

AMENDED AND RESTATED

BYLAWS

OF

USA DIVING, INC.

Effective, December 15, 2024

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ARTICLE 1

NAME AND STATUS

Section 1.1. Name

The name of the corporation is USA Diving, Inc. (the “Corporation”). The Corporation may establish acronyms or abbreviations as appropriate for business use, and may establish logos, service marks or trademarks as appropriate to further its purposes, mission and goals.

Section 1.2. Non-Profit Status

The Corporation is a non-profit corporation, incorporated under the laws of the state of Ohio. The Corporation will be operated for charitable and educational purposes. It shall also have as its purpose to foster national and international amateur sports competition in the sport of diving. To the extent that anything within these Bylaws (the “Bylaws”) is inconsistent with the laws of the state of Ohio, the laws of the state of Ohio will prevail. The Corporation shall operate consistent with and shall maintain a tax-exempt status in accordance with section 501(c)(3) of the Internal Revenue Code

ARTICLE 2 OFFICES

Section 2.1. Business Offices

The principal office of the Corporation shall be in Fort Pierce, Florida. The Corporation may change the location of its principal office. The Corporation may have such other offices, either within or outside the state of Ohio, as its board of directors (the “Board of Directors” or “Board”) may designate.

Section 2.2. Registered Office; Registered Agent

The registered office and registered agent of the Corporation required by the Nonprofit Corporation Law of Ohio (the “Act”) shall be maintained in the state of Ohio. The registered office or registered agent may be changed by the Board of Directors. The registered office may be, but need not be, the same as the principal office.

ARTICLE 3 PURPOSE

Section 3.1. Purpose

Except as otherwise stated in the Corporation’s articles of incorporation (the “Articles”), the purpose of the Corporation is to enable United States athletes to achieve sustained competitive excellence in domestic and international competition; to promote and grow the sport of diving in the United States; and to foster a safe, positive environment for its athletes and other members.

ARTICLE 4
RECOGNITION AS NATIONAL GOVERNING BODY

Section 4.1. Recognition as a National Governing Body

The Corporation is certified by the United States Olympic & Paralympic Committee (the “USOPC”) as the National Governing Body for the sport of diving in the United States. Accordingly, the Corporation will comply with the requirements for certification as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. § 220501 – 220529) (the “Ted Stevens Act”) and by the USOPC from time to time.

Section 4.2. National Governing Body SafeSport and Anti-Doping Obligations

- a. Compliance with Athlete Safety Policies and Procedures. The Corporation will adhere to the athlete safety requirements of the Ted Stevens Act, the USOPC, the U.S. Center for SafeSport (the “Center”), and any other applicable state or federal law. The Corporation will adopt and maintain athlete safety policies and procedures consistent with these authorities.
- b. Compliance with the Anti-Doping Rules and Regulations. The Corporation will adhere to the anti-doping rules and regulations of the USOPC, the United States Anti-Doping Agency (the “USADA”), and the World Anti-Doping Agency (the “WADA”).

ARTICLE 5
MEMBERS

Section 5.1. Categories of Membership

The Corporation’s membership categories are:

- a. Individual Membership Categories:
 1. *Athlete members.* Athlete members are those individuals who register with the Corporation for the purpose of development, competition, exhibition, and demonstration in diving. Athlete members will register in one of the following categories:
 - i. **17U Athlete.** 17U athlete members are divers who register with the Corporation who will be 17 years old or younger as of the last day of the calendar year in which the athlete member registers with the Corporation. 17U athlete members register with the Corporation for the purpose of receiving instruction or participating in closed competitions. They must comply with all membership requirements for 17U athlete members as established by the Corporation.
 - ii. **World Aquatics Athlete.** World Aquatics athlete members are divers who register with the Corporation who will be 18 years old or older as of the last day of the calendar year in which the athlete member registers with the Corporation. World Aquatics athlete members register with the

Corporation for the purpose of receiving instruction or participating in closed competitions. They must comply with all membership requirements for World Aquatics athlete members as established by the Corporation.

- iii. **17U Competition Athlete.** 17U competition athlete members receive the same membership benefits as a 17U athlete member, except 17U competition athlete members may participate in Regional, Zone and National Championships. They must comply with all membership requirements for 17U competition athlete members as established by the Corporation.
 - iv. **World Aquatics Competition Athlete.** World Aquatics competition athlete members receive the same membership benefits as a World Aquatics athlete member, except World Aquatics competition athlete members (a) may participate in Regional, Zone and National Championships, and (b) must complete the Corporation's required criminal background screening and SafeSport training. They also must comply with all membership requirements for World Aquatics competition athlete members as established by the Corporation.
 - v. **Masters Athlete.** Masters athlete members receive the same membership benefits as a World Aquatics athlete member, except Masters athlete members (a) may participate in the Masters National Championships and World Aquatics Masters International competitions, and (b) must complete the Corporation's required criminal background screening and SafeSport training. They also must comply with all membership requirements for World Aquatics athlete members as established by the Corporation.
2. *Coach members.* Coach members are those individuals who register with the Corporation for the purpose of coaching athlete members. All coach members must (i) complete the Corporation's required criminal background screening and Safe Sport training, (ii) comply with all requirements of the Center, (iii) have the highest personal values, judgment, integrity, and commitment to athlete safety, and (iv) demonstrate a strong commitment to the Corporation and its purpose. They also must comply with all membership requirements for coach members as established by the Corporation.
 3. *Competition Coach Members.* Competition coach members receive the same membership benefits and must comply with the same requirements as a coach member, except competition coach members may (i) register as a head coach of a member club, or (ii) coach Regional, Zone and National Championships. Competition coach members may be charged a different membership fee than Coach members. They also must comply with all membership requirements for competition coach members as established by the Corporation.

4. *Judge members.* Judge members are those individuals who register with the Corporation for the purpose of judging sanctioned events, positions of which include, judges, referees, meet directors and juries of appeal. They must comply with all membership requirements for judge members as established by the Corporation.
 5. *Volunteer/Official members.* Volunteer/official members are those individuals that register as a volunteer or as a team official in order to further the sport of diving in the United States or otherwise support the sport of diving in the United States. They must comply with all membership requirements for volunteer/official members as established by the Corporation. Directors, officers, and employees of the Corporation, who are not otherwise members of the Corporation, will be volunteer/official members.
- b. Organization Membership Categories:
1. *Club members.* Club members are those diving clubs that register as clubs and which agree to conduct their programs in accordance with and agree to be bound by the rules and regulations of the Corporation. Every club whose athletes compete in diving competitions sanctioned by the Corporation shall be a member of the Corporation. Club members must comply with all membership requirements for club members as established by the Corporation.
 2. *Allied Organizations.* Allied organizations are amateur sports organizations that conduct a national program or a regular national amateur athletic competition in the sport of diving on a level of proficiency appropriate for the selection of amateur athletes to represent the United States in international amateur athletic competition. Allied organizations must comply with all membership requirements for allied organizations as established by the Corporation. Examples of Allied organizations include, but are not limited to, the YMCA, the NCAA, and the National Federation of State High School Associations.
 3. *Alumni/Fan members.* Alumni/fan members are those individuals, groups or organizations that register with the Corporation for the purpose of supporting the sport of diving. Alumni/fan members must comply with all membership requirements for alumni/fan members as established by the Corporation. Alumni/fan members have no voting rights under these Bylaws.

The Board of Directors may add, remove, or change the membership categories from time to time.

Section 5.2. Voting Members

Coach members and competition coach members will elect one (1) director to the Board from among the coach members and competition coach members.

The Allied Organizations Committee (as defined in Section 8.10) will elect one (1) director to the Board from among the members of that committee.

Athlete members who are NGB 10 Year Athletes as defined in the USOPC Bylaws, including any higher standard, addition, restriction or exception to that definition approved by both the Corporation's Athlete Advisory Council and the NGB Athlete Representation Review Working Group from time to time ("10 Year Athlete") will elect five (5) athlete directors to the Board, two (2) of whom are the Corporation's representative and alternate to the Team USA Athlete's Commission (the "Team USA AC").

Except as stated in these Bylaws, no other voting privileges are conferred upon any members.

An individual may belong to more than one (1) membership category. However, an individual is only eligible to vote in one (1) membership category. Any individual who is a member of more than one (1) membership category shall, at any time of registering for membership, designate the membership category in which he or she shall vote. An individual shall be a citizen of the United States and at least eighteen (18) years of age in order to be eligible to vote in an election, except for athlete members. Notwithstanding these restrictions on voting, membership in the Corporation is open to individuals who are less than eighteen (18) years of age and to individuals who are not citizens of the United States. An individual shall be a member of the Corporation sixty (60) days before the date of the election (record date) in order to be eligible to vote in an election.

Section 5.3. Membership Requirements and Dues

Membership in the Corporation is a privilege granted by the Corporation in its discretion. Members have no ownership rights or any other interests of any kind in the Corporation's property. Members may not transfer their membership in the Corporation. The Corporation may establish criteria for membership in any or all membership categories. Such criteria may include, without limitation, background checks, Safe Sport education or training, and payment of dues. Further, the Board may establish such rules and procedures for the amount, manner and method of payment of dues, the collection of delinquent dues and the proration or refund of dues, as the Board shall deem necessary or appropriate. No privilege of membership shall be available until all membership requirements are satisfied and all dues are paid in full.

Section 5.4. Safe Sport and Anti-Doping Obligations of Members

All members must comply with all applicable policies, rules, and regulations of the Corporation, the Center, and the USOPC. These include, without limitation, all athlete safety and Safe Sport policies. All members, as a condition of membership, submit to the jurisdiction of the Center.

All members must comply with all applicable policies, rules, and regulations of USADA, WADA, and World Aquatics including without limitation the USADA Protocol for Olympic and Paralympic Movement Testing and the USOPC's National Anti-Doping Policy. All members, as a condition of membership, submit to the jurisdiction of USADA and WADA.

It is the duty of individual members of the Corporation to comply with all anti-doping rules of WADA, World Aquatics, the USOPC including the USOPC National Anti-Doping Policy, and of USADA, including the USADA Protocol for Olympic and Paralympic Movement Testing (the "USADA Protocol") and all other policies and rules adopted by WADA, World Aquatics, the USOPC and USADA. Athlete members agree to submit to drug testing by World Aquatics and/or

USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension. If it is determined that an individual member may have committed a doping violation, the member agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of the World Aquatics, if applicable or referred by USADA.

It is the duty of all Athletes, Athlete Support Personnel and other Persons (as those terms are defined in the World-Anti Doping Code), by virtue of their participation in the Olympic, Paralympic, Pan American, Parapan American or Youth Olympic Games, participation in an Event or Competition organized or sanctioned by an NGB, PSO or HPMO, participation on a national team, utilization of a USOPC Training Center, receipt of benefits from the USOPC or the Corporation, inclusion in the Registered Testing Pool, or otherwise subject to the World Anti-Doping Code to comply with all anti-doping rules of WADA, World Aquatics, the USOPC, and USADA, including the USADA Protocol and all other policies and rules adopted by WADA, World Aquatics and USADA. If it is determined that an Athlete, Athlete Support Personnel, or other Person may have committed a doping violation, the individual agrees to submit to the results management authority and processes of USADA, including arbitration under the USADA Protocol, or to the results management authority of World Aquatics, if applicable or referred by USADA. In addition, Athletes agree to submit to drug testing by the World Aquatics and/or USADA or their designees at any time and understand that the use of methods or substances prohibited by the applicable anti-doping rules make them subject to penalties including, but not limited to, disqualification and suspension.

Section 5.5. Termination of Membership & Interim Measures

The Corporation may terminate a member's membership or impose interim measures, including suspension, at any time with cause, as determined by the Board of Review or the Board of Directors. A member will be given fair notice and the opportunity for a hearing before being denied the opportunity to participate in amateur athletic competition.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1. General Powers

Except as otherwise provided in the Act and these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board of Directors.

Section 6.2. Function of the Board

The Board of Directors will provide guidance and strategic direction for the Corporation. The Board of Directors shall oversee the management of the Corporation and its affairs, but it does not manage the day-to-day activities of the Corporation. The Board of Directors shall select a well-qualified President and diligently oversee the President in the operation of the Corporation. The Board of Directors shall focus on long-term objectives and impacts rather than on day-to-day

management, empowering the President to manage a staff-driven organization with effective oversight by the Board of Directors. In addition, the Board of Directors performs the following specific functions:

- a. implements procedures to orient new directors, to educate all directors on the business and governance affairs of the Corporation, and to evaluate Board performance;
- b. selects, compensates, evaluates and may terminate the President;
- c. plans for management succession;
- d. reviews and approves the Corporation's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- e. sets policy and provides guidance and strategic direction to management on significant issues facing the Corporation;
- f. reviews and approves significant corporate actions;
- g. reviews and approves the Code of Conduct and the Corporation's Technical Rules of Diving (the "Rules");
- h. oversees the financial reporting process, communications with stakeholders, and the Corporation's legal and regulatory compliance program;
- i. oversees effective corporate governance;
- j. approves capital structure, financial strategies, borrowing commitments, and long-range financial planning;
- k. reviews and approves financial statements, annual reports, financial and control policies, and, upon the recommendation of the Finance and Audit Committee, selects independent auditors;
- l. monitors to determine whether the Corporation's assets are being properly protected;
- m. monitors the Corporation's compliance with laws and regulations and the performance of its broader responsibilities;
- n. ensures that the Board and management are properly structured and prepared to act in case of a corporate crisis; and
- o. ensures that the Corporation adopts and maintains athlete safety rules, policies and procedures that comply with the requirements of the Ted Stevens Act, the USOPC, and the Center.

Section 6.3. Qualifications

Each director of the Board must be a citizen of the United States and eighteen (18) years of age or older, except in the case of an eligible athlete director. A director need not be a resident of the state of Ohio.

A director shall (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) be effective, in conjunction with the other directors, in collectively serving the long-term interests of the Corporation. Each director shall have passed a

background check, completed Safe Sport education and training, and have no record of Safe Sport violations. Directors shall possess the highest personal values, judgment and integrity, understand athletic competition and the Olympic ideals, and have diverse experience in business, finances, legal, marketing, education and other areas of importance to the Corporation. Directors shall have a high level of experience and capability in Board oversight responsibilities. Directors should also have demonstrated a history of success in one or more areas of importance to the Corporation, including in the areas of finance, law, marketing, fundraising, education, audit, management, communications, child welfare and sport.

Section 6.4. Number

The Board of Directors shall consist of fifteen (15) directors, at least eight (8) of whom shall be unaffiliated directors, at least five (5) of whom shall be athlete directors, one (1) of whom shall be elected by the coach members and competition coach members from among those members, and one (1) of whom shall be elected by the Allied Organizations Committee from among the members of that committee.

Section 6.5. Election

The Corporation's Board of Directors shall be elected as follows:

- a. *Unaffiliated Directors.* The Board of Directors shall elect eight (8) directors from among individuals considered to be unaffiliated, as that term is defined in Section 6.6.
- b. *Athlete Directors.* At least one third of the total number of directors shall be athlete directors. The Corporation's representative and alternate to the Team USA AC shall be two of the athlete directors. The remaining athlete directors shall be directly elected by 10 Year Athletes.

No less than twenty percent (20%) of the total number of directors shall be 10 Year Athletes. The remaining Athlete Directors may be comprised of NGB 10 Year+ Athletes as defined in the USOPC Bylaws, including any higher standard, addition, restriction or exception to that definition approved by both the Corporation's Athlete Advisory Council and the NGB Athlete Representation Review Working Group from time to time ("10 Year+ Athletes"). The Corporation's representative and alternate to the Team USA AC shall count towards the twenty percent (20%) 10 Year Athlete requirement. The Corporation AAC (defined below) and the Nominating and Elections Committee will develop a process to identify and vet candidates to serve as 10 Year+ Athletes.

At least half of all athlete directors must have attained 10 Year Athlete or 10 Year+ Athlete eligibility through having been selected to compete at an event that is on a Delegation Event program, as defined in the USOPC Bylaws, at the time of their election.

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 International Olympic Committee or World Aquatics has established an age restriction, but whom otherwise meet the standard set forth in this Section.

- c. *Coach Director.* One (1) coach director shall be elected by the coach members and competition coach members from among those members. Only those coach members and competition coach members, who, at the time of their election, are currently coaching one (1) or more active athlete members of the Corporation, are eligible to be a coach director.
- d. *Allied Organizations Director.* One (1) Allied Organizations director shall be elected by the Allied Organizations Committee from among the members of that committee.

The Board of Directors must be selected without regard to race, color, religion, age, sex or national origin. Before election, candidates must disclose any felony convictions, or any other period of ineligibility served in sport such as violations of anti-doping rules, and any SafeSport violations.

Section 6.6. Unaffiliated Directors

The Board determines whether a director is unaffiliated. An “unaffiliated director” must not have any material relationship with the Corporation, either directly or through an organization that has a material relationship with the Corporation. A relationship is “material” if, in the judgment of the Board of Directors, it would interfere with the director’s independent judgment. The Board will use the below standards to assist it in determining whether a director is unaffiliated.

A director is not unaffiliated if, within the preceding five (5) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with the Corporation, World Aquatics, or any sport family entity of diving, provided that an individual who is serving as an unaffiliated member of a committee of the Corporation will not lose eligibility as an unaffiliated director solely by reason of such service, so long as they meet all other criteria to serve as an unaffiliated director;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with the Corporation, World Aquatics, or any sport family entity of diving;
- c. the director was affiliated with or employed by the Corporation’s outside auditor or outside legal counsel;
- d. an immediate family member of the director was affiliated with or employed by the Corporation’s outside auditor or outside legal counsel as a partner, principal or manager;
- e. the individual was a member of the Corporation’s Athletes’ Advisory Council;
- f. the director was a member of any constituent group with representation on the Board;
- g. the director received any compensation from the Corporation, directly or indirectly;
- h. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with the Corporation;
- i. the director is a member of the Corporation in a membership category that participates in competitions; or
- j. the director is the parent, close family member, or coach of an athlete or member of the Corporation.

Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is unaffiliated, shall be made by the Board of Directors. The director must maintain an independent perspective by maintaining the requirements above for the director's entire term and any successive term with the exception of (i) holding any governance role in the Corporation or World Aquatics and (ii) any reimbursement of expenses related thereto.

Section 6.7. Staggered Board

Directors will have staggered terms. For directors with terms beginning January 1, 2022, the Board will designate, before the election or selection of those directors, whether each director is serving a two (2) or four (4) year term.

Section 6.8. Board Term

Except as provided in Section 6.7, the term of office for a director shall be four (4) years. A director's term shall end on December 31, and a new director's term shall begin on January 1 of the next year. The Corporation shall nominate and elect a successor director within sixty (60) days of the end of a director's term or by the next regularly-scheduled meeting of the Board, whichever is earlier. A director therefore shall hold office for a maximum of sixty (60) days beyond the end of his or her term to permit time for the Corporation to identify and elect a successor director. The Corporation shall also nominate and elect a successor director within sixty (60) days of the date of a director's resignation, removal, incapacity, disability or death, or, at the next regularly-scheduled Board meeting, whichever is later.

Section 6.9. Board Term Limits

No director shall serve more than two (2) consecutive terms. For purposes of this rule, service of two (2) or more years constitutes one (1) term.

Section 6.10. Director Attendance

Directors are expected to attend, in person or by telephone or videoconference, all regularly scheduled Board meetings. Directors must attend in person or by telephone or videoconference at least one half (1/2) of all regularly scheduled Board meetings.

Section 6.11. Resignation, Removal and Vacancies

A director's position on the Board becomes vacant upon the director's resignation, removal, incapacity, disability or death, or upon the expiration of the director's term. Any director may resign at any time by giving written notice to the Chair of the Board, except the Chair's resignation shall be given to the President. The resignation takes effect at the time specified in the written notice. The acceptance of the resignation by the Board is not necessary to make it effective. Directors will be removed by the Board if they fail to attend in person or by telephone or videoconference at least one half (1/2) of the regular meetings of the Board during any twelve (12)

month period, unless they are able to demonstrate to the other directors of the Board that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent directors shall be removed by the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent director). A director may also be removed for cause at any duly noticed meeting of the Board, and after being provided an opportunity for the director to be heard by the Board, upon the affirmative vote of at least two thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question). Any vacancy occurring in the Board shall be filled as set forth in Section 6.5. A director elected to fill a vacancy shall be elected for the unexpired term of such director's predecessor in office.

Section 6.12. Regular and Special Meetings

Unless otherwise required by the Act, the Board of Directors shall meet at regularly scheduled meetings at least four (4) times per year. Directors shall participate in regularly scheduled Board meetings in person or by telephone or videoconference. Special meetings of the Board shall be held upon the call of the Chair or upon the written request of not less than fifty (50) percent of the Board. Directors may participate in special meetings of the Board by telephone or videoconference. For special meetings for the purpose of a Board vote, the meeting and voting may take place by electronic mail, telephone, or video conference.

Section 6.13. Notice of Meetings

Notice of each meeting of the Board of Directors, stating the date, time and place of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given to each director of the Board by or at the direction of the Chair of the Board. Notice may be given either in writing or orally. Written notice may be delivered personally, by mail, by private carrier or by electronic transmission (including, without limitation, email or text message). Such notice shall be delivered to the director's business or residential address (or to such other address provided by the director for such purpose), to the director's facsimile telephone number, to the director's email address, or to the director's cellular telephone number. Except for electronic transmission, written notice shall be delivered no fewer than five (5) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail. If delivered by private carrier, such notice is deemed delivered upon deposit with the carrier. If transmitted by facsimile or other electronic transmission, such notice shall be deemed to be given when the transmission is complete. Oral notice may be delivered either personally or telephonically. Such notice shall be delivered to the director (or to such other individual provided by the director for such purpose). Oral or electronic transmission notice shall be delivered no fewer than two (2) days before the date of the meeting. Oral notice is effective when communicated, and electronic transmission notice is effective when sent. The method of notice need not be the same as to each director.

If the Chair of the Board of Directors, in his or her reasonable discretion, determines that extenuating circumstances exist that require an immediate meeting of the Board of Directors, then the Chair may call a meeting on as short of notice as the Chair determines, in his or her reasonable discretion, is appropriate under the circumstances. Notice of such a meeting may be given orally or by electronic transmission.

A director may waive notice of any meeting before, at, or after such meeting. The attendance of a director at a meeting waives notice of that meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6.14. Quorum

A simple majority of the directors of the Board in office, immediately before the meeting begins, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum is present at a meeting, a majority of the directors present at the meeting may adjourn the meeting from time to time, without further notice other than an announcement at the meeting, until a quorum is present.

Section 6.15. Action of the Board; Written Consent; Proxy Vote; Presumption of Assent

The act of a majority of directors on the Board present at a duly called meeting in which a quorum is established shall constitute an act of the Board. The unanimous written consent of all directors on the Board shall also constitute an act of the Board. No director may vote or act by proxy at any meeting of the Board. A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such director's dissent or recusal is entered in the minutes of the meeting or unless the director files a written dissent or recusal to such action with the Chair of the Board before the adjournment of the meeting. Such right to dissent or recusal will not apply to a director who voted in favor of such action. A director's recusal will be governed by Section 13.3 of these Bylaws and any policy adopted by the Corporation under Section 12.2 of these Bylaws.

Section 6.16 Action Without a Meeting

Action without a meeting may be taken by the Board if written notice as described in this Section (the "Board Notice") is transmitted to each director, and each director by the time stated in the Board Notice either votes in writing for or against such action, abstains in writing from voting, fails to respond or vote, or fails to demand in writing that action not be taken without a meeting. The Board Notice shall state the action to be taken, the time by which a director must respond, that failure to respond by the time stated in the Board Notice will have the same effect as abstaining in writing by the time stated in the Board Notice, and failing to demand in writing by the time stated in the Board Notice that action not be taken without a meeting. Action is taken under this Section only if, at the end of the time stated in the Board Notice, the affirmative votes in writing for such action received and not revoked, equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, and the Corporation has not received an unrevoked written demand by a director that such action not be taken without a meeting. A director's right to demand that action not be taken without a meeting will be deemed to have been waived, unless the Corporation receives such demand from the director in writing by the time stated in the Board Notice, and such demand has not been revoked. Any director who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section may revoke such vote, abstention or demand in writing received by the Corporation by the time stated in the Board Notice. All communications

under this Section may be transmitted or received by the Corporation by facsimile, email or other form of electronic communication. Action taken pursuant to this Section has the same effect as action taken at a meeting of the Board and may be described as such in any document.

Section 6.17. Questions of Order and Board Meeting Leadership

Questions of order shall be decided by the Chair of the Board unless otherwise provided in advance by the Board. The Chair shall lead meetings of the Board. If the Chair is absent from any meeting of the Board, then the Vice Chair shall lead. If the Chair and the Vice Chair are both absent, then the Board may choose another director to serve as presiding officer for that meeting.

Section 6.18 Executive Meeting Sessions

In the event the Chair of the Board, with the consent of a majority of the directors of the Board in attendance, deems it appropriate to (i) exclude members at a meeting for any reason, then the Chair may declare that the meeting is closed, or (ii) convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, legal or other sensitive matter, then the Chair may specifically designate and call an executive session. Except as otherwise provided in these Bylaws and the Act, all meetings of the Board of Directors shall be available to the Corporation's members. Further, the Chair of the Board may open a meeting of the Board to non-members, with the consent of a majority of the directors of the Board in attendance.

Section 6.19. Minutes of Meetings

The minutes of all meetings of the Board of Directors for the prior three (3) years will be published on the Corporation's website, except that any minutes of closed meetings or executive sessions will not be published. The Corporation will publish the meeting minutes of the Board at least quarterly.

Section 6.20. Compensation

Except as otherwise provided in the Act, directors will not receive compensation for their services as directors, although the reasonable expenses of directors may be paid or reimbursed in accordance with the Corporation's policies. Except as otherwise provided in the Act, directors are disqualified from receiving compensation for services rendered to or for the benefit of the Corporation in any other capacity. Athlete directors, however, shall be entitled to obtain compensation from the Corporation in connection with their capacity as athletes. Each director of the Board shall be bound by the Corporation's Conflict of Interest Policy.

**ARTICLE 7
OFFICERS**

Section 7.1. Officers

The officers of the Corporation are a Chair, a Vice Chair, a President, a Treasurer, and a Secretary.

Section 7.2. Election

The Chair, Vice Chair, and Secretary shall be elected from among the unaffiliated directors by a majority of the directors.

The President shall be elected by a majority vote of the directors.

The Treasurer shall be elected from among the unaffiliated directors by a majority of the directors. The Treasurer must have a financial background as a certified public account (or equivalent experience) enabling him or her to fulfill the duties of Treasurer.

Section 7.3. Term

The term of office of the Chair, Vice Chair, Secretary, and Treasurer is the same as each of those director's terms. The newly elected Chair, Vice Chair, Secretary, and Treasurer shall take office immediately. The Chair, Vice Chair, Secretary, and Treasurer shall hold office until the Chair, Vice Chair, Secretary or Treasurer's successor is elected and qualified, or until the Chair, Vice Chair, Secretary or Treasurer's earlier resignation, removal, incapacity, disability or death. The Chair, Vice Chair, Secretary or Treasurer may be removed for cause upon the affirmative vote of at least two thirds (2/3) of the total voting power of the Board (excluding the voting power of the director in question).

The President shall hold office until his or her employment as President by the Corporation ends.

Section 7.4. Authority and Duties of Officers

The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or required by law:

- a. *Chair of the Board.* The Chair shall: (i) set all meetings and meeting agendas; (ii) preside at all meetings of the Board; (iii) see that all Board commitments, resolutions and oversight are carried into effect; and (iv) exercise such powers and perform such other duties as allowed by these Bylaws or as may be assigned by the Board from time to time.
- b. *Vice Chair.* The Vice Chair shall: (i) perform the duties of and have the authority and exercise the power of the Chair when the Chair is absent or incapacitated; and (ii) perform such other duties and have such authority and powers as the Board may from time to time prescribe.
- c. *President.* The President shall:
 - i. direct the day-to-day business of the Corporation;
 - ii. hire, supervise and dismiss employees of the Corporation;
 - iii. prepare the annual budget and submit the annual budget to the Board;
 - iv. prepare and submit to the Board an annual strategic plan;

- v. promote a positive and safe environment for the diving community;
 - vi. oversee the Corporation's events and activities;
 - vii. oversee the Corporation's high performance plan for sustained competitive excellence at the international level;
 - viii. develop and implement strategies to expand participation in the sport;
 - ix. develop a strategy for achieving the Corporation's mission, goals and objectives and present the strategy to the Board of Directors for approval;
 - x. with the Chair of the Board, act as the Corporation's spokesperson;
 - xi. enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, except as limited by policies established and approved by the Board;
 - xii. disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and present to the Board, at a regular meeting of the Board or whenever the Board may require it, a full and clear statement of the business and financial condition of the Corporation, including a detailed accounting of all financial transactions of the Corporation;
 - xiii. authorize accounts and investments on behalf of the Corporation; and
 - xiv. perform all other duties assigned to the President in these Bylaws or by specific direction of the Board.
- d. *Treasurer.* The Treasurer shall: (i) have general oversight of the financial affairs of the Corporation; (ii) Chair the Finance and Audit Committee; (iii) ensure the preparation of the Corporation's financial reports on an annual or more frequent basis; (iv) present financial reports to the Board as the Board may request; (v) ensure that an annual audit is conducted of the Corporation; and (vi) perform all duties incident to the office of Treasurer.
- e. *Secretary.* The Secretary shall: (i) keep the minutes of the proceedings of the Board and ensure that such minutes are published to the website of the Corporation; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (iii) perform such other duties and have such authority and powers as the Board may from time to time prescribe.

Section 7.5. Restrictions

Officers of the Corporation shall perform their functions with due care. No individual may serve simultaneously as an officer of the Corporation and as an officer of an organization holding membership in the Corporation, as an officer of another National Governing Body, as an officer of the USOPC, or as an officer of the Center.

ARTICLE 8 COMMITTEES

Section 8.1. Designation

The Corporation shall have the following standing committees: an Allied Organizations Committee, an Athletes' Advisory Council, a Board of Review, a Coaches Advisory Committee, a Committee for Competitive Excellence, an Ethics Committee, a Finance and Audit Committee, a Masters Diving Committee, a High Diving Committee, a Nominating and Elections Committee, and a Safe Sport Committee. These committees shall advise the Board, but the Board retains all governance authority.

Each standing committee must draft and adopt a charter that governs that committee's business and is consistent with these Bylaws. The Board of Directors will review and approve all committee charters. The Board may suspend a committee's authority to conduct business until the committee adopts a charter that the Board approves.

The Chair of the Board of Directors may form and terminate ad hoc committees as the Chair believes appropriate, and shall define narrowly the mission and deliverables of such committees.

Section 8.2. Athlete Representation on Committees

At least one third of the members of each committee must be athletes. At least one half of the athlete representatives on each Designated Committee, as defined in the USOPC's bylaws, (each a "Designated Committee") must be 10 Year Athletes; the remainder may be either 10 Year Athletes or 10 Year+ Athletes. For Other NGB Committees, as defined by the USOPC's Bylaws ("Other Committees"), the athlete representative(s) may be NGB Actively Engaged Athletes, as defined in the USOPC's Bylaws (an "Actively Engaged Athlete").

Athletes on all committees, including Designated Committees, shall be selected by the Corporation's Athlete Advisory Council from among the eligible athletes and vetted through a process agreed upon by the Nominating and Elections Committee and the Corporation AAC (defined below).

Section 8.3. Finance and Audit Committee

- a. The Board of Directors shall appoint the members of the Finance and Audit Committee, except that athlete representatives shall be selected according to Section 8.2. The Chair of the Finance and Audit Committee shall be the Treasurer. The Finance and Audit Committee shall not exceed six (6) members.
- b. The Finance and Audit Committee shall:
 - i. be responsible, in cooperation with the Treasurer and President, for recommending the annual budget for operations of the Corporation, reviewing monthly financial statements, reviewing internal financial policies and procedures, and for making recommendations for investment of excess operating funds;
 - ii. recommend the allocation of funds for specific programs;

- iii. recommend the independent auditors of the Corporation for Board approval; review the report of the independent auditors and management letter; and recommend action as needed;
 - iv. oversee financial controls and disclosure and such other matters as directed by the Board of Directors;
 - v. perform such other duties as assigned by the Board of Directors; and
 - vi. report to the Board of Directors as may be requested by the Board or the Chair from time to time.
- c. The Finance and Audit Committee shall periodically meet separately in executive session with management, the Corporation's financial staff, and the Corporation's outside auditor. In addition, the Finance and Audit Committee, or a designated representative of the Finance and Audit Committee, shall meet with the outside auditor before the release of the Corporation's annual audited financial statements and tax filings, to review such materials.

Section 8.4. Committee for Competitive Excellence

- a. The Committee for Competitive Excellence and its chair will be elected in accordance with the Committee for Competitive Excellence's charter, except that athlete representatives shall be selected according to Section 8.2.
- b. The Committee for Competitive Excellence shall:
 - i. be responsible for advising the President and the high performance director on all matters affecting competitive performance and development;
 - ii. assist the President and high performance director with scheduling and formatting all national, regional, and zone events;
 - iii. be responsible for collecting feedback from members on matters related to the Rules;
 - iv. advise the Board with respect to proposed rules, changes and amendments to the Rules, and shall present such rules, changes and amendments to the Board for approval;
 - v. perform such other duties as assigned by the Board; and
 - vi. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.5. Ethics Committee

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that athlete representatives shall be selected according to Section 8.2. Except for athlete representatives, the members of the Ethics Committee shall satisfy the standards of independence for "unaffiliated directors" as set forth in these Bylaws. No director of the Board shall be appointed to the Ethics Committee.
- b. The Ethics Committee shall:

- i. oversee implementation of, and compliance with, the Corporation's Conflicts of Interest Policy;
- ii. advise the Board on all ethical matters and grievances that are not Safe Sport matters or grievances;
- iii. develop, and review on an annual basis, a Conflicts of Interest Policy for the Board, officers, staff members, committee members, volunteers, and member organizations for review and approval by the Board of Directors;
- iv. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board of Directors;
- v. review and provide guidance on ethical questions presented to it by the Board of Directors, officers, committee members, volunteers, staff and the Corporation's members;
- vi. review annual and periodic Conflicts of Interest disclosure forms and determine if a conflict of interest exists as to any particular transaction, relationship, or matter involving the Corporation;
- vii. evaluate requests for approval under the Corporation's Gift and Entertainment Policy;
- viii. perform such other duties as assigned by the Board; and
- ix. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.6. Safe Sport Committee

- a. The Board of Directors shall appoint the members of the Safe Sport Committee and its chair, except that athlete representatives shall be selected according to Section 8.2. At least one member of the Safe Sport Committee must be an unaffiliated director.
- b. The Safe Sport Committee shall:
 - i. review and assist with the development and implementation of the athlete safety policy and other policies or procedures related to Safe Sport;
 - ii. monitor compliance by the Corporation with the policies, procedures and requirements of the Center, as well as other Safe Sport initiatives of the USOPC and the Olympic movement;
 - iii. perform such other duties as assigned by the Board; and
 - iv. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.7. Nominating and Elections Committee

- a. The Nominating and Elections Committee shall be selected as follows:

- i. one (1) individual selected by the Nominating and Elections Committee;
 - ii. two (2) athletes selected according to Section 8.2 of these Bylaws; and
 - iii. two (2) individuals selected by the Board, at least one (1) of whom shall be unaffiliated as that term is defined in these Bylaws.
- b. The members of the Nominating and Elections Committee shall serve for terms of four (4) years, provided that the Board may from time to time adjust terms for the Committee members in order to create staggered terms. An individual shall not serve on the Nominating and Elections Committee for more than two (2) consecutive terms. Service of two (2) years or more constitutes one (1) term.
- c. An individual may not be on the Board of Directors and the Nominating and Elections Committee at the same time. Additionally, members of the Nominating and Elections Committee are precluded from serving as a Board director or in any other Corporation capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Elections Committee ends.
- d. The Nominating and Elections Committee will:
 - i. identify and evaluate prospective candidates for the Board;
 - ii. recommend unaffiliated directors for Board approval;
 - iii. recommend, as requested by the Board, individuals to serve on various committees;
 - iv. work with the Ethics Committee to vet all nominations for potential conflicts of interest or other issues;
 - v. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees;
 - vi. perform such other duties as assigned by the Board; and
 - vii. report to the Board of Directors as may be requested by the Board or the Chair from time to time.
- e. In considering a candidate for nomination to the Board, the Nominating and Elections Committee takes into consideration:
 - i. the candidate's contribution to the effective functioning of the Corporation;
 - ii. any potential or impending change in the candidate's principal area of responsibility with his or her company or in his or her employment;
 - iii. whether the candidate brings relevant experience to the Board;
 - iv. whether the candidate has the ability to attend meetings and fully participate in the activities of the Board;
 - v. the candidate's reputation for personal integrity and commitment to ethical conduct;
 - vi. whether the candidate has passed a mandatory background check and SafeSport training if required; and

- vii. whether the candidate has developed any relationships with another organization, or other circumstances have arisen that might make it inappropriate for the candidate to serve on the Board.

Section 8.8. Coaches Advisory Committee

- a. The coach members and competitive coach members shall elect the members of the Coaches Advisory Committee and its chair in accordance with the charter of the Coaches Advisory Committee, except that athlete representatives shall be selected according to Section 8.2. The Coaches Advisory Committee will not exceed nine (9) members.
- b. The Coaches Advisory Committee will:
 - i. advise the Board regarding input from coaches and club owners on pending policies or other matters relating to the Corporation;
 - ii. perform such other duties as assigned by the Board; and
 - iii. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.9. Board of Review

- a. The Board of Directors shall appoint the members of the Board of Review and its chair, except that athlete representatives shall be selected according to Section 8.2. A majority of the members of the Board of Review shall satisfy the standards of independence for “unaffiliated directors” as set forth in these Bylaws. No director of the Board shall be appointed to the Board of Review.
- b. The Board of Review will:
 - i. generally administer and oversee all administrative grievances, opportunity to compete matters, and member disciplinary matters filed with the Corporation;
 - ii. generally administer and oversee any alleged violation of the Center’s rules, polices, and procedures over which the Center has not exercised jurisdiction, pursuant to the procedures set forth in the Corporation’s Complaint Procedures;
 - iii. draft the Corporation’s grievance procedures for Board approval;
 - iv. generally administer and oversee all alleged violations of the Corporation’s Athlete Safety Policy over which the Center has not exercised jurisdiction;
 - v. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
 - vi. appoint a panel of independent individuals to hear and render a decision on grievances and disciplinary matters;
 - vii. perform such other duties as assigned by the Board; and
 - viii. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.10. Allied Organizations Committee

- a. The Board of Directors shall appoint the members of the Allied Organizations Committee and its chair, except that athlete representatives shall be selected according to Section 8.2.
- b. The Allied Organizations Committee shall:
 - i. be responsible for communicating and assisting the Board with input from Allied Organization members on pending policies or other matters relating to the Corporation;
 - ii. elect the Allied Organizations Director from among the members of the committee;
 - iii. perform such other duties as assigned by the Board; and
 - iv. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.11 Masters Diving Committee

- a. The Masters Diving Committee and its chair will be elected by masters diving members in accordance with the Masters Diving Committee charter, except that athlete representatives shall be selected and approved according to Section 8.2.
- b. The Masters Diving Committee will:
 - i. advise the Board regarding input from members involved in masters diving on pending policies or other matters relating to the Corporation;
 - ii. perform such other duties as assigned by the Board; and
 - iii. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.12. High Diving Committee

- a. The Board of Directors shall appoint the members of the High Diving Committee, except that athlete representatives shall be selected according to Section 8.2. The High Diving Committee shall not have more than five (5) members.
- b. The High Diving Committee will:
 - i. advise the Board regarding input from members involved in high diving on pending policies or other matters relating to the Corporation;
 - ii. perform such other duties as assigned by the Board; and
 - iii. report to the Board of Directors as may be requested by the Board or the Chair from time to time.

Section 8.13. Athletes' Advisory Council

- a. The Corporation's Athletes' Advisory Council (the "Corporation AAC") shall be a forum for comprehensive communication between athletes and the Corporation. The Corporation AAC will lead, serve, and engage athletes to communicate the interests and protect the rights of athletes, and be a conduit to the Corporation. The Corporation AAC will:
 - i. serve as a vehicle for athlete engagement;
 - ii. endeavor to protect the rights of athletes;
 - iii. provide athlete feedback;
 - iv. build and establish relationships among the athletes of the Corporation;
 - v. assist in identifying potential future athlete directors and introduce athletes to the Corporation's governance structure;
 - vi. serve as SafeSport and USADA ambassadors and advocates;
 - vii. develop pathways for athletes within the structure of the Corporation; and
 - viii. advise the Board of matters of interest to the athlete membership.
- b. Designation. The Corporation AAC will consist of twelve (12) individuals, consisting of six (6) men and six (6) women. Two (2) of the individuals must be the Corporation's representative and alternate to the Team USA AC.
- c. Qualifications. At least eighty percent (80%) of the members of the Corporation AAC must be 10 Year Athletes. The remaining twenty percent (20%) may be either 10 Year Athletes or 10 Year+ Athletes. Before election, athlete representative candidates must disclose any felony convictions, or any other period of ineligibility served in sport such as violations of anti-doping rules, and any SafeSport violations.
- d. Election; Term; Term Limits. Members of the Corporation AAC shall be directly elected by 10 Year Athletes. The election shall take place after conclusion of the Summer Olympic Games, but before January 1 of the year following the Summer Olympic Games. The term for members of the Corporation AAC shall be for four (4) years. No Corporation AAC member shall serve for more than two (2) consecutive terms.
- e. Chair. The Corporation AAC shall elect from among its members, by majority vote, a chair. The term of office of the chair shall be four (4) years. The newly elected chair shall take office immediately. The chair shall hold office until the chair's successor is elected and qualified, or until the chair's earlier resignation, removal, incapacity, disability or death.
- f. Compensation. The Corporation AAC members shall not receive compensation for their services as Corporation AAC members. The Corporation shall pay for the reasonable expenses of all members of the Corporation AAC to attend the Corporation AAC meetings. In addition, the Corporation shall pay for the reasonable expenses of the athlete directors to attend the Corporation's Board meetings. While members of the Corporation AAC shall not receive compensation for their services as Corporation AAC members, they may obtain compensation from the Corporation in their capacity as athletes. Each member of the Corporation AAC shall be bound by the Corporation's Conflicts of Interest Policy.

ARTICLE 9
TEAM USA ATHLETES' COMMISSION

Section 9.1. Designation

The Corporation shall have a representative and an alternate representative to the Team USA AC.

Section 9.2. Qualifications

To be eligible to serve on the Team USA AC, athlete representatives must meet the qualifications set forth in the Team USA AC Bylaws. To the extent that there is a conflict between this Article 9 and the Team USA AC Bylaws, the latter will control.

Section 9.3. Election

- a. Athlete representatives on the Team USA AC shall be directly elected by 10 Year Athletes.
- b. The Corporation shall adopt and submit to the Team USA AC, consistent with policies established by the Team USA AC, a procedure whereby eligible athletes shall elect a representative and an alternate representative to the Team USA AC.
- c. The election shall take place after conclusion of the Summer Olympic Games, but before January 1 of the year following the Summer Olympic Games.
- d. The individual with the highest vote total will be elected as the representative to the Team USA AC. The individual with the second highest vote total is elected as the alternate representative to the Team USA AC.

Section 9.4. Term; Term Limits

The term for all representatives to the Team USA AC shall be four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is held, and end on December 31 of the year in which the next edition of Summer Olympic Games is held. Any vacancies shall be filled as soon as practicable. No representative to the Team USA AC shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate representative.

ARTICLE 10
SANCTIONING EVENTS

Section 10.1. Prompt Review of Request

The Board of Directors or President (as applicable) shall promptly review every request submitted by an amateur sports organization or person for a sanction and make a determination on such request to (i) hold an international or national amateur athletic competition in the United States, or (ii) sponsor United States diving athletes to compete in an international athletic competition held outside the United States.

Section 10.2. Sanctioning Domestic Events

The President will sanction all domestic events in accordance with the applicable sanctioning criteria, subject to veto by the Board of Directors.

Section 10.3. Sanctioning International Events

The President will recommend to the Board of Directors the sanctioning of all international events in accordance with the applicable sanctioning criteria, and the Board of Directors will sanction all international events in accordance with those criteria.

**ARTICLE 11
RECORDS OF THE CORPORATION**

Section 11.1. Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board.

Section 11.2. Corporate Seal

The Corporation's seal (of which there may be one or more) shall specify the name of the Corporation. The seal may be used by impressing or reproducing a facsimile of it, for use on official documents of the Corporation.

Section 11.3. Publications

Inside USA Diving magazine is an official publication of the Corporation.

Section 11.4. Website

The Corporation will maintain a website, which is currently usadiving.org. The website may be changed by the Corporation from time to time.

**ARTICLE 12
POLICIES**

Section 12.1. Gifts & Entertainment Policy

The Corporation shall adopt a Gifts & Entertainment Policy applicable to all of the Corporation's employees, Board directors, officers, committee members, hearing panel members, and volunteers.

Section 12.2. Conflicts of Interest Policy

The Corporation shall adopt a Conflicts of Interest Policy applicable to all of the Corporation's employees, Board directors, officers, committee members, and volunteers. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

Section 12.3. Code of Conduct

The Corporation shall adopt a general Code of Conduct applicable to all of the Corporation's members, employees, Board directors, officers, committee members, and volunteers.

Section 12.4. Athlete Safety Policy

The Corporation shall adopt an Athlete Safety Policy applicable to all of the Corporation's members, employees, Board directors, officers, committee members, and volunteers, which policy must satisfy the minimum standards mandated by law, the Center, and the USOPC.

Section 12.5. Whistleblower Policy

The Corporation shall adopt a Whistleblower Policy to protect any employee of the Corporation who reports a violation of law by the Corporation.

Section 12.6. Grievance Procedures

The Corporation shall adopt procedures for addressing complaints, setting forth the types of complaints that the Corporation may be asked to resolve, the processes and procedures for hearing and resolving such complaints, and the remedies and sanctions available. At a minimum, the Corporation will adopt procedures for resolving complaints of violations of the Athlete Safety Policy and grievances involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition.

**ARTICLE 13
FIDUCIARY MATTERS**

Section 13.1. Indemnification

- a. The Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the Corporation, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. The termination of any action, suit, or proceeding by judgment, order, settlement, or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation.
- b. To the extent that a director, officer, employee, member, manager, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this section, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, the person shall be indemnified against expenses, including attorney

fees, actually and reasonably incurred by the person in connection with that action, suit, or proceeding.

- c. Unless ordered by a court, any indemnification under this section shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, member, manager, agent, or volunteer is proper in the circumstances because the person has met the applicable standard of conduct set forth in this section. Such determination shall be made by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with the action, suit, or proceeding at issue.
- d. The expenses incurred by a director, officer, employee, member, manager, agent, or volunteer in defending an action, suit, or proceeding referred to in this section, including attorney fees, shall not be paid by the Corporation upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the Corporation by the person, if it is proved, by clear and convincing evidence in a court with jurisdiction that the act or omission of the person was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.
- e. Expenses, including attorney's fees, incurred by a director, officer, employee, member, manager, agent, or volunteer in defending any action, suit, or proceeding referred to in this section may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, member, manager, agent, or volunteer to repay the amount if it ultimately is determined that the person is not entitled to be indemnified by the Corporation.
- f. The Corporation may purchase and maintain insurance, or furnish similar protection, for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the 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 that liability under this section.

Section 13.2. Discharge of Duties

Each director of the Board and officer shall discharge his or her duties: (i) in good faith; (ii) with the care an ordinarily prudent individual in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation.

Section 13.3. Conflicts of Interest

If any director of the Board, officer, or committee member has a financial interest in any contract or transaction involving the Corporation, or has an interest adverse to the Corporation's business affairs, and that individual is in a position to influence a determination with regard to the contract, transaction or business affair, such individual will: (i) disclose the conflict of interest; (ii) not participate in the evaluation of the contract, transaction or business affair; and (iii) not vote on the

contract, transaction or business affair, unless the procedures set forth in the Corporation's Conflicts of Interest Policy are followed.

Section 13.4. Prohibited Loans

No loans shall be made by the Corporation to the Chair of the Board, to any director of the Board, to any officer of the Corporation, to any committee member, or to any Corporation employee.

**ARTICLE 14
FINANCIAL MATTERS**

Section 14.1. Fiscal Year

The fiscal year of the Corporation shall commence January 1 and end on December 31 each year.

Section 14.2. Budget

The Corporation shall have an annual budget.

Section 14.3. Audit

Each year the Corporation shall have an annual audit of its books and accounts prepared by an independent certified public accountant as recommended by the Finance and Audit Committee. The Finance and Audit Committee shall provide the auditors' report to the Board of Directors upon completion.

Section 14.4. Individual Liability

No individual director of the Board or officer shall be personally liable in respect of any debt or other obligation incurred in the name of the Corporation pursuant to the authority granted directly or indirectly by the Board of Directors.

Section 14.5. Irrevocable Dedication and Dissolution

The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall inure to the benefit of private persons. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, as amended

ARTICLE 15
MISCELLANEOUS PROVISIONS

Section 15.1. Arbitration

The Corporation agrees to submit to binding arbitration in any controversy involving the opportunity of any amateur athlete, coach, trainer, manager, administrator, or official to participate in amateur athletic competition upon the demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator, or official using an established major national provider of arbitration and mediation services based in the United States and designated by the USOPC with the concurrence of the Team USA AC and the National Governing Bodies' counsel, as required by the Ted Stevens Act.

Section 15.2. Severability and Headings

The invalidity of any provision of these Bylaws shall not affect the other provisions of these Bylaws. In such event, these Bylaws shall be construed in all respects as if such invalid provision were omitted. The headings in these Bylaws are for the purpose of reference only and shall not limit or define the meaning of any provision hereof.

Section 15.3. Saving Clause

Failure of literal or complete compliance with any provision of these Bylaws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the directors of the Board do not cause substantial injury to the rights of the directors, shall not invalidate the actions or proceedings of the directors at any meeting.

Section 15.4. Applicable Law

These Bylaws shall be governed by the laws of the State of Ohio.

Section 15.5. Equal Opportunity

The Corporation shall provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in amateur athletic competition and/or benefit from business practices (e.g., employment, procurement processes, and team selection), without discrimination on the basis of race, color, religion, age, sex, sexual orientation, or national origin.

ARTICLE 16
AMENDMENTS OF BYLAWS

Section 16.1. Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted by a majority of directors of the Board at any meeting duly called and at which a quorum is present.

ARTICLE 17
COMMITMENT TO DIVERSITY

Section 17.1. Commitment to Diversity

The Corporation and the Board desires diversity at all levels of the Corporation, including among its athletes and other members. The Corporation shall develop and implement a policy to foster diversity, supported by meaningful efforts to accomplish that diversity. The Board shall foster norms that favor open discussion and favor the presentation of different views.