

BY - LAWS

of

CHILD OF THIS CULTURE FOUNDATION, INC.

ARTICLE I — OFFICES

The principal of the corporation shall be in the City of Orlando, in the County of Orange, in the State of Florida.

The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may so require.

ARTICLE II — NAME, PURPOSES, AND STATUS

The name of the corporation shall be Child of this Culture Foundation, Inc. (referred to in these Bylaws as “COTC”). COTC may establish such acronyms or abbreviations as may be appropriate for business use, and may establish logos, service marks or trademarks as may be appropriate to further its purposes, mission recognition and goals. The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes and shall also have as its purpose to foster national and international amateur sports competition in the sport of Breaking including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Child of this Culture Foundation, Inc.’s mission is to foster a positive image of Hip Hop culture by providing community art engagement projects and activities, research, and positive connections. COTC shall support and grow the sport of Breaking, empower future generations of champions, and advance the positive image of the breaking lifestyle in the United States.

The successful accomplishment of this mission will enable United States athletes to achieve sustained competitive excellence in Olympic, Paralympic, Pan American, and Parapan American competitions. Additionally, COTC strives to lead, serve, and grow all areas of the sport of Breaking in the United States achieving excellence while providing a lifetime of opportunities for all to participate in a safe and positive environment. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2)

of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets 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 state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III — RECOGNITION AS NATIONAL GOVERNING BODY

SECTION 1. RECOGNITION AS A NATIONAL GOVERNING BODY.

COTC shall seek and attempt to maintain recognition by the United States Olympic & Paralympic Committee (USOPC) as the National Governing Body for the sport of Breaking in the United States. In furtherance of that purpose, Breaking shall comply with the requirements for recognition as a National Governing Body as set forth in the Ted Stevens Olympic and Amateur Sports Act (36 U.S.C. §§ 220501 et seq.) and as mandated by the USOPC as such requirements are promulgated or revised from time to time. In fulfilling those requirements COTC shall:

- a. be a member of only one (1) international sports federation, which is recognized by the International Olympic Committee (IOC) and the International Paralympic Committee (IPC) as the worldwide governing body for the sport of Breaking.
- b. be autonomous in the governance of the sport of Breaking, by independently determining and controlling all matters central to such governance, by not delegating any of that determination or control, and by being free from outside restraint;
- c. maintain the managerial and financial competence and capability to establish national goals for Breaking relating to the development and wellbeing of the sport, to implement and administer a plan for the attainment of those goals, and to execute its obligations as the National Governing Body for the sport of Breaking;
- d. provide for individual and/or organizational membership;
- e. ensure that its Board of Directors, and any other governance body, has established criteria and election procedures for, and maintains among its voting members, individuals who are actively engaged in amateur athletic competition in Breaking or who have represented the United States in an international amateur athletic competition in Breaking within the preceding ten (10) years, and ensures that the voting power held by those individuals is not less than thirty-three percent (33%) of the voting power held in its Board or other governance body;
- f. be governed by a Board of Directors, made up of a diverse group of members, whose members are selected without regard to race, color, religion, national origin, gender identification, sexual orientation, or disability;
- g. provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators, and officials to participate in all activities sponsored by COTC without discrimination on the basis of race, color, age, religion, national origin, gender identification, sexual orientation, or disability;
- h. not have an officer who is also an officer of another amateur sports organization that is recognized by the USOPC as a National Governing Body;
- i. provide procedures for the prompt and equitable resolution of grievances of its members; j. provide fair notice and an opportunity for a hearing to any amateur athlete, coach, trainer, manager, administrator, or

official before declaring such individual ineligible to participate; k. agree to submit to binding arbitration in any controversy involving: (i) its recognition as a National Governing Body, or (ii) the opportunity of any amateur athlete, coach, trainer, manager, administrator or official to participate in amateur athletic competition in Breaking, upon demand of the USOPC or any aggrieved amateur athlete, coach, trainer, manager, administrator or official, conducted in accordance with the Commercial Rules of the American Arbitration Association or as modified pursuant to the Ted Stevens Olympic and Amateur Sports Act;

l. not have eligibility criteria relating to amateur status or to participation in the Olympic or Pan

American Games that are more restrictive than those of the international sports federation for the sport of Breaking recognized by the International Olympic Committee or the International Paralympic Committee;

m. perform all other obligations and duties imposed by the Ted Stevens Olympic and Amateur Sports Act and by the USOPC on a National Governing Body;

n. shall ensure members of COTC are under the jurisdiction of the World Anti-Doping Association Code (WADA), recognized International Federation for Breaking, anti-doping rules, the USOPC including the USOPC National Anti-Doping Policy, the U.S. Anti-Doping Agency (USADA) including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA,, COTC, the USOPC, and USADA; and

o. shall enforce and comply with the rules and regulations of the USOPC, IOC, and IPC. To the extent authority has been granted by the USOPC, IOC, and IPC, COTC shall have exclusive jurisdiction to nominate individuals who will represent the United States in the Olympic Games, the Pan American Games, and the Paralympic Games. COTC shall enforce with respect to such nominations the definition of an eligible athlete adopted by the USOPC, IOC, and IPC.

ARTICLE IV — MEMBERS

SECTION 1. CATEGORIES OF MEMBERSHIP

COTC shall have individual and organization membership categories as follows:

a. Individual Membership Categories

1. Athlete members. Athlete members are those individuals who register as competitive athletes and are eligible for competition in Breaking.
2. Coach members. Coach members are those individuals who register as active coaches and who are certified as coaches by COTC.
3. Judging members. Judging members are those individuals who register as active judges and who are certified as judges by COTC.
4. Supporting members. Supporting members are those individuals who register as supporting members and who are interested in the purpose, programs, aims, and objectives of COTC, such as Hip Hop elements practitioners.

b. Organization Membership Categories

1. Club members. Club members are those Breaking 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 Breaking.
2. Affiliated Organization members. Affiliated Organization members are those amateur sports organizations that register as affiliated organizations and which conduct a regional program or

regular regional amateur athletic competition in Breaking on a level of proficiency appropriate for the selection of amateur athletes to participate in Breaking pro tour and/or Championships.

3. Contributing Organization members. Contributing Organization members are those amateur sports organizations or amateur athletic event sponsors that register as contributing organizations and which conduct athletic programs or activities that further or support the sport of Breaking in the United States (e.g., breaking camps or schools).

SECTION 2. VOTING MEMBERS.

Individuals belonging to the following membership categories shall be entitled to vote in an election for directors of the Board of COTC Breaking:

- a. Affiliated Organizations in good standing may vote in an election to select one member as a director of the Board of Breaking to serve as the Affiliated Organizations Representative for a term of two (2) years.
- b. Athlete members meeting the qualification standards for the Athlete Director seats are eligible to vote on the Athlete Director positions.

The remaining individual and organization membership categories described above (1.a.b) have no voting rights.

SECTION 3. MEMBERSHIP REQUIREMENTS AND DUES.

Membership in COTC is a privilege and creates with it certain obligations and duties. The Board of Directors may establish such membership requirements and dues as the Board shall deem necessary or appropriate. Further, the Board may establish such rules and procedures for the 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.

Adherence to the World Anti-Doping Code (the Code) is an important requirement of membership, to protect the health and welfare of individuals, and ensure a fair playing field. As the USOPC NGB for the sport of Breaking in the United States, COTC is required by the IOC, and the USOPC to comply with the anti-doping rules and regulations established internationally by the World Anti-Doping Agency (WADA). This program is not optional, but a requirement for participation in all Olympic sports.

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To comply with the Code and various WADA standards, the USOPC has contracted with the United States Anti-Doping Agency (USADA) (an independent legal entity not subject to USOPC control) to implement the requirements of the Code within the U.S. As a requirement of the Code, all NGBs must comply, in all respects.

a. Athlete Membership Anti-Doping Obligations:

1. It is the duty of members of COTC to comply with all anti-doping rules of WADA and the USOPC, including the USOPC National Anti-Doping Policy, and of the U.S. Anti-Doping Agency (USADA), including the USADA Protocol for Olympic and Paralympic Movement Testing (USADA Protocol) and all other policies and rules adopted by WADA, COTC, the

USOPC, and USADA.

2. Athlete, Coaches, and Judges agree to submit to drug testing by the COTC 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.
3. If it is determined that a 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 COTC, if applicable or referred by USADA.

b. Safe Sport Policy/Procedure: As a member of the National Governing Body of the United States Olympic Committee, COTC is required to adhere to the SafeSport rules and regulations of the USOPC. Additionally, USOPC Bylaw Section 8.7(l) provides that, as a condition of membership in the USOPC, each NGB shall comply with the policies and procedures of the independent SafeSport organization designated by the USOPC to investigate and resolve SafeSport violations. The USOPC has designated the U.S. Center for SafeSport as that organization. The current SafeSport rules, policies and procedures are available at the offices of COTC, online at the following website: www.safesport.org and on the COTC website at www.childofthisculture.com.

c. As a condition of membership in COTC and a condition for participation in any competition or event sanctioned by COTC or its member organizations, each COTC member and each athlete, coach, trainer, agent, athlete support personnel, medical or paramedical personnel, team staff, official, and other person who participates in COTC or COTC events (whether or not an COTC member), agrees to comply with and be bound by the SafeSport rules, policies and procedures of the U.S. Center for SafeSport and to submit, without reservation or condition, to the jurisdiction of the U.S. Center for SafeSport for the resolution of any alleged violations of those rules, policies and procedures, as maybe amended from time to time. To the extent any COTC rule is inconsistent with the rules of the U.S. Center for SafeSport, such rule is hereby superseded.

SECTION 4. TERMINATION OF MEMBERSHIP.

The membership of any member may be terminated at any time with cause by the Board of Directors of COTC. A member shall have due process rights to fair notice and if applicable a hearing prior to termination, provisional suspension, or permanent suspension. COTC may retain jurisdiction over any member who has pending financial obligations, or pending grievances against him/her/they, regardless of the status of membership.

SECTION 5. TRANSFER OF MEMBERSHIP.

Members may not transfer their membership in COTC. Members shall have no ownership rights or beneficial interests of any kind in the property of COTC.

SECTION 6. PROPRIETARY INTEREST OF MEMBERS.

No member shall have proprietary interest in COTC or in property at any time owned by COTC. Members shall have no right to receive, by reason of affiliation, any of the property of COTC either upon dissolution or otherwise.

ARTICLE V — DIRECTORS

SECTION 1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the board of directors which shall consist of at least seven (7) and up to twelve (12) directors, at least forty percent (40%) of whom shall be independent directors (as defined in Section 6.7), at least thirty-three percent (33%) of whom shall be athlete directors, and the rest of whom shall be drawn from appropriate representation in the United States Breaking community, with no single constituency, such as employees of breaking brands or board members of affiliated organizations, comprising a majority of directors who are selected without discrimination of race, color, religion, national origin, gender identification, sexual orientation, or disability. Each director shall be at least eighteen years of age.

SECTION 2. QUALIFICATIONS.

Each director of the Board must be eighteen (18) years of age or older and not be affiliated with any national Breaking federation other than COTC. A director must be a U.S. citizen, but need not be a resident of Florida.

An individual is ineligible for a leadership role if s/he/they have:

- a. A felony conviction involving harm to a member of a vulnerable population such as children, elderly or individuals with a disability;
- b. A felony conviction for sexual abuse or assault of any kind;
- c. A felony conviction for a hate crime;
- d. Served a period of ineligibility for an Anti-Doping Rule Violation (ADRV) as determined by the World Anti-Doping Code; or
- e. Served a period of ineligibility for a SafeSport Code violation as defined by the U.S. Center for SafeSport or a National Governing Body.

Any other felony conviction must be disclosed in advance of consideration for service as a Director and may be considered in evaluations. Any misdemeanor, suspension, or ineligibility from a sport or sport organization for rules violations or otherwise must also be disclosed for similar consideration. Leaders have an ongoing duty to disclose. If a potential or existing leader is under investigation for, or has been formally accused of, any of the above infractions, that individual may be asked to suspend his/her/their candidacy or leadership role until the investigation or accusation has been adjudicated. The Ethics Committee or their designee will receive disclosures and resolve questions and disputes in eligibility and the application of these qualifications for service.

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 COTC. Directors shall have an understanding of athletic competition and a commitment to the Olympic and Paralympic ideals, and have diverse experience in the key business, financial, and other challenges that face COTC. Directors shall have a high level of experience and capability in Board oversight responsibilities, including in the areas of finance, marketing, fundraising, audit, management, communications, and sport. At least one (1) of the independent directors, who shall

also serve on the Audit/Finance Committee, shall have financial expertise.

Directors shall inform the Nominating and Governance Committee of any changes in their employment responsibilities or other constraints on their time in order for the Nominating and Governance Committee to determine whether it is appropriate to nominate the Board director for continuing Board service.

SECTION 3. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which they were elected and until their successor has been elected and shall have qualified, or until their prior resignation or removal.

COTC's Board of Directors shall be elected/selected as follows:

- a. Independent Directors. The Nominating and Governance Committee shall select, using whatever process the Nominating and Governance Committee determines to be appropriate, a number that is at least forty percent (40%) of the total number of the Board, directors from among individuals considered to be independent, as that term is defined in Section 7. The Nominating and Governance Committee shall select a candidate and forward that candidate to the Board for approval.
- b. Athlete Directors. The three athlete directors shall be directly elected by athletes eligible to run. At least thirty-three percent (33%) of the total number of directors shall be Athlete Directors.

To be eligible, Athlete Directors must meet the following "Elite Athlete" standard: (i) within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, or Paralympic Games, World Championships, or an event designated by the USOPC as an Operation Gold event; or (ii) within the twenty-four (24) months preceding election demonstrated that they are actively engaged in amateur athletic competition by finishing in the top half of COTC's national championships.

COTC's representative to the USOPC Athletes' Advisory Council shall be one of the three Athlete Directors on COTC Board of Directors provided that the Athlete Director meets all other Board of Director member qualifications.

- c. Affiliated Organization Director. If there is no Affiliated Organization member, then the Affiliated Organization director seat shall be vacant. If there is one (1) Affiliated Organization member, then that organization shall select a qualified individual to serve as the Affiliated Organization director. If there is more than one (1) Affiliated Organization member, then the Affiliated Organizations as a group shall select a qualified individual to serve as the Affiliated Organization director.

SECTION 4. INCREASE OR DECREASE IN NUMBER OF DIRECTORS.

The number of directors may be increased or decreased by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

SECTION 5. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the other directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold for the unexpired term of their predecessor.

SECTION 6. FUNCTION OF THE BOARD.

COTC's Board of Directors shall represent the interests of the breaking community for the sport of Breaking in the United States and its athletes by providing COTC with policy, guidance and strategic direction. The Board shall oversee the management of COTC and its affairs, but it does not manage COTC. The Board shall select a well-qualified Chief Executive Officer (CEO) and, unless otherwise delegated to the Chairman, diligently oversee the CEO in the operation of COTC. The Board shall focus on long-term objectives rather than on day-to-day management, empowering the CEO to manage a staff-driven organization with effective oversight. In addition, the Board performs the following specific functions, among others:

- a. implements procedures to orient new Board directors, to educate all directors on the business and governance affairs of COTC, and to evaluate Board performance;
- b. selects, compensates, evaluates, and terminates the CEO;
- c. planning for management succession;
- d. encouraging a culture of ethical behavior and compliance throughout COTC;
- e. reviews and approves COTC's strategic plan and the annual operating plans, budget, business plans, and corporate performance;
- f. sets policy and provides guidance and strategic direction to management on significant issues facing COTC;
- g. reviews and approves significant corporate actions;
- h. oversees the financial reporting process, communications with members and directors, and COTC'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 Audit/Finance Committee, selects independent auditors;
- l. monitors to determine whether COTC's assets are being properly protected;
- m. achieve as much transparency in the operations of COTC as is reasonable and keeping both members

and directors of COTC informed about the business and operations of COTC;

- n. monitors COTC's compliance with laws and regulations and the performance of its broader responsibilities; and
- o. ensures that the Board and management are properly structured and prepared to act in case of an unforeseen corporate crisis.

SECTION 7. INDEPENDENCE.

The Board, through its Nominating and Governance Committee, shall affirmatively make a determination as to the independence of each independent director, and disclose those determinations. Under the definition of "independence" adopted by the Board, an "independent director" shall be determined to have no material relationship with COTC, either directly or through an organization that has a material relationship with COTC. A relationship is "material" if, in the judgment of the Nominating and Governance Committee, it would interfere with the director's independent judgment. To assist it in determining whether a director is independent, the Board shall adopt the guidelines set forth below, which shall be applied on a case-by-case basis by the Nominating and Governance Committee.

A director shall not be considered independent if, within the preceding two (2) years:

- a. the director was employed by or held any governance position (whether a paid or volunteer position) with COTC, or any sport family entity of Breaking;
- b. an immediate family member of the director was employed by or held any governance position (whether a paid or volunteer position) with COTC, or any sport family entity of Breaking;
- c. the director was affiliated with or employed by COTC's outside auditor or outside counsel;
- d. an immediate family member of the director was affiliated with or employed by COTC's outside auditor or outside counsel as a partner, principal or manager;
- e. the director was a member of COTC's Athletes' Advisory Council;
- f. the director was a member of any constituent group with representation on the Board;
- g. the director receives any compensation from COTC, directly or indirectly; or
- h. the director is an executive officer, controlling shareholder, or partner of a corporation or partnership or other business entity that does business with COTC. Where the guidelines above do not address a particular relationship, the determination of whether the relationship is material, and whether a director is independent, shall be made by the Nominating and Governance Committee.

SECTION 8. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause with the majority of the board. Directors may be removed due to nonfulfillment of duties required by board, misconduct, theft and misrepresentation of our organization all by majority vote of the board members.

SECTION 9. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 10. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or any specified item of business.

SECTION 11. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

SECTION 12. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the offices of the corporation or at such other places (Section 9), either within or without the state, as it may from time to time determine.

SECTION 13. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held.

SECTION 14. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire or by email or other reasonable electronic communication; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

SECTION 15. CHAIRMAN.

At all meetings of the board the president, or in their absence, a chairman chosen by the board shall preside.

SECTION 16. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

SECTION 17. DIVERSITY OF DISCUSSION.

COTC's Board shall be committed to the desirability of diversity at all levels of COTC including among its athletes. COTC's Board shall develop and implement a policy of diversity at all levels of COTC, supported by meaningful efforts to accomplish that diversity. COTC's Board shall develop norms that favor open discussion and favor the presentation of different views.

ARTICLE VI — OFFICERS

SECTION 1. OFFICES, ELECTION, TERM.

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board. Each officer shall hold for the term for which they are elected or appointed and until their successor has been elected or appointed and qualified.

SECTION 2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary.

SECTION 3. PRESIDENT.

The president shall be the chief executive officer of the corporation; they shall preside at all meetings of the members and of the board; they shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

SECTION 4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of the president. Each vice president shall perform such other duties as the board shall prescribe.

SECTION 5. TREASURER.

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; they shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; they shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; they shall at all reasonable times exhibit their books and accounts to any director or member of the corporation upon application at the of the corporation during ordinary business hours. At the end of each corporate year, they shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the board, at which time they shall also present an annual report setting forth in full the financial conditions of the corporation.

SECTION 6. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

SECTION 7. SECRETARY.

The secretary shall keep the minutes of the board of directors and also the minutes of the members. They shall have the custody of the seal of the corporation and shall attest the same to documents when duly authorized by the board of directors. They shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; they shall attend to such correspondence as may be assigned to them, and perform all the duties incidental to their office. They shall keep a membership roll containing the names, alphabetically arranged, of all

persons who are members of the corporation, showing their places of residence and the time when they became members.

SECTION 8. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

SECTION 9. TRANSACTING BUSINESS

The Board shall have the power to transact its business by mail, electronic-mail, facsimile, conference telephone, electronic video screen communication or electronic transmission (pursuant to Cal. Corp. Code Section 5211 (a)(6) by and to COTC, if in the judgment of the Chair of the Board, the urgency of the case requires such action.

SECTION 10. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of their duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into their hands.

ARTICLE VII — COMMITTEES

There shall be no Executive Committee or other Committee(s) with management authority delegated by the Board. Similarly, there shall be no entity or individuals who have overlapping or superior authority to the Board, such as a “super-board” (commonly called a governing council or general assembly). This requirement, however, is not intended to detract from the ability of the members or some parts thereof to nominate individuals to serve on the Board.

COTC shall have at least the following Standing Committees: Audit/Finance Committee; Ethics Committee; Judicial Committee; and Nominating and Governance Committee.

The Board or CEO shall appoint such advisory task forces or committees as the Board or CEO believe

appropriate and shall define narrowly the mission and deliverables of such task forces or committees, except as prohibited by statute. The decision to appoint or not appoint and to terminate such a task force or committee shall be exclusively the Board's or the CEO's.

SECTION 1. APPOINTMENTS.

Committee appointments, including the designation of Standing Committee Chairs, shall be made every two years by the Board. Appointments shall be made based on a combination of factors including each individual member's expertise, the needs of COTC, and these Bylaws. Committee agendas shall be developed by the Committee Chair in consultation with the appropriate members of management and with the input of other directors. Each Committee Chair shall make a report on committee matters to the Board at the next regularly scheduled Board meeting.

An independent director on the Board with financial experience shall be on the Audit/Finance Committee. The Audit/Finance Committee shall periodically meet separately in executive session individually with management, COTC's financial staff, and COTC's outside auditor. In addition, the Audit/Finance Committee, or a designated representative of the Committee, shall meet with the outside auditor prior to the release of COTC's annual audited financial statements and tax filings, to review such materials.

SECTION 2. NUMBER.

Membership on Standing Committees shall not exceed five (5) individuals. COTC committees shall be of the minimum number and size possible to permit both conduct of the arts, culture, sport and appropriate Board governance. Membership on other committees and task forces shall not exceed five (5) individuals.

SECTION 3. ATHLETE REPRESENTATION.

Athlete Directors (as defined under Article V, Section 3.b) shall equal at least one third (33.3%) of the membership of all COTC committees operating under the authority of the Board ("Designated Committees"). For purposes of these Bylaws, Designated Committees shall mean the Audit/Finance Committee, Ethics Committee, Judicial Committee, Nominating and Governance Committee and committees which prepare, approve or implement programs in the areas of selection of Olympic, Paralympic Pan American, Parapan American, and Youth Olympic Games Team members including athletes, coaches, and administrators.

To be eligible to serve on committees other than Designated Committees, athlete representatives must have met the Elite Athlete standard under Article IV, Section 3.b)

Paralympic athlete representatives shall equal at one-third (33.3%) of any "Designated Committee" that prepares, approves or implements selection to an IPC-recognized event, Paralympic Games or Parapan American Games Team. This can either be accomplished by including thirty-three percent (33%) Paralympic athlete representation on an existing committee or by creating a new committee with the appropriate representation. Eligibility requirements for Paralympic athlete representatives to serve on such a Designated Committee must comply with the Paralympic equivalent to requirements found in USOPC Bylaw 7.7.2 (10-year rule or Actively Engaged (Higher Standard)).

Athletes on all committees, including Designated Committees, shall be selected by the Board of Directors with approval of athletes, or a representative group of eligible athletes.

SECTION 4. TERM.

A Committee member shall remain on the Committee until the Committee member's successor is appointed, or until the committee member's earlier resignation, termination of employment with COTC, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded, but in any event, shall not exceed a period of two (2) years.

SECTION 5. TERM LIMITS.

Except for the Nominating and Governance Committee, there are no term limits for service on a Committee or Task Force.

SECTION 6. COMMITTEE MEMBER ATTENDANCE.

Committee and task force members are expected to attend in-person all regularly scheduled Committee and Task Force meetings of which they are a member. Committee members may participate by teleconference or other means by which all persons in the meeting can hear each other. Each committee or task force member must attend a minimum of at least one half (1/2) of the committee or task force meetings of which they are a member during any twelve-month period.

SECTION 7. RESIGNATION, REMOVAL, AND VACANCIES.

A committee or task force member's position on a committee or task force may be declared vacant upon the committee member's resignation, removal, incapacity, termination of employment from COTC, disability, or death. A committee member may resign at any time by giving written notice to the Board, if appointed by the Board or to the CEO, if appointed by the CEO. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee or task force members may be removed by the Board if they fail to attend in person more than one-half (1/2) of the regular committee or task force meetings during any twelve-month period, unless they can demonstrate to the directors of the Board, or to the CEO, if appointed by the CEO, that the presence of exigent circumstances caused and excused the absences. In such circumstances, the absent committee or task force member shall be removed upon the affirmative vote of a majority of the voting power of the Board (not including the voting power of the absent committee member in question, if also a director), or upon the determination of the CEO, if appointed by the CEO. Committee members may also 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 committee member in question, if also a director), or upon the determination of the CEO if appointed by the CEO. Committee members may also be removed not for cause upon the affirmative vote of at least three-fourths (3/4) of the total voting power of the Board (excluding the voting power of the director in question, if also a director), or upon the determination of the CEO, if appointed by the CEO.

Any vacancy occurring in a committee or task force shall be filled as set forth for the appointment of that committee or task force member. A committee or task force member appointed to fill a vacancy shall be appointed for the unexpired term of such committee or task force member's predecessor in office.

SECTION 8. PROCEDURES.

Each committee and task force shall establish procedures for conducting its business and affairs. Such procedures shall be published and made available on COTC's website.

SECTION 9. OPEN AND EXECUTIVE MEETING SESSIONS.

Ordinarily, all committee and task force meetings shall be open to COTC members. In the event the committee or task force chair, with the consent of a majority of the committee or task force members in attendance, deems it appropriate to exclude members at an open meeting for any reason, then the chair may (i) declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the committee or task force to non-members, with the consent of a majority of the members of the committee or task force in attendance.

SECTION 10. MINUTES OF MEETINGS.

Each committee and task force shall take minutes of its meetings.

SECTION 11. COMPENSATION.

Committee and task force members shall not receive compensation for their services as committee or task force members, although the reasonable expenses of committee and task force members may be paid or reimbursed in accordance with COTC's policies. Committee and task force members who are not directors of the Board may receive compensation for services rendered to or for the benefit of COTC in any other capacity, provided the Board gives explicit approval.

SECTION 12. AUDIT/FINANCE COMMITTEE.

The Audit/Finance Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Audit/Finance Committee and its chair, all of whom shall be directors of the Board.

Directors shall be selected and approved per Article V, Section 3). An independent director of the Board with financial experience shall be on the Audit/Finance Committee.

- b. The Audit/Finance Committee shall:

1. recommend the independent auditors of COTC, review the report of the independent auditors and management letter, and recommend action as needed;
2. investigate matters of financial controls and disclosure and such other matter as directed by the Board; and
3. perform such other duties as assigned by the Board.

SECTION 13. ETHICS COMMITTEE.

The Ethics Committee shall be appointed and have the responsibilities as follows:

- a. The Board of Directors shall appoint the members of the Ethics Committee and its chair, except that

athlete representatives shall be selected and approved per Article V, Section 3. Members of the Ethics Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws. Directors of the Board may or may not serve on the Ethics Committee.

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b. The Ethics Committee shall:

1. oversee implementation of, and compliance with, COTC’s Code of Ethics;
2. report to the Board on all ethical issues;
3. develop, and review on an annual basis, a Code of Ethics for the Board, officers, staff members, committee and task force members, volunteers, and member organizations for adoption by the Board;
4. review and investigate matters of ethical impropriety and make recommendations on such matters to the Board;
5. review and provide guidance on ethical questions presented to it by the Board, officers, committee and task force members, volunteers, staff and COTC members; and
6. perform such other duties as assigned by the Board.

SECTION 14. JUDICIAL COMMITTEE.

The Judicial Committee shall be appointed and have the responsibilities as follows.

- a. The Board of Directors shall appoint the members of the Judicial Committee and its chair, except the athlete representatives, shall be selected and approved per Article V, Section 3. Members of the Judicial Committee shall satisfy the standards of independence for “independent directors” as set forth in these Bylaws (Article V, Section 7). Directors of the Board may not serve on the Judicial Committee.

b. The Judicial Committee shall:

1. generally, administer and oversee all complaints, including administrative grievances, disciplinary and right to compete matters filed with COTC;
2. identify individuals who would be fair and impartial and who would have the qualifications and ability to serve on hearing panels;
3. hear and render a decision, or appoint a panel to hear and render a decision, on grievances and disciplinary matters; and
4. perform such other duties as assigned by the Board.

SECTION 15. NOMINATING AND GOVERNANCE COMMITTEE.

- a. The Nominating and Governance Committees shall be selected as follows:

1. one (1) individual elected by the previous Nominating and Governance Committee from that Committee, who shall be the Chair;
2. one (1) individual who is independent as that term is defined in these Bylaws and who is selected by the previous Nominating and Governance Committee;
3. one (1) athlete selected and approved per 4; and
4. two (2) individuals who shall be selected from the other appropriate COTC membership groups

as defined by COTC.

- b. The members of the Nominating and Governance Committee shall serve for terms of four (4) years or less. An individual shall not serve on the Nominating and Governance Committee for more than two (2) consecutive terms.
- c. No individual shall be eligible to be a member of the Nominating and Governance Committee if that individual is a current director. No individual who serves on the Nominating and Governance Committee may serve or be eligible to serve on the Board of Directors. Members of the Nominating and Governance Committee shall be precluded from serving as a Board director or in any other COTC capacity, whether governance or on staff, for a period of one (1) year after their service on the Nominating and Governance Committee ends.
- d. The Nominating and Governance Committee shall:
 - 1. identify and evaluate prospective candidates for the Board;
 - 2. select individuals to serve on the Board as provided in these Bylaws;
 - 3. recommend as requested by the Board individuals to serve on various committees and task forces;
 - 4. consult with the Ethics Committee with respect to vetting all nominations for potential conflict of interest or other problematic background issues;
 - 5. develop and recommend to the Board for its consideration an annual self-evaluation process of the Board and its committees and task forces; and
 - 6. perform such other duties as assigned by the Board.
- e. In considering a candidate for nomination to the Board, the Nominating and Governance Committee takes into consideration:
 - 1. the candidate's contribution to the effective functioning of COTC;
 - 2. any potential or impending change in the candidate's principal area of responsibility with their company or in their employment;
 - 3. whether the candidate continues to bring relevant experience to the Board;
 - 4. whether the candidate can attend meetings and fully participate in the activities of the Board;
 - 5. the candidate's reputation for personal integrity and commitment to ethical conduct; and 6. whether the candidate has developed any relationships with another organization, or other circumstances have arisen, that might make it inappropriate for the director to continue serving on the Board.

ARTICLE VIII — COTC ATHLETES' ADVISORY COUNCIL

SECTION 1. DESIGNATION.

COTC shall have an Athletes' Advisory Council consisting of five individuals including COTC's representative on the USOPC Athletes' Advisory Council.

SECTION 2. QUALIFICATIONS.

To be eligible to serve on COTC's Athletes' Advisory Council, athlete representatives must have, i) within

the ten (10) years preceding election, represented the United States in the Olympic, Pan American, Parapan American or Paralympic Games, or World Championships, or event designated by the USOPC as an Operation Gold competition (as defined by the USOPC), or ii) within the twenty-four (24) months preceding election, demonstrated that they are actively engaged in amateur athletic competition, as determined by COTC, and be at least eighteen (18) years old and a USA citizen.

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SECTION 3. ELECTION.

Athlete representatives on COTC's Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

Elections shall take place after conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The four individuals with the highest vote totals will be elected as the representatives to the COTC Athletes' Advisory Council. The USOPC Athletes' Advisory Council representative (or the alternate to the USOPC Athletes' Advisory Council selected pursuant to Article XI.3 below) will be the fifth individual on COTC's Athletes' Advisory Council.

For any vacancies that may arise, elections shall be conducted as soon as practicable thereafter.

SECTION 4. TERM.

The term for members of the Athletes' Advisory Council shall be for four (4) years. A member shall remain on the Athletes' Advisory Council until the member's successor is elected and qualified, or until the member's earlier resignation, removal, incapacity, disability or death.

SECTION 5. TERM LIMITS.

No Athletes' Advisory Council member shall serve for more than two (2) consecutive terms.

SECTION 6. CHAIR.

The Athletes' Advisory Council 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.

SECTION 7. PROCEDURES.

The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on COTC's website.

SECTION 8. OPEN AND EXECUTIVE MEETING SESSIONS.

Ordinarily, all Athletes' Advisory Council meetings shall be open to athlete members, and where appropriate to COTC members. In the event the Athletes' Advisory Council chair, with the consent of a majority of the Athletes' Advisory Council members in attendance, deems it appropriate: (i) to exclude athlete members or COTC members at an open meeting for any reason, then the chair may declare that the

meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session. Further, the chair may open a meeting of the Athletes' Advisory Council to non-members, with the consent of a majority of the members of the Council in attendance.

SECTION 9. COMPENSATION.

Athletes' Advisory Council members shall not receive compensation for their services as Athletes' Advisory Council members. COTC shall pay for the reasonable expenses of all members of the Athletes' Advisory Council to attend Athletes' Advisory Council meetings. In addition, COTC shall pay for the reasonable expenses of the athlete Board directors to attend COTC Board meetings.

ARTICLE IX — USOPC ATHLETES' ADVISORY COUNCIL

SECTION 1. DESIGNATION.

COTC shall have a representative and an alternate to the USOPC Athletes' Advisory Council.

SECTION 2. QUALIFICATIONS.

To be eligible to serve on the USOPC Athletes' Advisory Council, athlete representatives must have, within the ten (10) years preceding election, represented the United States in the Olympic, Pan American, Parapan American or Paralympic Games, or World Championships, or event designated by the USOPC as an Operation Gold event.

SECTION 3. ELECTION.

Athlete representatives on the USOPC Athletes' Advisory Council shall be directly elected by athletes who are eligible to run.

COTC shall adopt and submit to the AAC, consistent with policies established by the AAC, a procedure whereby eligible athletes shall elect a representative and an alternate to the USOPC Athletes' Advisory Council.

The election shall take place after the conclusion of the Summer Olympic Games, but prior to January 1 of the year following the Summer Olympic Games.

The individual with the highest vote total will be elected as the representative to the USOPC Athletes' Advisory Council. The individual with the second highest vote total of the opposite gender (as is required by the USOPC Athletes' Advisory Council), is elected as the alternate to the USOPC Athletes' Advisory Council.

SECTION 4. TERM.

The term for all representatives to the USOPC Athletes' Advisory Council shall be for four (4) years, to start on January 1 of the year following the year in which the Summer Olympic Games is scheduled to be held, and end on December 31 of the year in which the next edition of Summer Olympic Games is scheduled to be held.

A representative shall remain on the USOPC Athletes' Advisory Council until the representative's successor is elected and qualified, or until the representative's earlier resignation, removal, incapacity, disability or death. Any vacancies shall be filled immediately, or as soon as practicable.

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SECTION 5. TERM LIMITS.

No representative to the USOPC Athletes' Advisory Council shall serve for more than two (2) consecutive terms. There is no term limit restriction for the position of alternate.

ARTICLE X — CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE XI — AMENDMENTS

The by-laws may be adopted, amended or repealed by the board at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the board of directors but any by-law adopted, amended or repealed by the board may be amended by the board members entitled to vote thereon as herein before provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of all board members for the election of directors the by-law so adopted, amended or repealed, together With a concise statement of the changes made.

ARTICLE XII — USOPC NATIONAL GOVERNING BODIES' COUNCIL

SECTION 1. DESIGNATION.

COTC shall have a representative and an alternate to the USOPC National Governing Bodies' Council. SECTION 2. ELECTION/SELECTION.

The CEO shall be COTC's representative to the USOPC National Governing Bodies' Council. The Chair of the Board shall be COTC's alternate to the USOPC National Governing Bodies' Council.

ARTICLE XIII — COMPLAINTS

SECTION 1. COMPLAINT PROCEDURES.

a. Complaint Procedures.

The following kinds of complaints may be filed with COTC:

1. Administrative Grievance. COTC or any member of COTC may file a complaint pertaining to any matter within the cognizance of COTC, including but not limited to any alleged violation of or grievance concerning: (i) any COTC rule or regulation, (ii) any COTC program or service, (iii) any provision of COTC's Bylaws, or (iv) any provision of the Ted Stevens Olympic and Amateur Sports Act relating to COTC's recognition as a National Governing Body;

2. Disciplinary Proceeding. COTC or any member of COTC may file a complaint against another member of COTC, or former member of COTC if the action occurred while the individual was a member, regarding any alleged violation of COTC Code of Ethics, COTC SafeSport Policy, or any other rule or regulation relating to conduct.

3. Right to Participate. Any athlete, coach, trainer, manager, administrator or official may file a complaint pertaining to any alleged denial, or alleged threat to deny, of that individual's opportunity to participate in a COTC sanctioned competition or protected competition.

b. Jurisdiction.

Any member of COTC, by reason of membership, agrees to be subject to these complaint procedures and agrees to be bound by any decision rendered pursuant to these complaint procedures.

c. Manner of Filing.

The complainant shall file the complaint with the Judicial Committee. The complaint shall set forth in clear and concise language, preferably in numbered paragraphs: (i) the alleged violation, grievance, denial or threat to deny, and (ii) the remedy requested. The complainant shall sign the complaint.

d. Filing Fee.

A complaint filed by an individual shall be accompanied with a \$250.00 filing fee. A complaint filed by an organization shall be accompanied with a \$500.00 filing fee, except that COTC is not required to pay a filing fee. The complainant may request that the filing fee be reduced or waived for reasons of significant financial hardship. If such a request is made, the Judicial Committee shall determine whether to reduce or waive the filing fee.

e. Statute of Limitations.

A complaint filed under these Bylaws shall be filed within one hundred and eighty (180) days of the occurrence of the alleged violation, grievance, denial or threat to deny the opportunity to participate. There shall be no time bar for actions regarding SafeSport disciplinary proceedings.

f. Anti-Doping Decisions.

A decision concerning a doping violation adjudicated by the independent anti-doping organization designated by the USOPC to serve as the U.S. National Anti-Doping Organization (currently the United States Anti-Doping Agency) shall not be reviewable through, or a subject of, these complaint procedures.

Anti-Doping Policy/Membership Requirements: Refer to [Article IV, Section 3.a.1.](#)

g. SafeSport Decisions.

A decision concerning a SafeSport violation of a sexual nature adjudicated by the independent SafeSport organization designated by the USOPC (currently the U.S. Center for SafeSport) shall not be reviewable through, or the subject of, these complaint procedures.

h. Field of Play Decisions.

The final decision of a judge during a competition regarding a field of play decision (a matter set forth in the rules of the competition to be within the discretion of the judge) shall not be reviewable through, or the subject of these complaint procedures unless the decision is:

(i) outside the authority of the judge to make, or (ii) the product of fraud, corruption, partiality or other misconduct of the judge. For purposes of this Section, the term “judge” shall include any individual with discretion to make field of play decisions.

i. Administration.

The Judicial Committee shall generally administer and oversee all administrative and disciplinary and right to participate matters filed with COTC. The Judicial Committee shall be responsible to ensure that all complaints are heard in a timely, fair and impartial manner. Respondents shall be afforded basic due process rights to fair notice and a hearing prior to termination, provisional suspension, or permanent suspension, as outlined in Sections 13.10. through 13.15. The Judicial Committee may promulgate procedures in addition to those set forth in these Bylaws for the effective administration of complaints filed with COTC.

j. Hearing Panel.

Upon the filing of a complaint, the chair of the Judicial Committee, after consultation with the other committee members, shall appoint a hearing panel consisting of three (3) individuals to hear the complaint. The Judicial Committee shall also appoint a chair of the hearing panel from the three (3) individuals selected. Judicial Committee members may be appointed to and serve on the hearing panel. Other disinterested individuals identified by the Judicial Committee may also be appointed to and serve on the hearing panel. At least one (1) member of the hearing panel shall be an athlete. Members of the panel need not be members of COTC or involved in the sport of breaking. All members of any hearing panel shall be disinterested individuals without conflict of interest to the individuals or situations being heard.

k. Conduct of the Proceeding.

The hearing panel shall rule on all motions and other matters raised in the proceeding. If the complaint is not dismissed, the hearing panel shall hold a hearing on the complaint. The hearing panel shall set such timelines and other rules regarding the proceeding and the conduct of the hearing as it deems necessary. The hearing shall be informal, except that testimony shall be taken under oath.

The hearing may be conducted by teleconference or by electronic video screen communication, if necessary or convenient to the parties. Each party shall have the right to appear personally or through a legal representative. All parties shall be given a reasonable opportunity to present and examine evidence, cross-examine witnesses and to present arguments. Members of the hearing panel shall have the right to question witnesses or the parties to the proceeding at any time.

Any party may have a record made of the hearing. A court reporter may be present at the hearing at the request of a party. The court reporter shall be paid for by the party requesting the court reporter, or if mutually agreed, the cost may be equally divided. Any transcript shall be paid for by the party requesting the transcript.

I. Expedited Procedures.

Upon the request of a party, and if it is necessary to expedite the proceeding to resolve a matter relating to a competition that is so scheduled that compliance with regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the Judicial Committee is authorized to order that the complaint be heard and decided within forty-eight (48) hours of the filing of the complaint. In such a case, the hearing panel is authorized to hear and decide the complaint pursuant to such procedures as are necessary, but fair to the parties involved.

m. Complaints Involving Selection to Participate in a Competition.

Where a complaint is filed involving selection of an individual to participate in a competition, the complainant shall include with the complaint a list of all other individuals, together with their contact information if known, that may be adversely affected by a decision rendered on the complaint. The adverse party to the complaint shall also submit a list of individuals, together with their contact information if known, that may be adversely affected by a decision rendered on the complaint. The hearing panel may also determine that individuals not listed by either the complainant or the adverse party will be given notice. The hearing panel shall determine those individuals who must receive notice of the complaint. The hearing panel shall then be responsible for providing appropriate notice to these individuals. Any individual so notified then shall have the option to participate in the proceeding as a party. If an individual is notified of the complaint, then that individual will be bound by the decision of the hearing panel even though the individual chose not to participate.

n. Decision.

A decision shall be determined by a majority of the hearing panel. The hearing panel's decision shall be in writing and distributed to the parties.

o. Arbitration.

Any party may appeal a decision of the hearing panel to the American Arbitration Association. The arbitrator appointed by the American Arbitration Association shall have the authority to hear the matter de novo. Either party may submit the decision of the hearing panel to the arbitrator for the arbitrator's consideration.

ARTICLE XIV — CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all of its officers and directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

ARTICLE XV — RECORDS

SECTION 1. RECORDS OF COTC.

COTC shall keep as permanent records minutes of all meetings of the Board, a record of all actions taken by the Board without a meeting, and a record of all waivers of notices of meetings of the Board.

SECTION 2. ACCOUNTING RECORDS.

COTC shall maintain appropriate accounting records.

SECTION 3. MEMBERSHIP LIST.

COTC shall maintain a record of the members in a form that permits preparation of a list of the names and addresses of the members in alphabetical order, by class.

SECTION 4. RECORDS IN WRITTEN FORM.

COTC shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

SECTION 5. WEBSITE

COTC shall maintain a website for the dissemination of information to its members. COTC shall publish on its website (i) these Bylaws, (ii) its rules, and regulations (iii) a procedure for communicating with the Chair of the Audit/Finance Committee regarding accounting, internal accounting controls, or audit-related matters; (iv) its three (3) most recent audited financial statements; and (v) its three (3) most recent 990 Forms filed with the Internal Revenue Service. So as to facilitate the ability of interested parties to communicate their concerns or questions, COTC shall publish on its website a mailing address and an e-mail address for communications directly with COTC.

SECTION 6. RECORDS MAINTAINED AT THE PRINCIPAL OFFICE.

COTC shall keep a copy of each of the following records at its principal office:

- a. the articles of incorporation;
- b. these Bylaws;
- c. rules or regulations adopted by the Board of Directors pertaining to the administration of the sport of breaking;
- d. rules or regulations that govern the conduct of COTC, COTC's Board and Committees and COTC's members;
- e. rules and regulations that govern the technical conduct of COTC's events in the United States as COTC's Board and CEO determine is appropriate in their sole discretion;
- f. the minutes of all meetings of the Board of Directors, and records of all action taken by the Board without a meeting, for the past three (3) years;
- g. all written communications within the past three (3) years to the members generally as the members;
- h. a list of the names and business or home addresses of the current directors and officers; i. a copy of the most recent corporate report delivered to the California Secretary of State; j. all financial statements prepared for periods ending during the last three (3) years;

- k. COTC's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and
- l. all other documents or records required to be maintained by COTC at its principal office under applicable law or regulation.

SECTION 7. INSPECTION OF RECORDS BY MEMBERS.

The following rights and restrictions shall apply to the inspection of records by members:

- a. Records Maintained at the Principal Office. A member shall be entitled to inspect and copy, during regular business hours at COTC's principal office, any of the records of COTC described in Section 15.6, provided that the member gives COTC written demand at least five (5) business days before the date on which the member wishes to inspect and copy such records.
- b. Financial Statements. Upon the written request of any member, COTC shall mail to such members its most recent annual financial statements showing in reasonable detail its assets and liabilities and results of its operations.
- c. Membership List.
- d. Preparation of Membership Voting List. After determining the members entitled to vote in an election COTC shall prepare, by class, an alphabetical list of the names of all members who are entitled to vote. The list shall show for each member entitled to vote, that member's name and address, and the number of votes the member is entitled to cast.
- e. Right of Inspection. A member shall be entitled to inspect and copy, during regular business hours at COTC's principal office, a list of members who are entitled to vote in an election, provided that (i) the member has been a member for at least sixty (60) days immediately preceding the demand to inspect or copy, (ii) the demand is made in good faith and for a proper purpose reasonably related to the member's interest as a member, (iii) the member gives COTC written demand at least five (5) business days before the date on which the member wishes to inspect and copy such voting list, (iv) the member describes with reasonable particularity the purpose for the inspection, and (v) the inspection of the list of members is directly connected with the described purpose. Any member seeking to inspect and copy a membership list shall, prior to such inspection and copying, execute a signed agreement in the form as approved by COTC limiting the use of such list in accordance with Section 15.7.c.3.
- f. Limitation on Use of Membership Voting List. Without consent of the Board of Directors, a membership voting list may not be obtained or used by any person for any purpose unrelated to a member's interest as a member. Without limiting the generality of the previous sentence, without the consent of the Board a membership voting list may not be: (i) used to solicit money or property; (ii) used for any commercial purpose; or (iii) sold to or purchased by any person.
- g. Scope of Members' Inspection Rights.

- h. Agent or Attorney. The member's duly authorized agent or attorney has the same inspection and copying rights as the member.
- i. Right to Copy. The right to copy records under these Bylaws includes, if reasonable, the right to receive copies made by photographic, xerographic, electronic or other means.
- j. Reasonable Charge for Copies. COTC may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member. The charge may not exceed the estimated cost of production and reproduction of the records.
- k. Litigation. Nothing in these Bylaws shall limit the right of a member to inspect records to the same extent as any other litigant if the member is in litigation with COTC, or the power of a court to compel the production of corporate records for examination.

ARTICLE XVI — CODE OF ETHICS

COTC shall adopt a Code of Ethics and a Conflict of Interest Policy applicable to all COTC employees, directors of the Board, committee and task force members, officers and volunteers. Each director of the Board, officer and employee shall annually certify compliance with the Code of Ethics. Additionally, these individuals shall disclose any possible conflict for review by the Ethics Committee.

ARTICLE XVII — INDEMNITY

The Corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection With any proceeding to which they may be made a party, or in which they may become involved, by reason of their being or having been a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of the Corporation, whether or not they are a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties. The Corporation shall provide any person who is an officer, director, employee, or agent of the Corporation or was serving at the request of a director, officer, employee, or agent of the Corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

The foregoing By-Laws were adopted by the director(s) of:

Child of this Culture Foundation, Inc.

On the day of April 2021.

Child of this Culture Foundation, Inc. the Board of Directors adopted ByLaws in Fayetteville, NC on August 1, 2012; amended during a regular meeting on April 12, 2021 in Colorado Springs, CO.

I am the Secretary of the Child of this Culture Foundation, Inc.. This document constitutes a true and

correct copy of the currently effective Bylaws of the Child of this Culture Foundation, Inc..

Secretary 0C69901E57FE4CB...