



### **Omnibus Amendment to Committee Charters**

The following language is added to every committee charter, to the extent that it does not already exist in that charter:

**Attendance at Meetings.** Committee members are expected to attend in person, or participate by telephone or videoconference in, all regularly scheduled Committee meetings. Committee members must attend in person, or participate by telephone or videoconference in, at least one half (1/2) of all regularly scheduled Committee meetings.

**Removal and Vacancies.** A member's position on the Committee becomes vacant upon the member's resignation, removal, incapacity, disability or death, or upon the expiration of the member's term. Any member may resign at any time by giving written notice to the Chair of the Committee, except the Chair's resignation shall be given to the Vice Chair of the Committee, or in the absence of a Vice Chair, another officer of the Committee. The resignation takes effect at the time specified in the written notice. The acceptance of the resignation by the Committee is not necessary to make it effective. Committee members will be removed by the Committee if they fail to attend in person, or participate by telephone or videoconference in, at least one half (1/2) of the regular meetings of the Committee during any twelve (12) month period, unless they are able to demonstrate to the other members of the Committee that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent member shall be removed by the affirmative vote of a majority of the voting power of the Committee (not including the voting power of the absent member). A member may also be removed for cause at any duly noticed meeting of the Committee, and after being provided an opportunity for the member to be heard by the Committee, upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Committee (excluding the voting power of the member in question). Any vacancy occurring in the Committee shall be filled in the manner specified in this charter or USA Diving's bylaws for filling the position. A Committee member elected to fill a vacancy shall be elected for the unexpired term of such member's predecessor in office.

**Compensation.** No salary or other compensation shall be paid to a Committee member for serving as a member of the Committee. However, a Committee member may receive a salary or other compensation for serving USA Diving in another role, such as a judge or coach. All Committee members must comply with USA Diving's conflict of interest policy. The Ethics Committee will decide whether a particular form of compensation complies with this policy, subject to oversight by the Board of Directors.