHIP

2.01 Membership in the Zone shall be open to groups, athletes and individuals who are not athletes, as set forth in Article 1 of the USAAS Code.

2.02 Fees: The cost of each category of membership shall be determined by USAAS. The Zone Board of Governors may add a surcharge to all membership fees. Appendix B 2022 - Zone By-Laws 2

ARTICLE 3

ZONE BOARD OF GOVERNORS

3.01 Composition: The Zone Board of Governors shall consist of one (1) representative from every group member within the Zone, ~~the officers from each LASC member of the Zone,~~ the administrative chair and secretary from each LASC member of the Zone, the elected and appointed officers of the Zone, ~~a representative of the coaches in the Zone,~~ and representatives of the athletes which shall equal at least thirty-three and three tenths percent (33.3%) of the total number of members of the Zone Board of Governors (including athletes), and such other individuals that the Zone may desire.)

3.02 Authority: In addition to the duties and powers prescribed in the USAAS Code or in these By-Laws, the Zone Board of Governors shall have power:

- A. To elect the officers of the Zone;
- B. To establish program and policy and to lend direction thereto;
- C. To establish the Zone Review Board;
- D. To review and adopt the annual budget of the Zone;
- E. To elect delegates to the Board of Governors of USAAS, in accordance with Article 2 of the USAAS Code;
- F. To amend the By-Laws of the Zone (within limits prescribed by this Appendix B).

3.03 Meetings: Two (2) meetings shall be held each year: the Annual Meeting in conjunction with the Zone Championship and the Annual Meeting of the USAAS Corporation. Additional meetings may be called by the Zone Chair or upon request of any three (3) Zone Board of Governors members.

3.04 Notice: The Secretary shall give not less than fifteen (15) days' notice for any Zone Board of Governors meeting. The notice shall contain the time, date and site of the meeting and, except at the Annual Meeting of the Zone, its purpose. The notice shall be sent to the address last given to the Secretary by each LASC member of the Zone.

3.05 Quorum: A quorum at all meetings shall consist of those present and eligible to vote.

3.06 Rules of Order: At all meetings, the current *Robert's Rules of Order* are the procedural rules.

ARTICLE 4

ZONE BOARD OF DIRECTORS

4.01 Composition: The Zone Board of Directors shall consist of the elected officers, a coach representative and representatives of the athletes which shall equal at least thirty-three and three tenths percent (33.3%) of the total number of members of the Zone Board of Directors (including athletes), and such other individuals that the Zone may desire. Directors shall hold office for two (2) years, or until their successors are elected.

4.02 Duties and Powers: The Zone Board of Directors shall have the authority to act for the Zone between meetings of the Zone Board of Governors.

4.03 Meetings: Meetings may be called by the Chair or any three (3) Zone Directors.

4.04 Notice: At least fifteen (15) days' notice shall be given by the Secretary for any meeting of the Zone Board of Directors. Such notice shall contain the time, date and site of the meeting, and shall be sent to the address last given to the Secretary of each member of the Zone Board of Directors.

4.05 Quorum: A quorum at all meetings shall consist of those present and eligible to vote.

ARTICLE 5

OFFICERS

5.01 Titles: The Zone Board of Governors shall elect the following officers at the Annual Meeting of the Zone: Zone Chair, Zone Diversity, Equality and Inclusion Chair, Zone Education

Chair, Zone Officials Chair, Zone Technical Chair, Secretary and Treasurer. The Athletes' Representative Chair shall be elected by the athletes in accordance with Section 7.01 B of the USAAS Code. The Zone Chair shall chair the Zone Board of Governors and the Zone Board of Directors.

5.02 Eligibility:

- A. Only current individual members of USAAS are eligible to hold office.
- B. The Zone Officials Chair shall hold a judges' rating of Retaining Level 3, Zone/Collegiate Regional Judge or higher.

5.03 Term of Office: The term of each office shall be two (2) years, and shall begin immediately following the Annual Meeting of the USAAS Corporation. Officers may be reelected, but may serve no more than four (4) consecutive years in any one (1) office. An officer who is replaced must wait as many consecutive years as have been served consecutively before being eligible for the same office. In the event an officer is elected to fulfill a remainder of a term of office which has been vacated, this election shall not count towards the two (2) years of eligibility. This officer shall have two (2) full terms of eligibility remaining.

5.04 Vacancies: Any vacancies that may occur in the Zone Board of Directors caused by death, resignation, or otherwise, shall be filled for the duration of the term by the group responsible for electing the position initially. In the case of the elected officers, the Zone Board of Directors may fill a vacancy until the next meeting of the Zone Board of Governors, at which time an election shall be held.

5.05 Nominating Committee: The slate of officers to stand for election by the Zone Board of Governors shall be prepared by a Nominating Committee, with a minimum of three (3) serving. The Nominating Committee shall be selected by the Zone Board of Governors at the Annual Meeting of the Zone in the year prior to the elections for officers. Nominations shall be published fifteen (15) days in advance of the election, and additional nominations may come from the floor.

5.06 Elections: Candidates for office should be consenting and need not be present to be elected.

5.07 Duties: The duties of the officers are as hereafter set forth, and such others as may be designated by the Zone Board of Governors or Zone Board of Directors from time to time:

A. Zone Chair:

- 1. To represent the Zone on the USAAS Board of Governors.
- 2. To oversee the administrative needs of the Zone.
- 3. To supervise sanctions, and financial and annual reports.

B. Zone Diversity, Equality and Inclusion Chair:

- 1. To represent the Zone on the USAAS Board of Governors.
- 2. To serve as the Diversity, Equality and Inclusion committee member from his or her respective Zone.
- 3. To coordinate the programs of the Zone aimed at increasing diversity, equality and inclusion at all levels of the Zone.
- 4. To assist the National Office staff in implementing programs to increase membership of the underrepresented populations in the Zone.

C. Zone Education Chair:

- 1. To represent the Zone on the USAAS Board of Governors.
- 2. To serve as the Coaches' Board and Coaches' Review Subcommittee members from his or her respective Zone
- 3. To serve as the Long Term Athlete Development Board member from his or her respective Zone.

D. Zone Officials Chair:

1. To represent the Zone on the USAAS Board of Governors.
2. To serve as the Judges' Board and Judges' Review Subcommittee members from his or her respective Zone.
3. To train, test and evaluate judges within the Zone.
4. To determine the panels for judging at the Zone competitions.
5. To maintain records of judges' certification and ratings.

E. Zone Technical Chair:

1. To represent the Zone on the USAAS Board of Governors.
2. To serve as the Championship Management and Sites committee member from his or her respective Zone.
3. To appoint the Zone Scoring Chair.
4. To oversee the technical conduct of all Zone Championships, including sound, equipment and assisting the Zone Scoring Chair with scoring.
5. To interpret rules, waive rules and act as the Meet Referee at all Zone Championships until the Event Referees are selected.
6. To provide support, training, guidance, and leadership to Association Technical Chairs in all technical aspects of the sport, including meet management.
7. To coordinate the conduct of Zone Championships with the Zone Officials Chair, Zone Scoring Chair, and the Meet Manager at all Zone Championships.
8. To serve as the information connection from/to the Association Technical Chairs and the Vice President Competitive Operations.
9. To assist the Vice President Competitive Operations in preparing legislative proposals.
10. To provide assistance to the Vice President Competitive Operations for any National Championships held within that Zone.

F. Secretary:

1. To record the minutes of all meetings of the Zone and the Zone Board of Directors.
2. To maintain the membership list of the Zone.
3. To maintain records of athlete eligibility.
4. To send notice of meetings as mandated by the By-Laws or other mailings as instructed by the Zone.
5. To forward to the Executive Director of USAAS such reports as required by USAAS.

G. Treasurer:

1. To be the custodian of the funds of the Zone.
2. To receive and disburse funds in accordance with the directions of the Zone.
3. To prepare the financial records and reports as required by the Zone and USAAS.

H. Athletes' Representative Chair:

1. To represent the Zone on the USAAS Athletes Committee and Board of Governors.
2. To serve as Chair of all Zone Athlete meetings.
3. To assure communication among athletes both within the Zone and within USAAS.

I. Zone Scoring Chair:

1. To oversee the scoring conduct of all competitions within the Zone.
2. To oversee the scoring conduct of all National Championships held within the Zone.
3. To represent the Zone Scoring Chairs on the Championship Management and Sites Committee, if selected.

ARTICLE 6

REPORTS AND REMITTANCES

6.01 Minutes: The Secretary of the Zone shall, within ten (10) days after each meeting of the Zone, forward to the Executive Director of USAAS a copy of the minutes of said meeting.

6.02 Notices: The Secretary shall forward to the Executive Director of USAAS copies of all official notices issued by the Zone, at the time of such issue, including all those sent to the

members of the Zone Board of Governors and to the Zone Board of Directors, as well as to members of the Zone.

6.03 Annual Reports: The Secretary shall, within one hundred and twenty (120) days of the end of the fiscal year, forward to the Executive Director of USAAS a copy of the audit of the accounts of the Zone. The audit of accounts is to be signed by either a certified public accountant, or at least three (3) members of the Zone Board of Directors. The Secretary shall forward to the Executive Director of USAAS a copy of the Form 990 when filed.

6.04 General: The Zone shall make such other reports and remittances to USAAS as specified in its Code or by the USAAS Board of Directors. The Zone Chair, Secretary, and Treasurer are responsible for seeing that all required reports and remittances are made.

6.05 Income: Any income derived from the promotion of artistic swimming by members of USAAS must be used for the further promotion of artistic swimming for the general welfare of the Zone as a whole.

ARTICLE 7

DISCIPLINE, GRIEVANCES, HEARINGS AND APPEALS

7.01 Discipline: The Zone Review Board may censure, suspend for a definite or indefinite period of time, or expel from participating in the activities of the Zone, or impose other appropriate sanctions upon any member of the Zone, including any athlete, coach, trainer, manager, administrator, official, member of any committee, or person participating in any capacity whatsoever in the affairs of the Zone, subject to a hearing before a panel of a Zone Review Board, who has acted contrary to any of the Rules of USAAS or the Zone, or who has acted in a manner which brings disrepute upon USAAS, the Zone, or upon the sport of artistic swimming.

A. A group member may be held responsible for infractions of rules and regulations committed by an athlete who is representing the group member.

B. The Zone Review Board may recommend to the USAAS Ethics Committee that a person's membership in USAAS be suspended or revoked, but the Zone Review Board shall have no authority to suspend or revoke such membership.

1. A recommendation to the USAAS Ethics Committee regarding suspension or revocation of membership in the Corporation must be filed with the Executive Director of USAAS within five (5) business days following the final decision of the Zone Review Board.

7.02 Designation of Grievances:

A. The following kinds of grievances may be filed with USAAS:

1. Administrative Grievance: USAAS, or any member of USAAS, may file a grievance pertaining to any matter within the cognizance of USAAS, including but not limited to any alleged violation of or grievance concerning:

a. Any provision of USAAS's Administrative Rules;

b. Any USAAS policy or procedure;

c. Any USAAS program or service; or

d. Any provision of the Ted Stevens Olympic and Amateur Sports Act or the United States Olympic and Paralympic Committee ("USOPC") By-Laws relating to USAAS's recognition as a National Governing Body ("NGB").

2. Disciplinary Proceeding: USAAS, or any member of USAAS, may file a grievance against another member of USAAS, or former member of USAAS if the action occurred while the individual was a member, regarding any alleged violation of USAAS's Code of Ethics (Appendix P), Whistleblower and Anti-Retaliation Policy (Appendix S), or any other USAAS rule or policy relating to conduct.

a. There shall be no time limitation for Disciplinary Proceedings including, but not limited to, allegations of violations of USAAS's Athlete Safety Policy (Appendix Q) or the U.S. Center SafeSport Code.

Exception: Reporting allegations of Prohibited Conduct as defined in the Athlete Safety Policy (Appendix Q) should follow the reporting requirements and procedures as outlined in Appendix Q. Athlete Safety violations may be reported anonymously and must be reported within twenty-four (24) hours after the participant becomes aware of the facts giving rise to the concern.

3. Right to Participate: Any athlete, coach, trainer, manager, administrator or official may file a grievance pertaining to any alleged denial of, or alleged threat to deny, that individual's opportunity to participate in a USAAS sanctioned competition, any international competition, if selected by the Corporation or one (1) of its members, or a Protected Competition. Refer to USAAS Administrative Rules, Article 23, Section 23.01.

7.03 Zone Review Board: The Zone Board of Governors shall annually elect a Zone Review Board comprised of no less than five (5) members, including that number of Athlete Representatives necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Zone Review Board are athletes. Its hearings may be conducted by an attorney-at-law retained by the Zone Review Board for that purpose but who shall have no vote. The Chair of the Zone Review Board shall be appointed by the Zone Chair and have one (1) vote. A quorum for any hearing conducted by the Zone Review Board shall be fifty percent (50%) of its membership, but in any event no less than three (3), one of whom shall be an Athlete Representative.

7.04 Jurisdiction: The Zone Review Board may conduct hearings on any matter affecting, with the exception of violations of Appendix P or Appendix S, the Zone and involving only a member or members of the Zone.

7.05 Procedure of the Zone Review Board:

A. Any grievance filed pursuant to USAAS Administrative Rules, or Section 7.02 above shall be in writing and signed by the individual or chief executive officer of the group or organization filing the grievance. The Notice of Grievance Form (Attachment A) may be utilized.

B. The written grievance shall be filed with the Zone Chair and the Executive Director of USAAS by email within five (5) business days after the complaining party becomes aware of the facts giving rise to the grievance. The grievance shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

- Full names, membership information and addresses of the parties (if known);
- Jurisdictional basis of the grievance;
- Supporting evidence or documentation forming the basis of the grievance; and
- The relief sought.

C. Grievance Process:

1. Refer to USAAS Administrative Rules, Article 24, Section 24.07 C for recommended grievance process. Any grievance may be filed with the Executive Director of USAAS. When the Zone Chair and Executive Director of USAAS determine that a grievance cannot be fairly adjudicated at the Zone level, it shall be forwarded to the Executive Director of USAAS for resolution.

2. The person charged (respondent) shall be notified in writing, by email sent to the current email address listed in the USAAS membership database, of the charges in detail, or of the circumstances which require answer, explanation or clarification, as well as the penalties which may ensue if such charges are proved.

3. The notice shall set a date and time of hearing, not less than thirty (30) days nor more than sixty (60) days after the date of service of this notice, and shall advise the respondent of the right to have counsel or other representative at the hearing.

4. The respondent shall have the opportunity to file with the Chair of the Zone Review Board a written answer to all the charges set forth in the notice. Such answers as well as all papers and

documentary evidence shall be filed with the Chair by email, with a copy served at the same time by email on all parties, no later than ten (10) days prior to the date set for the hearing.

5. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally accepted in administrative proceedings shall be applicable in any hearing. The real parties in interest shall be given a reasonable opportunity to present relevant oral or written evidence and to cross-examine witnesses. Witnesses appearing at any hearing shall be identified by the parties prior to the hearing. The proceedings may be recorded and a transcript made available to each interested party upon request and payment thereof.

6. A written decision of the Zone Review Board shall be rendered within ten (10) days of the conclusion of the hearing, setting forth the reasons therefore. The decision shall be based solely upon the record, which includes the testimony of the witnesses and other documentation submitted prior to or at the hearing. The decision shall also contain notice of the procedures available to the parties for appeal of the decision. If the Zone Review Board intends to recommend to the USAAS Ethics Committee that a person's membership in USAAS be suspended or revoked, such recommendation shall be set forth in the decision.

7. The Executive Director of USAAS shall be notified by email of all decisions at the same time as the parties are notified, if USAAS is not otherwise a party.

D. Hearing: Upon the request of a party, and provided that it is necessary to:

Expedite the proceeding in order to resolve a matter relating to a scheduled competition that compliance with regular procedures, as defined in Section 7.05 above, would not be likely to produce a sufficiently early decision to do justice to the affected parties; or

Protect one or more of USAAS's participants,

the Zone Review Board is authorized to order that the grievance be decided within forty-eight (48) hours of the filing of the grievance. In such a case, the Zone Review Board is authorized to decide the grievance pursuant to such procedures as are necessary, but fair to the parties involved. In cases expedited to protect USAAS's participants as mentioned above, such procedures may include, but are not limited to, providing for a preliminary hearing pending a full hearing on the allegations.

1. The Executive Director of USAAS shall be notified by email of the place, time and reason for the preliminary hearing.

2. The notice to be given to the individual or entity charged (respondent) may be oral, or in writing, and shall contain all notice requirements set forth in Section 7.05 A-C above.

3. The respondent must be given such notice and hearing as time and circumstances may reasonably dictate. The preliminary hearing may be conducted at the site of an athletic competition or by telephone conference, if necessary, but in any event under such circumstances as to fully protect rights of procedural due process of the respondent. Refer to Section 7.05 C.5 above regarding Rules of Evidence.

4. Within forty-eight (48) hours of the preliminary hearing, the decision of the Zone Review Board shall be written and include the findings of fact. A copy of the decision shall be sent by email, to the Chair of the Zone Review Board, the respondent and the Executive Director of USAAS.

5. If an aggrieved party of a Zone Review Board shall demand further hearing, such hearing shall be held in accordance with the provisions set forth in the USAAS Administrative Rules, Article 24, Section 24.10.

7.06 Appeals: The decision of the Zone Review Board shall be final in all cases, subject only to appeal by a real party in interest to the National Board of Review, except where the Zone Review Board recommends to the USAAS Ethics Committee suspension or revocation of a person's membership in USAAS. Refer to USAAS Administrative Rules, Article 24, Sections 24.03 A and B and 24.10.

ARTICLE 8
MISCELLANEOUS

8.01 Amendments: Any provisions of these Zone By-Laws not required by USAAS pursuant to Section 6.04 of the USAAS Code may be amended at any meeting of the Zone Board of Governors by a two-thirds (2/3) vote of the members voting. At least thirty (30) days' notice must be given to every member of the Zone Board of Governors of this proposed amendment.

8.02 Fiscal Period: The fiscal period of the Zone shall begin on the first day of October in each year.

8.03 Mailing Address: The Zone must submit a permanent mailing address to the Executive Director of USAAS.

8.04 Dissolution: Upon dissolution, the net assets of the Zone shall not inure to benefit any private individual or corporation, but shall be distributed to USAAS, to be used exclusively for charitable purposes, or if USAAS is not then in existence, or is not then a corporation which is exempt under 501(c)(3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2), thereof, or any successor law, such assets shall be distributed to such a corporation, to be used exclusively for charitable purposes.

Proposals Summary (Code):

1—Representation on Board of Governors by club representation instead of LASC (association) and Zone officers.

- a. 25 at-large representatives elected (to accommodate for unaffiliated and others)
- b. Eliminate 25 appointed at-large representatives

2—President Committees:

- a. Eliminate Election Committee as elections are now coordinated by office staff and certified by president.
- b. Governance Committee—shift to appointed chair and 4 representatives elected/appointed by zone board. Include 3 athlete representatives.
- c. Nominating Committee—shift to appointed chair and 4 representatives elected/appointed by zone board. Include 3 athlete representatives and 1 past president adviser.

Article 2: Board of Governors

2.02 Composition: The Board of Governors shall be comprised of the following:

~~A. Each LASC may be represented by the Administrative, Diversity, Equality and Inclusion, Education, Officials, and Technical Chairs, and that number of Athlete Representatives, elected by the LASC, who meet the requirements of Section 7.01 A of the USAAS Code, necessary to assure that at least thirty three and three tenths percent (33.3%) are athletes. Any LASC which has over 300 registered athlete members may have one (1) additional delegate. Alternates may be elected from among the active members of the LASC. Alternate delegates must present a letter of authorization signed by the Administrative Chair upon arrival at the Annual Meeting.~~

A. One club representative and one athlete representative per registered club that has 50 or fewer Competitive Athlete, Professional or Life Members. One additional club representative is added for each additional 50 Competitive Athlete, Professional and Life Members.. Athlete representatives will be added to ensure 33.3 percent representation from the club. Census date to determine size of club and thus Board of Governors representation will occur on February 28 of each year.

Example below:

Clubs with 50 members or less receive 1 representative and 1 athlete representative.
Clubs with 51 to 100 members will have 2 representatives and 1 athlete representative.
Clubs with 101 to 150 members will have 3 representatives and 2 athlete representatives.
Clubs with 151 to 200 members will have 4 representatives and 2 athlete representatives.
Clubs with 201 to 250 member will have 5 representatives and 3 athlete representatives.

~~B. Each Zone may be represented by the Zone, Diversity, Equality and Inclusion, Education, Officials, and Technical Chairs, and that number of Athlete Representatives, elected by the Zone, who meet the requirements of Section 7.01 B of the USAAS Code, necessary to assure that at least thirty three and three tenths percent (33.3%) are athletes.~~

C. Automatic Delegates:

1. All members of the Board of Directors shall be automatic delegates to the Board of Governors.

2. All members of the Athletes Executive Committee (“AEC”) shall be automatic delegates to the Board of Governors.
3. All U.S. members of the FINA Technical Artistic Swimming Committee (“TASC”) and PAQ TASC shall be automatic delegates to the Board of Governors.
4. Any member of the FINA Bureau or the PAQ Executive or other international organization, if they are members of USA Artistic Swimming, shall be automatic delegates to the Board of Governors.
5. All past presidents of the Corporation shall be automatic delegates to the Board of Governors.
- 6. Historians appointed by the President.**

D. Athlete Representatives as set forth in Section 7.01 of the USAAS Code and who meet the requirements of 7.06 A and B of the USAAS Code, shall equal at least thirty-three and three tenths percent (33.3%) of the voting power at any Board of Governors meeting. The procedure for selecting Athlete Representatives to the Board of Governors is set forth in Section 7.04 and 7.05 of the USAAS Code.

E. At-Large delegates to the Board of Governors shall be elected ~~or appointed as set forth herein~~ to serve a two (2) year term of office. The total number of At-Large delegates shall be twenty-five (25).

1. **Up to** twenty-five (25) ~~of the~~ At-Large delegates **who are unaffiliated and who are put forth by the Nominating Committee** shall be elected at the Annual Meeting of the Board of Governors in even numbered years. Members must be consenting, but need not be present if the Nominating Committee has been notified in writing prior to the Board of Governors meeting.
2. ~~Twenty-five (25) of the At-Large delegates shall be appointed by the President within forty-five (45) days of the conclusion of the Annual Meeting of the Board of Governors in even numbered years.~~
3. The At-Large delegates, as a group, shall be representative of the various LASCs and geographical areas of the country.
4. Any athlete elected by the Board of Governors to serve as an At-Large delegate shall not be included as part of the thirty-three and three tenths percent (33.3%) voting power set forth in Section 2.02 D above. Such athlete shall not have a vote on the Athletes Committee unless otherwise elected by the athletes.
5. Athletes may not simultaneously hold positions as an elected Athlete Representative and as a Board of Governors At-Large delegate. If an athlete, who is a Board of Governors At-Large delegate, is elected an Athlete Representative to fill a vacancy, such athlete must resign from the Board of Governors At-Large delegate position.

F. All delegates to the Board of Governors must be Competitive Athlete, Professional or Life Members of the Corporation.

4.06 Vice President Competitive Strategy Operations: Shall be responsible for the committees listed in Section 5.01 B of the USAAS Code.

5.01 Committees: The following Standing Committees shall report to the respective Officer:

- A. President:
 1. Nominating
 - ~~2. Election~~
 3. Governance
 4. Audit Committee of the Board of Directors
 5. Ethics

B. Vice President Competitive Operations:

1. Rules
- a. ~~Figures~~
2. ~~Collegiate~~
- a. ~~Collegiate Compliance Review~~
3. ~~Masters~~
4. ~~Championship Management and Sites~~
5. Judges' Board
- a. ~~Judges' Review~~

Competition and Innovation Committee

C. Vice President Diversity, Equality and Inclusion:

1. Diversity, Equality and Inclusion
- a. ~~Diversity~~
- b. ~~Equality~~
- e. ~~Inclusion~~

D. Vice President Member Development:

1. Membership
2. ~~Marketing and Promotion~~
3. Awards ~~and History~~
- a. Lillian MacKellar Award
- b. ~~History~~
4. Coaches' **Advocacy** Board
- a. ~~Coaches' Review~~
5. ~~Long Term Athlete Development Board~~

Collegiate Committee

Masters Committee

E. Vice President Olympic International:

1. International Relations
- a. International Relations Review
2. National Team Program
- a. National Team Review

5.03 Composition: ~~Committee Chairs shall appoint members of their committees, unless otherwise defined in the USAAS Code, with the approval of the Officer responsible, and they~~ **Each zone shall elect/appoint a representative to each standing committee as defined in the Code. Each representative**

shall serve a two (2) year term. Term of service shall begin immediately following the Annual Meeting of the Corporation, in the year of their appointment/election. All committee members must be members of the Corporation but need not be members of the Board of Governors. Membership on Standing Committees shall include at least one (1) representative from each Zone and at least thirty-three and three tenths percent (33.3%) Athlete Representation unless the composition of the committee is otherwise defined in the USAAS Code. ~~Zone balance shall be considered when appointing the committee members.~~ In the event a vacancy occurs on a committee, the person or Zone responsible for appointing or electing the position initially shall fill the position for the duration of the term. The respective Officer shall be an ex-officio member of the Committees or Boards for which they are responsible. The ~~Executive Director~~ CEO may assign National Office staff to serve as advisors to the Committees or Boards.

5.06 President's Committees:

A. Nominating Committee:

1. The Nominating Committee shall:

a. Be responsible for nominating persons for the elected positions of the Corporation, with the exception of the Athlete Representatives. A slate of candidates shall be derived from all persons interested. Additional nominations may be made from the floor of the Annual Meeting of the Board of Governors, provided any such nominee is present and consenting. The Nominating Committee shall also be responsible for collaborating with the President in nominating Independent Directors for Board of Directors' approval in accordance with Section 3.04 C of the USAAS Code. Specific responsibilities shall be to:

(1) Recommend individuals to the Board of Governors and the Board of Directors, when vacancies occur, who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment, and who have indicated a desire to serve the long-term interests of the Corporation.

(2) Develop written criteria for each open elected officer position on the Board of Directors in accordance with Sections 3.04 C.1 and 5.04 A.1.a. The Nominating Committee shall consider the needs of the Corporation, the qualifications, skills and experiences of the then current Board of Directors members and the criteria for each open officer position on the Board of Directors. The written criteria shall be published on the USAAS website for the USAAS membership prior to soliciting candidates.

(3) Obtain from each interested candidate a written resume which includes a description of their qualifications, skills and experiences.

(4) Provide a written report to the Board of Governors to include the slate of candidates and resumes for each candidate for an open officer position on the Board of Directors. The written report shall be published on the USAAS website not less than thirty (30) days in advance of the Board of Governors meeting.

(5) Add additional nominations from the floor at the Board of Governors meeting to the original slate of candidates.

b. Report progress on the Committee's activities to the President. The report may take the form of an oral report by the Nominating Committee Chair or any other Nominating Committee member designated by the Chair.

c. Maintain minutes of the Committee's activities.

d. Conduct such other activities as may be requested or assigned by the President or as set forth in this Code.

2. The composition of the Nominating Committee shall include:

a. The Chair, ~~elected by the committee from among its members;~~ **appointed by the President**

b. ~~Two (2)~~ **One (1) representative** from each Zone, **appointed**/elected by the respective Zones at the ~~Annual Meeting of the Corporation.~~ **annual meeting of the zone during the zone championship.** ~~These members shall be from two (2) different geographical areas from within the respective Zone, if possible.~~ Candidates for the Nominating Committee need not be present at the Annual Meeting, but must consent to be nominated in order to be considered for election to the committee.

c. That number of Athlete Representatives, appointed by the AEC President, who meet the requirements of Section 7.06 A of the USAAS Code, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Nominating Committee are athletes; and

d. A Past President of the Corporation, who is not running for an Officer position, shall be selected by the ~~Nominating Committee~~ **President** to serve as an advisor.

e. A Diversity, Equality and Inclusion committee member shall serve as an advisor without a vote.

3. Members of the Nominating Committee may not run for a Board of Directors' officer position. Athletes serving on the Nominating Committee who are elected to the Board of Directors as Athletes Representatives shall resign from the Nominating Committee.

4. Members of the current Board of Directors may not serve on the Nominating Committee.

5. **Term of Service:** The term of service on the Nominating Committee shall be two (2) years and shall begin immediately following the ~~Annual Meeting of the Corporation.~~ **annual meeting of the zone at the zone championship.** A member may not serve more than two (2) consecutive terms. A member must wait as many consecutive years as have been served in order to serve again.

~~B. **Election Committee:** The Election Committee shall be responsible for the conduct of the elections of the Corporation and other duties as listed in Appendix M.~~

~~1. The composition of the Election Committee shall include:~~

~~a. The Chair, appointed by the President;~~

~~b. At least three (3) and not more than five (5) members appointed by the President;~~

~~c. That number of Athlete Representatives, appointed by the AEC President, who meet the requirements of Section 7.06 A of the USAAS Code, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Election Committee are athletes.~~

~~d. A Diversity, Equality and Inclusion committee member shall serve as an advisor without a vote.~~

C. Governance Committee:

1. The Governance Committee shall:

a. Maintain the USAAS Code and Administrative Rules of the Corporation, including the required By-Laws for the LASCs and Zones and appropriate Appendices.

b. Revise, as appropriate, the USAAS Code and Administrative Rules to conform to FINA Rules and Regulations and the USOPC By-Laws.

c. Educate the membership on Governance procedures.

d. Work with the Rules Committee to ensure consistency with the Technical Rules.

2. The composition of the Governance Committee shall include:

a. The Chair, appointed by the President;

b. One (1) representative from each Zone, **appointed**/elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships;

~~c. Three (3) At Large members appointed by the Chair; and~~

d. That number of Athlete Representatives, appointed by the AEC President, who meet the requirements of Section 7.06 A of the USAAS Code, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Governance Committee are athletes.

e. A Diversity, Equality and Inclusion committee member shall serve as an advisor without a vote.

D. Audit Committee of the Board of Directors:

1. The Audit Committee is appointed by the Board of Directors to assist the Board with its oversight of:

a. The integrity of the Corporation's financial statements;

b. The evaluation and recommendation of the independent auditor to examine the corporation's accounts, controls and financial statements;

c. The independent auditor's qualifications and independence;

- d. The performance of the Corporation’s independent auditors and USOPC auditors;
 - e. The compliance by the Corporation with legal and regulatory requirements; and
 - f. Other functions as assigned to the Audit Committee by the Board of Directors.
2. The composition of the Audit Committee shall include:
- a. The Chair, appointed by the Board of Directors from among its members;
 - b. At least three (3) and not more than five (5) members appointed by the Board of Directors;
 - c. The USOPC-AAC Representative; and

E. Appointment of Historians for USAAS

1. The President shall appoint 1 – 3 individuals who will serve as historians for the organization. They shall oversee the preservation of the history of artistic swimming in the United States.

a. Historians will be automatic delegates to the Board of Governors.

5.07 Competitive Strategy Committees

A. Rules Committee

1. The Rules Committee Shall:

- a. Generate and/or review proposals for changes to the USAAS Rules, Figure Rules and appropriate Appendices and recommend action to the Board of Directors.**
- b. Ensure the accuracy of the rules and strive to maintain consistency throughout.**
- c. Work with the Governance Committee to ensure consistency with the USAAS Code and Administrative Rules.**

2. Composition –

- a. Chair appointed by the VP of Competitive Strategy**
- b. One (1) representative from each Zone, appointed/elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships**
- c. A Diversity, Equity and Inclusion committee member shall serve as an advisor without a vote.**

~~Figures Subcommittee - Remove, work to be done as part of new “Competition and Innovation Committee”~~

5.07 B. Collegiate Committee - Move under Member Development

~~1. The Collegiate Committee shall:~~

- ~~a. Assist with the promotion and growth of all collegiate programs~~
- ~~b. Serve as advisors for the Collegiate Program~~
- ~~c. Recommend Collegiate Program proposals to the Rules Committee for action~~

~~2. Composition – one rep per zone.~~

- ~~a. One representative from each Collegiate Region, elected at the Collegiate Championship.~~

- ~~b. That number of Athlete Representatives, elected by Collegiate Athletes at the U.S. Collegiate Championship, necessary to assure that at least thirty three and three tenths percent (33.3%) of the Collegiate Committee are athletes~~
- ~~c. If possible, no more than 50% of the representatives shall be from Club programs and no more than 50% of the representatives shall be from Varsity programs.~~

3. ~~Collegiate Compliance Review Subcommittee - Remove~~

5.07 C. ~~Masters Committee~~ - Move under Member Development

1. ~~The Masters Committee shall:~~

- ~~a. Assist with the promotion and growth of all masters programs~~
- ~~b. Serve as advisors for the Masters Program~~
- ~~c. Recommend Masters Program proposals to the Rules Committee for action~~

2. ~~Composition~~

- ~~a. One athlete representative from each Zone, elected at the Masters Championship.~~

5.07 D. ~~Championship Management and Sites~~ - Remove, committee work should be organized under the office

5.07 E. Judges Board

1. The Judges Board shall:

- a. Assist with programs to recruit, educate, certify and evaluate judges for all levels
- b. Be responsible for recruiting judges, administering judges' selection for and assignment during National Championships
- c. Recommend policy changes to the Vice President Competitive ~~Operations~~ Strategy
- d. Review the performance of all certified judges, and promptly investigate all formal requests for review of a judge's judging performance. For a request for review of a judge's conduct, the Judges Review Subcommittee shall refer the matter to the Executive Director to be processed according to the USAAS Administrative Rules, Code of Ethics (Appendix P) or Whistleblower and Anti-Retaliation Policy (Appendix S). See Appendix G, Section 1.13.

2. Composition –

a. Chair appointed by the VP of Competitive Strategy

b. One (1) representative from each Zone, appointed/elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships

c. A Diversity, Equity and Inclusion committee member shall serve as an advisor without a vote.

3. ~~Judges Review Subcommittee~~ - remove

New 5.07 - Competition and Innovation Committee

1. Competition and Innovation Committee shall:

- a. Develop and test ideas for potential changes to the technical rules

- b. Work with the International Relations committee to develop proposals for changes to FINA Rules
 - c. Work with the Rules committee to develop proposals for changes to the Technical rules
2. Composition –
- a. Chair appointed by the VP of Competitive Strategy
 - b. One (1) representative from each Zone, appointed/elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships
 - c. A Diversity, Equity and Inclusion committee member shall serve as an advisor without a vote.

5.08 Diversity, ~~Equality~~ Equity and Inclusion Committees:

A. Diversity, ~~Equality~~ Equity and Inclusion Committee:

1. The Diversity, ~~Equality~~ Equity and Inclusion Committee shall:
 - a. Develop a strategic plan that provides a comprehensive nationwide approach to increasing diversity, equality and inclusion opportunities at all levels of the sport.
 - b. Propose rule changes that ensure all members of the organization are included and given equal opportunity without regard to race, ethnicity, culture, religion, sex (including gender identity, sexual orientation or pregnancy), age, socio-economic status, geographical location, beliefs, and mental or physical ability to groups, athletes, and individuals who are not athletes, as set forth in Section 1.01 of the USAAS Code.
 - c. Develop, recommend and assist the National Office staff in implementing education opportunities for members to increase awareness about the importance of creating a more inclusive environment at all levels of the sport.
 - d. Designate a member of the Diversity, ~~Equality~~ Equity and Inclusion committee, appointed by the Chair, as an advisor without a vote to each USAAS Standing Committee, with the exception of each Subcommittee.
2. The composition of the Diversity, ~~Equality~~ Equity and Inclusion Committee shall include:
 - a. The Chair, may be the VP of Diversity, ~~Equality~~ Equity and Inclusion or appointed by the Vice President Diversity, ~~Equality~~ Equity and Inclusion;
 - b. The four (4) Zone Diversity, ~~Equality~~ Equity and Inclusion Chairs;
 - c. One (1) individual appointed by the Chair who meet the definition of "Independent". See Section 3.02 D.5.b of the USAAS Code; and
 - d. That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Diversity, Equality and Inclusion Committee are athletes.

3. The DEI Compliance/Grievance Subcommittee

- c. The Diversity Compliance/ Grievance Subcommittee shall:
 - (3) Develop procedures for receiving, investigating and mitigating claims of discrimination from members of the organization;
 - (4) Recommend consequences to the appropriate authority within the organization if a claim is found to be true.
- d. The composition of the DEI Discrimination Compliance/Grievance Committee shall include:

(3) The Chair, appointed by the Diversity and Inclusion Committee from within the At-Large members of the Diversity and Inclusion Committee;

(4) Four (4) At-Large members representing each zone appointed by the chair;;

That number of Athlete Representatives necessary to assure that at least twenty percent (20%) of the Diversity Committee are athletes.

(Scotti, I am trying to work with Ashley on this section. I don't think we need a separate committee. I am going to suggest we add a representative to the Ethics Committee who is independent and represents DEI interests. The numbers in this text are not correct either, but it's what she sent me.)

5.09 Member Development Committees:

A. Membership Committee: Shall assist the National Office staff in the development and implementation of programs to recruit and retain membership in the sport, including Life Member and Alumni Service Programs.

1. The composition of the Membership Committee shall include:

- a. The Chair, appointed by the Vice President Member Development;
- b. One (1) representative from each Zone, elected/appointed by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships;
- c. ~~One (1) representative from each Zone, appointed by the Membership Committee Chair; and~~
- d. That number of Athlete Representatives, appointed by the AEC, who meet the requirements of Section 7.06 A of the USAAS Code, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Membership Committee are athletes.
- e. A Diversity, **Equity** and Inclusion committee member shall serve as an advisor without a vote.

B. Marketing and Promotion Committee: REMOVE

~~1. The Marketing and Promotion Committee shall:~~

- ~~a. Assist the National Office staff with marketing plan development and brand recognition.~~
- ~~b. Assist with sponsor and partnership development.~~
- ~~c. Provide input for publications and written marketing materials, including recommending content and potential authors.~~

~~2. The composition of the Marketing and Promotion Committee shall include:~~

- ~~a. The Chair, appointed by the Vice President Member Development;~~
- ~~b. A maximum of eight (8) At-Large members appointed by the Marketing and Promotion Committee Chair; and 32-18 USAAS Code 2022~~
- ~~c. That number of Athlete Representatives, appointed by the AEC, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Marketing and Promotion Committee are athletes.~~
- ~~d. A Diversity, Equality and Inclusion committee member shall serve as an advisor without a vote.~~

C. Awards and History Committee:

1. The Awards ~~and History~~ Committee shall:

- a. Select the annual recipients for the national awards, ~~with the exception of the Lillian MacKellar Award.~~
- b. Coordinate with the National Office staff the acquisition of and presentation of awards, including providing any necessary biography information.
- c. Oversee the preservation of the history of artistic swimming in the United States.

2. The composition of the Awards ~~and History~~ Committee shall include:

- a. The Chair, appointed by the Vice President Member Development;
- b **One (1) representative from each Zone, elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships;**
- c. That number of Athlete Representatives, appointed by the AEC, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Awards and History Committee are athletes.
- d. A Diversity, **Equity** and Inclusion committee member shall serve as an advisor without a vote.

3. Membership Prerequisite: Committee members shall have been involved with the sport for more than ~~ten (10)~~ **five (5)** years. This requirement shall be waived for Athlete Representatives.

4. Lillian MacKellar Award Subcommittee: Shall be responsible for selecting the annual recipient for the Lillian MacKellar Distinguished Service Award. All previous recipients may be part of the deliberation.

- a. The composition of the Lillian MacKellar Award Subcommittee shall include:
 - (1) The Chair, appointed by the Vice President Member Development from among previous recipients.
 - (2) All Lillian MacKellar Distinguished Service Award recipients in attendance at the Annual Meeting ~~of the Corporation~~; and
 - (3) **That number of Athlete Representatives, appointed by the AEC, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Lillian MacKellar Award Subcommittee are athletes.**

~~5. The History Subcommittee: Shall work with the National Office staff to determine what history should be preserved and the most effective method to preserve it.~~

- a. ~~The composition of the History Subcommittee shall include:~~
 - ~~(1) The Chair, appointed by the Awards and History Committee Chair;~~
 - ~~(2) Two (2) representatives from each Zone, appointed by the History Subcommittee Chair in consultation with the respective Zone Chair; and~~
 - ~~(3) That number of Athlete Representatives, appointed by the AEC, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the History Subcommittee are athletes.~~

D. Coaches' Advocacy Board: Shall oversee programs to recruit, educate, certify and evaluate coaches for all levels.

- 1. The composition of the Coaches' Board shall include:
 - a. The Chair, appointed by the Vice President Member Development;
 - b **One (1) representative from each Zone, elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships;**

~~a. The Administrator of the Coaches' Programs, as Chair. The Administrator of the Coaches' Programs is appointed by the Vice President Member Development. The Administrator of the Coaches' Programs shall be responsible for supervising and assigning tasks to the members of the Board, recommending policy changes to the Vice President Member Development and recruiting coaches.~~

~~b. The four (4) Zone Education Chairs;~~

~~c. Four (4) At-Large members appointed by the Administrator of the Coaches' Programs; and~~

~~d. That number of Athlete Representatives, appointed by the AEC, who meet the requirements of Section 7.06 A of the USAAS Code, necessary to assure that at USAAS Code 2022 19 least thirty-three and three tenths percent (33.3%) of the~~

Coaches' Board are athletes. e. A Diversity, Equality and Inclusion committee member shall serve as an advisor without a vote.

~~2. Coaches' Review Subcommittee: Shall promptly investigate all formal requests for review of a coach's record. For a request for review of a coach's conduct, the Coaches Review Subcommittee shall refer the matter to the Executive Director to be processed according to the USAAS Administrative Rules, Code of Ethics (Appendix P) or Whistleblower and Anti-Retaliation Policy (Appendix S).~~

~~a. The composition of the Coaches' Review Subcommittee shall include:~~

~~(1) The Administrator of the Coaches' Programs, as Chair;~~

~~(2) The four (4) Zone Education Chairs; and~~

~~(3) That number of Athlete Representatives, appointed by the AEC, who meet the requirements of Section 7.06 A of the USAAS Code, and are retired from competition, necessary to assure that at least thirty-three and three-tenths percent (33.3%) of the Coaches' Review Subcommittee are athletes.~~

E. Long Term Athlete Development Board: Shall, in conjunction with the High Performance Manager and the Education Director, develop and coordinate a Long Term Athlete Development Program. ~~REMOVE~~

~~1. The composition of the Long Term Athlete Development Board shall include:~~

~~a. The Chair, appointed by the Vice President Member Development;~~

~~b. The Administrator of the Coaches' Programs;~~

~~c. The Administrator of the Judges' Programs;~~

~~d. The four (4) Zone Education Chairs;~~

~~e. One (1) representative from each area of expertise:~~

~~(1) National Team Programs—to be appointed by the High Performance Manager and to serve as the liaison between the Long Term Athlete Development Board and the National Team Program Committee.~~

~~(2) Age Group Programs—to be appointed by the Vice President Member Development.~~

~~(3) Grass Roots Programs—to be appointed by the Vice President Member Development.~~

~~(4) Masters Programs—to be elected at the Masters Annual Meeting held in conjunction with the U.S. Masters Championship.~~

~~(5) Collegiate Programs—to be elected at the Collegiate Annual Meeting held in conjunction with the U.S. Collegiate Championship; and~~

~~f. That number of Athlete Representatives, appointed by the AEC, necessary to assure that at least thirty-three and three-tenths percent (33.3%) of the Long Term Athlete Development Board are athletes. g. A Diversity, Equality and Inclusion committee member shall serve as an advisor without a vote.~~

Move from Competitive Operations as the following two committees will be refocused to membership development and services:

Collegiate Committee - Move under Member Development

1. The Collegiate Committee shall:

a. Assist with the promotion and growth of all collegiate programs

b. Serve as advisors for the Collegiate Program

c. Recommend Collegiate Program proposals to the Rules Committee for action

2. Composition - one rep per zone.

a. One representative from each Collegiate Region, elected at the Collegiate Championship.

- b. That number of Athlete Representatives, elected by Collegiate Athletes at the U.S. Collegiate Championship, necessary to assure that at least thirty-three and three tenths percent (33.3%) of the Collegiate Committee are athletes
 - c. If possible, no more than 50% of the representatives shall be from Club programs and no more than 50% of the representatives shall be from Varsity programs.
3. ~~Collegiate Compliance Review Subcommittee~~ - Remove

Masters Committee - Move under Member Development

1. The Masters Committee shall:
 - a. Assist with the promotion and growth of all masters programs
 - b. Serve as advisors for the Masters Program
 - c. Recommend Masters Program proposals to the Rules Committee for action
2. Composition
 - a. One athlete representative from each Zone, elected at the Masters Championship.

SUMMARY OF PROPOSALS

3—LASC (Association) Appendix A

- a. LASC (Association) Board of Governors remains at one representative per club, but adds one athlete representative per club.
- b. Required officers for the LASC Board of Directors shift to only Administrative Chair and Secretary with one athlete rep.
Others officers may be elected by the LASC with appropriate increase of athlete representatives to have 33 1/3 percent representation.

**PART FIVE
APPENDIX A
BY-LAWS OF THE
LOCAL ARTISTIC SWIMMING COMMITTEE
(Housekeeping – January 30, 2022)**

The following By-Laws must be adopted by every Local Artistic Swimming Committee (“LASC”) which desires to be affiliated with the Corporation. Additional provisions may be added to the By-Laws, but they may not contradict the basic document set forth below. There are a few instances wherein the flexibility is indicated in what is set forth below.

**ARTICLE 1
OBJECTIVES, TERRITORY AND JURISDICTION**

1.01 Objectives: The objectives shall be to promote and develop artistic swimming, including the education and teaching of athletes of all ages to improve their capabilities, all in accordance with the standards and under the rules prescribed by the Federation Internationale de Natation Amateur (“FINA”), USA Artistic Swimming, Inc. (“USAAS”), and the following rules. The LASC shall be operated exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any future United States Internal Revenue Law).

1.02 Territory: The territory of the LASC shall be the geographical boundaries determined by USAAS and set forth in Section 6.03 of the USAAS Code.

1.03 Jurisdiction: The LASC has jurisdiction over the sport of artistic swimming in its territory in accordance with USAAS Rules.

1.04 Conditions of Competition:

A. **General:** The conditions of competition of any artistic swimming event, and rules governing it, shall be those established by USAAS or by the LASC where its rules and regulations are not contrary to USAAS Rules.

B. **Championships:** Artistic Swimming Championships shall be held in accordance with the Rules of USAAS for conduct of Championships as described in the USAAS Rules. Other events may be held within the program of the LASC for the development of the sport.

ARTICLE 2

MEMBERSHIP

2.01 Membership in the LASC shall be open to groups, athletes and individuals who are not athletes, as set forth in Article 1 of the USAAS Code.

2.02 Fees: The cost of each category of membership shall be determined by USAAS. The LASC Board of Governors may add a surcharge to all membership fees. Appendix A 2022 - LASC By-Laws 2

ARTICLE 3

LASC BOARD OF GOVERNORS

3.01 Composition: The LASC Board of Governors shall consist of one (1) representative from each group member of the LASC, the elected officers of the LASC, a representative of the coaches in the LASC, and representatives of the athletes which shall equal at least thirty-three and three tenths percent (33.3%) of the total number of members of the LASC Board of Governors (including athletes), and such other individuals that the LASC may desire.

3.02 Authority: In addition to the duties and powers prescribed in the USAAS Code or in these By-Laws, the LASC Board of Governors shall have power:

- A. To elect the officers of the LASC;
- B. To establish program and policy and to lend direction thereto;
- C. To establish the LASC Review Board;
- D. To review and adopt the annual budget of the LASC;
- ~~E. To elect delegates to the Board of Governors of USAAS, in accordance with Article 2 of the USAAS Code;~~
- F. To amend the By-Laws of the LASC (within limits prescribed by this Appendix A).

3.03 Meetings: The Annual Meeting of the LASC shall be held no later than November 1st of each year. Should additional meetings be required, they may be called by the Administrative Chair or upon request of any three (3) LASC group members.

3.04 Notice: The Secretary shall give not less than fifteen (15) days' notice for any LASC Board of Governors meeting. The notice shall contain the time, date and site of the meeting and, except at the Annual Meeting of the LASC, its purpose. The notice shall be sent to the address last given to the Secretary by each group member of the LASC.

3.05 Quorum: A quorum at all meetings shall consist of those present and eligible to vote.

3.06 Rules of Order: At all meetings, the current *Robert's Rules of Order* are the procedural rules.

ARTICLE 4

LASC BOARD OF DIRECTORS

4.01 Composition: The LASC Board of Directors shall consist of the elected officers, ~~a coach representative~~, and representatives of the athletes which shall equal at least thirty-three and three tenths percent (33.3%) of the total number of members of the LASC Board of Directors (including athletes), and such other individuals that the LASC may desire. Directors shall hold office for two (2) years, or until their successors are elected.

4.02 Duties and Powers: The LASC Board of Directors shall have the authority to act for the LASC between meetings of the LASC Board of Governors.

4.03 Meetings: Meetings may be called by the Chair or any three (3) LASC Directors.

4.04 Notice: At least fifteen (15) days' notice shall be given by the Secretary for any meeting of the LASC Board of Directors. Such notice shall contain the time, date and site of the meeting, and shall be sent to the address last given to the Secretary of each member of the LASC Board of Directors.

4.05 Quorum: A quorum at all meetings shall consist of those present and eligible to vote.

ARTICLE 5 OFFICERS

5.01 Titles: The LASC Board of Governors shall elect the following officers at the Annual Meeting of the LASC in even numbered years: Administrative Chair, ~~Diversity, Equality and Inclusion Chair, Education Chair, Officials Chair, Technical Chair, Secretary and Treasurer.~~ The Athletes' Representative Chair shall be elected by the athletes in accordance with Section 7.01 A of the USAAS Code. The Administrative Chair shall chair the LASC Board of Governors and the LASC Board of Directors.

5.02 Eligibility:

A. Only current individual members of USAAS are eligible to hold office.

~~B. Where possible, the Association Officials Chair shall hold a judges' rating of Retaining Level 2, Association/Junior Olympic Regional Judge or higher.~~

5.03 Term of Office: Each officer shall serve for a term of two (2) years or until the successor is chosen. No officer may be elected to the same position for more than two (2) full terms in succession. An officer who has been elected to two (2) successive terms is eligible for re-election to the same office only after the lapse of two (2) years following the term of office to which the officer was last elected.

5.04 Vacancies: Any vacancies that may occur in the LASC Board of Directors caused by death, resignation, or otherwise, shall be filled for the duration of the term by the group responsible for electing the position initially. In the case of the elected officers, the LASC Board of Directors may fill a vacancy until the next meeting of the LASC Board of Governors, at which time an election shall be held.

5.05 Nominating Committee: The slate of officers to stand for election by the LASC Board of Governors shall be prepared by a Nominating Committee, with a minimum of three (3) serving. The Nominating Committee shall be selected by the LASC Board of Governors at the Annual Meeting of the LASC in the year prior to the elections for officers. Nominations shall be published fifteen (15) days in advance of the election, and additional nominations may come from the floor.

5.06 Elections: Candidates for office should be consenting and need not be present to be elected.

5.07 Duties: The duties of the officers are as hereafter set forth, ~~and such others as may be designated by the LASC Board of Governors or LASC Board of Directors from time to time:~~

A. Administrative Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To oversee the administrative needs of the LASC.
3. To supervise sanctions, and financial and annual reports.

B. Secretary:

1. To record the minutes of all meetings of the LASC and the LASC Board of Directors.
2. To maintain the membership list of the LASC.
3. To maintain records of athlete eligibility.
4. To send notice of meetings as mandated by the By-Laws or other mailings as instructed by the LASC.

and such others as may be designated by the LASC Board of Governors or LASC Board of Directors from time to time: **(Should we list these even though they are "optional?")**

B. Diversity, Equality and Inclusion Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To coordinate the programs of the Association aimed at increasing diversity, equality and inclusion at all levels of the Association.
3. To assist the National Office staff in implementing programs to increase membership of the underrepresented populations in the Association.

C. Education Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To oversee the development of all artistic swimming programs (Senior, Junior, Junior Olympic, Collegiate, and Masters) in the LASC.
3. To oversee the development and training of athletes, including organizing training camps for athletes and coaches.
4. To maintain records of coaches' certification.
5. To provide information to assist in the formation of new clubs.

D. Officials Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To train, test and evaluate judges at the local level.
3. To determine the panels for judging at the LASC competitions.
4. To maintain records of judges' certification and ratings.

E. Technical Chair:

1. To represent the Association on the USAAS Board of Governors.
2. To oversee the technical conduct of all meets, including scoring, sound, and equipment.
3. To interpret rules, waive rules and act as the Meet Referee in local competitions until the Event Referees are selected.

F. Secretary:

1. To record the minutes of all meetings of the LASC and the LASC Board of Directors.
2. To maintain the membership list of the LASC.
3. To maintain records of athlete eligibility.
4. To send notice of meetings as mandated by the By-Laws or other mailings as instructed by the LASC.
5. To forward to the Executive Director of USAAS such reports as required by USAAS.

G. Treasurer:

1. To be the custodian of the funds of the LASC.
2. To receive and disburse funds in accordance with the directions of the LASC.
3. To prepare the financial records and reports as required by the LASC and USAAS.

H. Athletes' Representative Chair:

1. ~~To represent the Association on the USAAS Board of Governors.~~
2. To serve as Chair of all LASC Athlete meetings.
3. To assure communication among athletes both within the LASC and within USAAS.

ARTICLE 6

REPORTS AND REMITTANCES

6.01 Minutes: The Secretary of the LASC shall, within ten (10) days after each meeting of the LASC, forward to the Executive Director of USAAS and the applicable Zone Chair a copy of the minutes of said meeting.

6.02 Notices: The Secretary shall forward to the Executive Director of USAAS and the applicable Zone Chair copies of all official notices issued by the LASC, at the time of such issue, including all those sent to the members of the LASC Board of Governors and to the LASC Board of Directors, as well as to members of the LASC.

6.03 Annual Reports: The Secretary shall, within one hundred and twenty (120) days of the end of the fiscal year, forward to the Executive Director of USAAS and the applicable Zone

Chair a copy of the audit of the accounts of the LASC. The audit of accounts is to be signed by either a certified public accountant, or at least three (3) members of the LASC Board of Directors. The Secretary shall forward to the Executive Director of USAAS a copy of the Form 990 when filed.

6.04 General: The LASC shall make such other reports and remittances to USAAS as specified in its Code or by the USAAS Board of Directors. The Administrative Chair, Secretary, and Treasurer are responsible for seeing that all required reports and remittances are made.

6.05 Income: Any income derived from the promotion of artistic swimming by members of USAAS must be used for the further promotion of artistic swimming for the general welfare of the LASC as a whole.

ARTICLE 7

DISCIPLINE, GRIEVANCES, HEARINGS AND APPEALS

7.01 Discipline: The LASC Review Board may censure, suspend for a definite or indefinite period of time, or expel from participating in the activities of the LASC, or impose other appropriate sanctions upon any member of the LASC, including any athlete, coach, trainer, manager, administrator, official, member of any committee, or person participating in any capacity whatsoever in the affairs of the LASC, subject to a hearing before a panel of a LASC Review Board, who has acted contrary to any of the Rules of USAAS or the LASC, or who has acted in a manner which brings disrepute upon USAAS, the LASC, or upon the sport of artistic swimming.

A. A group member may be held responsible for infractions of rules and regulations committed by an athlete who is representing the group member.

B. The LASC Review Board may recommend to the USAAS Ethics Committee that a person's membership in USAAS be suspended or revoked, but the LASC Review Board shall have no authority to suspend or revoke such membership.

1. A recommendation to the USAAS Ethics Committee regarding suspension or revocation of membership in the Corporation must be filed with the Executive Director of USAAS within five (5) business days following the final decision of the LASC Review Board.

7.02 Designation of Grievances:

A. The following kinds of grievances may be filed with USAAS:

1. Administrative Grievance: USAAS, or any member of USAAS, may file a grievance pertaining to any matter within the cognizance of USAAS, including but not limited to any alleged violation of or grievance concerning:

a. Any provision of USAAS's Administrative Rules;

b. Any USAAS policy or procedure;

c. Any USAAS program or service; or

d. Any provision of the Ted Stevens Olympic and Amateur Sports Act or the United States Olympic and Paralympic Committee ("USOPC") By-Laws relating to USAAS's recognition as a National Governing Body ("NGB").

2. Disciplinary Proceeding: USAAS, or any member of USAAS, may file a grievance against another member of USAAS, or former member of USAAS, if the action occurred while the individual was a member, regarding any alleged violation of USAAS's Code of Ethics (Appendix P), Whistleblower and Anti-Retaliation Policy (Appendix S), or any other USAAS rule or policy relating to conduct.

a. There shall be no time limitation for Disciplinary Proceedings including, but not limited to, allegations of violations of USAAS's Athlete Safety Policy (Appendix Q) or the U.S. Center SafeSport Code.

□ **Exception:** Reporting allegations of Prohibited Conduct as defined in the Athlete Safety Policy (Appendix Q) should follow the reporting requirements and procedures as outlined in Appendix Q. Athlete Safety violations may be reported anonymously and must be reported

within twenty-four (24) hours after the participant becomes aware of the facts giving rise to the concern.

3. Right to Participate: Any athlete, coach, trainer, manager, administrator or official may file a grievance pertaining to any alleged denial of, or alleged threat to deny, that individual's opportunity to participate in a USAAS sanctioned competition, any international competition, if selected by the Corporation or one (1) of its members, or a Protected Competition. Refer to USAAS Administrative Rules, Article 23, Section 23.01.

7.03 LASC Review Board: The LASC Board of Governors shall annually elect an LASC Review Board comprised of no less than five (5) members, including that number of Athlete Representatives necessary to assure that at least thirty-three and three tenths percent (33.3%) of the LASC Review Board are athletes. Its hearings may be conducted by an attorney-at-law retained by the LASC Review Board for that purpose but who shall have no vote. The Chair of the LASC Review Board shall be appointed by the Administrative Chair and have one (1) vote. A quorum for any hearing conducted by the LASC Review Board shall be fifty percent (50%) of its membership, but in any event no less than three (3), one of whom shall be an Athlete Representative.

7.04 Jurisdiction: The LASC Review Board may conduct hearings on any matter affecting, with the exception of violations of Appendix P or Appendix S, the LASC and involving only a member or members of the LASC.

7.05 Procedure of the LASC Review Board:

A. Any grievance filed pursuant to the USAAS Administrative Rules, or Section 7.02 above shall be in writing and signed by the individual or chief executive officer of the group or organization filing the grievance.

B. The written grievance shall be filed with the LASC Administrative Chair and the Executive Director of USAAS by email within five (5) business days after the complaining party becomes aware of the facts giving rise to the grievance. The grievance shall set forth the factual allegations in numbered paragraphs, each paragraph containing a single factual allegation, and shall contain, at a minimum, the following:

- Full names, membership information and addresses of the parties (if known);
- Jurisdictional basis of the grievance;
- Supporting evidence or documentation forming the basis of the grievance; and
- The relief sought.

C. Grievance Process:

1. Refer to USAAS Administrative Rules, Article 24, Section 24.07 C for recommended grievance process. Any grievance may be filed with the Executive Director of USAAS. When the LASC Administrative Chair and Executive Director of USAAS determine that a grievance cannot be fairly adjudicated at the LASC level, it shall be forwarded to the Zone Review Board or Executive Director of USAAS for resolution.

2. The person charged (respondent) shall be notified in writing, by email sent to the current email address listed in the USAAS membership database, of the charges in detail, or of the circumstances which require answer, explanation or clarification, as well as the penalties which may ensue if such charges are proved.

3. The notice shall set a date and time of hearing, not less than thirty (30) days nor more than sixty (60) days after the date of service of this notice, and shall advise the respondent of the right to have counsel or other representative at the hearing.

4. The respondent shall have the opportunity to file with the Chair of the LASC Review Board a written answer to all the charges set forth in the notice. Such answers as well as all papers and documentary evidence shall be filed with the Chair by email, with a copy served at the same time by email on all parties, no later than ten (10) days prior to the date set for the hearing.

5. The rules of evidence shall not be strictly enforced; instead, rules of evidence generally accepted in administrative proceedings shall be applicable in any hearing. The real parties in interest shall be given a reasonable opportunity to present relevant oral or written evidence and to cross-examine witnesses. Witnesses appearing at any hearing shall be identified by the parties prior to the hearing. The proceedings may be recorded and a transcript made available to each interested party upon request and payment thereof.

6. A written decision of the LASC Review Board shall be rendered within ten (10) days of the conclusion of the hearing, setting forth the reasons therefore. The decision shall be based solely upon the record, which includes the testimony of the witnesses and other documentation submitted prior to or at the hearing. The decision shall also contain notice of the procedures available to the parties for appeal of the decision. If the LASC Review Board intends to recommend to the USAAS Ethics Committee that a person's membership in USAAS be suspended or revoked, such recommendation shall be set forth in the decision.

7. The Executive Director of USAAS shall be notified by email of all decisions at the same time as the parties are notified, if USAAS is not otherwise a party.

D. Hearing: Upon the request of a party, and provided that it is necessary to:

- Expedite the proceeding in order to resolve a matter relating to a scheduled competition that compliance with regular procedures, as defined in Section 7.05 above, would not be likely to produce a sufficiently early decision to do justice to the affected parties; or
- Protect one or more of USAAS's participants,

the LASC Review Board is authorized to order that the grievance be decided within forty-eight (48) hours of the filing of the grievance. In such a case, the LASC Review Board is authorized to decide the grievance pursuant to such procedures as are necessary, but fair to the parties involved. In cases expedited to protect USAAS's participants as mentioned above, such procedures may include, but are not limited to, providing for a preliminary hearing pending a full hearing on the allegations.

1. The Executive Director of USAAS shall be notified by email of the place, time and reason for the preliminary hearing.

2. The notice to be given to the individual or entity charged (respondent) may be oral, or in writing, and shall contain all notice requirements set forth in Sections 7.05 A-C above.

3. The respondent must be given such notice and hearing as time and circumstances may reasonably dictate. The preliminary hearing may be conducted at the site of an athletic competition or by telephone conference, if necessary, but in any event under such circumstances as to fully protect rights of procedural due process of the respondent. Refer to Section 7.05 C.5 above regarding Rules of Evidence.

4. Within forty-eight (48) hours of the preliminary hearing, the decision of the LASC Review Board shall be written and include the findings of fact. A copy of the decision shall be sent by email, to the Chair of the LASC Review Board, the respondent and the Executive Director of USAAS.

5. If an aggrieved party of a LASC Review Board shall demand further hearing, such hearing shall be held in accordance with the provisions set forth in the USAAS Administrative Rules, Article 24, Section 24.10.

7.06 Appeals: The decision of the LASC Review Board shall be final in all cases, subject only to appeal by a real party in interest to the National Board of Review, except where the LASC Review Board recommends to the USAAS Ethics Committee suspension or revocation of a person's membership in USAAS. Refer to USAAS Administrative Rules, Article 24, Sections 24.03 A and B and 24.10.

ARTICLE 8

MISCELLANEOUS

8.01 Amendments: Any provisions of these LASC By-Laws not required by USAAS pursuant to Section 6.02 of the USAAS Code may be amended at any meeting of the LASC Board of Governors by a two-thirds (2/3) vote of the members voting. At least thirty (30) days' notice must be given to every member of the LASC Board of Governors of this proposed amendment.

8.02 Fiscal Period: The fiscal period of the LASC shall begin on the first day of October in each year.

8.03 Mailing Address: The LASC must submit a permanent mailing address to the Executive Director of USAAS. Appendix A 2022 - LASC By-Laws 8

8.04 Dissolution: Upon dissolution, the net assets of the LASC shall not inure to benefit any private individual or corporation, but shall be distributed to USAAS, to be used exclusively for charitable purposes, or if USAAS is not then in existence, or is not then a corporation which is exempt under 501(c)(3) of the Internal Revenue Code and to which contributions, bequests and gifts are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2), thereof, or any successor law, such assets shall be distributed to such a corporation, to be used exclusively for charitable purposes.



FINANCIAL PROCEDURES

OF

USA Artistic Swimming (USAAS)

USAAS – Financial Policies & Procedures

Accounting Procedures

A. Annual Accounting Period and Basis of Accounting

USAAS maintains a calendar annual accounting period which runs from January 1 to December 31. USAAS uses the accrual basis of accounting. The accrual basis is the method of accounting whereby revenue and expenses are identified with specific periods of time, such as a month or year, and are recorded as incurred. This method of recording revenue and expenses is without regard to date of receipt or payment of cash.

B. Conflicts of Interest

In executing financial procedures, there are particular risks in relation to Conflicts of Interest. Anyone working with the finances of USAAS should be careful to be cognizant of the policies and guidance in the Conflict of Interest Policy.

C. Journal Entries

To ensure transactions are recorded in the proper accounting period and account, it may be necessary for the CEO and/or Altruic (Financial Partner here forth) to record journal entries in the accounting system. All journal entries will be posted by Financial Partner and reviewed and approved by the CEO on a monthly basis. The CEO will review and **approval** the journal entries by email confirmation.

D. Recordkeeping

Records will be kept in accordance with the USAAS Document Management & Retention Policy. Altruic is responsible for maintaining financial records in accordance with the policy.

E. Internal Controls

USAAS employs several safeguards to ensure that financial transactions are properly authorized, appropriated, executed and recorded. Financial duties are distributed among multiple people to help ensure protection from fraud and error. The distribution of duties aims for maximum protection of the USAAS's assets while also considering efficiency of operations. Internal controls are included in various sections throughout this document.

Financial Planning and Reporting

A. Creating the Chart of Accounts

The chart of accounts is a listing of all accounts used in the general ledger of an organization. The chart is used by the accounting software to group accounts together for reporting purposes, such as expenses, revenue, assets and liabilities. The chart of accounts separates the most important accounts usually by department but not to the level of detail of specific tournaments or events. If reporting on specific tournaments or events is necessary, separate class codes or other identifiers can be utilized in the accounting system. The chart of accounts is created at the inception of an organization and can be modified when necessary. Once the chart of accounts is established, staff will receive a list of the accounts pertaining to their respective departments/disciplines for use on expense reports. Department Directors are responsible for monitoring expenses within each of their accounts throughout the year to ensure the line items do not go over budget.

B. Annual Budget Development

1. Creating the Budget

The proposed budget is broken out into departments: Revenue, General Administration/Marketing/Fundraising Expense, High Performance and Athlete Expense, etc. The Department Directors are responsible for creating the initial requested budget to present to the Chief Executive Officer (“CEO”). The CEO cumulatively develops the budget.

The proposed budget is then given to the Treasurer and the Board. The Treasurer and the Board is to analyze and review the proposed budget from a viewpoint of both tactical and strategic relationships between the budget and the organizational mission. The Board shall approve the forthcoming budget by December of each year.

2. Budget Variances

The approved budget from the Board of Directors will not be modified or revised. If at any point throughout the year Department Directors become aware that they will, or have, run over or under-budget on a particular line item, it must be addressed with the CEO and appropriate reallocations will be made so that the overall department/discipline budget does not vary from the original budgeted amount. If reallocations cannot be made and expense overages will likely occur, the CEO will provide an explanation to the Board of Directors for their approval. Board approval on expense overages will only be given in unique and rare circumstances recognizing that not all expenses can be predicted when budgets are established.

3. Financial Forecasting

Twice per year, a financial forecast for the remainder of the year will be prepared. The CEO will prepare the financial forecast with the assistance of the Department Directors. The forecast starts with the actual expense and the remaining budget for the year. The Department Directors will adjust the remaining budget based on predicted expenses for the rest of the year. The forecast will be given to the Audit/Finance Committee for their review and approval.

C. Periodic Reporting

1. Preparation of Financial Statements

USAAS's financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP). The presentation of the Financial Statements shall follow the recommendation of the Financial Accounting Standards Board (FASB) “Accounting Standards Update 2016-14, Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities.” Under GAAP, there are two classes of net assets, those with donor restrictions and those without donor restrictions. Expenses are reported by functional (program and supporting activities) and natural (salaries, rent, supplies, etc.) expense classifications.

2. Creating the Statement of Activities (aka Income Statement) by Department

The purpose of the income statement is to show the net income or loss at a given time. The income statement by department is created by taking the approved chart of accounts and breaking the income and expense accounts out into the departments. All income accounts should be listed first, followed by all expense accounts by department/discipline.

3. Creating the Statement of Financial Position (aka Balance Sheet)

The purpose of the balance sheet is to show the financial position of the organization over the annual accounting period. The balance sheet shows what USAAS owns and what USAAS owes. The difference between what USAAS owns and owes is the organization's net assets. The balance sheet is created by listing all USAAS's assets, all short-term and long-term liabilities, and the net assets.

4. Monthly Closings

At the end of a given month the Financial Partner will complete the Monthly Financial Reporting Closing Procedures (see Exhibit A) as developed in conjunction with the independent audit firm (outlined in subsection 5 below). The month end close should include the following:

- a. Reconciliation of cash accounts;
- b. Accounts Receivable detail;
- c. Accounts Payable detail;
- d. Line of Credit;
- e. General journal entries; and
- f. Financial statements.

To initiate the monthly closing process, monthly bank account statements will be emailed directly to the CEO for review. The CEO will be responsible for reviewing the monthly bank account statement and comparing it to the bank reconciliation report provided by Financial Partner. Additionally, Financial Partner will provide a comparison analysis to assist the CEO with identifying missing or delayed transactions. The CEO should ensure the bank account statement and bank reconciliation report reflect the same information as it relates to deposits and withdrawals. The deposits on the bank account statement should be compared to the "list of checks and cash received" that month to ensure all the funds were deposited into the bank account. The bank account statement should be reviewed to ensure the cashed checks, ACH withdrawals, credit card payments, and wire transfers were appropriate disbursements. The CEO should also review the bank account statements for routine withdrawals such as payroll, retirement contributions, insurance, etc. to ensure the transactions occurred and were accurate. The CEO will approve via email confirmation bank statements and the "Bank Statements Verified" form and give to Financial Partner to proceed with the monthly closing. The CEO or the CEO's designee will initial the month end check off sheet upon final approval of the monthly close.

5. Year-End Closings

At fiscal year-end, the monthly closing detailed above will be completed, however additional detail pertaining to the following will be included as well:

- a. Reconciliation of foreign currency account;
- b. Inventory adjustments; and

- c. Advances pending receipts.

6. Audits

Each year, a Board-approved independent auditor will perform an audit of the previous annual accounting period. All accounting records will be made available for review. The purpose of the audit is to express an opinion on the financial statements and the validity of the information presented. The audit will be conducted in accordance with generally accepted auditing standards, planning and performing the audit to obtain reasonable assurance of whether the financial statements are free of material misstatements. An audit includes: examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; assessing the accounting principles used and significant estimates made by management; and evaluating the overall financial statement presentation.

USAAS will also permit the USOPC, at its request, to conduct an audit of expenses supported by any funding provided by the USOPC. USAAS will allow the USOPC to have reasonable access to all files, records, and personnel necessary to make such financial audits, verifications, and program evaluations as deemed appropriate during the term of the USOPC funding and for four (4) years after the expiration or termination of any USOPC funding.

7. USOPC grant reports

In accordance with USAAS Program Partnership Agreement, the USOPC requires the submission of reports throughout the year for various funding and grants, subject to the specifications and requirements in the funding or grant agreements. Funding paid to USAAS during the course of a year must be accounted for by completing a final report on each project. The final report will provide a brief narrative and financial overview for each project.

D. Tax Compliance

1. IRS Form 990

The CEO is responsible for working with the external accounting firm to prepare and finalize the annual IRS Form 990. The CEO will review the IRS Form 990 prior to its approval by the Audit Committee and Board of Directors by the IRS deadline of May 15 each year. If approved by the Board of Director, USAAS can file an automatic 6-month extension if additional time is required to complete the IRS Form 990. Once the IRS Form 990 is submitted to the IRS, the full public copy will be made available on USAAS website, as well as the prior two years. The submitted IRS Form 990 will also be provided to the USOPC's Audit Department.

2. IRS Form 1099

Financial Partner is responsible for preparation and distribution of the annual IRS Form 1099s to all required individuals per the IRS instructions. The 1099s will be distributed prior to the January 31st deadline annually. The 1099s and 1096 will be submitted to the IRS by the February 15th deadline annually.

Revenue and Accounts Receivable

A. Accounts Receivable

1. Invoicing

An invoice (see Exhibit C) must be issued whenever money is owed to USAAS. Invoices will be issued by the Financial Partner or Membership Management System (SportsEngine) as expenses are incurred on behalf of an USAAS customer with a copy of the invoice being mailed and/or emailed to the customer. When a check or other form of payment is received, Financial Partner or SportsEngine will record the invoice as paid in the accounting system. For invoices that remain outstanding at the end of a month, a statement will be issued. If an invoice is still outstanding after 60 days, Financial Partner or SportsEngine will call or email the customer to identify an anticipated date of receipt.

2. Receipt of Payment and Deposits

When a check or other form of payment is received, the individual checking the mail should create a "list of checks and cash received." The individual checking the mail should not have access to the accounting and/or membership system to ensure proper segregation of duties. Once the "list of checks and cash received" has been created a copy should be provided to the CEO to assist with his/her monthly closing process. The checks and cash can then be provided to the Financial Partner to record the invoice as paid in the accounting system.

Upon receipt of a check or cash payment, the designated staff member will remotely deposit funds into the bank account daily. Receipts will be recorded in the bank account records. Copies will be filed in both the customer file and the bank file. A receipt will be recorded in the accounting system to allocate the funds to the appropriate account.

Upon receipt of a credit card payment, the transaction will be recorded in the accounting system to allocate the funds to the correct account. Copies of the credit card receipt will be filed in the appropriate customer file and bank file.

For all on-line deposits, such a membership payments or on-line donations, amounts are reconciled on a monthly basis by Financial Partner. The funds deposited will be reconciled with a report from the membership and/or development system. Financial Partner will not have edit access to these systems to ensure appropriate internal controls and segregation of duties exist.

3. Refunds

If a credit card refund is necessary, it will only be issued to the card on which the transaction was originally processed.

4. Late Payments

Invoices issued by USAAS will make clear that such invoices will be subject to late fees if not paid within thirty (30) days of their issue. A two percent (2%) interest charge will be added to the balance of the invoice once it has been outstanding for thirty (30) days, and for every additional thirty (30) days thereafter.

Invoices that remain outstanding for a minimum of one hundred and twenty (240) days will be written off as uncollectible on a case-by-case basis.

Expense and Accounts Payable

A. Accounts Payable

1. Receipt of Invoices

Incoming invoices will be received by the CEO and reviewed and verified for accuracy and compliance with the budget. Invoices will be posted to the accounting system to the appropriate expense account on the date they are confirmed as accurate by the Department Director. The invoice will be held in the payables file until payment is made.

2. Disbursement of Funds

Funds on deposit in banks or other financial institutions may be drawn upon only by check, online payment or transfer. For check disbursements of ten thousand dollars (\$10,000) or less, authorization may be granted by the original signature of either the authorized signors. For disbursements greater than ten thousand dollars (\$10,000), authorization must be granted by approval of the Treasurer.

Online payments of \$10,000 or less may be authorized in keeping with authorizations in the Finance Policy. For online payments of more than ten thousand dollars (\$10,000), both the Treasurer and CEO must authorize. The Request for Online Payment form must be attached to the invoice and retained in the vendor file. A copy must also be filed in the corresponding monthly bank file.

Transfers between linked USAAS bank accounts may be authorized by either the Treasurer or CEO via the Transfer Request form (see Exhibit B). There is no threshold which triggers additional signature requirements. A copy of the Transfer Request form must be filed in both corresponding monthly bank files.

3. Check Writing or ACH (Automated Clearing House) Payment Procedures

Checks are written or ACH payments made as necessary, but not less than weekly, and decisions for payment will be based on the Aged Payables report and current cash flow. The Financial Partner or his/her designee will cut the necessary checks through Bill.com. The supporting documentation must also be approved by the CEO, or his/her designee, to confirm his/her review of the invoice and approval of the disbursement. For all checks/payments issued, the check stub will be attached to the invoice and filed in the appropriate vendor file.

4. Wire Transfers

Wire transfers will be arranged on an as-needed basis. For wire disbursements of ten thousand dollars (\$10,000) or less, authorization may be granted via the Wire Transfer Request form (see Exhibit G) with the signature of either the Treasurer or CEO. For wire disbursements greater than ten thousand dollars (\$10,000), authorization may be granted with the signatures of both the Treasurer and CEO. Once the necessary signatures have been obtained, the wire transfer will be initiated by the Financial Partner with the appropriate banking institution. The CEO will provide any necessary confirmation of wire transfer details to satisfy respective institutions' call-back or approval procedures. Email confirmation, when available from the banking institution, of wire transfers processed will be provided to the CEO. A copy of the Wire Transfer Request form must be filed in the vendor file and monthly bank file.

B. Purchasing

1. Consumable items

It will be necessary for employees to purchase organizational items. Purchases can be made with a corporate credit card or by the employee personally and be reimbursed. In both instances, the purchases must be approved by the Department Director and be within the budget. To ensure the USAAS receives competitive pricing, any purchase for goods or services over \$20,000 requires documentation that three or more quotes were obtained or pursued. Thresholds for competitive sourcing requirements apply to the total order amount. Splitting orders to avoid quote and/or bid requirements is not allowed.

2. Contracts

Employees of USAAS may need to commit USAAS to doing things or paying money to a third party in exchange for services or goods from that third party. In each such case, Employees will need to execute a contract. A contract is an expressed agreement between parties for an exchange of goods or services. Contracts can take many forms but they must be clear on the terms of the exchange. Contracts must be in writing and signed by the CEO or an appropriately appointed staff member and the contracting party prior to the exchange of any service or goods. All fully executed contracts must be given to the CEO to be kept on file.

C. Payroll

1. Timesheets

All employees, exempt and non-exempt, are required to record time worked, holidays, leave taken for payroll, benefits tracking, and cost allocation purposes. Employees complete time sheets and submit them to their supervisors on the due date, based on the schedule produced at the beginning of the year. Supervisors review, correct if necessary, sign and submit timesheets to Financial Partner within three (3) working days from the time sheet due date. Financial Partner is responsible for submitting the time sheet information to the 3rd party payroll provider and accounting systems as needed. All paid time off balances are maintained within the payroll system, based on the information provided on approved timesheets.

2. Preparation and Approval

Payroll is processed through the 3rd party payroll provider. Timesheets and payroll changes are verified by the CEO. All documentation is reviewed by the Financial Partner and an e-mail is generated by the Financial Partner to the 3rd party payroll provider outlining the pertinent payroll changes. The CEO is copied on the original e-mail and all subsequent e-mails concerning adjustments. Change reports provided to the CEO directly from the 3rd party payroll provider. If the change in payroll involves CEO compensation, the [Compensation Committee] must be informed of the changes without unreasonable delay. In this manner the CEO is informed of all hours charged, bonuses paid and other payroll changes.

The payroll data is e-mailed to the Financial Partner and the CEO, who reviews and approves. A hard copy of the payroll register and related reports is maintained and is available for review by the CEO or the Board of Directors. An electronic version is also maintained.

The Financial Partner enters payroll data into the general ledger through a recurring journal entry. The 3rd party payroll provider is responsible for preparing and distributing all the payroll tax reports and W-2s in accordance with the IRS deadlines. The CEO will review the reports and forms prior to distribution.

3. Pay upon Termination

The CEO will ensure final paychecks are paid in accordance with state rules and regulations. Final paychecks will include any accrued PTO in accordance with the Employee Handbook. The CEO will ensure the final paycheck is accurate and distributed appropriately.

D. Expense Reporting

Individuals incurring expenses on behalf of USAAS are required to report on expenditures through the completion of an expense report (see Exhibit D). Where applicable, receipts must be submitted with the expense report. The expense report will detail what the expense was for, the amount of the expenditure, and to which budget line it should be allocated. It is recommended that expense reports be submitted to the CEO within 10 days of the completion of incurring the expense to allow the expense to be recorded in the period the expense was incurred. Expenses must be submitted for reimbursement within three months of being incurred, or they will not be reimbursed. Expense reports are processed weekly for employee reimbursement.

1. Credit Card Procedures

Credit cards are issued to employees primarily to facilitate travel. All cardholders are responsible for completing expense reports to verify and summarize all card activity.

When credit card statements are received by the CEO, they will be matched with the submitted expense reports and receipts to confirm all transactions are correct and documented. If any transactions appear for which an expense report and receipt has not been submitted, the CEO will contact the cardholder to confirm the transaction and request the documentation be provided. If expense reports and receipts are not submitted timely, and the transactions cannot be verified prior to the payment being due, the cardholder will be billed for the late charge of that respective credit card company.

Whenever possible, receipts should be submitted; electronic scans are acceptable. Receipts should be sent to the CEO.

The President and Treasurer will review the corporate credit card activity of the CEO.

2. Missing Receipts

Cardholders are responsible for the collection and submission of all receipts for all transactions occurring on their credit cards. Every effort should be made to obtain a duplicate copy of a missing receipt from the vendor. If the cardholder is unable to obtain a copy, a Missing Receipt statement must be sent to the CEO with a complete explanation of the expense.

E. Expense Reimbursement

Any USAAS personnel requesting reimbursement of expenses must submit a completed expense report form (see Exhibit D) along with supporting documentation to the CEO. Each individual submitting an expense report is responsible for making sure all areas of the form are properly completed before submission. All expense reports must be approved by the Director of the Department and the [Director of Finance]. The CEO must approve expense reports that are submitted by the Director of the Department. Reimbursements requested by the CEO must have the additional approval of the [Board Signor].

There are certain expenses that USAAS will not reimburse (i.e., traffic/parking violations). Additionally, if an individual incurs an expense for an unbudgeted item for which they did not receive prior authorization from the Director of the Department, CEO, it may not be reimbursable. While USAAS does not have an all-inclusive list of non-reimbursable expenses, the CEO has the right to deny reimbursement of any unnecessary, excessive, or inappropriate expenses.

F. Petty Cash

The USAAS does not keep a petty cash box. Employees can purchase items with a company credit card or personally and be reimbursed.

Asset Management

A. Account Maintenance

1. Online Banking

USAAS will seek to maintain accounts with financial institutions that provide online banking capabilities. The CEO and Financial Partner will have online access to USAAS's accounts. Online access will be primarily to review account balances for accuracy and control purposes. USAAS may also engage in online transactions including transfers between linked USAAS accounts and payments to certain vendors. Where possible all electronic payments require dual approvals, where one individual can initiate a transaction and the other person approves the transaction. Online transactions require the completion of a Transfer Request form (see Exhibit B) or a Request for Online Payment form (see Exhibit F). Online transfers and payments must comply with all additional procedures for payments as detailed in this document.

B. USAAS Capital Assets

1. Purchase of Capital Assets

USAAS carries certain durable (i.e., non-consumable) assets on its books as capital purchases if the invoice was [dollar threshold, such as five thousand dollars (\$5,000) or more]. If an item purchased is that is equal to or exceeds the dollar threshold the item must be capitalized. A capital purchase must be approved, in writing, by the CEO and the timing of the purchase must be coordinated with the CEO.

Incurring of any financial obligation and/or execution of any debt instrument (including, but not limited to, loans and leases), for the purpose of securing a capital asset, must be

approved by the Board. Approved debt instruments may be executed only by the CEO or Treasurer. USAAS will not accept personal loans from staff members or Board of Directors nor will it make provide loans to such individuals.

2. Depreciation of Capital Assets

USAAS has established the straight-line methodology for depreciating all fixed assets. Depreciation will begin in the month the asset is placed in service. Under the straight-line depreciation method, the basis of the asset is written off evenly over the useful life of the asset. The amount of annual depreciation is determined by dividing an asset’s cost reduced by the salvage value, if any, by its estimated life. The total amount depreciated can never exceed the asset’s historic cost less salvage value. At the end of the asset’s estimated life, the salvage value will remain.

The useful life of an asset is that period during which the asset provides benefits. Estimates of useful life consider factors such as physical wear and tear and technological changes that bear on the economic usefulness of the asset. The following chart summarizes the useful life for each type of currently held property and equipment:

Equipment	[Useful Life]
Computers	3 years
Office Equipment	3 years
Sport Equipment	5 years
Furniture	7 years
Vehicles	5 years
Leasehold Improvements	The shorter of the life of the leasehold improvement or the remaining term of the lease

3. Sale of Capital Assets

The sale of any USAAS asset, whose original purchase price is estimated to have been over the capital asset threshold must be approved in advance by the CEO or Capital Asset Custodian. When in doubt of the value, a recommendation should be obtained from the CEO. The individual approving the sale is responsible for notifying the CEO in writing of the proposed sale, the proposed sale price and the name of the person responsible for forwarding the bill of sale and money to USAAS’s office.

The responsible individual must forward the bill of sale and money received to USAAS’s office immediately after the sale has been completed. Such funds cannot be diverted to other uses, organizational or otherwise. Any legal titles (i.e., automobile titles) must be signed by an officer of the USAAS.

USAAS should be able to anticipate, in advance, the sale of almost any asset that has outlived its usefulness. The approval process should be followed in these cases. However, occasional opportunities to sell assets come along on short notice and would be lost if the entire approval process were followed. If an individual in a position of authority is certain a sale would otherwise be approved, he/she may take responsibility and consummate the sale. However, this expedited process should only be exercised in exceptional cases. This does not apply to the sale of automobiles or other assets for which an officer of the USAAS needs to sign the title or bill of sale.

C. Inventory

USAAS maintains inventory of products for resale and promotional use. The value of inventory is recorded using the first-in, first-out method. A physical count of all inventory will be taken periodically but no less than once per year. The physical inventory counts will be done by an individual that does not have routine access to inventory or the inventory records to ensure proper segregation of duties. This function can be outsourced. If the year-end physical inventory shows significant discrepancies between system generated and manual counts, additional inventory counts will be performed during the year. An adjustment will be made to perpetual records based on the physical inventory performed. Inventory reports should be provided to senior management and the Audit Committee.

D. Financial Record Backup Policy

Financial accounting records are maintained and backed up via the accounting system using multiple levels of redundancy to guard against failure. Financial Partner will ensure that USAAS accounting system also utilizes a comprehensive disaster recovery process, hot backups, and offsite backup storage.

EXHIBIT A – Monthly Financial Reporting Closing Procedures

USAAS

Monthly and Annual Financial Reporting Closing Procedures

Updated: 12/27/2021

	Completed By:	Reviewed By:
1 At year-end, count all foreign currency and adjust trial balance to US currency. Use excel spreadsheet to detail count and provide the detail in the year-end close file.	Financial Partner	CEO/Treasurer
2 Reconcile all cash accounts. Investigate all reconciling items greater than three months old. Attach all reconciliations to bank statements and include in month end closing folder. Include copy of all cancelled checks for the month.	Financial Partner	CEO/Treasurer
3 Review accounts receivable outstanding and agree aging report to trial balance. Tie receivable listing to open invoice folder. Investigate old or problem receivables. Include aging report in month end closing folder.	Financial Partner	CEO/Treasurer
4 Perform a physical count of inventory at year-end. Adjust inventory as needed through COGS account to agree to physical count. Include physical count in year-end closing folder.	Staff/Financial Partner	CEO/Treasurer
5 At year-end, reclass pending travel advances to prepaid and immediately reverse following year-end.	Financial Partner	CEO/Treasurer
6 Review accounts payable outstanding by agreeing to open invoice folder. Ensure that aging report matches trial balance. Include aging report in month end closing folder.	Financial Partner	CEO/Treasurer
7 Ensure commercial term loan balance matches loan statement and trial balance. Include loan statement in month end closing file.	Financial Partner	CEO/Treasurer
8 File all general journal entries for the month.	Financial Partner	CEO/Treasurer
9 Prepare monthly closing file by placing financial statements on top of support in the order of the procedures above and give file to CEO. Place checklist on top of entire file.	Financial Partner	CEO/Treasurer

Accounts to be adjusted by auditors at year-end:

- Record new assets
- Accrued salaries and related expenses
- Valuation allowance
- Allowance for bad debts
- Record depreciation
- Prepaid expenses

EXHIBIT B – Transfer Request

FROM THE DESK OF:

**INSERT TITLE
INSERT REQUESTER NAME**

DATE:

TO:

I request authorization to complete the following online transfer from **INSERT ACCOUNT FROM:**

TRANSFER TO AMOUNT

USAAS PNC Bank Operating Account

\$

REQUEST IS
APPROVED

Chief Executive Officer

Date

EXHIBIT C – Invoice

USAAS

Invoice

One Olympic Plaza
Colorado Springs, CO 80909

Invoice Number:

Invoice Date:

Phone: 719-866-2219

Fax:

Sold To:

Customer ID	Customer PO	Payment
		Net 30 Days

Quantity	Item	Description	Unit Price	Extension

Subtotal Sales
Tax
Total Invoice
Amount
Payment
Received
TOTAL

NOTE: Invoices will be subject to late fees if not paid within thirty (30) days of their issue. A two percent (2%) interest charge will be added to the balance of the invoice once it has been outstanding for thirty (30) days, and for every additional thirty (30) days thereafter.

EXHIBIT E – Request for Disbursement Form

FROM THE DESK OF:

NAME
[Director of Finance]
(XXX) XXX-XXXX

DATE: TO:

I request authorization of the following disbursement more than \$10,000 from **USAAS**
BANK Account NAME:

CHECK #	PAYEE	AMOUNT	\$
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REQUEST IS
APPROVED
Chair, **[NGB]** Board of Directors Date

EXHIBIT F – Request for Online Payment

FROM THE DESK OF:

NAME

TITLE

(XXX) XXX-XXXX

DATE:

TO:

I request authorization to provide payment via online banking from **USAAS PNC Bank Operational Account** the following disbursements:

PAYEE	CONFIRMATION #	AMOUNT
		\$

REQUEST IS APPROVED _____
Treasurer, USAAS Board of Directors Date

REQUEST IS APPROVED _____
USAAS's Chief Executive Officer Date

EXHIBIT G – Wire Transfer Request

AFEX-Associated Foreign Exchange, Inc. 140
Broadway, Floor 46
New York, NY 10005

Please complete the following transfer at your earliest convenience.

Transfer to: Bank name
Bank address IBAN:
SWIFT:

Beneficiary: Name
Address

Amount: \$ Memo:

Funds: **USAAS**
Acct#

Thank you for your prompt attention to this matter. Authorized by,

Treasure USAAS Board of Directors
Date

USAAS's Chief Executive Officer
Date