

UNITED STATES SYNCHRONIZED SWIMMING, INC.

U.S. SYNCHRONIZED SWIMMING RULES

PART ONE

CODE OF REGULATIONS

(Effective January 1, 2019)

(Revised by Board of Directors January 2019)

(Pending USOC approval)

United States Synchronized Swimming, Inc. (the “Corporation”), is the member of the United States Olympic Committee (USOC) for the sport of synchronized swimming, and as such is recognized as the national governing body (NGB) for the sport of synchronized swimming in the United States, responsible for the conduct and administration of the sport throughout the country. As a member of the USOC, the Corporation shall submit to the rules of the American Arbitration Association in any controversy involving its recognition as a national governing body as provided in the USOC By-Laws or involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official (See USSS Rules, Rule IV, Officials and Duties, for categories) to participate in amateur athletic competition, as provided in the USOC By-Laws. Through its membership in United States Aquatic Sports (USAS; see Appendix I), the Corporation is affiliated with the Federation Internationale de Natation Amateur (FINA), the international federation for the aquatic sports, and the Union Americana de Natacion (UANA).

Unless otherwise modified by this Code of Regulations (the “USSS Code”), the By-Laws of a Zone Synchronized Swimming Committee (Zone), or the By-Laws of a Local Synchronized Swimming Committee (LSSC), *Robert's Rules of Order* shall be the governing procedural rules for all meetings of the Corporation, its Zones, LSSCs and committees.

The Governance Committee shall be included in all deliberations about changes to the USSS Code before being printed, posted or distributed electronically to the USSS membership.

ARTICLE 1

MEMBERSHIP

- 1.01 Membership** in the Corporation shall be open, without regard to gender, race, ethnicity, culture, religion, sexual orientation, age, socio-economic status, geographical location, beliefs, or levels of mental or physical ability to groups, athletes, and individuals who are not athletes, as set forth in this Article 1.
- 1.02 Group Members:**
- A. **Club Member:** A synchronized swimming club, educational institution or other organization that participates in competition sanctioned by the Corporation. All of its athletes and coaches must be members of the Corporation. Separate subcategories may be established by the Board of Directors. See Appendix C.
- 1.03 Athlete Members** are persons who join the Corporation in order to participate in events sanctioned by the Corporation. Athletes must meet the rules of eligibility set forth in Article 20 of the Administrative Rules. Athletes shall join the Corporation in the categories set forth in Article 20 of the Administrative Rules.
- 1.04 Non-Athlete Members:**
- A. **Individual:** All coaches, judges, instructors, officials, and administrators participating in the conduct of synchronized swimming. Separate subcategories may be established by the Board of Directors. See Appendix C.

1.05 Membership Terms:

- A. Membership in the Corporation shall begin on the first day of October and shall run for a period of one (1) year.
- B. The fee for each category of membership shall be determined by the Board of Directors of the Corporation; such fees are set forth in Appendix C. Each LSSC and Zone may add a surcharge to membership fees. All athlete membership fees shall include insurance.
- C. SafeSport training is a requirement of membership as determined by the Board of Directors. See Appendix C.
- D. No membership costs shall be prorated for members joining after a term begins. Members joining within two (2) months of the end of one (1) term shall be fully paid through the next succeeding term.

ARTICLE 2

BOARD OF GOVERNORS

2.01 Authority: The Board of Governors shall be the Corporation's General Assembly. It shall elect the Officers of the Corporation and make recommendations to the Board of Directors during the Annual Meeting of the Corporation.

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

- A. Each LSSC may be represented by up to five (5) delegates, who shall be the Administrative, Technical, Education, and Officials Chairs, and an Athlete Representative. Any LSSC which has over 300 registered athlete members may have one (1) additional delegate. Alternates may be elected from among the active members of the LSSC. Alternate delegates must present a letter of authorization signed by the Administrative Chair upon arrival at the Annual Meeting.
- B. Each Zone may be represented by up to five (5) delegates, who shall be the Zone, Technical, Education, and Officials Chairs, and an Athlete Representative.
- 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 UANA TASC shall be automatic delegates to the Board of Governors.
 - 4. Any member of the FINA Bureau or the UANA Executive or other international organization, if they are members of U.S. Synchronized 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.
- D. Athlete Representatives as set forth in Section 7.01 of the USSS Code and who meet the requirements of 7.06 A and B of the USSS Code, shall equal at least twenty percent (20%) 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 USSS 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 fifty (50).
 - 1. Twenty-five (25) of the At-Large delegates 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 LSSCs 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 twenty percent (20%) 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 Athlete, Professional or Life Members of the Corporation.

2.03 Quorum: A quorum for the Board of Governors shall be those delegates in attendance at any duly called meeting.

2.04 Voting: Each delegate to the Board of Governors shall have one (1) vote on each matter submitted to the Board of Governors for its vote, consent, waiver, release or other action. There shall be no voting by proxy.

2.05 Meetings: The Annual Meeting of the Board of Governors, which is the Annual Meeting of the Corporation, shall be held in conjunction with the annual USAS Convention at such date, time and place as may be fixed in the notice of such meeting. Special meetings of the Board of Governors may also be held at any time, pursuant to a resolution of the Board of Directors. Written notice of all annual and special meetings of the Board of Governors, stating the time and place, shall be given to each delegate by mailing, or by posting on the USSS website with notification of the posting sent by any type of broadly available communication method, not less than thirty (30) days before any such meeting; provided, however, that such notice may be waived in writing by any delegate before or after such meeting. The attendance of a delegate at any meeting without protesting the lack of notice prior to or at the commencement of the meeting shall be deemed a waiver of notice of such meeting.

ARTICLE 3

BOARD OF DIRECTORS

3.01 Authority: The Board of Directors shall have the ultimate authority over the business, policies, affairs, and activities of the Corporation. It shall maintain a culture of ethical behavior and compliance throughout the Corporation; hire and fire the Executive Director; approve job descriptions, raises and bonuses for administrative staff; enact or modify all of the rules of the Corporation, including the competitive rules; approve the Corporation's annual budget; approve the selection of the independent auditors; and take such other action as is customary for a board of directors of a corporation.

3.02 Composition: The Board of Directors shall consist of the following:

- A. The Officers, as defined in Article 4 of the USSS Code.
- B. The Immediate Past President, serving a one (1) year term as a nonvoting member.
- C. The Secretary, appointed by the President as a nonvoting member.
- D. Three (3) to five (5) Independent Directors who:
 1. Support the policies, goals and programs of the Corporation;
 2. Have business expertise;
 3. Seek and develop new revenue sources and/or donate personally;
 4. Are willing to accept designated responsibilities; and

5. Are nominated by the President in collaboration with the Nominating Committee for Board of Directors' approval. Up to three (3) Independent Directors shall be nominated in each year of the Summer Olympic Games, such that there are at least three (3) to five (5) Independent Directors.
 - a. The Board, through its Nominating Committee, shall affirmatively make a determination as to the independence of each Independent Director, and disclose those determinations to the Board of Directors. An "Independent Director" shall be determined to have no material relationship with USSS, either directly or through an organization that has a material relationship with USSS. A relationship is "material" if, in the judgment of the Nominating Committee, it would interfere with the director's independent judgment, with the following guidelines applied on a case-by-case basis.
 - b. A director shall not be considered independent if, within the preceding two (2) years:
 - (1) The director, or an immediate family member of the director, was employed by or held any governance position such as a member of the Board of Directors, other than Independent Director, or Trustee (whether a paid or volunteer position) with USSS, USSS Foundation, USOC, FINA, or any international or regional federation of synchronized swimming; or
 - (2) The director, or an immediate family member of the director, was affiliated with or employed by USSS's outside auditor or outside counsel; or
 - (3) The director was an Athlete member of USSS, or a Professional member of USSS; or
 - (4) The director received any compensation, not including expense reimbursements, from USSS, directly or indirectly; or
 - (5) The director, or an immediate family member of the director, was an executive officer, controlling shareholder, or partner of a corporation, partnership, or other business entity that does business with USSS.
 - c. Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating Committee.
6. **Term Limit:** The term of Independent Director shall be four (4) years, and shall begin immediately following the approval by the Board of Directors of their nomination. Independent Directors may be reelected to a second term, but may serve no more than eight (8) consecutive years on the Board of Directors. An Independent Director may serve up to an additional four (4) years if elected President immediately after serving as an Independent Director. An Independent Director who is replaced must wait as many consecutive years as have been served consecutively, with a maximum of eight (8) years off the Board of Directors before being eligible for reappointment. In the event an Independent Director is selected to fulfill a remainder of a term, which has been vacated, this selection shall not count towards the two (2) terms of eligibility. This Independent Director shall have two (2) full terms of eligibility remaining.
- E. That number of Athlete Representatives necessary to assure that at least twenty percent (20%) of the Directors are athletes, and one (1) of them shall be a retired athlete. The Athletes Executive Council (AEC) President shall be one (1) of these athletes. The Corporation's representative to the USOC Athletes Advisory Council (USOC-AAC) shall be one (1) of these athletes. The Athlete At-Large Representative shall be one (1) of these athletes. Any remaining Board of Directors Athlete Representatives shall meet the requirements of Section 7.06 A of the USSS Code. For eligibility and election procedures, see Article 7 of the USSS Code.

3.03 Term:

- A. Other than the USOC-AAC Representative and Independent Directors, Directors shall begin their terms immediately following the Annual Meeting in the year in which they are elected/ratified for a two (2) year term.

- B. When a Board of Directors member has been absent from two (2) consecutive meetings without reasons acceptable to the Board of Directors, the Board of Directors shall have the right to declare that such a member has forfeited his/her position and shall be considered for removal for cause according to Section 3.03 C below. The Board of Directors may then fill the vacancy according to Section 3.04 below.
- C. **Removal:** Directors may be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the Board member to be heard by the Board, upon the affirmative vote of at least two-thirds (2/3) of the voting power of the directors then in office (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled in accordance with Section 3.04 C below. No director shall be subject to removal based upon how they vote as a director, unless such voting is determined to be part of a violation of the Code of Ethics.

3.04 Vacancies:

- A. Any vacancies that may occur in the Board of Directors shall be filled for the duration of the term by the group responsible for electing/appointing the position initially.
 - 1. In the case of the elected officers, the Board of Directors may fill a vacancy in accordance with Section 3.04 C. below, until the next meeting of the Board of Governors, at which time an election shall be held.
 - 2. In the case of the Independent Directors, the Board of Directors may fill a vacancy at any time, in accordance with Section 3.04 C. below, up to a maximum of five (5) Independent Directors.
 - 3. In the case of the Athlete Representatives, the Athlete Executive Council may fill a vacancy of the AEC or Board of Directors. Athlete Representative positions serving on the Board of Directors shall be filled in accordance with Sections 7.07-7.08 of the USSS Code. until the next meeting of the Athletes Committee, at which time an election shall be held.
- B. **Timing:** If an elected officer vacancy occurs within sixty (60) days prior to the Annual Meeting of the Board of Governors, the Nominating Committee shall solicit candidates for election by the Board of Governors in accordance with Section 5.04 A.1 of the USSS Code. If the elected officer vacancy does not occur within the sixty (60) day period noted above, the Nominating Committee will follow Section 3.04 C below.
- C. **Procedures for Filling a Vacancy:**
 - 1. The Board of Directors shall have the right, but not the obligation, to provide the Nominating Committee with a written description of the qualifications, skills and experiences that the Board of Directors deems beneficial to the corporation in filling a vacancy.
 - 2. The Nominating Committee shall solicit, review and, if appropriate, interview candidates for vacant Board of Directors position(s) and shall recommend candidates for Board of Directors consideration in accordance with Sections 3.04 C and 5.04 A.1.a.(1)-(3) of the USSS Code. The Nominating Committee's recommendations shall include a written description which sets forth the opinions of the Nominating Committee regarding each candidate's qualifications, skills and experiences.
 - 3. At a duly noticed meeting, the Board of Directors shall consider new officers or Independent Directors, with approval requiring a majority vote.
 - 4. In the event that the Board of Directors does not appoint a candidate to fill the vacancy, the Nominating Committee shall provide the Board of Directors with an alternate candidate(s), and a written description of each candidate's qualifications in accordance with Section 3.04 C.2 above. This process shall continue until the positions are filled by either appointment by the Board of Directors or by election by the Board of Governors.

- 3.05 **Meetings:** Meetings of the Board of Directors shall be held at any time or place, pursuant to a resolution of the Board of Directors or to a call signed by the President or three (3) Directors. Notice of any meeting shall be made in writing to all members of the Board, not less than two (2) weeks in advance of the meeting except for special meetings.

- 3.06 Compensation:** No Director shall be entitled to receive compensation for service as a Director. Reimbursement by the Corporation may be made for reasonable expenses incurred in the course of a Director's duties. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity, provided that the rendering of such services conforms to the Conflict of Interest Policy.
- 3.07 Quorum:** The presence of a majority of the Directors serving shall constitute a quorum at any meeting of the Board of Directors.
- 3.08 Voting:** Each voting member of the Board of Directors shall have one (1) vote on each matter submitted to the Board of Directors for its vote, consent, waiver, release or other action. There shall be no voting by proxy.
- 3.09 Representatives to Other Organizations:**
- A. The Board of Directors shall appoint the Corporation's representative to the National Governing Bodies Council (NGB Council) of the USOC.
 - B. The Board of Directors shall nominate the Corporation's representative to FINA, UANA Executive and Technical Artistic Swimming Committees (TASC) from recommendations provided by the International Relations Committee. The term of office for these positions is as follows:
 1. FINA TASC Representative: Upon acceptance of the recommendation by FINA, the position begins at the conclusion of the World Championships immediately following the Summer Olympic Games until a new committee is constituted at the World Championships immediately following the next Summer Olympic Games.
 2. UANA Executive Representative: Upon acceptance of the recommendation by UANA, the position begins at the conclusion of the Pan American Games until a new committee is constituted following the next Pan American Games.
 3. UANA TASC Representative(s): Upon acceptance of the recommendations by UANA, the position(s) begin(s) at the conclusion of the Pan American Games until a new committee is constituted following the next Pan American Games.
 - C. The Board of Directors shall recommend or appoint, dependent on the organization, the Corporation's representative to all other committees and organizations on which the Corporation is entitled to representation.

ARTICLE 4

OFFICERS

- 4.01 Officers:** The officers of the Corporation shall be President, Vice President Competitive Operations, Vice President Education and Certification, Vice President Marketing and Member Services, Vice President Olympic International and Treasurer.
- 4.02 Elections:** Candidates for office must be members of the Corporation, should be consenting and need not be present to be elected. Officers shall be elected at the Annual Meeting of the Corporation as follows:
- A. The President, Vice President Olympic International and Vice President Education and Certification shall be elected in even numbered years.
 - B. The Vice President Competitive Operations, Vice President Marketing and Member Services, and Treasurer shall be elected in odd numbered years.
- 4.03 Term of Office:** The term of each office shall be two (2) years, and shall begin immediately following the Annual Meeting of the Corporation. Officers may be reelected to a second term, but may serve no more than four (4) consecutive years on the Board of Directors. An officer may serve up to an additional four (4) years if elected President immediately after serving as an Officer. An officer who is replaced must wait as many consecutive years as have been served consecutively, with a maximum of four (4) years off the Board of

Directors before being eligible for 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.

- 4.04 Role of an Officer:** The role of an officer shall be to set goals, objectives and policies for the organization, help develop and communicate the organization's long-range plans and serve as liaison between the National Office staff, committees and the general membership. Officers shall delegate tasks, monitor progress and provide support as needed to their committees.
- 4.05 President:** The President shall serve as Chair of the Board of Directors of the Corporation. The President shall exercise duties prescribed in the USSS Code and shall be an ex-officio member of all committees and subcommittees except the Ethics, Nominating and Election Committees. The President serves as liaison to other organizations in the absence of designated representatives. The President shall be responsible for the committees listed in Section 5.01 A of the USSS Code. If the President is unable to fulfill his/her duties, the President shall appoint an acting President from among the members of the Board of Directors. If the President is unable to appoint an acting President, the Board of Directors shall select an acting President from among its members.
- 4.06 Vice President Competitive Operations:** Shall be responsible for the committees listed in Section 5.01 B of the USSS Code.
- 4.07 Vice President Education and Certification:** Shall be responsible for the Boards listed in Section 5.01 C of the USSS Code.
- 4.08 Vice President Marketing and Member Services:** Shall be responsible for the committees listed in Section 5.01 D of the USSS Code.
- 4.09 Vice President Olympic International:** Shall be responsible for the committees listed in Section 5.01 E of the USSS Code.
- 4.10 Treasurer:** Shall be the Chief Financial Officer of the Corporation, responsible to the Board of Directors for overseeing financial planning, and providing advice on financial policy as required by the Board of Directors and Article 8 of the USSS Code. The Treasurer shall not be a member of the Audit Committee.
- 4.11 Immediate Past President:** Shall serve one (1) year immediately following his/her term of office. The Immediate Past President shall serve as an advisor to the new President, with voice but without a vote.
- 4.12 Executive Director:**
- A. There shall be an Executive Director who shall serve as the Chief Executive Officer of the Corporation. The Executive Director shall be employed by the Board of Directors for whatever term the Board of Directors deems appropriate and may be removed at any time with or without cause by the Board of Directors without prejudice to his/her contract rights.
 - B. The Executive Director shall not have the status of an officer of the Corporation, but shall be entitled to attend all meetings of the Board of Directors and shall be a non-voting member of the standing committees.
 - C. The Executive Director shall sign all contracts entered into by the Corporation in accordance with board policy.

ARTICLE 5
COMMITTEES

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

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|---|--|
| <p>A. <u>President:</u></p> <ol style="list-style-type: none">1. Nominating2. Election3. Governance4. Audit Committee of the Board of Directors5. Ethics | <p>D. <u>Vice President Marketing and Member Services:</u></p> <ol style="list-style-type: none">1. Membership2. Marketing and Promotion3. Awards and History<ol style="list-style-type: none">a. Lillian MacKellar Awardb. History |
| <p>B. <u>Vice President Competitive Operations:</u></p> <ol style="list-style-type: none">1. Rules<ol style="list-style-type: none">a. Figures2. Collegiate3. Masters4. Championship Management and Sites | <p>E. <u>Vice President Olympic International:</u></p> <ol style="list-style-type: none">1. International Relations<ol style="list-style-type: none">a. International Relations Review2. National Team Program<ol style="list-style-type: none">a. National Team Review |
| <p>C. <u>Vice President Education and Certification:</u></p> <ol style="list-style-type: none">1. Coaches' Board<ol style="list-style-type: none">a. Coaches' Review2. Judges' Board<ol style="list-style-type: none">a. Judges' Review3. Long Term Athlete Development Board | |

5.02 Committee Chairs shall be appointed by the respective Officer, unless otherwise defined in the USSS Code, with the approval of the President. The role of a Committee Chair shall be to understand and support the goals and long-range plans of the organization. The Committee Chair shall communicate the goals to the committee members. The Committee Chairs shall work with their respective Officer and their committees to make recommendations to accomplish these goals. When appropriate, the Committee Chair shall delegate tasks and responsibilities to the committee members and monitor progress toward accomplishing these goals.

5.03 Composition: Committee Chairs shall appoint members of their committees, unless otherwise defined in the USSS Code, with the approval of the Officer responsible, and they 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 twenty percent (20%) Athlete Representation unless the composition of the committee is otherwise defined in the USSS 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 s/he is responsible. The Executive Director may assign National Office staff to serve as advisors to the Committees or Boards.

5.04 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 Corporation, 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 USSS 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 USSS website for the USSS 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 USSS 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;
 - b. Two (2) representatives from each Zone, elected by the respective Zones at the Annual Meeting of the Corporation. 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 USSS Code, necessary to assure that at least twenty percent (20%) 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 to serve as an advisor.
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. 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. The President shall appoint an Election Committee, which will consist of at least three (3) members and not more than five (5).
- C. Governance Committee:**
1. The Governance Committee shall:
 - a. Maintain the USSS Code and Administrative Rules of the Corporation, including the required By-Laws for the LSSCs and Zones and appropriate Appendices.
 - b. Revise, as appropriate, the USSS Code and Administrative Rules to conform to FINA Rules and Regulations and the USOC 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, 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 USSS Code, necessary to assure that at least twenty percent (20%) of the Governance Committee are athletes.
- 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 USOC 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; and
 - c. The USOC-AAC Representative.
- E. Ethics Committee:**
1. The Ethics Committee shall:
 - a. Investigate and make recommendations on any matter referred to it by the Executive Director, President or Board of Directors pursuant to Article 2 of the Code of Ethics. See Appendix P.
 - b. Periodically review the Code of Ethics and make recommendations to the Board of Directors.
 - c. Review and provide guidance on ethical questions presented to it by members, employees, the Executive Director or the Board of Directors.
 - d. Review and provide guidance on conflicts of interest disclosed pursuant to the Conflict of Interest Policy at the request of the Executive Director or the Board of Directors.
 - e. Provide training on conflicts of interest and ethics, as requested.
 2. The composition of the Ethics Committee shall include:
 - a. The Chair, appointed by the Board of Directors from among the members of USSS;

- b. Three (3) individuals who meet the definition of “Independent”. See Section 3.02 D of the USSS Code; and
 - c. One (1) Athlete Representative, appointed by the AEC President, who meets the requirements of Section 7.06 A of the USSS Code.
3. All members of the committee, other than the Athlete Representative, shall be appointed by the Board of Directors.
 4. Individuals, other than the Chair, may not serve on the Ethics Committee while serving as a member of the Board of Directors.

5.05 Competitive Operations Committees:

A. Rules Committee:

1. The Rules Committee shall:
 - a. Review proposals for changes to the USSS 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 USSS Code and Administrative Rules.
2. The composition of the Rules Committee shall include:
 - a. The Chair, appointed by the Vice President Competitive Operations;
 - b. Two (2) representatives from each Zone, appointed by the Committee Chair in consultation with the respective Zone Chair;
 - c. Two (2) representatives from the Collegiate Program, appointed by the Chair of the Collegiate Committee;
 - d. Two (2) representatives from the Masters Program, appointed by the Chair of the Masters Committee; and
 - e. That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least twenty percent (20%) of the Rules Committee are athletes.
3. Figures Subcommittee: Shall review proposals for changes to the figure descriptions and groups and revise, as appropriate, to conform to FINA figure descriptions. The Figures Subcommittee shall recommend figures rule proposals to the Rules Committee for action.
 - a. The composition of the Figures Subcommittee shall include:
 - (1) The Chair, appointed by the Vice President Competitive Operations from among the committee members;
 - (2) Eight (8) members appointed by the Vice President Competitive Operations; and
 - (3) That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least twenty percent (20%) of the Figures Subcommittee are athletes.

B. Collegiate Committee: Shall serve as advisors for the Collegiate Program, including the U.S. Collegiate Championship and recommend Collegiate Program proposals to the Rules Committee for action.

1. The composition of the Collegiate Committee shall include:
 - a. The Chair, elected at the Collegiate Annual Meeting held in conjunction with the U.S. Collegiate Championship;
 - b. A maximum of eight (8) At-Large members appointed by the Collegiate Committee Chair; and
 - c. That number of Athlete Representatives, elected by Collegiate Athletes at the U.S. Collegiate Championship, necessary to assure that at least twenty percent (20%) of the Collegiate Committee are athletes.

C. Masters Committee: Shall serve as advisors for the Masters Program, including the U.S. Masters Championship and recommend Masters Program proposals to the Rules Committee for action.

1. The composition of the Masters Committee shall include:
 - a. The Chair, elected at the Masters Annual Meeting held in conjunction with the U.S. Masters Championship;

- b. A maximum of eight (8) At-Large members appointed by the Masters Committee Chair; and
 - c. That number of Athlete Representatives, elected by Masters Athletes at the U.S. Masters Championship, necessary to assure that at least twenty percent (20%) of the Masters Committee are athletes.
- D. Championship Management and Sites Committee:** Shall prepare for and oversee all aspects of the National Championships, including site selection recommendations to the Executive Director, and serve as advisors to all meet managers. The Executive Director shall present the site selections to the Board of Directors for approval.
- 1. The composition of the Championship Management and Sites Committee shall include:
 - a. The Chair, appointed by the Vice President Competitive Operations;
 - b. The four (4) Zone Technical Chairs;
 - c. One (1) representative from each Zone, elected by the respective Zone at the Annual Meeting of the Zone in conjunction with the Zone Championships;
 - d. One (1) representative from the Zone Scoring Chairs who has been selected from among the Zone Scoring Chairs;
 - e. The Sound/Equipment Manager appointed by the Vice President Competitive Operations; and
 - f. That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least twenty percent (20%) of the Championship Management and Sites Committee are athletes.

5.06 Education and Certification Boards:

- A. Coaches' 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 Administrator of the Coaches' Programs, as Chair. The Administrator of the Coaches' Programs is appointed by the Vice President Education and Certification. 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 Education and Certification 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 President, who meet the requirements of Section 7.06 A of the USSS Code, necessary to assure that at least twenty percent (20%) of the Coaches' Board are athletes.
 - 2. Coaches' Review Subcommittee: Shall promptly investigate all formal requests for review of a coach's record and/or conduct as a coach. The report of the investigation, findings and recommendations shall be forwarded to the Board of Directors.
 - 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 President, who meet the requirements of Section 7.06 A of the USSS Code, and are retired from competition, necessary to assure that at least twenty percent (20%) of the Coaches' Review Subcommittee are athletes.
- B. Judges' Board:** Shall oversee programs to recruit, educate, certify and evaluate judges for all levels.
- 1. The composition of the Judges' Board shall include:
 - a. The Administrator of the Judges' Programs, as Chair. The Administrator of the Judges' Programs is appointed by the Vice President Education and Certification and must hold a judges' rating of Retaining Level 4 or higher. The Administrator of the Judges' Programs shall be responsible for supervising and assigning tasks to the members of the Board, recommending policy changes to the Vice

- President Education and Certification, recruiting judges, and administering judges selection for and assignment during National Championships.
 - b. The four (4) Zone Officials Chairs;
 - c. Four (4) At-Large members appointed by the Administrator of the Judges' Programs; and
 - d. That number of Athlete Representatives, appointed by the AEC President, who meet the requirements of Section 7.06 A of the USSS Code, necessary to assure that at least twenty percent (20%) of the Judges' Board are athletes.
2. Judges' Review Subcommittee: Shall review the performance of all certified judges, and promptly investigate all formal requests for review of a judge's record and/or conduct as a judge. The report of the investigation, findings and recommendations shall be forwarded to the Board of Directors. See Appendix G, Section 1.13.
- a. The composition of the Judges' Review Subcommittee shall include:
 - (1) The Administrator of the Judges' Programs, as Chair;
 - (2) The four (4) Zone Officials Chairs; and
 - (3) That number of Athlete Representatives, appointed by the AEC President, who meet the requirements of Section 7.06 A of the USSS Code, and are retired from competition, necessary to assure that at least twenty percent (20%) of the Judges' Review Subcommittee are athletes.
- C. Long Term Athlete Development Board:** Shall, in conjunction with the High Performance Director and the Education Director, develop and coordinate a Long Term Athlete Development Program.
1. The composition of the Long Term Athlete Development Board shall include:
- a. The Chair, appointed by the Vice President Education and Certification;
 - 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 Director 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 Education and Certification.
 - (3) Grass Roots Programs – to be appointed by the Vice President Education and Certification.
 - (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 President, necessary to assure that at least twenty percent (20%) of the Long Term Athlete Development Board are athletes.

5.07 Marketing and Member Services 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 Marketing and Member Services;
 - 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. One (1) representative from each Zone, appointed by the Membership Committee Chair; and
 - d. That number of Athlete Representatives, appointed by the AEC President, who meet the requirements of Section 7.06 A of the USSS Code, necessary to assure that at least twenty percent (20%) of the Membership Committee are athletes.
- B. Marketing and Promotion Committee:**
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 Marketing and Member Services;
 - b. A maximum of eight (8) At-Large members appointed by the Marketing and Promotion Committee Chair; and
 - c. That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least twenty percent (20%) of the Marketing and Promotion Committee are athletes.
- 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 synchronized swimming in the United States.
2. The composition of the Awards and History Committee shall include:
- a. The Chair, appointed by the Vice President Marketing and Member Services;
 - b. A maximum of eight (8) At-Large members appointed by the Awards and History Committee Chair; and
 - c. That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least twenty percent (20%) of the Awards and History Committee are athletes.
3. Membership Prerequisite: Committee members shall have been involved with the sport for more than ten (10) 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 Marketing and Member Services from among previous recipients;
 - (2) All Lillian MacKellar Distinguished Service Award recipients in attendance at the Annual Convention; and
 - (3) That number of Athlete Representatives, appointed by the AEC President, necessary to assure that at least twenty percent (20%) 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 President, necessary to assure that at least twenty percent (20%) of the History Subcommittee are athletes.

5.08 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, UANA Executive, UANA 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 Director, 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 synchronized swimming experience;
 - b. The President of the Corporation;
 - c. The Immediate Past Vice President Olympic International;
 - d. U.S. representatives, if members of U.S. Synchronized Swimming, to the FINA Bureau and the UANA Executive and other international organizations;
 - e. U.S. representatives to the FINA and UANA TASCs;
 - f. Five (5) At-Large members elected by the Board of Governors at the Annual Meeting of the Corporation in the year of the Summer Olympic Games;
 - g. That number of Athlete Representatives necessary to assure that at least twenty percent (20%) of the International Relations Committee are athletes. The Corporation's representative to the USOC Athletes Advisory Council (USOC-AAC) and USOC-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 President, meet the requirements of Section 7.06 A of the USSS Code, and shall be retired from competition; and
 - h. The High Performance Director shall serve as an advisor without a vote.
3. 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.
4. Those members of the International Relations Committee being considered for international positions or assignments shall excuse themselves from the discussion and vote.
5. 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.
 - 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 Director;
 - (4) One (1) retired athlete selected by the High Performance Director who is unaffiliated with any of the athletes in contention; 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 synchronized swimming, and demonstrates a fair and unbiased disposition.

B. National Team Program Committee:

1. The High Performance Director is empowered with all decision-making authority necessary for the formulation, development and implementation of a National Team program. The High Performance Director 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 Director 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 U.S. Synchronized Swimming National Team Quad Plan, developmental programs and training camps.
 - b. Assist in the implementation of the U.S. Synchronized Swimming National Team Quad Plan, developmental programs and training camps.
 - c. Help develop a plan to identify and train synchronized 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 Director, as Chair;
 - b. Seven (7) National Team Coaches, selected by the High Performance Director, 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;
 - c. 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 Corporation in the year of the Summer Olympic Games to serve a four (4) year term;
 - d. That number of Athlete Representatives necessary to assure that at least twenty percent (20%) of the National Team Program Committee are athletes. The Corporation's representative to the USOC Athletes Advisory Council (USOC-AAC) shall be one (1) of these athletes. The remaining members of the National Team Program Committee who are Athlete Representatives shall be appointed by the AEC President, meet the requirements of Section 7.06 A of the USSS Code, and shall be retired from competition; and
 - e. The Corporation's representatives to the FINA and UANA TASCs and the NGB Council of the USOC 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 Director;
 - (4) One (1) retired athlete selected by the High Performance Director who is unaffiliated with any of the athletes in contention; 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 synchronized swimming, and demonstrates a fair and unbiased disposition.

5.09 Other Committees: In addition, the Board of Directors or the President may appoint any other committees, which may be designated as pertinent to the conduct of the business of the Corporation.

ARTICLE 6

TERRITORIAL ORGANIZATION

- 6.01 Organization:** The Corporation's activities in the conduct of synchronized swimming competitions and other programs other than at the national and international levels shall be conducted as set forth herein.
- 6.02 LSSC:** There shall be an LSSC organized in each of the associations/territories set forth in Section 6.03 below. Each LSSC shall:
- A. Incorporate as a non-profit organization in the state in which it operates.
 - B. Have By-Laws which include at least those provisions set forth in Appendix A.
 - C. Annually file the By-Laws of the LSSC with the National Office of the Corporation.
- 6.03 LSSC Association/Territory:** The association/territory of each of the LSSCs shall be as follows:

Adirondack - The State of New York east of Jefferson, Lewis, Oneida, Madison and Chenango Counties and north of Delaware, Ulster, Broome and Dutchess Counties.

Alaska - The State of Alaska.

Allegheny Mountain - The State of Pennsylvania west of and including McKean, Cameron, Clearfield, Blair, Cambria and Somerset Counties; Marshall, Brooke, Ohio and Hancock Counties in the State of West Virginia; and Columbiana, Belmont and Jefferson Counties in the State of Ohio.

Arizona - The State of Arizona.

Carolina - The States of North Carolina and South Carolina.

Central California - Monterey, San Benito, Merced, Mariposa, Madera, Mono, Fresno, Kings, Tulare, Inyo, Kern and San Luis Obispo Counties in the State of California.

Connecticut - The State of Connecticut.

Dakota - The States of North Dakota and South Dakota.

Gulf - The State of Texas south of and including Robertson, Leon, Austin, Houston, Angelina, Nacogdoches and Shelby Counties; and east of and including Fort Bend, Wharton, Colorado, Waller, Grimes, Brazos and Matagorda Counties; and the States of Louisiana and Mississippi.

Hawaii - The State of Hawaii.

Illinois - The State of Illinois except St. Clair, Calhoun, Greene, Jersey, Monroe and Madison Counties.

Indiana - The State of Indiana except Floyd, Clark and Dearborn Counties.

Inland Empire - The State of Washington east of and including Okanogan, Chelan, Kittitas, Yakima and Klickitat Counties; and the State of Idaho north of and including Idaho County.

Iowa - The State of Iowa east of and including Dickinson, Clay, Buena Vista, Sac, Carroll, Audubon, Cass, Adams and Taylor Counties.

Lake Erie - The State of Ohio north and east of and including Erie, Huron, Seneca, Crawford, Richland, Ashland, Wayne, Stark, Tuscarawus and Mahoning Counties.

Maryland - The State of Maryland except Frederick, Montgomery and Prince Georges Counties.

Metropolitan - The State of New York south of and including Sullivan, Ulster and Dutchess Counties.

Michigan - The State of Michigan.

Middle Atlantic - The State of Delaware and the State of Pennsylvania east of and including Potter, Clinton, Centre, Huntingdon and Bedford Counties.

Midsouth - The State of Kentucky, except Boyd County; the State of Tennessee; and Floyd and Clark Counties in the State of Indiana.

Minnesota East - The State of Minnesota east of US Interstate 35.

Minnesota West - The State of Minnesota west of US Interstate 35.

Missouri Valley - The State of Kansas; the State of Oklahoma; the State of Nebraska; the State of Iowa including Lyon, Osceola, Sioux, O'Brien, Plymouth, Cherokee, Woodbury, Ida, Monona, Crawford, Harrison, Shelby, Pottawattamie, Mills, Montgomery, Fremont and Page Counties; and the State of Missouri west of and including Schuyler, Adair, Macon, Randolph, Audrain, Callaway, Cole, Moniteau, Morgan, Benton, Hickory, Polk, Greene, Christian and Taney Counties.

Montana - The State of Montana; and Park, Teton, Hot Springs and Fremont Counties in the State of Wyoming.

New England North - The States of Vermont, New Hampshire and Maine and the northern towns of Middlesex County and Essex County, as defined by the Massachusetts Registry of Deeds. The northern towns of Middlesex County are: Billerica, Carlisle, Chelmsford, Dracut, Dunstable, Lowell, Tewksbury, Tyngsborough, Westford and Wilmington. The northern towns of Essex County are: Andover, Lawrence, Methuen and North Andover.

New England South - The State of Rhode Island and all of Massachusetts exclusive of the northern towns of Middlesex County and Essex County, as defined by the Massachusetts Registry of Deeds. The northern towns of Middlesex County are: Billerica, Carlisle, Chelmsford, Dracut, Dunstable, Lowell, Tewksbury, Tyngsborough, Westford and Wilmington. The northern towns of Essex County are: Andover, Lawrence, Methuen and North Andover.

New Jersey - The State of New Jersey.

New Mexico - The State of New Mexico.

Niagara - The State of New York west of and including Oswego, Onondaga and Cortland Counties.

Northeast Florida - The State of Georgia; and Nassau, Duval, Clay, St. Johns, Putnam, Flagler, Volusia, Seminole, Orange, Osceola, Brevard, Indian River, Okeechobee, St. Lucie and Martin Counties, and Palm Beach County north of State Road 704 in the State of Florida.

Northwest Florida - The State of Alabama; and Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Jackson, Bay, Calhoun, Gulf, Liberty, Gadsden, Franklin, Wakulla, Leon, Jefferson, Madison, Taylor, Hamilton, Suwannee, Lafayette, Columbia, Baker, Union, Bradford, Dixie, Gilchrist, Levy, Alachua, Marion, Lake, Citrus, Sumter, Polk, Hernando and Pasco Counties, and Hillsborough County north of Highway 60 in the State of Florida.

Ohio - The State of Ohio south and west of and including Ottawa, Sandusky, Wood, Hancock, Wyandot, Marion, Morrow, Knox, Holmes, Coshocton, Guernsey, Noble and Monroe Counties; Harrison and Carroll Counties; not including Washington and Lawrence Counties; and Dearborn County in the State of Indiana.

Oregon - The State of Oregon and Cowlitz, Clark and Skamania Counties in the State of Washington.

Ozark - The State of Missouri east of and including Scotland, Knox, Shelby, Monroe, Ralls, Pike, Montgomery, Osage, Miller, Camden, Dallas, Webster, Douglas and Ozark Counties; and Calhoun, Greene, Jersey, Madison, St. Clair and Monroe Counties in the State of Illinois.

Pacific - The State of California north of and including Santa Cruz, Santa Clara, Stanislaus, Tuolumne and Alpine Counties; and west of and including Humboldt, Mineral, Churchill and Lander Counties in the State of Nevada.

Pacific Northwest - The State of Washington west and north of Okanogan, Chelan, Kittitas, Yakima, Cowlitz and Skamania Counties.

Potomac Valley - The District of Columbia; Frederick, Montgomery and Prince Georges Counties in the State of Maryland; and Arlington, Fairfax, Loudon, Fauquier and Prince William Counties and the cities of Alexandria and Falls Church in the State of Virginia.

Rocky Mountain - The State of Colorado.

San Diego/Imperial - San Diego and Imperial Counties in the State of California.

Snake River - The State of Idaho south of and including Lemhi, Valley and Adams Counties; and Elko, White Pine and Eureka Counties in the State of Nevada.

South Texas - The State of Texas west of and including Milam, Burleson, Washington, Austin, Fayette, Lavaca, Jackson and Calhoun Counties; south of and including Menard, Mason, Llano, Burnett, Lampasas and Bell Counties; and east of and including Val Verde, Sutton and Schleicher Counties; and north of and including Reeves, Pecos, Crane, Upton, Reagan, Irion, Tom Green, Concho, McCulloch and San Saba Counties; and west of and including Hardeman, Foard, Knox, Haskell, Jones, Callahan, Brown and Mills Counties; and El Paso, Hudspeth, Culberson, Jeff Davis, Presidio, Brewster, Terrell and Crockett Counties.

Southeast Florida - Palm Beach County south of State Road 704; Broward and Miami-Dade Counties in the State of Florida.

Southern California - Ventura, Los Angeles, San Bernardino, Orange, Riverside and Santa Barbara Counties in the State of California.

Southern Nevada - Nye, Lincoln, Clark and Esmeralda Counties in the State of Nevada.

Southwest Florida - Hillsborough County south of Highway 60; Pinellas, Manatee, Hardee, Sarasota, Desoto, Highlands, Charlotte, Glades, Lee, Hendry, Collier and Monroe Counties in the State of Florida.

Southwestern - The State of Texas east and north of and including Wilbarger, Baylor, Throckmorton, Shackelford, Eastland, Comanche, Hamilton, Coryell, McLennan, Falls, Limestone, Freestone, Anderson, Cherokee, Rusk, Panola and Bowie Counties; and the State of Arkansas.

Utah - The State of Utah.

Virginia - The State of Virginia, except Arlington, Fairfax, Loudon, Fauquier and Prince William Counties and the cities of Alexandria and Falls Church; and the State of West Virginia except Hancock, Brooke, Ohio and Marshall Counties; and Lawrence and Washington Counties in the State of Ohio; and Boyd County in Kentucky.

Wisconsin - The State of Wisconsin.

Wyoming - The State of Wyoming, except Park, Teton, Hot Springs and Fremont Counties.

6.04 Zones: There shall be a Zone organized in each of the territories set forth in Section 6.05 below. Each Zone shall:

- A. Have By-Laws which include at least those provisions set forth in Appendix B.
- B. Annually file the By-Laws of the Zone with the National Office of the Corporation.

6.05 Zone Territory: The territory of each Zone shall consist of the following LSSCs respectively:

EAST

Adirondack, Allegheny Mountain, Connecticut, Lake Erie, Maryland, Metropolitan, Middle Atlantic, New England North, New England South, New Jersey and Niagara.

NORTH

Dakota, Illinois, Indiana, Iowa, Michigan, Midsouth, Minnesota East, Minnesota West, Missouri Valley, Ohio, Ozark, Rocky Mountain and Wisconsin.

SOUTH

Carolina, Gulf, Northeast Florida, Northwest Florida, Potomac Valley, South Texas, Southeast Florida, Southwest Florida, Southwestern and Virginia.

WEST

Alaska, Arizona, Central California, Hawaii, Inland Empire, Montana, New Mexico, Oregon, Pacific, Pacific Northwest, San Diego/Imperial, Snake River, Southern California, Southern Nevada, Utah and Wyoming.

ARTICLE 7

ATHLETES REPRESENTATION

7.01 Athletes Committee: There shall be an Athletes Committee composed as follows:

- A. **LSSC Representatives:** One (1) Athlete Representative from each LSSC shall be elected at the LSSC Championships every year to serve a two (2) year term. The most recently elected representative shall be in training, and the senior representative shall be the voting representative to the Board of Governors.
- B. **At-Large:** One (1) At-Large Athlete Representative shall be elected each year at the General Athletes Meeting at the U.S. National Championship to serve a two (2) year term. See Article 2, Section 2.02 E.4 of the USSS Code.
- B. **Zone Representatives:** Athlete Representatives (one from each Zone) shall be elected each year at the Zone Championships to serve a two (2) year term. The most recently elected representative shall be in training, and the senior representative shall be the voting representative to the Board of Governors.
- C. **Collegiate Representatives:** Two (2) Athlete Representatives shall be elected each year at the U.S. Collegiate Championship to serve a two (2) year term. Additionally, one (1) Athlete Representative from each Region shall be elected every year at the Collegiate Regional Championships to serve a two (2) year term. The most recently elected representative shall be in training, and the senior representative shall be the voting representative to the Board of Governors. Collegiate Athlete Representatives may serve one (1) year after leaving college.
- D. **Masters Representatives:** Two (2) Athlete Representatives shall be elected each year at the U.S. Masters Championship to serve a two (2) year term. Each representative must be from a different Zone.
- E. **Athletes Executive Council (AEC):** The Athlete Representatives on the AEC shall be automatic members of the Athletes Committee.

7.02 Athletes Executive Council: There shall be an Athletes Executive Council (AEC) composed of six (6) AEC Officers, the USOC Athletes Advisory Council (USOC-AAC) Representative, the At-Large Representative and any additional Board of Directors Athlete Representatives as set forth herein. The AEC shall have the authority to act for the Athletes Committee between meetings. Each AEC member is an ex-officio member of all Standing Committees within their area of responsibility and shall communicate athlete opinion and advice to each committee.

- A. The AEC Officers, with the exception of the AEC President, the USOC-AAC Representative, the At-Large Representative, and any additional Board of Directors Athlete Representatives, shall be elected by the Athletes Committee at the Annual Meeting of the Corporation to serve a two (2) year term as follows:
 - 1. The AEC Vice President Olympic International, AEC Vice President Education and Certification, and AEC Secretary shall be elected in even numbered years.
 - 2. The AEC Vice President Competitive Operations and AEC Vice President Marketing and Member Services shall be elected in odd numbered years.
- B. The AEC President shall be directly elected by athletes, who meet the requirements of Section 7.06 A, in even numbered years to serve a two (2) year term. See Section 7.08 below.
- C. The USOC-AAC Representative shall be elected in the Olympic year to serve a four (4) year term. See Section 7.07 below.
- D. The At-Large Representative and any additional Board of Directors Athlete Representatives, excluding the AEC President and the USOC-AAC Representative, shall be directly elected by athletes, who meet the requirements of Section 7.06 A, in odd numbered years to serve a two (2) year term. See Section 7.08 below.
- E. **Responsibilities:**
 - 1. AEC President: Shall chair both the AEC and the Athletes Committee, shall serve on the Board of Directors and shall be responsible for the committees listed in Section 5.01 A of the USSS Code.
 - 2. AEC Vice President Competitive Operations: Shall be responsible for the committees listed in Section 5.01 B of the USSS Code.
 - 3. AEC Vice President Education and Certification: Shall be responsible for the Boards listed in Section 5.01 C of the USSS Code.
 - 4. AEC Vice President Marketing and Member Services: Shall be responsible for the committees listed in Section 5.01 D of the USSS Code.
 - 5. AEC Vice President Olympic International: Shall be responsible for the committees listed in Section 5.01 E of the USSS Code.
 - 6. AEC Secretary: Shall be responsible for recording all proceedings of the meetings of the AEC and the Athletes Committee.
 - 7. The USOC-AAC Representative: Shall serve in the absence of the AEC President and be responsible for reporting USOC matters to the AEC, the Athletes Committee and the Board of Directors.
 - 8. The At-Large Representative: Shall serve in the absence of both the AEC President and the USOC-AAC Representative and be responsible for attending all Board of Directors meetings and communicating athlete opinion to the Board and the Athletes Committee.
 - 9. Additional Board of Directors Athlete Representatives: Shall serve on the Board of Directors and be responsible for communicating athlete opinion to the Board and the Athletes Committee.
- F. All AEC members, with the exception of the AEC President, the USOC-AAC Representative, the At-Large Representative, and any additional Board of Directors Athlete Representatives, shall meet at least the minimum requirements of Section 7.06 B below at the time of their election. The AEC President, the At-Large Representative, and any additional Board of Directors Athlete Representatives shall meet the requirement of Section 7.06 A below at the time of their election. The USOC-AAC Representative shall meet the requirement of Section 7.07 below.

7.03 Term of Office: The term of the AEC and Board of Directors Athlete Representatives shall be two (2) years, with the exception of the USOC-AAC Representative, and shall begin immediately following the Annual Meeting of the Corporation in the year of their election. All other Athlete Representatives shall take office immediately following the competition at which their election was held and their term of office shall include two (2) Annual Meetings and terminate when their successor is elected at the appropriate competition. See Section 7.07 below for the term of office for the USOC-AAC Representative.

7.04 Procedures for General Athlete Representative Nominations, Elections and Vacancies:

- A. During the General Athletes Meeting at the LSSC, Zone, U.S. Collegiate, or U.S. Masters Championship, or U.S. National Championship, an open election shall be held to elect the respective number of Athlete Representatives, with the exception of the USOC-AAC Representative, the AEC President, the At-Large Representative and any additional Board of Directors Athlete Representatives, as set forth in Section 7.01 above. The current Athlete Representatives shall, respectively, chair the elections of their successors for all the Athlete Representative positions except AEC Officers, the At-Large Representative, any additional Board of Directors Athlete Representatives and USOC-AAC Representative.
1. The AEC President shall conduct elections of all AEC Officers, the At-Large Representative and any additional Board of Directors Athlete Representatives.
 2. The At-Large Representative shall conduct the election for the USOC-AAC Representative and the AEC President.
- B. All registered athletes present shall be eligible to vote except in the election of the USOC-AAC Representative, the AEC President and the At-Large Representative and any additional Board of Directors Athlete Representatives. See Section 7.07-7.08 below.
- C. Candidates for office must be members of the Corporation, should be consenting and need not be present to be elected, with the exception of the election of the USOC-AAC Representative, the AEC President, the At-Large Representative and any additional Board of Directors Athlete Representatives. See Section 7.07-7.08 below.
- D. Every club present at the meeting shall have one (1) nomination if they desire. A club may decline to nominate a candidate, but it may not relinquish its nominating privilege to another club.
- E. Five (5) additional candidates may be nominated from the floor.
- F. A primary election shall be held to limit the number of candidates to four (4) if there are more than six (6) nominees.
- G. All elections shall be completed and results announced by the conclusion of the competition or event.
- H. A challenge to any election results must be made in writing to the Chair of the election. When a challenge has been filed, the Chair shall notify the AEC President and AEC Secretary. A candidate that 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.
- I. **Procedures for Filling a Vacancy:** The AEC shall have the authority to fill a vacant AEC or Board of Directors Athlete Representative position, with the exception of the AEC President, the At-Large Representative, the USOC-AAC Representative and any additional Board of Directors Athlete Representatives between meetings of the Athletes Committee. Alternates, as listed in 7.05 below, shall be considered by the AEC to fill the AEC or Board of Directors Athlete Representative vacated position. If there are no alternates for the vacated AEC or Board of Directors Athlete Representative position, the AEC may nominate an Athlete Representative who meets the requirements of the vacated position. A notice of open nomination, including position requirements and a nomination submission deadline, shall be issued to all Athletes Committee members asking if they are interested in filling a vacated AEC or Board of Directors Athlete Representative position. If the AEC President, the At-Large Representative, USOC-AAC Representative or any additional Board of Directors positions are vacated, the position(s) shall be filled in accordance with 7.07 or 7.08 below.
- J. **Holding more than One (1) Position:** In the event that not enough athletes run for AEC Officer positions, Athlete Representatives may hold simultaneous positions on the AEC and the Board of Directors (i.e. AEC Vice President and USOC-AAC Representative). Athletes cannot hold simultaneous positions on the Board of Directors.

7.05 Alternates:

- A. The first and second runner-up from each final election shall be the first and second alternate. If an Athlete Representative moves out of the LSSC or Zone and into another as a competitor, their respective alternate shall assume the duties for the remainder of the term. See Section 7.07 below for USOC-AAC Alternate.

- B. The Athlete Representative shall, whenever possible, give notice to the alternate if unable to attend any of the events.

7.06 Eligibility Requirements for Committees:

- A. All individuals who serve as Athlete Representatives, with the exception of the USOC-AAC Representative, to the “Designated Committees” shall meet the following standards. For purposes of this Section 7.06 A, “Designated Committees” include the Board of Directors, any National Board of Review, and the Nominating, International Relations, National Team Program, Coaches’ Board, Judges’ Board and Membership Committees.
1. At least one-half (1/2) of the individuals serving as Athlete Representatives shall have competed in the NGB’s events or disciplines that are on the sport’s program in the Olympic or Pan American Games.
 2. Up to one-half (1/2) of the individuals serving as Athlete Representatives may have competed in:
 - a. An event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the International Federation of the NGB or is regularly included in the international competition program of the International Federation; or
 - b. The Paralympic Games, or an International Paralympic Committee-recognized World Championship in events on the Paralympic Games Program.
 3. At the time of election, all NGB Athlete Representatives shall have demonstrated their qualifications as athletes by having:
 - a. Within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB’s International Federation for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the International Federation of the NGB; or
 - b. Within the twenty-four (24) months before their election, demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of the NGB’s National Championships or team selection competition for the events outlined in subparagraphs 1 or 2 or in a team sport, have been a member of the NGB’s National Team; or
 - c. For the purposes of the standards outlined above in Section 7.06 A.2.b only, within the ten (10) years preceding election, represented the United States in the Paralympic Games, or an International Paralympic Committee-recognized World Championship in events on the Paralympic Games Program.
 4. Athlete Representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as “Juniors”, “Masters”, “Seniors”, “Veterans” or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or an International Federation has established an age restriction but who otherwise meet the standard set forth in this Section 7.06 A.
- B. All individuals who serve as Athlete Representatives to the committees, which are not “Designated Committees”, shall be determined as follows:
1. At least one-half (1/2) of the individuals serving as Athlete Representatives shall have competed in the NGB’s events or disciplines that are on the sport’s program in the Olympic or Pan American Games.
 2. Up to one-half (1/2) of the individuals serving as Athlete Representatives may have competed in:
 - a. An event or discipline not on the program of the Olympic or Pan American Games, provided that such event or discipline is recognized by the International Federation of the NGB or is regularly included in the international competition program of the International Federation; or
 - b. The Paralympic Games, or an International Paralympic Committee-recognized World Championship in events on the Paralympic Games Program.

3. At the time of election, all NGB Athlete Representatives shall have demonstrated their qualifications as athletes by having:
 - a. Within the ten (10) years preceding election, represented the United States in the Olympic or Pan American Games, or an Operation Gold event, or a World Championship recognized by the NGB's International Federation for which a competitive selection process was administered by the NGB, or, in a team sport, an international championship recognized by the International Federation of the NGB; or
 - b. Within the twenty-four (24) months before their election, demonstrated that they are actively engaged in amateur athletic competition; or
 - c. For the purposes of the standards outlined above in Section 7.06 B.2.b only, within the ten (10) years preceding election, represented the United States in the Paralympic Games, or an International Paralympic Committee-recognized World Championship in events on the Paralympic Games Program.
4. Athlete Representatives may not be drawn from events that categorize entrants in age-restricted classifications commonly known as "Masters", "Seniors", "Veterans" or other similarly designated age-restricted competition. This provision is not meant to exclude from eligibility athletes who compete in an event for which the IOC or an International Federation has established an age restriction but who otherwise meet the standard set forth in this Section 7.06 B.

7.07 USOC – AAC Representative Eligibility, Election and Vacancy Procedures:

- A. **Eligibility:** The USOC-AAC Representative and USOC-AAC Alternate shall have represented the United States in the Olympic or Pan American Games, World Championships or an event designated as an Operation Gold event within the ten (10) years preceding election. Athletes shall not be paid employees of the USOC or USSS and simultaneously serve on the USOC-AAC.
- B. **Term of Office:** In the Olympic year, the USOC-AAC Representative for the next quadrennium shall be elected by email ballot process not later than May 31st. An athlete may serve as the USOC-AAC Representative for a maximum of two four (4) year terms. The USOC-AAC Representative shall take office at the first Athletes Advisory Council (AAC) meeting of the new quadrennium, which typically takes place in January of the year following the Summer Olympic Games.
- C. **Procedures for Nomination and Election:**
 1. The At-Large Representative shall conduct the election for the USOC-AAC Representative.
 2. Only athletes eligible to run for the USOC-AAC Representative position are eligible to vote.
 3. Eligible candidates for the USOC-AAC Representative position may be nominated, regardless of membership in the Corporation.
 4. The At-Large Representative shall email each eligible athlete a self-nomination form for the position of USOC-AAC Representative no later than April 1st of the Olympic Year.
 5. Nomination forms must be returned to the At-Large Representative within thirty (30) days of the date of emailing. Late nominations will not be considered. All nominees will be contacted by the At-Large Representative to confirm their interest in serving in this position.
 6. Not later than May 31st, the At-Large Representative shall email a ballot containing all nominees for election to all athletes who meet the USOC's standards of eligibility to serve as the USOC-AAC Representative. Ballots must be returned within fifteen (15) days of the date of the email.
 7. Ballots will be tallied by the At-Large Representative.
 8. The candidate who receives the greatest number of votes shall be declared the winner of the election. The candidate receiving the second highest number of votes shall become the USOC-AAC Alternate.
 9. A challenge to any election results must be made in writing to the At-Large Representative. When a challenge has been filed, the At-Large Representative shall notify the AEC President and AEC Secretary. A candidate that challenges the

results, or his or her designated representative, has the right to review the ballots in the company of the At-Large Representative and request a recount within five (5) days of the announcement of the election.

- D. **Procedures for Filling a Vacancy:** In the event that the USOC-AAC Representative is unable to complete the term, the USOC-AAC Alternate shall become the USOC-AAC Representative and the runner-up in the election shall become the new USOC-AAC Alternate. If the USOC-AAC Alternate is unable to complete the term, the runner-up in the election shall become the USOC-AAC Alternate. If both Representatives vacate their positions, the next two (2) runners-up shall become the USOC-AAC Representative and USOC-AAC Alternate, respectively. If there is no runner-up, the At-Large Athlete Representative shall hold a new election as soon as possible to fill vacated positions following the timing provided in Section 7.07 C above.

7.08 AEC President, At-Large Representative and any additional Board of Directors Athlete Representatives Eligibility, Election and Vacancy Procedures:

A. **Eligibility:** The AEC President and At-Large Representative and any additional Board of Directors Athlete Representatives must meet the requirements of Section 7.06 A.

B. **Term of Office:** The AEC President will be elected in even numbered years and the At-Large Representative and any additional Board of Directors Athlete Representatives will be elected in odd numbered years, both to serve a two (2) year term.

C. **Procedures for Nomination and Election:**

1. The At-Large Representative shall conduct the election for the AEC President, and the AEC President shall conduct the election for the At-Large Representative and any additional Board of Directors Athlete Representatives.
2. Only athletes that meet the requirements of Sections 7.06 A are eligible to vote.
3. Eligible candidates for the AEC President and At-Large Athlete Representative positions to be elected may be nominated, regardless of membership in the Corporation.
4. The AEC President or the At-Large Representative shall email each eligible athlete a self-nomination form for the position(s) up for election no later than August 1st.
5. Nomination forms must be returned to the AEC President (for the position of At-Large Representative and any additional Board of Directors Athlete Representatives) or the At-Large Representative (for the position of AEC President) within fifteen (15) days of the date of emailing. Late nominations will not be considered. All nominees will be contacted by the AEC President or At-Large Representative to confirm their interest in serving in the respective position.
6. Not later than August 31st, the AEC President (for the position of At-Large Representative and any additional Board of Directors Athlete Representatives) or the At-Large Representative (for the position of AEC President) shall email a ballot containing all nominees for election to all athletes who are eligible to vote. Ballots must be returned within fifteen (15) days of the date of the email.
7. Ballots will be tallied by the AEC President (for the position of At-Large Representative or any additional Board of Directors Athlete Representatives) or by the At-Large Representative (for the position of AEC President).
8. For each election, the candidate who receives the greatest number of votes shall be declared the winner of the election.
9. A challenge to any election results must be made in writing to the Chair of the election. When a challenge has been filed, the Election Chair shall notify the AEC President or the At-Large Representative, respectively and AEC Secretary. A candidate that challenges the results, or his or her designated representative, has the right to review the ballots in the company of the Election Chair and request a recount within five (5) days of the announcement of the election.

D. **Procedures for Filling a Vacancy:** In the event that the AEC President, the At-Large Representative or any additional Board of Directors Athlete Representatives are unable to complete their terms, the next runner-up in the respective elections shall fill the vacancy. If there is no runner-up, the AEC President (for the position of At-Large Representative or any additional Board of Directors Athlete Representatives) or the At-Large Representative (for the position of AEC President) shall hold a new election as

soon as possible to fill the vacated position following the timing provided in Section 7.08 C above.

ARTICLE 8

FINANCES

- 8.01 Budget Approval:** The Treasurer shall be responsible for overseeing the preparation of the budget of the Corporation, and for obtaining the approval of the Board of Directors.
- 8.02 Responsibilities:** The Treasurer shall be responsible to assure that:
- A. All records of monies, accounts, books, papers and vouchers pertaining to the office of Treasurer for audit or other purposes, are delivered to the independent auditors, USOC auditors, or Audit Committee when requested.
 - B. An annual financial report is prepared for presentation at the Annual Meeting of the Board of Governors.
 - C. Clubs, LSSCs and Zones are aware of their financial responsibilities and reporting requirements to the Corporation.
- 8.03 Annual Audit:** The financial records of the Corporation shall be audited annually by an independent Certified Public Accountant selected by the Audit Committee, showing the income and disbursements of the Corporation. Such annual financial reports shall be made available for inspection by members of the general public at the Corporation's principal office on request made within sixty (60) days after notice of availability.
- 8.04 Fiscal Period:** The Corporation shall have a fiscal period for tax and accounting purposes commencing on the first day of January in each year.

ARTICLE 9

INDEMNIFICATION

- 9.01 Indemnification:** The Corporation shall indemnify every person who is or was a Director, Officer, or employee of the Corporation, against reasonable expenses including attorney's fees and disbursements, judgments, decrees, fines, penalties and amounts paid in settlement, in connection with any pending or threatening claim, action, suit, or proceeding (civil, criminal, administrative or investigative) in which the person may be involved or threatened to be involved, as a party or otherwise, by reason of being or having been such Director, Officer, or employee; provided a determination is made in the manner provided in Section 9.02 below, that such person:
- A. Was not negligent or guilty of misconduct in the performance of duties to the Corporation;
 - B. Acted in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation; and
 - C. In any matter the subject of a criminal action, suit, or proceeding, had no reasonable cause to believe that the conduct was unlawful.
- Notwithstanding the foregoing, if, at any time, any provision of Ohio law prohibits indemnification in respect to any claim, action, suit or proceeding, any indemnification in respect thereof shall be made only in accordance with such provision.
- 9.02 Determination:** The determination in Section 9.01 above, shall be made by:
- A. Adjudication of a court of competent jurisdiction;
 - B. A majority vote of a quorum consisting of disinterested Directors of the Corporation who are or were not parties to or threatened with any such claim, action, suit, or proceeding; or

C. Independent legal counsel in a written opinion, if a quorum is not obtainable or if the quorum of disinterested Directors so directs. In making a determination, the disinterested Directors may conclusively rely upon an opinion, as to facts or law or both, of independent legal counsel selected by them. The termination of a claim, action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of guilty or of nolo contendere or its equivalent shall not of itself create a presumption that the Director, Officer, or employee was negligent or guilty of misconduct in the performance of duties to the Corporation, or in any matter the subject of a criminal action, suit, or proceeding, had reasonable cause to believe that the conduct was unlawful.

9.03 Expenses incurred with respect to any claim, action, suit, or proceeding may be paid by the Corporation prior to the final disposition thereof upon receipt of an undertaking by the Director, Officer, or employee to repay such amount as is ultimately determined not to be payable to the person hereunder.

9.04 Rights: The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such Director, Officer, or employee now or hereafter may be entitled. Such rights shall continue as to a person who has ceased to be a Director, Officer, or employee, and shall inure to the benefits of such person's heirs and legal representatives.

9.05 Insurance: The Corporation, by authorization of the Board of Directors, may purchase and maintain insurance on behalf of any person who is serving or has served at its request as a Director, Officer, or employee of any other corporation, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Article 9.

9.06 Limitation: Subject to limitations provided in this Article 9, it is the intention of this Article to give the Directors, Officers, and employees of the Corporation the maximum indemnification permitted under the law of the State of Ohio as it now exists or may exist in the future. If any provision or portion thereof of this Article shall be found to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.

ARTICLE 10

AMENDMENTS

10.01 Requirements: The year following the Summer Olympic Games shall be defined as the legislative year. These Regulations may be altered, amended or repealed at the Annual Meeting of the Corporation in the legislative year as follows:

A. **Revisions to Part One (USSS Code), Appendix A and B (By-Laws); Part Two (Administrative Rules); Part Three (USSS Rules) and Part Four (Figure Rules):**

1. By two-thirds (2/3) vote of the Board of Directors present and voting.

B. The effective date shall the first day of the next calendar year.

10.02 Proposals: An amendment may be proposed by an LSSC, a committee of the Corporation, a member of the Board of Governors, or a member of the Board of Directors. All proposed amendments shall be in such form as to show the entire section as it will read if adopted, with any changes in language underlined if new and lined out if deleted. All proposed amendments to the USSS Rules, Appendices D (Regions) and L shall be considered by the Rules Committee, all proposed amendments to the Figure Rules shall be considered by the Figures Subcommittee, and proposed amendments to the USSS Code, Administrative Rules, and Appendices A, B, D (Associations/Zones), J and M shall be considered by the Governance Committee. Each respective committee shall prepare a report and recommendation to the Board of Directors.

- 10.03 Proposal Deadline:** All proposed amendments shall be submitted to the respective Committee Chair no less than ninety (90) days prior to the start of the Annual Meeting of the Corporation. The respective Chair shall see that the appropriate committees receive all proposed amendments in order to be able to comply with Section 10.04 below.
- 10.04 Notification:** All proposed amendments to all parts of the USSS Code shall be published on the USSS website and all delegates to the Board of Governors shall receive notification of the posting by any type of broadly available communication method not less than thirty (30) days prior to the Annual Meeting of the Corporation.
- 10.05 Modification:** A proposed amendment may be modified in any manner by the Board of Directors while under consideration, but such modification must be germane to the subject matter of the proposed amendment. If more than one (1) amendment has been proposed on the same subject matter, and there are substantive differences between such amendments, the Board of Directors may adopt a compromise of substance as well as form, and if the adoption of an amendment as proposed or amended or compromised is inconsistent or in conflict with other parts of the USSS Code, the Board of Directors may adopt conforming amendments appropriate to the case.
- 10.06 Expired Deadline Requirements:** In the legislative year, if the deadline has expired for submission of legislation to the Rules and Governance Committees, additional amendments may be proposed, and amendments may be proposed in non-legislative years, but such amendments may be adopted only when ninety percent (90%) of the Board of Directors present and voting vote in favor of such amendments.

ARTICLE 11

DISSOLUTION

- 11.01 Authority:** If deemed advisable by the Board of Directors, the Corporation may be dissolved pursuant to the applicable provisions of the corporation laws of the State of Ohio.
- 11.02 Disposal of Assets:** Upon the dissolution of the Corporation, the Board of Directors shall, after making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).