
BEFORE A US OLYMPIC COMMITTEE HEARING PANEL

SECTION 10 COMPLAINT

AGAINST

USA SHOOTING, INC.

INTRODUCTION

This is a complaint filed with the US Olympic Committee against USA Shooting, Inc. (“USAS”) by the below listed members of USAS (hereinafter “the Complainants”) pursuant to Section 220527(a)(1) of the Ted Stevens Olympic and Amateur Sports Act and Section 10 of the USOC’s Bylaws (hereinafter, “Section 10 Complaint”).

This Section 10 Complaint, together with the requisite \$250 filing fee, is filed with the USOC on account of USAS’s failure, refusal and, indeed, now demonstrated inability (at least under its present leadership) to comply with the membership requirements for NGBs as mandated by the Ted Stevens Olympic and Amateur Sports Act, Title 36 U.S.C. Section 220501, *et seq.* (the “Sports Act”) and the Bylaws of the USOC applicable to NGBs.

In addition to its non-compliance with Federal law and the USOC Bylaws, USAS also does not comply with certain policies for NGBs adopted by the USOC Board of Directors, including those policies adopted by the USOC Board in April, 2005 (“the USOC’s Governance Guidelines for NGBS”); nor does USAS even comply, in some instances, with its own Bylaws, all of which is further evidence of the failure of USAS to meet the requirements of the Sports Act, in particular, Section 220522(a)(2) of the Act, which is the requirement that NGBs must have the managerial capability to plan and execute its obligations as an NGB.

As set forth below, the relief Complainants seek is that USAS be placed on probation by the USOC Board of Directors for a period of at least six months, during which time USAS must take steps, under the direction and with the assistance of the USOC, to come into compliance with the membership requirements for NGBs as mandated by the Sports Act and USOC Bylaws / policies, and can also demonstrate that it has transformed itself into a financially viable and

transparent organization, governed by a Board of Directors made up of altruistic individuals to include at least 20% independent directors and 20% athlete members (as both terms are defined by the USOC), worthy of the support of its membership.

JURISDICTIONAL BASIS

Jurisdiction for a Hearing Panel of the US Olympic Committee to hear and determine this Complaint exists pursuant to Section 220527(a) (1) of the Sports Act and Section 10.1 of USOC Bylaws, in that each of the Complainants herein is a member of USA Shooting and each, individually and collectively, seeks to compel USA Shooting to comply with the requirements of Sections 220522 and 220524 of the Sports Act, as well as the Bylaws and policies of the USOC applicable to National Governing Bodies. As set forth below, the Complainants have also satisfied the “exhaustion of remedies” requirement of Section 220527(b)(1) of the Sports Act.

USAS’S FAILURES TO COMPLY

In support of their Section 10 Complaint herein, attached hereto is a GRIEVANCE filed by the Complainants with the Secretary of USAS on April 25, 2015, as amended on or about May 22, 2015 (hereinafter, the “Complainants’ Grievance”). (See Exhibit “A”) ¹ Despite the passage of three and a half months, Complainants’ Grievance has never been heard or considered by a USAS Hearing Panel. Indeed, as set forth in detail below (see “Exhaustion of Remedies”), the Secretary of USAS has not yet even taken the first substantive step relative to the Complainants’ Grievance required by the USAS Bylaws pertaining to the processing of filed Grievances.

EXHAUSTION OF REMEDIES

Section 220527(b)(1) of the Sports Act states:

“An organization or person may file a complaint [with the USOC] ... only after exhausting all available remedies with the national governing body for correcting deficiencies, unless it can be shown by clear and convincing evidence that those remedies would have resulted in unnecessary delay.” *See also*, Section 10.11 of the USOC Bylaws for the same.

Article XXV, Section “L” of the Bylaws of USAS provides, in pertinent part, as follows:

¹ To the extent there may be differences between the language of the allegations of the underlying Grievance and this Section 10 Complaint, the language of the Section 10 controls.

“Any member of USA Shooting may file a written grievance in the form of a complaint with the Secretary [of USAS] pertaining to any matter within the cognizance of USA Shooting, and alleging a violation of any provision of these Bylaws, the Amateur Sports Act [sic]² or the USOC Bylaws. At the time of the filing, a copy of the complaint shall be sent to the CEO-ED. The Secretary shall confer with the Counselor of USA Shooting and, if appropriate, the Executive Committee concerning the matter. If the Secretary determines that there is no basis for such complaint, the Secretary shall advise the person filing the same, who may appeal the decision to the Executive Director under the same procedures established under Chapter XXII [sic]³ for the processing of grievances filed under that Chapter. If the Secretary determines that a violation has occurred, the Secretary shall recommend to the Executive Director such curative action as needed.”

As of the date of the filing of this Section 10 Complaint, the Secretary of USAS has not conferred with the Counselor of USA Shooting⁴ concerning the April 25, 2015 Grievance; nor has he conferred with the Executive Committee concerning the matter. Furthermore, and more to the point, the Secretary has not even taken the first substantive step required to be taken pursuant to the USAS Bylaws, which is to make his “determination” (required by Article XXV, Section “L” of the USAS Bylaws) whether the Grievance (apparently, in his sole opinion) has a “basis” or not.

In that regard, the undersigned counsel for the Complainants wrote to the Secretary of USAS not once, but twice (June 9 and 17, 2015: see Exhibit “B” hereto) asking that he comply with USAS’s Bylaws with respect to the processing of Complainants’ Grievance. The Secretary did not respond to either letter; nor has he complied with the mandate of USAS Bylaw XXV, Section “L” in response to our requests that he do so. USAS’s subsequent attempt to excuse the Secretary’s failure to perform his responsibility under Bylaw XXVII, Section “L” on account of discussions had with a representative of the USOC to possibly have the parties submit certain *other* Grievances to the AAA for resolution were addressed in a letter by the undersigned dated June 25, 2015 (see Exhibit “B” hereto).

With the Secretary of USAS now himself the subject of a Grievance because of his failure to follow the stated Bylaws of USAS, the Complainants are clearly at a dead end with

² The Amateur Sports Act was amended in 1998 and is now known, as amended, as the Ted Stevens Olympic and Amateur Sports Act, found at Title 36 United States Code, Section 220501, *et seq.*

³ Most likely refers to Article XXII of the USAS Bylaws, commencing at Section “D”.

⁴ USAS Bylaw Article XVI provides for the appointment by the President, with the approval of the majority of the Board, a non-compensated attorney (licensed in the state of Colorado) to serve as “counselor” to render legal advice and assistance to the Board, as may be requested. Such individual shall serve no longer than 2 four- year consecutive terms. Upon information and belief, USAS does not now have, and never had, an individual who served in the capacity as volunteer counselor to the Board.

respect to seeking a resolution of their Grievance before the USAS, and properly seek the intervention of the USOC. But even if the Secretary of USAS had made the “determination” he was required to make upon receipt of the Grievance (which he has not done), it is now abundantly clear to any objective observer that USAS is absolutely frozen in its tracks and is unwilling (and indeed, unable) to provide for the “prompt and equitable” resolution of the April 25, 2015 Grievance, as required by Federal law.

As for the “unable” part, this results from, among other things, the fact that USAS has put in place in its Bylaws, layers and layers of procedural hurdles that a Grievant must pass through and over before being given the opportunity to present their case at an actual Hearing. This is in addition to the fact that there are conflicts of interest built into the USAS Grievance procedures which make it impossible for a Grievant to get a fair shake. For example, the President of USAS, who in effect is a “defendant” in this matter, and who has himself filed a Grievance against the Complainants herein, is the person who, under USAS’s Bylaws, gets to pick the members of the Hearing Panel who are to decide the Grievance.

And if that is not enough to convince the USOC that the complainants cannot expect a fair and equitable resolution of their Grievance by USAS,, the President of USAS wrote in an April 18, 2015 memo to the USAS Board of Directors that USAS will contest the allegations in the Grievance, and “believed that almost all of them will prove to be unfounded.”

It gets worse. The Secretary of USAS, who himself has failed and refused to follow the USAS Bylaws pertaining to procedures to be followed upon the filing of a Grievance, and is now himself the subject of a Grievance, gets to decide a Motion to Dismiss the Grievance which resulted in his failure to properly act.

Accordingly, after more than three months after the filing of the Complainants’ Grievance, with the USAS Secretary having done nothing to fulfill his obligations concerning the processing of the Grievance, it is respectfully submitted that the Complainants herein have:

- (a) exhausted their remedies within USAS for correcting the deficiencies complained of;
- (b) demonstrated by clear and convincing evidence that further attempts to have USAS remedy those deficiencies, would not only result in unnecessary delay, but be futile; and
- (c) all of the above.

THE COMPLAINANTS

Set forth below are the names and contact information of the members of USAS who have authorized the undersigned to prosecute this Section 10 Complaint on their behalf. The Complainants respectfully reserve the right to amend this Complaint, as other members of USAS join with them in this Section 10 Complaint.

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SUMMARY OF NON-COMPLIANCE

The attached Grievance filed with USAS on April 25, 2015 (as amended) sets forth the allegations of non-compliance by USAS which are the subject of this Section 10 Complaint. The members of the USOC Hearing Panel are respectfully referred to this Grievance for a full and accurate statement of the allegations of USAS non-compliance,

However, USAS's non-compliance may be summarized as follows:

A. SPORTS ACT VIOLATIONS:

- 1. Section 220524(3) of the Sports Act requires that an NGB “shall ... reasonably reflect the views of the athletes in its policy decisions.”** Contrary to the mandate of Section 220524(3) of the Sports Act which provides that an NGB “shall” reasonably reflect the views of athletes in its policy decisions,” the ED-CEO has made it known to the elected athlete reps on the USAS Board and Executive Committee that the athletes’ votes “do not count” because the others on the Board and Executive Committee outnumber and can out vote them. By his words and actions, and those who follow the lead of the ED-CEO, the athletes’ voice in USAS’s committees indeed often “do not count”. For example, as noted above, the elected athlete board representatives are not always permitted to provide input in the actual preparation of the selection criteria, and are often not permitted sufficient time to provide meaningful input to the proposed final criteria, on account of the delay by staff in preparing the criteria, notwithstanding repeated requests made by staff to the USOC for extensions of time to submit criteria for approval by the USOC beyond the date set by the USOC for the submission of such criteria. And, of course, USAS’s response to the underlying Grievance filed mostly by currently competing athletes (that it finds the allegations of the Grievance largely “unfounded” and will contest the Grievance) hardly demonstrates that USAS “reasonably reflects” the views of its athletes.

- 2. Section 220522(a)(9): Lack of reasonable representation of Females on the Board.** The Sports Act provides (section 220522(a)(9)) that members of the Board of Directors are to be

selected “without regard to ... sex...”; and USAS Bylaw Article XI.A provides that “the Board shall have reasonable representation of both males and females.” Historically, females have been under-represented on the Board, and unreasonably so. This failure to include “reasonable representation” of females on the Board in a sport where so many females represent and compete for the United States at the Olympic and Pan American Games, not only constitutes a violation of the USAS bylaws and reflects poorly on USAS as an NGB, but it also deprives the Board of extremely talented and experienced individuals who would be willing to serve on the Board and able to contribute in significant ways to USAS.

- 3. Section 220522(a)(13) of the Sports Act states that an NGB must “provide procedures for the prompt and equitable resolution of grievances of its members.”** What USAS has done (more accurately has not done) in response to the filing of the Grievance on April 25, 2015 (as well as other Grievances) is ample evidence of USAS’s failure to provide procedures in its Bylaws for the “prompt” and “equitable” resolution of grievances of its members. Instead, USA’s grievance procedures are so layered and cumbersome, so as to make a prompt resolution of the Grievance impossible. For example, the USAS bylaws provide for a pre-Hearing “investigation” of the claims (which gives the NGB essentially free and unfettered pre-Hearing “discovery” of the Grievants’ claims to better enable USAS to oppose the Grievance, even before any Hearing Panel is appointed). This is then followed by a “mediation” that must occur before one even gets to a Hearing before a Hearing Panel. And then, assuming a failed mediation, the Hearing Panel members are then hand – picked by the President of USAS who, in this matter at least, is one of the chief respondents in the Grievance. This makes the prompt, fair and equitable resolution of a Grievance unlikely, if not impossible, at least in this matter where the Grievance involves alleged wrongdoing and/ or malfeasance by the President of USAS, and the President has written to the full Board that he has pre- determined the allegations of the Grievance to be “unfounded”.

4. **Section 220524(1) of the Sports Act provides that an NGB “shall develop interest and participation [in the sport which it governs] throughout the United States”** USAS, as an NGB, fails effectively to promote the participation of athletes in a number of the disciplines competed on the Olympic program. For example, USAS has woefully failed to develop interest and participation in international pistol shooting and has failed to invest the needed time and money to change this. During the March - April 2015, Spring Selection Match for pistol competitions, USAS could not even field enough participants to fill all 6-positions in the field for the Rapid Fire Pistol final.
5. **Section 220524(1) of the Sports Act provides that an NGB “shall be responsible to the persons it represents”** The current USAS leadership, which dominates the USAS Executive Committee, which in turn dominates the USAS Board of Directors and answers to no one but themselves. USAS is a “closed shop” and is not responsible to or responsive to its members.
6. **Section 220524(2) of the Sports Act provides that an NGB “shall minimize, through coordination with other amateur sports organizations, conflicts in the scheduling of all practices and competitions.”** USAS fails to comply with this Sports Act requirement as well, in that USAS develops its competition schedules in isolation, without first conferring with other shooting organizations which conduct competitions. This results in the creation of conflicts, as opposed to eliminating them.
7. **Section 220524(3) of the Sports Act provides that an NGB is to keep athletes informed of policy matters and reasonably reflect the views of the athletes in its policy decisions.** As evidenced in this recent dispute, USAS does neither of the above. Not only have the views of the athlete elected leadership in the underlying Grievance been ignored (as in the past), the athletes’ views are now being actively opposed by way of Grievances being filed against them !!! As for keeping athletes informed of policy decisions, the USAS does not publish minutes of its Board and Executive Committee meetings on its website; and there is not a single mention

of or reference to the serious policy issues now before USAS in its communications to athletes. One way for the USAS leadership to help ensure the *status quo* is to make sure that no one is informed of the issues now before it which pertain to the very foundations of USAS governance.

8. **Section 220522(a)(2) of the Sports Act requires an NGB to have “the managerial and financial capability to plan and execute its obligations” under the Sports Act and USOC Bylaws.** For the reasons set forth in the individual violations set forth above and below, it is apparent that USAS, as an NGB, lacks the managerial and financial capability to plan and execute its obligations under the Sports Act and USOC Bylaws

a) **Management:** USAS’s ED-CEO ‘manages’ the USAS in disregard of athlete input (and tells them as such) and seeks to solidify his position as a well-paid executive by knowingly failing and refusing to follow USAS bylaws intended to ensure a turnover of Board members who perhaps would have the independence of mind to objectively evaluate his job performance as ED-CEO. Instead, in order to ensure his continued employment, the ED-CEO (with the complicity of the President and others on the Executive Committee) disregards USAS bylaws which place terms limits on Board members who he knows will support his continued employment, and those Executive Committee members, in return, agree to support the ED-CEO’s continued employment. Furthermore, the existence of an Executive Committee, and the dominating role it plays in USAS, deprives the USAS Board of Directors of its legitimate role which is supposed to be the highest governing body within the NGB.

b) **Finances:** There is no need to say anything on this topic, other than simply to repeat what the USAS’s own outside independent auditors have already stated in their annual report with respect to the financials of USAS: *“The Corporation [i.e., USAS] is economically dependent upon*

the grants from the USOC in order to maintain its programs at current levels.” Without ongoing USOC support, it is doubtful that USAS could continue as a “going concern” long term, in view of the deficits that USAS has incurred in recent years, and which it continues to incur. As the ED-CEO candidly stated at a meeting of the USAS Board of Directors on November 2, 2013: “It is recognized that we cannot operate at a deficit budget on a continuing basis.” Yet USAS has, but at a cost; and it is getting worse. The ED-CEO reported at the July 9, 2015 telephonic meeting of the USAS Executive Committee that he projected yet another year-end operating deficit, with upwards of \$100,000 in legal fees contributing to USAS’s deficit, in addition to the “ongoing controversies” which are negatively impacting on gifts.

B. USOC BYLAW VIOLATIONS:

1. USAS fails to comply with the athlete representation requirements of Section 8.8 and 8.8.1 of the USOC Bylaws.

Section 8.8 of the USOC Bylaws provides that in order to fulfill its membership obligations as an NGB, and be considered a member in good standing, the NGB must comply with certain athlete representation requirements. (*See* Section 8.8 of the bylaws of the USOC). Among them is the requirement that there be 20% “athlete representation” (as defined in USOC Bylaw Section 8.8.2) on certain “Designated Committee” such as a Budget Committee and Committees that prepare, approve or implement programs in the following areas: (a) pertaining to the expenditure of funds allocated to NGBs by the USOC and (b) pertaining to the selection of international, Olympic, Paralympic and Pan American Games Team members (such selections to include not only athletes but also coaches, administrators and sports staff). USAS does not comply. Obviously, to the extent USAS not have a number of these “Designated Committee” or committees required by USOC policies (for example, Ethics; Compensation; and Budget), USAS

does not comply with the 20% athlete representation requirement. And where it does have a “Designated” or other committee, more often than not the athletes are precluded from having meaningful input to the work of the committee. For example, in its preparation of selection criteria, USAS tends to seek athlete approval only after a substantial (or even final) draft has been completed, and on short notice, thereby making meaningful consideration by the athlete reps nearly impossible; and USAS does not seek input from athlete reps regarding how USAS proposes to expend funds allocated to USAS by the USOC, thereby failing to fulfill the intended purposes of Section 8.8.1 of the USOC Bylaws.

2. **Section 8.7 “L” of the USOC Bylaws** provides that an NGB “shall actively seek, in good faith, to generate revenue, in addition to any resources that may be provided by the [USOC], sufficient to achieve financial sustainability.” USAS may claim that it “actively seeks” in good faith to generate revenue “sufficient to achieve financial sustainability” (as an adjunct to the grants it receives from the USOC); but at some point, its claims in that regard cannot be taken seriously. Without USOC funding, USAS programs would not be sustainable, nor capable of achieving the required USOC markers within its High Performance Plan.

As USAS’s outside independent auditors have stated in their annual audits of USAS’s financials, *“The Corporation [i.e., USAS] is economically dependent upon the grants from the USOC in order to maintain its programs at current levels.”* This candid statement by USAS’s own auditors is ample evidence that USAS is not in compliance with USOC Bylaw Section 8.7.L

3. **Section 8.7(m)**: USAS is in violation of Section 8.7(m) of the USOC Bylaws, in that it is not “financially and operationally transparent”. USAS does not post minutes of its Board or Executive Committee meetings on its website, and fails to provide meaningfully detailed financials, thereby depriving the members of the transparency to which they are entitled
4. **Section 8.7(m)**: USAS is in further violation of Section 8.7(m) of the USOC Bylaws, in that it is not “accountable to its members” as

required by section 8.7(m) of the bylaws of the USOC. The current leadership USAS essentially operates USAS as a “closed shop”, accountable to no one but themselves. They accomplish this by admittedly not adhering to USAS’s own bylaws, particularly those Bylaws providing for non-continuous membership on the Board beyond term limits. Indeed, one purported Board member, whose term has expired without authorization has served continuously on the Board, without interruption, for some 20 years. And the CEO /ED, who should not be voting member of the Board in the first place (as he is) has also served continuously as a member of the Board, beyond permitted term limits.

5. **Section 8.7(a):** USAS’s failure to fulfill its responsibilities as an NGB, as detailed throughout this Section 10 Complaint, is a violation of Section 8.7(a) of the USOC Bylaws. The consequence of USAS’s failure to fulfill its membership obligations as an NGB means that it may no longer “be considered a member in good standing with the [USOC]” See Section 8.7 of the USOC Bylaws.

C. USOC POLICY VIOLATIONS: NGBs are required to adhere to policies adopted by the USOC applicable to NGBs. Among those policies are those adopted by the USOC Board of Directors at its meeting in April 2005, known as the “USOC Governance Guidelines for NGBs”.

1. **The USOC Governance Guidelines state that “NGBs must be ... operationally transparent...”** USAS is not operationally transparent. While most NGBs seek to comply with the USOC’s transparency requirement by posting minutes of its Board of Director meetings on its website (a minimum of minutes of the three most recent meetings), USAS does not post minutes of any of its Board or Director or its Executive Committee meetings on its website. And, despite the outward trappings of transparency in USAS’s Bylaws which provide that “guests” are permitted “and encouraged” to attend meetings of the USAS Board of Directors,

meaningful advance notice of such meetings is not regularly provided, and members are not actively encouraged to attend.

2. **The USOC Governance Guidelines provide that “NGB boards should have at least 20% independent directors....”** USAS does not have 20% “independent” directors on its USAS Board of Directors (as that term is defined at Section 3.4 of the USOC Bylaws). The failure and refusal of USAS to comply with this widely accepted “best practice” for Not-For- Profits, deprives USAS from having on its Board the independent judgment of seasoned and experienced individuals with substantial corporate governance backgrounds and possible access to significant financial resources needed to support the mission of USAS.
3. **The USOC Governance Guidelines state that an NGB should be “staff managed and board governed.”** Contrary to this USOC Governance Guideline, USAS’s Bylaws provide that the USAS Executive Committee shall “have *the authority and responsibility for administrating the business, routine affairs and other activities of USA Shooting* between the meetings of the Board...” (the implication being, of course, that the Board shall have that same authority when it meets). (See USAS Bylaw, Article XII.B). Any NGB, such as USAS, which has bylaws which mandate that its governance board(s) shall “administer” the “business” and “routine affairs” of the NGB, as USAS does, is not in compliance with this Governance Guideline or generally accepted best practices for Not- For- Profits.
4. **The USOC Governance Guidelines state the “the role of management and the role of governance should be clearly defined.** The USAS bylaws do not provide for a clear delineation between the governance role of the board and the management role of the ED-CEO and staff. The result in USAS is that the roles of governance and management are intertwined, with the board playing a larger role in management than it should (see next point). A clear and salient example of this discouraged overlap of responsibilities between the Board and staff is the fact that the ED-CEO of USAS is a voting member of the USAS Board of

Directors, the very group which should independently be monitoring the ED-CEO's leadership ability as it impacts organizational performance.

5. **The USOC Governance Guidelines state that an NGB “should be governed by a board which shall have sole responsibility for governance.”** USAS is in violation of this Governance Guideline in that the USAS Board of Directors supposed “sole responsibility for governance” is seriously undercut and diminished by the existence of an Executive Committee. USAS's Executive Committee essentially denudes the USAS Board of its intended governance authority and responsibilities. USAS Bylaws provide that the USAS Executive Committee “shall have the authority of the Board to take all actions on behalf of USA Shooting, which might otherwise be taken by the Board ... between the meetings of the Board....” This, by itself, denies the Board of the authority over matters it is supposed to consider and act on, as the highest governance board of the USAS. But the USAS Executive Committee exceeds even that improperly granted bylaw authority in that it also meets right before the twice- a - year meetings of the Board. At these pre-Board meetings, the Executive Committee determines what it wants the Board to consider, and then votes on those very agenda items before the Board meets in order to “recommend” to the Board how the Board should vote. As a result of the foregoing, the existence of an Executive Committee, and the particular role it plays in USAS, deprives the full Board of its rightful role to be “solely responsible” for the governance of the NGB. It must also be noted that the USAS Bylaws also deny the Board one of the most important responsibilities normally carried out by a Board of Directors, and that is to hire, evaluate and fire, if appropriate, the Chief Executive Officer of the NGB. That authority and responsibility, remarkably enough, is granted and reserved to the USAS Executive Committee (and denied to the Board), which again seriously undercuts the USAS's Board's “sole responsibility of governance.”

6. **The USOC Governance Guidelines state that an NGB “must” have an “Audit Committee (which shall also have responsibility for ethics matters unless ethics issues are addressed by another committee).”** USAS has no Audit Committee (either standing or ad hoc); and there is no other committee within USAS which has the stated responsibility for audit and / or ethics matters.
7. **The USOC Governance Guidelines state that an NGB “must” have a “Compensation Committee.”** USAS has no such standing committee. And the Board of Directors has no say in the level of compensation of the CEO / ED, or even if he is to be retained or not.
8. **The USOC Governance Guidelines state that an NGB “must” have a “Nominating & Governance Committee.”** USAS has no such standing committee. While the USAS Bylaws at Article XI.M mention that there is to be a standing Nominating Committee appointed by “the Chairman” for the purpose of the selection of At-Large Directors, and Article XIII.A of the USAS Bylaws makes reference to a standing Nominating Committee “appointed by the President,” there is no standing Nominating Committee. Rather, it appears a Nominating Committee is appointed *ad hoc* by the CEO/ED from time to time; and there is no committee which performs the governance functions of a Nominating and Governance Committee.

D. VIOLATIONS BY USAS OF ITS OWN BYLAWS:

1. **The President and the ED-CEO act in disregard of certain Bylaws of USAS.** No bylaw or citation of law is needed for the simple proposition that the President and Executive Director of an NGB may not act contrary to, or disregard of, the stated bylaws of the NGB; nor may they act without authority of the Board of Directors, when Board approval is mandated. Yet both the President and CEO / ED of USAS clearly do. For example:

- a) **USAS Bylaw Article XI.D:** The President of USAS, with the support of the Executive Director of USAS, took steps to cancel the duly-authorized and noticed special meeting of the Board of Directors called by six directors to take place on May 13, 2015. They did so out of fear that the vote duly called for would result in the loss of their personal control over USAS.
- b) **USAS Bylaw XI.W:** The President and Executive Directors have refused to schedule a vote on whether the term of a Board member whose membership on the Board has expired on account of term limits, should be extended. Again, they did so out of their concern that the vote that should have been taken under USAS's bylaws, would result in the loss of their control over USAS.
- c) **USAS Bylaw XXV.L:** As detailed above, USAS, by its Secretary and President, have failed and refused to process the Complainants' underlying Grievance, and other Grievances, in accordance with USAS Bylaw Article XXV, Section "L", thereby denying Complainants the due process and the "prompt and equitable" resolution of their Grievances to which they are entitled.
- d) **Failure to Follow USAS Bylaws:** The failure of the President of USAS, its Secretary and its Executive Director to follow the requirements of USAS Bylaws is not the result of just some sloppy administrative oversight. The failures to comply with these bylaws were and are purposeful. **As the ED-CEO has candidly admitted**, in response to a complaint by a USAS Board member:

"We don't follow our bylaws." ⁵

⁵ The CEO/ED, Robert Mitchell, made this statement on March 13, 2015 when a certain Board member's continuous and interrupted tenure of the Board, without interruption and / or authorization, was questioned by Bret Tecklenburg, one of the Complainants herein.

RELIEF REQUESTED

WHEREFORE, by reason of the foregoing, Complainants respectfully request that the CEO of the USOC appoint a Hearing Panel; and that said Hearing Panel, after providing USAS with fair notice and an opportunity to be heard pursuant to Section 10.17 of the USOC Bylaws (which in-person evidentiary hearing the Complainants herein hereby respectfully request be scheduled and had) make the following findings of fact and recommendations to the USOC Board of Directors:

A. PROPOSED FINDINGS OF FACT:

- (1) A FINDING THAT USAS LACKS THE MANAGERIAL CAPABILITY REQUIRED OF NGBs BY SECTION 220522(a)(2) OF THE SPORTS ACT;
- (2) A FINDING THAT USAS LACKS THE FINANCIAL CAPABILITY REQUIRED OF NGBs BY SECTION 220522(a)(2) OF THE SPORTS ACT;
- (3) A FINDING THAT USAS HAS A FAILED AND INEFFECTIVE GRIEVANCE PROCESS WHICH DOES NOT PROVIDE FOR THE PROMPT AND EQUITABLE RESOLUTION OF GRIEVANCES OF ITS MEMBERS IN VIOLATION OF SECTION 220522(a)(11) OF THE SPORTS ACT;
- (4) A FINDING THAT USAS LACKS THE MANAGERIAL AND FINANCIAL TRANSPARENCY REQUIRED BY SECTION 220524 OF THE SPORTS ACT AND SECTION 8.7(1) OF THE USOC BYLAWS; and
- (5) A FINDING THAT USAS IS IN VIOLATION OF EACH AND EVERY OF THE OTHER ALLEGED ITEMS OF NON-COMPLIANCE AS SET FORTH IN THIS SECTION 10 COMPLAINT.

B. PROPOSED RECOMMENDATIONS THAT THE USOC HEARING PANEL SHOULD MAKE TO THE USOC BOARD OF DIRECTORS

- (1) That the USOC Hearing Panel, after providing USAS with fair notice and an opportunity to be heard, recommend to the USOC Board of Directors that USAS be put on “probation” pursuant to Section 10 of the Bylaws of the USOC and that USAS be required to operate under the close supervision of the USOC until such time as a new

USAS Board of Directors can be named (which includes 20% “independent directors” and 20% “athlete directors” as those terms are defined in the Bylaws of the USOC);

(2) That the USOC Hearing Panel recommend to the USOC Board that USAS continue on “probationary status” until such time that the USOC determines that the new Board can effectively set policy and hire a new CEO who will competently manage the NGB in accordance with the policies set by the Board and in full compliance with applicable Federal and state laws, the USOC Bylaws and policies, including the USOC’s April 2005 Governance Guidelines for NGBs; and

(3) That the USOC Hearing Panel Order such other and different relief as the Hearing Panel may determine is just and appropriate under the circumstances.

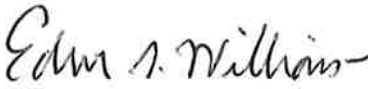
The Complainants herein respectfully reserve the right to revise, supplement and amend this Section 10 Complaint as additional facts relevant to the Complaint become known to them, and also to further amend this Complaint by adding such other members of USAS who may wish to join them as Complainants in this Complaint

Dated: New York, New York,

August 13, 2015

Respectfully submitted,

STEWART OCCHIPINTI LLP

By: 

Edward G. Williams
One Exchange Plaza
55 Broadway, Suite 1501
New York, New York, 10006

Tele: (212) 239-5500
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Email: egwilliams@somlaw.com

Attorneys for Complainants

EXHIBIT "A"

COPY OF APRIL 25, 2015 GRIEVANCE, AS AMENDED

EXHIBIT "A"

GRIEVANCE AGAINST USA SHOOTING, INC.

Amended for Amendment 1

To the Secretary of USA Shooting, Inc.:

The undersigned members of USA Shooting, Inc. ("USAS") hereby file this grievance (the "Grievance") pursuant to Article XXV, section "L" of the Bylaws of USAS, and respectfully state as follows:

INTRODUCTION

This Grievance is filed with (and against) USAS on account of USAS's failures to comply with:

- 1) certain membership requirements for National Governing Bodies as mandated by the Ted Stevens Olympic and Amateur Sports Act, Title 36 U.S.C. Sections 220501, *et seq.* (the "Sports Act");
- 2) certain Bylaws of the USOC applicable to NGBs;
- 3) certain Governance Guidelines for NGBs adopted by the USOC Board of Directors in April, 2005; and
- 4) a number of USAS's own Bylaws, updated as of February 17, 2012.

It is Grievants' position that, as a result of the foregoing, detailed below, the USAS Board of Directors must be reconstituted with at least 20% "independent directors" who, together with 20% athlete directors and following the election of other directors who will serve in accordance with term limits, will hire a CEO who is willing and able (and permitted by the Board) to bring USAS into compliance with the Sports Act, USOC Bylaws and Governance Guidelines, and develop a strategic plan to put USAS on a secure financial footing.

Failing that, USAS will continue to suffer as an organization, and USAS athletes will continue to be severely disadvantaged in their efforts to effectively and successfully compete at the international level, including at the upcoming 2016 Rio Olympics.

GROUNDNS and EVIDENCE OF NONCOMPLIANCE

- I. **April 10, 2015 Grievance:** Grievants respectfully incorporate by reference, and make a part hereof, the Grievance dated and filed April 10, 2015 (copy attached hereto as Exhibit "A") as if fully set forth at length herein.

II. General Requirements:

- A. **The Sports Act** requires USAS, in order to continue to be recognized by the USOC as the NGB for sport of shooting in the United States, to comply with the eligibility requirements of Section 220522(a) of the Sports Act. As detailed below, USAS does not comply with certain of the requirements of Section 220522(a) of the Sports Act.
- B. **USOC Bylaws:** Section 8.3 of the USOC Bylaws provides that "no amateur sports organization is eligible... to continue to be recognized as an Olympic Sport NGB, unless it complies with Sections 220522 through 220525 of the [Sports] Act." As detailed below, USAS does not comply with a number of these sections of the Sports Act.
- C. **The USOC Governance Guidelines** state that NGBs "must comply with all the requirements for membership as defined in the Ted Stevens Olympic and Amateur Sports Act, USOC Bylaws, and any USOC Board policies." In addition to not complying with sections of the Sports Act, USAS does not comply with a number of Bylaws of the USOC applicable to NGBs and policies of the Board as set forth in the Governance Guidelines for NGBs established by the USOC Board in April 2005.
- D. **USAS Bylaws:** It is axiomatic that USAS must comply with its own Bylaws. As detailed below, USAS does not so comply.

III. Specific Violations by USAS of the Sports Act, USOC Bylaws / Governance Guidelines and USAS's own Bylaws.

- A. **USAS fails to comply with the athlete representation requirements of Section 8.8 and 8.8.1 of the USOC Bylaws.**

Section 8.8 of the USOC Bylaws provides that in order to fulfill its membership obligations as an NGB, and be considered a member in good standing, the NGB must comply with certain athlete representation requirements. Among them is the requirement that there be 20% “athlete representation” (as defined in USOC Bylaw Section 8.8.2) on committees that “prepare [and] approve programs” that select “international, Olympic, Paralympic and Pan American Games Team athletes, coaches, administrators and sports staff” and that expends funds allocated to the NGB by the USOC. (See USOC Bylaw 8.8.1 (a) and (b)). USAS fails to permit the 20% athletes on these “Designated Committees” from having meaningful input into the actual “preparation” of selection criteria (it merely seeks athlete approval after the fact, and on short notice, thereby making meaningful consideration by the athlete reps nearly impossible; see below); and USAS rarely seeks input from the 20% athlete reps regarding how USAS proposes to expend funds allocated to USAS by the USOC, thereby failing to fulfill the intended purposes of Section 8.8.1 of the USOC Bylaws.

B. Section 220524(3) of the Sports Act provides that an NGB “shall ... reasonably reflect the views of the athletes in its policy decisions.”

Contrary to the mandate of Section 220524(3) of the Sports Act which provides that an NGB “shall” reasonably reflect the views of athletes in its policy decisions,” the ED-CEO has made it known to the 20% elected athlete reps on the USAS Board and Executive Committee that the athletes’ votes “do not count” because the others on the Board and Executive Committee outnumber and can out vote them. By his words and actions, and those who follow the lead of the ED-CEO, the athletes’ voice in USAS’s committees indeed often “do not count”. For example, as noted above, the elected athlete board representatives are rarely permitted to provide input in the actual preparation of the selection criteria, and are often not permitted sufficient time to provide meaningful input to the proposed final criteria, on account of the delay by staff in preparing the criteria, notwithstanding repeated requests made by staff to the USOC for extensions of time submit criteria for approval by the USOC beyond the date set by the USOC for the submission of such criteria.

C. The President and the ED-CEO act in complete disregard of certain Bylaws of USAS.

No bylaw or citation of law is needed for the simple proposition that the President and Executive Director may not act contrary to the stated bylaws; nor may they act without authority of the Board of Directors, when Board approval is mandated. Yet they both do. For example:

- (1) USAS Bylaw Article XI.D: The President of USAS has purported to cancel the duly-authorized and noticed special meeting of the Board of Directors called by six directors to take place on May 13, 2015;**
- (2) USAS Bylaw XI.W: The President and Executive Directors have refused to schedule a vote on whether the term of a Board member whose membership on the Board has expired on account of term limits, should be extended; and**
- (3) USAS Bylaw XVI.B: The President of USAS has wrongfully purported to “hire” and “retain” special legal counsel, without Executive Committee or Board authorization.**

The failure of the President of USAS and its Executive Director to follow the requirements of USAS Bylaws is not the result of just some sloppy administrative oversight. The failures to comply with these bylaws were and are purposeful. The ED-CEO has candidly admitted, in response to a complaint by a Board member: “We don’t follow our bylaws.”

D. The USOC Governance Guidelines state that “NGBs must be ... operationally transparent....” In addition, Bylaw Article XI, at Subsection “J” states that “minutes of the meetings of the Board of Directors, other than matters addressed in executive session, shall be made available upon request of any member through the offices of the CEO, at a nominal cost for copying.”

USAS is not operationally transparent. While most NGBs seek to comply with the USOC’s transparency requirement by posting minutes of its Board of Director meetings (a minimum of minutes of the three most recent meetings) on its website, USAS does not post minutes of any of its Board or Director or its Executive Committee meetings on its website. In

addition, the USAS Executive Committee has, until recently, operated in secrecy with minutes of their meetings only infrequently distributed to the Board. In addition, the Executive Director and Secretary of USAS have not complied with a request of a Board member to be provided minutes of prior meetings of the Board, in violation of Article XI.J of USAS Bylaws. Despite the outward trappings of transparency in the Bylaws which provide that “guests” are permitted “and encouraged” to attend meetings of the Board of Directors, no advance notice is provided to members of the USAS of such meetings so that they may make arrangements to attend.

E. The USOC Governance Guidelines discourage entirely constituent – based Board membership, and provide that “NGB boards should have at least 20% independent directors...”

The USAS Board is almost 100% constituent based, and there are no “independent” members of the board (as that term is defined at Section 3.4 of the USOC Bylaws). The failure and refusal of USAS to comply with this widely accepted “best practice” for Not-For- Profits, deprives USAS from having on its Board the independent judgment of seasoned and experienced individuals with substantial corporate governance backgrounds and possible access to significant financial resources needed to support the mission of USAS.

F. Lack of reasonable representation of Females on the Board.

The Sports Act provides (section 220522(a)(9)) that members of the Board of Directors are to be selected “without regard to ... sex...” ; and USAS Bylaw Article XI.A provides that “the Board shall have reasonable representation of both males and females.” Historically, females have been under-represented on the Board, and unreasonably so. This failure to include “reasonable representation” of females on the Board in a sport where so many females represent and compete for the United States at the Olympic and Pan American Games, not only constitutes a violation of the USAS bylaws and reflects poorly on USAS as an NGB, but it also deprives the Board of extremely talented and experienced individuals who would be willing to serve on the Board and able to contribute in significant ways to USAS.

G. The USOC Governance Guidelines state that an NGB should be “staff managed and board governed.”

Contrary to this USOC Governance Guideline, USAS’s Bylaws provide that the USAS Executive Committee shall “have *the authority and responsibility for administrating the business, routine affairs and other activities of USA Shooting* between the meetings of the Board...” (the implication being that the Board shall have that same authority when it meets). Any NGB which has bylaws which mandate that its governance board shall “administer” the “business” and “routine affairs” of the NGB, such as USAS does, is not in compliance with this Governance Guideline or generally accepted best practices for Not- For- Profits.

H. The USOC Governance Guidelines state the “the role of management and the role of governance should be clearly defined.

The USAS bylaws do not provide for a clear delineation between the governance role of the board and the management role of the ED-CEO and staff. The result is USAS is that the roles of governance and management are intertwined, with the board playing a larger role in management than it should (see next point) A clear and salient example of this discouraged overlap of responsibilities between the Board and staff is the fact that the ED-CEO of USAS is a voting member of the USAS Board of Directors, the very group which should be independently monitoring the ED-CEO’s leadership ability as it impacts organizational performance.

I. The USOC Governance Guidelines state that an NGB “should be governed by a board which shall have sole responsibility for governance.”

USAS is in violation of this Governance Guideline in that the USAS Board of Directors “sole responsibility for governance” is seriously undercut and diminished by the existence of an Executive Committee. USAS’s Executive Committee essentially denudes the USAS Board of its intended governance authority and responsibilities. USAS Bylaws provide that the USAS Executive Committee “shall have the authority of the Board to take all actions on behalf of USA Shooting, which might otherwise be taken by the Board ... between the meetings of the

Board....” This, by itself, denies the Board of the authority over matters it is supposed to consider and act on, as the highest governance board of the USAS. But the USAS Executive Committee exceeds even that improperly granted bylaw authority in that it also meets right before the twice- a - year meetings of the Board. At these pre-Board meetings, the Executive Committee determines what it wants the Board to consider, and then votes on those very agenda items before the Board meets in order to “recommend” to the Board how the Board should vote. As a result of the foregoing, the existence in USAS of an Executive Committee, and the particular role it plays in USAS, deprives the full Board of its rightful role to be “solely responsible” for the governance of the NGB. It must also be noted that the USAS Bylaws also deny the Board one of the most important responsibilities normally carried out by a Board of Directors, and that is to hire, evaluate and fire the Chief Executive Officer of the NGB. That authority and responsibility is granted to the USAS Executive Committee, again seriously undercutting the Board’s “sole responsibility of governance.”

- J. The USOC Governance Guidelines state that an NGB “must” have an “Audit Committee (which shall also have responsibility for ethics matters unless ethics issues are addressed by another committee).”**

USAS does not comply with this Governance Guideline, in that it has no Audit Committee (either standing or ad hoc); and there is no other committee within USAS which has the stated responsibility for ethics matters.

- K. The USOC Governance Guidelines state that an NGB “must” have a “Compensation Committee.”**

USAS has no such standing committee.

- L. The USOC Governance Guidelines state that an NGB “must” have a “Nominating & Governance Committee.”**

USAS has no such standing committee. While the USAS Bylaws at Article XI.M mention a Nominating Committee appointed by “the Chairman” for the purpose of the selection of At-Large Directors, and Article XIII.A of the USAS Bylaws makes reference to a standing

Nominating Committee “appointed by the President,” the USAS Bylaws do not set forth the duties and responsibilities of the Committee, including whether it has any governance authority or functions.

M. Section 220522(a)(13) of the Sports Act states that an NGB must “provide procedures for the prompt and equitable resolution of grievances of its members.”

USAS fails to provide procedures in its Bylaws for the “prompt” and “equitable” resolution of grievances of its members. Instead, USA’s grievance procedures are so layered and cumbersome, with a bylaw mandated “investigation” and “mediation” before one even gets to a Hearing, that would takes months and months to resolve even the most factually simple of grievances. In addition, USAS’s grievance procedures have inherent conflicts of interest (There is no standing Grievance Committee in place: a Grievance Hearing Panel is only named by the President in response to the filing of a Grievance. This makes the fair and impartial resolution of a Grievance unlikely, if not impossible, when the Grievance involves alleged wrongdoing by the President or the USAS itself, as does the Grievance herein).

N. Section 220524(1) of the Sports Act provides that an NGB “shall develop interest and participation [in the sport which it governs] throughout the United States”

USAS, as an NGB, fails effectively to promote the participation of athletes in a number of the disciplines competed on the Olympic program. For example, USAS has woefully failed to develop interest and participation in international pistol shooting and has failed to invest funding or time to change this. During the March - April 2015, Spring Selection Match for pistol competitions, USAS could not even field enough participants to fill all 6-positions in the field for the Rapid Fire Pistol final.

O. Section 220524(2) of the Sports Act provides that an NGB “shall minimize, through coordination with other amateur sports organizations, conflicts in the scheduling of all practices and competitions.”

USAS fails to comply with this Sports Act requirement, in that USAS develops its competition schedules in isolation, without first conferring with other shooting organizations which conduct competitions. This results in the creation of conflicts, as opposed to eliminating them.

- P. Section 8.7 “L” of the USOC Bylaws provides that an NGB “shall actively seek, in good faith, to generate revenue, in addition to any resources that may be provided by the [USOC], sufficient to achieve financial sustainability.”**

USAS may claim that it “actively seeks” in good faith to generate revenue “sufficient to achieve financial sustainability” (as an adjunct to the grants it receives from the USOC); but at some point, its claims in that regard cannot be taken seriously. Without USOC funding, USAS programs would not be sustainable, nor capable of achieving the required USOC markers within the High Performance Plan.

As the outside independent auditors of USAS have stated in their annual audits of USAS’s financials, *“The Corporation [i.e., USAS] is economically dependent upon the grants from the USOC in order to maintain its programs at current levels.”* This candid statement by USAS’s own auditors is “Exhibit A” to the point that USAS is not in compliance with USOC Bylaw Section 8.7.L.

- Q. Section 220522(a)(2) of the Sports Act requires an NGB to have “the managerial and financial capability to plan and execute its obligations” under the Sports Act and USOC Bylaws.**

For the reasons set forth in the individual violations set forth above, it is apparent that USAS, as an NGB, lacks the managerial and financial capability to plan and execute its obligations under the Sports Act and USOC Bylaws.

- (1) **Management:** USAS’s ED-CEO ‘manages’ by the use of fear, intimidation and the threat of reprisals; disregards athlete input (and tells them as such); and seeks to solidify his position as a well-paid executive by knowingly failing and refusing to follow USAS bylaws intended to ensure a turnover of (and addition of new) Board members who perhaps would have the independence of mind to objectively evaluate his job performance as ED-CEO. Instead, in

order to ensure his continued employment, the ED-CEO (with the complicity of the President and others on the Executive Committee) disregards USAS bylaws which place terms limits on Board members who he knows will support his continued employment, and those Board members, in return, agree to support the ED-CEO's continued employment. In addition, the ED-CEO is not above threatening board members with reprisals if they do not vote in favor of candidates he favors and initiating reprisals against those who he views as trouble makers.

- (2) **Finances:** There is no need to say anything on this topic, other than simply to repeat what the USAS's own outside independent auditors have already stated in their annual report with respect to the financials of USAS: "*The Corporation [i.e., USAS] is economically dependent upon the grants from the USOC in order to maintain its programs at current levels.*" Without ongoing USOC support, it is doubtful that USAS could continue as a "going concern" long term, in view of the deficits that USAS has incurred in recent years. As the ED-CEO candidly stated at a meeting of the USAS Board of Directors on November 2, 2013: "It is recognized that we cannot operate at a deficit budget on a continuing basis."

CONCLUSION

It has reportedly been stated by those who oppose the actions taken by the Grievants to date, that the Grievants desire to "destroy" USAS or wish to "take over USAS." Those individuals, who apparently support the recent wrongful actions of the President and Executive Director of USAS and who are willing to tolerate USAS's wholesale and on-going violations of the Sports Act, USOC Bylaws, and Governance Guidelines, can say whatever they want in their attempt to disparage the motives of the Grievants. However, the Grievants are clear as to the relief they request, which is set forth below.

WHEREFORE: on account of all the foregoing, the Grievants respectfully demand that USAS take prompt and diligent action to cure each and every violation of the Sports Act, USOC Bylaws and

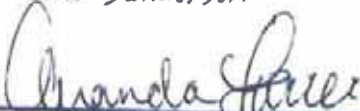
Governance Guidelines, and violations of its own Bylaws, as set forth above.

Note: This Grievance may be signed by the use of two or more separate signature pages, all of which when attached and taken together, shall constitute a single document.

Submitted as of the 25th day of April 2015.



Kyla Sanderson



Amanda Platter



Loretta Reinwald



Sarah Blum



ERIC USTACHRAFFT



LTC Bret A. Tecklenburg

 Dustin Taylor

 Austin Odom


M.L.W. Mark L. Weeks

Mary K Weeks Mary K Weeks

 HOLGUIN, JEFFREY

 Staffen, Mark

 RICHMOND, Joshua

 Hadden, Richard

M.E. Eller, Glenn

 Stewart, Hayden

 LUMAN, SETH

 Haldeman, Derek

Corey Cogdell Unken Corey Cogdell
Unken

LMSL Randal Sean McLelland

Amber English
Brian Burrows

Halley Dunn

Casoy Wallace

Grace BADE

Joe Turner Joe Turner

Janet T. Raab
Janet T. Raab

Bob Bolds
Bob Bolds

J. J. [unclear]

[unclear]

~~[unclear]~~

[unclear]

[unclear]

[unclear]

Vincent [unclear]

[unclear]

[unclear]

[unclear]

Alex [unclear]

Alex [unclear]

[unclear]

[unclear]

JOEL H. MARTIN III

JOEL H. MARTIN III

~~Richard [unclear] Rachel Martin~~

Eric [unclear]

ERIC [unclear]

12/C Amendment 1

The aforesaid Grievants reserve the right to revise, supplement and amend this Grievance as additional facts relevant to this Grievance become known to them, and also to further amend this Grievance by adding such other members of USAS who may wish to join as Grievants in this complaint.

Attachment:

Exhibit "A": Grievance dated April 10, 2015

This Grievance has been sent to the Secretary of USAS by certified mail, return receipt requested, with a courtesy copy sent by email to the Secretary of USAS on this 25th day of April, 2015.

Certified as true: Walton Glenn Eller, Jr.
Walton Glenn Eller, Jr.

GRIEVANCE

To the Secretary of USA Shooting, Inc.:

We, the undersigned members of the Executive Committee of USA Shooting, Inc., hereby file this written grievance, in the form of a complaint, pursuant to Article XXV, section "L" of the Bylaws of USA Shooting, Inc. ("USAS"), and respectfully allege as follows:

1. The President of USA Shooting (perhaps in concert with others, "John Doe Nos. 1,2,3,etc.") violated USAS bylaws by making decisions beyond the scope of his duties and authority, and which require a vote of the USAS Executive Committee or the Board of Directors.
2. More to the point, the President of USAS is not authorized to hire / retain special legal counsel without the authorization of the USAS Board or the Executive Committee.
 - a. Article XVI.B of USAS Bylaws reads as follows: "Special Legal Counsel: The Board or the Executive Committee may authorize the hiring of special legal counsel as may be required from time to time as such fees and compensation as agreed upon."
3. Notwithstanding the foregoing, and in disregard of the USAS Bylaws regarding the retention of legal counsel, James Lally did the following:
 - a. In an email on April 7, 2015 (attached), James Lally stated that "Bryan Cave is the independent law firm that

we have retained for the code of conduct situation. They will review the allegations, investigate the situation, state their findings and their recommendations.” [Emphasis supplied];

- b. In a letter dated April 8, 2015 (attached), James Lally wrote that “ Secretary Kinsey Robinson will administer ... actions with the advice of independent counsel Bryan Cave who [sic] has been engaged to review matters and provide advice and recommendations regarding how to proceed.” [Emphasis supplied];**
- c. However, neither the USAS Executive Committee, nor the USAS Board of Directors, ever “authorized” the hiring / retention of Bryan Cave as legal counsel;**
- d. Nor did the USAS Executive Committee or the USAS Board ever authorize the hiring of Bryan Cave (or any law firm) “at such fees and compensation as agreed upon.”**

4. Furthermore, the law firm Bryan Cave, had access to the Bylaws of USAS prior to any purported hiring /retention by James Lally, including Article XVI of the USAS Bylaws, and knew (or should have known) that James Lally had no authority to retain it or any other law firm without the authorization of the USAS Executive Committee or USAS Board; and if Bryan Cave did not know, it was negligent in failing to perform the due diligence required of a sophisticated national law firm to determine if James Lally indeed had the authority to hire /retain the law firm on

behalf of USAS, without the authorization of the USAS Board or Executive Committee.

5. By his actions, President of USAS (perhaps in concert with others whose identities are at this point unknown to the undersigned Grievants and referred to herein as "John Doe Nos.1, 2, 3, etc.") acted knowingly and wrongfully and in violation of USAS Bylaw Article XVI.

WHEREFORE: on account of the foregoing, the undersigned Grievants respectfully demand the following relief:

- a) That any purported hiring /retention of the law firm Bryan Cave be declared null and void and of no effect;
- b) Should Bryan Cave bring an action or otherwise insist that any purported retention of it by USAS by James Lally is valid and that it is owed monies on account thereof, that the defense of such action or claim be the personal liability of James Lally (and any others acting with him) on account that he /they acted without authorization of the USAS Executive Committee or Board); and
- c) That Grievants be granted such other, further and different relief as may be deemed just and proper under the circumstances.

This Grievance may be signed by use of two or more separate signature pages, all of which when attached and taken together, shall constitute a single document.

Signed and dated as of the 10th day of April 2015:

Mary Welch

Walton Glenn Eller Jr.
Walton Glenn Eller Jr.

The aforesaid Grievants reserve the right to revise, supplement and amend this Grievance as additional facts relevant to this Grievance become known to them, and also to further amend this Grievance by adding such other members of USAS who may wish to join as Grievants in this complaint.

Attachments: James Lally email to LTC Bret Tecklenburg from April 7, 2015 and the James Lally letter to the Board of Directors from April 8, 2015

This Grievance has been sent to the Secretary of USAS by certified mail, return receipt requested, with a courtesy copy sent by email to the Secretary of USAS on this 10th day of April, 2015.

Certified as true: Walton Glenn Eller Jr.
Walton Glenn Eller Jr.

EXHIBIT “B”

Letters dated June 9, June 17, and June 25, 2015

EXHIBIT “B”

One Exchange Plaza
55 Broadway, Suite 1501
New York, NY 10006
Tel: (212) 239-5500
Fax: (212) 239-7030

June 9, 2015

Via e-mail and First Class Mail:

Email: kinseyr@unionroofers.com

Mr. Kinsey Robinson
Secretary
USA SHOOTING
1 Olympic Plaza
Colorado Springs, CO 80909-5762

Re: **April 25, 2015 Grievance**

Dear Mr. Secretary:

This law firm represents the individuals who, on April 25, 2015, filed a Grievance with USA Shooting, care of your attention, as Secretary of USA Shooting, pursuant to Article XXV, Section "L" of the Bylaws of UA Shooting.

Although it is our understand that USA Shooting, President James Lally, in a memo dated April 28, 2015 to the entire Board of Directors of USA Shooting, noted that USA Shooting had received the Grievance, my clients have never received a communication from you, as Secretary, with respect to the "determination" you are to make relative to the Grievance pursuant to Article XXV, Section "L".

Please communicate directly with me with respect to your determination.

Thank you for your attention to this matter.

Very truly yours,

Edward G. Williams /ML

Edward G. Williams

One Exchange Plaza
55 Broadway, Suite 1501
New York, NY 10006
Tel: (212) 239-5500
Fax: (212) 239-7030

June 17, 2015

Via e-mail and First Class Mail:

Email: kinseyr@unionroofers.com

Mr. Kinsey Robinson
Secretary
USA SHOOTING
1 Olympic Plaza
Colorado Springs, CO 80909-5762

Re: **April 25, 2015 Grievance**

Dear Mr. Secretary:

Over a week ago I emailed (and mailed) to you the attached letter concerning the April 25, 2015 Grievance and have not yet received an acknowledgement / response and, more importantly, the “determination” you are obligated to make with respect to the Grievance, pursuant to Article XXV, Section “L” of the Bylaws of USA Shooting.

Please advise us by Thursday, June 25, 2015 of your “determination” as to the “basis” (or not) of the Grievance; and, failing that, my clients will proceed with the alternate remedies available to them as a consequence of USA Shooting’s failure to proceed with respect to the Grievance.

Very truly yours,

Edward G. Williams / ML

Edward G. Williams

Attachment

Cc: Robert Mitchell, Executive Director/ CEO of USA Shooting (w/ attach.)

One Exchange Plaza
55 Broadway, Suite 1501
New York, NY 10006
Tel: (212) 239-5500
Fax: (212) 239-7030

June 9, 2015

Via e-mail and First Class Mail:

Email: kinseyr@unionroofers.com

Mr. Kinsey Robinson
Secretary
USA SHOOTING
1 Olympic Plaza
Colorado Springs, CO 80909-5762

Re: **April 25, 2015 Grievance**

Dear Mr. Secretary:

This law firm represents the individuals who, on April 25, 2015, filed a Grievance with USA Shooting, care of your attention, as Secretary of USA Shooting, pursuant to Article XXV, Section "L" of the Bylaws of UA Shooting.

Although it is our understand that USA Shooting, President James Lally, in a memo dated April 28, 2015 to the entire Board of Directors of USA Shooting, noted that USA Shooting had received the Grievance, my clients have never received a communication from you, as Secretary, with respect to the "determination" you are to make relative to the Grievance pursuant to Article XXV, Section "L".

Please communicate directly with me with respect to your determination.

Thank you for your attention to this matter.

Very truly yours,

Edward G. Williams /ML

Edward G. Williams

One Exchange Plaza
55 Broadway, Suite 1501
New York, NY 10006
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June 25, 2015

Via Email and First Class Mail

Stephen B. Smith, Esq.
BRYAN CAVE HRO
90 South Cascade Ave, Suite 1300
Colorado Springs, CO 80903

Re: USA Shooting: April 25, 2015 Grievance

Dear Steve:

On June 9, and again, on June 17, 2015, I wrote to Kinsey Robinson, the Secretary of USA Shooting, noting his failure and neglect to make the “determination” he is called upon to make, pursuant to USAS Bylaw Article XXV “L”, as to whether the April 25 Grievance filed with him (as Secretary of USAS) has, in his judgment, any “basis” or not.

That is the very first step in the Grievance process that is to be made under the USAS Bylaws.

Mr. Robinson has never replied to my June 9 letter. Nor did he reply to my June 17 letter; or even have the courtesy to acknowledge receipt of either letter.

Instead, you have now suggested that the discussions which were underway with the USOC Associate General Counsel, the Ombudsman for Athletes at the USOC and representatives of the Grievants relative to possible arbitration of the April 3 and May 14 Grievances, somehow relieved the Secretary of USA Shooting of his obligations under the USAS Bylaws with respect to the April 25 Grievance.

The Secretary of USAS was not (and is not) relieved of his obligations under the USAS Bylaws to make his “determination” (the first step in the Grievance process) on account of those discussions and for any other reason.

First, the discussions you refer to relate (as you well know) solely to the Grievance dated and filed April 3 (and Code of Conduct attached, now the Second Amended Code of Conduct) and Mr. Anderson’s counter – Grievance dated May 14, 2015. Those discussions (relative to a

possible agreement to arbitrate those two Grievances before the AAA), do not pertain to the April 25 Grievance.



Second, even if those discussions did pertain to the April 25 Grievance (which they do not), there is nothing in the USAS Bylaws (or anywhere else) which gives the Secretary a “pass” with respect to his obligations under the USAS Bylaws on account of settlement or other discussions. In fact, the practice in all jurisdictions (Federal, state, AAA, FINRA, CAS and ICC) of which you must certainly be aware, is that the normal processes applicable to adjudicating / processing a matter are not automatically suspended / stayed / held in abeyance while the parties discuss settlement or possible alternate procedures to proceed.

And, in any event, they are not stayed / suspended / held in abeyance without the approval of the Court, or other applicable controlling body, or the consent of the parties (with the consent of the parties usually being the first step).

Here, no one from USAS (or representing USAS) ever contacted the Grievants and / or a representative of the Grievants for permission / or to seek mutual consent to hold up the Grievance process with respect to the April 25 Grievance for any reason, let alone for the reason that discussions were under way to possibly arbitrate some other grievances.

In short, there is no basis in law or fact to excuse the failure / neglect of the Secretary of USA Shooting, after more than two months, from performing his responsibilities under USAS Bylaw XXV, Section “L”.

Very truly yours,


Edward G. Williams 

CERTIFICATE OF SERVICE

I hereby certify, pursuant to Title 28 United States Code, Section 1746 that I have caused a copy of the foregoing Section 10 Complaint to be served by e-mail and by First Class Mail on this 13th day of August, 2015 to the following individuals:

Scott M. Blackmun, Esq.
Chief Executive Officer
United States Olympic Committee
One Olympic Plaza
Colorado Springs, CO 80909
Email: Scott.blackmun@usoc.org

Mr. Kinsey Robinson, Secretary
USA Shooting, Inc.
US Olympic Complex
Colorado Springs, CO 80909-5762
Email: kinseyr@unionroofers.com

With courtesy copies emailed to the following:


Gary L. Johansen, Esq.
Associate General Counsel
United States Olympic Committee
Email: gary.johansen@usoc.org

Kacie Wallace, Esq
Ombudsman for Athletes
United States Olympic Committee
Email: Kacie.wallace@usoc.org

Ms. Sarah Konrad
Chair, USOC Athletes' Advisory Council
Email: skonrad2@yahoo.com

Accompanying the mailed copy of the Section 10 Complaint to the USOC is a check in the amount of \$250.00, the requisite filing fee in accordance with Section 10.3 of the USOC Bylaws.

I certify under penalty of perjury that the foregoing is true and correct. Executed in New York, New York on this 13th day of August, 2015.



Edward G. Williams

BEFORE THE US OLYMPIC COMMMITTEE HEARING PANEL

SECTION 10 COMPLAINT

AGAINST

USA SHOOTING, INC.

.....

FUERHTER AMENDED LIST OF SECTION 10 COMPLAINANTS

(50 athletes / other members of USAS as of October 14, 2015)

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Dated: New York, New York,
October 14, 2015

Respectfully submitted,

STEWART OCCHIPINTI LLP

By: _____

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