

UNITED STATES AQUATIC SPORTS, INC.

CODE OF REGULATIONS

Article 1 - Board of Trustees

1.1 The Board of Trustees shall consist of every individual who is a member of one of the boards of the five member corporations (USA Swimming, Inc.; USA Diving, Inc.; United States Water Polo, Inc.; United States Synchronized Swimming, Inc.; and United States Masters Swimming, Inc.) or their successors.

1.2 The Board of Trustees shall hold an annual meeting, at such date, time and place as may be fixed in the notice of the meeting. Special meetings of the Board of Trustees may be held at any time, pursuant to a resolution of the Board of Trustees, or a call by the President or a member of the Corporation.

1.3 The Secretary shall mail a written notice of all annual and special meetings of the Board of Trustees, stating the time, place, and objectives thereof, to each member of the Board of Trustees at such Trustee's known last address at least a week before any such meeting. Written notice may be waived in writing by any member protesting the lack of notice prior to or at the commencement of the meeting and shall be deemed to be a waiver of notice of such meeting. Any action taken not covered by the objectives of the meeting stated in the written notice shall be deemed a waiver of notice of the objectives of such meeting.

1.4 Each member corporation shall have one vote on each matter submitted to the Board of Trustees for its vote, consent, waiver, release, or other action, except the member for Swimming, which shall have two votes, and the member for United States Masters Swimming, which shall have no vote except in the case of matters which directly affect primarily Masters Swimming, in which case the member for Masters Swimming shall have two votes and the member for Swimming shall have no vote. Each member corporation shall determine the way in which it wishes to cast its vote or votes, so long as one Trustee from the member corporation is present and voting. Matters may be cast in such a manner only when 75% of the Trustees representing it return their ballots.

1.5 The presence of Trustees representing at least three of the member corporations at any meeting shall constitute a quorum of the Board of Trustees.

1.6 At all meetings of the Corporation and its Committees, Roberts Rules of Order, Revised, shall be the governing procedural rules, except as otherwise modified in this Code of Regulations.

Article II - Officers

2.1 The elected officers of the Corporation shall be a President, two Vice Presidents, Secretary, and Treasurer. No person may concurrently hold more than one of such office, and no NGB shall hold more than one officer position. Officers need not be members of the Board of Trustees, but they may not vote at meetings of the Board of Trustees unless they are members in accordance with the seventh paragraph of the Articles of Incorporation.

2.2 The President shall preside at meeting of the Board of Trustees, shall be the official spokesman for Aquatic Sports in the United States and abroad, and shall perform such other duties as may be assigned to him by vote of the Board of Trustees or as set forth in this Code.

2.3 The Vice Presidents shall perform tasks as assigned by the President.

2.4 The Treasurer shall be the chief financial officer of the Corporation and shall have such duties as set forth in Article V.

2.5 The Secretary shall be responsible for all records of the Corporation, shall issue all notices of all meetings of the Board of Trustees, and shall perform such other duties as may be directed by the Board of Trustees.

2.6 Any officer, as requested by the President, may represent the Corporation in the President's absence.

2.7 All officers of the Corporation shall be elected by the Board of Trustees at the annual meetings held in even numbered years. Elected officers shall hold office for two years or until their successors are elected and qualified. The President may not be elected to more than two successive full terms.

2.8 Vacancies in any office of the Corporation may be temporarily filled by the remaining officers of the Corporation until the next meeting of the Board of Trustees, when the Board will elect a permanent officer to fill the unexpired term.

### Article III - Aquatics Coordinating Board

3.1 The Aquatics Coordinating Board shall consist of the officers of the Corporation and a designee, who shall not be a paid staff member, of each of the corporations.

3.2 The Aquatics Coordinating Board shall see that the policies of the Board of Trustees are carried out between meetings of the Board of Trustees.

3.3 The Aquatics Coordinating Board may meet at any time or place upon reasonable notice issued by the President. Attendance at any meeting by a member of the Aquatics Coordinating Board without protesting the lack of notice prior to or at the commencement of the meeting shall be deemed to be a waiver of notice of such meeting. Meetings may also be held by means of telephone communications conference, and matters may be voted upon by mail.

3.4 In all matters voted upon by the Aquatics Coordinating Board, the officers shall have no vote. Each member corporation shall have one vote with the exception of Swimming, which shall have two votes.

### Article IV - Compliance Committee

4.1 There shall be a Compliance Committee of four individuals, at least one of whom shall be an athlete, appointed by the President with the advice and consent of the Aquatics Coordinating Board. Members shall serve until their successors are appointed by the President.

4.2 It shall be the responsibility of the Compliance Committee to assure that the five members of the Corporation comply with all rules of the Federation Internationale de Natation (FINA), Amateur Sports Act of 1978 and the Constitution and By-Laws of the United States Olympic Committee.

4.3 The Compliance Committee shall respond to all complaints received from any individual or organization regarding compliance by member corporations with the rules and regulations set forth in Section 4.2. The Committee may also act upon its own initiative. Any individual or organization filing a complaint with the Committee shall have first exhausted all administrative remedies within the member corporation to bring it within compliance.

4.4 The Committee shall have the power to investigate any allegations against any member corporation but can only recommend to the Board of Trustees sanctions against such members. Sanctions may include, but not be limited to, suspension from membership, the impositions of fines, or the removal of the officers of the member.

4.5 The Compliance Committee may make no recommendations to the Board of Trustees without first affording the member alleged to have violated FINA rules, U.S. law, or USOC By-Laws, all rights of minimal due process, including a notice and a hearing.

#### Article V - Financial

5.1 The Corporation shall have a fiscal period for tax and accounting purposes commencing on the first day of January in each year.

5.2 There shall be a Finance Committee consisting of the Chairman elected by the Board of Trustees, three individuals appointed by the President, and the Treasurer whom may not serve as Chairman. The Chairman and the three appointed individual members must each represent a different member corporation. Under the supervision of the Board of Trustees, the Finance Committee shall prepare budgets, seek for and consider new sources of revenue, and oversee the investments of the Corporation.

5.3 The Treasurer, with the assistance of the Finance Committee, shall prepare annual financial reports showing the income and disbursements of the Corporation which shall be similar to those reports required of non-profit organizations by Section 6056 of the Internal Revenue Code of 1954 (or corresponding provision of any subsequent tax laws). Such financial report shall be made available for inspection by members of the general public at the Corporation's principal office on request made within 180 days after notice of its availability.

5.4 Each member corporation shall pay dues to the Corporation in an amount to be determined by the Board of Trustees, but the member for Swimming shall pay dues in an amount double the dues paid by the members for Diving, Synchronized Swimming, Water Polo, and Masters Swimming. The members of the Corporation agree that differences in dues shall never be argued as a basis for changing the voting rights set forth in section 1.4 above.

5.5 The Board of Trustees shall approve no budget which will clearly require expenditures beyond a member's ability to pay. Nevertheless, in addition to yearly dues, the Board of Trustees may make assessments against the members when necessary; in case of such assessments, each member shall be assessed an equal

amount except the member for Swimming, which shall be assessed double that amount assessed each of the other members.

5.6 The Board of Trustees may also consider whether or not to disburse excess funds in the treasury of the Corporation to the members. Any such disbursements shall be in six equal parts with one part going to each member except the member for Swimming which shall receive two parts.

#### Article VI - Indemnification

6.1 Each person who is or was a Trustee, Officer or Employee of the Corporation (including the heirs, executives, administrators, or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Non-Profit Corporation Law of the State of Ohio, or the Non-Profit Corporation Law of the state in which the act or omission leading to liability occurred against any liability, cost, or expense incurred by him in his capacity as Trustee, Officer or Employee (including service at the request of the Corporation as director, trustee, officer, employee or agent of another corporation).

6.2 The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For the purpose of this Article VI, reference to "the Corporation" includes all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

#### Article VII - Legislation

7.1 Proposed legislation submitted by any one or more of the NGB's to amend these By-Laws or the Articles of Incorporation of the Corporation shall be submitted to the Secretary no later than ninety (90) days prior to the annual meeting of the Corporation. Proposed legislation to amend the governing Constitutions and Rules of either or both FINA or UANA shall be submitted to the Secretary of the Corporation no later than ninety (90) days prior to the annual meeting of the Corporation held immediately prior to the Pan American Games, for UANA legislation, and to the Olympic Games, for FINA legislation.

7.2 All proposed legislation shall be in such form as to show the entire section of the rule as it will read if adopted, with any changes in language underlined if new and lined out if deleted.

7.3 The Secretary shall distribute the proposed legislation to the President of each of the NGB's no later than sixty (60) days prior to the annual meeting of the Corporation. The Presidents shall then be responsible for distribution to their respective Boards of Directors.

7.4 A proposed amendment may be modified in any manner by the Board while under consideration but such modification must be germane to the subject matter of the proposed amendment.

7.5 All FINA or UANA legislation approved by the Corporation at its annual meeting shall be submitted by the Secretary to the FINA or to the UANA Secretariat by the time deadline established by each of said organization.

7.6 After the deadline has expired for submission of legislation, new and/or additional amendments may be proposed, but they may be adopted only by a unanimous vote of the Board.

## Article VIII - Dissolution

8.1 If deemed advisable by the Board of Trustees, the Corporation may be dissolved pursuant to the applicable provisions of the Corporation laws of the State of Ohio.

8.2 Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation or to such organization or organizations as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

## Article IX - FINA Membership

9.1 The Corporation shall so conduct itself as to be eligible for membership in FINA and it shall comply with the United States Amateur Sports Act of 1978 and the Constitution and By-Laws of the United States Olympic Committee.

9.2 The Corporation shall not interfere in any way with the conduct of the individual sports programs of the five member corporations, except when such members fail to comply with all rules of FINA, Federal law, and the Constitution and By-Laws of the United States Olympic Committee.

9.3 The Corporation recognizes FINA as the only organization in the world which governs swimming diving, water polo, and synchronized swimming internationally.

9.4 The Corporation shall not practice discrimination on grounds of race, religion, sex, age, infirmities, or political association.