



## Funding the Future of Synchronized Swimming

Date: 20 March 2018  
To: The Trustees of the United States Synchronized Swimming Foundation  
From: The Board Development Committee – Lisa Mar (chair), Beth Borland and Evelyn Zabo  
Re: Proposed Motion for Changes to the Code of Regulations regarding Voting

We move that the Code of Regulations of The United States Synchronized Swimming Foundation, Inc., be amended as follows:

### Section 2.4. Voting.

- (a) Eligibility. Each Trustee in good standing shall be entitled to one vote.
- (b) Quorum. A majority of the Trustees then serving shall constitute a quorum at any meeting of the Board of Trustees.
- (c) Requirements for Adoption. When a quorum is present, a majority of the votes cast by the Trustees entitled to vote (and whose vote is cast either in person or by absentee ballot), is sufficient for the adoption of any motion that is in order, except those that require a two-thirds vote. A two-thirds vote is required of those votes cast for removal of a Trustee or an Officer as stated in Article II, Section 2.6 and in Article IV, Section 4.1. Any Trustee may call for a roll call vote after any vote is taken. In general, the President of the Board of Trustees does not vote.
- (d) Ties. In the case of a tie vote, the President of the Board (or the person serving as the meeting chair if the President is absent) may cast a tie-breaking vote.
- (e) Absentee Voting. Absentee voting is permissible for any vote taken by the Board of Trustees at a regularly scheduled meeting. A Trustee may email her or his absentee vote to the President in advance of the meeting. If the proposal or motion is changed in any way at the meeting that alters the original intent of the proposal or motion, then in such case all absentee ballots will be null and void. Proxy voting is not permitted.
- (f) Mail or Electronic Voting. A vote by mail, email and/or electronic methods is permissible when it has been determined by the Board of Trustees that it is necessary. At least five (5) days' notice must be given for votes on topics that have been previously discussed during Board meetings. At least seven (7) days' notice must be given for votes on topics that have not been previously discussed during Board meetings. The seven-day period is to include two (2) days for the submittal of questions and receipt of answers by Trustees regarding the motion presented. Votes must be received from a quorum of Trustees for the vote to be considered valid, and these votes must be in the form of a written consent signed and mailed, faxed or emailed back to the Board Secretary. Unanimous written consent is required for a mailed, emailed or electronic proposal or motion to pass. Results of any mail, email and/or electronic votes must be read into the official minutes of the Board of Trustees meeting following the mail, email and/or electronic vote.

**The United States Synchronized Swimming Foundation**

9365 Counselors Row, Suite 200, Indianapolis, Indiana 46240

[www.synchrofoundation.com](http://www.synchrofoundation.com)



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Section 2.5. Compensation. No member of the Board of Trustees 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.

### NOTES:

- This policy should be included as an update to the Code of Regulations, which will require the approval of the USA Synchro Board of Directors acting for the USA Synchro Board of Governors. We recommend this motion become section 2.4, making the original section 2.4 now section 2.5 and removing the original section 2.5 [which has been included here as section 2.4 (b)].
- Good standing will be defined elsewhere in the policies and procedures.
- This voting policy is in line with legal regulations prevailing in both Indiana and Ohio, where the USSSF has been incorporated.

### PROS:

- This motion clarifies what is acceptable practice for the USSSF and provides options for how voting may occur. It takes into account the increased accepted use of electronic methods and meetings that do not take place in person.
- This motion aligns with what is legally acceptable and appropriate in the state in which the USSSF is incorporated.
- Adherence to this policy helps ensure the legality of votes taken by the Board of Trustees.

### CONS/CONSIDERATIONS:

- This policy may need to be revised if state or federal laws change.

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