

**BYLAWS
OF
USA DOWN SYNDROME SWIMMING, INC.**

Please note that these Bylaws are subject to change at any time by the Board of Directors. The most current version can be found on the USA Down Syndrome Swimming website.

Last Updated: May 19,, 2023

ARTICLE I

Name

The name of the organization is “USA Down Syndrome Swimming, Inc.” (“USADSS” herein), a Florida not for profit corporation.

ARTICLE II

Offices

The principal office of USADSS in the State of Florida shall be 598 Trelago Way, #101, Maitland, Florida 32751. USADSS is expressly authorized to maintain an office in the State of Florida. USADSS may have offices at other places within or without the State of Florida as the Board of Directors may from time to time determine or as the business of USADSS may require.

The address of USADSS’s registered office, required by Florida law to be maintained in the State of Florida, may be changed from time to time by the Board of Directors. The registered office may be, but need not be, identical to USADSS’s principal office.

ARTICLE III

Purpose

The purpose of USADSS is to benefit swimmers with Down syndrome in their pursuit to competitive swimming and support their elite participation in national and international competition.

ARTICLE IV

Directors

Section 1. Board of Directors. The Board of Directors shall have the power and it shall be its duty to establish and direct policies, procedures and programs for USADSS and its corporate powers will be exercised by a board of five (5) or more directors.

a) Directors are not required to be residents of this state but must be at least eighteen (18) years of age and citizen of the United States.

b) The Board of Directors shall not receive compensation for their services as Board members. However, a director is allowed reasonable advancement or reimbursement of expenses incurred in the performance of his or her duties. Any payments to directors shall be approved in advance.

c) A director of USADSS who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against the action or abstains from voting in respect to it because of an asserted conflict of interest.

d) A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of USADSS and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

e) In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by: (i) one or more officers or employees of USADSS whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence; or (iii) a committee of the board upon which he or she does not serve, duly designated in accordance with a provision of the Articles of Incorporation or these Bylaws, as to matters within its designated authority, which committee the directors reasonably believe to merit confidence.

f) In performing his or her duties, a director may consider such factors as the director deems relevant, including the long term prospects and interest of USADSS, and the social, economic, legal, or other effects of any action on the employees, suppliers, or customers of USADSS or its subsidiaries, the communities and society in which USADSS operates, and the economy of the state and nation.

g) A director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described in Section 1(e) of this Article IV to be unwarranted.

h) Notwithstanding the above provisions, directors may be immune from civil liability pursuant to Florida Statutes, Section 617.0834.

Section 2. Number of Directors. The exact number of directors making up the board shall be the number from time to time fixed by resolution of majority of the full board at any meeting thereof, except as to the number constituting the initial Board of Directors, which number shall be fixed by the Articles of Incorporation. No decrease in the number of the board shall have the effect of shortening the term of any incumbent director. At no time shall the number of directors making up the board be less than five (5) members. Per the vote in 2022, the

board of directors consists of eight members, with one position being a representative of USA Down Syndrome Artistic Swimming

Section 3. Term of Initial Directors. Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until his or her resignation, removal from office, death, or the expiration of his or her term. The terms of the initial Board of Directors shall be as set forth below. Thereafter, the term of each subsequently appointed director shall be determined by the full Board of Directors, at such time as each director is appointed.

Board Terms will be as follows:

The Board will elect five (5) members in odd years to serve 2 year terms. Of the five (5) members one (1) position must be a representative of USA Down Syndrome Artistic Swimming, the remaining four (4) positions are at large members.

The Board will elect three (3) members in even years to serve 2 year terms. The three positions are at large members.

Section 4. Term of Elected or Appointed Directors. The terms of office of all elected members of the Board of Directors shall be two years. An appointed director will serve out the duration of the member's term. Each person elected or appointed to a position shall assume office upon election or appointment and shall serve until a successor is chosen. No person who has served three successive terms shall be eligible for re-election or appointment to the same position until a lapse of one term.

Section 5. Election of Directors. A nominating committee will be formed, and communication will be sent as to positions to be filled, requirements for a candidate, nominating procedures, election and voting requirements. Voting delegates will consist of current USADSS Board Members.

Section 6. Chairman of the Board. The President will serve as chairman of the board. The chairman of the board will preside over all meetings of the Board of Directors.

Section 7. Vacancies. Vacancies in the Board of Directors, whether occurring by reason of an increase in the size of the board, or the death, resignation, disqualification, or removal of a director, or the expiration of a director's term, may be filled by the affirmative vote of the majority of the full board of remaining directors, even if the remaining directors do not constitute a quorum. A director appointed to fill a vacancy shall hold office until the expiration of the term of the position he or she has filled.

Section 8. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held at such place and time during the year as the board may schedule and are closed session.

Section 9. Special Meetings of the Board. Special meetings of the Board of Directors may be called at any time and place by the Chairman of the Board, or by a majority of the directors. Notice of each special meeting shall be given by the Secretary to each director not less than twenty-four (24) hours before the meeting. Notice of a special meeting may be given orally or in writing, personally, by telephone, or by electronic mail. Notice of a special meeting of the board, however, need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a special meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors' need be specified in the notice or waiver of notice of such meeting. Special meetings of the Board of Directors may be held within or without the State of Florida.

Section 10. Quorum and Voting. Unless provided otherwise by the Articles of Incorporation, directors in attendance of a meeting in the manner provided in these Bylaws shall constitute a quorum for the transaction of business. In addition to those directors who are physically present at a meeting, directors shall for purposes of these Bylaws be deemed present at such meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other at the same time is used. A resolution passed on the telephone by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as a resolution passed at a physical meeting. The act of directors' present at a meeting at which a quorum is present shall be the act of the board of directors, unless provided to the contrary in the Articles of Incorporation. A director who is present at a meeting on which action on any corporate matter is taken shall be deemed in favor of the action taken, unless he or she votes against the action or abstains from voting with respect thereto because of an asserted conflict of interest. A majority of the directors' present may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 11. Board Action Without a Meeting. Any action of the Board of Directors that is required or permitted to be taken at a meeting may be taken without a meeting if written consent to the action is signed by all the members of the board and is filed in the minutes of the board. Such consent shall have the same effect as a unanimous vote.

Section 12. Removal of Directors. At a special meeting of directors called expressly for that purpose, any director may be removed with or without cause by a vote of a majority of the full Board of Directors. If such director is a member of a committee, he or she shall cease to be a member of that committee when he or she ceases to be a director.

ARTICLE V Officers

Section 1. Officers. USADSS shall have a President, a Vice President, a Secretary, a Treasurer, and such other officers, as the Board of Directors from time to time shall deem advisable. Corporate officers shall be elected by the Board of Directors at the annual meeting of the board and shall hold office for the duration of their term of two (2) years and until their successors are elected and qualified, unless sooner removed by the Board of Directors. The failure to elect a President, Vice President, Secretary, or Treasurer shall not affect the existence of USADSS.

Section 2. President. The President shall be the chief executive officer of USADSS and shall preside at all meetings of the Board of Directors of USADSS, shall have general supervision of the affairs of USADSS, shall make reports to the directors, shall execute all instruments in the name of USADSS and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors. The President shall be authorized to execute all documents on behalf of USADSS without the necessity of joinder or attestation of any other officer.

Section 3. Vice President. If elected or appointed, the Vice President, in the absence or disability of the President, shall exercise the power and shall perform the duties of the President and shall exercise such other power and perform such other duties as the Board of Directors may prescribe.

Section 4. Secretary. The Secretary shall keep the minutes of all proceedings of the meetings of the directors, shall attend to the giving and serving of all notices to the directors or other notice required by law or by these Bylaws, shall affix the seal of USADSS to deeds, contracts, and other instruments or writings requiring a seal, when duly signed or when so ordered by the directors, shall authenticate records of USADSS, shall have charge of all of the corporate records (except the financial records) and such other books and papers as the board may direct, and shall perform all other duties to the office of Secretary and those which may be prescribed by the directors.

Section 5. Treasurer. The Treasurer shall have custody of all corporate funds, securities, financial records, and evidences of indebtedness of USADSS, shall receive and give receipts for monies paid in on account of USADSS, shall pay out of the funds on hand all bills, and other debts of USADSS, shall enter regularly in a books, full and accurate accounting of all monies received and paid out by him or her on account of USADSS, and shall perform all other duties to the office of Treasurer and those which may be prescribed by the directors.

USADSS operating premise is that no one person is allowed complete control over a transaction and there is a separation of duties requiring at least two people's involvement in any processing which includes the review, approval and cash/check handling for each transaction. The process is as follows: Treasurer reviews invoice and approves/disapproves, if approved it is sent to President requesting approval, Treasurer then processes and issues check.

Contractual engagement and check signing authority is vested in persons at appropriate levels of USADSS. These positions are: the President and the Treasurer. All check signers are limited to signing checks for reimbursements and/or expenditures that have been approved by a secondary authority (someone other than themselves). In the event the Treasurer needs to reimburse themselves, they must follow the same procedure as stated above and it must be approved in writing by a secondary authority.

Section 6. Other Officers. Other officers appointed by the Board of Directors shall be subject to the supervision of and shall be responsible to perform the duties prescribed by the Board of Directors.

Section 7. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification, creation of a new position, or any other reason may be filled by the Board of Directors for the unexpired portion of the term.

Section 8. Removal. Any officer may be removed from office with or without cause by the Board of Directors. Removal of any officer will be by a majority of the members of the Board of Directors.

Section 9. Compensation. No officer of USADSS shall receive any compensation.

ARTICLE VI **Membership**

USADSS shall not have members and shall not issue membership certificates.

ARTICLE VII **Standing Committees**

Section 1. General. The Board of Directors has established the following standing committees and may establish special Committees as needed. The Board of Directors will appoint all committee chairs. The committee chair will be a member of the Board of Directors and each committee will have an additional board member. All additional committee members must be non-athlete members of USADSS. The committee chair and members will act only as a committee and shall have no individual power or authority. The committees shall have the power to make suggestions and give advice to the Board of Directors. Each of the committees shall work within the guidelines that set forth by the Board of Directors. Each committee shall keep and approve minutes of its meetings. Those minutes will be forwarded to the Secretary for transmission to the Board of Directors. Each committee shall report to the Board of Directors at least annually. The Board of Directors may remove a committee member at any time, with or without cause.

Section 2. Athlete Recruitment, Registration and Records Committee. The Athlete Registration and Records Committee will be responsible for registration of athletes and maintaining of all USADSS International and National records.

Section 3. Finance and Fundraising Committee. The Finance and Fundraising committee will be responsible for the financial management and fundraising activities of USADSS.

Section 4. Marketing Committee. The Marketing committee will be responsible for the marketing and social media activities of USADSS.

Section 5. National Aquatics Committee. The National Aquatics Committee will be responsible for overseeing and running the elite competitive swim and artistic team that represents the USA at National and International competitions.

Section 6. Administrative Review Committee. The Administrative Review committee will be responsible for resolving disputes.

Section 7. Nominating Committee. The Nominating committee will be responsible for overseeing the nomination procedure for election to the Board of Directors.

ARTICLE VIII
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ARTICLE IX
Books and Records

Section 1. Books and Records. USADSS shall keep correct and complete books and records of account and shall keep as permanent records minutes of the proceedings of its Board of Directors and its committees. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE X
Corporate Indemnification Plan

Section 1. Definitions. For purposes of this Article X, the following terms shall have the meanings hereafter ascribed to them:

a) "Corporation" includes, as the context may require, USA Down Syndrome Swimming, Inc., any resulting corporation and any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger, so that any person who is or was a director or officer of a constituent corporation, or is or was serving at the request of a

constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, is in the same position with respect to the resulting or surviving corporation as he or she would have been with respect to such constituent corporation if its separate existence had continued.

b) “Expenses” include, without limitation, all costs, expenses, attorneys’ fees, and paralegal expenses incurred by the Director or officer in, for or related to the Proceeding or in connection with investigating, preparing to defend, defending, being a witness in or participating in the Proceeding, including such costs, expenses, attorneys’ fees and paralegal expenses incurred on appeal. Such attorneys’ fees shall include without limitation, (a) attorneys’ fees incurred by the Director or officer in any and all judicial or administrative proceedings, including appellate proceedings, arising out of or related to the Proceeding; (b) attorney’s fees incurred in order to interpret, analyze or evaluate that person’s rights and remedies in the Proceeding or under any contracts or obligations which are the subject of such Proceeding; and (c) attorneys’ fees to negotiate with counsel for any claimant, regardless of whether formal legal action is taken against him or her.

c) “Liability” includes obligations to pay a judgment, settlement, penalty, fine (including an excise tax assessed to any employee benefit plan), and Expenses actually and reasonably incurred with respect to a Proceeding.

d) “Not Opposed to the Best Interest of the Corporation” describes the actions of a person who acts in good faith and in a manner he or she reasonably believes to be in the best interest of the Corporation or the participants and beneficiaries of an employee benefit plan, as the case may be and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

e) “Other Enterprises” include employee benefit plans.

f) “Proceeding” includes any threatened, pending, or complete action, suit, or other type of proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal to which the person is a party by reason of the fact that he or she is or was a Director or officer of the Corporation or is now or was Serving at the Request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or Other Enterprise.

g) “Serving at the Request of the Corporation” includes any service as a Director or officer of the Corporation that imposes duties on such persons, including duties relating to an employee benefit plan and its participants or beneficiaries.

Section 2. Successful Defense. In all events, and notwithstanding the conditions and qualifications set forth in Section 3 below, the Corporation shall indemnify a Director or officer who has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue, or matter therein, against Expenses actually and reasonably incurred by him or her in connection therewith.

Section 3. Indemnification.

Subject to Sections 3(c) and (d) below, the Corporation shall indemnify to the fullest extent permitted by law and shall advance Expenses therefor to any Director or officer who was or is a party to any Proceeding (other than an action by, or in the right of, the Corporation), against Liability incurred in connection with the Proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or Not Opposed to the Best Interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Subject to Sections 3(c) and (d) below, the Corporation shall indemnify to the fullest extent permitted by law and shall advance Expenses therefor to any Director or officer who was or is a party to any Proceeding by or in the right of the Corporation, against Liability incurred in connection with the Proceeding, including any appeal thereof, provided that such person acted in good faith and in a manner he or she reasonably believed to be in, or Not Opposed to the Best Interests of the Corporation. Notwithstanding the foregoing, no indemnification shall be made under this Section 3(b) in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable.

No indemnification under this Section 3 shall be made if a judgment or other final adjudication established that the person's actions or omissions to act were material to the cause of action adjudicated and such actions or omissions constitute either: A violation of the criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

- 1) A transaction from which the Director or officer derived an improper personal benefit;
- 2) In the case of a Director, a circumstance under which the Liability provisions of Florida Statutes, Section 617.0834 are applicable; or
- 3) Willful misconduct or a conscious disregard for the best interest of the Corporation in a Proceeding by or in the right of the Corporation to procure a judgment in its favor.

Any indemnification under Section 3(a) or Section 3(b) above, unless ordered pursuant to a determination by a court, shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 3(a) or Section 3(b) above, as applicable. Such determination shall be made by either:

- 4) The Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such Proceeding; or

5) If such a quorum is not obtained or, even if obtained, a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the Proceeding; or

6) Independent legal counsel:

i) Selected by a vote of the Board of Directors prescribed in Section 3(d)(1) above or of the committee prescribed in subsection 3(d)(2) above; or

ii) If a quorum of the Directors cannot be obtained for subsection 3(d)(1) above and the committee cannot be designated under subsection 3(d)(2) above, selected by majority vote of the full Board of Directors (in which Directors who are parties to the Proceeding may participate).

For purposes of determining whether indemnification is proper under Sections 3(a) or 3(b) above, the fact that a Proceeding was terminated by a judgment, order, settlement or conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or Not Opposed to the Best Interests of the Corporation or, with respect to any criminal action or Proceeding, that the person has reasonable cause to believe that his or her conduct was unlawful.

The foregoing provisions shall not preclude or limit indemnification under the mandatory indemnification provision of Section 2 above or as directed by a court pursuant to Section 4 below.

Section 4. Court Ordered Indemnification. Notwithstanding the failure of the Corporation to provide indemnification and despite any contrary determination of the Board in the specific case, a Director or officer of the Corporation who is or was a party to a Proceeding may apply for indemnification or advancement of Expenses, or both, to the court conducting the Proceeding, to the circuit court, or to another court of competent jurisdiction, and such court may order indemnification and advancement of Expenses, including Expenses incurred in seeking court ordered indemnification or advancement of Expenses, if it determines that:

a) The Director or officer is entitled to mandatory indemnification under Section 2 above, in which case the court shall also order the Corporation to pay such person reasonable Expenses incurred in obtaining court ordered indemnification or advancement of Expenses;

b) The Director or officer is entitled to indemnification or advancement of Expenses, or both, under Section 3 above; or

c) The Director or officer is fairly and reasonably entitled to indemnification or advancement of Expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standards of conduct set forth in Sections 3(a) or 3(b) above.

Section 5. Advancement of Expenses. Expenses incurred by an officer or Director in defending a Proceeding may be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by other employees or agents of the Corporation may be paid in advance upon such terms or consideration that the Board of Directors deems appropriate.

Section 6. Continuing Indemnification. Indemnification and advancement of Expenses as provided in this Article shall continue as, unless otherwise provided when such indemnification and advancement of Expenses was authorized or ratified, to a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of such person (unless otherwise provided when such indemnification and advancement of Expenses was authorized or ratified).

Section 7. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article X.

Section 8. Employee and Agents. The Board of Directors may authorize indemnification or advancement of expenses in favor of other employees or agents upon such terms or conditions as the Board of Directors may deem appropriate under the circumstances, and may enter into agreement thereof with such employees and agents.

Indemnification Hereunder in Addition to Other Rights. The rights of an officer or Director hereunder shall be in addition to any other rights such person may have under the Corporation's Articles of Incorporation, as amended to date, or the Florida Not For Profit Corporation Act or otherwise, and nothing herein shall be deemed to diminish or otherwise restrict such person's right to indemnification under any such other provision. It is the intent of this Bylaw to provide the maximum indemnification possible under the applicable law. To the extent applicable law or the Articles of Incorporation of the Corporation, as in effect on the date hereof or at any time in the future, permit greater indemnification than is provided for in this Bylaw, the parties hereto agree that the indemnitee shall enjoy by this Bylaw the greater benefits so afforded by such law or provision of the Articles of Incorporation, and this Bylaw and the exceptions to indemnification set forth in Section 3 above, to the extent applicable,

shall be deemed amended without any further action by the Corporation to grant such greater benefits.

Indemnification to Fullest Extent of Law. This Article X shall be interpreted to permit indemnification to the fullest extent permitted by law. If any part of this Article shall be found to be invalid or ineffective in any action, suit or proceeding, the validity and effect of the remaining part thereof shall not be affected. The provisions of this Article X shall be applicable to all Proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after its adoption.

Section 9. Limitations. In no event shall the Corporation indemnify an officer or Director against any Liability or advance Expenses arising out of or relating to a Proceeding brought by, on behalf of, or for the benefit of, such officer or Director against the Corporation.

ARTICLE XI **Conflicts of Interest Policy**

Section 1. Purpose. The purpose of this conflicts of interest policy is to protect USADSS's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of USADSS. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit corporations.

Section 2. Definitions.

a) Interested Person.

1) **General Rule.** Any person who is a "disqualified person" within the meaning of Treas. Reg. §53.4958-3 is an "interested person" for purposes of this policy. Thus, any person who is, or during the preceding five (5) years was, in a position to exercise substantial influence over the affairs of USADSS is an "interested person." If an individual or entity is an interested person with respect to USADSS or any entity affiliated with USADSS, he or she is an interested person with respect to all affiliated entities.

2) **Particular persons.** Any person who is, or who was during the past five (5) years, a director, principal officer, or member of a committee with Board delegated powers, and who has a direct or indirect financial interest, as defined below, is an "interested person." In addition, the spouse, ancestors, siblings, and descendants (and spouse of any ancestor, sibling, or descendant) of any such person is an interested party. Finally, any business, trust, or estate, at least thirty-five (35%) of which is owned by one or more interested persons, is itself an interested person. Other factors, e.g., being the founder of USADSS, a substantial contributor to USADSS, or a key executive who is not

an officer, will also be taken into account in determining whether an individual or entity is an interested person.

b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1) an ownership or investment interest in any entity with which USADSS has a transaction or arrangement;

2) a compensation arrangement with USADSS or with any entity or individual with which USADSS has a transaction or arrangement; or

3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which USADSS is negotiating a transaction or arrangement.

c) Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

Section 3. Procedures.

a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence and nature of his or her financial interest, and must be given the opportunity to disclose all material facts, to the directors and members of committees with Board delegated powers that are considering the proposed transaction or arrangement.

b) Determining whether a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest.

1) An interested person may make a presentation at the board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.

2) The Chairman of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3) After exercising due diligence, the Board or committee shall determine whether USADSS can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in USADSS's best interest and for its own benefit, and whether the transaction is fair and reasonable to USADSS. The Board or committee shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

5) Each agreement with an interested person shall contain an appropriate provision permitting the agreement to be modified or terminated in the event that the Internal Revenue Service determines that any transaction that is the subject of the agreement is an excess benefit transaction within the meaning of §4958 of the Internal Revenue Code.

6) For purposes of this policy, a disinterested person is one who is not an interested person with respect to the transaction, who is not in an employment or other financial relationship with any disqualified person with respect to the transaction, and who does not have any other material financial interest that may be affected by the transaction.

d) Violations of the Conflicts of Interest Policy.

1) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Records of Proceedings. The minutes of the Board and all committees with Board authority shall contain:

a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with a transaction or arrangement, and the nature of the financial interest; and

b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Compensation Committees. A voting member of the Board of Directors, or of any committee whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from USADSS for services is precluded from discussing and voting on matters pertaining to that member's compensation. However, such a person is not prohibited from providing information to the Board of Directors or any committee regarding compensation of similarly situated persons.

Section 6. Annual Statements. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

- a) has received a copy of this conflicts of interest policy;
- b) has read and understands the policy;
- c) has agreed to comply with the policy; and
- d) understands that USADSS is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that USADSS operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) whether compensation arrangements and benefits are reasonable and are consistent with the results of arm's-length bargaining;
- b) whether acquisitions of goods or services result in inurement or impermissible private benefit;
- c) whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further USADSS's charitable purposes and do not result in inurement or impermissible private benefit; and
- d) whether agreements to provide goods or services further USADSS's charitable purposes and do not result in inurement or impermissible private benefit.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7 above, USADSS may, but need not, use outside advisors. If outside experts are used,

their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XII **Amendment to Bylaws**

Section 1. Amendment to Bylaws. These Bylaws may be repealed or amended, and new Bylaws may be adopted, by a majority of the Board of Directors at any meeting thereof.

ARTICLE XIII **Miscellaneous**

Section 1. Fiscal Year. The fiscal year of this USADSS shall be December 31.

Section 2. Seal. The corporate seal shall have the name of USADSS between two concentric circles and the words "Corporate Seal Florida" and the year of incorporation in the center of that circle. A corporate seal will be purchased when needed.

Section 3. Effect of State Law Changes. If any portion of these Bylaws shall be determined by a final judicial decision to be, or as a result of a change in the law of the State of Florida become, illegal, invalid or unenforceable, the remainder of these Bylaws shall continue in full force and effect.

Section 4. Tax Status; Interpretation of Bylaws. It is intended that USADSS shall have and continue to have the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the IRS Code and to which contributions, bequests and gifts are deductible for federal income, estate and gift tax purposes under sections 170(c)(2), 2055(a)(2) and 2522 (a)(2) of the IRS Code, respectively. Similarly, it is intended that USADSS shall have that or similar status under the applicable state and local laws as will exempt it from taxation to the maximum extent possible to the extent nor contrary to applicable federal requirements. These Bylaws shall be interpreted accordingly.

Section 5. Robert's Rules. Robert's Rules of Order Newly Revised shall govern USADSS and any of its constituent committees in the conduct of meetings in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order USADSS, the Board of Directors or any committees may adopt.

ARTICLE XIV **Execution of Instruments, Deposits and Funds**

Section 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer of USADSS to enter into any contract or execute and deliver any instrument in the name of and on behalf of USADSS, and such authority may be general or confined to specific instances. Unless so authorized, no officer

shall have any power or authority to bind USADSS by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of USADSS shall be signed by the Treasurer after being authorized by the Board of Directors.

Section 3. Deposits. All funds of USADSS shall be deposited from time to time to the credit of USADSS in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of USADSS any contribution, gift, bequest, or devise for the nonprofit purposes of USADSS.

ARTICLE XV **IRC 501(c)(3) Tax Exemption Provisions**

Section 1. Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that USADSS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

ARTICLE XVI **Dissolution**

Section 1. Dissolution. Upon the dissolution of USADSS, after the payment or provision for the payment of all of the liabilities of USADSS, all of the assets of USADSS shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets nor so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of USADSS is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

[signature page follows]

The undersigned, being the duly elected and acting Secretary of USADSS, hereby certifies that the foregoing constitute the validly adopted and true Bylaws of USADSS as of the date set forth below.

Dated: June 11, 2020

Susan Drumright, Secretary