

THE CODE OF REGULATIONS  
OF  
THE UNITED STATES SYNCHRONIZED SWIMMING FOUNDATION, INC.  
(AMENDED AND RESTATED AS OF SEPTEMBER 15, 2017)

Article I  
Members

The sole member of the Corporation shall be United States Synchronized Swimming, Inc. (“USSS”). The member shall select a Board of Trustees for the Corporation in accordance with Article II hereof

Article II  
Trustees

Section 2.1. Number and Selection. There shall be no more than eighteen (18) Trustees of the Corporation, selected as follows:

- (a) Nine (9) of the Trustee shall be elected by the Board of Governors of USSS. The Board of Governors shall elect three (3) of these Trustees at its annual meeting each year. The Trustees so elected shall take office immediately following the annual meeting at which they are elected and shall serve for a three-year period, or until their successors are elected and qualified.
- (b) The remaining nine (9) Trustees shall be elected by a majority of the Trustees at its first meeting after the annual meeting of USSS, with three (3) Trustees elected each year. The Trustees so elected may take office immediately upon their election and shall serve for a three-year period, or until their successors are elected and qualified..

Section 2.2. Vacancies. Any vacancy that may occur in the Board of Trustees caused by death, resignation or otherwise, may be filled by the group that originally elected the Trustee who created the vacancy at its next meeting.

Section 2.3 Meetings of the Trustees. Meetings of the Trustees shall be held at any time or place, within or without the State of Ohio, pursuant to the resolution of the Trustees or to a call signed by the president or any two Trustees. Two days written notice of such meeting shall be given to each Trustee unless the Trustees have fixed a regular time and place for such meeting, in which case no notice shall be required for any meeting. Notice of any meeting may be waived in writing either before or after such meeting.

Section 2.4 Compensation. No member of the Board of Trustee shall be entitled to receive compensation for his or her services as such, but he or she may be reimbursed for

expenses incurred.

Section 2.5 Quorum. A majority of the Trustees then serving shall constitute a quorum at any meeting of the Board of Trustees.

Section 2.6. Removal. Any Trustee may be removed, either for or without just cause, by an affirmative two-thirds vote of the Trustees, rounded up to the next whole person, at any regular meeting of the Board of Trustees. The Trustee proposed to be removed shall be afforded an opportunity to be heard, but will not be allowed to vote nor be counted as part of quorum or the voting base.

### Article III Committees

The Board of Trustees may in its discretion appoint committees which shall have such power and perform such duties as from time to time may be prescribed by the Board of Trustees. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Trustees shall otherwise provide. The Board of Trustees shall have the power at any time to change the membership of any such committee, to fill vacancies, and to discharge any such committees.

### Article IV Officers

Section 4.1 Composition. The officers of the Corporation shall be selected by the Trustees to serve a two-year term. All of the officers of the Corporation shall hold office until their successors are elected and duly qualified, or for such period as the Board of Trustees may designate. Officers who have less than two years left in their terms as Trustees shall have an additional year added to their Trustee term so that they may complete their two-year officer term. Any officer may be removed, either for or without just cause, by an affirmative two-thirds vote of the Trustees, rounded up to the next whole person, at any regular meeting of the Board of Trustees. The officer proposed to be removed shall be afforded an opportunity to be heard, but will not be allow to vote nor be counted as part of quorum or the voting base.

Section 4.2 Powers and Duties. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, and such further powers and duties as from time to time may be conferred by the Board of Trustees.

### Article V Indemnification of Members, Trustees, Officers and Employees

Each person or corporation who is or was a member, trustee, officer or employee of the corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the laws of the State of Ohio against any liability, cost or expense incurred by him in his capacity as a member, trustee, officer or employee, or arising out of his status as a member, trustee, officer or employee. The Corporation may, but shall not be obligated to maintain insurance, at its expense, to protect itself and any such person again such liability, cost or expense. (For the purposes of this Article V, references to "Corporation" include all constituents absorbed in consolidation or merger as well as the resulting or surviving corporation.)

Article VI  
Books, Records, and Fiscal Year

Section 6.1 Books and Records. The Board of Trustees shall cause to be kept a correct and complete set of books and records and shall keep minutes of the proceedings of the Board of Trustees.

Section 6.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Article VII  
Dissolution

Section 7.1 Authority. If deemed advisable by the Trustees, the corporation may be dissolved pursuant to the applicable provisions of the corporation laws of the State of Ohio.

Section 7.2 Distribution of Assets. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all the assets of the corporation to USSS, provided that if USSS does not at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any successor provision), then all of the assets of the Corporation shall be disposed of 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 same qualify as an exempt organization or organization is under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or any successor provision).

Article VIII  
Amendments

These Regulations (other than section 7.2) may be altered, amended, or repealed and new Regulations may be adopted by the majority vote of the Board of Governors of USS at any meeting thereof.